

May 12, 2015

BY ELECTRONIC FILING

Honorable Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

Re: The Southeastern Regional Transmission Planning Process
Order No. 1000 Regional Compliance Filing

Duke Energy Carolinas, LLC and Duke Energy Progress, Inc.,
Docket No. ER13-83

Kentucky Utilities Company and Louisville Gas and Electric Company,
Docket No. ER13-897

**Ohio Valley Electric Corporation, including its wholly owned subsidiary Indiana-
Kentucky Electric Corporation,**
Docket No. ER13-913

Southern Company Services, Inc.,
Docket No. ER13-908

Dear Ms. Bose:

Pursuant to Section 206 of the Federal Power Act¹ (“FPA”) and the Federal Energy Regulatory Commission’s (“Commission” or “FERC”) order issued in *Duke Energy Carolinas, LLC, et al.*, 151 FERC ¶ 61,021 (2015) (the “April 13th Order” or “Order”), Duke Energy Carolinas, LLC and Duke Energy Progress, Inc. (collectively, “Duke”); Louisville Gas and Electric Company and Kentucky Utilities Company (“LG&E/KU”); Ohio Valley Electric Corporation, including its wholly owned subsidiary Indiana-Kentucky Electric Corporation (“OVEC”); and Southern Company Services, Inc., acting as agent for Alabama Power Company, Georgia Power Company, Gulf Power Company, and Mississippi Power Company (collectively “Southern Companies”), hereby provide their compliance filing to the April 13th Order.

¹ 16 U.S.C. § 824e.

I. INTRODUCTION

A. Background

Duke, LG&E/KU, OVEC, and Southern Companies (collectively, the “Jurisdictional SERTP Sponsors” or “Jurisdictional Sponsors”) are all public utility transmission providers that sponsor the Southeastern Regional Transmission Planning process (“SERTP”). In addition to the Jurisdictional SERTP Sponsors, the SERTP is also supported by the following nonjurisdictional transmission owners and service providers: Associated Electric Cooperative Inc. (“AECI”), Dalton Utilities (“Dalton”), Georgia Transmission Corporation (“GTC”), the Municipal Electric Authority of Georgia (“MEAG”), PowerSouth Energy Cooperative (“PowerSouth”), and the Tennessee Valley Authority (“TVA”) (collectively, the “Nonjurisdictional SERTP Sponsors”)² (the Jurisdictional SERTP Sponsors and Nonjurisdictional SERTP Sponsors collectively are referred herein as the “SERTP Sponsors”).

This filing involves the SERTP Sponsors’ proposals to comply with Order No. 1000’s³ regional transmission planning and cost allocation requirements. The SERTP Sponsors submitted their initial compliance filing to address those requirements on February 8, 2013 in Docket Nos. ER13-897, ER13-908, and ER13-913 (the “February 8th Filings”), with Duke essentially adopting the substance of those filings when Duke joined the SERTP, as explained in Duke’s May 22, 2013 submittal in Docket No. ER13-83. On July 18, 2013, the Commission issued an order addressing the February 8th Filings, finding that the filings partially complied with the requirements of Order No. 1000 and directing the Jurisdictional SERTP Sponsors to make further revisions. *Louisville Gas and Electric Co., et al.*, 144 FERC ¶ 61,054 (2013) (“First Compliance Order”).⁴ On January 14, 2014, the Jurisdictional SERTP Sponsors submitted their compliance filings (“January 14th Compliance Filings”) in response to the Commission’s First Compliance Order. On June 19, 2014, the Commission issued its order addressing the January 14, 2014 Compliance Filings and related requests for rehearing. *Duke Energy Carolinas, LLC*, 147 FERC ¶ 61,241 (2014) (“Second Compliance Order”). In that Second Compliance Order, the Commission, again, partially accepted the SERTP Sponsors’ compliance filings, required an additional compliance filing and addressed the related requests for rehearing. The Jurisdictional SERTP Sponsors submitted their compliance filings to the Second Compliance Order on August 18, 2014 (“August 18, 2014 Compliance Filings”). In the

² Importantly, the Nonjurisdictional SERTP Sponsors have authorized the Jurisdictional Sponsors to inform the Commission that the Nonjurisdictional SERTP Sponsors support this filing.

³ *Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities*, Order No. 1000, FERC Stats. & Regs. ¶ 31,323 (2011), *order on reh’g*, Order No. 1000-A, 139 FERC ¶ 61,132, *order on reh’g*, Order No. 1000-B, 141 FERC ¶ 61,044 (2012) (“Order No. 1000”).

⁴ In *Duke Energy Carolinas LLC, et al.*, 145 FERC ¶ 61,252 (2013), the Commission accepted Duke’s joining the SERTP, thereby clarifying that Duke likewise was subject to the requirements of the First Compliance Order.

