

**Southwest Power Pool, Inc.  
CORPORATE GOVERNANCE COMMITTEE  
March 17, 2017  
Conference Call**

• 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 1:03 p.m. Members who participated were: Nick Brown (SPP), Jim Eckelberger (Director), Denise Buffington (KCPL), Jason Atwood (NTEC), Jason Fortik (LES), Rob Janssen (Dogwood), John McClure (NPPD), and Bob Harris (WAPA-UGPR).

Marguerite Wagner had Brett Leopold's (ITC) proxy (Proxy – Attachment 1).

In addition to the committee, Paul Suskie, Carl Monroe, Shaun Scott and Susan Polk (SPP staff), Heather Starnes (MJMEUC), Greg McAuley (OG&E), and Richard Ross (AEP) participated.

**Agenda Item 3 – Proposed Bylaws Revisions to Stagger Chair Terms/SPP Staff Straw Proposal on Chair Terms and Organizational Group Chair Nomination and Appointment Processes**

Nick Brown explained that the agenda order will be reversed due to the potential need to go into executive session to discuss the vacancies for the Members Committee and Finance Committee.

Paul Suskie reported on the Bylaws revisions (Draft Bylaws Revisions Section 3.1 - Attachment 2 and Draft Bylaws Revisions Section 3.3.2 – Attachment 3). There is one change in Section 3.1. A sentence will be deleted from Section 3.3.2 and added to Section 3.1. There are additional clarifying additions to Section 3.3.2. The Chairs and Vice Chairs of the Organizational Groups that report to the Board of Directors will remain on the same two-year term as the Chairman of the Board of Directors. The Chairs and Vice Chairs of the Organizational Groups that report to the Markets and Operations Policy Committee (MOPC) will serve two-year terms with half ending in even years and the remainder in odd year years, as determined by the committee.

**Bob Harris made a motion to accept the changes to Bylaws Sections 3.1 and 3.3.2. Jason Fortik seconded the motion. The motion passed unanimously.**

Paul Suskie explained the changes to the Straw Proposal for Organizational Group Chair Nomination and Appointment Processes (Straw Proposal for Organizational Group Chair Nomination and Appointment Processes – Attachment 4). This document will implement the changes to the Bylaws. This document does not need Board of Directors approval and will go into effect immediately upon committee approval.

**Rob Janssen made a motion to accept the Straw Proposal for Organizational Group Chair Nomination and Appointment Processes. Jason Atwood seconded the motion. The motion passed unanimously.**

Carl Monroe reviewed the proposed Organizational Group Chair and Vice Chair election schedule and explained how he proposed dividing the groups between the even and odd year election cycle (Organizational Group Chair and Vice Chair Election Schedule – Attachment 5). The Credit Practices Working Group does not report to the MOPC but has been included on the schedule for clarity. It was suggested to exchange the Balancing Authority Operating Committee (even to odd year elections) and the Seams Steering Committee (odd to even year elections) (Revised Organizational Group Chair and Vice Chair Election Schedule – Attachment 6). Nick will include this in his report to the Board of Directors. Carl will add this item to the MOPC agenda for its review. This will go into effect once FERC has approved the Bylaws changes referencing the alternate year language.

**Jason Fortik made a motion to adopt the Organizational Group Chair and Vice Chair Election Schedule as revised. Jim Eckelberger seconded the motion. The motion passed unanimously.**

**Agenda Item 2 - Vacancies**

Nick Brown reported that a vacancy has opened up on the Members Committee. He noted that SPP's Bylaws require that the CGC consider the diversity of our Membership, the types and expertise of Members, as well as geographic location (Committee Metrics – Attachment 7). There are two nominees for the position, an investor owned utility sector seat (Nomination forms – Attachment 8).

**Denise Buffington made a motion to accept Kevin Noblet (Kansas City Power & Light Company – investor owned utility sector) to fill the open seat. John McClure seconded the motion. ITC opposed and Jim Eckelberger abstained. The motion passed.**

There is one open Transmission Owning Member sector seat on the Finance Committee (FC). There are five individuals nominated (Finance Committee Nominations – Attachment 9).

The CGC discussed the policy implications, both pros and cons, of SPP members having non-employee contractors serving as Member representatives on SPP stakeholder groups.

**Denise Buffington made a motion to nominate Sandra Bennett (Southwestern Electric Power Company) to fill the open Transmission Owning Member sector seat on the Finance Committee. Jim Eckelberger seconded the motion. The motion passed unanimously.**

**Agenda Item 4 – Future Meetings**

Tuesday, August 22, 2017	Kansas City, MO (KCPL Office) (10:00 a.m. - 3:00 p.m.)
Tuesday, November 28, 2017	Dallas, TX (AEP Offices) (10:00 a.m. - 3:00 p.m.)

**Adjournment**

Nick Brown thanked everyone for participating and adjourned the meeting at 2:07 p.m.

Respectfully Submitted,

Paul Suskie, Secretary



Southwest Power Pool, Inc.  
CORPORATE GOVERNANCE COMMITTEE MEETING

March 17, 2017

Conference Call

• A G E N D A •

1:00 p.m. – 4:00 p.m.

