

## **BOARD OF DIRECTORS & MEMBERS COMMITTEE MEETING**

**November 4, 2025 8:00 a.m. – 3:00 p.m. | Little Rock, Arkansas**

### **MINUTES**

[Link to Materials](#)

### **Summary of Approvals and Action Items**

#### Approvals

1. Approved consent agenda items:
  - a. Corporate Governance Committee
  - b. Markets & Operations Policy Committee
  - c. Strategic Planning Committee
  - d. Staff
2. Approved the (Sooner-Wekiwa Competitive Upgrade (UID 112458)) as recommended by staff.
3. Approved RSC recommendations:
  - a. RR655 – Outage Criteria
  - b. RR697 - LTR Netting of Flows
  - c. RR707 - Conventional Resource PBA Revisions
  - d. RR719 - GI NRIS Base Plan Funding Opportunities
4. Approved the 2026 operating budget.
5. Accepted the IEP's recommendation designating the DTO as recommended in the IEP Report and directed SPP Staff to issue a NTC to the DTO, per SPP's Tariff.
6. Accepted the IEP's recommendation designating the Alternate DTO as recommended in the IEP Report.
7. Approved the 2025 ITP Assessment Report, as documentation the 2025 ITP has been completed in accordance with Attachment O of the SPP OATT.
8. Approved for construction all 345 kV and below projects as endorsed by MOPC, all 765 kV reliability projects as endorsed by MOPC, and the Seminole to Anthem 765 kV economic project endorsed by MOPC.
9. Related to RR642, approved alternative 2 as proposed by Golden Spread Electric Cooperative.

#### Action Items

1. Staff should look for opportunities to increase diligence around project cost overruns.
2. WFEC to report on project delays at next board meeting.
3. Staff to report on a quarterly basis any changes in circumstances that could affect approved projects contained in the 2025 ITP and future ITPs so the Board can determine whether any risk mitigation actions should be taken. Staff should also report on changes in circumstances that may lead the board to reconsider the two 765kV projects (Crawfish Draw to Minco and Minco to Seminole) that were not approved for construction by MOPC.
4. Working through the appropriate stakeholder processes, the 765kV overlay analyses will be completed as part of the 2026 ITP so the value of the entire overlay can inform whether any risk mitigation actions are needed.

5. Staff will present to the Board at its February meeting a plan to enhance the RFPs and reports for competitive projects, including addressing any necessary additional technical requirements or analyses, and requirements for cost and schedule guarantees. Staff shall also include a plan to improve the RFP evaluation process, including but not limited to, cost and schedule guarantees.

## **1. Call to Order and Administrative Items**

SPP Board of Directors Chair Ray Hepper called the meeting to order at 8:12. The following Board of Directors (Board) and Members Committee members were in attendance or represented by proxy:

### Directors

Susan Certoma  
John Cupparo  
Irene Dimitry  
Ray Hepper  
Elizabeth Moore  
Lanny Nickell  
Stuart Solomon  
Ben Trowbridge  
Steve Wright

### Members Committee

Denise Buffington, Evergy  
Stacey Burbure, AEP Public Service Co. of Oklahoma  
Dwayne Fulk, City Utilities of Springfield  
Steve Gaw, Advanced Power Alliance  
Buddy Hasten, Arkansas Electric Cooperative Corporation (*Andrew Lachowsky as proxy*)  
Bleau LaFave, NorthWestern Energy  
Joe Lang, Omaha Public Power District  
Lloyd Linke, Western Area Power Administration  
Chris Matos, Google Energy  
David Mindham, EDP Renewables  
Dave Osburn, Oklahoma Municipal Power Authority  
Zac Perkins, Tri-County Electric Cooperative  
Robert Pick, Nebraska Public Power District  
Adrian Rodriguez, SPS/Xcel Energy  
Jeremy Severson, Basin Electric Power Cooperative  
Kevin Smith, Tenaska Power Services  
Al Tamimi, Sunflower Electric Power Corp.  
Christy Walsh, Natural Resources Defense Council  
Brett White, Pine Gate Renewables (*Regan Fink as proxy*)  
Tim Wilson, Liberty Utilities (Empire District)  
Mike Wise, Golden Spread Electric Cooperative  
C. Patrick Woods, ITC Great Plains  
Ken Miller, Oklahoma Gas & Electric