April 13th Order, the Commission accepted the August 18, 2014 Compliance Filings subject to additional compliance filings and also addressed related requests for rehearing and clarification to the Second Compliance Order.

The instant filing provides the SERTP Sponsors' compliance filing to the requirements of the April 13th Order.

B. The Jurisdictional SERTP Sponsors' Filing of Their Respective Tariff Records

While the Jurisdictional SERTP Sponsors are submitting this common transmittal letter, each Jurisdictional SERTP Sponsor is individually submitting the relevant revised provisions to its respective open access transmission tariff ("OATT") through eTariff to comply with the Commission's filing requirements. In each of the filings, the relevant Jurisdictional SERTP Sponsor is including the relevant tariff records that are being amended and/or added to their OATTs along with clean and marked tariff attachments only for the OATT that is in such Jurisdictional Sponsor's database. Additionally, it is important to note that the tariff records and clean and marked tariff attachments are not absolutely identical across all four filings as they reflect differing local planning processes and slight variations in terminology used in the corresponding OATTs.

II. REVISIONS TO ATTACHMENT K TO COMPLY WITH THE APRIL 13TH ORDER

With the April 13th Order being the third iteration of the Commission's orders issued in these dockets addressing the Jurisdictional SERTP Sponsors' regional compliance filings, the April 13th Order does not require extensive changes to the SERTP's regional transmission planning and cost allocation proposals. Instead, the Order directs that a few, very specific revisions to the Jurisdictional Sponsors' OATT language be made. Accordingly, the following identifies the revisions required by the Order and then explains that the identified OATT language has been so revised.

C. Regional Transmission Planning Requirements⁵

1. Transmission Planning Region

With regard to the Jurisdictional SERTP Sponsors' proposed criteria for enrollment, the Commission held that the SERTP Sponsors had not revised or removed language so identified for such action by the Commission in the Second Compliance Order. Order, P 17. In addition, the Commission held that the SERTP Sponsors had added a footnote⁶ that did not modify or

⁵ To facilitate the Commission's review of the proposals made herein, the headings under this Section II of the transmittal letter generally follow the topic headings in the April 13th Order under the Order's "Section IV. Discussion".

⁶ The footnote was found at Southern Companies OATT, Attachment K § 13.1, n.12; *see* Order, P 20, n.17. For purposes of convenience, this transmittal letter follows the practice

revise language as directed in the Second Compliance Order.⁷ Therefore, the Commission required the Jurisdictional SERTP Sponsors to:

remove the italicized language below as well as remove the proposed footnote.

‘A public utility or non-public utility transmission service provider and/or transmission owner who is registered with NERC as a Transmission Owner or a Transmission Service Provider *and that owns or provides transmission service over transmission facilities within the SERTP region* may be eligible to enroll in the SERTP.’

April 13 Order, P 20 (emphasis in original, internal footnote omitted).

As shown in Southern Companies’ “Marked Tariff” included in its filing for posting in e-library, the italicized language has been removed from Section 13.1 of Southern Companies’ Attachment K to their OATT, and footnote 12 has also been deleted.⁸

adopted in the Order in that references herein to the Jurisdictional Sponsors’ OATTs are generally to Southern Companies’ OATT. As mentioned above, the pertinent provisions of the Jurisdictional Sponsors’ OATTs are not absolutely identical, as they reflect differing local planning processes and slight variations in terminology used in the corresponding OATTs and adopt differing organizational and naming conventions for the pertinent provisions in their OATTs.

⁷ The SERTP Sponsors had added language to clarify that the geographic requirements concerning the scope of the region would be considered for enrollment purposes out of a concern that without such language, “any transmission service provider located anywhere ... [would] be eligible to enroll.” Order P 14 (citing SERTP Sponsors Request for Rehearing at 13-14). The Commission, however, has now provided assurance that the filed rate will not be interpreted literally, stating that, given “the geographic requirements set forth in Order No. 1000 ... [this concern] is not in fact the case.” Order P 19 n. 16.

⁸ The Jurisdictional SERTP Sponsors note that the block quote found in paragraph 20 of the Order contains additional language not included in the Jurisdictional SERTP Sponsors’ OATTs. Specifically, that quote in the Order indicates that the Jurisdictional Sponsors’ OATTs contain the language, may “be eligible to” enroll, when the OATTs only provide, “may enroll”. Compare April 13 Order, P 20 to Southern Companies’ OATT, Attachment K, § 13.1. While the Jurisdictional SERTP Sponsors believe that the additional language included in the Order more accurately captures the Commission’s intent in the Order (in that footnote 60 of the Order provides that not every transmission service provider located anywhere will be eligible to enroll), the Jurisdictional SERTP Sponsors have refrained from including that additional language in an effort to not exceed the scope of the Order. Should the Commission have intended that this language be included on compliance, then the SERTP Sponsors request that the Commission so specify.