- 1. Call to Order and Administrative Items.....Nick Brown
- 2. Vacancies.....Nick Brown
  - a. Members Committee – Open Seat (1)
    - i. Investor Owned Utility Sector<sup>1</sup>
      - 1. Bleau LaFave: NorthWestern Energy
      - 2. Kevin Noblet: Kansas City Power and Light Company
  - b. Finance Committee – Open Seat (1)
    - i. Transmission Owning Member Sector
      - 1. Jerry Peace: Oklahoma Gas and Electric
      - 2. Traci Bender: Nebraska Public Power District
      - 3. Darrin Ives: Kansas City Power and Light Company
      - 4. Sandra Bennett: Southwestern Electric Power Company
      - 5. Steven Fate: Public Service Company of Oklahoma
- 3. Proposed Bylaws Revisions to Stagger Chair Terms/SPP Staff Straw Proposal on Chair Terms & Organizational Group Chair Nomination and Appointment Processes.....Paul Suskie & Carl Monroe
- 4. Future Meetings
 

Tuesday, August 22, 2017	Kansas City, MO (KCPL Office (10:00 a.m.-3:00 p.m.))
Tuesday, November 28, 2017	Dallas, TX (AEP Offices (10:00 a.m.-3:00 p.m.))

<sup>1</sup> Term: Interim until the annual meeting of Members in October 2017/Permanent through 2018

**From:** [Paul Suskie](#)  
**To:** [Leopold, Brett](#)  
**Cc:** [Wagner, Marguerite](#); [Shaun Scott](#)  
**Subject:** Re: \*\*External Email\*\* CGC March 17  
**Date:** Wednesday, March 01, 2017 8:35:39 PM

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> On Mar 1, 2017, at 5:14 PM, Leopold, Brett <bleopold@itctransco.com> wrote:

>

> Paul-

>

> Marguerite Wagner will be my proxy for the CGC on March 17.

>

> Brett Leopold

### 3.1 Structure

Member input on decision-making shall be accomplished primarily through Membership participation in Organizational Groups. Members are expected to provide representation to Organizational Groups as requested. Unless otherwise provided in these Bylaws, Organizational Group representation will be appointed by the Board of Directors, who shall consider the various types and expertise of Members and their geographic locations, to achieve a widespread and effective representation of the Membership. Organizational Group representation will be reviewed annually for compliance with the Bylaws by the Corporate Governance Committee. [SP1] The Chair of any Organizational Group may appoint any ad hoc task forces as necessary to fulfill its mission. Task force appointments shall be made with due consideration of the various types and expertise of Members and their geographic locations. Criteria for serving on an Organizational Group will be determined in the group's scope. Except for any full representation group, an appointment to an Organizational Group is for an individual, not a corporate entity. Participation in certain sessions of Organizational Group meetings where market sensitive issues are discussed may be restricted to persons representing entities that have executed ERO's Confidentiality Agreement. Representatives on all Organizational Groups will be documented in the SPP directory maintained by the Staff. Organizational Group vacancies will be filled on an interim basis by appointment of the President unless otherwise provided for in these Bylaws.

### 3.3 Leadership

#### 3.3.1 Appointment

The Chair of all Organizational Groups shall be nominated by the Corporate Governance Committee for consideration and appointment by the Board of Directors. A Vice Chair shall be elected by the members of an Organizational Group, unless provided otherwise in these Bylaws. A Vice Chair shall act for a Chair:

- (a) at the request of the Chair;
- (b) if the Chair becomes incapacitated and unable to discharge the functions of the position; or
- (c) if the position of the Chair becomes vacant, until a new Chair takes office.

#### 3.3.2 Terms

~~Unless otherwise provided in these Bylaws, [SP1] the terms of the Chair and Vice Chair of all Organizational Groups reporting to the Board of Directors shall coincide with the two-year term of the Chair of the Board of Directors. The Chair and Vice Chair of all Organizational Groups reporting to the MOPC shall serve two-year terms, with half of such terms expiring in even years and the remainder in odd years, as determined by the Corporate Governance Committee. Organizational Group representation will be reviewed annually for compliance with the Bylaws by the Corporate Governance Committee.~~[SP2]

#### 3.3.3 Vacancies

Should any individual having been appointed as a Chair of any Organizational Group be unable to serve for the term specified, or be unable to serve on a NERC Organizational Group under provisions of these Bylaws, a replacement shall be appointed by the Chair of the Board of Directors for the unexpired term of office.



## Straw Proposal for Organizational Group Chair Nomination and Appointment Processes

The purpose of this straw proposal is to detail three separate processes pursuant to which staff may facilitate the Organizational Group<sup>1</sup> members' nomination and Chairman of the Board of Directors' appointment of an Organizational Group Chair (hereinafter Chair) to fill a mid-term vacancy and the Corporate Governance Committee's nomination and the Board of Directors' appointment of a Chair to fill an expiring term or a new position. This proposal was developed at the direction of the Corporate Governance Committee, and considers the discussions of the Corporate Governance Committee members on August 24, 2016, ~~and~~ November 9, 2016, and February 16, 2017, and is intended to apply only to the Chairs of Organizational Groups reporting to the Markets and Operations Policy Committee.

### I. The Bylaws Requirements

Under the Bylaws, the nomination and appointment of Chairs is required when (i) a mid-term vacancy is created following inability of an individual Chair to serve his/her specified term of office, (ii) an open position is created following expiration of an individual Chair's specified term of office, and (iii) a new position is created following formation of a new SPP Organizational Group.

The Bylaws authority for the nomination and appointment of Chairs under the Bylaws is summarized below, with Bylaws authority for the appointment and election of Vice Chairs included for completeness.

