

**TENTH AMENDMENT TO THE WATER SUPPLY AND WASTEWATER
REQUIREMENTS AGREEMENT**

WHEREAS, on May 30, 2001 the City of Seguin (“City”) and the Rio Nogales Power Project (“Rio Nogales”) entered into a Water Supply and Wastewater Requirements Agreement (“this Agreement”); and

WHEREAS, on April 9, 2012, CPS Energy acquired ownership of the TPF Rio Nogales, I, LLC and TPF Rio Nogales II, LLC which hold title to the Rio Nogales, LP Electric Generating Plant; and

WHEREAS, as part of the acquisition of the Rio Nogales, LP, Electric Generating Plant CPS Energy acquired the rights and duties to the Water Supply and Wastewater Requirements Agreement; and

WHEREAS, pursuant to Article VI, Section 6.2(b)(2), the City of Seguin may adjust the quantity charge for Treated Effluent Water; and

WHEREAS, pursuant to Article VI, Section 6.2(b)(4), the City of Seguin may adjust the quantity charge Potable Water; and

WHEREAS, the City Council of the City of Seguin formally and officially authorized these rate changes on August 4, 2015.

NOW, THEREFORE, in consideration of the foregoing, it is hereby agreed that the Agreement is amended as follows:

Article VI, Section 6.2(b)(4) now reads:

“(4) Quantity Charge for Potable Water. The Quantity Charge for Potable Water shall be equal to the volume of Potable Water delivered to and used by Rio Nogales during the calendar month multiplied by the applicable rate for Potable Water. Effective October 1, 2015, the rate shall be \$2.98 per 1,000 gallons. This rate will remain fixed for a period of one (1) year, and the rate for Potable Water may be reviewed and adjusted by the City annually thereafter. In no event, however, shall the City increase the rate for Potable Water by more than ten percent (10%) of the previous rate, nor shall the rate paid by Rio Nogales for Potable Water ever exceed the lowest rate charged by the City to any other industrial Potable Water Customers.”

All other provisions of this Agreement shall remain the same. This Tenth Amendment to the Water Supply and Wastewater Requirements Agreement shall be effective October 1, 2015.

City of Seguin, Texas

By: _____
Douglas G. Faseler

Date: _____

Rio Nogales Power Project

By: _____

Date: _____