



**Southwest Power Pool, Inc.  
CORPORATE GOVERNANCE COMMITTEE  
August 24, 2016  
Kansas City Power & Light – Kansas City, MO**

**• M I N U T E S •**

**Agenda Item 1 – Call to Order and Administrative Items**

Corporate Governance Committee (CGC) Chair Nick Brown called the meeting to order at 10:00 a.m. on Wednesday, August 24, 2016 and declared a quorum.

Members who participated were: Nick Brown (SPP), Jim Eckelberger (Director), Brett Leopold (ITC), Denise Buffington (KCPL), Jason Atwood (NTEC), Jason Fortik (LES), John McClure (NPPD), Bob Harris (WAPA-UGPR), and Rob Janssen (Dogwood).

Also participating in-person were: Paul Suskie (SPP), Carl Monroe (SPP), John Rhea (OG&E) and Greg McAuley (OG&E). Shaun Scott and Susan Polk (SPP Staff), Heather Starnes (MJMEUC) and Bill Grant (Xcel/SPS) participated via phone.

**John McClure made a motion to approve the minutes from the 2/25/16 and 6/10/16 CGC meetings and 6/1/16 and 6/9-10/16 CGCTF meetings with one correction to the 6/10/16 CGC minutes<sup>1</sup> (CGC Minutes 2/25/16 and 6/10/16 (corrected) and CGCTF Minutes 6/1/16 and 6/9-10/16 – Attachment 1), and Bob Harris seconded the motion. The motion passed unanimously.**

**Agenda Item 2 – 2017 Nominations for Members Committee (2017-2019 Terms)**

Nick Brown reported on the Members Committee vacancies (Members Committee Vacancies – Attachment 2) and the nomination information provided by the individuals (Nominations for Members Committee – Attachment 3). All of the existing candidates currently on the Members Committee are seeking reelection. The membership was notified of the election. There was no competition for any of the seats. All of these individuals are active and participate regularly in the meetings.

**Jason Atwood made a motion to accept the following nominees for the Members Committee:**

- i. **Investor-Owned Utilities Sector – (2)**
  1. **Kelly Harrison: Westar Energy**
  2. **Stuart Solomon: Public Service Company of Oklahoma**
- ii. **Cooperatives Sector – (2)**
  1. **Stuart Lowry: Sunflower Electric Power Corporation**
  2. **Mike Risan: Basin Electric Power Cooperative**
- iii. **IPP/Marketers Sector – (1)**
  1. **Rob Janssen: Dogwood Energy, LLC**
- iv. **Municipal Sector – (1)**
  1. **Jeff Knottek: City Utilities of Springfield, MO**
- v. **Independent Transmission Company Sector – (1)**
  1. **Brett Leopold: ITC Great Plains**

**John McClure seconded the motion. The motion passed unanimously.**

Members Committee representatives will be elected at the Annual Meeting of Members in October.

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<sup>1</sup> The 6/10/16 CGC minutes were corrected to reflect that Bob Harris did not abstain in the vote to nominate Regional Entity Trustees, as he was not in attendance. It was also noted that the 2015-16 annual assessment should reflect that Mr. Harris did not attend the 6/10/16 CGC meeting because his organization is not registered under the SPP Regional Entity.

### **Agenda Item 3 – Vacancies**

Paul Suskie discussed the vacancy on the Strategic Planning Committee (SPC) (Strategic Planning Committee Vacancy – Attachment 4). There is one open Transmission Owner seat, which was vacated when Mike Deggendorf resigned. This seat is not open due to the IS integration. A solicitation for nominees was distributed, and there are five nominees, including Denise Buffington (SPC Nominees – Attachment 5). The committee entered executive session to discuss the nominees. As a nominee, Ms. Buffington left the room during the discussion and provided her proxy to Greg McAuley (Proxy for Denise Buffington – Attachment 6).

Following the executive session, it was announced that Traci Bender (Nebraska Public Power District) was selected to fill the open SPC seat.

**Action Item:** The CGC is to take a look at the structure of the SPC to consider sector representation as opposed to Transmission Owner and Transmission User seats.

### **Agenda Item 4 – Additional Board Member**

Nick Brown discussed the possibility of adding an additional board member to fill the open seat. The committee debated as to whether to fill the ninth seat, and determined not to take further action at this time.

### **Agenda Item 5 – Proposed Bylaws Revisions to Increase Board Participation**

Proposed bylaws revisions to increase board participation in the Oversight Committee, Human Resources Committee, CGC, SPC, and Finance Committee were provided for review in the background materials (Draft Bylaws Sections 6.2-6.6 – Attachment 7).

Josh Martin has requested that the CGC increase Oversight Committee (OC) board participation from three (3) to five (5) independent directors (Email from Josh Martin, OC Chair – Attachment 8). The OC is the only committee reporting to the Board of Directors that is comprised solely of directors. The role of the OC has expanded because of its responsibility in overseeing the Market Monitoring function and Order No. 1000.

The proposed bylaws revisions to increase board participation in the Human Resources Committee, CGC, and Finance Committee were withdrawn after discussion.

Due to the workload of the SPC, it was discussed and decided that it also would be a benefit to add up to one additional board member to the SPC.

The CGC also discussed keeping a ratio of board members to SPP members consistent with past practices.

**John McClure made a motion to approve the proposed bylaws revisions to increase the OC from three (3) to five (5) directors and to increase the size of the SPC by adding up to one additional director. Jason Atwood seconded the motion. The motion passed unanimously.**

These bylaws revisions will go before the Board of Directors for approval in October and, if approved, will then be filed at FERC.

**Agenda Item 6 – Risk Committee Discussion**

Nick Brown introduced the topic and tabled the discussion for future consideration by the officer team and the Board of Directors.

**Agenda Item 8 – Approval of Charters**

The charter for the Supply Adequacy Working Group (SAWG) was approved at the Markets and Operations Policy Committee (MOPC) (Supply Adequacy Working Group Recommendation – Attachment 9). SPP staff recommended that the charter be approved with modifications clarifying that the two Cost Allocation Working Group (CAWG) representatives would be non-voting liaisons per SPP’s governing documents.

**Rob Janssen made a motion to approve the SAWG charter with modifications (Supply Adequacy Working Group Charter as modified – Attachment 10), and Jason Fortik seconded the motion. The motion passed unanimously.**

**Action Item:** SPP staff is to raise the issue for the SPC related to resource planning and cross function of the working groups.

Carl Monroe discussed the SAWG roster of potential candidates and the nominee for the chairman position (SAWG Nominations – Attachment 11) and (SAWG Breakdown – Attachment 12).

**Rob Janssen made a motion to approve the SAWG roster with Brad Hans nominated as the Chairman. Jason Atwood seconded the motion. The motion passed unanimously.**

**Action Item:** Paul Suskie was tasked with developing a straw proposal that details a process as to how SPP can receive nominees for the position of chairs for SPP working groups.

Carl Monroe provided information for the Project Cost Working Group (PCWG) Charter changes (PCWG Charter Recommendation – Attachment 13 and PCWG Charter Draft – Attachment 14). The PCWG is looking to add two additional Transmission Owner and two additional Transmission Using positions to the group.

**Rob Janssen made a motion to approve increasing the size of the PCWG by adding two additional Transmission Owning and two Transmission Using positions. Jason Fortik seconded the motion. The motion passed unanimously.**

*Due to a lack of time, the committee decided to table Agenda Items 6 and 8 and have a face-to-face meeting in November to address the topics in their entirety.*

**Agenda Item 11 – Future Meetings**

Wednesday, November 9, 2016	Kansas City, MO (10:00 a.m. - 3:00 p.m.)
Thursday, February 16, 2017	Kansas City, MO (10:00 a.m. - 3:00 p.m.)
Tuesday, August 22, 2017	Kansas City, MO (10:00 a.m. - 3:00 p.m.)

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting at 3:01 p.m.

Respectfully Submitted,

Paul Suskie, Secretary



**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE MEETING**  
**August 24, 2016**  
**Kansas City Power & Light – Kansas City, MO**

**• A G E N D A •**

10:00 a.m. – 3:00 p.m.

1. Call to Order and Administrative Items.....Nick Brown
  - a. Minutes
    - i. CGC Minutes 2/25/16
    - ii. CGC Minutes 6/10/16
    - iii. CGCTF Minutes 6/1/16
    - iv. CGCTF Minutes 6/9-10/16
2. 2017 Nominations for Members Committee (2017-2019 Terms).....Paul Suskie
  - a. Members Committee – Open Seats
    - i. Investor-Owned Utilities Sector – (2)
      1. Kelly Harrison: Westar Energy
      2. Stuart Solomon: Public Service Company of Oklahoma
    - ii. Cooperatives Sector – (2)
      1. Stuart Lowry: Sunflower Electric Power Corporation
      2. Mike Risan: Basin Electric Power Cooperative
    - iii. IPP/Marketers Sector – (1)
      1. Rob Janssen: Dogwood Energy, LLC
    - iv. Municipal Sector – (1)
      1. Jeff Knottek: City Utilities of Springfield, MO
    - v. Independent Transmission Company Sector – (1)
      1. Brett Leopold: ITC Great Plains
3. Vacancies .....Paul Suskie
  - a. Strategic Planning Committee – Transmission Owner Position
    - i. Brent Baker – The Empire District Electric Company
    - ii. Traci Bender – Nebraska Public Power District
    - iii. Denise Buffington – Kansas City Power and Light
    - iv. Lloyd Linke – Western Area Power Administration – UGPR
    - v. John Olsen – Westar Energy, Inc.