## **President's Report**

Lanny Nickell, SPP President and CEO, recapped the quarter's news and highlights, including corporate

goals progress, High Impact Large Load policy, and RTO expansion and Markets+ project updates. He reviewed the upcoming approval items and acknowledged Dave Osburn (OMPA) and Bruce Rew (SPP Senior Vice President of Engineering) for their upcoming retirements. He announced that Stuart Solomon is now serving as the Vice Chair for the SPP Board of Directors.

## **1. Consent Agenda**

Chair Ray Hepper asked if there were any items that needed to be removed from the consent agenda. Ken Miller (OG&E) requested agenda item 1.3.3 (Sooner-Wekiwa Competitive Upgrade (UID 112458)) be removed from the consent agenda.

**Steve Wright made and Lanny Nickell seconded a motion to approve the consent agenda, as modified. The Members Committee voted in favor with no abstentions. The Board of Directors voted by secret ballot and approved the motion.**

Ray Hepper invited Ken Miller to speak about his request to remove agenda item 1.3.3 (Sooner-Wekiwa Competitive Upgrade (UID 112458)) from the consent agenda. Miller noted there should be a discussion on this cost overrun and its impact on affordability, especially considering this was a competitively bid project. He expressed that the cost overruns should be reviewed before the board approves the costs as reasonable and recoverable. In response, Paul Suskie explained that staff is in the process of reviewing the competitive bidding process and bids received in relation to entity's formula rates. The board and members committee discussed the matter that is before the board for approval and that a more holistic review of the competitive bidding process is outside of the scope of the vote to approve this upgrade.

**Irene Dimitry made and Susan Certoma seconded a motion to approve the (Sooner-Wekiwa Competitive Upgrade (UID 112458)) as recommended by staff. The Members Committee voted in favor with 4 abstentions (Sunflower Electric Power Corp., SPS/Xcel Energy, OG&E, and ITC Great Plains). The Board of Directors voted by secret ballot and approved the motion.**

Director Steve Wright noted the Board should pay additional attention to items on the consent agenda that address project delays and cost overruns. He created an action item for staff to look for opportunities to increase diligence around project cost overruns. Wright also noted there are Western Farmers Electric Cooperative (WFEC) projects with long delays. He asked WFEC to report on these projects at the next board meeting.

## **2. Reports to the Board**

### **2.1 Regional State Committee (RSC) Report**

RSC President Pat O'Connell provided a recap of the RSC's November 3, 2025 business meeting and RSC retreat.

He presented RR655-Outage Criteria, which implements the REAL Team directive to assess the need for outage submission language and ensure related requirements and guidelines are clearly defined in SPP governing documents.

**Stuart Solomon made and Ben Trowbridge seconded a motion to approve RR655-Outage Criteria as presented. The Members Committee voted in favor with 0 opposed and 0 abstentions. The Board voted by secret ballot and approved the motion.**

President O’Connell presented RR697-LTCR Netting of Flows, which modifies governing language to allow netting of flows in the Long-Term Congestion Rights (LTCR) Allocation.

**Lanny Nickell made and Steve Wright seconded a motion to approve RR697- LTCR Netting of Flows as presented. The Members Committee voted in favor with 4 opposed** (Basin Electric Power Corp., OG&E, NPPD and OPPD) **and 2 abstentions** (Arkansas Electric Coop. Corp. and WAPA). **The Board voted by secret ballot and approved the motion.**

President O’Connell presented RR707-Conventional Resource PBA Revisions, which clarifies how class average outage values are calculated, clarifies how performance data will be considered for new resources or resources undergoing a fuel conversion, and incentivizes on-site fuel storage.