- e. **Requirement to Plan on a Regional Basis to Identify More Efficient or Cost-Effective Transmission Solutions**
 - i. **Affirmative Obligation to Plan**

With regard to the use of the term “transmission needs” in the Jurisdictional SERTP Sponsors’ OATTs, the Order held that the SERTP Sponsors had included “limiting language that was not directed on compliance, and is similar to the limiting language that the Commission rejected in the Second Compliance Order.” April 13 Order, P 34. The Order required the removal of that new language, directing the Jurisdictional SERTP Sponsors to:

revise the Preamble of Attachment K and remove the following language: ‘these needs typically arise from long-term (i.e., one year or more) firm transmission commitment(s) whether driven in whole or in part by public policy requirements or economic or reliability considerations.’

Id. (quoting Southern Companies OATT, Attachment K, Preamble).⁹ As shown in the “Marked Tariff” included in Southern Companies’ filing, the identified language has been removed from the Preamble of Southern Companies’ Attachment K.

Similarly, the Commission required the removal of the following language contained in the SERTP Sponsors’ proposal concerning transmission needs driven by public policy requirements:

‘This includes the planning for and expansion of physical transmission system delivery capacity to provide long-term firm transmission services to meet i) native load obligations and ii) wholesale Transmission Obligations under the Tariff.’

April 13th Order, P 35. As shown in the “Marked Tariff” included in this filing for posting in e-library, the identified language has been removed from Section 10.1 of Southern Companies’ Attachment K.

With regard to Duke’s public policy proposals contained in its local transmission planning process, Duke had proposed to remove certain language that the Commission had required to be deleted in the Second Compliance Order and replace that language with a provision stating that “‘the criteria for determining if public policy drives a local transmission need include the existence of facts showing that the identified need cannot be met absent the construction of additional transmission facilities.’” April 13 Order, P 37 (quoting, Duke OATT, Attachment N-1, § 4.3.2.2). Although the Commission recognized that Duke had revised the concerned language, the Commission held that it was substantively the same as the original proposal that had been required to be removed. Thus, the Commission required this new

⁹ In so holding, the Commission clarified that it is “not requiring Filing Parties to expand their transmission system[s] for non-firm transmission service.” April 13 Order, P 34.

language be removed from Duke's OATT. April 13 Order, P 37. In compliance with that directive, and as shown in Duke's Marked Tariff included in its filing, the above quoted language has been removed from Section 4.3.2.2 of Duke's Attachment N-1.

ii. Minimum Threshold Requirements

In their August 18, 2014 Compliance Filings, the SERTP Sponsors proposed to include a provision that the Commission had accepted elsewhere that in order for a transmission project to be eligible for selection in a regional plan for purposes of cost allocation, it must have "two or more Beneficiaries." Southern Companies OATT, Attachment K, § 15.1.4. Consistent with that precedent where that criteria had been accepted by the Commission, the proposed language also included a footnote providing that the project developer would not be required to identify such beneficiaries but instead would be identified by the transmission provider. Southern Companies OATT, Attachment K, § 15.1.4, n. 13. Upon review, the Commission held that the SERTP Sponsors' proposed adoption of that criteria is a new proposal outside the scope of the compliance filing. April 13th Order, P 57. The Commission directed "a further compliance filing that removes from their OATTs the requirement that to be eligible for selection in the regional transmission plan for purposes of cost allocation, a transmission project must have two or more Beneficiaries." *Id.* In accordance with that directive, and as shown in the "Marked Tariff" included in Southern Companies' filing, Section 15.1.4 of Southern Companies' Attachment K has been so removed, including the associated footnote 13.¹⁰

2. Nonincumbent Transmission Developer Reforms

a. Federal Rights of First Refusal

In the Second Compliance Order, the Commission required the Jurisdictional SERTP Sponsors to restore language contained in their original compliance filing that provided that "the proposed transmission project cannot be located on the property and/or right-of-way belonging to anyone other than the transmission developer absent the consent of the owner of the property and/or right-of-way, as the case may be." In the April 13th Order, the Commission recognized that this language had been reincorporated into the Jurisdictional SERTP Sponsors' OATT in compliance with that directive. April 13 Order, P 65 (referencing Southern Companies OATT, Attachment K, § 15.2). Nevertheless, after further consideration, the Commission held that this language is "not consistent with Order No. 1000" and required its removal. *Id.*, at P 78.

