Notification to Construct

February 18, 2015

Mr. Mohamad Doghman
Omaha Public Power District
444 South 16th Street Mall
Omaha, NE 68102

RE: Notification to Construct Approved ITP10 Network Upgrades

Dear Mr. Doghman,

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 Omaha Public Power District ("OPPD"), as the Designated Transmission Owner, to construct the Network Upgrade(s).

On January 27, 2015, the SPP Board of Directors approved the Network Upgrade(s) listed below to be constructed as part of the 2015 Integrated Transmission Planning 10-Year ("ITP10") Assessment.

New Network Upgrades

Project ID: 30838
Project Name: XFR - Sub 3459 345/161 kV Ckt 1 Transformer
Need Date for Project: 6/1/2019
Estimated Cost for Project: $7,976,819

Network Upgrade ID: 51133
Network Upgrade Name: Sub 3459 345/161 kV Transformer
Network Upgrade Description: Install new 345/161 kV transformer at Sub 3459. Install any necessary 161 kV terminal equipment.
Network Upgrade Owner: OPPD
MOPC Representative(s): Troy Via
TWG Representative: Dan Lenihan
Categorization: Regional reliability
Network Upgrade Specification: All elements and conductor must have at least an emergency rating of 440 MVA.
Network Upgrade Justification: To address overloads at Sub 1221 - Sub 1255 161 kV
Ckt 1 and Sub 3456 345/161 Ckt 1 transformer for the loss of Sub 1233 - Sub 1255 161 kV Ckt 1, Sub 3455 - Sub 3456 345 kV Ckt 1, and Sub 3459 345/161 Ckt 1 transformer.

Estimated Cost for Network Upgrade (current day dollars): $5,793,456
Cost Allocation of the Network Upgrade: Base Plan
Estimated Cost Source: SPP
Date of Estimated Cost: 12/1/2014

Network Upgrade ID: 51136
Network Upgrade Name: Sub 3459 345 kV Terminal Upgrades
Network Upgrade Description: Install any 345 kV terminal equipment required for new 345/161 kV transformer at Sub 3459.
Network Upgrade Owner: OPPD
MOPC Representative(s): Troy Via
TWG Representative: Dan Lenihan
Categorization: Regional reliability
Network Upgrade Specification: All elements and conductor must have at least an emergency rating of 440 MVA.
Network Upgrade Justification: To address overloads at Sub 1221 - Sub 1255 161 kV Ckt 1 and Sub 3456 345/161 Ckt 1 transformer for the loss of Sub 1233 - Sub 1255 161 kV Ckt 1, Sub 3455 - Sub 3456 345 kV Ckt 1, and Sub 3459 345/161 Ckt 1 transformer.
Estimated Cost for Network Upgrade (current day dollars): $2,183,363
Cost Allocation of the Network Upgrade: Base Plan
Estimated Cost Source: SPP
Date of Estimated Cost: 12/1/2014

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 and an updated ±20% cost estimate, NTC Project Estimate, in the Standardized Cost Estimate Reporting Template for the Network Upgrade(s). 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 OPPD's part to complete the approved Network Upgrade(s). For project tracking, SPP requires OPPD to submit status updates of the Network Upgrade(s) quarterly in conjunction with the SPP Board of Directors meetings. However, OPPD 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  
Vice President, Engineering  
Phone: (501) 614-3232 • Fax: (501) 482-2022 • lnickell@spp.org

cc: Carl Monroe - SPP  
    Antoine Lucas - SPP  
    James Foley - OPPD  
    Dan Lenihan - OPPD