#### A. Chairs

Pursuant to Bylaws Sections 3.3.1 and 3.3.2 (as the latter is concurrently proposed to be revised), the Corporate Governance Committee is responsible for nominating Chairs (to fill expiring terms and new positions) for consideration and appointment by the Board of Directors for two-year terms to, with half of such terms expiring in even years and the remainder in odd years, as determined by the Corporate Governance Committee ~~coincide with the two year term of the Chairman of the Board of Directors.~~

In the event a mid-term vacancy is created following inability of an individual Chair to serve his/her specified term of office, Bylaws Section 3.3.1(c) requires that the Vice Chair serve as Chair on an interim basis until a new Chair takes office. Pursuant to Bylaws Section 3.3.3, the Chairman of the Board of Directors is responsible for appointing a successor for the unexpired term of office.

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<sup>1</sup> Bylaws Section 1.0 defines the term "Organizational Group" as, "[a] group, other than the Board of Directors, comprising a committee or working group that is charged with specific responsibilities toward accomplishing SPP's mission."

The Bylaws expressly require that a member of the Board of Directors serve as the Chair of the Human Resources Committee and Finance Committee, respectively, (Bylaws Sections 6.3 and 6.5), and that SPP's President serve as the Chair of the Corporate Governance Committee (Bylaws Section 6.6).

The Bylaws are silent as to ~~Chairs serve without~~ any term limit restriction for Chairs.

In summary:

### Chair Nomination and Appointment

To fill:	Nominated by:	Appointed by:	Bylaws:
Mid-term Vacancy	Org Group members	BOD Chairman	§ 3.3.3
Expiring Term	CGC	BOD	§ 3.3.1
New Position	CGC	BOD	§ 3.3.1

#### B. Vice Chairs

As a general rule, Vice Chairs are elected by the Organizational Group members for a two-year term ~~to~~, with half of such terms expiring in even years and the remainder in odd years, as determined by the Corporate Governance Committee ~~coincide with the two-year term of the Chairman of the Board of Directors~~ (Bylaws Sections 3.3.1 and 3.3.2 (as the latter is concurrently proposed to be revised)). The exception is the Markets and Operations Policy Committee Vice Chair, who is appointed by the Board of Directors per Bylaws Section 6.1.

The Bylaws are silent as to ~~Vice Chairs serve without~~ any term limit restriction for Vice Chairs.

In summary:

### Vice Chair Appointment and Election

To fill:	Appointed by:	Elected by:	Bylaws:
Mid-term Vacancy		Org Group members	§ 3.3.1
Expiring Term		Org Group members	§ 3.3.1
New Position		Org Group members	§ 3.3.1
MOPC	BOD		§ 6.1

## II. Recommended Approach

Staff has developed the following recommended processes pursuant to which staff may facilitate the nomination and appointment of a Chair to fill:



1. A mid-term vacancy,
2. An expiring term, and
3. A new position.

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### **PROCESS 1: Nomination and Appointment of a Chair to Fill a Mid-term Vacancy**

1. Upon a Chair's formal advisement of his/her inability to serve the specified term of office, the Organizational Group staff secretary will solicit nominations from the Organizational Group members as well as a recommendation from the Organizational Group identifying its nominee, with due consideration of the vacancy date.<sup>2</sup> (The Vice Chair will serve as Chair on an interim basis until a new Chair takes office.)
2. The staff secretary will compile the nominations and recommendation received and review for completeness prior to providing to the Assistant Corporate Secretary.
3. The Assistant Corporate Secretary will review the Organizational Group members' nominations and Organizational Group's recommendation and resolve any issues with the staff secretary prior to distributing the nominations and recommendation to the Chairman of the Board of Directors.
4. The Chairman of the Board of Directors will review the nominations and recommendation and advise the Assistant Corporate Secretary as to the individual appointed to fill the mid-term vacancy.
5. The Assistant Corporate Secretary promptly will advise the staff secretary as to the Chair appointment.
6. The staff secretary promptly will distribute a notice to the Organizational Group members announcing the Chair appointment.<sup>3</sup>

### **PROCESS 2: Nomination and Appointment of a Chair to Fill an Expiring Term**

1. Prior to the expiration of a Chair's specified term of office and as part of the annual SPP Organizational Group self-evaluation/assessment process occurring in the year such term expires, the Organizational Group staff secretary will:
  - a. inform the existing Chair of his/her upcoming term expiration and eligibility to be re-nominated and inquire whether he/she desires to continue to serve as Chair, and
  - ~~a.~~b. solicit—nominations from the Organizational Group members, as well as a recommendation from the Organizational Group identifying its nominee.<sup>4</sup>
- ~~1.~~2. The staff secretary will compile the nominations and recommendation received and review for completeness prior to providing to the Assistant Corporate Secretary.
- ~~2.~~3. The Assistant Corporate Secretary will review the nominations and recommendation and resolve any issues with the staff secretary prior to distributing the nominations to the Corporate Governance Committee.
- ~~3.~~4. The Corporate Governance Committee will review the Organizational Group members' nominations and Organizational Group's recommendation and select by an affirmative vote the individual it nominates to fill the new two-year term.
- ~~4.~~5. The Assistant Corporate Secretary will promptly advise the staff secretary as to the Corporate Governance Committee nominee.
- ~~5.~~6. The staff secretary will promptly distribute a notice to the Organizational Group members announcing the Corporate Governance Committee nominee.<sup>5</sup>

<sup>2</sup> See Attachment 1: Email – Request for Chair Nominations to Fill a Mid-term Vacancy.