4. Additional Board Member .....Nick Brown
5. Proposed Bylaws Revisions to Increase Board Participation .....Nick Brown
  - a. Oversight Committee (*From 3 to 5 Directors*)
  - b. Human Resources Committee (*Add up to 1 Director*)
  - c. Corporate Governance Committee (*Add up to 1 Director*)
  - d. Strategic Planning Committee (*Add up to 1 Director*)
  - e. Finance Committee (*Add up to 1 Director*)
6. Risk Committee Discussion.....Nick Brown
7. Assignment of Working Group Seats .....Paul Suskie/ Denise Buffington
  - a. Nomination Chart
  - b. Member Company v. Individual
  - c. Consultants
  - d. Terms of the Chair
8. Approval of Charters..... Carl Monroe
  - a. Supply Adequacy Working Group
  - b. Project Cost Working Group
9. Withdrawal Obligations .....Rob Janssen
10. Annual Survey and Assessment Schedule .....Paul Suskie
11. Future Meetings
  - November 17, 2016 Conference Call
  - February 21, 2017 TBD
  - August 22, 2017 TBD



**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE MEETING**  
**February 25, 2016**  
**DFW Hyatt Regency – Dallas, TX**

• M I N U T E S •

**Agenda Item 1 – Call to Order**

Committee Chair Nick Brown called the meeting to order at 10:01 a.m. on Thursday, February 25 and declared a quorum.

Members who participated were: Jim Eckelberger (Director), Jason Fortik (LES), John McClure (NPPD), Robert Janssen (Dogwood), Robert Harris (WAPA – UGPR), Brett Leopold (ITC), Denise Buffington (KCPL) and Andrew Lachowsky (AECC) proxy for Jason Atwood.

Also participating were: Paul Suskie, Carl Monroe, Susan Polk and Shaun Scott (SPP staff), Greg McAuley and John Rhea (OGE), Patrick Clarey (FERC), Mike Moffet (Sunflower Electric), John Meyer (Regional Entity (RE) Trustee), and Bob Mitchell (Trans-Elect).

**Jason Fortik moved to approve the minutes from the last six meetings (Minutes 1/4/16 and with minor modifications Minutes 8/27/15, 9/25/15, 10/27/15, 11/17/15 and 12/15-16/15 – Attachment 1), and Denise Buffington seconded the motion. The motion passed unanimously.**

**Agenda Item 6 – Withdrawal Fee Obligations**

Mr. Paul Suskie presented an introductory overview and withdrawal obligation examples (Withdrawal Fee Obligations – Attachment 2). He reminded the committee members that in 2015 the CGC voted to recommend that the SPP Board of Directors terminate Trans-Elect's membership for failure to pay the \$6,000 membership fee. The Board approved the recommendation. Mr. Bob Mitchell of Trans-Elect presented his position on the withdrawal fee obligation set forth in the SPP Bylaws and Membership Agreement. The committee agreed that they would not take any further action at this time.

The committee agreed to add this topic as an agenda item for further discussion during a future CGC meeting.

**Agenda Item 2 – Expiring Terms for SPP Board of Directors**

Mr. Brown directed everyone's attention to the information on board terms (Board Terms 2016 – Attachment 3). He advised that the two new board members have been added, noting the expiring terms for Mr. Bruce Scherr (2017) and Mr. Graham Edwards (2018). This year Mr. Julian Brix's and Ms. Phyllis Bernard's terms expire, and each is up for reelection to an additional three-year term. The committee meets in February to consider the Board reelections due to the time it takes to replace a board member if the need arises to replace a sitting member. Both Mr. Brix and Ms. Bernard have expressed a desire to be reelected to the board.

The committee recessed for executive session at this point to discuss and vote on this item.

**After executive session it was announced that Rob Janssen moved to nominate Mr. Julian Brix and Ms. Phyllis Bernard for reelection to the SPP Board of Directors. Mr. John McClure seconded the motion. The motion passed unanimously.**

Mr. Brown stated that the Membership will consider the CGC's nominations at the Annual Meeting of Members in October 2016.

#### **Agenda Item 4 – RE Trustee**

While the committee was in executive session, it also discussed the expiring term of RE Trustee Mr. John Meyer, who has expressed interest in serving another three-year term. (RE Trustee Terms 2016 – Attachment 4).

**After executive session it was announced that Brett Leopold moved to nominate Mr. John Meyer for reelection to the RE Trustees. Rob Janssen seconded the motion. Bob Harris abstained. The motion passed unanimously.**

The Membership (limited in this context to Members that are Registered Entities in the SPP Regional Entity footprint) will consider the CGC's nomination at the Annual Meeting of Members in October 2016.

Mr. Brown discussed the process to expand the RE Trustees from three to four members. FERC approved the request to expand the RE in January (FERC Letter Order on RE Trustees Expansion – Attachment 5 and Bylaws Revisions Section 9.7 – Attachment 6). Unlike the SPP director positions, the CGC is not obligated to use a search firm to identify candidates for election to the RE Trustees. Confidential background material containing the names and resumes of prospective candidates were provided to the committee. After discussion, it was agreed that a search firm should be utilized in finding an additional RE Trustee. Criteria will be put together by the current RE Trustees. Mr. Meyer will provide that information to the committee.

**Denise Buffington moved to engage a search firm and to have the CGC work with the RE and provide a list of criteria for the search firm to use. Jason Fortik seconded the motion. The motion passed unanimously.**

Mr. Brown stated the he will contact Russell Reynolds and begin the process to find potential candidates. Mr. Eckelberger suggested forming a task force to assist in making the selection. The task force will manage the process and conduct the interviews. Once completed, the task force will make a recommendation to the CGC for a vote. Mr. Meyer will get with the other RE Trustees and put together a list of qualifications they would like to be considered. He will also compile the biographies of the current trustees. Mr. John Rhea advised that he would like to be considered for a position on the task force. The size of the task force will also be a consideration.

#### **Agenda Item 3 – Vacancies**

Mr. Brown discussed the Members Committee independent power producer/marketer (IPP) sector vacancy that was opened when Kristy Ashley resigned. Ms. Buffington spoke favorably on behalf of Mr. Mark Tourangeau (MC Nominee – Attachment 7).

**Denise Buffington moved to nominate Mark Tourangeau to fill the open IPP vacancy for the Members Committee. Mr. Rob Janssen seconded the motion. The motion passed unanimously.**

The committee recessed for executive session to discuss and vote on the Strategic Planning Committee (SPC) vacancies (TO SPC Nomination – Attachment 8 and TU SPC Nominations – Attachment 9).

**After executive session it was announced that Mr. Mike Risan from Basin Electric Power Cooperative was nominated to the SPC TO position and Mr. Ray Wahle from Missouri River Energy Services was nominated to the SPC TU position. It was a unanimous decision on behalf of the CGC.**

#### **Agenda Item 5 – Section 3.1 of SPP Bylaws**

Ms. Buffington made a recommendation to the CGC that an Organizational Group representative's position be re-opened for nomination when a representative leaves his/her Member company (Bylaws 3.1 – Attachment 10). The committee was in agreement that the departing representative could be re-nominated for the same position, but that the position would be re-opened for other individuals to pursue.

The committee also acknowledged that, except for any full representation group, appointment is on an individual basis.

**Rob Janssen moved to change the process for when an Organizational Group representative changes companies such that the seat immediately becomes vacated, with SPP staff to then go through the typical procedures announcing and soliciting interest in the position before filling the vacancy. John McClure seconded the motion. The motion passed unanimously.**

**Agenda Item 7 – Charter Approvals**

The SPC Charter (SPC Charter Recommendation – Attachment 11) and Operating Reliability Working Group Charter (ORWG) (ORWG Charter Recommendation – Attachment 12) both have small changes and need to be approved.

**Brett Leopold moved to approve the SPC and the ORWG Charter recommendations. Andrew Lachowsky seconded the motion. The motion passed unanimously.**

**Agenda Item 9 – Future Meetings**

CGC meetings are currently scheduled for August 24, 2016 (in-person in Kansas City, MO) and November 17, 2016 (conference call). There will be additional meetings on the calendar as the process of searching for an additional RE Trustee gets underway.

**Agenda Item 8 – Stakeholder Satisfaction Survey**

The Stakeholder Satisfaction Survey was referenced and discussed during Agenda Item 6 (Stakeholder Satisfaction Survey – Attachment 13)

**Action Items**

Anyone interested in participating on the RE Trustee search task force needs to let Nick know soon so the process can proceed.

John Meyer will compile criteria for the new RE Trustee position, as well as biographies of the current trustees, and these materials will be distributed to the committee.

Going forward, when the assessments are completed, the year the Organizational Group Chair was elected will be added to the assessment information.

Withdrawal fee obligations will be added to a future CGC meeting agenda.

Nick Brown thanked everyone for participating and adjourned the meeting at 1:44 p.m.

Respectfully Submitted,

Paul Suskie, Secretary





**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE**  
**June 10, 2016**  
**DFW Hyatt Regency – Dallas, TX**

• M I N U T E S •

**Agenda Item 1 – Call to Order**

Corporate Governance Committee (CGC) Chair Nick Brown called the meeting to order at 1:31 p.m. on Friday, June 10, 2016 and declared a quorum.

Members who participated were: Nick Brown (SPP), Jim Eckelberger (Director), Brett Leopold (ITC), Denise Buffington (KCPL), Jason Atwood (NTEC), Jason Fortik (LES), Ellen Edwards (GRDA – proxy for John McClure, NPPD), and Brad Cox (Tenaska – proxy for Rob Janssen, Dogwood).

Also participating were: John Rhea (OGE), Gerry Burrows and Dave Christiano (Regional Entity Trustees), Larry Klock and Jennifer Rockwood (Russell Reynolds Associates), and Paul Suskie (SPP).

