

Exhibit B

Mayfield Electric & Water Systems
INTERCONNECTION PROCEDURES
FOR RENEWABLE DISTRIBUTED GENERATION
UNDER THE TVA/MEWS
RENEWABLE STANDARD OFFER PROGRAM

**(For Generating Facilities of greater than
50 kW up to 20 MW)**

Approved by the Board this 16th day of September, 2014

1. GENERAL PROCEDURES & STANDARDS

1.1.Scope

These procedures describe the steps Interconnection Developer (hereinafter called Developer) participating in the TVA Renewable Standard Offer (RSO) Program must follow in order for their renewable distributed generation equipment (herein after referred to as the Project) to be evaluated and approved for interconnection to Mayfield Electric & Water Systems' (herein after called Distributor, MEWS) electrical system for parallel operation.

1.2.Application for Interconnection

Each Developer must submit to the Distributor the following as part of the application for interconnection process:

- 1.2.1. Completed Application for Interconnection of Distributed Generation, which is attached to this document-labeled Attachment 1.
- 1.2.2. A non-refundable application fee of \$1,500.00.
- 1.2.3. Executed MEWS Interconnection Agreement.
- 1.2.4. Executed MEWS Distributed Generation/Interconnection Policy

1.3. Application Processing

- 1.3.1. The Distributor will review the application for sufficiency and completeness and notify the Developer of received documents required or indicate how the application is deficient within a reasonable time after the application and the required fees are submitted.
- 1.3.2. The Developer shall submit a Program Application to TVA (must include a copy of Interconnection Application submitted to Distributor)
- 1.3.3. The Developer will not be allowed to proceed with construction, interconnection and parallel operation until all provisions of these procedures have been met, and Distributor has given written notification to proceed.
- 1.3.4. If approved for the RSO program, TVA will execute a conditional Power Purchase Agreement (PPA) with the Developer (conditional until corporate credit review and Performance Assurance payments are made if applicable). The Developer must execute both the TVA PPA and the MEWS Interconnection Agreement prior to Distributor beginning the study process, and before TVA begins environmental (NEPA) review. Distributor will execute the MEWS Interconnection Agreement after successful completion of the study processes.

- 1.3.5. Before Distributor commences any of the study processes, Distributor shall seek proposals from outside consultants qualified to perform engineering analysis of the impact and necessary improvements to Distributor's network necessary to incorporate the Project into Distributor's system, and combine the consultant study costs with estimated direct costs to Distributor and submit those costs in the form of a proposed Letter of Agreement, wherein Developer and Distributor shall agree on the work to be done and the costs to be paid by the Developer. Total Costs, which shall be borne by the Developer, shall include all direct and indirect costs to Distributor in relation to the application and interconnection process; including all direct labor costs, outside consultant costs, transportation costs, actual overhead costs including insurance, benefits, building expenses, and other costs directly attributable to each application using conventional FERC accounting methods. After this Letter of Agreement is executed and the required costs remitted to the Distributor, the study shall commence.
- 1.3.6. After the study processes are completed, Distributor and TVA will notify Developer of the outcomes and suitability of the Project for construction. At the same time, Distributor will notify the Developer in writing of the cost estimate to perform any and all system upgrades necessary as discovered and recommended via the study processes. If the Project is deemed viable, with certain Distributor system modifications, and should the Developer choose to proceed with the Project, the Developer shall remit the estimated cost of system alterations to Distributor and Distributor will finalize the execution of the MEWS Interconnection Agreement for the Project.
- 1.3.7. The Developer will then either contract with TVA, or a suitable third party, to perform the necessary NEPA environmental review/assessment of the Project.
- 1.3.8. TVA will submit an agreement for Distributor execution regarding wholesale billing adjustment, including any adjustments necessary to pass along, and any estimated increase in system energy losses to the Distributor.
- 1.3.9. After successful completion of the steps described above, Developer must request and receive a Notice to Proceed (NTP) from TVA within one year after the PPA is executed (contract effective date). NTP approval requires proof of proper execution of the interconnection and metering agreements described above, as well as all required local permits, NEPA environmental assessments and reports, revised Performance Assurance payments, and all other information per the TVA program guidelines.