While requiring the removal of the foregoing language, the Commission also held that:

[The Jurisdictional Sponsors] have proposed new language that is consistent with Order No. 1000 and that can be modified to include

¹⁰ The Commission did not categorically refuse to allow such a provision. *See id.* Instead, the Commission explained that even though the Jurisdictional SERTP Sponsors requested that "the Commission treat revisions that exceed compliance directives as a section 205 filing, the Commission generally does not permit a party to combine a compliance filing with an unrelated or unnecessary tariff filing under section 205." *Id.*

references to rights-of-way. Specifically, [the Jurisdictional Sponsors] propose new language stating that, “[t]he proposed regional transmission project must not contravene state or local laws with regard to construction of transmission facilities.”... This language can also be expanded as follows to capture the references to rights-of-way that [the Jurisdictional Sponsors] included in the provision we are directing them to delete: ‘The proposed regional transmission project must not contravene state or local laws with regard to rights-of-way or construction of transmission facilities.’... Therefore, we direct [the Jurisdictional Sponsors] to submit, within 30 days of the date of issuance of this order, a further compliance filing to move the language in the proposed new footnote into the body of their Tariffs and to modify the provision to add the phrase “rights-of-way or” as shown above.

April 13th Order, P 79 (emphasis in original).

In accordance with the foregoing, the Jurisdictional SERTP Sponsors have deleted the above-referenced language from their original compliance filing, moved the language from the proposed footnote to the body of text, and have incorporated the above reference to rights-of-way into that language. The following shows these revisions to the first sentence of Section 15.2 of Southern Companies’ Attachment K:

15.2 In addition to satisfying the requirements of Section 15.1, the proposed regional transmission project must not contravene state or local laws with regard to rights-of-way or construction of transmission facilities~~cannot be located on the property and/or right-of-way (“ROW”) belonging to anyone other than the transmission developer absent the consent of the owner of the property and/or ROW, as the case may be.~~¹⁴

¹⁴~~-The proposed regional transmission project must not contravene state or local laws with regard to construction of transmission facilities.~~

3. Cost Allocation

With regard to Order No. 1000’s cost allocation requirements, the Commission adopted the bulk of the Jurisdictional SERTP Sponsors’ proposals. However, the Commission held that the Jurisdictional Sponsors’ “proposal regarding Regional Cost Allocation Principle 5 partially complies with the Commission’s directive in the Second Compliance Order.” April 13th Order, P 122. Specifically, the Commission held that:

We accept the [Jurisdictional Sponsors'] proposal to allocate prudently-incurred costs for cost allocation determinations that change after a project is originally accepted; however, we require [the Jurisdictional Sponsors] to remove the words in italics as they are beyond the scope of our directive: "All prudently incurred costs of the regional transmission project will be allocated if the project remains selected in the regional plan for [cost allocation] *and is constructed and placed into service.*"

Id. (emphasis in original).

In accordance with that directive, and as shown in Southern Companies' Marked Tariff included in their filing, Section 19.3 of Southern Companies' Attachment K has been revised to remove the language shown in italics above.

III. REQUEST FOR WAIVER

The Jurisdictional SERTP Sponsors are making this filing in compliance with the Commission's directives in April 13th Order. By making this filing in compliance with that Order, the Jurisdictional SERTP Sponsors understand that they have hereby satisfied any of the Commission's filing requirements that might apply. Should any of the Commission's regulations (including filing regulations) or requirements be found to apply that these filings may not have addressed, the Jurisdictional SERTP Sponsors respectfully request waiver of any such regulation or requirement.

IV. SERVICE

The Jurisdictional SERTP Sponsors are serving an electronic copy of this filing on the relevant Service Lists. In addition, this filing is being posted on the SERTP website, and the Jurisdictional SERTP Sponsors are posting an electronic copy of this filing on their OASIS or websites.

V. LIST OF DOCUMENTS

The following is a list of documents submitted with this filing:

- (a) This transmittal letter;
- (b) A Clean Tariff Attachment for Attachment K for posting in eLibrary; and
- (c) A Marked Tariff Attachment for Attachment K for posting in eLibrary.

VI. COMMUNICATIONS

Communications concerning this filing should be directed to the undersigned attorneys or following representatives of the Jurisdictional SERTP Sponsors:

Hon. Kimberly D. Bose

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CERTIFICATE OF SERVICE

I hereby certify that I have this day caused the foregoing document to be served on those parties on the official Service List compiled by the Secretary in these proceedings.

Dated at Washington, DC, this 12th day of May, 2015.

/s/ Jennifer Keisling
Jennifer Keisling

ATTACHMENT K TRANSMISSION PLANNING PROCESS

The following procedures establish the process for transmission system planning on the LG&E/KU Transmission System, in accordance with the requirements of FERC Order No. 890, *Preventing Undue Discrimination and Preference in Transmission Service*, as revised by FERC Order No. 1000, *Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities*.

