1. CALL TO ORDER
2. PRELIMINARY MATTERS
   a. Commissioners’ Roll Call and Declaration of a Quorum
   b. Meeting Attendees Roll Call
   c. Adoption of July 24, 2017 Meeting Minutes
   d. Review of Ongoing Action Items
3. UPDATES
   a. RSC Third Quarter 2017 Financial Report
   b. SPP
   c. FERC
4. BUSINESS MEETING
   a. RSC Budget for 2018 [Voting Item]
   b. Election of RSC Officers [Voting Item]
   c. RSC Bylaw Revisions [Voting Item]
5. CAWG REPORT AND VOTING ITEMS
   a. CAWG Report…………………………………………………………………………………………Adam Mckinnie
      This report will update the RSC on the activities of the Cost Allocation Working Group.
      i. Derating Facilities and Cost Allocation...................................................................................
         [Possible Voting Item]
6. REPORTS/PRESENTATIONS
   a. Integrated Marketplace and Operations Update.................................................................Bruce Rew
      This report will update the RSC on the Integrated Marketplace.
   b. Seams Update .........................................................................................................................Carl Monroe
      This report will update the RSC on Seams issues.
   c. Mountain West Update ..........................................................................................................Carl Monroe
      This report will update the RSC on Mountain West.
   d. GIITF Update ..........................................................................................................................Al Tamimi
      This report will update the RSC on the activities of the Generator Interconnection Improvement Task Force.
   e. Z2 Update...............................................................................................................................Charles Locke
      This report will update the RSC on Z2.
   f. RARTF Update.........................................................................................................................Steve Stoll
      This report update the RSC on the activities of the Regional Allocation Review Task Force.
7. OTHER RSC MATTERS

8. ACTION ITEMS

9. SCHEDULING OF NEXT REGULAR MEETINGS, SPECIAL MEETINGS OR EVENTS
   a. RSC Meetings:
      January 29, 2018 – Oklahoma City, OK
      April 23, 2018 – Kansas City, MO
      July 30, 2018 – Omaha, NE
      October 29, 2018 – Little Rock, AR
      January 28, 2019 – Austin, TX
      April 29, 2019 – Tulsa, OK
      July 29, 2019 – Denver, CO
      October 29, 2019 – Little Rock, AR

10. ADJOURN

* NOTE: ADDITIONAL INFORMATIONAL MATERIAL ATTACHED

Attached to the RSC’s meeting agenda and background material is additional material that is either for informational or reporting purposes.
Southwest Power Pool
REGIONAL STATE COMMITTEE
Hyatt Regency Denver, Denver, CO
July 24, 2017
• MINUTES •

ADMINISTRATIVE ITEMS:

The following members participated:

   Steve Stoll, Missouri Public Service Commission (MOPSC)
   Shari Feist Albrecht, Kansas Corporation Commission (KCC)
   Kristie Fiegen, South Dakota Public Utilities Commission (SDPUC)
   Randy Christmann, North Dakota Public Service Commission (NDPSC) via phone
   Dennis Grennan, Nebraska Power Review Board (NPRB)
   Geri Huser, Iowa Utilities Board (IUB)
   Patrick Lyons, New Mexico Public Regulation Commission (NMPRC)
   Dana Murphy, Oklahoma Corporation Commission (OCC)
   Brandy Marquez, Public Utility Commission of Texas (PUCT)
   Kim O’Guinn, Arkansas Public Service Commission (APSC)

President Steve Stoll called the Regional State Committee (RSC) meeting to order at 1:04 p.m. with roll call and a quorum was declared. President Stoll welcomed the new commissioners, Commissioner Geri Huser, Iowa and Brandy Marquez, Texas, to their first meeting and education session. He requested introductions of those in attendance. There were 127 people in attendance, either in person or via the phone (Attendance & Proxies – Attachment 1). President Stoll introduced three guests visiting from the Colorado Public Utilities Commission. Chairman Jeffrey Ackerman and Commissioners Frances Koncilja and Wendy Moser.

The first item of business was the approval of the 4/17/17 meeting minutes (RSC Minutes 4/17/17 – Attachment 2).

Commissioner Patrick Lyons moved to approve the minutes; Commissioner Dana Murphy seconded. The motion was approved unanimously.

Ms. Kandi Hughes reviewed the RSC Action Items (RSC Action Items – Attachment 3).

UPDATES

RSC Fourth Quarter Financial Report
Mr. Paul Suskie (SPP Staff) provided the financial report for the second quarter and this includes travel (RSC 2017 Q2 Financials – Attachment 4). He noted that the RSC was under budget for the second quarter.

SPP Report
Mr. Nick Brown began his SPP Report by welcoming the new commissioners. He discussed the importance of a healthy relationship between the SPP Board of Directors, Members Committee, and the RSC Commissioners. It is a complex business and there is a lot to try and understand. There is a strong level of engagement with all of these groups. He stated that he will be traveling to Washington D.C. to testify before the House Energy
Subcommittee on Wednesday. Mr. Brown thanked the commissioners that have been involved in the Commissioners Forum as SPP continues engagement with the Mountain West group.

President Stoll mentioned the day-and-a-half RSC retreat on Sunday and Monday morning. For some of us it was a review and some new information. The information is good because it helps the Commissioners go back to their states and answer questions.

Federal Energy Regulatory Commission Report (FERC)
Mr. Patrick Clarey provided the FERC report. Commissioner Cheryl LaFleur is the acting chair and the only commissioner at FERC since Commissioner Colette Honorable stepped down on June 30. There are four pending nominees in various stages of the nomination process. President Trump nominated Neil Chatterjee and Robert Powelson to FERC. On June 6, the U.S. Senate Committee on Energy and Natural Resources voted to move the nominations to the full Senate. The president has also announced his intention to nominate Richard Glick and Kevin McIntyre to the commission. Upon confirmation he intends to designate McIntyre to the position of Chairman. Acting Chairman LaFleur has announced a series of staff changes.

SPC Retreat
Commissioner Stoll reported first on a recent Regional Allocation Review Task Force (RARTF) conference call. There were three items discussed. An update on RR223 the frequency of how often regional cost allocation review (RCAR) reports are completed was provided. The next meeting of the RARTF is scheduled for September 8 in Dallas. Commissioner Stoll provided some information on attending the Strategic Planning Committee (SPC) Retreat. He provided a report to all of the RSC members. There was a lot of great information learned and shared. The staff made presentations on trends and the footprint. The committee looks at four foundation strategies of the SPP strategic plan.

BUSINESS MEETING
Mr. Paul Suskie presented the RSC Audit findings for the years ending in 2015 and 2016. The audit was performed by Thomas & Thomas, LLP. It was a clean audit with no findings. SWPP Regional State Committee AU-C 260 Letter Draft – Attachment 5, SWPP Regional State Committee Rep Letter – Attachment 6, and SWPP Regional State Committee FS Draft – Attachment 7

Commissioner Patrick Lyons made a motion for the Regional State Committee to accept the RSC audit report; Commissioner Shari Feist Albrecht seconded the motion. The motion was approved unanimously.

Cost Allocation Working Group (CAWG) REPORT AND VOTING ITEMS
CAWG Report
Mr. Adam McKinnie (MOPSC) provided the Cost Allocation Working Group (CAWG) report (CAWG Report – Attachment 8). He reviewed CAWG activities since the last RSC meeting and reported on the ongoing and expected future issues before CAWG. Expected future issues are the CAWG has been and will continue working on the Derating Facilities Discussion. CAWG will continue to work on the SPP-AECI interregional projects as they go through the SPP regional process.

Commissioner Murphy asked if a group in within the RSC could be formed to discuss the zonal placement and cost allocation issues in more detail. These topics are discussed during the Strategic Planning Committee and Markets and Operations Policy Committee meetings. RSC members are welcome to attend these meetings.

Aggregate Study Safe Harbor Criteria Update
Mr. McKinnie provided the Aggregate Study Safe Harbor Criteria Update (Aggregate Study Safe Harbor Presentation – Attachment 9) and reported that the decisions made by the RSC and CAWG on the issue of aggregate study safe harbor criteria will determine what transmission project costs are paid for by companies purchasing transmission service to designate a resource versus the SPP footprint. The safe harbor is applied if the applicable Aggregate Study waiver criteria are met. A utility may apply for a waiver if the transmission service reservation does not meet the applicable safe harbor criteria or for an increase in the safe harbor amount. The
safe harbor amount of $180,000 per MW was originally set in FERC Docket ER05-652. The cost of transmission upgrades under the safe harbor amount are base plan funded, currently, highway/byway. Since the establishment of the safe harbor amount, SPP files an annual letter at FERC on whether the $180,000 per MW is correct

**Commissioner Brandy Marquez moved that the RSC take no action to modify the $180,000 per MW Safe Harbor Cost Limit; Commissioner Dennis Grennan seconded the motion. The motion was approved unanimously.**

**Annual Review of Safe Harbor Criteria Update**

Mr. McKinney reported on the Annual Review of Safe Harbor Criteria (Aggregate Study Safe Harbor Review Frequency – Attachment 10). This is a cost allocation issue. The decisions made by the RSC and CAWG on this issue will determine what transmission project costs are paid for by companies purchasing transmission service to designate a resource versus the SPP footprint. The safe harbor is applied if the applicable aggregate study waiver criteria are met. If the transmission service reservation (TSR) is granted, the utility will not have over 20% of their designated resources from wind. There is a five year minimum term of commitment for the TSR. If the TSR is granted, the utility will not have designated resources greater than 125% of their forecasted load. A utility may apply for a waiver if the TSR does not meet the applicable safe harbor criteria or for an increase in the safe harbor amount. The RSC did not want the safe harbor reviews to become CAWG’s full-time job. The RSC did not want to go too many years out without review safe harbor issues and the RSC did not want the CAWG prevented from conducting a review at any time. It is estimated it would take 9 to 12 months for future intense reviews of all safe harbor issues. A limited review would take approximate once a quarter.

**Commissioner Dennis Grennan moved to direct CAWG to conduct a limited review of the three base plan funding eligibility criteria and the $180,000 per MW Safe Harbor limit on an annual basis and a more in-depth review at least once every five years. CAWG will synchronize the limited review with SPP’s annual filing with FERC; Commissioner Shari Feist Albrecht seconded the motion. The motion was approved unanimously.**

**Reviewing Revision Requests**

Mr. McKinney provided a report on the reviewing revision requests (Reviewing Revision Requests – Attachment 11). The RSC has specific items of SPP policy under RSC purview per the RSC bylaws. Historically, the RSC, with the assistance of CAWG, has reviewed and taken votes on all revision requests (RR) as to whether the RR is consistent with established RSC policy. At the April RSC meeting there were four separate RRs scheduled for an RSC vote. Questions were raised about whether there was a better way to handle these RRs, especially those that are technical or administrative. The proposal presented by CAWG would place all technical/administrative RRs under the RSC purview on a newly created CAWG consent agenda. Any CAWG member could request that a RR be removed from the CAWG consent agenda for questions and/or discussion. CAWG stakeholders could also request a RR receive full discussion. If there is no request to remove the RR, it will be deemed consistent with past RSC policy. The RSC will be notified of RRs that passed via the CAWG consent agenda through the CAWG report. If any RR changes past RSC policy or establishes new RSC policy it will not be placed on the consent agenda.

**Commissioner Randy Christmann moved to approve the CAWG motion: If the modifications in any Revision Request (RR) are minor technical and/or language issues, and are consistent with past RSC policy decisions, those RRs will be presented to the CAWG for information and review purposes on a CAWG consent agenda and will not be forwarded to the RSC for consideration and possible action. If modifications in any RR alter or change past RSC policy decisions or create a new policy for issues within the purview of the RSC, they will be presented to the CAWG for review and recommendation. Those RRs will be forwarded to the RSC for consideration and possible action; Commissioner Shari Feist Albrecht seconded the motion. The motion was approved unanimously.**

**Derating Facilities and Cost Allocation**

Mr. McKinney and Mr. Lanny Nickell (SPP Staff) provided the report on derating facilities and cost allocation (Derating Facilities and Cost Allocation – Attachment 12). A derated facility is operating at a lower capacity than is in the current SPP planning model. It came to CAWG’s attention earlier this year that different Transmission
Owners (TOs) were utilizing different cost allocation methodologies to restore the lost capacity of a derated facility. Some TOs were sponsoring the project to restore lost capacity, paying for it themselves. Some TOs were using the SPP planning process, and transmission projects restoring the lost capacity were receiving base plan funding (highway/byway). Over the next quarter CAWG will work towards finalizing questions for the Transmission Working Group (TWG). Some stakeholders have indicated that if CAWG is looking at restoring capacity from derated facilities CAWG should perhaps also look at uprated facilities where Transmission Owners have increased the capacity of a transmission facility. CAWG is looking for a CAWG member to volunteer to lead this effort.

REPORTS/PRESENTATIONS

Potential High Priority Study Update
Mr. Nickell provided the update on the potential High Priority Study (2018 High Priority Study Presentation – Attachment 13). The SPP Board accepted SPP staff's recommendation to remove the Potter-Tolk 345 kV line from the 2017 ITP10 portfolio and directed the development of a High Priority Study scope to address needs in the Texas panhandle for consideration in July 2017. The objective is to analyze areas of the footprint where historical market congestion may persist or increase over time. Mr. Nickell reviewed the cost and value of conducting a study.

Z2 Task Force Update
Ms. Denise Buffington (KCPL) provided an update on the Z2 Task Force (Z2 Task Force Update – Attachment 14). Ms. Buffington provided background on the task force and information on the process improvement review. The task force has three recommendations for the Board. Recommendation 1 is to eliminate credits from new upgrades that do not add transfer capability under Tariff Attachment Z2. Non-capacity upgrades are the majority of the Z2 costs for generator interconnections. Recommendation 2 is to eliminate credits from short-term service under Tariff Attachment Z2. Short-term service under the pro-forma is primarily for use of the existing transmission system and does not consider transmission expansion costs. The Z2TF also recommends concluding the work of the task force and allowing the task force to expire.

Integrated Marketplace and Operations Update
Mr. Bruce Rew (SPP Staff) provided an update on the Integrated Marketplace (Integrated Marketplace and Operations Update – Attachment 15). The Marketplace has a total of 191 market participants. The SPP Balancing Authority has successfully maintained NERC control performance standards. The day-ahead market has not been delayed from posting in the last twelve months and the real-time balancing market has successfully solved 99.5% of all intervals. As of July 10th, there is approximately 100 MW of wind registered, but not yet operational. Mr. Rew also provided a Transmission Congestion Rights update and summary.

