SPP
Notification to Construct

July 29, 2011

Mr. Carl Huslig
ITC Great Plains
1100 Southwest Wanamaker Road, Suite 103
Topeka, KS 66604

RE: Notification to Construct Approved Priority Projects

Dear Mr. Huslig,

Pursuant to Section 3.3 of the Southwest Power Pool, Inc. ("SPP") Membership Agreement and Attachment O, Section VIII, of the SPP Open Access Transmission Tariff ("OATT"). SPP provides this Notification to Construct ("NTC") directing ITC Great Plains ("ITCGP"), as the Designated Transmission Owner, to construct the Network Upgrades.

In June 2010, SPP issued NTCs to Mid-Kansas Electric Company ("MKEC") and Sunflower Electric Power Corporation ("Sunflower") for construction of the approved Priority Projects. Upon accepting the NTCs, MKEC and Sunflower provided notice to SPP that certain Priority Projects were being designated to ITCGP. MKEC and Sunflower each entered into a Designee Qualification and Novation Agreement ("Novation Agreement") with ITCGP and SPP on March 22, 2011. On June 24, 2011, the Federal Energy Regulatory Commission issued orders accepting each of the Novation Agreements, effective April 1, 2011. Pursuant to SPP’s business practices, if there is a change in Designated Transmission Owner, a modified NTC shall be issued.

New Upgrades

Project ID: 945
Project Name: Line – Spearville - Clark County - Thistle - Wichita 345 kV double circuit
Estimated In-Service Date for Project: 12/31/2014
Estimated Cost for Project: $463,689,790 (cost for entire project including all entities)
Estimated Cost Source: ITCGP and Prairie Wind Transmission
Date of Cost Estimate: October 2010

Network Upgrade ID: 50384
Network Upgrade Description: Thistle to Flat Ridge 138 kV line
Network Upgrade Owner: ITCGP
MOPC Representative: Carl Huslig  
TWG Representative: Alan Myers  
Categorization: High priority  
Network Upgrade Specification: Build 1 mile 138 kV line from the new Thistle substation to the Flat Ridge substation. All elements and conductor must have at least an emergency rating of 400 MVA.  
Network Upgrade Justification: Priority Projects  
Estimated In-Service Date for Network Upgrade: 12/31/2014  
Estimated Cost for Network Upgrade (current day dollars): To be provided to SPP.  
Cost Allocation of the Network Upgrade: Base Plan

Upgrades with Modifications

Previous NTC number: 20101, 20102  
Previous NTC Issue Date: 06/30/2010  
Project ID: 945  
Project Name: Line – Spearville - Clark County - Thistle - Wichita 345 kV double circuit  
Estimated In-Service Date for Project: 12/31/2014  
Estimated Cost for Project: $463,689,790 (cost for entire project including all entities)  
Estimated Cost Source: ITCGP and Prairie Wind Transmission  
Date of Cost Estimate: October 2010

Network Upgrade ID: 11252, 11253  
Network Upgrade Description: Double circuit 345 kV line from the Spearville substation to the new Clark County substation  
Network Upgrade Owner: ITCGP  
MOPC Representative: Carl Huslig  
TWG Representative: Alan Myers  
Categorization: High priority  
Reason For Change: Change in Designated Transmission Owner(s) from MKEC and Sunflower to ITCGP. For future project tracking purposes, the Project IDs and Upgrade IDs for these ITCGP upgrades were consolidated into Project ID # 945 and Upgrade IDs # 11252 and 11253.  
Network Upgrade Specification: Build 36 mile 345 kV double circuit transmission; 3,000 amp or greater capacity for each circuit, from the Spearville substation to the new Clark County substation. Build a new Clark County switching station with the necessary breakers and terminal equipment.  
Network Upgrade Justification: Priority Projects  
Estimated In-Service Date for Network Upgrade: 12/31/2014  
Cost Allocation of the Network Upgrade: Base Plan
Network Upgrade ID: 11254, 11255
Network Upgrade Description: Double circuit 345 kV line from the new Clark County substation to the new Thistle 345 kV substation
Network Upgrade Owner: ITCGP
MOPC Representative: Carl Huslig
TWG Representative: Alan Myers
Categorization: High priority
Reason For Change: Change in Designated Transmission Owner from MKEC to ITCGP.
Network Upgrade Specification: Build 86 miles of double circuit 345 kV transmission; 3,000 amp or greater capacity for each circuit, from the new Clark County substation to the new Thistle 345 kV substation. Build a new Thistle 345 kV substation near Flat Ridge with the necessary breakers and terminal equipment for connecting the Spearville-Thistle-Wichita double circuit transmission lines and for connecting to the Woodward District EHV 345 kV double circuit transmission lines.
Network Upgrade Justification: Priority Projects
Estimated In-Service Date for Network Upgrade: 12/31/2014
Cost Allocation of the Network Upgrade: Base Plan

Network Upgrade ID: 11260
Network Upgrade Description: Thistle 345/138 kV transformer
Network Upgrade Owner: ITCGP
MOPC Representative: Carl Huslig
TWG Representative: Alan Myers
Categorization: High priority
Reason For Change: Change in Designated Transmission Owner from MKEC to ITCGP.
Network Upgrade Specification: Install a 400 MVA 345/138 kV transformer at the Thistle 345 kV substation.
Network Upgrade Justification: Priority Projects
Estimated In-Service Date for Network Upgrade: 12/31/2014 (To be placed in-service after replacement of Medicine Lodge 138/115 kV transformer)
Estimated Cost for Network Upgrade (current day dollars): $4,379,000
Cost Allocation of the Network Upgrade: Base Plan
Estimated Cost Source: ITCGP
Date of Cost Estimate: October 2010

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 for the Network Upgrade(s). 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.

**Coordination with Neighbors**
ITCGP is responsible for coordinating these jointly owned projects with other constructing Designated Transmission Owners. Coordination includes, but is not limited to, construction specifications, facility ratings, interception location, and construction timing.

**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 ITCGP’s part to complete the approved Network Upgrade(s). For project tracking purposes, SPP requires ITCGP to submit updates on the status of the Network Upgrade(s) on a quarterly basis in conjunction with the SPP Board of Directors meetings. However, ITCGP 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.

Sincerely,

[Lanny Nickell Signature]

Lanny Nickell  
Vice President, Engineering  
Phone (501) 614-3232 • Fax: (501) 821-3198 • lnickell@spp.org

cc: Carl Monroe  
Katherine Prewitt  
ITCGP – Alan Myers  
MKEC – Noman Williams  
Oklahoma Gas and Electric – Mel Perkins  
Westar – Tom Stuchlik