**Lanny Nickell made and Stuart Solomon seconded a motion to approve RR707-Conventional Resource Performance Based Accreditation Revisions as presented. The Members Committee voted in favor with 0 opposed and 2 abstentions** (Advanced Power Alliance and Natural Resources Defense Council). **The Board voted by secret ballot and approved the motion.**

President O’Connell presented RR719-GI NRIS Base Plan Funding Opportunities, which updates governing language to align cost allocation for NRIS in certain Generator Interconnection (GI) study processes, including eligibility for Base Plan Funding applied to NRIS Network upgrades when designated for load, with that of the Aggregate Study process (ERIS & DISIS 2024 clusters).

**Steve Wright made and Irene Dimitry seconded a motion to approve RR719-GI NRIS Base Plan Funding Opportunities as presented. The Members Committee voted in favor with 0 opposed and 1 abstention** (Natural Resources Defense Council). **The Board voted by secret ballot and approved the motion.**

President O’Connell concluded his report by announcing the creation of the Cost Control and Allocation Review & Evaluation (CARE) team. Ray Hepper announced that Steve Wright and Stuart Solomon will represent the board on the CARE team.

Ray Hepper shared remarks thanking President O’Connell for his tenure as RSC President.

## 2.2 Finance Committee (FC) Report

FC Chair Stuart Solomon and SPP’s Chief Finance Officer David Kelley provided the FC report and a high-level overview of the 2026 annual budget. In developing the budget, the committee examined SPP’s budget processes and the key drivers and offsets to the net revenue requirement—with specific attention to compensation, outside services, maintenance/communication, contract services, and debt service. The committee appreciated SPP’s efforts to limit incremental costs, manage key offsets and ultimately provide reduced rates as compared to 2025.

The FC approved the 2026 budget unanimously and recommended the board approve the 2026 operating budget, which includes total expenses of \$297.7 million and a Net Revenue Requirement (NRR) of \$216.5 million, as well as the 2026 capital budget with an allocation of \$27.6 million.

**Stuart Solomon made and Susan Certoma seconded a motion to approve the 2026 operating budget, which includes total expenses of \$297.7 million and a Net Revenue Requirement (NRR) of \$216.5 million, as well as the 2026 capital budget with an allocation of \$27.6 million. The Members Committee voted in favor with 0 opposed and 0 abstentions. The Board voted by secret ballot and approved the motion.**

## 2.3 Oversight Committee (OC) Report

OC Chair Ray Hepper, Vice Chair Elizabeth Moore, and Member Ben Trowbridge led a discussion on Oversight Committee (OC) activities, including updates from the Market Monitoring Unit (MMU) and SPP's compliance, internal audit, physical security, cyber security, and enterprise risk management groups.

OC Member Irene Dimitry and Paul Suskie reviewed the three-phase Order 1000 competitive process. The Beckham County-Potter 345 kV project was reviewed by an Independent Expert Panel (IEP). Tom Bozeman, Chair of the IEP, introduced members of the panel and reviewed the IEP evaluation process and recommendations. Directors were given the opportunity to ask questions of the IEP about the process and differences between projects A and B.

John Cupparo stated the board would like additional data and information on the bid structures so they can have a more complete understanding of the bids. He requested enhancement to the IEP executive summaries so the average board member can more easily come to conclusions without having to ask additional questions. Cupparo noted he will continue advocating for more transmission projects to be subject to competition. Lanny Nickell expressed his opinion that factors that attribute to reliability (engineering design, operating capability) are not given enough weight.

The IEP for the Becham-County-Potter 345 kV RFP recommends the motions below:

Motion 1: To accept the IEP's recommendation designating the DTO as recommended in the IEP Report and to direct SPP Staff to issue a NTC to the DTO, per SPP's Tariff.

Motion 2: To accept the IEP's recommendation designating the Alternate DTO as recommended in the IEP Report.