Export Pricing Task Force (EPTF) Update
Mr. Mike Wise (Golden Spread Electric Cooperative) provided the report on the Export Pricing Task Force (EPTF). The task force met a total of five times. The focus had been on understanding opportunities and learning. There were inputs from Regulatory, Operations, Legal, Markets, Planning, and from the stakeholders. There are no firm recommendations but if some are worked up they will likely be changes to the marketplace. These will be over the next few years as resources, staff time and dollars, become available. The task force will be mothballed for now. The SPC will open the EPTF again to consider new business cases if some interest should arise.

Seams Update
Mr. Carl Monroe (SPP Staff) provided the Seams update (Seams Update – Attachment 16). SPP will make a filing at FERC for two projects; Morgan Transformer Project and Brookline Reactor Project. These are two SPP-AECI joint projects. AECI will own 100% of the Morgan Transformer Project. AECI will construct the project and be responsible for the maintenance and operation of the facility. City Utilities of Springfield will own 100% of the Brookline Reactor Project and will be responsible for the maintenance and operation of the facility. SPP will assign City Utilities of Springfield to construct the project in accordance with the provisions of the Tariff.

President Stoll reminded everyone if they had ideas for the October education session to let him know. Commissioner Murphy took this opportunity to thank SPP for the continuous Mountain West updates.
SCHEDULING OF NEXT REGULAR MEETINGS, SPECIAL MEETINGS OR EVENTS:

October 30, 2017 – Little Rock

2018:
January 29, 2018 - Oklahoma City, OK
April 23, 2018 - Kansas City, MO
July 30, 2018 - Omaha, NE
October 29, 2018 - Little Rock, AR

With no further business, the meeting adjourned at 5:02 p.m.

Respectfully Submitted,

Paul Suskie
<table>
<thead>
<tr>
<th>No.</th>
<th>Action Item</th>
<th>Date Originated</th>
<th>Status</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>Consideration of RSC Bylaws changes related to membership eligibility</td>
<td>Ongoing</td>
<td>Ongoing</td>
<td>Discussed at December 1, 2014 meeting, January 2015 Educational Session and March 9, 2015 Meeting. The bylaws draft modifications were discussed at the RSC retreat and meeting on July 27, 2015. Bylaws changes were considered at the September 21, 2015 meetings but were not approved. January 25, 2016 – RSC Goal for 2016 to consider adopting the clean-up of the Bylaws discussed in 2015. Prior to the January 30, 2017 RSC meeting, the current draft of the bylaws was distributed to the RSC. Phone call late August/early September on a Friday (Kandi to work with SS to get it scheduled) to finalize bylaws changes nominating committee; technical clean-up language, Executive Committee inclusion. July 2017 RSC meeting. Plan to vote in October. Send call information/agenda.</td>
</tr>
<tr>
<td>17</td>
<td>Educational Session Topic Request – Role of RSC in SPP FERC Filings</td>
<td>1/25/2016</td>
<td>Ongoing</td>
<td>Request for SPP Staff to provide educational update on the FERC filings process and the role of the RSC.</td>
</tr>
<tr>
<td>19</td>
<td>Circulation of RSC Agendas</td>
<td>4/25/2016</td>
<td>Ongoing</td>
<td>SPP to circulate draft agendas to RSC members and CAWG earlier for comment</td>
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<tr>
<td>27</td>
<td>Consolidate all previously approved RSC policies into one document.</td>
<td>July 24, 2017</td>
<td>Ongoing</td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>RSC Bylaw Revisions</td>
<td>July 24, 2017</td>
<td>Ongoing</td>
<td>Schedule phone call late August/early September to finalize bylaws changes nominating committee, technical clean-up language, and Executive Committee inclusion. Plan to vote in October. Send call information/agenda.</td>
</tr>
<tr>
<td>29</td>
<td>Annual Review of Safe Harbor Criteria</td>
<td>July 24, 2017</td>
<td>Ongoing</td>
<td>CAWG will bring a proposal to the RSC for the limited annual review of the Safe Harbor Criteria CAWG and will synchronize the limited review with SPP’s annual filing with FERC.</td>
</tr>
<tr>
<td>30</td>
<td>October Education Session topic(s)</td>
<td>July 24, 2017</td>
<td>Ongoing</td>
<td>Kandi Hughes will send request to RSC soliciting potential educational session topics for October.</td>
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<td>1</td>
<td>EPA 111(d) : (1) Lanny Nickell to provide scope document on compliance analysis and an update on when SPP reliability analysis will be completed (2) Commissioner Reeves to provide update on possibility of studies to be performed by BPC and GPI, what services those entities are providing</td>
<td>8/25/2014</td>
<td>Completed</td>
<td>Addressed at 9/29/14 Meeting</td>
</tr>
<tr>
<td>2</td>
<td>RARTF: Update on RARTF and New Metrics</td>
<td>8/25/2014</td>
<td>Completed</td>
<td>Addressed at 9/29/14 Meeting</td>
</tr>
<tr>
<td>3</td>
<td>Seams Project Task Force: CAWG will consider the issue at next meeting and bring back to RSC for discussion</td>
<td>8/25/2014</td>
<td>Completed</td>
<td>Addressed at 9/29/14 Meeting; On 10/27/14 Meeting as a voting item</td>
</tr>
<tr>
<td>4</td>
<td>SPC Task Force on New Members: RSC should email Commissioner Murphy with any concerns or topics. Update to be provided at next RSC meeting</td>
<td>8/25/14</td>
<td>Completed</td>
<td>Addressed at 9/29/14 Meeting</td>
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<td>7</td>
<td>SPC Task Force on New Members – Discuss 3 RSC Action Items</td>
<td>9/29/2014</td>
<td>Completed</td>
<td>Discussed at October 27, 2014 Meeting and December 1, 2014 Meeting. On January 2015 Educational Session for discussion and January 2015 Meeting Agenda as a voting item. Feedback was provided to SPC TF on NM on items 1 and 2 on January 26, 2015 and subsequent to the March 9, 2015 RSC teleconference. The RSC will continue to discuss item 3 on cost allocation and has delegated this item to the CAWG (Action Item 12). On July 27, 2015, the RSC approved a scoping document developed by CAWG. The SPC TF on New Members finalized its report, which was approved by the SPC in July 2015. The RSC approved the New Member Process document with the addition of catch-al language permitting the RSC to invoke the new member process for matters within the RSC’s responsibility.</td>
</tr>
<tr>
<td>9</td>
<td>Goals and Objectives for 2015 RSC Year</td>
<td>12/1/2014</td>
<td>Completed</td>
<td>Discussed at December 1, 2014 meeting and draft goals were reviewed on January 26, 2015, March 9, 2015, April 27, 2015 and September 21, 2015.</td>
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<tr>
<td>11</td>
<td>Educational Session on SPP “Building Blocks”</td>
<td>1/25/2015</td>
<td>Removed</td>
<td>Educational Session on the SPP “Building Blocks” – possible topic for July retreat. Unclear what this was intended to cover. Removed when list of retreat topics was updated.</td>
</tr>
<tr>
<td>12</td>
<td>RSC Role in Cost Allocation for New Member Integrations</td>
<td>4/27/2015</td>
<td>Completed</td>
<td>In January 2015, the RSC tasked the CAWG with looking at what role the RSC should have in regards to Cost Allocation methodology for new members joining SPP. The RSC tasked the CAWG to develop a scoping document on how to apply cost allocation for new members joining SPP. The Scope Document developed by CAWG was approved by the RSC on July 27, 2015. At its October 2016 meeting, the RSC approved the process document developed by the CAWG.</td>
</tr>
<tr>
<td>13</td>
<td>Aggregate Study Waiver Criteria</td>
<td>4/27/2015</td>
<td>Completed</td>
<td>The RSC determined it should review the eligibility requirements set out in Section III.B.1 (specifically the 20% threshold), and whether the requirements are applicable today in light of the changes to the transmission system since the requirements were approved. The RSC tasked the CAWG to evaluate the eligibility requirements for a waiver request to see if the requirements are still applicable to the transmission system as it operates now. CAWG presented a draft scoping document to the RSC on July 27, 2015. A recommendation by the CAWG to retain the study waiver criteria was approved by the RSC on January 30, 2017.</td>
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<tr>
<td>14</td>
<td>Capacity Margin Task Force Update</td>
<td>4/27/2015</td>
<td>Completed</td>
<td>After a presentation at the April 2015 RSC meeting, and discussion of the Capacity Margin Task Force, the RSC tasked the CAWG to evaluate how load is forecasted for the purpose of determining the reserve margin. CAWG reported back to the RSC at their July 2015 meeting. Voted and approved at April 2016 meeting.</td>
</tr>
<tr>
<td>15</td>
<td>RSC Goals for 2016</td>
<td>1/25/2016</td>
<td>Completed</td>
<td>RSC discussed goals for 2016 at the January 2016 Educational Session. Any additional goals should be submitted to Erin Cullum for distribution in advance of the April 2016 RSC meeting.</td>
</tr>
<tr>
<td>16</td>
<td>Engagement Term of RSC Auditor</td>
<td>1/25/2016</td>
<td>Completed</td>
<td>Determine the initial arrangement with the RSC auditor and the number of years for reengagement. Erin Cullum will review the agreement and inform the RSC.</td>
</tr>
<tr>
<td>18</td>
<td>Talking Points on CPP</td>
<td>1/25/2016</td>
<td>Completed</td>
<td>Request for SPP’s talking points on the CPP. Erin Cullum will distribute the link to posted comments.</td>
</tr>
<tr>
<td>20</td>
<td>Z2 Crediting Overview</td>
<td>4/25/2016</td>
<td>Completed</td>
<td>SPP to provide higher level overview of Z2 key points, significance, and state specific information (if possible). This will be provided in advance of the next RSC Meeting.</td>
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<tr>
<td>21</td>
<td>Form Commissioner Forum for Mountain West proposal.</td>
<td>01/30/2017</td>
<td>Completed</td>
<td>Phone call scheduled for February 10, 2017 to discuss further.</td>
</tr>
<tr>
<td>22</td>
<td>Establish a Nominating Committee per the RSC Bylaws</td>
<td>01/30/2017</td>
<td>Completed</td>
<td>Established for providing a slate of officers for RSC. Commissioner Albrecht to draft sample bylaw language in establishing a Nominating Committee for review at July RSC Meeting</td>
</tr>
<tr>
<td>23</td>
<td>Aggregate Study Waiver Criteria Review</td>
<td>01/30/2017</td>
<td>Completed</td>
<td>Annual CAWG review for limited time period (i.e. not in perpetuity). CAWG to present recommendation(s) to the RSC in July 2017 on how the RSC should proceed in reviewing the Aggregate Study Criteria.</td>
</tr>
<tr>
<td>24</td>
<td>RSC Retreat Information</td>
<td>04/17/2017</td>
<td>Completed</td>
<td>Paul Suskie to send RSC Retreat information to Commissioners.</td>
</tr>
<tr>
<td>25</td>
<td>Send new member integration process documents to RSC members.</td>
<td>July 24, 2017</td>
<td>Completed</td>
<td>Emailed on July 24, 2017</td>
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<tr>
<td>26</td>
<td>Paul Suskie to send SPP bylaws to Commissioner Huser.</td>
<td>July 24, 2017</td>
<td>Completed</td>
<td>Provided July 24, 2017</td>
</tr>
</tbody>
</table>
### Regional State Committee
For the Nine Months Ending September 30, 2017
Budget vs. Actual

<table>
<thead>
<tr>
<th></th>
<th>YTD Actuals</th>
<th>YTD Budget</th>
<th>Variance</th>
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<td><strong>Income</strong></td>
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<tr>
<td>Other Income</td>
<td>192,005</td>
<td>241,850</td>
<td>(49,845)</td>
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<td><strong>Total Income</strong></td>
<td>192,005</td>
<td>241,850</td>
<td>(49,845)</td>
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<tr>
<td><strong>Expense</strong></td>
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<td>RSC Consultant</td>
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<tr>
<td>Technical Conference</td>
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<td>-</td>
</tr>
<tr>
<td><strong>Total Expense</strong></td>
<td>192,005</td>
<td>241,850</td>
<td>(49,845)</td>
</tr>
<tr>
<td><strong>Net Income</strong></td>
<td>-</td>
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### Proposed 2018 SPP Regional State Committee Budget

<table>
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<tr>
<th>Expense Category</th>
<th>2017 TOTAL BUDGET</th>
<th>2018 PROPOSED BUDGET</th>
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<td><strong>Travel &amp; Meetings</strong></td>
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<tr>
<td>Travel/Mtg</td>
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<td><strong>TOTAL EXPENSES</strong></td>
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- Increased Travel & Meetings Budget ~$50,000 to reflect spend since 2014.
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<tbody>
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<td>Travel &amp; Meetings</td>
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<tr>
<td>Total Administrative</td>
<td>$3,300</td>
<td>$2,120</td>
<td>$1,180</td>
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<td>$2,225</td>
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<tr>
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<td>$50,000</td>
<td>$0</td>
<td>$50,000</td>
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<td>$23,963</td>
<td>$313,300</td>
<td>$255,889</td>
<td>$57,411</td>
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* On the 2014 budget, Travel & Meetings expense was combined.
Red-lined Version for Discussion Purposes
Executive Committee Edits Only
(assumes all technical and NC edits approved)

Southwest Power Pool
REGIONAL STATE COMMITTEE
BYLAWS

July 24, 2017
(as further edited September 15, 2017)
ARTICLE I

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee (“SPP RSC”). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors (“RSC Board”) shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the RSC Board may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. (“SPP”) and SPP’s Board of Directors, committees, working groups and task forces, including any independent transmission system operator (“ISO”) or regional transmission organization (“RTO”) formed by the SPP. As specified in the SPP Bylaws, §7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights (“FTR”) allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers’ existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

3. Nothing in the formation or operation of the SPP RSC as a FERC-recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each Member state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

MEMBERSHIP: Membership shall be open to all state regulatory agencies that:

(1) Regulate the retail electricity or distribution rates or approve retail service areas of transmission-owning members or transmission-using members of the SPP, as defined in the SPP Bylaws, §1; or

(2) Are the primary state regulatory agency responsible for siting electric transmission facilities in states where there are transmission-owning members of the SPP or independent transmission companies that own or operate transmission facilities associated with the SPP.

