

Southwest Power Pool, Inc.
CORPORATE GOVERNANCE COMMITTEE
April 22, 2019
Teleconference

• M I N U T E S •

Executive Session

Agenda Item 1 – Call to Order and Administrative Items

Corporate Governance Committee (CGC) Chair Nick Brown called the meeting to order in executive session at 11:00 a.m. Members who participated were: Nick Brown (SPP), Larry Altenbaumer (Director), Richard Ross proxy for Denise Buffington (KCPL), Jason Fortik (LES), Chris Hendrix (Walmart Inc.), Rob Janssen (Dogwood), Brett Leopold (ITC), John McClure (NPPD), Jody Sundsted (WAPA - UGP), and Mike Wise (GSEC) (Attachment 1 – Proxy).

Others in attendance were, Paul Suskie, Susan Polk, and Shaun Scott (SPP staff).

Agenda Item 2 – Vacancies

Nick Brown reported that there are three vacancies. There are openings for the Finance Committee (FC), the Human Resources Committee (HRC) and the Members Committee (MC) (Attachment 2 – Committee Metrics). The request for nominations was distributed with a couple of weeks' notice for all three positions. The HRC has one Transmission Owning Member opening (Attachment 3 – HRC Status). Stuart Lowry (Sunflower Electric Power Corporation) was nominated for the position (Attachment 4 – Nomination Form).

Mike Wise made a motion to nominate Stuart Lowry for the open HRC Transmission Owning Member position. John McClure seconded the motion. The motion passed unanimously.

The MC has one Investor Owned Utility sector opening (Attachment 5 – MC Status). There was one individual nominated for the position. Brent Baker (Liberty Utilities) was nominated for the position (Attachment 6 – Nomination Form).

Richard Ross made a motion to nominate Brent Baker for the open MC Investor Owned Utility sector position. Jason Fortik seconded the motion. The motion passed unanimously.

The FC has one Transmission Owning Member opening (Attachment 7 – FC Status). There are three nominees for the position. Traci Bender (Nebraska Public Power District), Darrin Ives (KCP&L and Westar, Evergy Companies), and Sarah Stafford (Oklahoma Gas & Electric) (Attachment 8 – Nominations). There was discussion on nominee experience and representation balance.

Jody Sundsted made a motion to nominate Sarah Stafford for the open FC Transmission Owning Member position. Larry Altenbaumer seconded the motion. The motion passed unanimously.

Additional Informational Item

Paul Suskie reported on the April 18, 2019 FERC order on the complaint filed by the American Wind Energy Association and the Wind Coalition in Docket No. EL19-11-000. A tentative timeline was identified for compliance with the order.

Agenda Item 3 – Future Meetings

2019

- August 22, 2019 – Kansas City, MO
- November 14, 2019 – Kansas City, MO

Corporate Governance Committee
April 22, 2019

Adjournment

Nick Brown thanked everyone for participating and adjourned the meeting at 11:44 a.m.

Respectfully Submitted,

Paul Suskie, Secretary



Southwest Power Pool, Inc.
CORPORATE GOVERNANCE COMMITTEE MEETING

April 22, 2019

Conference Call

• A G E N D A •

11:00 a.m. – 12:00 p.m.

1. Call to Order and Administrative Items.....Nick Brown
2. Vacancies.....Nick Brown
 - a. Human Resources Committee
 - i. Stuart Lowry – Sunflower Electric Power Corporation
 - b. Finance Committee (1 Open Seat)
 - i. Traci Bender – Nebraska Public Power District
 - ii. Darrin Ives – KCP&L and Westar, Evergy Companies
 - iii. Sarah Stafford – Oklahoma Gas & Electric
 - c. Members Committee
 - i. Brent Baker – Liberty Utilities – Empire District
3. Future Meetings
 - a. August 22, 2019 – Kansas City, MO
 - b. November 14, 2019 – Kansas City, MO

Antitrust: SPP strictly prohibits use of participation in SPP activities as a forum for engaging in practices or communications that violate the antitrust laws. Please avoid discussion of topics or behavior that would result in anti-competitive behavior, including but not limited to, agreements between or among competitors regarding prices, bid and offer practices, availability of service, product design, terms of sale, division of markets, allocation of customers or any other activity that might unreasonably restrain competition.

Subject: CGC Proxy - Richard Ross for Denise Buffington
Date: Tuesday, April 23, 2019 1:10:30 PM

From: Buffington, Denise
Sent: Friday, April 19, 2019 2:26 PM
To: Nick Brown; Altenbaumer, Larry; Paul Suskie
Cc: Ross, Richard C. (AEP)
Subject: **External Email** CGC Proxy

Richard Ross is my proxy for the Corporate Governance Committee teleconference on Monday, April 22.

This email and any attachments are for the sole use of the intended recipient(s) and may contain confidential information. If you receive this email in error, please notify the sender, delete the original and all copies of the email and destroy any other hard copies of it.