**Irene Dimitry made and Ben Trowbridge seconded a motion to approve the IEP's recommendations listed above. The Members Committee voted in favor with 0 opposed and 2 abstentions** (Advanced Power Alliance and Basin Electric Coop. Corp.). **The Board voted by secret ballot and approved the motion.**

**Tom Bozeman announced that proposal B was submitted by Transource Oklahoma, LLC and Southwestern Public Service Company, and Proposal A was submitted by NextEra Energy Transmission Southwest, LLC.**

#### 2.4 Human Resources Committee (HRC) Report

HRC Chair Bronwen Bastone provided the HRC report. The committee recently approved benefit plan restatements and discussed the board's role in executive compensation, HR metrics, talent and succession programs and the HRC assessment. Several directors acknowledged the HR team's data-driven approach and huge improvements made in recent years.

#### 2.5 Strategic Planning Committee (SPC) Report

SPC Member Irene Dimitry provided the SPC report. She reported that at the last SPC meeting the committee reviewed the definition of affordability. The committee discussed a number of items including inter-market optimization, accelerated transmission, load forecasting proposals, RFP criteria, 765 kV overlay analysis and future ITPs, price adaptive load service, and artificial intelligence applications to enhance system operations, data analytics, and decision support capabilities.

#### 2.6 Markets and Operations Policy Committee (MOPC) Report

MOPC Chair Joe Lang provided the MOPC report. At the October MOPC meeting, representatives approved 34 items (27 on consent) with an overall average consensus of 90%.

Antoine Lucas, Chief Operating Officer, reviewed the 2025 Integrated Transmission Plan (ITP). This portfolio balances urgency, discipline, reliability and affordability to result in a no-regrets approach to transmission investment to meet the region's needs. The projects increase capacity to reliably serve growing load, address the highest priority needs, and build a foundation for regional 765 kV capacity. The \$8.5 billion portfolio MOPC endorsed for construction has 12:1 and 18:1 benefit-to-cost ratios in Futures 1 and 2 respectively. The MOPC-endorsed portfolio reflects staff's deferral of projects from the original portfolio. After these deferrals, the total dropped from \$18.1 billion to \$8.5 billion.

There was extensive stakeholder discussion on the projects' impacts on consumer rates, CPP GRID-C impacts, validity of load growth projections, possible changes to cost allocation and the desire for cost causers to pay, political nature of these decisions, merits of competition, supply chain issues that impact the timeliness of project completion, and the transformation of the SPP grid. Some wanted the board to approve for construction the full \$18.1 billion portfolio, while others supported the MOPC-endorsed "compromise" of \$8.5 billion. Lanny Nickell noted that the MOPC members who supported this motion have consumers to whom they are responsible.

Ray Hepper thanked staff, TWG, ESWG, MOPC, members, and regulators for their work on this complex process, in particular Sunny Raheem, Kirk Hall and Casey Cathey. He noted that the board recognizes that it is making decisions that will have significant impacts on every home and business in SPP's footprint. Reliability and affordability are a delicate balance, and the board strives to do its best in making that balance. The board also recognizes that economic development for this region and attracting new load that can serve our national interests is a key driver and having a cost effective system that will support growth is critical.

Hepper acknowledged that the board made two major decisions today that will have long-lasting consequences. First, the board approved construction of the Beckham County-Potter 345 kV line. He commended the two bidders for their proposals and the IEP for their dedication and all their excellent work that underpins the board's decision. The discussion around cost caps and risks of schedule uncertainty and how those issues should be evaluated have raised concerns around whether, as currently structured, the competitive process is assuring that we will achieve the most cost effective transmission projects, which is the goal that underlies FERC's Order 1000 and is a common goal for all involved.

Second, the board approved an \$18 billion transmission plan that takes a major step forward in developing a 765 kV backbone for the SPP system and approved moving forward with the process to construct almost \$9 billion of transmission. This plan is based upon a number of key assumptions - organic load growth, large load additions, sufficient and well-placed generation to meet load and many other factors. Hepper noted the question he heard in a variety of forms is: what happens if major assumptions change?