- 1.3.10. After installation, the Developer must return the Certificate of Completion (Attachment 2) to the Distributor. Prior to parallel operation, the Distributor shall inspect the Project equipment for compliance with the proposed design and shall perform a Commissioning Test in accordance with the procedures defined by the latest version of IEEE 1547.1. The Distributor and TVA will have the option of witnessing or participating in the commissioning test or may require documentation from the equipment owner describing which tests were performed and their results.
- 1.3.11. If the inspection of the completed system and any required commissioning tests are satisfactory, the Distributor will notify the Developer in writing that interconnection of the Project Equipment is authorized for parallel operation. If the system does not pass the inspection and/or Commissioning test, the Distributor has the right to lockout the facility and assure its total isolation from the Distributor grid. The Developer shall not, under any circumstance, take any action to operate the system in parallel until the problems have been corrected and a new inspection and Commissioning test are performed, or waived by the Distributor.
- 1.3.12. Whether the system's interconnection is authorized or not accepted, Distributor shall render a final accounting of the costs associated with the system and the amount already paid by Developer per the estimate provided in the application process. If total costs (as described in 1.4.4 of this document) to process the application, engineering, and commissioning are greater than the deposit already paid by Developer, Distributor shall invoice Developer for the additional amount. If costs were less than the original estimate, Distributor shall refund the amount over the actual costs associated with the system to the Developer. Failure to pay the actual costs to Distributor shall result in the isolation of the Project from the Distributor's system.

1.4. Standards and Certification Criteria

The Project equipment must comply with the latest revision of the following standards and the Developer must provide evidence of the certifications with the Project Equipment Application or with the Certificate of Completion:

- 1.4.1. IEEE1547 Standard for Interconnecting Distributed Resources with Electric Power Systems (including use of IEEE 1547.1 testing protocols to establish conformity)
- 1.4.2. IEEE1547.1 Standard Conformance Test Procedures for Equipment Interconnecting Distributed Resources with Electric Power Systems
- 1.4.3. UL 1741 Inverters, Converters, and Controllers for Use in Independent Power Systems
- 1.4.4. NFPA 70 National Electrical Code
- 1.4.5. The Project Equipment shall be considered certified for interconnected

operation if the generation equipment and all related interconnection components have been tested and listed by an acceptable Nationally Recognized Testing Laboratory (NRTL certification by Department of Labor) for continuous interactive operation with an electric distribution system in compliance with the codes and standards outlined in 1.4.1 – 1.4.7 above. If NRTL certification is not available, Distributor may, upon request, with supportive information, approve alternative testing procedures at Developer's expense to assure IEEE 1547 performance.

1.4.6. The system must be certified for grid intertie operation by a licensed electrician as meeting all codes and inspections. The installation and protection designs must be provided by and stamped by a Registered Professional Engineer licensed in the State of Kentucky.

1.4.7. The Developer must provide evidence that the installation has been inspected and approved by state or local code officials, as applicable, certified by a licensed electrician, and approved by a registered engineer, as applicable, prior to its operation in parallel. This information will be submitted with the Certification of Completion.

2. STUDY PROCESS

The study process consists of the engineering review, the system impact study, the NEPA environmental review, and the facilities study.

2.1 Engineering Review

The "Engineering Review" is designed to identify any adverse system impacts that would result from interconnection of the Project Equipment to Distributor's system. Developer will be responsible for all costs associated with this Engineering Review.

2.2 System Impact and Facilities Studies

A system impact study is designed to identify and detail the electric system impacts that would result if the proposed Project were interconnected without Project modifications or electric system modifications. A system impact study evaluates the impact of the proposed interconnection on the reliability of the electric system.

2.2.1. In instances where the system impact study shows potential for adverse impacts to the distribution system, the Distributor shall send the Developer a distribution system impact study agreement, including an outline of the scope of the study and a non-binding good faith estimate of the cost to perform the study, if such a study is required. Once the Developer agrees to pay the cost of the study, the process continues.

Once the required system impact study is complete, a facilities study agreement if needed, including an outline of the scope of the study and a

non-binding good faith estimate of the cost to perform the facilities study, shall be sent to the Developer. Design for any required Interconnection Facilities and/or Upgrades shall be performed under the facilities study agreement. Upon completion of the facilities study, and with the agreement of the Developer to pay for Interconnection Facilities and Upgrades identified in the facilities study, the Distributor shall provide the Developer an executable interconnection agreement.