Local transmission system planning for the LG&E/KU transmission system is conducted in accordance with the following Sections of this Attachment K:

- Section 1 - Coordination
- Section 2 - Openness
- Section 3 - Transparency
- Section 4 - Information Exchange
- Section 5 - Comparability
- Section 6 - Dispute Resolution
- Section 7 - Regional Coordination
- Section 8 - Local Economic Planning and Local Consideration of Public Policy Requirements
- Section 9 - Cost Allocation
- Section 10 - Recovery of Planning Costs

Regional transmission system planning is conducted in accordance with Southeastern Regional Transmission Planning Process (“SERTP Process”), as embodied in the following Sections of this Attachment K:

- Section 11 - Coordination
- Section 12 - Openness
- Section 13 - Transparency
- Section 14 - Information Exchange
- Section 15 - Dispute Resolution

- Section 16 - [Reserved]
- Section 17 - Economic Planning Studies
- Section 18 - [Reserved]
- Section 19 - Recovery of Planning Costs
- Section 20- Consideration of Transmission Needs Driven by Public Policy Requirements
- Section 21- Regional Analyses of Potentially More Efficient or Cost Effective Transmission Solutions
- Section 22 - Merchant Transmission Developers Proposing Transmission Facilities Impacting the SERTP
- Section 23 - Enrollment
- Section 24 - Pre-Qualification Criteria for a Transmission Developer to be Eligible to Submit a Regional Transmission Project Proposal for Potential Selection in a Regional Transmission Plan for RCAP
- Section 25 - Transmission Projects Potentially Eligible for Selection in a Regional Transmission Plan for RCAP
- Section 26 - Submission of Proposals for Potential Selection in a Regional Transmission Plan for RCAP
- Section 27 - Evaluation and Potential Selection of Proposals for Selection in a Regional Transmission Plan for RCAP
- Section 28 - Cost Allocation to the Beneficiaries
- Section 29 - On-Going Evaluations of the Regional Transmission Plan
- Section 30 - Delay or Abandonment
- Section 31- Milestones of Required Steps Necessary to Maintain Status as Being Selected for RCAP
- Section 32 - Credit and Security Requirements to Protect the Beneficiaries Against Delay or Abandonment of a Transmission Project Selected in a Regional Transmission Plan for RCAP

Local Transmission Planning Process

1. Coordination

FERC requires that transmission providers meet with and allow stakeholders to have input into the transmission planning process. FERC does not mandate the number of, or scope of, meetings with stakeholders, so long as the coordination process allows stakeholders an opportunity to comment meaningfully at the early stages of the transmission plan's development. LG&E/KU has developed the plan so that stakeholders will be able to provide input into the next year's plan as that plan is developed from the initial stages of development, and encourages stakeholders to be involved early in the process, as opposed to commenting only on the final plan.

Stakeholder Planning Committee

The LG&E/KU coordination plan will include the formation of a Stakeholder Planning Committee ("SPC"), which will act as a standing committee. The SPC will provide a forum for stakeholders to provide input to the Transmission Owner regarding the transmission planning process.

Membership on the SPC will be open to all interested parties. Any interested party that wants to participate in the SPC must designate a representative by sending such information to the Transmission Owner (and providing contact information for the representative) within 30 days of Commission approval of the Transmission Owner's coordination plan. After this 30 day start-up period, an interested party may join the SPC by designating a representative (and providing contact information for the representative) and sending a notice to the Transmission Owner and the Chair of the SPC.

The Transmission Owner shall be responsible for coordinating the first meeting of the SPC within 120 days of approval of the Transmission Owner's coordination plan. Afterwards, the SPC shall appoint a Chair to lead the SPC calls and coordinate any teleconferences or meetings. The Chair shall rotate annually among the members of the SPC. The SPC shall hold conference calls monthly, or quarterly, depending upon the workload at the time, to provide input to the Transmission Owner regarding planning issues. If required, the Chair may call meetings on a more frequent basis.

Upon formation, the SPC will provide a forum to allow members the opportunity to comment on the development of accurate data inputs for study simulations, the appropriateness of study simulations being performed, and the correctness of the execution of study simulations. The SPC will also enable members to review study results as they are performed over the study development cycle. The SPC will also provide an opportunity to produce comments and reports. Further, the SPC will be responsible for forming an Economic Expansion Subcommittee.

The SPC will decide its own processes and procedures, including frequency, location and format of meetings; membership criteria (e.g., number of representatives per Eligible Customer, provisions for alternates). The SPC will also determine the responsibilities of the SPC Chair, such as: supervision of SPC activities, scheduling and posting notice of meetings, developing agendas, and presiding at meetings. Although the Transmission Owner and the ITO are not formal members of the SPC, the Transmission Owner and the ITO will be invited to participate in all SPC activities.