**Agenda Item 2 – Regional Entity Trustee Nominees**

After a motion and a second, the CGC voted to nominate Stephen Whitley and Mark Maher to the SPP Regional Entity Trustees. Jason Fortik (LES) abstained, as his organization is not registered under the SPP Regional Entity.

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting on June 10, 2016 at 1:47 p.m.

Respectfully Submitted,

Paul Suskie, Secretary



**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE TASK FORCE MEETING**  
**June 1, 2016**  
**DFW Hyatt Regency – Dallas, TX**

• M I N U T E S •

**Agenda Item 1 – Call to Order**

Committee Chair Nick Brown called the meeting to order at 9:05 a.m. on Wednesday, June 1, 2016 and declared a quorum.

Members who participated were: Jim Eckelberger (Director), Robert Janssen (Dogwood), Brett Leopold (ITC), Denise Buffington (KCPL), Jason Atwood (NTEC), Ellen Edwards (GRDA), John Rhea (OGE), and Dave Christiano (RE Trustee). On the phone were Jason Fortik (LES) and Gerry Burrows (RE Trustee).

Also participating were: Larry Klock and Jennifer Rockwood (RRA) and Paul Suskie (SPP)

**Agenda Item 2 – Regional Entity Trustee Search**

The Corporate Governance Committee Task Force met and reviewed the resumes of potential Regional Entity Trustee candidates and narrowed the list to those candidates to be interviewed. Prior to the meeting the committee members were provided with information to assist in the selection process.

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting at 1:11 p.m.

The task force will meet on June 9 and 10 to interview selected candidates.

Respectfully Submitted,

Paul Suskie, Secretary



**Southwest Power Pool, Inc.**  
**CORPORATE GOVERNANCE COMMITTEE TASK FORCE MEETING**  
**June 9-10, 2016**  
**DFW Hyatt Regency – Dallas, TX**

• M I N U T E S •

**Agenda Item 1 – Call to Order**

Corporate Governance Committee Task Force (CGCTF) Chair Nick Brown called the meeting to order at 11:08 a.m. on Thursday, June 9, 2016 and declared a quorum.

Members who participated were: Nick Brown (SPP), Jim Eckelberger (Director), Brett Leopold (ITC), Denise Buffington (KCPL), Jason Atwood (NTEC), Ellen Edwards (GRDA), John Rhea (OGE), Jason Fortik (LES), Brad Cox (Tenaska), and Gerry Burrows and Dave Christiano (RE Trustees).

Also participating were: Larry Klock and Jennifer Rockwood (Russell Reynolds Associates) and Paul Suskie (SPP).

**Agenda Item 2 – Regional Entity Trustee Search**

The CGCTF met for two days in executive session and interviewed eight candidates and agreed on two nominations.

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting on June 10, 2016 at 1:30 p.m.

Respectfully Submitted,

Paul Suskie, Secretary

<b>Members Committee (24 Members)</b>			
Vacancies ( <b>In Red</b> )			
<b>Independent Owned Utility Sector (6 Seats)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
IOU	Kelly Harrison	Westar	2016
IOU	Stuart Solomon	Public Service Co. Oklahoma	2016
IOU	Phil Crissup	OG&E	2017
IOU	David Hudson	SPS/Xcel Energy	2017
IOU	Kelly Walters	Empire	2018
IOU	Scott Heidtbrink	KCPL	2018
<b>Cooperative Sector (5 Seats)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Cooperative	Stuart Lowry	Sunflower	2016
Cooperative	Mike Risan	Basin Electric	2016
Cooperative	Duane Highley	AECC	2017
Cooperative	Jason Atwood	NTEC	2018
Cooperative	Mike Wise	Golden Spread	2018
<b>Municipal Sector (2 Seats)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
Municipal	Jeff Knottek	City Utilities Springfield	2016
Municipal	Dave Osburn	OMPA	2017
<b>IPP/Marketers Sector (3 Seats)</b>			
<b>Sector</b>	<b>Representative</b>	<b>Company</b>	<b>Term Expires</b>
IPP/Marketers	Rob Janssen	Dogwood	2016
IPP/Marketers	Mark Tourangeau	NextEra Energy Resources	2017
IPP/Marketers	Kevin Smith	Tenaska	2018

State Agencies Sector (2 Seats)			
Sector	Representative	Company	Term Expires
State Agencies	Jon Hansen	OPPD	2017
State Agencies	Tom Kent	NPPD	2018
Federal Power Marketing Agency Sector (1 Seat)			
Sector	Representative	Company	Term Expires
FPMA	Robert Harris	WAPA	2018
Public Interest/Alternative Power Sector (2 Seats)			
Sector	Representative	Company	Term Expires
PI/Alternative	<b>VACANT</b>		<b>2017</b>
PI/Alternative	<b>VACANT</b>		<b>2018</b>
Independent Transmission Company Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Transco	Brett Leopold	ITC Great Plains	2016
Large Retail Customer Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Industrial	<b>VACANT</b>		<b>2017</b>
Small Retail Customer Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Retail	<b>VACANT</b>		<b>2016</b>

4.28.15 David Hudson (IOU) – Term ending 2017 (2 Years)  
 Kelly Walters (IOU) – Term ending 2015 (8 Months)  
 Mike Risan (Cooperative) – Term ending 2016 (2 Years)  
 Stuart Lowry (Cooperative) – Term ending 2016 (2 Years)  
 Bob Harris (FPMA) – Term ending 2015 (8 Months)  
 Kristine Schmidt (ITC) – Term ending 2016 (2 Years)

10.28.14 Members Committee (sector):  
 Phil Crissup (IOU)  
 Duane Highley (Cooperative)  
 Dave Osburn (Municipal)  
 Jon Hansen (State/Federal Power Agency)  
 Kristy Ashley (IPP/Marketer)

Term to begin on  
 January 2015

10.27.15 Members Committee (sector):  
 Kelly Walters (investor owned utility)  
 Scott Heidtbrink (investor owned utility)  
 Jason Atwood (cooperative)  
 Mike Wise (cooperative)  
 Kevin Smith (independent power producer/marketer)  
 Tom Kent (state power agency)  
 Bob Harris (Federal Power Marketing Agency)  
 Brett Leopold (independent transmission company)

Term to begin on  
 January 2016

10.25.16 Members Committee (sector): \_\_\_\_\_ Kelly  
 Harrison (IOU)                      Stuart Solomon (IOU)  
 Stuart Lowry (Cooperative)                      Mike Risan  
 (Cooperative)                      Jeff Knottek  
 (Municipal)                      Rob Janssen  
 (IPP/Marketer)                      Brett Leopold (ITC)

Term to begin on  
 January 2017

Mark Tourangeau elected on 2.25.16 - filled Kristy Ashley's spot 2017 Term expiration

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Kelly Harrison, Vice President, Transmission and President of Prairie Wind Transmission
<b>Company:</b>	Westar Energy
<b>Type of Experience &amp; Responsibilities with Company:</b>	Since joining Westar Energy in 1981 as an engineer, Kelly has held a variety of positions relating to planning, forecasting and regulatory affairs. He is currently the Vice President, Transmission and the President of Prairie Wind Transmission. He received his Bachelor of Science in Electrical Engineering, Master of Science in Engineering Management and Master of Business Administration degrees from Wichita State University. He is on the Engineering Advisory Board at Wichita State University, the RMEL Board and the Board of Trustees for the Kansas Chapter of The Nature Conservancy.
<b>Nominee's Phone Number &amp; Email Address:</b>	785.575.1636 / kelly.harrison@westarenergy.com
<b>Nominated by:</b>	Kelly Harrison
<b>Position Nominated:</b>	Investor-Owned Utilities Sector Seat

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Stuart Solomon, President & Chief Operating Officer
<b>Company:</b>	Public Service Company of Oklahoma
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Stuart Solomon is president and chief operating officer for Public Service Company of Oklahoma, serving approximately 540,000 customers in Oklahoma. He has over 25 years of utility experience. Previously, he served in a wide variety of management positions for American Electric Power, Appalachian Power Company, Central and South West Corporation, and Central Power and Light Company. He serves on the boards of numerous community and statewide organizations. He has a bachelor's degree from Southwestern University, an MBA from the University of Texas at Austin, and a law degree from the University of Colorado.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	918.599.2555 / jssolomon@aep.com
<b>Nominated by:</b>	Stuart Solomon
<b>Position Nominated:</b>	Investor-Owned Utilities Sector Seat



# Nomination Form

<b>Nominee Name &amp; Title:</b>	Stuart Lowry, President & CEO
<b>Company:</b>	Sunflower Electric Power Corporation
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Stuart S. Lowry is President and CEO of Sunflower Electric Power Corporation, headquartered in Hays, Kansas. He currently serves on the Southwest Power Pool Members Committee. He joined Sunflower in 2011 when he was selected by the Sunflower Board of Directors to serve as its fifth President and Chief Executive Officer. Prior to joining Sunflower, he served as Executive Vice-President/General Counsel at Kansas Electric Cooperatives, Inc., the Kansas statewide, from 2004 to 2011. Prior to assuming the statewide CEO position in July 2004, he practiced law in Valley Falls, Kansas, serving as corporate counsel to the statewide and other electric cooperatives, advising them on the many legal issues facing electric cooperatives in Kansas. In 2004, he was appointed by the Governor of the State of Kansas as the electric cooperative representative to the Kansas Energy Council, a state policy making board addressing a wide range of energy issues. Stuart is a Kansas native and is a graduate of the University of Kansas and Washburn University School of Law. He is a strong proponent of Sunflower's culture, which is based on the core values of respect and dignity, trustworthiness, integrity, accountability, technical competence, and servant leadership.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	785.623.3335 / slowry@sunflower.net
<b>Nominated by:</b>	Stuart Lowry
<b>Position Nominated:</b>	Cooperative Sector Seat

