



Control Number: 35077



Item Number: 90

Addendum StartPage: 0

PUC Project No. 35077

**First Amendment to the
INTERCONNECTION AGREEMENT
Between
Hays Energy Limited Partnership
(HELP)
and
LCRA Transmission Services Company**

April 20, 2009

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**FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT**

This First Amendment ("Amendment") to the Interconnection Agreement, (the "Agreement"), dated June 23, 1999, between Hays Energy Limited Partnership ("HELP") and the Lower Colorado River Authority ("LCRA") is made and entered into this 13 day of February, 2008, between HELP and **LCRA TRANSMISSION SERVICES CORPORATION** (the "Corporation"), as assignee of the LCRA, collectively referred to hereinafter as the Parties. In consideration of the mutual promises and undertakings herein set forth, the Parties agree to amend the Agreement as follows:

1. Exhibit "A" attached to the Agreement is deleted in its entirety and the Exhibit "A" attached to this First Amendment is hereby added to the Agreement in lieu thereof.
2. Exhibit "A" attached to this First Amendment will become effective upon execution of this First Amendment by the Parties.

Except as otherwise expressly provided for herein, the Agreement will continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be executed in several counterparts, each of which shall be deemed an original but all shall constitute one and the same instrument.

HAYS ENERGY LIMITED PARTNERSHIP
By: ANP Hays Energy Company, General Partner

By: [Signature] AJB

Name: Barry R. Brits

Title: Vice President

Date: February 2, 2009

LCRA TRANSMISSION SERVICES
CORPORATION

By: [Signature]

Name: Ray Pfefferkorn, P.E.

Title: LCRA Transmission Engineering
Manager

Date: 2/13/09



EXHIBIT A

INTERCONNECTION FACILITIES LISTING

LCRA INTERCONNECTION FACILITIES: The LCRA Interconnection Facilities will include the following:

- 5 - 345 kV Circuit Breakers
- 12- 345 kV Disconnect Switches, 3 phase, gang operated
- 2 - Interconnect Point Meter, Bi-Directional with In/Out Registers
- 2 - Backup Interconnection Meter, Bi-Directional with In/Out Registers
- 3- 345 kV Deadend Structure
- 5 sets - 345 kV Surge Arresters
- 2 sets- 345 kV metering current transformers
- 1- Remote Terminal Unit
- 1 - Digital Fault Recorder
- 1 - Substation dialup access system
- 2 sets - 345 kV Potential Transformers
- 1 set - 345 kV Coupling Capacitor Voltage Transformers
- Necessary Protective relaying and control equipment
- Necessary Control Centers and associated equipment
- Necessary 345 kV Buswork and connectors
- Necessary Substation shielding, graveling, grounding and fencing
- Necessary Metering, Telemetry, and Communications

The above list is not intended to be a complete list of all facilities that LCRA will install in its Interconnection Facilities.

HELP INTERCONNECTION FACILITIES: The HELP Interconnection Facilities will include the following:

- 4- 345 kV Circuit Breakers
- 8- 345 kV Disconnect Switches. 3 phase, gang operated
- 6 sets - 345 kV Coupling. Capacitor Voltage Transformers
- 1 - Digital Fault Recorder
- Necessary 345 kV Buswork and connectors
- Necessary Metering, Telemetry, and Communications
- HELP shall directly bear the installation and ongoing costs for the communication facilities described in Section 3.13 (m).

The above list is not intended to be a complete list of all facilities that HELP will install in its Interconnection Facilities.