

SOUTHWEST POWER POOL
CORPORATE GOVERNANCE COMMITTEE MEETING
October 14, 2019
Conference Call

MINUTES

AGENDA ITEM 1 – ADMINISTRATIVE ITEMS

Corporate Governance Committee (CGC) Chair Nick Brown called the meeting to order at 8:00 a.m. Members who participated were Nick Brown (SPP), Larry Altenbaumer (Director), Denise Buffington (KCPL), Jason Fortik (LES), Brett Leopold (ITC), John McClure (NPPD), Mike Wise (GSEC), Holly Smith (Walmart), Jody Sundsted (WAPA – UGP), and Holly Carias (NextEra) proxy for Rob Janssen (Dogwood) (Attachment 1 – Attendance and Attachment 2 – Proxy).

AGENDA ITEM 2 – REVIEW OF ACTION ITEMS

Paul Suskie reviewed the action items (Attachment 3 – Action Items).

AGENDA ITEM 3 – MEMBERS COMMITTEE NOMINATION

Nick referenced the metrics of committee participation by stakeholders (Attachment 4 – Committee Metrics) and provided the list of nominees for the open Cooperative Sector seat on the Members Committee (Attachment 5 – Nominations). He reminded the committee that Duane Highley resigned from the position and that the nomination was to fill an existing term that will expire on December 31, 2020.

The candidates were provided an opportunity to speak.

Adjournment

Nick Brown thanked everyone for participating and adjourned the open meeting at 8:30 a.m.

Executive Session

The committee continued its meeting in executive session at 8:30 a.m. The executive session adjourned at 9:48 a.m.

During Executive Session Joel Bladow (Tri-State) was approved by the committee to be nominated for election by the SPP membership for the Cooperative Sector seat on the Members Committee.

Respectfully Submitted,

Paul Suskie
Secretary



**SOUTHWEST POWER POOL, INC.
CORPORATE GOVERNANCE COMMITTEE MEETING
Conference Call
October 14, 2019**

AGENDA

8:00 – 10:30 am

1. Call to Order and Administrative Items.....Nick Brown
2. Review of Action Items.....Paul Suskie
3. Members Committee Nomination.....Nick Brown
 - a. Cooperative Sector (1 open position) Term Expires on December 31, 2020
 - Joel Bladow (Tri-State Generation and Transmission Association, Inc.)
 - Matt Caves (Western Farmers Electric Cooperative)
 - Suzanne Lane (Kansas Electric Power Cooperative)
4. Future Meetings
 - a. November 14, 2019 (Kansas City, MO)
 - b. February 20, 2020 (TBD)
 - c. August 20, 2020 (TBD)
 - d. November 12, 2020 (TBD)

An executive session will be held at the end of the open meeting.

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.



SOUTHWEST POWER POOL, INC.
CORPORATE GOVERNANCE COMMITTEE MEETING
October 14, 2019
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ATTENDANCE LIST

| NAME | SYSTEM |
|-------------------|---|
| Nick Brown | Southwest Power Pool |
| Larry Altenbaumer | Director |
| Denise Buffington | KCP&L and Westar, Eergy Companies |
| Jason Fortik | Lincoln Electric System |
| Brett Leopold | ITC Great Plains LLC |
| John McClure | Nebraska Public Power District |
| Holly Smith | Walmart Inc |
| Jody Sundsted | Western Area Power Administration |
| Mike Wise | Golden Spread Electric Cooperative, Inc. |
| Paul Suskie | Southwest Power Pool |
| Holly Carias | NextEra Energy Resources |
| Brian Rounds | AESL Consulting |
| Les Evans | Kansas Electric Power Cooperative (KEPCo) |
| Barbara Sugg | Southwest Power Pool |
| Lanny Nickell | Southwest Power Pool |
| Mike Riley | Southwest Power Pool |
| Matt Caves | Western Farmers Electric Cooperative |
| Suzanne Lane | Kansas Electric Power Cooperative (KEPCo) |
| Jason Mazigian | Basin Electric Power Cooperative |
| Steve Gaw | Wind Coalition |
| Shaun Scott | Southwest Power Pool |

Subject: CGC PROXY_Holly Carias for Rob Janssen
Date: Monday, October 14, 2019 6:56:10 AM

Barbara,

I have been unable to clear my schedule to participate in the CGC meeting on Monday morning, Oct 14. As a result, I am providing my proxy to Holly to represent the IPP / Marketer sector during the meeting. I will be forwarding the potential board member materials to her and discussing the input from our sector with her prior to the meeting.