MEMBERSHIP REPRESENTATION ON SPP COMMITTEES

20190422

Member Company	MC	CGC	FC	HRC	SPC
AEP/PSO/SWEPCO (Investor-Owned Utility) (TO)	1 Peggy Simmons		1 Sandra Bennett		1 Richard Ross
Basin Electric Power Cooperative (Cooperative)(TO)	1 Tom Christensen				1 Mike Risan
City Utilities of Springfield (Municipal) (TU)	1 Jeff Knottek				
Dogwood (Independent Power Producer) (TU)	1 Rob Janssen	1 Rob Janssen			1 Rob Janssen
Golden Spread (Cooperative) (TU)	1 Mike Wise	1 Mike Wise	1 Mike Wise		1 Mike Wise
GridLiance High Plains, LLC (Independent Transmission Company) (TU)				1 Noman Williams	
ITC Holdings (Independent Transmission Company) (TU)	1 Brett Leopold	1 Brett Leopold			
KCPL and Westar, Eversource Companies (Investor-Owned Utility) (TO)	1 Kevin Noblet	1 Denise Buffington			1 John Olsen
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
NextEra Energy Resources, LLC (IPP) (TU)	1 Holly Carias				
NorthWestern Energy (Investor-Owned Utility) (TU)	1 Bleau LaFave				
Oklahoma Gas & Electric Company (Investor-Owned Utility) (TO)	1 Greg McAuley				
Oklahoma Municipal Power Authority (Municipal) (TU)	1 David Osburn				
Omaha Public Power District (State Agency) (TO)	1 Joe Lang				
SPS/Xcel Energy (Investor-Owned Utility) (TO)	1 David Hudson				1 Bill Grant
Sunflower Electric Power Corporation (Cooperative) (TO)	1 Stuart Lowry				
Tenaska (Independent Power Producer) (TU)	1 Kevin Smith				
Tri-County Electric Cooperative, Inc. (Cooperative) (TU)	1 Zac Perkins				
Tri-State Generation and Transmission (Cooperative) (TU)	1 Duane Highley			1 Duane Highley	
Walmart (Large Retail Customer) (TU)	1 Chris Hendrix	1 Chris Hendrix			
Western Area Power Administration (Federal Power Marketing Agency) (TO)	1 Jody Sundsted	1 Jody Sundsted			

Human Resources CommitteeVacancies (**In Red**)

Representative	Company	Sector/Position	Term Expires
Julian Brix	SPP Board	Chair	N/A
Mark Crisson	SPP Board	Board Representative	N/A
Tom Kent	Nebraska Public Power District	Transmission Owning	2019
Duane Highley	Tri-State G&T	Transmission Using	2020
Vacant		Transmission Owning	2021
Noman Williams	GridLiance High Plains	Transmission Using	2022

Human Resources Committee Transmission Owning Member Nomination Form

Nominee Name & Title:	Stuart Lowry, President and CEO
Company:	Sunflower Electric Power Corporation
Type of Experience & Responsibilities with Company:	Responsible for overall management, strategy development and execution, including HR initiatives adopting a competency model, succession planning, and leadership development pipeline.
Nominee's Phone Number & Email Address:	slowry@sunflower.net 785-231-7815
Nominated by:	Self
Affiliate(s):	Mid-Kansas Electric Co. Inc. (merger with Sunflower Electric Power Corporation pending)

Members Committee (24 Members)			
Vacancies (In Red)			
Investor Owned Utility Sector (6 Seats)			
Sector	Representative	Company	Term Expires
IOU	Bleau LaFave	NorthWestern Energy	2019
IOU	Peggy Simmons	Public Service Co. Oklahoma	2019
IOU	David Hudson	SPS/Xcel Energy	2020
IOU	Greg McAuley	Oklahoma Gas & Electric Company	2020
IOU	VACANT		2021
IOU	Kevin Noblet	KCPL and Westar, Evergy Companies	2021
Cooperative Sector (5 Seats)			
Sector	Representative	Company	Term Expires
Cooperative	Stuart Lowry	Sunflower Electric Power Corporation	2019
Cooperative	Tom Christensen	Basin Electric	2019
Cooperative	Duane Highley	Tri-State G&T	2020
Cooperative	Zac Perkins	Tri-County Electric Cooperative	2021
Cooperative	Mike Wise	Golden Spread	2021
Municipal Sector (2 Seats)			
Sector	Representative	Company	Term Expires
Municipal	Jeff Knottek	City Utilities Springfield	2019
Municipal	Dave Osburn	Oklahoma Municipal Power Authority	2020
Independent Power Producer/Marketers Sector (3 Seats)			
Sector	Representative	Company	Term Expires
IPP/Marketers	Rob Janssen	Dogwood	2019
IPP/Marketers	Holly Carias	NextEra Energy	2020
IPP/Marketers	Kevin Smith	Tenaska	2021