2.3 Environmental Review (NEPA)

All interested parties are urged to consult TVA's National Environmental Policy Act (NEPA) Compliance procedures prior to submitting an Application to determine the likelihood that, and the timeline in which, their project can be reviewed for environmental acceptability. This process typically involves preliminary determinations by TVA of:

2.3.1. Whether or not provisions of the NEPA and related laws apply to the decision; and,

2.3.2. If so, which of three levels of review would be initiated. TVA's implementing procedures for NEPA are available at www.tva.com/environment/reports/pdf/tvanepa_procedures.pdf.

A short description of TVA's NEPA process is also included in Appendix B of the Renewable Standard Offer Guidelines.

2.3.3. Applicants are responsible for all costs associated with the conduct of, and preparation of documentation for, the appropriate level of environmental review. If the provisions of NEPA apply, applicants may:

- (i) use TVA as the preparer;
- (ii) use a TVA pre-qualified contractor; or,
- (iii) propose a contractor for the project by submitting the contractor's qualifications for evaluation and determination of acceptability by TVA.

2.3.4. Neither the Application nor Renewable Standard Offer Contract covers any aspect of the NEPA review. These reviews must be arranged separately.

Attachment 1 -- Application for Interconnection of Distributed Generation

RSO (Greater than 50 kW and less than or equal to 20,000 kW)

This application should be completed and returned to the Distributor representative in order to begin processing the request.

PART 1

DEVELOPER INFORMATION

Name: _____

Mailing Address: _____

City: _____ County: _____ State: _____ Zip Code: _____

Phone Number: _____ Representative: _____

Email: _____

Fax Number: _____

PROPOSED LOCATION FOR PROJECT

Physical Address of Site: _____

City: _____ State: _____ Zip Code: _____

OWNER OF LAND AT PROJECT LOCATION

Name: _____

Mailing Address: _____

City: _____ State: _____ Zip Code: _____

Phone Number: _____

Approved by the Board this 16th day of September, 2014

Email: _____

Fax Number: _____

PROJECT DESIGN/ENGINEERING (as applicable)

Company: _____

Mailing Address: _____

City: _____ County: _____ State: _____ Zip Code: _____

Phone Number: _____ Representative: _____

Email: _____ Fax Number: _____

PE License _____ State _____

Installer

Company: _____

Mailing Address: _____

City: _____ County: _____ State: _____ Zip Code: _____

Phone Number: _____ Representative: _____

Email: _____ Fax Number: _____

NABCEP #: _____ State _____

ELECTRICAL CONTRACTOR (as applicable)

Company: _____

Mailing Address: _____

City: _____ County: _____ State: _____ Zip Code: _____

Phone Number: _____ Representative: _____

Email: _____ Fax Number: _____

Contractor's License# _____ City/County/State _____

TYPE OF GENERATOR (as applicable)

Photovoltaic _____ Wind _____ Other _____

ESTIMATED LOAD AND GENERATOR RATING INFORMATION

The following information is necessary to help properly design the Distributor interconnection.

Total Site Load _____ (Highest kW Demand Last 12 Months)

Residential _____ Commercial _____ Industrial _____

System Rating _____ (kW) Annual Estimated Generation _____ (kWh)

PART 2

(Complete all applicable items. Copy this page as required for additional generators)

SYNCHRONOUS GENERATOR DATA

Identification per Single Line Drawing: _____

Total number of units with listed specifications on site: _____

Manufacturer: _____

Type: _____ Date of manufacture: _____

Serial Number (each): _____

Phases: Single Three R.P.M.: _____ Frequency (Hz): _____

Rated Output (for one unit): _____ Kilowatt _____ Kilovolt-Ampere

Rated Power Factor (%): _____ Rated Voltage (Volts): _____ Rated Amperes: _____

Field Volts: _____ Field Amps: _____ Motoring power (kW): _____

Synchronous Reactance (X_d): _____ % on _____ KVA base

Transient Reactance (X'_d): _____ % on _____ KVA base

Sub-transient Reactance (X''_d): _____ % on _____ KVA base

Negative Sequence Reactance (X_2): _____ % on _____ KVA base Zero

Sequence Reactance (X_0): _____ % on _____ KVA base

Neutral Grounding Resistor Size (if applicable): _____

I_2^2t or K (heating time constant): _____

Additional information: _____

INDUCTION GENERATOR DATA

Rotor Resistance (R_r): _____ ohms Stator Resistance (R_s): _____ ohms

Rotor Reactance (X_r): _____ ohms Stator Reactance (X_s): _____ ohms

Magnetizing Reactance (X_m): _____ ohms

Short Circuit Reactance (X''_d): _____ ohms and (X'_d): _____ ohms

Design letter: _____ Frame Size: _____

Exciting Current: _____ Temp Rise (deg C°): _____

Reactive Power Required: _____ Vars (no load), _____

Vars (full load) Additional information: _____

PRIME MOVER (Complete all applicable items)