Hepper explained that he thinks these two issues are closely linked and must be addressed as SPP moves forward with the approved projects and plan for the future. The board's goal is a reliable, cost effective transmission system that will serve the region for years to come. To help achieve that goal, he requested three action items:

1. So that the Board can more effectively fulfill its oversight responsibility and help assure that only appropriate costs for needed transmission are incurred, staff will report on a quarterly basis any changes in circumstances that could affect approved projects contained in the 2025 and future ITPs, so the Board can determine whether any risk mitigation actions should be taken. Staff should also report on changes in circumstances that may lead the board to reconsider the two 765kV projects (Crawfish Draw to Minco and Minco to Seminole) that were not approved for construction by MOPC.

2. Working through the appropriate stakeholder processes, the 765 kV overlay analysis will be completed as part of the 2026 ITP, so that the value of the entire overlay can inform whether any risk mitigation actions are needed.

3. Staff will present to the Board at its February meeting a plan to expedite and enhance the RFP report and process for competitive projects, including addressing any necessary, additional technical requirements or analyses and requirements for cost and schedule guarantees. Staff shall also include a plan to improve the RFP evaluation process, including but not limited to, cost and schedule guarantees.

MOPC recommends the Board approve the 2025 ITP Assessment Report, as documentation the 2025 ITP has been completed in accordance with Attachment O of the SPP OATT.

**John Cupparo made and Stuart Solomon seconded a motion to approve the 2025 ITP Assessment Report, as documentation the 2025 ITP has been completed in accordance with Attachment O of the SPP OATT. The Members Committee voted in favor with 0 opposed and 2 abstentions** (Advanced Power Alliance and Natural Resources Defense Council). **The Board voted by secret ballot and approved the motion.**

MOPC recommends the Board approve for construction all 345 kV and below projects as endorsed by MOPC, all 765 kV reliability projects as endorsed by MOPC, and the Seminole to Anthem 765 kV economic project endorsed by MOPC.

**John Cupparo made and Steve Wright seconded a motion to approve for construction all 345 kV and below projects as endorsed by MOPC, all 765 kV reliability projects as endorsed by MOPC, and the Seminole to Anthem 765 kV economic project endorsed by MOPC. The Members Committee voted in favor with 3 opposed** (Arkansas Electric Coop. Corp., NPPD and OPPD) **and 3 abstentions** (Sunflower Electric Power Corp., OG&E and Google Energy). **The Board voted by secret ballot and approved the motion.**

## 2.7 Holistic Integrated Tariff Team Report

Paul Suskie presented the Holistic Integrated Tariff Team (HITT) Report. Suskie reported that 24 of the 26 initiatives have been completed, and he introduced HITT T3. Casey Cathey provided an overview of HITT T3, RR642, and the 2-phase implementation approach. Golden Spread Electric Cooperative (GSEC) has appealed MOPC's rejection of RR642. This revision request builds on Phase One of the HITT T3 implementation with advanced tools and processes to get a quicker assessment of the amount of available capacity on the transmission system to add new loads. It also introduces a Load Hosting Capacity Tool (LHCT) for Available Transfer Capability (ATC)-based prescreening and coordinates with the SCRIPT program for consolidated planning improvements. RR642 also addresses the remaining HITT T3 objectives like proactive ATC calculations and screening refinements.

GSEC appeals MOPC's rejection of RR642 and proposes two alternatives:

- **Alternative 1**: GSEC recommends the Board approve RR642 to replace the Attachment AQ preliminary assessment process and make it available to Transmission Customers and Host Transmission Owners as stated in the HITT T3 approved policy white paper.
- **Alternative 2**: GSEC recommends SPP post the LHCT Assessment results for informational purposes only. SPP and Host Transmission Owners will review the study results for accuracy, consistency, and confidence to the end of Q1 2026. GSEC recommends that the Board consider approval of RR642 at the May 2026 BOD meeting.

**Lanny Nickell made and Steve Wright seconded a motion to approve alternative 2. The Members Committee voted in favor with 1 opposed (Liberty Utilities) and 1 abstention (OG&E). The Board voted by secret ballot and approved the motion.**

### **Adjournment**

With no further business, Ray Hepper adjourned the meeting at 1:35 PM CT.

Respectfully submitted,  
Paul Suskie, SPP Corporate Secretary