<sup>3</sup> See Attachment 2: Email – Announcement of Chair Appointment.

<sup>4</sup> See Attachment 3: Email – Request for Chair Nominations to Fill an Expiring Term.

<sup>5</sup> See Attachment 4: Email – Announcement of Chair Nomination.

- 6.7. The Assistant Corporate Secretary will prepare the Corporate Governance Committee's recommendation to the Board of Directors reflecting its nominee and submit the recommendation for inclusion in the Board of Directors background materials, for consideration and appointment of the Chair by the Board of Directors.
- 7.8. The Board of Directors will review the Corporate Governance Committee's nomination and select by an affirmative vote the individual it appoints to serve the new two-year term.
- 8.9. The Assistant Corporate Secretary promptly will advise the staff secretary as to the Chair appointment.
- 9.10. The staff secretary will promptly distribute a notice to the Organizational Group members announcing the Chair appointment.<sup>6</sup>

### **PROCESS 3: Nomination and Appointment of a Chair to Fill a New Position**

1. Upon executive staff's formal advisement that a new Chair position is required due to the formation of a new SPP Organizational Group, SPP staff will solicit nominations from the Markets and Operations Policy Committee, with due consideration of the need date.<sup>7</sup>
2. SPP staff will compile the nominations received and review for completeness prior to providing to the Assistant Corporate Secretary.
3. The Assistant Corporate Secretary will review the nominations and resolve any issues with staff prior to distributing the nominations to the Corporate Governance Committee.
4. The Corporate Governance Committee will review the Markets and Operations Committee members' nominations and select by an affirmative vote the individual it nominates to fill the new Chair position for an inaugural two-year term, with such interim and permanent term as determined by the Corporate Governance Committee.
5. The Assistant Corporate Secretary will promptly advise staff as to the Corporate Governance Committee nominee.
6. SPP staff will promptly distribute a notice to the Markets and Operations Policy Committee members announcing the Corporate Governance Committee nominee.<sup>8</sup>
7. The Assistant Corporate Secretary will prepare the Corporate Governance Committee's recommendation to the Board of Directors reflecting its nominee and submit the recommendation for inclusion in the Board of Directors background materials, for consideration and appointment of the Chair by the Board of Directors.
8. The Board of Directors will review the Corporate Governance Committee's nomination and select by an affirmative vote the individual it appoints to fill the new Chair position for an inaugural two-year term.
9. The Assistant Corporate Secretary promptly will advise staff as to the Chair appointment.
10. SPP staff will promptly distribute a notice to the Markets and Operations Policy Committee members announcing the Chair appointment.<sup>9</sup>

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<sup>6</sup> See Attachment 5: Email – Announcement of Chair Appointment.

<sup>7</sup> See Attachment 6: Email – Request for Chair Nominations to Fill a New Position.

<sup>8</sup> See Attachment 7: Email – Announcement of Chair Nomination.

<sup>9</sup> See Attachment 8: Email – Announcement of Chair Appointment.

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**ATTACHMENT 1**

**Email – Request for Chair Nominations to Fill a Mid-term Vacancy**

Subject: [Organizational Group] – Request for Chair Nominations to Fill a Mid-term Vacancy

[Organizational Group] members,

The [Organizational Group] is seeking nominations to fill a mid-term vacancy in the position of the [Organizational Group] Chair, for a term expiring [insert date]. If there are any members of this group who would like to be considered for the Chair position, please send an email nomination by COB on [insert date] to [staff secretary email address]. The [Organizational Group] will consider and approve its recommendation as to the nominee on [insert date].

A list of nominees and the [Organizational Group]'s recommendation will be sent to the Chairman of the Board of Directors for consideration and appointment for the unexpired term of office, and this group notified when the appointment is announced.

Nominations should include the following:

Name of Nominee:	
Company:	
Email:	
Phone:	
Brief description of relevant experience or involvement with the [Organizational Group]:	

Thank you,

[Staff secretary]

**ATTACHMENT 2**

**Email – Announcement of Chair Appointment**

Subject: [Organizational Group] – Announcement of Chair Appointment

[Organizational Group] members,

I am writing to advise that on [insert date] the Chairman of the Board of Directors [insert name] appointed [insert name of appointee, title, company] to fill the mid-term vacancy of the [Organizational Group] Chair, to serve for the term [insert service dates]. The request for Chair nominations was distributed to this group on [insert date] and the [Organizational Group]'s recommendation approved on [insert date].

Thank you,

[Staff secretary]

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**ATTACHMENT 3**

**Email – Request for Chair Nominations to Fill an Expiring Term**

Subject: [Organizational Group] – Request for Chair Nominations to Fill an Expiring Term

[Organizational Group] members,

The [Organizational Group] is seeking nominations to fill the term of the [Organizational Group] Chair expiring [insert date]. Nominations are requested for a two-year term to commence [insert date]. If there are any members of this group who would like to be considered for the Chair position, please send an email nomination by COB on [insert date] to [staff secretary email address]. Please note that the current Chair is eligible for re-nomination [and has indicated to staff his/her desire to continue to serve as Chair/but has indicated to staff his/her desire not to continue to serve as Chair].–The [Organizational Group] will consider and approve its recommendation as to the nominee on [insert date].

A list of nominees and the [Organizational Group]'s recommendation will be sent to the Corporate Governance Committee for nomination [insert date the Corporate Governance Committee will consider the nominations] for consideration and appointment by the Board of Directors for the term specified above.