State Agencies Sector (2 Seats)			
Sector	Representative	Company	Term Expires
State Agencies	Joe Lang	Omaha Public Power District	2020
State Agencies	Tom Kent	Nebraska Public Power District	2021
Federal Power Marketing Agency Sector (1 Seat)			
Sector	Representative	Company	Term Expires
FPMA	Jody Sundsted	WAPA	2021
Independent Transmission Company Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Transco	Brett Leopold	ITC Great Plains	2019
Large Retail Customer Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Industrial	Chris Hendrix	Walmart	2020
Public Interest/Alternative Power Sector (2 Seats)			
Sector	Representative	Company	Term Expires
PI/Alternative	VACANT		2021
PI/Alternative	VACANT		2020
Small Retail Customer Sector (1 Seat)			
Sector	Representative	Company	Term Expires
Retail	VACANT		2019

Members Committee Investor Owned Utility Member Nomination Form

Nominee Name & Title:	Brent Baker, P.E. – National Vice President Customer Experience Operations
Company:	Liberty Utilities - Empire District
Type of Experience & Responsibilities with Company:	Brent began his career as a Transmission Engineering for 7 years and moved into management of the distribution Construction Design team. In 2015 Brent was Vice President of Customer Service, Transmission and Engineering. While Vice President, Brent participated in the SPC committee at SPP as well as the RE Trustees, RSC, BOD meetings and in 2017/2018 was on the Members Committee. Brent is familiar with the process and the opportunities to improve the region with the SPP.
Nominee's Phone Number & Email Address:	Brent.baker @libertyutilities.com
Nominated by:	Aaron Doll
Affiliate(s):	None in SPP

Finance CommitteeVacancies (**In Red**)

Representative	Company	Sector/Position	Term Expires
Bruce Scherr	SPP Board	Chair	N/A
Susan Certoma	SPP Board	Board Representative	N/A
Sandra Bennett	American Electric Power	Transmission Owning	2019
Laura Kapustka	Lincoln Electric System	Transmission Using	2020
Vacant		Transmission Owning	2021
Mike Wise	Golden Spread Electric	Transmission Using	2022

Finance Committee Transmission Owning Member Nomination Form

Nominee Name & Title:	Traci L. Bender
Company:	Nebraska Public Power District
Type of Experience & Responsibilities with Company:	<p>TRACIL BENDER, <i>Vice President, Chief Financial Officer & Treasurer</i>. Ms. Bender graduated from the University of Nebraska 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 INPO reactor technology course for utility executives at the Massachusetts Institute of Technology. She joined the District in September 1990 as Technical Accounting Supervisor. Ms. Bender also has held the positions of Rate Supervisor, District Manager, Finance and Accounting Manager, and Corporate Planning and Risk Manager. She was appointed a Vice President in March 2006.</p> <p>Ms. Bender also serves on the SPP Supply Adequacy Working Group and Strategic Planning Committee.</p>
Nominee's Phone Number & Email Address:	<p>Office: (402) 563-5459 Email: tlbende@nppd.com</p>
Nominated by:	Thomas Kent, VP & COO NPPD; Member of SPP Members Committee
Affiliate(s):	None

Finance Committee Nomination Form Transmission Owning Member

Nominee Name & Title:	Darrin Ives, Vice President Regulatory Affairs
Company:	KCP&L and Westar, Evergy Companies
Type of Experience & Responsibilities with Company:	<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&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 & 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> <p>Darrin currently is a member of the Value & Affordability Task Force and is leading the sub-group evaluating the budget process.</p>
Nominee's Phone Number & Email Address:	(816) 556-2522 / Darrin.Ives@kcpl.com
Nominated by:	Kevin Noblet, VP of Safety and Ops Planning and Denise Buffington, Director of Energy Policy for the Evergy Companies
Affiliate(s):	KCP&L, KCP&L GMO, Transource, Westar, KG&E, Prairie Wind

Finance Committee Transmission Owning Member Nomination Form

Nominee Name & Title:	Sarah Stafford Controller and Chief Accounting Officer
Company:	OG&E
Type of Experience & Responsibilities with Company:	<p>Stafford received a Bachelor of Business Administration degree in Accounting and a Master of Science degree in Accounting, both from Oklahoma State University. In addition, she earned the designation of Certified Public Accountant. Stafford is a member of the Oklahoma Society of Certified Public Accountants and the American Institute of Certified Public Accountants.</p> <p>In her current role, she provides leadership over the accounting, reporting and budgeting function for OG&E. Previously, she served as a senior manager in the assurance practice at Ernst & Young LLP for 12 years, specializing in regulated utility clients.</p>
Nominee's Phone Number & Email Address:	405-553-3412 staffosr@oge.com
Nominated by:	Greg McAuley, Director – RTO Policy, Oklahoma Gas & Electric
Affiliate(s):	O&GE is affiliated with one other SPP member company; OGE Transmission LLC, which is registered as a Transmission Using member.