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Mike Risan, Senior Vice President, Transmission
<b>Company:</b>	Basin Electric Power Cooperative
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Mike Risan is the Senior Vice President of Transmission for Basin Electric Power Cooperative in Bismarck, North Dakota. Basin Electric is a wholesale generation and transmission cooperative serving 2.9 million consumers within 138 member systems across nine states. Mike began his career with Basin Electric in 1978 and had served in various capacities in the area of transmission planning when he assumed responsibility for the Transmission Department in March 2004. His responsibilities include transmission planning, transmission regulatory compliance, transmission rates/contracts, and transmission system maintenance. Mike is a registered Professional Engineer in the State of North Dakota and a Senior Member of the Institute of Electrical and Electronics Engineers (IEEE). He serves on the board of directors for the Midwest Reliability Organization (MRO) and has served on numerous other committees within the Mid-Continent Area Power Pool (MAPP), including past chair of the MAPP Executive Committee and MAPP COR Board, and the Western Electricity Coordinating Council (WECC). Mike has a Bachelor of Science degree in Electrical and Electronics Engineering from North Dakota State University and an MBA from the University of North Dakota.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	701.557.5645 / <a href="mailto:mrisan@bepc.com">mrisan@bepc.com</a>
<b>Nominated by:</b>	Paul Sukut, CEO & General Manager, Basin Electric Power Cooperative
<b>Position Nominated:</b>	Cooperative Sector Seat

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Robert Janssen, Vice President and Chief Commercial Officer
<b>Company:</b>	Dogwood Energy LLC
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Rob is the Vice President and Chief Commercial Officer for Dogwood Energy, the majority owner of the Dogwood Energy Facility, a 650 MW combined cycle generating facility in Missouri near Kansas City. He is responsible for overall operations and maintenance of the Dogwood Energy generating facility, FERC and state regulatory affairs, compliance with NERC reliability standards, and special projects. Prior to joining the Dogwood management team in 2008, Rob managed the Redbud Energy generating facility from 2005-2008, and gained broad experience in the electricity and natural gas industries in various project management roles for a consulting firm and a natural gas distribution company prior to 2005. Rob has been an active member of SPP committees, working groups and task forces covering a broad range of SPP's activities since 2006, including the Members' Committee. Rob earned his Bachelors of Science Degree in Mechanical Engineering and a Minor in Economics from the University of Pennsylvania.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	202.249.0215 / rob.janssen@kelsonenergy.com
<b>Nominated by:</b>	Robert Janssen
<b>Position Nominated:</b>	Independent Power Producer/Marketers Sector Seat

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Jeff Knottek, Director of Transmission Planning & Compliance
<b>Company:</b>	City Utilities of Springfield, MO
<b>Type of Experience &amp; Responsibilities with Company:</b>	Jeff Knottek is Director of Transmission Planning & Compliance and serves as Compliance Officer for City Utilities of Springfield, Missouri. He is responsible for electric transmission planning, compliance and coordination with regulatory agencies and neighboring utilities. Jeff joined City Utilities in 1993 and has served in several capacities, including transmission and distribution planning, substation engineering, telecommunications, operations, and maintenance. Jeff has 36 years of public power utility experience, including engineering, planning and operations, and has served in management positions in the areas of transmission, distribution and generation. He earned a Bachelor of Science degree in Electrical Engineering from Christian Brothers College in Memphis, Tennessee and a Master of Science degree in Engineering Management from the University of Missouri at Rolla.
<b>Nominee's Phone Number &amp; Email Address:</b>	417.831.8920 / jeff.knottek@cityutilities.net
<b>Nominated by:</b>	Jeff Knottek
<b>Position Nominated:</b>	Municipal Sector Seat

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Brett Leopold, Vice President, ITC Holdings Corp. and President, ITC Great Plains
<b>Company:</b>	ITC Great Plains LLC
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Brett Leopold is Vice President, ITC Holdings Corp., and President, ITC Great Plains. Mr. Leopold serves as the business unit head for ITC Great Plains. He previously was Senior Counsel and Practice Group Leader, Business Operations, Southwest Power Pool for ITC Great Plains. He has been a regular attendee and participant on behalf of ITC in various SPP committees, working groups and task forces, including meetings of the Board and Members Committee, Corporate Governance Committee, MOPC and serving as voting member on RTWG. Mr. Leopold joined ITC in 2008 as director of regulatory policy and attorney for ITC Great Plains, advocating regulatory objectives and legal positions before state regulators in the SPP region. Prior to joining ITC, he served as an attorney in regulatory and state government affairs positions for Sprint Corporation in Kansas, and in legal positions with law firms in Missouri and Kansas, the United States Attorney's Office in Kansas City, and the United States Court of Appeals for the Tenth Circuit in Kansas. Mr. Leopold has practiced law since 1993. He holds a juris doctor degree from Yale Law School and a bachelor's degree from the University of Kansas.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	785.783.2228 / bleopold@itctransco.com
<b>Nominated by:</b>	Brett Leopold
<b>Position Nominated:</b>	ITC Sector Seat

<b>Strategic Planning Committee (13 Members)</b>		
Vacancies ( <b>One</b> )		
<b>Board of Director Representatives (3 Seats)</b>		
	<b>Member</b>	<b>Company</b>
BOD	Jim Eckelberger	SPP Board
BOD	Harry Skilton	SPP Board
BOD	Phyllis Bernard	SPP Board
<b>Transmission Owning Members (4 seats)</b>		
	<b>Representative</b>	<b>Company</b>
TO	Bill Grant	Southwestern Public Service/Xcel Energy
TO	Jake Langthorn	Oklahoma Gas and Electric Company
TO	Mike Risan	Basin Electric Power Cooperative
TO	Venita McCellon-Allen	Swepco
TO	<b>Vacant</b>	
<b>Transmission Using Members (4 Seats)</b>		
	<b>Representative</b>	<b>Company</b>
TU	Les Evans	Kansas Electric Power Cooperative
TU	Dennis Florom	Lincoln Electric System
TU	Rob Janssen	Dogwood Energy
TU	Ray Wahle	Missouri River Energy Services
TU	Mike Wise	Golden Spread

2016 Integration of the IS - Increase the SPC by one TO and TU  
Ray Wahle and Mike Risan

2017 Increase the number of board members to the SPC

## Strategic Planning Committee Nomination Form

<b>Nominee Name:</b>	Brent Baker
<b>Company:</b>	The Empire District Electric Company
<b>Email:</b>	bbaker@empiredistrict.com
<b>Phone:</b>	417.625.4215
<b>Nominated by:</b>	Fred Meyer
<b>Brief description of relevant experience or involvement with strategic planning:</b>	Brent has been monitoring and observing the SPC meetings since the fall of 2014. Brent is Vice President of Customer Service, Transmission and Engineering at Empire and is key in Empire's Strategic Planning initiatives. He has 14 years' experience in the electric utility industry as an engineer designing projects for EDE and in management.



## Strategic Planning Committee Nomination Form

<b>Nominee Name:</b>	Traci L. Bender
<b>Company:</b>	Nebraska Public Power District
<b>Email:</b>	tlbende@nppd.com
<b>Phone:</b>	402.563.5459
<b>Nominated by:</b>	Tom Kent
<b>Brief description of relevant experience or involvement with strategic planning:</b>	<p>As NPPD's CFO Traci is directly involved with NPPD's strategic planning processes, and I believe she would add valuable expertise to the SPP Strategic Planning Committee. A short Bio is included below:</p> <p>Ms. Bender joined NPPD in 1990 as Supervisor of Technical Accounting. She has also held the positions of District Manager, Rate Supervisor, Finance &amp; Accounting Manager, Assistant Treasurer and Corporate Planning &amp; Risk Manager.</p> <p>Ms. Bender graduated from the University of Nebraska in 1984 with a bachelor's degree in Accounting and earned a master's degree in Business Administration-Finance &amp; Accounting from Regis University in 2006.</p>

## Strategic Planning Committee Nomination Form

<b>Nominee Name:</b>	Denise Buffington
<b>Company:</b>	Kansas City Power and Light
<b>Email:</b>	denise.buffington@kcpl.com
<b>Phone:</b>	816.556.2683
<b>Nominated by:</b>	Scott Heidtbrink
<b>Brief description of relevant experience or involvement with strategic planning:</b>	<p>As KCP&amp;L's Director of Energy Policy and Corporate Counsel, Denise provides leadership in establishing corporate strategy and objectives related to the Southwest Power Pool, Inc. (SPP) regional transmission organization (RTO) initiatives and activities, including energy markets, transmission expansion and related federal regulatory matters. She coordinates and directs the efforts of departments and employees engaged in SPP RTO activities and governmental agencies such as the Federal Energy Regulatory Commission (FERC) and the North American Electric Reliability Corporation (NERC) as they relate to bulk electric system issues in order to align with KCP&amp;L's corporate objectives.</p> <p>Denise provides a leadership role for KCP&amp;L's policy advocacy and decision-making for FERC, Department of Energy, state commissions and other governing agencies concerning bulk electric system matters. She collaborates with other industry leaders and agencies that support effective and strategic policy for KCP&amp;L as it relates to: RTO matters, energy markets, transmission rates, terms of service, system planning, interconnections, operations, and NERC compliance.</p> <p>Denise was selected by her peers to participate on the SPP Corporate Governance Committee as the Investor Owned Utilities sector representative.</p> <p>Denise has both a JD and EMBA.</p> <p>Denise leads a group of SPP Transmission Owners (TOs) facilitating strategy and legal discussions, including supporting SPP in a dispute with the Midcontinent Independent System Operator, Inc. (MISO) about increased, unauthorized flows on the SPP transmission system resulting from the integration of several Entergy operating companies</p>