Nominations should include the following:

Name of Nominee:	
Company:	
Email:	
Phone:	
Brief description of relevant experience or involvement with the [Organizational Group]:	

This group will be notified when the nomination and subsequent appointment are announced.

Thank you,

[Staff secretary]

**ATTACHMENT 4**

**Email – Announcement of Chair Nomination**

Subject: [Organizational Group] – Announcement of Chair Nomination

[Organizational Group] members,

I am writing to advise that on [insert date] the Corporate Governance Committee nominated [insert name of nominee, title, company] as the [Organizational Group] Chair, to serve a two-year term to commence [insert date], for consideration and appointment by the Board of Directors on [insert date]. The request for Chair nominations was distributed to this group on [insert date] and the [Organizational Group]'s recommendation approved on [insert date].

This group will be notified when the appointment is announced

Thank you,

[Staff secretary]

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**ATTACHMENT 5**

**Email – Announcement of Chair Appointment**

Subject: [Organizational Group] – Announcement of Chair Appointment

[Organizational Group] members,

I am writing to advise that on [insert date] the Board of Directors appointed [insert name of appointee, title, company] as the [Organizational Group] Chair, to serve a two-year term to commence [insert date]. The request for Chair nominations was distributed to this group on [insert date], the [Organizational Group]'s recommendation approved on [insert date], and the Corporate Governance Committee's nominee announced to this group on [insert date].

Thank you,

[Staff secretary]

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**ATTACHMENT 6**

**Email – Request for Chair Nominations to Fill a New Position**

Subject: [Organizational Group] – Request for Chair Nominations

MOPC members,

SPP staff is seeking nominations to fill a new position as Chair of the newly formed [Organizational Group]. Nominations are requested for a two-year term to commence [insert date]. If there are any members of this group who would like to have a representative from their company considered for the Chair position, please send an email nomination by COB on [insert date] to [SPP staff email address]. A list of nominees will be sent to the Corporate Governance Committee for nomination [insert date the Corporate Governance Committee will consider the nominations] for consideration and appointment by the Board of Directors for the term specified above. (Please note that an individual must be a member of the [Organizational Group] to be eligible to serve as Chair.)

Nominations should include the following:

Name of Nominee:	
Company:	
Email:	
Phone:	
Brief description of relevant experience or involvement with SPP Organizational Groups:	

This group will be notified when the nomination and subsequent appointment are announced.

Thank you,

[SPP staff]

**ATTACHMENT 7**

**Email – Announcement of Chair Nomination**

Subject: [Organizational Group] – Announcement of Chair Nomination

MOPC members,

I am writing to advise that on [insert date] the Corporate Governance Committee nominated [insert name of nominee, title, company] as chair of the newly formed [Organizational Group], to serve a two-year term to commence [insert date], for consideration and appointment by the Board of Directors on [insert date]. The request for Chair nominations was distributed to this group on [insert date], and this group will be notified when the appointment is announced

Thank you,

[SPP staff]

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**ATTACHMENT 8**

**Email – Announcement of Chair Appointment**

Subject: [Organizational Group] – Announcement of Chair Appointment

MOPC members,

I am writing to advise that on [insert date] the Board of Directors appointed [insert name of appointee, title, company] as the [Organizational Group] Chair, to serve an inaugural two-year term to commence [insert date]. The request for Chair nominations was distributed to this group on [insert date], and the Corporate Governance Committee's nominee announced to this group on [insert date].

Thank you,

[SPP staff]

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## Organizational Group Chair Election Schedule

### Odd Year

Change Working Group  
Economic Studies Working Group  
Market Working Group  
Operations Training Working Group  
Project Cost Working Group  
Reliability Compliance Working Group  
Seams Steering Committee  
System Protection and Control Working Group  
Model Development Working Group

### Even Year

Credit Practices Working Group  
Balancing Authority Operating Committee  
Business Practices Working Group  
Critical Infrastructure Protection Working Group  
Event Analysis Working Group  
Operating Reliability Working Group  
Regional Tariff Working Group  
Supply Adequacy Working Group  
Transmission Working Group