It is the Transmission Owner's intent that issues before the SPC be resolved on a consensus basis; nevertheless, there may be circumstances where sending an issue to a vote would be appropriate. Because of the SPC's potential breadth, if and when the SPC needs to vote on certain issues, each SPC member's vote will be weighted based on whether the member represents a current Transmission or NITS Customer, an Eligible Customer, a regulatory body, a developer of transmission, generation or demand resources, or the general public (i.e., an unaffiliated individual).

SPC Member	Weighted Vote
Current Transmission Customer	1.00
Current NITS Customer	1.00
Eligible Customer	1.00
Regulatory Body (KPSC, FERC, or similar)	1.00
Developers of Transmission	1.00
Developers of Generation	1.00
Developers of Demand Resources	1.00
General Public	1.00

Transmission Planning Cycle

The Transmission Owner's coordination plan involves a combination of SPC meetings and semi-annual stakeholder meetings to discuss draft annual transmission expansion plans, as well as opportunities for stakeholders to provide written comments early in the process. The transmission planning process is an approximately 14 month cycle. The transmission planning process will begin in November with the Transmission Owner starting the process of running the required planning models for the next planning year (e.g., in November 2015 for the 2016 planning year). During the transmission planning cycle, the SPC will hold either quarterly or monthly meetings to update stakeholders on the status of the next year's transmission plan and provide an opportunity for stakeholders to comment, both on the development of the transmission plan and on the criteria, data, and assumptions used by the Transmission Owner in developing the annual transmission plan.

In November, the ITO will convene a stakeholder meeting. The November stakeholder meeting serves two functions in the transmission planning cycle.

- **Review ongoing development of Next Year's plan** - First, the ITO will issue a request for stakeholder input on development of the next year's transmission plan (e.g., during the November of 2015 for 2016 planning year). Stakeholders will have

thirty days from the November meeting in which to transmit their additional suggestions for the next year's transmission plan.

- **Finalize Current Year's Transmission plan** - Second, the November stakeholder meeting also involves the presentation of the final draft transmission plan and the ITO's response to the draft plan for the current calendar year (e.g., during November of 2015 for the 2015 planning year). The ITO will present its comments on the final version of the annual transmission expansion plan for the current year, and will receive comments. Stakeholders may submit written comments for up to 30 days after the November meeting on the current year's plan.

The ITO will convene another stakeholder meeting in July of each year. Fifteen days prior to the July stakeholder meeting, the ITO will distribute the draft transmission plan for the current year (e.g., in July of 2016, the Transmission Owner will distribute its draft for the 2016 planning year, which incorporates all comments received from stakeholders to date on the 2016 plan). Stakeholders will have an opportunity to discuss the draft transmission plan at the July stakeholder meeting, and may submit written comments regarding the draft transmission plan for up to 30 days following the July stakeholder meeting.

Following the completion of the comment period, the Transmission Owner will incorporate the comments to the extent possible in the draft plan to be submitted to the ITO. The Transmission Owner's final draft of the transmission expansion plan is presented to the ITO by October 31, for final review and approval.

Between the July and November stakeholder meetings, the SPC will continue to hold quarterly or monthly meetings on the state of the next year's transmission plan and will have opportunities to comment on plan development.

Additionally, stakeholder input is not restricted to the SPC and semi-annual stakeholder meetings but can be sent to the Manager of Transmission or the SPC at any time. Written comments are preferred and may be sent via e-mail. Comments received outside the semi-annual meetings and SPC meetings will be made available to other stakeholders via OASIS.

The Transmission Owner is the entity responsible for drafting the annual transmission plan, with input from the SPC and stakeholders, which is then reviewed and revised or approved by the ITO. The SPC will be responsible for coordinating the monthly and quarterly conference calls and will provide input to the TO on planning issues at that time. The ITO will be responsible for coordinating the semi-annual stakeholder meetings, and the Transmission Owner will attend to present the annual transmission plan, or draft of the annual transmission plan as appropriate, and will take stakeholder comments at that time. Stakeholders also may address their written comments to the Transmission Owner or the SPC, which the Transmission Owner will take into account when drafting or revising the annual transmission expansion plan.

The ITO already holds an annual stakeholder meeting to address customer and other stakeholder issues. Transmission expansion planning has been added to this process, and an

additional meeting added to the yearly calendar. Additionally, the scope of stakeholders invited to participate in the meetings will be expanded for transmission planning meetings to include interested parties, neighboring transmission systems, and state commission representatives, as well as customers.

SPC meetings will occur quarterly, monthly, or more often, as determined by the SPC or its Chair.

