

December 1, 2009

The Honorable Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street NE
Washington, DC 20426

FILED
SECRETARY OF THE
COMMISSION
2009 DEC - 1 P 3: 59
FEDERAL ENERGY
REGULATORY COMMISSION

Re: *Southwest Power Pool, Inc.*, Docket No. ER10-____-000
Submission of Amendments to Bylaws

Dear Secretary Bose:

Pursuant to section 205 of the Federal Power Act, 16 U.S.C. § 824d, and Part 35 of the Regulations of the Federal Energy Regulatory Commission (“Commission”), 18 C.F.R. Part 35, Southwest Power Pool, Inc. (“SPP”), as authorized by its Membership, hereby submits amendments to Section 9.7.1 of its Bylaws.¹ SPP requests an effective date of January 31, 2010 for the proposed amendments.

I. BACKGROUND

A. SPP

SPP is a Commission-approved Regional Transmission Organization (“RTO”). It is an Arkansas non-profit corporation with its principal place of business in Little Rock, Arkansas. SPP currently has 54 Members in nine states and serves more than 5 million customers in a 370,000 square-mile area. Its members include 12 investor-owned utilities, 9 municipal systems, 11 generation and transmission cooperatives, 4 state agencies, 5 independent power producers, 10 power marketers, and 3 independent transmission companies. As an RTO, SPP is a transmission provider currently administering transmission service over portions of Arkansas, Kansas, Louisiana, Missouri, Nebraska, New Mexico, Oklahoma, and Texas.

¹ Southwest Power Pool, Inc. Bylaws, Original Volume No. 4 (“Bylaws”).

In addition to providing services as an RTO, SPP serves as a “Regional Entity” for the North American Electric Reliability Corporation (“NERC”). SPP signed a Regional Entity Delegation Agreement with NERC and was approved as a Regional Entity by the Commission on April 19, 2007.² In this capacity, the SPP Regional Entity (“SPP RE”) is responsible for enforcing NERC-approved reliability standards for all users, owners, and operators of the bulk power system within the SPP region. The SPP RE is also responsible for proposing reliability standards applicable to its region and investigating violations of reliability standards occurring within its region. The SPP RE-related activities are overseen by three independent Regional Entity Trustees.

B. Previous Amendments to SPP Bylaws

On May 22, 2009, SPP submitted amendments to its Bylaws³ to: (a) address changes to the SPP RE structure and management including the creation of a SPP RE General Manager position to oversee the SPP RE function; (b) adopt provisions requested by SPP stakeholders governing meeting attendance and quorum requirements; (c) incorporate changes necessitated by Order No. 719;⁴ and (d) make other administrative and ministerial changes to clarify the Bylaws, reflect current practices, and make other technical corrections. Revisions to SPP’s Bylaws provisions governing the SPP RE function are considered “Regional Entity Rules” under the Commission’s regulations and therefore also must be approved by NERC and filed with the Commission.⁵ NERC filed the Bylaws revisions included in SPP’s May 22 Filing with the Commission on May 21, 2009.⁶

² *N. Am. Elec. Reliability Corp.*, 119 FERC ¶ 61,060, *order on reh’g*, 120 FERC ¶ 61,260 (2007).

³ Submission of Revisions to Bylaws of Southwest Power Pool, Inc., Docket No. ER09-1192-000 (May 22, 2009) (“May 22 Filing”).

⁴ *Wholesale Competition in Regions with Organized Electric Markets*, Order No. 719, III FERC Stats. & Regs., Regs. Preambles ¶ 31,281 (2008), *as amended* 126 FERC ¶ 61,261, *order on reh’g*, Order No. 719-A, 128 FERC ¶ 61,059 (2009). SPP submitted its Order No. 719 compliance filing on April 28, 2009. Submission of Order No. 719 Compliance Filing Revising Tariff of Southwest Power Pool, Inc., Docket No. ER09-1050-000 (Apr. 28, 2009) (“SPP Order No. 719 Compliance Filing”).