Commented [A1]: This amendment requires a unanimous vote of the RSC Board.

Commented [A2]: The SPP Bylaws use “regulatory agency” or “state regulatory commission.”

Commented [A3]: Transmission Owning Member as per SPP Bylaws
A Member that has placed more than 500 miles of non-radial facilities operated at or above 60 kV under the independent administration of SPP for the provision of regional transmission service as set forth in the Membership Agreement.

Commented [A4]: As discussed 09.15.2017.
ARTICLE III – ANNUAL MEETING

The Annual Meeting of the SPP RSC (“Annual Meeting”) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the RSC Board. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member of the SPP RSC not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, each Member state regulatory agency may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the RSC Board as provided for in these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the RSC Board, except as may be otherwise provided for in these Bylaws and/or the SPP RSC Articles of Incorporation.

2. COMPOSITION: Each Member state regulatory agency, as defined in Article II.1 of these Bylaws, may designate one Commissioner to serve on the RSC Board. In the case of Member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the RSC Board by another representative from his or her state regulatory agency. A Member state regulatory agency may replace its Director by notifying the Secretary of the RSC Board by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the RSC Board.

3. RESPONSIBILITIES: The RSC Board shall elect the Officers of the SPP RSC and at least one At-Large Member to serve on the Executive Committee and determine the general policies and direction of the SPP RSC. The RSC Board may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the RSC Board shall be held at such time and place as may be determined by the RSC Board, except that the RSC Board shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member of the Board.
the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS: The President may call a special meeting(s) of the RSC Board. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the Member state regulatory agencies is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the RSC Board, but if less than such majority is present at a meeting, a majority of the Directors that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A Member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the RSC Board by notifying the Secretary of the RSC Board as provided for in these Bylaws.

7. PROXY: A request of a Member state regulatory agency for recognition by the RSC Board of a proxy to participate in a meeting of the RSC Board must be received by the Secretary of the RSC Board at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable RSC Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the RSC Board and identify the date of the meeting of the RSC Board for which the proxy is authorized and identify by name, and position at the Member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the RSC Board must receive a new request for recognition of a proxy for each meeting of the RSC Board at which the proxy will be sought to be recognized. The RSC Board will not recognize, for more than one meeting at a time, a proxy request by a Member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES: Each Director present (either in person, by authorized telephonic or electronic means, or by representation of the Member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the RSC Board, voting rights shall be divided equally among the Directors from that state present and voting (equating to one total vote per state). All votes of the RSC Board shall be recorded by the Secretary and shall become part of the official record of the RSC Board.
(a) ELECTIONS: Elections for Officers of the RSC Board and At-Large Member(s) of the Executive Committee shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.

(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.

(c) BUSINESS MATTERS: All other business matters, including administrative and procedural matters, shall be determined by a majority of the Directors present and voting, unless otherwise provided by the laws of Arkansas or these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic mail vote on non-policy, administrative and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters that have been presented, moved, seconded, and discussed during a prior open RSC Board meeting.

10. POSITIONS ON POLICY ISSUES: The RSC Board will give direction to formation of issue statements, which will then be referred to Member state regulatory agencies. A position approved by a majority of the RSC Board may be issued as the SPP RSC’s position with identification of the participating and non-participating Member state regulatory agencies. Individual Member state regulatory agencies retain all rights to object to, support, or otherwise comment on, issue statements of the SPP RSC, including the attachment of a minority report or dissenting opinion, provided it is submitted in a timely manner. The RSC Board may authorize intervention in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC’s positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual Member state regulatory agency shall also retain all rights to intervene, protest, and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

ARTICLE V – OFFICERS

1. NUMBER AND TITLE: The Officers of the RSC Board shall be the President, Vice-President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-President, Secretary, and Treasurer shall be elected by the RSC Board for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The RSC Board may fill a vacancy among the Officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election.

3. GEOGRAPHIC BALANCE: The Officers elected shall be SPP RSC Directors from
different states.

4. DUTIES: The duties of the Officers shall be as follows:

(a) The PRESIDENT shall be the principal Officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the RSC Board. The President shall be responsible for seeing that the lines of direction given by the RSC Board are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the Member state regulatory agencies. The President shall have such other powers and perform such other duties as may be assigned by the RSC Board, including but not limited to: serving as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors; performing or delegating presentations/speeches on behalf of the SPP RSC; designating Member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC; assigning Member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC; and requesting technical support from SPP staff as necessary. The President (or other Officer serving as the RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her Member state regulatory agency.

(b) The VICE-PRESIDENT, in the temporary absence or disability of the President, shall preside at meetings of the RSC Board and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the RSC Board.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the RSC Board are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the RSC Board.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for ensuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the RSC Board, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC’s finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the RSC Board, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other
duties as may be assigned by the President or RSC Board.

5. REMOVAL: An Officer of the RSC Board may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board.

ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION

Member state regulatory agency staff members may participate at the discretion of their respective Member state regulatory agencies, including but not limited to: attendance at RSC Board and SPP Board of Directors meetings in support of or in lieu of Member state regulatory agency commissioners; attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC Members); active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC Member state regulatory agencies; and attending and actively participating in assigned RSC Board committees and work-groups created by the RSC Board (including providing summaries of meetings and reporting to the SPP RSC Members). Member state regulatory agency staff members must clearly indicate whether they are representing the RSC Board or solely their Member state regulatory agency.

ARTICLE VII – COMMITTEES

1. ESTABLISHED: The RSC Board may establish RSC Board committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: Unless otherwise provided in these Bylaws, the President shall appoint members of the RSC Board committees. Unless otherwise provided by the RSC Board, a committee may elect its chair. Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

3. NOMINATING COMMITTEE:

   (a) COMPOSITION: The Nominating Committee shall consist of three Directors of the RSC Board.

   (b) METHOD OF ELECTION, TERM, VACANCIES: Members of the Nominating Committee shall be elected by the RSC Board annually each July. Terms of office shall begin at the close of the July meeting at which elections are held and shall expire at the close of the following Annual Meeting. The President shall have the power to fill vacancies in the Nominating Committee.

   (c) RESPONSIBILITIES: At the Annual Meeting, the Nominating Committee shall present to the RSC Board a single slate of nominations for Officers of the RSC Board. Any Director may make additional nominations from the floor at the
Annual Meeting.

4. **EXECUTIVE COMMITTEE**:

(a) **COMPOSITION:** The Executive Committee shall be a standing committee consisting of the Officers of the RSC Board, the immediate past-President of the RSC Board, and at least one At-Large Member. The membership of the Executive Committee shall be limited to fewer than a majority of the entire RSC Board entitled to vote.

(b) **METHOD OF ELECTION, TERM:** The Executive Committee shall be elected by the RSC Board at each Annual Meeting for a term of one year, or until their successors are elected. The Executive Committee begins its responsibilities on the first day of January following the Annual Meeting at which elections are held.

(c) **RESPONSIBILITIES:** In the interim between RSC Board meetings, the Executive Committee shall have, and may exercise, the administrative and procedural powers of the RSC Board and only the fiscal responsibilities delegated as provided in Article IX of these Bylaws. The Executive Committee shall not take any action that is contrary to, or a substantial departure from, the policy direction established by the RSC Board or that represents a major change in the affairs, business or policy of the RSC Board. If the RSC Board operates with an Executive Director, the Executive Committee shall work with the Executive Director between RSC Board meetings to provide guidance. The Executive Committee shall meet as needed in person, by telephone, or by electronic means. Such meetings shall be called by the President as chair of the Executive Committee. The Executive Committee shall report on its actions to the RSC Board at the next regular or special meeting of the RSC Board. Notice, quorum, and filling of vacancies shall be consistent with these Bylaws.

**ARTICLE VIII – MEMBERS NOT BOUND**

No vote of, or resolution passed by, the RSC Board has any binding effect upon any Member state regulatory agency in the exercise of that entity’s powers.

**ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF DIRECTORS**

1. **FISCAL YEAR:** The RSC Board shall establish the fiscal year of the SPP RSC.

2. **FUNDING:** Any funds shall be accepted or collected only as authorized by the RSC Board.
3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses incurred by SPP RSC Members and their designees, including Member state regulatory agency staff members, the SPP RTO may act as agent for the RSC Board and make payment of such expenses in accordance with the RSC Board’s then-current Expense Reimbursement Policy. Such expenses shall be paid from the RSC Board’s approved budget. For items of non-routine and more financially significant nature, such as an RSC-commissioned cost-benefit study or a large conference or event, the RSC Board may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the RSC Board.

5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the RSC Board.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the RSC Board in accordance with the Articles of Incorporation and the laws of Arkansas.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the RSC Board in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the RSC Board.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the RSC Board.

9. AUDITS: A certified public accountant or other independent public accountant shall be retained by the RSC Board to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the RSC Board and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the RSC Board or the Executive Committee, if so authorized by resolution of the RSC Board, to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the RSC Board executes, such as leases, contracts, property purchases, or sales; (c) intervene, protest, and/or comment on federal regulatory proceedings and/or related judicial proceedings; or (d) for any other matters as determined necessary by the RSC Board – including those matters that are deemed to be administrative in nature.

11. PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the RSC Board or as otherwise required by law.
12. INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the RSC Board or any committee of the RSC Board appointed for such purpose.

ARTICLE X - PARLIAMENTARY AUTHORITY

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert’s Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the RSC Board and all committees, subject to the laws of Arkansas, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the RSC Board.

ARTICLE XI - OPEN MEETINGS

The Annual Meeting and all meetings of the RSC Board and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues, (including meetings of the Nominating Committee), educational sessions/retreats, and the state commission forum (established in the new member process document as adopted by the SPP Board of Directors on July 28, 2015) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the RSC Board and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) Official governmental agencies that are involved with energy planning and/or environmental issues or are involved with consumer advocacy, as well as the public, may attend all open meetings of the SPP RSC.

(d) The RSC Board may provide for participation by telephone or electronic means.

ARTICLE XII- AMENDMENTS

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the RSC Board, provided that the proposed amendment(s) have been included in the notice of the meeting in which such changes were to be considered.
Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire RSC Board.

ARTICLE XIII- EXECUTIVE DIRECTOR

1. EMPLOYMENT: The RSC Board may select an Executive Director. When an Executive Director is hired, the RSC Board shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director’s employment may be terminated by a majority vote of the RSC Board.

2. RESPONSIBILITIES: If deemed necessary and appropriate, when an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the RSC Board. The Executive Director shall be responsible for providing advice and assistance to the RSC Board, the President and other Officers, the Executive Committee, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the RSC Board. The Executive Director shall be an ex officio non-voting member of the RSC Board and the Executive Committee.
Southwest Power Pool
REGIONAL STATE COMMITTEE
BYLAWS

July 24, 2017
(as further edited September 15, 2017)

Revised 09.15.17
ARTICLE I

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee (“SPP RSC”). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors (“RSC Board”) shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the RSC Board may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. (“SPP”) and SPP’s Board of Directors, committees, working groups and task forces, including any independent transmission system operator (“ISO”) or regional transmission organization (“RTO”) formed by the SPP. As specified in the SPP Bylaws, §7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights (“FTR”) allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers’ existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

3. Nothing in the formation or operation of the SPP RSC as a FERC-recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each Member state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

MEMBERSHIP: Membership shall be open to all state regulatory agencies that:

(1) Regulate the retail electricity or distribution rates or approve retail service areas of transmission-owning members or transmission-using members of the SPP, as defined in the SPP Bylaws, §1; or

(2) Are the primary state regulatory agency responsible for siting electric transmission facilities in states where there are transmission-owning members of the SPP or independent transmission companies that own or operate transmission facilities associated with the SPP.

Commented [A1]: This amendment requires a unanimous vote of the RSC Board.

Commented [A2]: The SPP Bylaws use “regulatory agency” or “state regulatory commission.”

Commented [A3]: Transmission Owning Member as per SPP Bylaws
A Member that has placed more than 500 miles of non-radial facilities operated at or above 60 kV under the independent administration of SPP for the provision of regional transmission service as set forth in the Membership Agreement.

Commented [A4]: As discussed 09.15.2017.
ARTICLE III – ANNUAL MEETING

The Annual Meeting of the SPP RSC ("Annual Meeting") shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the RSC Board. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member of the SPP RSC not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, each Member state regulatory agency may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the RSC Board as provided for in these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the RSC Board, except as may be otherwise provided for in these Bylaws and/or the SPP RSC Articles of Incorporation.

2. COMPOSITION: Each Member state regulatory agency, as defined in Article II.1 of these Bylaws, may designate one Commissioner to serve on the RSC Board. In the case of Member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the RSC Board by another representative from his or her state regulatory agency. A Member state regulatory agency may replace its Director by notifying the Secretary of the RSC Board by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the RSC Board.

3. RESPONSIBILITIES: The RSC Board shall elect the Officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The RSC Board may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the RSC Board shall be held at such time and place as may be determined by the RSC Board, except that the RSC Board shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member of the SPP RSC in accordance with Article XI.
5. SPECIAL MEETINGS: The President may call a special meeting(s) of the RSC Board. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the Member state regulatory agencies is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the RSC Board, but if less than such majority is present at a meeting, a majority of the Directors that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A Member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the RSC Board by notifying the Secretary of the RSC Board as provided for in these Bylaws.

7. PROXY: A request of a Member state regulatory agency for recognition by the RSC Board of a proxy to participate in a meeting of the RSC Board must be received by the Secretary of the RSC Board at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable RSC Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the RSC Board and identify the date of the meeting of the RSC Board for which the proxy is authorized and identify by name, and position at the Member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the RSC Board must receive a new request for recognition of a proxy for each meeting of the RSC Board at which the proxy will be sought to be recognized. The RSC Board will not recognize, for more than one meeting at a time, a proxy request by a Member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES: Each Director present (either in person, by authorized telephonic or electronic means, or by representation of the Member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the RSC Board, voting rights shall be divided equally among the Directors from that state present and voting (equating to one total vote per state). All votes of the RSC Board shall be recorded by the Secretary and shall become part of the official record of the RSC Board.

(a) ELECTIONS: Elections for Officers of the RSC Board shall be by ballot in
contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.

(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.
(c) BUSINESS MATTERS: All other business matters, including administrative and procedural matters, shall be determined by a majority of the Directors present and voting, unless otherwise provided by the laws of Arkansas or these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic mail vote on non-policy, administrative and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters that have been presented, moved, seconded, and discussed during a prior open RSC Board meeting.