Identification per Single Line Diagram _____ Unit Number: _____

Type: _____

Manufacturer: _____

Serial Number: _____ Date of manufacture: _____

H.P. Rated: _____ H.P. Max.: _____ Inertia Constant: _____ lb.-ft.²

Energy Source (hydro, wind, etc.) _____

INVERTER DATA (if applicable)

Manufacturer: _____ Model: _____

Rated Power Factor (%): _____ Rated Voltage (Volts): _____ Rated Amperes: _____

Inverter Type (ferroresonant, step, pulse-width modulation, etc): _____

Single or Three Phase _____ Type commutation: forced _____ line _____

Harmonic Distortion: Maximum Single Harmonic (%) _____
Maximum Total Harmonic (%) _____

POWER CIRCUIT BREAKER (if applicable)

Manufacturer: _____ Model: _____

Rated Voltage (kilovolts): _____ Rated ampacity (Amperes) _____

Interrupting rating (Amperes): _____ BIL Rating: _____

Interrupting medium / insulating medium (ex. Vacuum, gas, oil) _____ / _____

Control Voltage (Closing): _____ (Volts) AC DC

Control Voltage (Tripping): _____ (Volts) AC DC Battery Charged Capacitor

Close energy: Spring Motor Hydraulic Pneumatic Other: _____

Trip energy: Spring Motor Hydraulic Pneumatic Other: _____

Bushing Current Transformers: _____ (Max. ratio) Relay Accuracy Class: _____

Multi ratio? No Yes: (Available taps) _____

Description of Control System _____

ADDITIONAL INFORMATION – Single Line Diagram

In addition to the items listed above, please attach a detailed one-line diagram of the proposed facility, all applicable elementary diagrams, major equipment, (generators, transformers, inverters, circuit breakers, protective relays, batteries, number and location of PV Panels, transfer switches, etc.) specifications, test reports, etc., and any other applicable drawings or documents necessary for the proper design of the interconnection. Also describe the address or grid coordinates of the facility.

Permission to Interconnect

Developer must not operate their generating facility in parallel with Distributor’s system until they receive written authorization for parallel operation from Distributor. Unauthorized parallel operation could result in injury to persons and/or damage to equipment and/or property for which the Developer may be liable.

End of Part 2

SIGN OFF AREA

The Developer agrees to provide the Distributor with any additional information required to complete the interconnection.

Applicant Signature

Date

DISTRIBUTOR CONTACT FOR APPLICATION SUBMISSION AND MORE INFORMATION:

Distributor contact: Brent Shultz

Title: Customer Operations/Energy Services Manager

Address: Mayfield Electric & Water Systems

301 East Broadway

Mayfield, KY 42066

Phone: 270.247.4661

Email: bshultz@mewsbb.com

Attachment 2 - Certificate of Completion

Interconnection Developer : _____

Contact Person: _____

Address: _____

Location of the Small Generating Facility (if different from above):

City: _____ State: _____ Zip Code: _____

Telephone (Day): _____ (Evening): _____

Fax: _____ E-Mail Address: _____

Electrician:

Name: _____

Address: _____

City: _____ State: _____ Zip Code: _____

Telephone (Day): _____ (Evening): _____

Fax: _____ E-Mail Address: _____

License number: _____

Inspection:

The Small Generating Facility has been installed and inspected in compliance with the local building/electrical code of _____

Signed (Local electrical wiring inspector, or attach signed electrical inspection):

Print Name: _____ Date: _____

As a condition of interconnection, you are required to provide a copy of this form along with a copy of the signed and approved electrical permit/certificate to:

Name: Brent Shultz Customer Operations/Energy Services Manager

Company: Mayfield Electric & Water Systems

Address: 301 East Broadway

City, State ZIP: Mayfield, KY 42066

Approved by the Board this 16th day of September, 2014