## Strategic Planning Committee Nomination Form

<b>Nominee Name:</b>	Lloyd A. Linke
<b>Company:</b>	Western Area Power Administration
<b>Email:</b>	lloyd@wapa.gov
<b>Phone:</b>	605.882.7500
<b>Nominated by:</b>	Robert Harris
<b>Brief description of relevant experience or involvement with strategic planning:</b>	<p>In Lloyd's current position his peers and he identify strategic initiatives to meet Western's strategic targets. Upon approval of the strategic initiatives by Western Senior Managers, they implement and manage the initiatives. While with the Alaska Power Administration he worked with the Administrator and his other direct reports to develop the Alaska Power Administration strategic plan, including its mission, core values, goals, and action plans. While he was the Alaska Power Administration Administrator he approved the annual updates to the Strategic Plan. He has been attending the SPC meetings for the past couple of years.</p> <p>Lloyd is currently Western Area Power Administration's Vice President of Operations for the Upper Great Plains Region. In his current position he is responsible for the operation, planning of the Upper Great Plains Region's transmission system</p> <p>Lloyd served as the Administrator of the Alaska Power Administration prior to returning to Western. While in this position he served as CEO and was responsible for all functions and business lines of the Alaska Power Administration. He has worked in several areas within the electrical power industry including maintenance, construction, power billing, marketing, and operations of high voltage transmission systems and hydroelectric generation facilities.</p> <p>Lloyd has over thirty three years of experience in the electrical power industry. He currently is a the Vice-Chair of the NERC Operating Committee, a member of the Midwest Reliability Organization's (MRO) Operating Committee and a member of the NorthWest Power Pool (NWPP) Operating Committee and the NWPP Reserve Sharing Group. He has served as a Board member of the Pacific Northwest Security Coordinator, Chair of the NWPP Reserve Sharing Group, Chair of the MAPP Reliability Committee and Regional Reliability Committee, member of MRO Bylaws Committee, MRO transition team and alternate Board member of the MRO.</p>

## Strategic Planning Committee Nomination Form

<b>Nominee Name:</b>	John Olsen, Executive Director System Operations and Transmission Development
<b>Company:</b>	Westar Energy, Inc.
<b>Email:</b>	john.olsen@westarenergy.com
<b>Phone:</b>	785.575.8078
<b>Nominated by:</b>	Kelly Harrison
<b>Brief description of relevant experience or involvement with strategic planning:</b>	<p>John's current role involves the executive oversight for the transmission and distribution system operations. John is also the president of Westar's competitive transmission ventures, including Prairie Wind Transmission, LLC that is also a member of SPP. John's previous role provided the executive oversight for the generation dispatch and SPP Integrated Market information submittals, fuel procurement for our generation fleet, and energy trading. Within Westar, John chairs an internal group comprised of Westar's various SPP committee participants, which keeps him apprised of the activity in the various SPP groups. John is also involved in many other aspects for Westar such as communication with our state commission, state legislative bodies, capacity planning, special retail rate development, energy policy discussions, and generation and transmission outage coordination</p> <p>John is a current voting member of the competitive transmission process task force and the markets and operating policy committee. He is also a former chair of the MOPC. John is actively involved with various SPP activities. He has a strong working relationship with many key staff members and officers at the SPP. He is a regular attendee at the SPC, RSC, MOPC, and Board meetings.</p>

**From:** [Paul Suskie](#)  
**To:** [Shaun Scott](#)  
**Subject:** Fwd: \*\*External Email\*\* Proxy  
**Date:** Wednesday, August 24, 2016 12:16:15 PM

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Paul Suskie

Begin forwarded message:

**From:** Buffington Denise <[Denise.Buffington@kcpl.com](mailto:Denise.Buffington@kcpl.com)>  
**Date:** August 24, 2016 at 12:12:26 PM CDT  
**To:** Paul Suskie <[psuskie@spp.org](mailto:psuskie@spp.org)>  
**Subject:** **\*\*External Email\*\* Proxy**

Greg McAuley has my proxy for item 3 of the cgc agenda -- SPC vacancy.

Sent via the Samsung Galaxy S® 6, an AT&T 4G LTE smartphone

## 6.2 Strategic Planning Committee

The Strategic Planning Committee (SPC) is responsible for the development and recommendation of strategic direction for the company in accordance with its scope as approved by the Board of Directors.

The SPC shall be comprised of up to fourteen members. Up to four representatives, but no less than three representatives, shall be from the Board of Directors; five representatives from the Transmission Owning Member sector as nominated by the Corporate Governance Committee; and five representatives from the Transmission Using Member sector as nominated by the Corporate Governance Committee.

The Board of Directors shall appoint the representatives of the SPC. Each representative of the SPC shall continue to be a representative thereof until the Board of Directors appoints his/her successor. Where a vacancy occurs, the Corporate Governance Committee will fill the vacancy on an interim basis until the next meeting of the Board of Directors.

The SPC shall meet at least twice per calendar year, and additionally as needed, provided that a quorum, as defined in these Bylaws, is present. The SPC shall report to the Board of Directors following each SPC meeting with respect to its activities and with such recommendations, as the SPC deems necessary.

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### 6.3 Human Resources Committee

The Human Resources Committee (HRC) is responsible for the development of personnel policies, including benefits structures, for the company in accordance with its scope as approved by the Board of Directors.

The HRC shall be comprised of ~~up to seven~~ members. ~~Up to three~~ representatives, ~~but no less than two representatives~~, shall be from the Board of Directors, one of whom shall serve as the Chair; two representatives from the Transmission Owning Member sector as nominated by the Corporate Governance Committee; and two representatives from the Transmission Using Member sector as nominated by the Corporate Governance Committee.

The Board of Directors shall appoint the representatives of the HRC. Each representative of the HRC shall continue to be a representative thereof until the Board of Directors appoints his/her successor. Where a vacancy occurs the Corporate Governance Committee will fill the vacancy on an interim basis until the next meeting of the Board of Directors.

The HRC shall meet at least twice per calendar year, and additionally as needed, provided that a quorum, as defined in these Bylaws, is present. The HRC shall report to the Board of Directors following each HRC meeting with respect to its activities and with such recommendations, as the HRC deems necessary.

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#### 6.4 Oversight Committee

The Oversight Committee (OC) is responsible for monitoring compliance with SPP and regulatory policies for the company in accordance with its scope as approved by the Board of Directors.

The OC shall be comprised of ~~five~~ members from the Board of Directors.

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The Board of Directors shall appoint the representatives of the OC. Each representative of the OC shall continue to be a representative thereof until the Board of Directors appoints his/her successor. Where a vacancy occurs, the Board of Directors will fill the vacancy.

The OC shall meet as needed, provided that a quorum, as defined in these Bylaws, is present. The OC shall report to the Board of Directors following each OC meeting with respect to its activities and with such recommendations, as the OC deems necessary.



## 6.5 Finance Committee

The Finance Committee (FC) is responsible for all aspects of financial operations and risk management for the company in accordance with its scope as approved by the Board of Directors.

The FC shall be comprised of ~~up to seven~~ members. ~~Up to three~~ representatives, ~~but no less than two representatives~~, shall be from the Board of Directors, one of whom shall serve as the Chair; two representatives from the Transmission Owning Member sector as nominated by the Corporate Governance Committee; and two representatives from the Transmission Using Member sector as nominated by the Corporate Governance Committee.

The Board of Directors shall appoint the representatives of the FC. Each representative of the FC shall continue to be a representative thereof until the Board of Directors appoints his/her successor. Where a vacancy occurs the Corporate Governance Committee will fill the vacancy on an interim basis until the next meeting of the Board of Directors.

The FC shall meet at least twice per calendar year, and additionally as needed, provided that a quorum, as defined in these Bylaws, is present. The FC shall report to the Board of Directors following each FC meeting with respect to its activities and with such recommendations, as the FC deems necessary.

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## 6.6 Corporate Governance Committee

The Corporate Governance Committee is responsible for the overall governance structure, including nominations, for the company in accordance with its scope as approved by the Board of Directors.

To the extent that the membership allows, the CGC shall be comprised of up to twelve members. One representative shall be the President of SPP who will serve as the Chair; one representative shall be the Chairman of the Board, unless his/her position is under consideration, in which case the Vice Chairman of the Board; up to one representative shall be an additional representative of the Board of Directors; one representative shall be representative of and selected by investor owned utilities Members; one representative shall be representative of and selected by co-operatives Members; one representative shall be representative of and selected by municipals Members; one representative shall be representative of and selected by independent power producers/marketers Members; one representative shall be representative of and selected by state power agencies Members; one representative shall be representative of and selected by alternative power/public interest Members; one representative shall be from an independent transmission company Member, defined as having assets under the OATT and no Affiliate Relationships in other categories of Membership; one representative shall be representative of and selected by large/small retail Members; and one representative shall be representative of and selected by a Federal Power Marketing Agency Member(s).

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Where a vacancy occurs with respect to a representative of a sector, the representatives from the appropriate sector will fill the vacancy. For purposes of selecting or removing representatives only, each group of Members with Affiliate Relationships shall be considered a single Member.

The CGC shall meet at least once per calendar year, and additionally as needed, provided that a quorum, as defined in these Bylaws, is present. The CGC shall report to the Board of Directors following each CGC meeting with respect to its activities and with such recommendations, as the CGC deems necessary.

**From:** [Nick Brown](#)  
**To:** [Paul Suskie](#); [Shaun Scott](#)  
**Subject:** FW: SPP Oversight Committee  
**Date:** Wednesday, August 10, 2016 10:16:40 AM

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[For CGC background materials...](#)

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**From:** Martin, Joshua  
**Sent:** Wednesday, August 10, 2016 9:14 AM  
**To:** Nick Brown <NBrown@spp.org>  
**Subject:** \*\*External Email\*\* SPP Oversight Committee

Nick,

Following up on our conversation yesterday, I am requesting that the SPP Corporate Governance Committee consider expanding the SPP Oversight Committee to preferably 5 members.