# Organizational Group Chair Election Schedule

## Odd Year

### Balancing Authority Operating Committee

Change Working Group

### Credit Practices Working Group

Economic Studies Working Group

Market Working Group

Operations Training Working Group

Project Cost Working Group

### ~~Reliability Compliance Working Group~~

### ~~Seams Steering Committee~~

System Protection and Control Working Group

Model Development Working Group

## Even Year

### ~~Credit Practices Working Group~~

### ~~Balancing Authority Operating Committee~~

Business Practices Working Group

Critical Infrastructure Protection Working Group

Event Analysis Working Group

Operating Reliability Working Group

Regional Tariff Working Group

### Reliability Compliance Working Group

### Seams Steering Committee

Supply Adequacy Working Group

Transmission Working Group

## MEMBERSHIP REPRESENTATION ON SPP COMMITTEES

Member Company	MC	CGC	FC	HRC	SPC
Arkansas Electric Coop Company (Cooperative) (TU)	1 Duane Highley			1 Duane Highley	
AEP/PSO/SWEPCO (Investor-Owned) (TO)	1 Stuart Solomon		1 Sandra Bennett		1 Venita McCellon-Allen
Basin Electric Power Cooperative (Cooperative)(TO)	1 Mike Risan				1 Mike Risan
City Utilities of Springfield (Municipal) (TU)	1 Jeff Knottek				
Dogwood (IPP) (TU)	1 Rob Janssen	1 Rob Janssen			1 Rob Janssen
Empire District (Investor-Owned) (TO)	1 Brent Baker				
Golden Spread (Cooperative) (TU)	1 Mike Wise		1 Mike Wise		1 Mike Wise
ITC Holdings (Independent Transmission Company) (TU)	1 Brett Leopold	1 Brett Leopold			
Kansas City Power & Light (Investor-Owned) (TO)	1 Scott Heidtbrink	1 Denise Buffington			
Kansas Electric Power Cooperative (Cooperative) (TU)					1 Les Evans
Lincoln Electric System (Municipal) (TU)		1 Jason Fortik	1 Laura Kapustka		1 Dennis Florom
Missouri River Energy Services (Municipal) (TU)					1 Ray Wahle
Nebraska Public Power District (State Agency) (TO)	1 Tom Kent	1 John McClure		1 Tom Kent	1 Traci Bender
Northeast Texas Electrical Cooperative (Cooperative) (TU)	1 Jason Atwood	1 Jason Atwood			
Oklahoma Gas & Electric Company (Investor-Owned) (TO)	1 Philip Crissup			1 John Rhea	1 Jake Langthorn
Oklahoma Municipal Power Authority (Municipal) (TU)	1 David Osburn				
Omaha Public Power District (State Agency) (TO)	1 Jon Hansen				
SouthCentral MCN (ITC) (TU)				1 Noman Williams	
Sunflower Electric Power Corporation (Cooperative) (TO)	1 Stuart Lowry				
Tenaska (IPP) (TU)	1 Kevin Smith				
Westar (Investor-Owned) (TO)	1 Kelly Harrison		1 Kelly Harrison		
Western Area Power Administration (Federal Power Marketing Agency) (TU)	1 Robert Harris	1 Robert Harris			
SPS/Xcel Energy (Investor-Owned) (TO)	1 David Hudson				1 Bill Grant

**Nomination Form  
Members Committee  
Investor Owner Utility Sector**

<b>Nominee Name &amp; Title:</b>	Bleau LaFave, Director of Long-term Resources
<b>Company:</b>	NorthWestern Energy
<b>Type of Experience &amp; Responsibilities with Company:</b>	See attached CV.
<b>Nominee's Phone Number &amp; Email Address:</b>	3010 West 69th Street, Sioux Falls, SD 57108 (605) 978-2897
<b>Nominated by:</b>	John Hines, Vice President – Supply, NorthWestern Energy



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## BLEAU J. LAFAVE

500 W. 5th St  
Tea, SD 57064

Residence: (605) 498-0519  
blafave@yahoo.com

### PROFESSIONAL EXPERIENCE

NORTHWESTERN ENERGY/NORTHWESTERN SERVICE CORPORATION

1994 to Present

**Director Long Term Resources – NW; Vice President Operations – NSC; (2011 – Present)**

Direction of NorthWestern electric and natural gas supply planning, electric and natural gas asset optimization, and natural gas production. Additional duties include asset acquisitions and long term supply contracts.

**Director SD Planning and Development – NW; Vice President Operations – NSC; (2009 – 2011)**

Direction of long term supply planning for SD and NE; development, acquisition, and operations of natural gas production for NorthWestern Energy; SD/NE natural gas infrastructure project development from the inception of projects through construction and start-up operations; and overseeing operations for NSC, NEKOTA, and natural gas production assets.

**Director Large Projects Development – NW; Vice President Operations – NSC; (2006 – 2009)**

Responsible for complete project development from the inception of projects through construction and start up operations. Develop business and economic models for all projects and oversee all aspects of project engineering and construction including supervision of staff and coordination with several outside service providers to complete projects. Hire and train appropriate personnel to operate pipeline projects for on going support before turning the operations of these pipelines over to NWE or NEKOTA. Overseeing operations for NSC and NEKOTA assets.

**Director of Utility Services (2003-2006)**

Direction of operations for Fleet & Equipment, Purchasing & Logistics, Facilities & Mail, Lands & Permitting, Electric Meter Shops, Gas Meter Shops, and Transformer Shops company-wide.

**Corporate Procurement Manager (2002-2003)**

Designed corporate procurement strategies, negotiated contracts, selected vendors, and implemented programs.

**Support Services Process Leader (2000-2002)**

Direction of operations for Fleet & Equipment, Purchasing & Logistics, Facilities & Mail, Shops and back office support for company wide that includes a two state area. Directed the call center for nine months.

**Maintenance Process Leader (1999-2000)**

Directing the operation and maintenance of the natural gas and electric distribution system in South Dakota and Nebraska.

**Aberdeen Area Engineer (1997-1999)**

Responsibilities included site leadership and management of maintenance, construction, operation, and HVAC work in the Aberdeen Area. Duties included budgeting, managing and forecasting materials and labor, project management, DOT compliance and regulations, corrosion engineer for the company, customer relations, gas pipeline design, and HVAC dispatching and work planning.

**Huron Area Engineer (1996 –1997)**

Responsibilities included site leadership and management of maintenance, construction, and operation in the Huron Area. Duties included budgeting, managing and forecasting materials and labor, project

management, DOT compliance and regulations, corrosion engineer for the company, customer relations, and gas pipeline design.

**Operations Engineer (1994-1996)**

Responsibilities included project management of distribution expansion including machinery, material, and labor, DOT compliance and regulations, corrosion engineer, pipeline design, and customer relations company-wide.

