

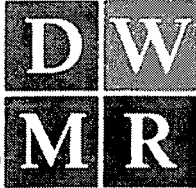


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October 25, 2019

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PUBLIC UTILITY COMMISSION  
FILING CLERK

Ms. Ana Treviño  
Filing Clerk  
Public Utility Commission of Texas  
1701 Congress Ave.  
Austin Texas 78704

**RE:** PUC Docket No. 49737; SOAH Docket No. 473-19-6862; *Application of Southwestern Electric Power Company for Certificate of Convenience and Necessity Authorization and Related Relief for the Acquisition of Wind Generation Facilities*; **Substituted Exhibit JFG-3**

Dear Ms. Treviño:

Southwestern Electric Power Company (SWEPCO) has entered into limited amendments to the Purchase and Sale Agreements (PSAs) for the wind generation facilities that are the subject of this proceeding. A summary of the PSA amendments is attached, none of which affect the customer benefits or customer rate impacts of the proposed wind generation facilities described in SWEPCO's application.

The PSAs were provided with SWEPCO's application as Highly Sensitive Confidential Exhibit JFG-3 to the Direct Testimony of Jay F. Godfrey. SWEPCO is providing the amended PSAs as Substituted Highly Sensitive Exhibit JFG-3 to parties who have signed the protective order and will offer the substituted exhibit into evidence at the hearing in place of the original exhibit.

Very truly yours,

Kerry McGrath

cc: all parties

## **North Central Wind PSA Amendments Summary**

Note: Unless otherwise indicated, capitalized terms have the same meaning as in the relevant Purchase and Sale Agreement (“PSA”).

### Sundance First Amendment to Purchase and Sale Agreement

- Section numbering cleanup in Exhibit D Project Warranty
- Start of Construction Certificate Exhibit J-1 (Execution Date) – replaced to reflect change in Safe Harbor Components
- Start of Construction Certificate Exhibit J-2 (Closing Date) – replaced to reflect change in Safe Harbor Components

### Traverse Third Amendment to Purchase and Sale Agreement

- First Amendment – extended Seller Contribution Date by 10 days to 10/07/19 ) date by which US Wind Member/Invenergy Member required to contribute assets to Seller
- Second Amendment – extended Seller Contribution Date by 7 days to 10/17/19
- Exhibits J-1 through J-4 Start of Construction Certificates replaced – two Invenergy Member 2017 turbines removed from Invenergy Safe Harbor Components; US Wind Member contributing additional 2017 US Wind Safe Harbor Components
- Incorrect reference to “Sundance” in Attachment 14 to Schedule 3.4(b) Scope of Work changed to “Traverse”
- Exhibit D Project Warranty replaced with new Exhibit D Project Warranty – original attached to PSA only had first page; complete Exhibit D is now part of PSA.

### Maverick Amended and Restated Purchase and Sale Agreement

- PSA revised to reflect move from Traverse JV structure (Invenergy to partner with third-party with 2017 safe harbor equipment to be eligible for 80% of PTCs) to new structure with Invenergy using a combination of 2016 and 2017 safe harbor components (no partner) to be eligible for 80% PTCs
- Provisions in the pre-amendment PSA regarding the governing documents and corporate governance of the joint venture entity, as well as tax representations regarding safe harbor equipment to be contributed by the JV partner, have been eliminated from the amended PSA
- Additional tax representations have been added in the Start of Construction Certificates regarding the amount, composition and safe harbor qualification of the safe harbor equipment that Invenergy will utilize in the project
- Minor changes to the composition of wind turbines (e.g., tower and generator sizes) were made due to the change in composition of safe harbor equipment. These changes have no impact on the total project MW size
- Buyer can now flex down to 207 MWs instead of 240 MWs if necessary to effectuate certain regulatory approvals.