10. POSITIONS ON POLICY ISSUES: The RSC Board will give direction to formation of issue statements, which will then be referred to Member state regulatory agencies. A position approved by a majority of the RSC Board may be issued as the SPP RSC’s position with identification of the participating and non-participating Member state regulatory agencies. Individual Member state regulatory agencies retain all rights to object to, support, or otherwise comment on, issue statements of the SPP RSC, including the attachment of a minority report or dissenting opinion, provided it is submitted in a timely manner. The RSC Board may authorize intervention in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC’s positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual Member state regulatory agency shall also retain all rights to intervene, protest, and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

ARTICLE V – OFFICERS

1. NUMBER AND TITLE: The Officers of the RSC Board shall be the President, Vice-President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-President, Secretary, and Treasurer shall be elected by the RSC Board for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The RSC Board may fill a vacancy among the Officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election.

3. GEOGRAPHIC BALANCE: The Officers elected shall be SPP RSC Directors from different states.
4. DUTIES: The duties of the Officers shall be as follows:

(a) The PRESIDENT shall be the principal Officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the RSC Board. The President shall be responsible for seeing that the lines of direction given by the RSC Board are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the Member state regulatory agencies. The President shall have such other powers and perform such other duties as may be assigned by the RSC Board, including but not limited to: serving as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors; performing or delegating presentations/speeches on behalf of the SPP RSC; designating Member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC; assigning Member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC; and requesting technical support from SPP staff as necessary. The President (or other Officer serving as the RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her Member state regulatory agency.

(b) The VICE-PRESIDENT, in the temporary absence or disability of the President, shall preside at meetings of the RSC Board and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the RSC Board.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the RSC Board are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall perform such other duties as may be assigned by the President or the RSC Board.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for ensuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the RSC Board, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC’s finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the RSC Board, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or RSC Board.
5. REMOVAL: An Officer of the RSC Board may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board.

ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION

Member state regulatory agency staff members may participate at the discretion of their respective Member state regulatory agencies, including but not limited to: attendance at RSC Board and SPP Board of Directors meetings in support of or in lieu of Member state regulatory agency commissioners; attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC Members); active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC Member state regulatory agencies; and attending and actively participating in assigned RSC Board committees and work-groups created by the RSC Board (including providing summaries of meetings and reporting to the SPP RSC Members). Member state regulatory agency staff members must clearly indicate whether they are representing the RSC Board or solely their Member state regulatory agency.

ARTICLE VII – COMMITTEES

1. ESTABLISHED: The RSC Board may establish RSC Board committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: Unless otherwise provided in these Bylaws, the President shall appoint members of the RSC Board committees. Unless otherwise provided by the RSC Board, a committee may elect its chair. Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

3. NOMINATING COMMITTEE:

   (a) COMPOSITION: The Nominating Committee shall consist of three Directors of the RSC Board.

   (b) METHOD OF ELECTION, TERM, VACANCIES: Members of the Nominating Committee shall be elected by the RSC Board annually each July. Terms of office shall begin at the close of the July meeting at which elections are held and shall expire at the close of the following Annual Meeting. The President shall have the power to fill vacancies in the Nominating Committee.

   (c) RESPONSIBILITIES: At the Annual Meeting, the Nominating Committee shall present to the RSC Board a single slate of nominations for Officers of the RSC Board. Any Director may make additional nominations from the floor at the Annual Meeting.
ARTICLE VIII – MEMBERS NOT BOUND

No vote of, or resolution passed by, the RSC Board has any binding effect upon any Member state regulatory agency in the exercise of that entity's powers.

Commented [A12]: These amendments require a unanimous vote of the RSC Board.

ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF DIRECTORS

1. FISCAL YEAR: The RSC Board shall establish the fiscal year of the SPP RSC.

2. FUNDING: Any funds shall be accepted or collected only as authorized by the RSC Board.

3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses incurred by SPP RSC Members and their designees, including Member state regulatory agency staff members, the SPP RTO may act as agent for the RSC Board and make payment of such expenses in accordance with the RSC Board’s then-current Expense Reimbursement Policy. Such expenses shall be paid from the RSC Board’s approved budget. For items of non-routine and more financially significant nature, such as an RSC-commissioned cost-benefit study or a large conference or event, the RSC Board may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the RSC Board.

5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the RSC Board.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the RSC Board in accordance with the Articles of Incorporation and the laws of Arkansas.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the RSC Board in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the RSC Board.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the RSC Board.

9. AUDITS: A certified public accountant or other independent public accountant shall
be retained by the RSC Board to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the RSC Board and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the RSC Board to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the RSC Board executes, such as leases, contracts, property purchases, or sales; (c) intervene, protest, and/or comment on federal regulatory proceedings and/or related judicial proceedings; or (d) for any other matters as determined necessary by the RSC Board – including those matters that are deemed to be administrative in nature.

11. PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the RSC Board or as otherwise required by law.

12. INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the RSC Board or any committee of the RSC Board appointed for such purpose.

ARTICLE X - PARLIAMENTARY AUTHORITY

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert’s Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the RSC Board and all committees, subject to the laws of Arkansas, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the RSC Board.

ARTICLE XI - OPEN MEETINGS

The Annual Meeting and all meetings of the RSC Board and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues, (including meetings of the Nominating Committee), educational sessions/retreats, and the state commission forum (established in the new member process document as adopted by the SPP Board of Directors on July 28, 2015) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the RSC Board and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.
(c) Official governmental agencies that are involved with energy planning and/or environmental issues or are involved with consumer advocacy, as well as the public, may attend all open meetings of the SPP RSC.

(d) The RSC Board may provide for participation by telephone or electronic means.

ARTICLE XII- AMENDMENTS

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the RSC Board, provided that the proposed amendment(s) have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire RSC Board.

ARTICLE XIII- EXECUTIVE DIRECTOR

1. EMPLOYMENT: The RSC Board may select an Executive Director. When an Executive Director is hired, the RSC Board shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority vote of the RSC Board.

2. RESPONSIBILITIES: If deemed necessary and appropriate, when an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the RSC Board. The Executive Director shall be responsible for providing advice and assistance to the RSC Board, the President and other Officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the RSC Board. The Executive Director shall be an ex officio non-voting member of the RSC Board.
Southwest Power Pool
REGIONAL STATE COMMITTEE
BYLAWS

July 24, 2017
(as further edited September 15, 2017)

Deleted: April 28, 2014

Revised 09.15.17
ARTICLE I

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee (“SPP RSC”). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors (“RSC Board”) shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the RSC Board may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. (“SPP”) and SPP’s Board of Directors, committees, working groups and task forces, including any independent transmission system operator (“ISO”) or regional transmission organization (“RTO”) formed by the SPP. As specified in the SPP Bylaws, §7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights (“FTR”) allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers’ existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

3. Nothing in the formation or operation of the SPP RSC as a FERC-recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each Member state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

MEMBERSHIP: Membership shall be open to all state regulatory agencies that:

(1) Regulate the retail electricity or distribution rates or approve retail service areas of transmission-owning members or transmission-using members of the SPP, as defined in the SPP Bylaws, §1; or

(2) Are the primary state regulatory agency responsible for siting electric transmission facilities in states where there are transmission-owning members of the SPP or independent transmission companies that own or operate transmission facilities associated with the SPP.

1. ASSOCIATE MEMBERSHIP

Associate membership shall be open to all official governmental agencies that:

(a) Are involved with energy planning, and/or environmental issues that relate to electric transmission; or

(b) Are involved with consumer advocacy issues that relate to electric transmission; or
ARTICLE III – ANNUAL MEETING

The Annual Meeting of the SPP RSC (“Annual Meeting”) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the RSC Board. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member of the SPP RSC not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, each Member state regulatory agency may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the RSC Board as provided for in these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the RSC Board, except as may be otherwise provided for in these Bylaws and/or the SPP RSC Articles of Incorporation.

2. COMPOSITION: Each Member state regulatory agency, as defined in Article II.1 of these Bylaws, may designate one Commissioner to serve on the RSC Board, in the case of Member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the RSC Board by another representative from his or her state regulatory agency. A Member state regulatory agency may replace its Director by notifying the Secretary of the RSC Board by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the RSC Board.

3. RESPONSIBILITIES: The RSC Board shall elect the Officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The RSC Board may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the RSC Board shall be held at such time and place as may be determined by the RSC Board, except that the RSC Board shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member of the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS: The President may call a special meeting(s) of the RSC
5

Board. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the Member state regulatory agencies is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the RSC Board, but if less than such majority is present at a meeting, a majority of the Directors that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A Member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the RSC Board by notifying the Secretary of the RSC Board as provided for in these Bylaws.

7. PROXY: A request of a Member state regulatory agency for recognition by the RSC Board of a proxy to participate in a meeting of the RSC Board must be received by the Secretary of the RSC Board at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable RSC Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the RSC Board and identify the date of the meeting of the RSC Board for which the proxy is authorized and identify by name, position at the Member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the RSC Board must receive a new request for recognition of a proxy for each meeting of the RSC Board at which the proxy will be sought to be recognized. The RSC Board will not recognize, for more than one meeting at a time, a proxy request by a Member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES: Each Director present (either in person, by authorized telephonic or electronic means, or by representation of the Member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the RSC Board, voting rights shall be divided equally among the Directors from that state present and voting (equating to one total vote per state). All votes of the RSC Board shall be recorded by the Secretary and shall become part of the official record of the RSC Board.

(a) ELECTIONS: Elections for Officers of the RSC Board shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.
(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.

(c) BUSINESS MATTERS: All other business matters, including administrative and procedural matters, shall be determined by a majority of the Directors present and voting, unless otherwise provided by the laws of Arkansas or these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic mail vote on non-policy, administrative and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters that have been presented, moved, seconded, and discussed during a prior open RSC Board meeting.

10. POSITIONS ON POLICY ISSUES: The RSC Board will give direction to formation of issue statements, which will then be referred to Member state regulatory agencies. A position approved by a majority of the RSC Board may be issued as the SPP RSC’s position with identification of the participating and non-participating Member state regulatory agencies. Individual Member state regulatory agencies retain all rights to object to, support, or otherwise comment on, issue statements of the SPP RSC, including the attachment of a minority report or dissenting opinion, provided it is submitted in a timely manner. The RSC Board may authorize intervention in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC’s positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual Member state regulatory agency shall also retain all rights to intervene, protest, and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

ARTICLE V – OFFICERS

1. NUMBER AND TITLE: The Officers of the RSC Board shall be the President, Vice-President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-President, Secretary, and Treasurer shall be elected by the RSC Board for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The RSC Board may fill a vacancy among the Officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election.

3. GEOGRAPHIC BALANCE: The Officers elected shall be SPP RSC Directors from different states.

4. DUTIES: The duties of the Officers shall be as follows:
(a) The PRESIDENT shall be the principal Officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the RSC Board. The President shall be responsible for seeing that the lines of direction given by the RSC Board are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the Member state regulatory agencies. The President shall have such other powers and perform such other duties as may be assigned by the RSC Board, including but not limited to: serving as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors; performing or delegating presentations/speeches on behalf of the SPP RSC, designating Member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC; assigning Member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC; and requesting technical support from SPP staff as necessary. The President (or other Officer serving as the RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her Member state regulatory agency.

(b) The VICE-PRESIDENT, in the temporary absence or disability of the President, shall preside at meetings of the RSC Board and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC’s non-voting representative at the meetings of the SPP’s Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the RSC Board.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the RSC Board are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the RSC Board.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for ensuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the RSC Board, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC’s finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the RSC Board, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or RSC Board.

5. REMOVAL: An Officer of the RSC Board may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board.
ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION

Member state regulatory agency staff members may participate at the discretion of their respective Member state regulatory agencies, including but not limited to: attendance at RSC Board and SPP Board of Directors meetings in support of or in lieu of Member state regulatory agency commissioners; attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC Members); active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC Member state regulatory agencies; and attending and actively participating in assigned RSC Board committees and work-groups created by the RSC Board (including providing summaries of meetings and reporting to the SPP RSC Members). Member state regulatory agency staff members must clearly indicate whether they are representing the RSC Board or solely their Member state regulatory agency.

ARTICLE VII – COMMITTEES

1. ESTABLISHED: The RSC Board may establish RSC Board committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: Unless otherwise provided in these Bylaws, the President shall appoint members of the RSC Board committees. Unless otherwise provided by the RSC Board, a committee may elect its chair. Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

ARTICLE VIII – MEMBERS NOT BOUND

No vote of, or resolution passed by, the RSC Board, has any binding effect upon any Member state regulatory agency, in the exercise of that entity’s powers.

ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF DIRECTORS

1. FISCAL YEAR: The RSC Board shall establish the fiscal year of the SPP RSC.

2. FUNDING: Any funds shall be accepted or collected only as authorized by the RSC Board.

3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses.
incurred by SPP RSC Members and their designees, including Member state regulatory agency staff members, the SPP RTO may act as agent for the RSC Board and make payment of such expenses in accordance with the RSC Board's then-current Expense Reimbursement Policy. Such expenses shall be paid from the RSC Board's approved budget. For items of non-routine and more financially significant nature, such as an RSC-commissioned cost-benefit study or a large conference or event, the RSC Board may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the RSC Board.

5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the RSC Board.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the RSC Board in accordance with the Articles of Incorporation and the laws of Arkansas.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the RSC Board in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the RSC Board.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the RSC Board.

9. AUDITS: A certified public accountant or other independent public accountant shall be retained by the RSC Board to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the RSC Board and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the RSC Board to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the RSC Board executes, such as leases, contracts, property purchases, or sales; (c) intervene, protest, and/or comment on federal regulatory proceedings and/or related judicial proceedings; or (d) for any other matters as determined necessary by the RSC Board including those matters that are deemed to be administrative in nature.

11. PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the RSC Board or as otherwise required by law.

12. INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the RSC Board or any committee of the RSC Board appointed for such purpose.

ARTICLE X - PARLIAMENTARY AUTHORITY
All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert’s Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the RSC Board and all committees, subject to the laws of Arkansas, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the RSC Board.

ARTICLE XI - OPEN MEETINGS

The Annual Meeting and all meetings of the RSC Board and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues, educational sessions/retreats, and the state commission forum (established in the new member process document as adopted by the SPP Board of Directors on July 28, 2015) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the RSC Board and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) Official governmental agencies that are involved with energy planning and/or environmental issues or are involved with consumer advocacy, as well as the public, may attend all open meetings of the SPP RSC.