⁵ 18 C.F.R. §§ 39.1 & 39.10.

⁶ Petition of the North American Electric Reliability Corporation for Approval of Proposed Revisions to the Bylaws of Southwest Power Pool, Inc., Docket No. RR09-4-000 (May 21, 2009) (“NERC May 21 Filing”).

On September 17, 2009, the Commission issued an order addressing the NERC May 21 Filing⁷ as well as a companion order addressing the May 22 Filing.⁸ The *SPP Bylaws Order* accepted SPP's proposed administrative and ministerial Bylaws revisions,⁹ and accepted, subject to the outcome of SPP's Order No. 719 compliance proceeding in Docket No. ER09-1050-000, proposed revisions related to SPP's compliance with Order No. 719 and revisions related to SPP meeting attendance and quorum requirements.¹⁰ The *SPP Bylaws Order* also directed SPP to submit a compliance filing in accordance with the *NERC Order*,¹¹ which directed NERC and SPP to submit additional Bylaws revisions to list the specific duties of the SPP RE General Manager.¹²

C. SPP Stakeholder Process

The proposed revisions to Section 9.7.1 of the Bylaws were developed through SPP's stakeholder process. The revisions were approved unanimously by the SPP Corporate Governance Committee on September 24, 2009. SPP provided notice of the proposed revisions to its Membership on September 25, 2009, and the proposed revisions were adopted by the SPP Membership without opposition on October 27, 2009.¹³ While SPP recognizes that such stakeholder approval does not by itself cause a filing to be just and reasonable, SPP requests that the Commission extend appropriate deference to the wishes of its stakeholders, consistent with Commission precedent.¹⁴

⁷ *N. Am. Elec. Reliability Corp.*, 128 FERC ¶ 61,244 (2009) (“*NERC Order*”).

⁸ *Sw. Power Pool, Inc.*, 128 FERC ¶ 61,245 (2009) (“*SPP Bylaws Order*”).

⁹ *Id.* at P 18.

¹⁰ *Id.* at PP 14, 16.

¹¹ *Id.* at P 10.

¹² *NERC Order* at P 10.

¹³ Modifications to Section 9 of the Bylaws require approval by the SPP Membership after 30 days notice. Bylaws § 10.0.

¹⁴ The Commission has previously recognized that provisions approved through the stakeholder processes of RTOs and ISOs are due deference. *See New Eng. Power Pool*, 105 FERC ¶ 61,300, at P 34 (2003), *reh'g denied*, 109 FERC ¶ 61,252 (2004) (Commission approval of transmission cost allocation proposal based upon extensive and thorough stakeholder process); *Policy Statement Regarding Regional Transmission Groups*, 1991-1996 FERC Stats. & Regs., Regs. Preambles ¶ 30,976, at 30,872 (1993) (the Commission will afford an appropriate degree of deference to the stakeholder approval process). The Commission's
(continued . . .)

D. NERC Filing of Bylaws Revisions Related to SPP RE Function

As the affected provisions of the Bylaws, found in Section 9.7.1, are considered “Regional Entity Rules” under the Commission’s regulations, they also must be approved by NERC and filed with the Commission.¹⁵ These amendments to Section 9.7.1 of the Bylaws were approved by NERC on November 5, 2009 and concurrently are being filed with the Commission by NERC.

II. DESCRIPTION OF AND JUSTIFICATION FOR BYLAWS AMENDMENTS

As noted above, in the *SPP Bylaws Order* and the *NERC Order*, the Commission directed SPP to revise its Bylaws to detail the specific duties of the SPP RE General Manager. In compliance with the Commission’s directives, SPP developed revisions to Section 9.3 of its Bylaws, which it is submitting simultaneously with this filing under separate cover. In the process of developing the necessary revisions to the SPP Bylaws, SPP found that additional changes to the Bylaws were needed. Specifically, in light of the new SPP RE General Manager duties, SPP determined that it was necessary to clarify the role of the SPP Regional Entity Trustees. Consequently, SPP proposes revisions to Section 9.7.1 of its Bylaws, “Functions and Duties of the Regional Entity Trustees.” The proposed revisions clarify and state with greater specificity the functions and duties of the Regional Entity Trustees to better ensure separation of Regional Entity functions from those of the SPP RTO. Further, as the Regional Entity Trustees are responsible for overseeing the activities of the SPP RE General Manager, the proposed revisions also correspond to the duties of the SPP RE General Manager set forth in the proposed revisions to Section 9.3.