Notice of the monthly or quarterly teleconference meetings of the SPC will be sent out by the Transmission Owner for the first meeting to a list of Eligible Customers based on those that inform the Transmission Owner of their interest in participating in the SPC. Afterward, the Chair of the SPC will be in charge of coordinating and notifying the SPC members of the conference calls. A notice of the semi-annual meetings will be placed on OASIS, as well as the ITO's website. Customers will receive an e-mail notifying them of the meeting, and other stakeholders (neighboring transmission systems, state commission representatives) will be invited by the Transmission Owner. Meetings will take place in person in Louisville, Kentucky. If participants are unable to attend in person, a teleconference line will be made available.

Any significant planning developments or events will trigger a notice by the Transmission Owner to the ITO and a posting on OASIS to notify the SPC and any other Eligible customer under the OATT of the opportunity to provide input during the planning process with regard to the significant development or event.

2. Openness

Except as noted below, the transmission planning portion of the stakeholder meetings will be open to any interested party, including current Transmission and Network Customers, representatives from the Kentucky Public Service Commission, and utilities with whom the Transmission Owner's transmission system is interconnected. Entities attending the transmission planning portion of the stakeholder meetings will be invited to provide their comments, concerns, or relevant study data using the procedures set forth in Part I above.

The Transmission Owner will use a confidentiality agreement, included as Appendix 1 to this Attachment K, to address sharing of potential Critical Energy Infrastructure Information or similar information (collectively, "CEII") and/or confidential transmission planning information. Any File Transfer Protocol ("FTP") sites containing such information will require such agreement to be executed in order to obtain access. If a stakeholder meeting will include discussion of CEII and/or confidential information, the Transmission Owner will provide notice to stakeholders beforehand, together with an opportunity to execute a confidentiality agreement (if the stakeholder has not already executed one), so that the stakeholder can participate in such meeting. In the alternative, stakeholder meetings will be structured to have separate discussion of issues involving CEII and/or confidential data, with only those participants who have agreed to execute the confidentiality agreement in Appendix 1.

The Transmission Owner will not use a confidentiality agreement to address sharing of information that is neither CEII nor confidential transmission planning information. If a

stakeholder meeting will not include discussion of CEII and/or confidential transmission planning information, the Transmission Owner will provide notice to stakeholders beforehand so that the stakeholders can participate in such meeting.

Pursuant to FERC regulations, the Transmission Owner and the ITO will identify as CEII specific engineering, vulnerability or detailed design information about proposed or existing critical infrastructure that:

- (i) Relates details about the production, generation, transportation, transmission, or distribution of energy;
- (ii) Could be useful to a person planning an attack on critical infrastructure;
- (iii) Is exempt from mandatory disclosure under FOIA; and
- (iv) Does not simply give the general location of the critical infrastructure.

This definition includes, but is not limited to, the annual transmission expansion plan and all drafts thereof.

In order to participate in the transmission planning portion of the stakeholder meetings in which any CEII or confidential transmission planning information is discussed, or to gain access to the transmission planning links on the Transmission Owner's OASIS which include CEII or confidential transmission planning information, the entity requesting participation must execute a Confidentiality Agreement, the form of which is attached hereto in Appendix 1.

Additionally, pursuant to Section 6 of the Confidentiality Agreement, each employee, expert, agent or representative of the stakeholder who is to receive access to the confidential information must be identified on the List of Authorized Recipients, included as Exhibit A to the confidentiality agreement. Once the confidentiality agreement is executed, the ITO will contact the participating entity regarding the digital certificates, passwords, or key encryption required to access the transmission planning portion of the Transmission Owner's OASIS. Nothing herein shall require or obligate the Transmission Owner or ITO to release or provide access to potential CEII, critical assets or critical cyber assets-related information in a manner inconsistent with applicable law, regulation, mandatory reliability standards or prudent utility practice, as determined in the discretion of the Transmission Owner or ITO, reasonably applied.

Stakeholders that have not executed a confidentiality agreement can still participate in portions of the transmission planning portion of the stakeholder meetings that do not involve confidential information and/or CEII.

3. Transparency

Under the terms of the Network Operating Agreement ("NOA"), Network Customers, including the Transmission Owner's Load Serving Entity, are required to provide no later than October 31 of each year, Network Resource availability forecast (e.g., all planned resource

outages, including off-line and on-line dates) for the following year. The primary focus for transmission planning is contracted, long-term firm usage. The Transmission Owner invites firm Point-to-Point customers to provide information regarding their usage that will exceed five years, including information such as the Point-to-Point customer's anticipated volumes, identification of source and sink points, and whether the customer anticipates using the system on- or off-peak. This information should also be provided no later than October 31 of each year.