(d) The RSC Board may provide for participation by telephone or electronic means.

ARTICLE XII - AMENDMENTS

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the RSC Board provided that the proposed amendment(s) have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire RSC Board.

ARTICLE XIII - EXECUTIVE DIRECTOR

1. EMPLOYMENT: The RSC Board may select an Executive Director. When an Executive Director is hired, the RSC Board shall determine the terms and conditions of
the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority vote of the RSC Board.

2. RESPONSIBILITIES: If deemed necessary and appropriate, when an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the RSC Board. The Executive Director shall be responsible for providing advice and assistance to the RSC Board, the President and other Officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the RSC Board. The Executive Director shall be an ex officio non-voting member of the RSC Board.
CAWG Update for October 2017
RSC Meeting

Adam McKinnie
RSC Meeting
July 24, 2017
Goal of Presentation

- Discuss CAWG activities since last RSC meeting
  - August 8, 2017 CAWG call
  - September 7, 2017 CAWG call
  - October 3, 2017 CAWG call
- Discuss CAWG recommendations on RSC voting items
- List any Revision Requests reviewed by CAWG under a CAWG consent agenda
- Discuss ongoing and expected future CAWG issues
August CAWG Call Topics

- Derated Facilities Discussion
- Interregional Planning
  - SPP and MISO; & SPP and AECI
- Market Working Group work on Auction Revenue Rights / Transmission Congestion Rights (ARR/TCRs) and related transmission planning issues
- Z2 Task Force discussion
September CAWG Call Topics

• Derated Facilities Discussion

• Aggregate Study Safe Harbor Waiver Criteria Discussion
  – What and How SPP reports annually to FERC

• Interregional Planning
  – SPP and MISO; & SPP and AECI

• Supply Adequacy Working Group (SAWG) update, options on how to measure peak load
October CAWG call topics

• SAWG Update – RR187
• Derated Facilities Discussion – motion was voted out
• CAWG has completed its initial review of the derated facilities review with regard to cost allocation. At this time, CAWG recommends the RSC take no action on this matter.
October CAWG Call Topics

• Aggregate Study Safe Harbor Waiver Criteria Discussion – discussed a timeline from CAWG’s limited annual review

• Transmission projects driven by wind
  – Meena Thomas is providing an update on this in the next few slides
2019 ITP Futures Development

• Renewable resource expansion plan
  – Wind & Solar
• Prior planning studies have underestimated wind expansion
• PTCs/ITCs drive expansion expected in near-term
• SPP GI queue is renewable heavy: 43.4 GW analyzed to date
• By 2018– approximately 18 GW installed
2019 ITP Futures Development

• ESWG recommended two futures:
  – Reference Case
  – Emerging Technologies

• Wind expansion considerations:
  – Traditional PPAs with LSEs
  – Non traditional PPAs with non-LSEs
  – AEPW and Xcel-SPS announcements

• CAWG concerns about significantly high wind assumptions that could result in rate payer funded transmission build for exports
## Renewable Capacity

<table>
<thead>
<tr>
<th>Renewable Capacity - Wind (GW)</th>
<th>Reference Case Year 2</th>
<th>Year 5</th>
<th>Year 10</th>
<th>Emerging Technologies Year 5</th>
<th>Year 10</th>
</tr>
</thead>
<tbody>
<tr>
<td>Option 1</td>
<td>23.8</td>
<td>26</td>
<td>31</td>
<td>35</td>
<td>43</td>
</tr>
<tr>
<td>Option 2</td>
<td>24</td>
<td>25</td>
<td>26</td>
<td>28</td>
<td>33</td>
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<td>Option 3</td>
<td>20.5</td>
<td>21</td>
<td>22</td>
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<td>25</td>
</tr>
<tr>
<td>Option 4</td>
<td>18</td>
<td>18</td>
<td>18</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Option 5 - SPP (ESWG Recommended)</td>
<td>~18+</td>
<td>25</td>
<td>26</td>
<td>29</td>
<td>32</td>
</tr>
</tbody>
</table>

## Renewable Capacity - Solar (GW)

| Solar - Low                   | .25+                  | 2      | 4       | 3                            | 6       |
| Solar - Med (ESWG Recommended) | ~.25+                | 3      | 5       | 4                            | 7       |
| Solar - High                  | .25+                  | 4      | 5       | 6                            | 12      |
| NREL - Solar                  | .25+                  | 2      | 5       | 3                            | 6       |
Revision Requests approved through the CAWG consent agenda

• RR244 – Z2 Task Force Recommendations
  – Was on October CAWG Consent Agenda
Expected future issues

• FERC, in Docket No. ER17-2256, issued an order rejecting the cost allocation for the Morgan and Brookline projects from the SPP-AECI interregional study.
  – The RSC had previously approved the 100% highway funding for regional recovery of the cost of non Order 1000 interregional projects

• Mountain West

• Cost allocation for projects related to wind generation
Upcoming CAWG Meetings

• November 14, 2017 CAWG Call
• December 5, 2017 CAWG meeting
• January 4, 2017 CAWG meeting
Potential RSC voting item – Derated Facilities

• After many months of review, CAWG has completed its initial review of the issue of derated facilities. CAWG passed the following motion at its October meeting:

• **CAWG has completed its initial review of the derated facilities review with regard to cost allocation. At this time, CAWG recommends the RSC take no action on this matter.**
Potential RSC voting item – Derated Facilities

• The RSC could choose to accept CAWG’s recommendation with or without a motion.

• We appreciated the interest of stakeholders on this matter and appreciated the assistance of the Transmission Working Group and SPP Staff
Integrated Marketplace Update

Bruce Rew, PE
Vice President, Operations
SPP Integrated Marketplace Update

• Marketplace Highlights Over Last 12 Months
• Marketplace Statistical Information
• Solar Eclipse Event
• Marketplace Wind Highlights and Records
• Enhancements implemented and under development
Marketplace Over Last 12 Months

- 197 Market Participants
  - 130 financial only and 67 asset owning
  - One less MP over the last quarter (financial only entity)

- SPP BA has successfully maintained NERC control performance standards (BAAL & CPS)

- High System availability
  - Day-Ahead Market has been delayed once from posting in the last 12 months
  - Real-Time Balancing Market has successfully solved 99.87% of all intervals
Dispatch by Fuel Type

Real-Time

Generation (TWh)

- Jul 16
- Aug 16
- Sep 16
- Oct 16
- Nov 16
- Dec 16
- Jan 17
- Feb 17
- Mar 17
- Apr 17
- May 17
- Jun 17
- Jul 17
- Aug 17
- Sep 17

- Other
- Gas, simple cycle
- Gas, combined cycle
- Coal
- Hydro
- Renewable
- Wind
- Nuclear
Fuel on the Margin in Real-Time

% Intervals on Margin

- Other
- Gas, simple cycle
- Gas, combined cycle
- Coal
- Wind

July 16 to September 17
Real-Time versus Day-Ahead Pricing

![Graph showing the comparison between real-time and day-ahead pricing for LMP ($/MWh) and Gas Cost ($/MMBtu) from July 16 to September 17. The graph includes three lines: Day-ahead price (gray), Real-time price (red), and Gas cost (blue). The y-axis ranges from $10 to $40, and the x-axis shows the months from July 16 to September 17.](image)
Solar Eclipse – 8/21/2017

• SPP Load Dropped: ~1.2GW

• SPP Wind Dropped: 1.2GW
  • 12:25 (7410MW)
  • 1:30 (6160MW)

• SPP Utility Solar Dropped: 97.6MW
  • 11:37 (142 MW)
  • 12:50 (44 MW) Directly Matched Total Eclipse

• SPP MTLF Error: ~3.8-4.8GW

• SPP STLFW Error: ~700MW
Wind Farms in or near the Path of Totality

- Ainswind
- Grande Prairie
- Broken Bow
- Marshall
- Rock Creek
- Osborn
- Steele Flats
- Flat Water

[Map showing the locations of wind farms in or near the Path of Totality]
Marketplace Operational Highlights

- Total of 16,680 MW of installed and operational wind capacity to date
  - As of October 10th, there is approximately 690 MW of wind registered, but not yet operational

- SPP Load hit summer peak at 50,574 MW on 7/20
  - ~50 MW lower than all-time peak of 50,622 MW set the prior year on 7/21/16
  - Wind output at 5,685 MW during summer peak

- SPP Wind peaked at 13,320 MW on 9/21
  - ~20 MW lower than all-time peak of 13,342 MW set earlier in the year (4/24/17)
  - SPP did average just over 12,000 MW of wind for an entire day this past quarter (9/22/17)
# Wind Output: July – September 2017

<table>
<thead>
<tr>
<th></th>
<th>@ Max Wind Output</th>
<th>@ Min Wind Output</th>
</tr>
</thead>
<tbody>
<tr>
<td>MW Wind</td>
<td>13,320 MW</td>
<td>175 MW</td>
</tr>
<tr>
<td>Time</td>
<td>9/21 @ 22:00</td>
<td>8/2 @ 09:18</td>
</tr>
<tr>
<td>SPP Load</td>
<td>36,200 MW</td>
<td>32,200 MW</td>
</tr>
<tr>
<td>Appx Gen Mix</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Coal</td>
<td>38% (27% Self)</td>
<td>61% (51% Self)</td>
</tr>
<tr>
<td>Wind</td>
<td>35%</td>
<td>1%</td>
</tr>
<tr>
<td>Nat. Gas</td>
<td>18%</td>
<td>26%</td>
</tr>
<tr>
<td>Nuclear</td>
<td>5%</td>
<td>6%</td>
</tr>
<tr>
<td>Hydro</td>
<td>3%</td>
<td>5%</td>
</tr>
</tbody>
</table>
# Wind Penetration: July – September 2017

<table>
<thead>
<tr>
<th></th>
<th>Max Penetration</th>
<th>Min Penetration</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Wind Penetration</strong></td>
<td>49.41% of load</td>
<td>0.5% of load</td>
</tr>
<tr>
<td><strong>Time</strong></td>
<td>9/8 @ 03:05</td>
<td>8/2 @ 09:18</td>
</tr>
<tr>
<td><strong>SPP Load</strong></td>
<td>23,300 MW</td>
<td>32,200 MW</td>
</tr>
<tr>
<td><strong>Wind Output</strong></td>
<td>11,400 MW</td>
<td>175 MW</td>
</tr>
<tr>
<td><strong>Appx Gen Mix</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Coal</td>
<td>35% (29% Self)</td>
<td>61% (51% Self)</td>
</tr>
<tr>
<td>Wind</td>
<td>45%</td>
<td>1%</td>
</tr>
<tr>
<td>Nat. Gas</td>
<td>8%</td>
<td>26%</td>
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<tr>
<td>Nuclear</td>
<td>8%</td>
<td>6%</td>
</tr>
<tr>
<td>Hydro</td>
<td>3%</td>
<td>5%</td>
</tr>
</tbody>
</table>
July – September 2017

Daily Averages

- Average of Wind Output MW
- Average of Wind Penetration

Wind MW

- 55%
- 50%
- 45%
- 40%
- 35%
- 30%
- 25%
- 20%
- 15%
- 10%
- 5%
- 0%
## July – September 2017 Summary

<table>
<thead>
<tr>
<th></th>
<th>Wind Output</th>
<th>Wind Penetration (% of Load)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Max</strong></td>
<td>13,320 MW</td>
<td>9/21 @ 22:00</td>
</tr>
<tr>
<td><strong>Min</strong></td>
<td>175 MW</td>
<td>8/2 @ 09:18</td>
</tr>
<tr>
<td><strong>Q3 Daily Average</strong></td>
<td>5,135 MW</td>
<td></td>
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<tr>
<td><strong>Q2 Daily Average</strong></td>
<td>6,917 MW</td>
<td></td>
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<tr>
<td><strong>All Time Max</strong></td>
<td>13,342 MW</td>
<td>2/9 @ 22:00</td>
</tr>
</tbody>
</table>
Min and Max Percent of Generation Mix Per Fuel Type

YTD 2017
Integrated Marketplace Enhancements

Recently Implemented:

- RR198 - Variable Demand Curve
- RR127 - JOU Combined Option - Aggregate Energy Offer Curve
- RR130 - Commitment Notification Enhancement
- RR188 - Include Instantaneous Load Capacity in DA Market

On The Way:

- RR116 - Quick Start Real-Time Commitment design enhancements
  - Estimated Implementation Q2 2018

Future:

- RR229 - Order No. 831 Compliance (Offer Caps)
  - Estimated Implementation Q2 2019
HELPING OUR MEMBERS WORK TOGETHER TO KEEP THE LIGHTS ON... TODAY AND IN THE FUTURE.
SPP-AECI Joint Projects Update
Background

• SPP and AECI agreed to two joint projects out of the 2016 SPP-AECI Joint and Coordinated System Plan (JCSP)

• Morgan Transformer Project
  • Addition of a new 400 MVA 345/161 kV Transformer at AECI’s Morgan substation and an uprate of the 161 kV line between Morgan and Brookline
  • Wholly on AECI’s Transmission System
  • $13.75M Cost Estimate
    • SPP Responsible for $12.25M (89%)

• Brookline Reactor Project
  • Addition of a 50 MVAR Reactor at City Utilities Brookline 345 kV substation
  • Wholly on SPP’s Transmission System
  • $5M Cost Estimate
    • SPP Responsible for $4.85M (97%)
FERC Filings

• SPP made filings at FERC for the two projects on August 7, 2017
  • Approval of SPP-AECI Joint Projects
  • Cost Sharing between SPP and AECI
  • SPP Regional Cost Allocation of both projects
  • Other Issues Related to the Treatment of the Projects
  • Docket Numbers ER17-2256 & ER17-2257

• Comments received in support of the filing
  • City Utilities, AECI, Missouri PSC, Southwestern Power Administration & South Central MCN

• Comments received in protest of the filing
  • Xcel & Westar
Summary of FERC’s Order

• FERC issued an order rejecting SPP’s filing on October 6, 2017

• The Commission rejected SPP’s proposal for region-wide / load-ratio share funding for SPP’s portion of the costs for the two joint projects
  • “SPP has not shown that the proposed cost allocation for these specific non-Order No. 1000 projects, and the allocation of SPP’s share of the costs of these projects on a region-wide, load-ratio share basis, is roughly commensurate with the projects’ benefits…”