The proposed amendments to Section 9.7.1 are set forth below in blackline:

(. . . continued)

deference to RTO stakeholder processes has been upheld by the Courts. *See Pub. Serv. Comm’n of Wis. v. FERC*, 545 F.3d 1058, 1062-64 (D.C. Cir. 2008) (noting that the Commission often gives weight to RTO proposals that reflect the position of the majority of the RTO’s stakeholders) (quoting *Am. Elec. Power Serv. Corp. v. Midwest Indep. Transmission Sys. Operator, Inc.*, 122 FERC ¶ 61,083, at P 172 (2008)).

¹⁵ 18 C.F.R. §§ 39.1 & 39.10.

9.7.1 Functions and Duties of the Regional Entity Trustees

The Regional Entity Trustees shall at all times act in the best interests of SPP's role as the SPP Regional Entity in its management, control, and direction of the general business of the Regional Entity functions. In reaching any decision and in considering the recommendations of an appropriate entity, the Regional Entity Trustees shall abide by the principles in these Bylaws. Its duties shall include, but are not limited to oversight of the following:

- (a) Select, oversee and review the performance of the SPP RE General Manager in carrying out the statutory functions and duties as defined in the Delegation Agreement between ERO and SPP; Monitor all Registered Entities in the SPP footprint for compliance with ERO/FERC requirements, including auditing and issuance of official findings.
- (b) Approve the annual RE business plan and budget; Administer SPP's Compliance Monitoring and Enforcement Program.
- (c) Perform function assigned by the SPP Compliance Monitoring and Enforcement Program Coordinate and manage third party audits to confirm that SPP is conforming to ERO policies and standards;
- (d) Impose penalties as prescribed and approved by ERO/FERC.
- (e) ~~Regional Entity staff administration.~~
- (f) ~~Regional Entity budget decisions.~~
- (g)(d) Track and review Regional Standards from MOPC for submission to the ERO and FERC for approval and implementation.
- (h)(e) Complete a self-assessment annually to determine how effectively the Regional Entity Trustees are meeting their responsibilities; and
- (i)(f) Provide an annual report to the Board of Directors regarding the effectiveness of the Regional Entity function and processes.

III. ADDITIONAL INFORMATION

A. Information Required by the Commission's Regulations

(1) Documents submitted with this filing:

In addition to this transmittal letter, the following exhibits are included in this filing:

Exhibit I Revised Bylaws Sheets (Clean Version)

Exhibit II Revised Bylaws Sheets (Redlined Version)

Exhibit III Service List

(2) Effective Date:

As discussed above, consistent with the Commission's notice requirements,¹⁶ SPP requests that the Commission accept the proposed Bylaws revisions with an effective date of January 31, 2010, 60 days after this filing.

(3) Service:

SPP has served a copy of this filing on all its Members and customers, and NERC. A complete copy of this filing will be posted on the SPP web site www.spp.org, and is also being served on all affected state commissions.

(4) Requisite Agreements:

SPP's Board of Directors and Membership approved the Bylaws revisions proposed in this filing as detailed above.

(5) Estimate of transactions and revenues:

Not applicable.

¹⁶ *Id.* § 35.3.

(6) Basis of rates:

The basis for the proposed Bylaws revisions are explained above.

(7) Comparison to rates for similar services:

Not applicable.

(8) Specifically assignable facilities installed or modified:

There are none.