SOUTH DAKOTA NATIONAL GUARD – Mobridge, SD

1990 to 1998

**Bridge Specialist/Demolition Sergeant**

Duties included construction of the medium girder bridge, demolition, classroom instruction, training for combat, and community support.

**EDUCATION**

SOUTH DAKOTA SCHOOL OF MINES AND TECHNOLOGY – Rapid City, SD

**Bachelor of Science in Mechanical Engineering**

**TRAINING & CERTIFICATIONS**

SENIOR EXECUTIVE OFFICER SOLUTIONS

The Executive Technique – Sioux Falls, SD

INTEGRATED EMERGENCY MANAGEMENT COURSE – ALL HAZARDS

National Emergency Training Center – Emmetsburg, MD

TARGETED SELECTION INTERVIEWER TRAINING

Development Dimensions International - Sioux Falls, SD

MOTIVATING EXTRAORDINARY CUSTOMER RELATIONS

Kaset International Program – Sioux Falls, SD

MANAGEMENT PROBLEMS OF THE TECHNICAL PERSON IN A LEADERSHIP ROLE

Fred Pryor Seminars – Huron, SD

SAFETY EVALUATION OF PIPELINE CORROSION CONTROLS SYSTEMS FUNDAMENTALS

PSG Corrosion Engineering, Inc – Phoenix, AZ

ENGINEER-IN-TRAINING E-6881

State of South Dakota the Commission of Engineering Architectural & Land & Surveying Examiners

**PROFESSIONAL AFFILIATIONS**

STATEWIDE ONE-CALL NOTIFICATION CENTER BOARD

CHAIR 2009 – 2011

VICE CHAIR 2008 - 2009

(2006 - PRESENT)

LIVING HOPE COMMUNITY CHURCH SESSION

CLERK OF SESSION 2006 - PRESENT

(ELDER: 2004 – PRESENT)

TEA PARK AND REC BOARD

2017 – PRESENT

MIDWEST ENERGY ASSOCIATION - FLEET & TRANSPORTATION COMMITTEE

CHAIR – 2004

VICE CHAIR - 2003

(2000 - 2006)

# Nomination Form

## Investor Owner Utility Sector

<b>Nominee Name &amp; Title:</b>	<b>Kevin Noblet, Vice President, Delivery</b>
<b>Company:</b>	<b>Kansas City Power &amp; Light Company</b>
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>As vice president of Delivery, Kevin Noblet leads KCP&amp;L's delivery organization, including safety &amp; training, system operations, construction and design, customer services, and contract management. He is also a member of the operations board for the Wolf Creek Generating Station, Kansas' first nuclear power generating station.</p> <p>Mr. Noblet served as vice president, Generation from 2012 to 2016. In that role, he led KCP&amp;L's generation organization, including the company's generation strategy, safety and training; wholesale marketing and trading; and plant dispatching, long-term resource planning and generation engineering. He has also served as senior director, Renewables and Gas Generation; senior director, Supply Services; and director of Risk Management. Under his leadership, KCP&amp;L has expanded its renewable portfolio to include 62 megawatts of hydropower and increased wind generation by an additional 600 megawatts and he was instrumental in the Company's integration into the Southwest Power Pool's Integrated Market.</p> <p>Mr. Noblet held several regulated and nonregulated positions with Aquila Inc. prior to its acquisition by Great Plains Energy, including vice president - Energy Resources and director of Origination. He also was a staff electrical engineer for Burns &amp; McDonnell, where he designed and managed electrical and control projects for various utilities and electrical cooperatives.</p> <p>He holds a Bachelor of Arts degree in physics from William Jewell College in Liberty, Mo.; a Bachelor of Science degree in electrical engineering from Washington University in St. Louis, Mo.; and a Master of Business Administration degree from the University of Kansas.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	<b>(816) 701-7811 / Kevin.Noblet@kcpl.com</b>
<b>Nominated by:</b>	<b>Denise Buffington</b>

# Nomination Form

## Transmission Owning Member

<b>Nominee Name &amp; Title:</b>	Jerry Peace Vice President, Integrated Planning & Development
<b>Company:</b>	OG&E
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>Peace completed his undergraduate degree at Oklahoma Baptist University ('85) and received his J.D. from Oklahoma City University's College of Law ('90). Mr. Peace is also a CPA and a member of the Oklahoma Bar Association.</p> <p>In his current role, he provides leadership for OG&amp;E's determination of electric generation, transmission, and distribution needs as well as the acquisition and management of all generation fuels requirements. Additionally, Peace oversees OG&amp;E's interactions with all Regional Transmission Organizations, including the Southwest Power Pool. Peace was appointed to this position in 2015.</p> <p>Prior to this appointment, Mr. Peace served as OG&amp;E's Chief Generation Planning and Procurement Officer in 2014 and as OGE Energy Corp's Chief Risk Officer from 2002 through 2013. He joined the company in 1994 and held various leadership positions prior to being named Chief Risk Officer.</p> <p>Since being appointment to his current role, he has attended SPP leadership meetings and began attending Finance Committee meetings in 2016.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	405-553-3434 peaceja@oge.com
<b>Nominated by:</b>	Phil Crissup