• The order did not preclude SPP from making additional filings to the Commission to support region-wide funding or propose a new cost allocation for the two joint projects
  • “Our rejection of SPP’s proposal in these dockets does not preclude SPP from making a filing with the Commission demonstrating that the Morgan Transformer Project and Brookline Reactor Project provide regional benefits or proposing an alternative allocation of its share of the costs of these transmission projects that is roughly commensurate with the benefits”
Next Steps

- SPP Staff will continue to review and evaluate the Commission’s order
- Develop next steps and discuss with SPP stakeholders at upcoming SSC and CAWG meetings
- Coordinate next steps with AECI and City Utilities
- Goal is to either:
  1. better justify region-wide cost allocation or
  2. try to develop another cost allocation proposal specific to these two projects and make a recommendation to MOPC, BOD, and RSC in January 2018
- Make another filing at the Commission
SPP-MISO CSP and Regional Review Update
2016 SPP-MISO CSP Recap

• Joint Study between SPP and MISO
  • February 2016 – April 2017

• Study resulted in one interregional project being recommended by SPP and MISO to continue to the regional review process

  • Loop one Split Rock to Lawrence 115 kV Circuit into Sioux Falls located in South Dakota
    • 3.65 40-yr B/C Ratio in SPP-MISO Joint Model
    • $6.15M E&C Cost
    • Cost Share MISO – 81.48% SPP – 18.52%
Regional Review Recap

- Process approved by the SSC, TWG, ESWG, and MOPC to review potential Interregional Projects
  - MISO conducts their own separate regional review process

- Purpose to reaffirm potential Interregional Projects benefits to the SPP system using SPP developed assumptions and analyses

- ESWG and SSC are the primary stakeholder groups that directed the regional review and made recommendations to the MOPC

- ESWG developed and approved the 2017 SPP-MISO Regional Review Scope
  - 2017 ITP10 Side Bar Models Future 1 and Future 3
  - Calculate 1-year benefits using the 2025 model year
Regional Review Results

- Evaluated two potential solutions to address the congestion in the area
  - Operating the Sioux Falls – Lawrence 115kV line as open
  - Loop one Split Rock – Lawrence 115 kV ckt into Sioux Falls (I18) benefit to SPP

<table>
<thead>
<tr>
<th>Project</th>
<th>Future</th>
<th>SPP 1-yr Cost</th>
<th>2025 Sidebar Model w/ 2017 ITP10 Portfolio</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>SPP 1-yr Benefit</td>
</tr>
<tr>
<td>I18</td>
<td>F1</td>
<td>$212,010</td>
<td>$3.5M</td>
</tr>
<tr>
<td>I18</td>
<td>F3</td>
<td>$212,010</td>
<td>$0.17M</td>
</tr>
<tr>
<td>Open Line</td>
<td>F1</td>
<td>$0</td>
<td>$3.73M</td>
</tr>
<tr>
<td>Open Line</td>
<td>F3</td>
<td>$0</td>
<td>($-0.24M)</td>
</tr>
</tbody>
</table>
Regional Review Results Cont.

- **Opening Sioux Falls – Lawrence**
  - Does not provide SPP with positive benefit across all sensitivities
  - Potential to create congestion on different constraints in the area

- **Loop One Split Rock – Lawrence 115 kV ckt into Sioux Falls**
  - Fully relieves congestion on the Need across all sensitivities
  - Provides positive benefit to SPP across all sensitivities
  - Potentially provides congestion relief under multiple different contingencies in the area
  - Cost share provides SPP with a robust project for a relatively low cost that is a better long term solution
MISO Regional Review Results

- MISO is not recommending the I-18 interregional project for further consideration

- MISO recommends maintaining status quo and operate the Lawrence – Sioux Falls 115 kV line in the open state

- Due to MISO not approving I-18 it cannot be an approved interregional project
  - SPP-MISO JOA states both SPP and MISO Board or Directors must approve a project for it to be considered an approved Interregional Project
SPP Recommendations

- MOPC Recommendation:
  - The MOPC recommends the report given by the SSC as closure of the 2016 SPP-MISO Coordinated System Plan and Regional Review Process
Resettlement of Attachment Z2
Credits

October 2017 RSC Update
Attachment Z2 Background

- SPP Tariff Attachment Z2 provides a process to compensate (via revenue credits) those Upgrade Sponsors who pay for upgrades that are subsequently used by transmission customers

- Credit amounts occur as early as 2008
  - Complexity of system implementation delayed the invoicing until 2016
  - FERC approved a waiver of the Tariff to permit settlement of the 2008-2016 charges and credits under Attachment Z2
Initial and Revised Settlement

• In November 2016, the historical period (2008-2016) was processed and invoiced.

• A number of updates and corrections to the input data subsequently have been identified.

• A resettlement has been prepared for both the historical period (March 2008-August 2016) and the months subsequent to the historical period.
Resettlement Processes

• In general, the amount that will be charged or credited is the difference between the resettlement and the initial settlement

• For those affected by the payment plan, the historical period amounts owed and received will be adjusted for the remaining installments

• For all companies, the revised settlement for months subsequent to August 2016 will be invoiced on a net basis
Total Credits Receivable in Historical Period

Original Settlement $192.3 Mill.

Revised Settlement $197.1 Mill.

Change 2.5%
Total Credits Receivable in Past 12 Months
Sep. 2016 - Aug. 2017

Original Settlement $ 64.0 Mill.

Revised Settlement (Prelim.) $ 65.1 Mill.

Change 1.8%
Schedule

• Individual company results were posted on October 13
  • Summary information for each company as well as files with detail for individual charges and credits

• The payment plan will continue on the original schedule but with revised amounts
  • 16 quarterly installments remain

• Net amounts (differences between revised settlement and original settlement) and the next installment of the payment plan are to be invoiced on November 3
Questions
RARTF Update

RSC - October 2017

Steve Stoll, Chair
Topics

- Face to Face Meeting (September 8, 2017)
  - AECI/SPP Seams Project (ER17-2256/2257)
  - RCAR Frequency (ER17-2229)
  - RCAR III Options

- Next meeting scheduled for December 8, 2017
AECI/SPP Seams Project

• Brookline and Morgan Transformer Projects
  • SPP made two filings on August 7, 2017
    • ER17-2256 – Cost Allocation for Proposed Transmission Projects
    • ER17-2257 – Agreement between SPP, AECI and CUS
      • Also filed to consolidate the two dockets
  • Requested effective date: October 6, 2017
  • 21 day comment period
    • Comments due: August 29, 2017
    • Missouri PSC filed supporting comments

• On October 6, 2017, FERC issued an order rejecting the proposed Morgan Transformer and Brookline Reactor transmission projects identified pursuant to the joint planning process contained in the Commission-approved Joint Operating Agreement between SPP and Associated Electric Cooperative, Inc.
D. Review of Base Plan Allocation Methodology

1. The Transmission Provider shall review the reasonableness of the regional allocation methodology and factors (X% and Y%) and the zonal allocation methodology at least once every six
three—years in accordance with this Section III.D. The Transmission Provider and/or the Regional State Committee may initiate such review at any time. Any change in the regional allocation methodology and factors or the zonal allocation methodology shall be filed with the Commission.
RCAR Tariff Filing Update

- 2/17/17 – RARTF voted unanimously to recommend the RCAR analysis move to a six year cycle.
- 3/23/17 – RTWG tabled vote on RR-223 pending RSC and MOPC policy decision
- 4/4/17 – CAWG reviewed and took no action on RR-223
- 4/11/17 – MOPC approved policy and language for RR-223
- 4/17/17 – RSC approved policy for RR-223
- 4/18/17 – RTWG approved tariff language for RR-223
- 4/25/17 – BOD approved RR-223
- 8/02/17 – Tariff Language filed at FERC (ER17-2229)
  - Comment period ended 8/23/2017
  - One protest: Sunflower/Mid-Kansas
- 09/29/17 – FERC accepted SPPs revisions for RCAR Frequency with an October 1, 2017 effective date.
RCAR III Options

• Staff presented options to the RARTF to review
  • Status Quo – planning based approach; what was done in RCAR I and RCAR II
  • Operations Approach – an approach that measures the benefits by using actual market models for historical benefits and then forecasting the future benefits based on those same market models.
  • Operations Approach (Historical Only) – similar to option 2 above; except that no future benefits would be forecasted.
  • Hybrid Approach – this methodology would include utilizing the historical operation approach for historical benefits then using the planning based approach to measure future benefit expectations.

• Significant discussion on which project would be included in each option.
RCAR III Options

• Next Steps
  • Staff to provide additional information on creating the operational model process and some initial metrics results to evaluate.
  • Meeting December 8, 2017 Dallas, TX
FOURTH QUARTERLY
PROJECT TRACKING
REPORT 2017

October 2017
EXECUTIVE SUMMARY

SPP actively monitors and supports the progress of transmission expansion projects, emphasizing the importance of maintaining accountability for areas such as regional grid reliability standards, firm transmission commitments, and Tariff cost recovery.

SPP staff solicits quarterly feedback from the project owners to determine the progress of each approved transmission project. This quarterly report charts the progress of all SPP Transmission Expansion Plan (STEP) projects approved by the SPP Board of Directors (Board) or through a FERC filed service agreement under the SPP Open Access Transmission Tariff (OATT).

The reporting period is May 1, 2017 through July 31, 2017. Table 1 provides a summary of all projects in the current Project Tracking Portfolio (PTP), which includes all Network Upgrades in which construction activities are ongoing, or construction has completed but not all the close-out requirements have been fulfilled in accordance with Section 13 of Business Practice 7060. The PTP includes all active Network Upgrades including transmission lines, transformers, substations, and devices.

Table 1 below summarizes the PTP for this quarter. Figures 1 reflects the percentage cost of each upgrade type in the PTP. Figure 2 shows the percentage cost of each project status in the PTP.

<table>
<thead>
<tr>
<th>Upgrade Type</th>
<th>No. of Upgrades</th>
<th>Estimated Cost</th>
<th>Miles of New</th>
<th>Miles of Rebuild</th>
<th>Miles of Voltage Conversion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Economic</td>
<td>23</td>
<td>$72,168,470</td>
<td>1.9</td>
<td>0.0</td>
<td>28.8</td>
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<tr>
<td>High Priority</td>
<td>61</td>
<td>$1,133,752,612</td>
<td>757.7</td>
<td>5.1</td>
<td>0.0</td>
</tr>
<tr>
<td>Regional Reliability</td>
<td>345</td>
<td>$3,192,074,746</td>
<td>1596.2</td>
<td>399.3</td>
<td>457.1</td>
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<tr>
<td>Transmission Service</td>
<td>19</td>
<td>$102,266,895</td>
<td>12.9</td>
<td>15.3</td>
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<tr>
<td>Zonal Reliability</td>
<td>9</td>
<td>$147,436,190</td>
<td>34.7</td>
<td>26.9</td>
<td>0.0</td>
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<tr>
<td><strong>NTC Projects Subtotal</strong></td>
<td><strong>457</strong></td>
<td><strong>$4,647,698,913</strong></td>
<td><strong>2403.4</strong></td>
<td><strong>446.6</strong></td>
<td><strong>485.9</strong></td>
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<tr>
<td>Generation Interconnection</td>
<td>86</td>
<td>$265,966,961</td>
<td>0.0</td>
<td>0.0</td>
<td>0.0</td>
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<tr>
<td>Regional Reliability - Non OATT</td>
<td>1</td>
<td>$7,107,090</td>
<td>0.0</td>
<td>0.0</td>
<td>0.0</td>
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<td>TO - Sponsored</td>
<td>3</td>
<td>$16,719,000</td>
<td>10.7</td>
<td>0.0</td>
<td>0.0</td>
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<tr>
<td><strong>Non-NTC Projects Subtotal</strong></td>
<td><strong>90</strong></td>
<td><strong>$289,793,051</strong></td>
<td><strong>10.7</strong></td>
<td><strong>0.0</strong></td>
<td><strong>0.0</strong></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>547</strong></td>
<td><strong>$4,937,491,964</strong></td>
<td><strong>2414.1</strong></td>
<td><strong>446.6</strong></td>
<td><strong>485.9</strong></td>
</tr>
</tbody>
</table>

Table 1: Q4 2017 Portfolio Summary
Figure 1: Percentage of Project Type on Cost Basis

- Economic: 23%
- Generation Interconnection: 5%
- High Priority: 2%
- Regional Reliability: 1.5%
- Transmission Service: 3%
- Zonal Reliability: 0%

Figure 2: Percentage of Project Status on Cost Basis

- Closed Out: 0%
- Complete: 1%
- On Schedule < 4: 32%
- On Schedule > 4: 28%
- Delay - Mitigation: 1%
- Suspended: 1%
- NTC - Commitment Window: 1%
- Re-evaluation: 1%
In adherence to the OATT and Business Practice 7060, SPP issues Notifications to Construct (NTCs) to Designated Transmission Owners (DTOs) to begin work on Network Upgrades that have been approved or endorsed by the SPP Board to meet the construction needs of the STEP, OATT, or Regional Transmission Organization (RTO).

