

**SPP
Notification to Construct**

January 9, 2014

Mr. Philip Crissup
Oklahoma Gas and Electric Co.
P.O. Box 321, M/C 903
Oklahoma City, OK 73101

RE: Notification to Construct Generator Interconnection Network Upgrade

Dear Mr. Crissup,

Pursuant to Section 3.3 of the Southwest Power Pool, Inc. ("SPP") Membership Agreement and Attachment O, Section VI, of the SPP Open Access Transmission Tariff ("OATT"), SPP provides this Notification to Construct ("NTC") directing Oklahoma Gas and Electric Co. ("OGE"), as the Designated Transmission Owner, to construct the Network Upgrade(s).

The Network Upgrade is required on the OGE system to provide Interconnection Service to the Generator Interconnection Request as detailed in the Generator Interconnection Agreement ("GIA") for GEN-2012-040, Service Agreement ("SA") 2647, dated December 17, 2013.

New Network Upgrades

Project ID: 30656

Project Name: GEN-2012-040 POI

Need Date for Project: 3/31/2015

Estimated Cost for Project: \$3,033,890

Date of Estimated Cost: 12/17/2013

Estimated Cost Source: GEN-2012-040 GIA, SA2647 effective 12/17/2013

Network Upgrade ID: 50839

Network Upgrade Name: GEN-2012-040 POI

Network Upgrade Description: Construct new 138 kV three (3) breaker ring bus substation to accept GEN-2012-040 as per SA 2647 dated 12/17/2013.

Network Upgrade Owner: OGE

MOPC Representative(s): Jacob Langthorn, IV

TWG Representative: Travis Hyde

Categorization: Generation Interconnection

Network Upgrade Specification: Network Upgrade will include: three (3) 138 kV line

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terminals, dead end structures, line relaying, interconnect metering including CTs and PTs; three (3) 138 kV 2000 amp breakers, line relaying, disconnect switches, and associated equipment; and, Right of Way and property for new 138kV substation.

Network Upgrade Justification: For interconnection of GEN-2012-040

Estimated Cost for Network Upgrade (current day dollars): \$3,033,890

Cost Allocation of the Network Upgrade: 100% Directly Assigned

Estimated Cost Source: GEN-2012-040 GIA, SA 2647 effective 12/17/2013

Date of Estimated Cost: 12/17/2013

Commitment to Construct

Please provide to SPP a written commitment to construct the Network Upgrade(s) within 90 days of the date of this NTC, pursuant to Attachment O, Section VI.6 of the SPP OATT, in addition to providing a construction schedule. Failure to provide a sufficient written commitment to construct as required by Attachment O could result in the Network Upgrade(s) being assigned to another entity.

Mitigation Plan

The Need Date represents the timing required for the Network Upgrade(s) to address the identified need. Your prompt attention is required for formulation and approval of any necessary mitigation plans for the Network Upgrade(s) included in the Network Upgrade(s) if the Need Date is not feasible. Additionally, if it is anticipated that the completion of any Network Upgrade will be delayed past the Need Date, SPP requires a mitigation plan be filed within 60 days of the determination of expected delays.

Notification of Commercial Operation

Please submit a notification of commercial operation for each listed Network Upgrade to SPP as soon as the Network Upgrade is complete and in-service. Please provide SPP with the actual costs of these Network Upgrades as soon as possible after completion of construction. This will facilitate the timely billing by SPP based on actual costs.

Notification of Progress

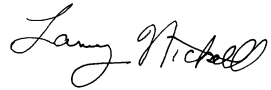
On an ongoing basis, please keep SPP advised of any inability on OGE's part to complete the approved Network Upgrade(s). For project tracking, SPP requires OGE to submit status updates of the Network Upgrade(s) quarterly in conjunction with the SPP Board of Directors meetings. However, OGE shall also advise SPP of any inability to comply with the Project Schedule as soon as the inability becomes apparent.

All terms and conditions of the SPP OATT and the SPP Membership Agreement shall apply to this Project, and nothing in this NTC shall vary such terms and conditions.

Don't hesitate to contact me if you have questions or comments regarding these instructions. Thank you for the important role that you play in maintaining the reliability of our electric grid.

SPP-NTC-200243

Sincerely,



Lanny Nickell
Vice President, Engineering
Phone: (501) 614-3232 • Fax: (501) 482-2022 • lnickell@spp.org

cc: Carl Monroe - SPP
Katherine Prewitt - SPP
Jacob Langthorn, IV - OGE
Travis Hyde - OGE