This committee, which currently includes 3 independent directors, has significantly expanded its jurisdiction in the last few years. Traditionally, we have included Compliance, Internal Audit and the Market Monitoring Unit in our areas of oversight. Now that Security has been separated from Compliance and we've involved staff from IT that focuses on security, both cyber and physical, we've seen a significant increase in our workload. In addition, as a result of the recent FERC audit that focused on the MMU, going forward there will be a need for increased scrutiny and monitoring of this important internal function of SPP.

As I was conferring with Alan McQueen, Barbara Stroope and the MMU outside counsel, Eric Callisto, on the agenda for our MMU executive session at our next meeting in September, I was frankly overwhelmed about the number and complexity of items that we'll have to consider. Also, based on estimates for our work load in 2017, the OC, along with our Staff Secretary, Michael Desselle, is considering two additional meetings in 2017. This year, we have utilized conference calls to address a number of items, but face to face meetings are going to be required for consideration of some of the items that will require ongoing surveillance.

In my opinion, the addition of two independent directors, with an appropriate delegation of duties, will enable the Committee to satisfy its obligations to SPP and the Members in these important areas.

If you have any questions, don't hesitate to get back to me.

Josh

**Joshua W. Martin, III**  
Counsel  
**Potter Anderson & Corroon LLP**  
1313 North Market Street  
P.O. Box 951  
Wilmington, DE 19899-0951  
302 984 6010 Direct Dial  
844 984 6010 Fax



**Southwest Power Pool, Inc.**  
**SUPPLY ADEQUACY WORKING GROUP (SAWG)**  
**Charter**  
**July 12, 2016**

**Purpose**

The Supply Adequacy Group (SAWG) is responsible for development and implementation of policies and processes to ensure reliable supply of capacity necessary to meet demand and supply adequacy requirements/methodologies in SPP. In addition, the SAWG is responsible for ensuring that these processes and policies meet the compliance obligations of NERC Reliability Standards.

**Scope of Activities**

Specific activities are to include but not be limited to the following:

- Provide technical oversight for the determination of the appropriate methodologies needed to assess regional supply adequacy requirements.
- Review on a routine basis the processes and requirements and recommend improvements as needed to the Markets and Operations Policy Committee (MOPC) to maintain supply adequacy in SPP, including, but not limited to the following:
  - Resource accreditation methodology including availability, fuel supply, or any other areas specific to resources
  - Application of coincident vs. non-coincident demand
  - Load forecasting methodology
  - Evaluation of Loss of Load Expectation (LOLE) studies and the planning reserve margin requirements
  - Maintaining the Planning Reserve Assurance Policy
  - Maintaining the Deliverability Study
  - Demand Side Management
  - Distributed Generation
- Work with other working groups to promote a high standard of operating practices for generating units and other resources within SPP, consistent with NAESB and NERC standards, through recommendation of appropriate improvements in reliable operating practices.
- Monitor and review the reliability standards impact on generation and other resources and recommend appropriate changes in the SPP Criteria.
- Ensure that SPP's supply adequacy requirement is assigned to the appropriate SPP entities and review the processes and information necessary to show the entity is meeting its requirement.
- Work with staff and other SPP organizational groups to prioritize activities.



## **Representation**

The SAWG is comprised of at least fourteen and no more than twenty members (including the Chairman). The SAWG will have two Cost Allocation Working Group (CAWG) representatives who are non-voting liaisons.

Members of the SAWG shall have experience and knowledge in one or more of the following areas:

- Planning reserve margin calculation
- Energy marketing
- Operations
- Planning and Forecasting
- Generation
- Regulatory

## **Duration**

Permanent

## **Reporting**

The SAWG reports to the Markets and Operations Policy Committee. As necessary the SAWG may appoint a member of the SAWG as a liaison to other working groups for specific issues or action items being coordinated.

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**Southwest Power Pool, Inc.**

**Recommendation to the Markets and Operations Policy Committee**

**July 12-13, 2016**

**Supply Adequacy Working Group**

**Organizational Roster**

SPP staff, CMTF and GWG members were involved in the development of this recommendation.

The following persons are members of the Capacity Margin Task Force:

Thomas Hestermann, Sunflower, Chairman	Jason Atwood, NTEC, Vice-Chair
Zac Hager, OG&E	Jon Iverson, OPPD
Patrick Lyons, New Mexico PRC	John Grotzinger, Missouri Joint Municipal EUC
John Varnell, Tenaska	Lloyd Linke, WAPA
Bryan Taggart, Westar	Joe Taylor, Xcel
Jon Sunneberg, NPPD	Jim Jacoby, AEP
Aaron Ramsdell, Basin	Marguerite Wagner, ITC Holdings
Walt Cecil, Missouri PRC	Jason Chaplin, Oklahoma Corporation Comm.
Randy Hughes, INDN	John Stephens, Springfield
Rob Janssen, Dogwood	Todd Tarter, Empire
Randy Root, GRDA	Bill Bojorquez, Hunt Transmission Services
Michael Wise, Golden Spread	Clinton Bruhn, Lincoln Electric System
Pat McCool, KCPL	Bill Dowling, Midwest Energy Inc.
Bradley Hans, MEAN	Lanny Nickell, SPP, Staff Secretary

The following persons are members of the Generation Working Group:

Mitch Williams, Western Farmers, Chairman	Jim Fehr, NPPD
Derek Hawkins, SPP, Staff Secretary	Terry Gates, AEP
Adam Graff, Heartland	Mike Grimes, EDP Renewables
Stuart Houston, Empire	Randy Root, GRDA
Bryan Taggart, Westar	

Additional SPP staff:

Michael Odom, SPP	Chris Haley, SPP
Alex Crawford, SPP	

**Background**

In April 2014 the Markets and Operations Policy Committee (MOPC) was presented with a list of issues concerning how the Capacity Margin was calculated and which entity should be required to maintain Capacity Margin. These questions, along with additional questions, were emailed to MOPC members and input solicited. To address these concerns the MOPC assigned a scope of activities to the Capacity Margin Task Force (CMTF). Since the CMTF inception in 2014, SPP staff and members have been working to address the scope of activities and proposed a policy package to the MOPC at the April 2016 meeting. The MOPC and SPP Board of Directors approved the policy package and handed it off to the Regional Tariff Working Group for implementation.

**Analysis**

The CMTF along with SPP staff feels there is strong need for a new Supply Adequacy Working Group (SAWG). The SAWG would be responsible for development and implementation of policies and processes to ensure reliable supply of capacity necessary to meet demand and supply adequacy requirements/methodologies in SPP. In addition, the SAWG is responsible for ensuring that these



processes and policies meet the compliance obligations of NERC Reliability Standards and the SPP OATT. The attached SAWG Charter provides details of the Purpose, Scope of Activities, Representation, Duration, Reporting, and Meeting Schedules.

The SAWG would combine the activities of the Generation Working Group (GWG) and the CMTF. At the June 3<sup>rd</sup> GWG conference call the proposed SAWG charter was presented to the GWG. The GWG members made a motion to recommend the retirement of the GWG and transition the GWG activities into the SAWG charter. This motion was unanimously approved by the GWG members.

**Recommendation**

SPP staff along with the CMTF and GWG members recommends MOPC retire the GWG and approve the formation of a Supply Adequacy Working Group as described in the attached charter.

**Action Requested:** Approve Recommendation

**Attachments:** Supply Adequacy Working Group Charter

Name	Title	Member	Business Type
Brad Hans - Chairman	Deputy Director, Wholesale Electric Operations	MEAN	Muni
Pat McCool	Energy Resource Management Senior Resource Planning Analyst	Great Plains Energy - KCPL/GMO	IOU
Rob Janssen	VP	Dogwood	IPP
Jim Jacoby	Manager, RTO Policy	AEP	IOU
Traci Bender	VP, Finance, Risk Management , Rates & Procurement, CFO & Treasurer	NPPD	Public Power, State Agency and Transmission owning member of SPP



Bennie Weeks	Manager, Resource Planning and Bidding	SPS	IOU
Jon Iverson	Energy Coordinator, Energy Marketing and Trading Division	OPPD	Public Power, State Agency and Transmission owning member of SPP
Tom Hestermann	Manager, Transmission Policy	Sunflower	Cooperative
Natasha Henderson	Manager, Strategic Planning	Golden Spread	Cooperative
Brian Berkstresser		EDE	IOU

Aaron Castleberry	Senior Resource	OGE	IOU
Jodi Knutson	Energy Management and Marketing Specialist	WAPA	Federal Agency
Bryan Taggert		Westar	IOU

Mitch Williams	Manager, Generation Engineering	WFEC	Cooperative
Ernesto Perez	Senior Project Manager, Power Supply Services	ETEC, Tex-la, NTEC	Cooperative
Adam Graff	Director of Power Supply	Heartland	Muni

Mike Grimes	Operational Compliance	EDP Renewables	IPP
Kenny Hale	Senior Planner	CUS	Muni
Eric Alexander		GRDA	State Agency

John Varnell	Director, Market Design and Standards	Tenaska	IPP
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**Qualifications**

- Electric Division Director – US Navy Public Works, Guam (40 MW Steam Plant, 20 MW Reciprocating Engines, Transmission & Distribution, Operations)
- Power Plant Manager – 175 MW Combined Cycle Facility, Market Registration and Operation
- Manager of Transmission – Transmission service requests, compliance forecasting, modeling and reporting (MOD-010, EIA-411, TOP requirements)
- Deputy Director of Wholesale Electric Operations – Overall responsibility for Market interface in MISO, SPP and the West, Compliance, Market Settlements, Generation Resources and Transmission to include planning and forecasting functions. Oversee resources including coal plants, renewable energy facilities, hydroelectric and reciprocating engines.