# Nomination Form

## Transmission Owning Member

<b>Nominee Name &amp; Title:</b>	Traci L. Bender Vice President & Chief Financial Officer
<b>Company:</b>	Nebraska Public Power District 1414 15 <sup>th</sup> Street, Columbus, NE 68601
<b>Type of Experience &amp; Responsibilities with Company:</b>	Traci 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 as 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.
<b>Nominee's Phone Number &amp; Email Address:</b>	402-564-2151 tlbende@nppd.com
<b>Nominated by:</b>	Patrick L. Pope, President & CEO Nebraska Public Power District

# Nomination Form

## Transmission Owning Member

<b>Nominee Name &amp; Title:</b>	<b>Darrin Ives, Vice President Regulatory Affairs</b>
<b>Company:</b>	<b>Kansas City Power &amp; Light Company</b>
<b>Type of Experience &amp; Responsibilities with Company:</b>	<p>As vice president, Regulatory Affairs, Darrin Ives oversees the strategic development and administration of pricing, rates, rules and regulations, revenue requirements, tariff filings, and customer contracts at federal and Kansas and Missouri levels. He also is responsible for ensuring Regulatory Affairs supports corporate strategies and objectives and satisfies the complex and rigorous requirements of regulatory rules, policies and processes.</p> <p>He joined the Regulatory Affairs department as senior director in 2011. Over his career, he has been involved in several key corporate initiatives, including serving as the finance organization integration team lead for the 2008 acquisition of Aquila, Inc.</p> <p>Mr. Ives joined KCP&amp;L in 1996 as an accountant in the External Reporting department. He assumed progressive levels of responsibility in the Accounting Services division, serving as assistant controller at the time of his move to Regulatory Affairs. As assistant controller, he was responsible for external financial reporting, regulatory reporting and accounting research.</p> <p>As a certified public accountant in Kansas and Missouri, Mr. Ives' career in public accounting began in 1992 with Coopers &amp; Lybrand LLP. He holds a Bachelor of Science degree in business administration from Kansas State University, as well as a Master of Business Administration degree from the University of Missouri-Kansas City.</p>
<b>Nominee's Phone Number &amp; Email Address:</b>	<b>(816) 556-2522 / Darrin.Ives@kcpl.com</b>
<b>Nominated by:</b>	Denise Buffington, Director of Energy Policy and Corporate Counsel at KCP&L

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Sandra Bennett, Assistant to the President
<b>Company:</b>	Southwestern Electric Power Company
<b>Type of Experience &amp; Responsibilities with Company:</b>	See Below
<b>Nominee's Phone Number &amp; Email Address:</b>	318/673-3730 ; ssbennett@aep.com
<b>Nominated by:</b>	Southwestern Electric Power Company

Sandra Bennett, Assistant to the President of Southwestern Electric Power Company is responsible regulatory, financial, budgeting projects at the direction of the President.

Previously she was Vice President – Regulatory and Finance, for Southwestern Electric Power Company, responsible for leadership in integrated regulatory and financial strategy as well as the budgeting process, and serving as SWEPCO's primary interface with AEP finance and regulatory activities.

She has also served as managing director, Regulatory Case Management, for American Electric Power Service Corporation (AEPSC), a position in which she served since 2007. She was responsible for planning and executing regulatory filings for AEP's 11 electric utility companies in 12 state jurisdictions and with the Federal Energy Regulatory Commission (FERC). Bennett has appeared as a witness for AEP subsidiary companies in support of the accounting, affiliate and benefit areas.

She began her career in 1984 as an accountant with Public Service Company of Oklahoma (PSO), then a subsidiary of Central and South West (CSW). In 1994, Bennett became assistant controller of CSW with the general accounting responsibility for CSW's four electric utility companies serving areas of Texas, Arkansas, Louisiana and Oklahoma.

In 1997 she was named controller of CSW's international and merchant development company, where she assisted in the acquisition and greenfield construction of numerous independent power projects, as well as having operational management responsibilities for the projects.

With the merger of AEP and CSW in 2000, Bennett became the managing director of Wholesale Accounting, and three years later the assistant controller.

Bennett earned a Bachelor of Science degree in accounting from Northeastern State University in Tahlequah, Okla., and is a certified public accountant.

# Nomination Form

<b>Nominee Name &amp; Title:</b>	Steven Fate, Vice President Regulatory and Finance
<b>Company:</b>	Public Service Company of Oklahoma
<b>Type of Experience &amp; Responsibilities with Company:</b>	See Below
<b>Nominee's Phone Number &amp; Email Address:</b>	(918) 599-2123 ; slfate@aep.com
<b>Nominated by:</b>	Public Service Company of Oklahoma

Steven Fate is vice president – Regulatory and Finance, for Public Service Company of Oklahoma (PSO). He is responsible for leadership in integrated regulatory and financial strategy as well as the budgeting process, and serving as PSO's primary interface with AEP finance and regulatory activities.

Previously he was PSO's director, Business Operations Support, a position in which he served since 2011. In this capacity, he assisted in PSO's financial and regulatory planning and led acquisition of PSO's electrical power generation supply portfolio, including guiding its addition of wind power and implementation of the Environmental Compliance Plan.

Fate has served in a variety of planning and consulting roles. In September 2004, he became a part of PSO's Regulatory and Finance function as PSO's System Liaison manager. Fate has more than 25 years of experience in the electric utility industry including managing external business ventures, corporate planning, system planning, power plant design, construction management, contract administration and project control.

A native of Tulsa, Okla., Fate joined the company in 1995. He received his bachelor of science degree in 1982 in engineering technology from Oklahoma State University in Stillwater. He also is a graduate of the AEP Strategic Leadership Program at The Ohio State University's Fisher College of Business.