

OFFICER'S CERTIFICATE

January 8, 2015

Patricia A. Hoffman
Assistant Secretary
Office of Electricity Delivery and
Energy Reliability
Department of Energy
Washington, DC 20585

Re: Plains & Eastern Clean Line Transmission Project

Dear Assistant Secretary Hoffman:

Clean Line Energy Partners LLC, the parent company of Plains and Eastern Clean Line LLC and Plains and Eastern Clean Line Oklahoma LLC (collectively referred to as the "Applicant") is delivering this certificate to the United States Department of Energy ("Department") in connection with the Department's Request for Supplemental Information dated December 1, 2014. The term "Project," as used in this certificate, means Applicant's "Project" as defined in the Part 2 Application provided by Applicant to the Department on January 8, 2015.

The Applicant certifies that:

1. The Applicant has all requisite limited liability company power and authority to construct, connect, operate, and maintain the Project.
2. The Applicant will construct, connect, operate, and maintain the Project in accordance with all applicable federal, state and local laws, regulations and permits related to construction, operations and maintenance of the Project. The Applicant has not received any written notice of violation of any applicable law, regulation or order that would have a material effect on its ability to construct, connect, operate, and maintain the Project.
3. The Applicant will construct, connect, operate, and maintain the Project consistent with "Good Utility Practice," as such term is defined in the *pro forma* open access transmission tariff adopted by the Federal Energy Regulatory Commission and as further applied through any applicable interconnection agreements with the Southwest Power Pool, Midcontinent Independent System Operator and Tennessee Valley Administration. Further, Applicant will construct, operate and maintain the Project in compliance with all mandatory reliability requirements for construction, operation and maintenance of transmission facilities adopted and approved pursuant to Section 215 of the Federal Power Act.

This Officer's Certificate is executed as of the date first written above.

Clean Line Energy Partners LLC, as the parent
company of Plains and Eastern Clean Line LLC
and Plains and Eastern Clean Line Oklahoma
LLC

By: 

Name: Cary Kottler

Title: Executive Vice President and General Counsel

[Signature Page to Officer's Certificate]