B. Communications

Correspondence and communications with respect to this filing should be sent to, and SPP requests the Secretary to include on the official service list, the following:

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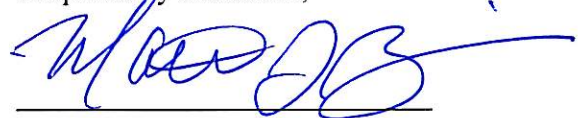
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IV. CONCLUSION

For all of the foregoing reasons, SPP respectfully requests that the Commission accept the proposed Bylaws revisions with an effective date of January 31, 2010.

Respectfully submitted,



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cc: Penny Murrell
Michael Donnini
John Rogers
Patrick Clarey
Laura Vallance

Exhibit I

for Registered Entities. Regional Entity staff shall oversee compliance auditing of registered entities, and will report audit results to the Regional Entity Trustees. All audits of SPP's compliance with ERO reliability standards will be performed by external third party auditors as coordinated and managed by the Regional Entity Trustees.

9.7 Regional Entity Trustees

9.7.1 Functions and Duties of the Regional Entity Trustees

The Regional Entity Trustees shall at all times act in the best interests of SPP's role as the SPP Regional Entity in its management, control, and direction of the general business of the Regional Entity functions. In reaching any decision and in considering the recommendations of an appropriate entity, the Regional Entity Trustees shall abide by the principles in these Bylaws. Its duties shall include, but are not limited to oversight of the following:

- (a) Select, oversee and review the performance of the SPP RE General Manager in carrying out the statutory functions and duties as defined in the Delegation Agreement between ERO and SPP;
- (b) Approve the annual RE business plan and budget;
- (c) Perform function assigned by the SPP Compliance Monitoring and Enforcement Program;
- (d) Track and review Regional Standards from MOPC for submission to the ERO and FERC for approval and implementation.
- (e) Complete a self-assessment annually to determine how effectively the Regional Entity Trustees are meeting their responsibilities; and
- (f) Provide an annual report to the Board of Directors regarding the effectiveness of the Regional Entity function and processes.

9.7.2 Composition and Qualifications

Exhibit II

for Registered Entities. Regional Entity staff shall oversee compliance auditing of registered entities, and will report audit results to the Regional Entity Trustees. All audits of SPP's compliance with ERO reliability standards will be performed by external third party auditors as coordinated and managed by the Regional Entity Trustees.

9.7 Regional Entity Trustees

9.7.1 Functions and Duties of the Regional Entity Trustees

The Regional Entity Trustees shall at all times act in the best interests of SPP's role as the SPP Regional Entity in its management, control, and direction of the general business of the Regional Entity functions. In reaching any decision and in considering the recommendations of an appropriate entity, the Regional Entity Trustees shall abide by the principles in these Bylaws. Its duties shall include, but are not limited to oversight of the following:

- (a) ~~Select, oversee and review the performance of the SPP RE General Manager in carrying out the statutory functions and duties as defined in the Delegation Agreement between ERO and SPP~~ Monitor all Registered Entities in the SPP footprint for compliance with ERO/FERC requirements, including auditing and issuance of official findings;
- (b) ~~Approve the annual RE business plan and budget~~ Administer SPP's Compliance Monitoring and Enforcement Program;
- (c) ~~Perform function assigned by the SPP Compliance Monitoring and Enforcement Program~~ Coordinate and manage third party audits to confirm that SPP is conforming to ERO policies and standards;
- ~~(d) Impose penalties as prescribed and approved by ERO/FERC.~~
- ~~(e) Regional Entity staff administration.~~
- ~~(f) Regional Entity budget decisions.~~
- (gd) Track and review Regional Standards from MOPC for submission to the ERO and FERC for approval and implementation.
- (he) Complete a self-assessment annually to determine how effectively the Regional Entity Trustees are meeting their responsibilities; and
- (if) Provide an annual report to the Board of Directors regarding the effectiveness of the Regional Entity function and processes.

9.7.2 Composition and Qualifications

Exhibit III

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