Holly will be in Little Rock already on Monday morning for the other SPP meetings next week, so if there is an in-person location for the CGC meeting at SPP's offices, please let us know.

Thanks,
Rob

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Dogwood Energy
6700 Alexander Bell Drive, Suite 360
Columbia, MD 21046
443-542-5125

Southwest Power Pool, Inc.
CORPORATE GOVERNANCE COMMITTEE
Pending Action Items Status Report

August 22, 2019

| No. | Action Item | Date Originated | Status | Comments |
|-----|--|-----------------|------------|---|
| 1. | Research the regulatory issues related to companies that would like to participate but cannot afford. Look at the companies that are current members but do not participate. Regulatory can research an amnesty period or provision. | 2/22/18 | Complete | Related to w/drawl obligations |
| 2. | Review affiliate relationships in Members serving on committees. Review to include legal relationships, two or more votes by the same company memberships | 7/2-3/18 | Complete | Tabled for discussion with membership voting and stakeholder participation 11/20/18. |
| 3. | Review a breakdown on membership. The breakdown is to include: Transmission Owner, (500+ miles), Transmission Owner (-500 miles), and Transmission User. The breakdown is also to look at the types of Members (IOU, Coop, IPP, etc.). | 7/2-3/18 | Complete | Provided in 8/16/18 background materials. Tabled for discussion 11/20/18. |
| 4. | SPP Staff is to establish goals and a timeline to standardize the charter/scope documents for organizational groups. | 11/20/18 | Complete | A grid will be completed for the working groups by the Organizational meeting of the working group chairs, vice chairs, and staff secretaries |
| 5. | Consider including the policy statement of the proposed changes to Section 3.10 of the bylaws. | 11/20/18 | Complete | The board approved this revision during the 1/29/19 board meeting |
| 6. | It was requested to allow stakeholders that regularly attend working group meetings to participate in the annual survey of that working group. | 12/20/19 | Complete | Logistics need to be discussed with Communications to see if this can be accomplished. |
| 7. | SPP Staff will draft language clarifying the process available to legitimate public interest groups that join SPP who desire to seek a waiver of the annual membership fee. | 8/22/19 | In Process | Related to the annual membership fee. |
| 8. | SPP staff to draft changes to the annual \$20,000 membership fee straw proposal to make the new membership fee effective beginning January 2022, so that the proposed modifications to Schedule 1A will be in effect for one year prior to the modified annual membership fee. | 8/22/19 | In Process | Related to the annual membership fee and the w/drawl obligations. |
| 9. | SPP Staff to provide the original redline of the bylaws and add the changes discussed during the CGC meeting to the redlined version so the changes discussed in the | 9/22/19 | In Process | Bylaws review effort. |

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| | meeting are noted separately. | | | |
| 10 | Staff secretaries and committee chairs will be asked to provide a list of names to communications of individuals who frequently attend organizational group meetings. These individuals will be invited to participate in the organizational group's survey. | 9/22/19 | Complete | Related to the annual organizational group surveys. |
| 11 | The SPP Membership will be included in the Board and Members survey. The responses from the members will be kept separate from the Members Committee responses. | 9/22/19 | Complete | Related to the annual surveys |
| 12 | Removal or modifications to section b under the scope of activities will be discussed at the November CGC meeting. | 9/22/19 | In Process | Tabled to the CGC meeting on 11/14/19. |
| 13 | CGC will consider sector representation of the Strategic Planning Committee. | 9/22/19 | In Process | To be discussed at the meeting on 11/14/19. |

MEMBERSHIP REPRESENTATION ON SPP COMMITTEES

20190815

| 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 Tom Christensen |
| 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 |
| Google (Large Retail Customer) (TU) | 1 Jeff Riles | | | | |
| 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, Evergy Companies (Investor-Owned Utility) (TO) | 1 Kevin Noblet | 1 Denise Buffington | | | 1 John Olsen |
| Kansas Electric Power Cooperative (Cooperative) (TU) | | | | | 1 Les Evans |
| Liberty Utilities (Empire District) (Investor-Owned) (TO) | 1 Brent Baker | | | | |
| 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 | | 1 Sarah Stafford | | |
| 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 | | | 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 | |

| | | | | | |
|--|--------------------|--------------------|--|--|--|
| Walmart (Large Retail Customer) (TU) | | 1 Holly Smith | | | |
| Western Area Power Administration (Federal Power Marketing Agency) (TO) | 1 Jody Sundsted | 1 Jody Sundsted | | | |