***20 years of experience in the utility business at KCP&L/Aquila in resource planning, power supply financial management, and utility accounting***

- Perform annual evaluations of resource supply adequacy for KCP&L/GMO, and analyze potential RFP resource alternatives as required to meet SPP and NERC minimum reserve margin requirements.
  - Contribute to the development of the IRP 20-year alternative resource plans that include the consideration of accredited capacity for renewable resources, the impact of Demand Side Management (DSM) and Distributed Generation (DG), and load uncertainty.
  - Develop the Supply-Side Resource Analysis included in the Integrated Resource Plan (IRP) filings for KCP&L/GMO. Incorporate multiple variables including new resource technologies, existing plant efficiency improvements, and uncertainties such as generator interconnection costs, transmission costs, fuel availability, and fuel price forecasts.
- Member of ESWG and CMTF

Ms. Bender graduated from the University of Nebraska in Lincoln in 1984 with a bachelor’s degree in Business Administration with an emphasis in Accounting and received a master’s degree in Business Administration-Finance & Accounting from Regis University in 2006. She has also completed the Institute of Nuclear Power Operations (INPO) Reactor Technology Course for utility executives at the Massachusetts Institute of Technology. Ms. Bender joined NPPD in September 1990 as Technical Accounting Supervisor. She has also held the positions of District Manager, Rate Supervisor, Finance & Accounting Manager, Assistant Treasurer, and Corporate Planning & Risk Manager. She was appointed a Vice President in March 2006, and since that time she has had the responsibility for not only the finance, accounting and purchasing functions, but she oversees the resource planning and pricing and rate setting areas for NPPD.

Managed production costing models including PROMOD for over 17 years. Defined and documented requirements for studies that are required to evaluate generation analysis, fuel limitation analysis, reliability analysis, transaction analysis, avoided energy cost analysis, interruptible load analysis, and transmission analysis.

Manager, Resource Planning (2008 – current). Assesses load forecast information and assesses and evaluates the quantity and type of resources needed to meet the requirements of the SPP; prepares and evaluates bid solicitations and self-bid analyses; develops and implements Xcel Energy's overall resource plans. Determines the impacts of DSM and distributed generation on the load forecast and how DSM and DG impact generation needs. Utilize PROMOD for generation planning including determining the best types of generation for the future as well as location planning taking in to account transmission congestion. Have worked with SPP staff on LOLE studies to ensure the inputs/assumptions in the SPP models are correct and to ensure end results are reasonable. Have worked internally on ELCC studies for wind and solar to estimate accredited capacity. Was pro-active (through Xcel Energy's GWG representative) to explore the current methodology used for determining the renewable energy capacity accreditation and consider a change to the methodology. The methodology was revised.

Over 13 years of Resource Planning experience at OPPD

Prepares OPPD's EIA-411 and NERC LTRA for submittal to SPP and OPPD's EIA-860 submittals

Background in thermal and renewable accreditation

Member of the SPP Capacity Margin Task Force

Other power pool experience: member of MAPP Composite System Reliability Working Group CSRWG responsible for MAPP LOLE studies – 3 years and MAPP Pool Administrative Committee member (PAC) – 2 years

Member of ESWG

Served on Wind Integration Task Force

Member and past chair of the CMTF. Has extensive experience and knowledge in the regulatory arena, working knowledge of planning and forecasting, operations and generation functions and 36 years of electric utility experience.

Natasha is responsible for Demand and Load forecasting, resource planning and production cost modeling at GSEC.

- Responsible for running day-to-day operations of Empire's marketing group for 7+ years
- Responsible for Empire's System Operations for 5+years
- Over 15 years of power plant experience
- Former voting member of ORWG
- Involved with multiple other SPP groups; Balancing Area Task Force formation, Generation Working Group, etc...
- SME for multiple Empire 693 NERC audits
- Have been involved in numerous regulatory rate cases in Empire's jurisdictions

Aaron has worked in OG&E's Resource Planning group since September 2015 wherein he participates in development of OG&E's Integrated Resource Plan (IRP), calculating the planning reserve margin and submittal of EIA 411 data. Additionally, his duties include determining the feasibility and financial impacts of all large capital investments for all areas of the company including both generation and transmission. Prior to Resource Planning, Aaron worked in OG&E's Power Supply group from 2010 to 2015 as a Process/Maintenance engineer for a 1,200 MW combined cycle power plant and an 800 MW legacy gas and simple cycle gas turbine power plant. During this time he was the Outage Manager over several generator, steam turbine and gas turbine overhauls, including 4 Advanced Gas Path upgrades on GE 7FA turbines. His responsibilities included overseeing and coordinating work for over 250 contractors on-site. He also led the Reliability Centered Maintenance program at the combined cycle plant and was the Project Manager for many projects at the plant.

Has been with WAPA since 2003 and in current role since 2006

- Experience with the development of the Planning Reserve Assurance Policy as a member of the Capacity Margin Task Force (CMTF) and Generation Working Group (GWG).
- Currently serves on the Balancing Authority Operations Committee.
- Participated in the review and provided comments on the previous LOLE study results and assumptions
- Participated in resource accreditation testing in both plant operations and system operations roles.
- Participated in short term and long term load forecast methodology and results review and system operation application.
- Was the department leader for the team who determining the day-ahead and real-time economic dispatch and market submittals.
- Participated in Westar's long-term resource planning efforts.
- Experience in reliability operations, SPP Planning and Operations Criteria and NERC compliance for Generation Owner and Operator, Balancing Authority and Transmission Operator functions since 2005.



In 2014 Mitch was promoted to his present role as Manager, Generation Engineering. Mitch's primary responsibilities are the management of technical services for WFEC's generation facilities including major inspections and equipment installations and operational solutions.

In 2010, Mitch was reassigned as a Principal Engineer in the Regional Marking Planning group at WFEC. Mitch was responsible for supporting WFEC's integration in the Integrated Market. In this role Mitch continued to chair the Generation Working Group (GWG) and maintained a voting membership in the Regional Tariff Working Group.

In 2004, Mitch was promoted to Manager of Transmission Engineering where he had responsibility for System Planning, new transmission line and substation design and construction, System Protection and technical support. In this service Mitch was Chair of the GWG, and a voting member of the TWG and RTWG.

In 1997, Mitch was promoted to system planner for WFEC and was responsible for Construction Work Plans, power flow studies and RUS processes. Mitch became a member of the SPP Transmission Working Group, Model Development Working Group. In 1999, SPP reinstated the Generation Working Group to implement capacity accreditation, testing requirements and coordination with NERC standards. Mitch chaired this working group from 1999 to the present.

In 1985, Mitch joined WFEC as an engineer where he had the responsibilities of performance testing, operational reporting, control systems upgrades, project design and installation.

He has over 12 years of cumulative energy industry experience. Ernesto has assisted the East Texas Cooperatives in developing our power supply solutions, including power supply portfolio modeling, capacity & energy calculations, market hedging strategies, environmental compliance feasibility studies, asset valuation calculations, and regular stakeholder participation across multiple RTOs. He is a 2005 graduate of Georgia Tech and holds a Bachelor of Science Degree in Industrial and Systems Engineering. He received his MBA from Georgia State in 2015.

Adam is Heartland's current Director of Power Supply; previously he was Heartland's Resource Manager. With over 10 years of experience in the power industry, Adam will bring a wealth of knowledge and critical thinking capability to the SAWG. Adam has a vast understanding of generation, reserves, and ancillary services as well as familiarity with regional LOLE and capacity margin studies. Through Adam's role with Heartland, he spear headed our Load Management Program and developed our forecasting methodology to use in annual budgeting processes as well as MISO's Capacity Tracking Tools. Adam meets all of the qualifications to be on the SAWG as outlined in the charter. Adam has the unique ability, as Heartland's MOPC representative, a participant of SPP's CMTF, and a current voting member of SPP's GWG to relate SAWG decisions to SPP's overall direction. Adam is an extremely valuable asset to Heartland and will be to the SAWG. Please consider Adam for this role with the SAWG.

My experience includes:

- GWG membership for 2 years
- Development and refinement of market rules, including serving on ERCOT's Wholesale Market Subcommittee for 6 years
- Working closely with EDPR's Remote Operations Control Center to incorporate ISO/RTO rules into operational procedures (EDPR owns & operates >4 GW of wind resources across the US)
- Rate design for an investor owned utility
- 5 years' experience with the application of NERC Reliability Standards to wind powered resources

Kenny has been with City Utilities for over 30 years. He has held several positions in Information Technology, Finance, and Electric Supply. For the past seven years Kenny has been in the Senior Planner position in Electric Supply focusing on resource modeling, planning, and reporting.

Daily responsibilities include load forecasting, generation modeling, as well as submitting numerous regulatory reports including the EIA-411, Long-Term Reliability Assessment. Kenny assists with the development and submission of our inputs into the ITP10 process regarding our current and future generation resources. He provides City Utilities' Transmission Planning area with our load data to be utilized in the MDWG model. He works with The Energy Authority (our Market Participant in the Integrated Marketplace) regarding modeling of our generation portfolio to project our operating levels.

He is also assisting with the development of an Integrated Resource Plan for City Utilities. Analysis includes updating our projected demand, formulating retirement dates for our older fossil units, and identifying new demand and supply side resources to maintain our planning reserve margin.

