

**SPP
Notification to Construct**

March 11, 2016

Mr. Philip Crissup
Oklahoma Gas & Electric Company
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 Attachments O and Y of the SPP Open Access Transmission Tariff ("OATT"), SPP provides this Notification to Construct ("NTC") directing Oklahoma Gas & Electric ("OGE"), as the Designated Transmission Owner, to construct the Network Upgrade(s).

The Network Upgrade is required on the OGE system to fulfill the Generator Interconnection Request as detailed in the Generator Interconnection Agreement for GEN-2011-019, Service Agreement (SA) 2593R1 with an Effective Date of February 2, 2016; GEN-2011-020, SA 2594R1 with an Effective Date of February 2, 2016; and GEN-2011-022, SA 2595R1 with an Effective Date of February 29, 2016.

New Network Upgrades

Project ID: 30992

Project Name: XFR - Woodward EHV 138kV Phase Shifting Transformer

Need Date for Project: 6/1/2017

Estimated Cost for Project: \$7,100,000

Date of Estimated Cost: 12/18/2015

Estimated Cost Source: OGE, compiled by SPP in Interconnection Facilities Study for DFS-2011-001 dated December 18, 2015

Network Upgrade ID: 51425

Network Upgrade Name: Woodward EHV 138kV Phase Shifting Transformer circuit #1

Network Upgrade Description: Install one (1) 138 kV phase shifting transformer along with upgrading relay, protective, and metering equipment, and all associated and miscellaneous materials.

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Network Upgrade Owner: OGE
MOPC Representative(s): Jacob Langthorn, IV
TWG Representative: Travis Hyde
Categorization: Generation Interconnection
Network Upgrade Specification: Phase Shifting transformer as described in the Network Upgrade Description.
Network Upgrade Justification: For interconnection of GEN-2011-019, GEN-2011-020, GEN-2011-022
Estimated Cost for Network Upgrade (current day dollars): \$7,100,000
Cost Allocation of the Network Upgrade: 100% Directly Assigned
Estimated Cost Source: OGE, compiled by SPP in Interconnection Facilities Study DFS-2011-001 dated 12/18/2015
Date of Estimated Cost: 12/18/2015

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, in addition to providing a construction schedule. Failure to provide a sufficient written commitment to construct as required by the SPP OATT 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.

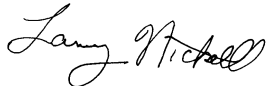
All terms and conditions of the SPP OATT and the SPP Membership Agreement shall apply to

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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.

Sincerely,



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

cc: Carl Monroe - SPP
Antoine Lucas - SPP
Jacob Langthorn, IV - OGE
Travis Hyde - OGE