Figure 3 reflects project status within each source study, and Table 2 provides the supporting data. Figure 4 shows the amount of estimated cost by in-service year for all Network Upgrades that have been issued an NTC or Notifications to Construct with Conditions (NTC-C). **Note: Figures 3 and 4, and Table 2 provide data for all projects for which SPP has issued an NTC or NTC-C, regardless of completion date, and therefore include data from Network Upgrades no longer included in PTP.**

---

**Figure 3: Project Status by NTC Source Study**
### Table 2: Project Status by NTC Source Study

<table>
<thead>
<tr>
<th>Source Study</th>
<th>Complete</th>
<th>Delayed</th>
<th>Suspended</th>
<th>On Schedule</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2006 STEP</td>
<td>$202,493,500</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$202,493,500</td>
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<tr>
<td>2007 STEP</td>
<td>$498,422,962</td>
<td>$1,050,000</td>
<td>$0</td>
<td>$0</td>
<td>$499,472,962</td>
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<tr>
<td>2008 STEP</td>
<td>$415,126,157</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$415,126,157</td>
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<tr>
<td>Balanced Portfolio</td>
<td>$834,720,484</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$834,720,484</td>
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<tr>
<td>2009 STEP</td>
<td>$533,469,214</td>
<td>$1,441,050</td>
<td>$0</td>
<td>$0</td>
<td>$534,910,264</td>
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<tr>
<td>Priority Projects</td>
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<td>$0</td>
<td>$0</td>
<td>$1,348,761,003</td>
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<tr>
<td>2010 STEP</td>
<td>$109,968,782</td>
<td>$4,041,273</td>
<td>$0</td>
<td>$0</td>
<td>$114,010,055</td>
</tr>
<tr>
<td>2012 ITPN</td>
<td>$182,110,561</td>
<td>$4,363,510</td>
<td>$0</td>
<td>$0</td>
<td>$186,474,071</td>
</tr>
<tr>
<td>2012 ITP10</td>
<td>$105,901,240</td>
<td>$342,148,981</td>
<td>$0</td>
<td>$295,933,246</td>
<td>$743,983,467</td>
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<tr>
<td>2013 ITPN</td>
<td>$328,870,289</td>
<td>$135,192,389</td>
<td>$0</td>
<td>$41,462,612</td>
<td>$505,525,290</td>
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<tr>
<td>2014 ITPN</td>
<td>$168,525,490</td>
<td>$321,702,492</td>
<td>$0</td>
<td>$97,894,849</td>
<td>$588,122,831</td>
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<tr>
<td>HPILS</td>
<td>$230,217,560</td>
<td>$68,972,022</td>
<td>$0</td>
<td>$377,452,445</td>
<td>$676,642,027</td>
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<tr>
<td>2015 ITPN</td>
<td>$83,632,930</td>
<td>$124,566,817</td>
<td>$0</td>
<td>$7,303,737</td>
<td>$215,503,484</td>
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<td>2015 ITP10</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$50,456,370</td>
<td>$50,456,370</td>
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<tr>
<td>IS Integration Study</td>
<td>$223,284,902</td>
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<td>$0</td>
<td>$111,000,000</td>
<td>$372,284,902</td>
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<td>2016 ITPN</td>
<td>$77,047,608</td>
<td>$488,089,751</td>
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<td>$17,209,675</td>
<td>$542,347,034</td>
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<td>2017 ITP10</td>
<td>$0</td>
<td>$10,814,852</td>
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<td>$500,000</td>
<td>$11,314,852</td>
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<td>2017 ITPN</td>
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<td>$13,238,594</td>
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<td>Ag Studies</td>
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<td>$105,516,856</td>
<td>$0</td>
<td>$107,182,375</td>
<td>$902,668,320</td>
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<td>DPA Studies</td>
<td>$180,242,630</td>
<td>$5,176,532</td>
<td>$0</td>
<td>$56,142,500</td>
<td>$241,561,662</td>
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<td>GI Studies</td>
<td>$599,135,889</td>
<td>$20,000</td>
<td>$0</td>
<td>$180,426,556</td>
<td>$779,582,445</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>$6,735,400,291</strong></td>
<td><strong>$1,624,335,120</strong></td>
<td><strong>$0</strong></td>
<td><strong>$1,466,350,790</strong></td>
<td><strong>$9,826,086,200</strong></td>
</tr>
</tbody>
</table>

**Figure 4: Estimated Cost for NTC Project per In-Service Year**
**NTC ISSUANCE**

Thirteen new NTCs were issued since the last quarterly report totaling an estimated $158 million.

Eight new NTCs were issued as a result of the Board’s approval of the 2017 Integrated Transmission Planning Near-Term Assessment (ITPNT). Total estimated cost of upgrades described in those NTCs are $82.3 million.

One new NTC was issued as a result of Aggregate Study 2016-AG1-AFS-3. Total estimated costs for upgrades resulting from this NTC are $20.7 million.

Two new NTCs were issued per results of Delivery Point Addition studies under Attachment AQ. Total estimated cost of the Network Upgrades described in this NTC are $55.1 million.

One NTC was issued resulting from Generation Interconnection study GEN-2015-016. Total estimated cost of the Network Upgrades are $110 thousand.

<table>
<thead>
<tr>
<th>NTC ID</th>
<th>Owner</th>
<th>NTC Issue Date</th>
<th>Upgrade Type</th>
<th>Source Study</th>
<th>No. of Upgrades</th>
<th>Estimated Cost of New Upgrades</th>
<th>Estimated Cost of Previously Approved Upgrades</th>
</tr>
</thead>
<tbody>
<tr>
<td>200446</td>
<td>AEP</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>3</td>
<td>$13,026,525</td>
<td></td>
</tr>
<tr>
<td>200448</td>
<td>EDE</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>3</td>
<td>$6,300,000</td>
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<tr>
<td>200450</td>
<td>EREC</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>1</td>
<td>$733,000</td>
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<td>200451</td>
<td>KCPL</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
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<td>200454</td>
<td>NIPCO</td>
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<td>Regional Reliability</td>
<td>2017 ITPNT</td>
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<tr>
<td>200455</td>
<td>SPS</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
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<td>$183,814</td>
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<tr>
<td>200456</td>
<td>CPEC</td>
<td>5/23/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>2</td>
<td>$21,780,000</td>
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<tr>
<td>200457</td>
<td>SPS</td>
<td>5/15/2017</td>
<td>Regional Reliability</td>
<td>SPP-2016-AG1-AFS-3</td>
<td>3</td>
<td>$20,692,602</td>
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<tr>
<td>200458</td>
<td>WR</td>
<td>6/23/2017</td>
<td>Regional Reliability</td>
<td>DPA-2016-March-596</td>
<td>2</td>
<td>$15,808,157</td>
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<td>200460</td>
<td>NPPD</td>
<td>7/20/2017</td>
<td>Regional Reliability</td>
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<td>6</td>
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<tr>
<td>200462</td>
<td>CPEC</td>
<td>8/2/2017</td>
<td>Regional Reliability</td>
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</tr>
<tr>
<td>200463</td>
<td>WR</td>
<td>8/16/2017</td>
<td>Generation Interconnection</td>
<td>GEN-2015-016</td>
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<td>$110,000</td>
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</tr>
<tr>
<td><strong>Total</strong></td>
<td>****</td>
<td>****</td>
<td>****</td>
<td>****</td>
<td>****</td>
<td><strong>$136,215,838</strong></td>
<td><strong>$21,963,814</strong></td>
</tr>
</tbody>
</table>

Table 3: NTC Issuance Summary
**NTC WITHDRAW**

Three NTCs were withdrawn for four Network Upgrades since the last quarterly report, totaling an estimated $30.5 million.

Two upgrades included in NTCs listed in Table 4 were determined to no longer be needed as a part of the 2017 ITPNT Assessment. The Board approved the withdrawals at its April 2017 meeting.

Additionally, two upgrades issued out of Aggregate Study 2016-AG1-AFS-3 were determined to no longer be needed.

Table 4 lists the NTC Withdraw activity during the reporting period. NTC ID values in bold font indicate NTC-Cs.

<table>
<thead>
<tr>
<th>NTC ID</th>
<th>Owner</th>
<th>NTC Withdraw Date</th>
<th>Upgrade Type</th>
<th>Source Study</th>
<th>No. of Upgrades</th>
<th>Estimated Cost of Withdrawn Upgrades</th>
</tr>
</thead>
<tbody>
<tr>
<td>200449</td>
<td>ETEC</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>1</td>
<td>$1,280,000</td>
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<td>200453</td>
<td>WFEC</td>
<td>5/12/2017</td>
<td>Regional Reliability</td>
<td>2017 ITPNT</td>
<td>1</td>
<td>$20,500,000</td>
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<tr>
<td>200459</td>
<td>BEPC</td>
<td>7/11/2017</td>
<td>Regional Reliability</td>
<td>SPP-2016-AG1-AFS-3</td>
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<td>$8,696,880</td>
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<td>Total</td>
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<td></td>
<td></td>
<td></td>
<td>4</td>
<td>$30,476,880</td>
</tr>
</tbody>
</table>

*Table 4: NTC Withdraw Summary*
**COMPLETED PROJECTS**
Nine Network Upgrades with NTCs were verified as completed during the reporting period, totaling an estimated $60.5 million.

Table 5 lists the Network Upgrades reported and confirmed as completed during the reporting period. Table 6 summarizes the completed projects over the previous year, including Network Upgrades not yet confirmed as completed. Figure 5 reflects the completed projects by upgrade type on a cost basis for the current year and the following year based on current projected in-service dates. Tables 7 and 8 summarize all Network Upgrades that include construction of transmission lines, both for the current year and the following year. *Note: Previous quarter’s updated results are listed as the Transmission Owners may make adjustments to final costs and status of projects completed during the year.*

<table>
<thead>
<tr>
<th>UID</th>
<th>Network Upgrade Name</th>
<th>Owner</th>
<th>NTC Source Study</th>
<th>Cost Estimate</th>
</tr>
</thead>
<tbody>
<tr>
<td>50718</td>
<td>Broadmoor - Fort Humbug 69 kV Ckt 1 Rebuild</td>
<td>AEP</td>
<td>2014 ITPNT</td>
<td>$6,695,986</td>
</tr>
<tr>
<td>50721</td>
<td>Hallsville - Marshall 69 kV Ckt 1 Rebuild</td>
<td>AEP</td>
<td>2014 ITPNT</td>
<td>$16,571,092</td>
</tr>
<tr>
<td>50759</td>
<td>Letourneau 69 kV Cap Bank</td>
<td>AEP</td>
<td>2016 ITPNT</td>
<td>$1,409,347</td>
</tr>
<tr>
<td>50802</td>
<td>Darlington - Roman Nose 138 kV Ckt 1 (AEP)</td>
<td>AEP</td>
<td>HPILS</td>
<td>$11,652,107</td>
</tr>
<tr>
<td>51187</td>
<td>Southwestern Station - Carnegie 138 kV Ckt 1 Rebuild</td>
<td>AEP</td>
<td>2015 ITPNT</td>
<td>$9,397,311</td>
</tr>
<tr>
<td>51396</td>
<td>Leonard 138kV Switching Station (TOIF)</td>
<td>AEP</td>
<td>GI Studies</td>
<td>$668,626</td>
</tr>
<tr>
<td>51397</td>
<td>Leonard 138kV Switching Station (NU)</td>
<td>AEP</td>
<td>GI Studies</td>
<td>$6,996,176</td>
</tr>
<tr>
<td>51398</td>
<td>Leonard 138kV Switching Station (NU - OGE)</td>
<td>OGE</td>
<td>GI Studies</td>
<td>$20,000</td>
</tr>
<tr>
<td>51425</td>
<td>Woodward EHV 138kV Phase Shifting Transformer circuit #1</td>
<td>OGE</td>
<td>GI Studies</td>
<td>$7,103,971</td>
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<tr>
<td></td>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td><strong>$60,514,617</strong></td>
</tr>
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</table>

Table 5: Completed Network Upgrades as of Q3 2017

<table>
<thead>
<tr>
<th>Upgrade Type</th>
<th>Q4 2016</th>
<th>Q1 2017</th>
<th>Q2 2017</th>
<th>Q3 2017</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Regional Reliability</td>
<td>13</td>
<td>9</td>
<td>16</td>
<td>16</td>
<td>54</td>
</tr>
<tr>
<td></td>
<td>$157,785,107</td>
<td>$98,219,377</td>
<td>$111,095,477</td>
<td>$90,462,899</td>
<td><strong>$457,562,861</strong></td>
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<tr>
<td>Transmission Service</td>
<td>2</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>3</td>
</tr>
<tr>
<td></td>
<td>$550,758</td>
<td>$0</td>
<td>$229,690</td>
<td>$0</td>
<td><strong>$780,448</strong></td>
</tr>
<tr>
<td>Balanced Portfolio</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td><strong>$0</strong></td>
</tr>
<tr>
<td>High Priority</td>
<td>0</td>
<td>8</td>
<td>0</td>
<td>5</td>
<td>13</td>
</tr>
<tr>
<td></td>
<td>$0</td>
<td>$522,781,551</td>
<td>$0</td>
<td>$41,095,660</td>
<td><strong>$563,877,211</strong></td>
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<tr>
<td>Economic</td>
<td>0</td>
<td>0</td>
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<tr>
<td></td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td><strong>$0</strong></td>
</tr>
<tr>
<td>Generation Interconnection</td>
<td>18</td>
<td>12</td>
<td>6</td>
<td>12</td>
<td>48</td>
</tr>
<tr>
<td></td>
<td>$57,766,836</td>
<td>$27,576,830</td>
<td>$11,442,689</td>
<td>$41,767,883</td>
<td><strong>$138,554,238</strong></td>
</tr>
</tbody>
</table>

Table 6: Completed Project Summary as of Q3 2017
<table>
<thead>
<tr>
<th>Voltage Class</th>
<th>Number of Upgrades</th>
<th>New</th>
<th>Rebuild/Reconductor</th>
<th>Voltage Conversion</th>
<th>Estimated Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>69</td>
<td>6</td>
<td>7.9</td>
<td>30.3</td>
<td>69.0</td>
<td>$45,465,251</td>
</tr>
<tr>
<td>115</td>
<td>15</td>
<td>119.7</td>
<td>20.6</td>
<td>0.0</td>
<td>$156,885,992</td>
</tr>
<tr>
<td>138</td>
<td>5</td>
<td>55.1</td>
<td>24.8</td>
<td>146.3</td>
<td>$65,560,366</td>
</tr>
<tr>
<td>161</td>
<td>1</td>
<td>0.0</td>
<td>11.1</td>
<td>0.0</td>
<td>$12,705,537</td>
</tr>
<tr>
<td>230</td>
<td>1</td>
<td>30.0</td>
<td>0.0</td>
<td>0.0</td>
<td>$41,100,000</td>
</tr>
<tr>
<td>345</td>
<td>5</td>
<td>319.7</td>
<td>0.0</td>
<td>0.0</td>
<td>$547,456,253</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>33</strong></td>
<td><strong>532.4</strong></td>
<td><strong>86.8</strong></td>
<td><strong>215.3</strong></td>
<td><strong>$869,173,400</strong></td>
</tr>
</tbody>
</table>

Table 7: Line Upgrade Summary for Previous 12 Months

<table>
<thead>
<tr>
<th>Voltage Class</th>
<th>Number of Upgrades</th>
<th>New</th>
<th>Rebuild/Reconductor</th>
<th>Voltage Conversion</th>
<th>Estimated Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>69</td>
<td>8</td>
<td>3.9</td>
<td>47.8</td>
<td>69.0</td>
<td>$58,025,663</td>
</tr>
<tr>
<td>115</td>
<td>21</td>
<td>143.0</td>
<td>56.4</td>
<td>13.0</td>
<td>$158,418,688</td>
</tr>
<tr>
<td>138</td>
<td>11</td>
<td>110.0</td>
<td>2.4</td>
<td>0.0</td>
<td>$104,377,851</td>
</tr>
<tr>
<td>161</td>
<td>0</td>
<td>0.0</td>
<td>0.0</td>
<td>0.0</td>
<td>$0</td>
</tr>
<tr>
<td>230</td>
<td>3</td>
<td>20.8</td>
<td>0.0</td>
<td>0.0</td>
<td>$33,470,623</td>
</tr>
<tr>
<td>345</td>
<td>11</td>
<td>387.5</td>
<td>0.0</td>
<td>0.0</td>
<td>$466,176,513</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>54</strong></td>
<td><strong>665.2</strong></td>
<td><strong>106.5</strong></td>
<td><strong>82.0</strong></td>
<td><strong>$820,469,338</strong></td>
</tr>
</tbody>
</table>

Table 8: Line Upgrade Projections for Next 12 Months
**PROJECT STATUS SUMMARY**

SPP assigns a project status to all Network Upgrades based on the projected in-service dates provided by the DTOs relative to the Need Date determined for the project. Project status definitions are provided below:

- **Complete:** Construction complete and in-service
- **Closed Out:** Construction complete and in-service; all close-out requirements fulfilled
- **On Schedule < 4:** On Schedule within 4-year horizon
- **On Schedule > 4:** On Schedule beyond 4-year horizon
- **Delayed:** Projected In-Service Date beyond Need Date; interim mitigation provided or project may change but time permits the implementation of project
- **Within NTC Commitment Window:** NTC/NTC-C issued, still within the 90-day written commitment to construct window and no commitment received
- **Within NTC-C Project Estimate Window:** Within the NTC-C Project Estimate (CPE) window
- **Within RFP Response Window:** RFP issued for the project
- **Re-evaluation:** Project active; pending re-evaluation
- **Suspended:** Project suspended; pending re-evaluation

Figure 6 reflects a summary of project status by upgrade type on a cost basis.