Eric currently supervises the GRDA power and gas marketing operation. He has assumed responsibility for GRDA's planning reserve margin calculation, has extensive experience in energy marketing, and leads the weekly call with our coal-fired and hydro generation operations groups to discuss generation facility status and plans for the upcoming week.

Current SPP working group participation:

Participates in the MWG (has been trying to become a member).

Was a member of the Trading Hubs Task Force – Worked with Hanhan Hammer at SPP during her formulation of SPP's trading hubs.

CWG member for 5 years

Experience prior to GRDA:

Eric has been in the energy marketing and trading arena since 1999. Started at Williams Energy working in the ECAR, SPP, and SERC regions moving physical power and optimizing our physical assets in Indiana, Michigan, Louisiana and Georgia. Then progressed to trading financial instruments for banks/hedge funds. Focused mainly in the MISO and PJM regions.

John has been employed by Tenaska since 2000 and in the energy industry since 1979. His experience is extensive and he will add significant value to the group.

John began his career with Texas Utilities ("TU") and was actively involved in developing generation, control system, planning, and load forecasting tools for parts of the TU system from 1984 until 1999. This included understanding the process and needs of TU such that he could assist in the development of software programs as well as the evaluation of vended solutions.

While at TU, John became involved with establishing EMS and SCADA systems for the TU facilities. This included establishing hardware, software, and communications for the operation of TU generation, transmission, and gas assets.

In 2000, TPS hired John to build the TPS SCADA, EMS, and Market Interface solution from scratch. This included vetting vendors as well as developing proprietary in-house systems to manage TPS's needs. Through developing the TPS Market Interface, John gained a solid understanding of Energy Marketing as well as how markets such as ERCOT function.

Currently at TPS, John Varnell is Director of Market Design and Standards. His responsibilities include, attending various working groups in PJM, ERCOT, and SPP to keep TPS informed and involved. In SPP, this includes the CMTF, RTWG, PITTF, BDTF, and MWG. Most recently, John has actively participated in the development of the CMTF white papers.

Number of Recommended Members by Business Type						
IPP	IOU	Public Power	Coop	Muni	State Agency	Federal
3	6	2	4	3	1	1

Companies Represented by State						
KS	OK	NE	MO	TX	AR	SD
Westar, Sunflower, KCPL	OGE, AEP, WFEC, GRDA	NPPD, OPPD, MEAN	KCPL, EDE, CUS	SPS, GSEC, AEP, ETEC/NTEC/ Tex-La	AEP, EDE, OGE	Heartland

ND	IA	MT	WY	MN	NM	LA
WAPA	Heartland	WAPA	WAPA	Heartland	SPS	AEP, Tex-La

Name	Company	Sector
Brad Hans - Chairman	Municipal Energy Agency of Nebraska	TU
Pat McCool	Kansas City Power & Light Company	TO
Rob Janssen	Dogwood	TU
Jim Jacoby	AEP	TU
Traci Bender	Nebraska Public Power District	TO
Benni Weeks	SPS	TO
Jon Iverson	Omaha Public Power District	TO
Tom Hestermann	Sunflower	TO
Natasha Henderson	Golden Spread Electric Cooperative	TU
Brian Berstreser	Empire District Electric Company	TO
Aaron Castleberry	Oklahoma Gas and Electric Company	TO
Jodi Knutson	Western Area Power Administration	TO
Bryan Taggart	Westar Energy	TO
Mitch Williams	Western Farmers Electric Cooperative	TO
Ernesto Perez	East Texas Electric Cooperative, Tex-La Electric Cooperative of Texas, Northeast Texas Electric Cooperative	TU
Adam Graff	Heartland	TU
Mike Grimes	EDP Renewables	TU
Kenny Hale	City Utilities of Springfield	TU
Eric Alexander	Grand River Dam Authority	TO
John Varnell	Tenaska	TU

<b>Business Type</b>
Municipal
Investor-Owned Utility
Independent Power Producer
Investor-Owned Utility
State Agency
Investor-Owned Utility
State Agency
Cooperative
Cooperative
Investor-Owned Utility
Investor-Owned Utility
Federal Agency
Investor-Owned Utility
Cooperative
Cooperative
Municipal
Independent Power Producer
Municipal
State Agency
Independent Power Producer



**Southwest Power Pool, Inc.**  
**PROJECT COST WORKING GROUP**  
**Recommendation to the Corporate Governance Committee**  
**August 24, 2016**  
**Revised PCWG Charter**

**Organizational Roster**

The following person are members of the Project Cost Working Group:

Tom Hestermann (Chairman)	Sunflower Electric Power Corporation
Brian Studenka (Vice-Chair)	ITC Holdings, Inc.
Allen Ackland	Kansas City Power & Light
Peter Day	Oklahoma Gas and Electric Co.
Larry Holloway	Kansas Power Pool
Natalie Jackson	Golden Spread Electric Cooperative, Inc.
Brenda Jessop	Westar Energy
Brian Johnson	American Electric Power
Jonah Martin	Tri-State Generation and Transmission
Kenny Munsell	Xcel Energy
Jeff Stebbins	Tri-County Electric Cooperative
Boyd Trester	Basin Electric Power Cooperative
Art Wiese	Nebraska Public Power District
Shawnee Claiborn-Pinto (Liaison Member)	Public Utility Commission of Texas
Cary Frizzell (Staff Secretary)	Southwest Power Pool

**Background**

At its March 2, 2016 meeting, the Project Cost Working Group (PCWG) voted unanimously to adopt revisions to the PCWG Charter. The PCWG discussed its role in maintaining the Study Estimate Design Guide (SEDG), and edits were made to the Charter to clarify the group's responsibility of identifying cost estimate variance trends that deviate from the SEDG.

The PCWG also approved the increase of the maximum number of voting members from 16 to 20, with two additional Transmission Owning members and two additional Transmission Using member positions.

**Analysis**

The increase in the number of voting members was intended to ensure appropriate geographical representation on the PCWG following the recent addition of the Integrated System.

**Recommendation**

Approve the PCWG Charter to reflect the clarifications to the group's purpose in regards to the Study Estimate Design Guide, and an increase in the maximum number of voting members from 16 to 20, two additional Transmission Owning members and two additional Transmission Using members.

**Approved:** PCWG March 2, 2016  
Unanimous

**Action Requested:** Approve Recommendation



Southwest Power Pool  
Project Cost Working Group  
Charter

March 2, 2016 Draft

Deleted: November 4, 2014

**Purpose**

To maintain the integrity of the SPP transmission project estimate process, a rigorous and transparent evaluation of cost estimate variances is required. The SPP project tracking process sets cost variance bandwidths and mandates justification and review for project cost estimates that have changed outside these bandwidths, including Competitive Upgrades.

The purpose of establishing the Project Cost Working Group (PCWG) is to create a group with stakeholder input, oversight, and accountability that can provide a transparent review of transmission cost variances. To ensure cost estimate variances are addressed in a timely manner, the PCWG will evaluate projects exceeding allowable variance levels on a monthly basis. On a quarterly basis, the PCWG will provide a report of their findings and comments to stakeholders.

The PCWG will also maintain the SPP Study Estimate Design Guide (SEDG). The PCWG will notify MOPC if a trend is developing in cost variances resulting from deviations from the SEDG. The MOPC is responsible for determining if a review of the SEDG is required. However, this does not preclude PCWG from suggesting to the MOPC any other changes to the SEDG.

Deleted: estimates

Deleted: deviating

The PCWG will also maintain the SPP minimum design standards.

Deleted: M

Deleted: D

Deleted: S

Deleted: (MDS)

**Scope of Activities**

In carrying out its purposes, the PCWG will:

1. Provide a monthly review of regionally funded projects that have been identified by the SPP project tracking process as having estimated costs that have exceeded allowable variance levels.
2. Provide recommendations for projects that exceed the allowable variance levels.
3. Provide a quarterly report to stakeholders.

**Representation**

The PCWG membership should consist of members who can collectively represent the interests of the SPP stakeholders. To ensure they have the expertise to make the recommendations required, these members should have experience in one or more of the following areas: transmission construction costs/estimating, project management, and/or ratemaking.

PCWG membership will consist of up to the following:

20 Voting members-

- 10 Transmission Owning
- 10 Transmission Using

Deleted: 16

Deleted: 8

Deleted: 8

Non-Voting member-

- 1 CAWG Liaison





**Duration**

Permanent

**Reporting**

The PCWG reports to the Markets and Operations Policy Committee.

**Other Notes:**

In light of FERC Orders 888 and 889 and the group composition of transmission and generation parties, the PCWG will have to observe the Standards of Conduct outlined in FERC Order 889. Additionally, there may be topics discussed by the PCWG that are privileged and confidential. Under such an event, appropriate measures will be taken to ensure that no Standards of Conduct are violated, including but not limited to Executive Sessions. Any party participating in an Executive Session will be required to execute a Nondisclosure Agreement in advance.

Any materials provided during Executive Sessions containing information identified as confidential and protected and subject to a Nondisclosure Agreement will not be made publicly available.

**Annual Survey Schedule 2016:**

Survey	Launch Date	Close Date
<b>Organizational Effectiveness (Org Group) Surveys:</b>	Thursday, September 15, 2016	Friday, September 30, 2016
<b>Stakeholder Satisfaction Survey:</b>	Monday, October 3, 2016	Monday, October 17, 2016
<b>Board Effectiveness Survey:</b>	Monday, October 17, 2016	Friday, October 28, 2016
<b>Membership/Staff Performance Survey (for HR Committee):</b>	Monday, October 31, 2016	Friday, November 11, 2016

- Review of the Annual (Organizational Group) Assessments will be conducted during the November call. This is a review of the Committee and Working Group Rosters.
- The Recommendation to approve the 2016 Rosters then goes before the Board at the December Board Meeting
- Survey results will be available for the December Board Meeting