Members Committee Nomination Form

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|--|--|
| Nominee Name & Title: | Joel Bladow |
| Company: | Tri-State Generation and Transmission Association |
| Type of Experience & Responsibilities with Company: | <p>Joel Bladow has over 37 years of experience in the electric utility industry in a variety of technical, managerial, and executive positions.</p> <p>Since 2006, Joel has held the position as the Senior Vice President, Transmission for Tri-State. In that capacity, he is responsible for all Transmission related functional areas associated with planning, engineering, operating and maintaining Tri-State's 5,700 miles of transmission lines and over 415 substations and switchyards. In addition, he is responsible for all policy, regulatory and rate related issues associated with the transmission system.</p> <p>Tri-State's transmission system covers over 200,000 square miles in parts of four states (Wyoming, Nebraska, Colorado, and New Mexico) where Tri-State's 43 member owners serve over 1.2 million consumers.</p> |
| Nominee's Phone Number & Email Address: | Office – 303-254-3655, Cell: 303-325-4464 Email: Jbladow@tristategt.org |
| Nominated by: | Duane Highley |
| Position Nominated: | Members Committee |
| Affiliates: | None |

Members Committee Nomination Form

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|--|--|
| Nominee Name & Title: | Matt Caves, Senior Manager, Legal & Regulatory Compliance |
| Sector: | Cooperative Utility |
| Company (TO/TU): | Western Farmers Electric Cooperative Transmission Owner (TO) |
| Type of Experience & Responsibilities with Company: | <p>Matt currently serves as the Corporate Compliance Officer and Senior Manager, Legal and Regulatory Compliance for Western Farmers Electric Cooperative (WFEC), a generation and transmission (G&T) cooperative that provides essential electric service to 21 member cooperatives, Altus Air Force Base and other power users. These members are located primarily in Oklahoma and New Mexico, with some service territories extending into portions of Texas and Kansas. With offices in Anadarko and Moore, Oklahoma, WFEC owns and maintains over 3,750 miles of transmission line to over 330 substations and switch stations. WFEC maintains a well-balanced and diversified portfolio of generation resources that includes owned facilities and capacity and energy provided through power purchase agreements.</p> <p>His current responsibilities include serving as senior manager over NERC compliance, state and federal regulatory matters, including FERC matters, environmental, health and safety. Matt is WFEC's Markets and Operations and Policy Committee (MOPC) representative and he serves on the Reliability Compliance Working Group (RCWG).</p> <p>Matt began his career with WFEC in 2014 after nearly 15 years as a State regulatory attorney and working in private practice specializing in corporate environmental issues.</p> <p>He holds a Bachelor of Science degree in Wildlife and Fisheries Ecology, from Oklahoma State University and a Juris Doctorate degree from the University of Oklahoma, College of Law, where he spent a semester studying European Economic Law at the University of Oxford, Queen's College.</p> |
| Nominee's Phone Number & Email Address: | (405) 759-2784; matt.caves@wfec.com |
| Nominated by; | Gary R. Roulet Chief Executive Officer Western Farmers Electric Cooperative |
| Affiliate(s): | N/A |

Members Committee Nomination Form

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|--|---|
| Nominee Name & Title: | Suzanne Lane Executive Vice President & CEO |
| Sector: | Cooperative Utility |
| Company (TO/TU): | Kansas Electric Power Cooperative (KEPCo) -- TDU |
| Type of Experience & Responsibilities with Company: | <ul style="list-style-type: none"> • 2 years with KEPCo (2017-present) • 19 years with Westar Energy (1998-2017) • Formal education: BBA (Finance), MBA • Majority of career has been in Transmission Operations; also have experience in Generation & Power Marketing and the C&I and wholesale customer account management functions • Responsible for leading all aspects of our not-for-profit, G&T cooperative, to assure we provide reliable, reasonably-priced power supply and transmission service for our 19 not-for-profit, member-owner distribution cooperatives, who ultimately provide power to over 300,000 rural Kansans. • Another key responsibility involves serving on the Wolf Creek Nuclear Operating Corporation Board of Directors and Executive Committee. • Representing KEPCo and other TDUs on the Members Committee would be an honor, and would continue to assure a balanced stakeholder representation. |
| Nominee's Phone Number & Email Address: | (785) 271-4821 slane@kepco.org |
| Nominated by: | Les Evans |
| Affiliate(s): | None |