![Figure 6: Project Status Summary on a Cost Basis](chart)
PRIORITY PROJECTS

In April 2010, the Board and Members Committee approved for construction a group of “priority” high voltage electric transmission projects estimated to bring benefits of at least $3.7 billion to the SPP region over 40 years. The projects issued NTCs as a result of the study were estimated to add 291 miles of new single circuit 345 kV transmission line and 435 miles of double circuit 345 kV transmission to the SPP region.

In October 2010, the Board approved an overall cost increase for the Priority Projects due to line rerouting and addition costs for reactive compensation. The total cost estimate for the Priority Projects after the variances were approved was $1.42 billion.

The total cost estimate of $1.35 billion for the projects included in the Priority Projects report decreased by 0.8% from the previous quarter’s total.

Figure 7 below depicts a historical view of the total estimated cost of the Priority Projects. Table 9 provides a project summary of the projects making up the Priority Projects. Table 10 lists construction status updates for Priority Projects just completed.

![Figure 7: Priority Project Cost Estimate Trend](image-url)
<table>
<thead>
<tr>
<th>Project ID(s)</th>
<th>Project Owner(s)</th>
<th>Project</th>
<th>Est. Line Length</th>
<th>BOD Approved Estimates (10/2010)</th>
<th>Q2 2017 Cost Estimates</th>
<th>Q3 2017 Cost Estimates</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td>937</td>
<td>AEP</td>
<td>Tulsa Power Station 138 kV Reactor</td>
<td>N/A</td>
<td>$842,847</td>
<td>$614,753</td>
<td>$614,753</td>
<td>0.0%</td>
</tr>
<tr>
<td>940/941</td>
<td>SPS/OGE</td>
<td>Hitchland – Woodward District 345 kV Dbl Ckt</td>
<td>128.8</td>
<td>$221,572,283</td>
<td>$229,797,229</td>
<td>$229,797,229</td>
<td>0.0%</td>
</tr>
<tr>
<td>942/943</td>
<td>PW/OGE</td>
<td>Thistle – Woodward District 345 kV Dbl Ckt</td>
<td>106.6</td>
<td>$201,940,759</td>
<td>$185,403,885</td>
<td>$185,403,885</td>
<td>0.0%</td>
</tr>
<tr>
<td>945</td>
<td>ITCGP</td>
<td>Spearville – Ironwood – Clark Co. – Thistle 345 kV Dbl Ckt</td>
<td>122.5</td>
<td>$293,235,000</td>
<td>$318,469,400</td>
<td>$318,469,400</td>
<td>0.0%</td>
</tr>
<tr>
<td>946</td>
<td>PW/WR</td>
<td>Thistle – Wichita 345 kV Dbl Ckt</td>
<td>77.5</td>
<td>$163,488,000</td>
<td>$120,016,474</td>
<td>$120,016,474</td>
<td>0.0%</td>
</tr>
<tr>
<td>936</td>
<td>AEP</td>
<td>Valliant – NW Texarkana 345 kV</td>
<td>76.3</td>
<td>$131,451,250</td>
<td>$185,751,250</td>
<td>$185,751,250</td>
<td>0.0%</td>
</tr>
<tr>
<td>938/939</td>
<td>OPPD/GMO</td>
<td>Nebraska City – Mullin Creek – Sibley 345 kV</td>
<td>215</td>
<td>$403,740,000</td>
<td>$320,361,776</td>
<td>$308,708,013</td>
<td>-3.6%</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>$1,416,270,139</td>
<td>$1,360,414,766</td>
<td>$1,348,761,003</td>
<td>-0.9%</td>
</tr>
</tbody>
</table>

Table 9: Priority Projects Summary

<table>
<thead>
<tr>
<th>Project ID</th>
<th>Project Name</th>
<th>Projected In-Service Date</th>
<th>Engineering</th>
<th>Siting and Routing</th>
<th>Environmental Studies</th>
<th>Permits</th>
<th>Material Procurement</th>
<th>Construction</th>
</tr>
</thead>
<tbody>
<tr>
<td>936</td>
<td>Valliant – NW Texarkana 345 kV</td>
<td>12/16/2016</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
</tr>
<tr>
<td>938</td>
<td>Nebraska City – Mullin Creek – Sibley 345 kV (TSMO)</td>
<td>12/31/2016</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
</tr>
<tr>
<td>939</td>
<td>Nebraska City – Mullin Creek – Sibley 345 kV (OPPD)</td>
<td>12/31/2016</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
<td>C</td>
</tr>
</tbody>
</table>

Table 10: Priority Projects Construction Status
OUT-OF-BANDWIDTH PROJECTS

In adherence to the Business Practice 7060, SPP reports projects that have updated cost values that exceed their established baseline values based upon a ±20% bandwidth. Variances are determined by total project cost.

Three projects with a cost estimate greater than $5 million were identified as having exceeded the ±20% bandwidth requirement during the reporting period.

Table 12 provides summary information and Table 13 lists cost detail for out-of-bandwidth projects for Q3 2017.

<table>
<thead>
<tr>
<th>PID</th>
<th>Project Name</th>
<th>Owner</th>
<th>NTC Source Study</th>
<th>Upgrade Type</th>
<th>In-Service Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>30873</td>
<td>Line - Southwestern Station - Carnegie 138kV Ckt 1 Rebuild</td>
<td>AEP</td>
<td>2015 ITPNT</td>
<td>Regional Reliability</td>
<td>7/6/2017</td>
</tr>
<tr>
<td>30497</td>
<td>Line - Buffalo - Buffalo Bear - Ft. Supply 69 kV</td>
<td>WFEC</td>
<td>DPA Studies</td>
<td>Regional Reliability</td>
<td>12/19/2014</td>
</tr>
<tr>
<td>909</td>
<td>Multi - Payne Switching Station - OU 138 kV conversion</td>
<td>WFEC</td>
<td>2013 ITPNT</td>
<td>Regional Reliability</td>
<td>7/1/2016</td>
</tr>
</tbody>
</table>

Table 11: Out-of-Bandwidth Project Summary

<table>
<thead>
<tr>
<th>PID</th>
<th>Baseline Cost Estimate</th>
<th>Baseline Cost Estimate Year</th>
<th>Baseline Cost Estimate with Escalation</th>
<th>Latest Estimate or Final Cost</th>
<th>Variance</th>
<th>Variance %</th>
</tr>
</thead>
<tbody>
<tr>
<td>30873</td>
<td>$15,821,763</td>
<td>2015</td>
<td>$16,622,740</td>
<td>($7,225,429)</td>
<td>-43.47%</td>
<td></td>
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<tr>
<td>30497</td>
<td>$7,500,000</td>
<td>2013</td>
<td>$7,687,500</td>
<td>($2,632,713)</td>
<td>-34.25%</td>
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</tr>
<tr>
<td>909</td>
<td>$6,355,000</td>
<td>2013</td>
<td>$6,758,277</td>
<td>$1,434,360</td>
<td>21.22%</td>
<td></td>
</tr>
</tbody>
</table>

Table 12: Out-of-Bandwidth Project Cost Detail
RESPONSIVENESS REPORT

Table 14 and Figures 9 and 10 provide insight into the responsiveness of DTOs constructing Network Upgrades within SPP in the Quarterly Project Tracking Report for Q3 2017. **Note:** Network Upgrades with statuses of "Suspended", "Re-evaluation", "Within NTC Commitment Window", "Within NTC-C Project Estimate Window", and "Within RFP Response Window" were excluded from this analysis.

<table>
<thead>
<tr>
<th>Project Owner</th>
<th>Number of Upgrades</th>
<th>Number of Upgrades Reviewed</th>
<th>Reviewed %</th>
<th>In-Service Date Changes</th>
<th>ISD Change %</th>
<th>Cost Changes</th>
<th>Cost Change %</th>
</tr>
</thead>
<tbody>
<tr>
<td>AEP</td>
<td>63</td>
<td>63</td>
<td>100%</td>
<td>10</td>
<td>16%</td>
<td>3</td>
<td>5%</td>
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<tr>
<td>BEPC</td>
<td>24</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>GMO</td>
<td>2</td>
<td>2</td>
<td>100%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>GRDA</td>
<td>10</td>
<td>5</td>
<td>50%</td>
<td>0</td>
<td>0%</td>
<td>2</td>
<td>20%</td>
</tr>
<tr>
<td>ITCGP</td>
<td>8</td>
<td>2</td>
<td>25%</td>
<td>2</td>
<td>25%</td>
<td>2</td>
<td>25%</td>
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<tr>
<td>KCPL</td>
<td>8</td>
<td>8</td>
<td>100%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
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<td>LES</td>
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<td>0%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
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<td>MIDW</td>
<td>12</td>
<td>12</td>
<td>100%</td>
<td>3</td>
<td>25%</td>
<td>3</td>
<td>25%</td>
</tr>
<tr>
<td>MKEC</td>
<td>7</td>
<td>7</td>
<td>100%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>NPPD</td>
<td>36</td>
<td>20</td>
<td>56%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>OGE</td>
<td>55</td>
<td>11</td>
<td>20%</td>
<td>7</td>
<td>13%</td>
<td>6</td>
<td>11%</td>
</tr>
<tr>
<td>OPPD</td>
<td>14</td>
<td>14</td>
<td>100%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
</tr>
<tr>
<td>SPS</td>
<td>186</td>
<td>184</td>
<td>99%</td>
<td>17</td>
<td>9%</td>
<td>27</td>
<td>15%</td>
</tr>
<tr>
<td>TSMO</td>
<td>7</td>
<td>7</td>
<td>100%</td>
<td>3</td>
<td>43%</td>
<td>2</td>
<td>29%</td>
</tr>
<tr>
<td>WFEC</td>
<td>37</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0%</td>
<td>8</td>
<td>22%</td>
</tr>
<tr>
<td>WR</td>
<td>36</td>
<td>35</td>
<td>97%</td>
<td>0</td>
<td>0%</td>
<td>6</td>
<td>17%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>518</strong></td>
<td><strong>382</strong></td>
<td><strong>74%</strong></td>
<td><strong>42</strong></td>
<td><strong>8%</strong></td>
<td><strong>60</strong></td>
<td><strong>12%</strong></td>
</tr>
</tbody>
</table>

Table 13: Responsiveness Summary by Project Owner
Figure 8: In-Service Date Changes by Project Owner

Figure 9: Cost Changes by Project Owner
<table>
<thead>
<tr>
<th>#</th>
<th>N#</th>
<th>DT</th>
<th>Project Name</th>
<th>Overview Area</th>
<th>Project Type</th>
<th>Project Year</th>
<th>Revised Project Year</th>
<th>Revised Estimated Cost</th>
<th>Revised Actual Cost</th>
<th>Baseline Project Year</th>
<th>Baseline Estimated Cost</th>
<th>Baseline Actual Cost</th>
<th>Revised Status</th>
<th>DT Status</th>
<th>Store Rev Cost</th>
<th>N#</th>
<th>Revised Target Rev Cost</th>
<th>DT Target Rev Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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- **Name:** Name of the project
- **Project:** Code or identifier of the project
- **Project Size:** Size or scope of the project
- **Project Description:** Description or summary of the project
- **Priority:** Priority level of the project
- **Est. Begin:** Estimated start date
- **Est. End:** Estimated end date
- **Est. Cost:** Estimated cost
- **Status:** Status of the project
- **Remarks:** Additional remarks or notes

**Legend:**
- **TOIF:** Transmission Observation Information Form
- **Ckt:** Circuit
- **Yoakum:** Yoakum
- **Midwest:** Midwest
- **OGE OK Sub:** Oklahoma Gas and Electric Oklahoma Substation
- **Cimarron:** Cimarron
- **Iatan:** Iatan
- **Stillwater:** Stillwater
- **Quahada:** Quahada
- **Waverly:** Waverly
- **Ranch:** Ranch
- **Regional:** Regional
- **Weather:** Weather
- **Bank:** Bank
- **115:** 115 kV
- **345:** 345 kV
- **230:** 230 kV
- **Integration:** Integration
- **Study:** Study
- **Conversion:** Conversion
- **Mitigation:** Mitigation
- **Rebuild:** Rebuild
- **Upgrade:** Upgrade
- **Terminal:** Terminal
- **Terminal Upgrade:** Terminal Upgrade
- **Transformers:** Transformers
- **Bank Regional:** Bank Regional
- **Regional:** Regional
- **Tap:** Tap
- **Rebuild Intrepid:** Rebuild Intrepid
- **Rebuild Warner:** Rebuild Warner
- **Upgrades Regional:** Upgrades Regional
- **Upgrades:** Upgrades
- **ITP:** ITP
- **SCHEDULE:** Schedule
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