The Transmission Owner commences its transmission expansion planning process considering any input from the SPC and the information provided by transmission customers, as described in this Section 3. A preliminary draft of the transmission expansion plan will be prepared by the Transmission Owner, and distributed to stakeholders who have executed a confidentiality agreement fifteen days prior to the July stakeholder meeting. The Transmission Owner will take the oral comments provided by stakeholders at the July stakeholder meeting, and any other written comments provided on the draft transmission expansion plan up to 30 days after the July stakeholder meeting, into account when preparing the final draft of the transmission expansion plan. The final draft is presented to the ITO for review and approval by October 31. The final version of the transmission expansion plan, along with the comments of the ITO, will be distributed to stakeholders fifteen days prior to the November stakeholder meeting.

The timelines/dates for data exchange are included in the flowchart attached hereto as Appendix 2.

The planning criteria are available at: <http://www.oatioasis.com/LGEE/index.html> under the heading "Business Practices, Waivers, and Exemptions" and then "LG&E-KU Transmission Planning Guidelines." See Appendix 3.

The Planning Guidelines are applied to power flow models containing all of the data collected from customers to identify overloaded elements. Potential solutions are identified, and a least cost revenue requirements analysis is then applied to select solutions to resolve these problems.

The Transmission System Planning Guidelines are to be made available on the OASIS. These guidelines outline the basic criteria, assumptions, and data that underlie transmission planning for the Transmission System, including:

- Adherence to NERC and SERC reliability standards;
- Treatment of native load;
- Transmission contingencies and measurements;
- Thermal and voltage limits;
- Minimum operating voltage at Generators; and
- Modeling considerations.

These Transmission System Planning Guidelines have been designed to allow others to replicate the transmission modeling process. All of the underlying data and assumptions used in developing the transmission plan will be available on the OASIS. This information will be

available to any stakeholder who has completed a confidentiality agreement. Additionally, the Transmission Owner uses GE's PSLF ("Positive Sequence Load Flow") software in the planning process.

Via the transmission planning portion of OASIS, semi-annual updates on the status of all transmission expansion projects, including projected completion dates, will be posted. In addition, members of the SPC will receive status reports in advance of each SPC meeting. If stakeholders have questions for the monthly meetings, they may submit such inquiries to the Manager of Transmission Strategy and Planning via the ITO.

4. Information Exchange

Under the terms of the Network Operating Agreement ("NOA"), Network Customers are required to provide no later than October 31 of each year, Network Resource availability forecast (e.g., all planned resource outages, including off-line and on-line dates) for the following year. Such forecasts are required to be made in accordance with Good Utility Practice. The Network Customer must inform the Transmission Owner, in a timely manner, of any changes to the Network Customer's Network Resource availability forecast. In addition to the information required under the NOA, for the purposes of transmission planning, Network Customers will also be required to provide, no later than October 31 of each year, their load forecasts for the next ten years (the planning horizon). Additionally, Network Customers will also be required to update these load forecasts to the extent that they change during the year.

The primary focus for the Transmission Owner's transmission planning is contracted, long-term firm usage. The Transmission Owner invites long-term firm Point-to-Point customers to provide information regarding their usage, including information such as the Point-to-Point customer's anticipated volumes, identification of source and sink points, and whether the customer anticipates using the system on- or off-peak. This information should also be provided no later than October 31 of each year.

Information to be used by the Transmission Owner in drafting the transmission expansion plan must be submitted no later than October 31 of each year. This information shall be provided to the Transmission Owner in PSLF Format or in a spreadsheet via e-mail or on CD-ROM via Federal Express to the Manager of Transmission Strategy Planning. Transmission customers should provide the Transmission Owner with timely written notice of material changes in any information previously provided relating to its load, its resources, or other aspects of its facilities or operations affecting the Transmission Owner's ability to provide service.

To the extent that the Transmission Owner requires additional information from Transmission Customers and/or other interested parties in support of regional transmission planning pursuant to Sections 11-32 herein, the Transmission Owner may request such additional information as described in Section 14 herein.

5. Comparability

For the purposes of transmission planning, including participation in the SPC and

stakeholder meetings, all Network Customers, including the Transmission Owner's native load, and Long-Term Firm Point-to-Point Customers (*i.e.*, with a term of five years or more) will be treated comparably.

Stakeholders may propose transmission, generation and demand resources or other alternative solutions to needs identified during the transmission planning process, and proponents of all alternative solutions will be given equal opportunity to participate. Any entity proposing resources must complete a data sheet which will be posted on OASIS that will identify direct control load and interruptible demand. Advanced technologies and demand-side resources will be treated comparably, where appropriate in the transmission planning process, to transmission and generation solutions. Transmission plans developed under this Attachment K will be technology neutral, balancing costs, benefits and risks associated with the use of demand-side resources, transmission, generation or other alternative solutions to meet the needs of transmission customers and the Transmission Owner.

6. Dispute Resolution

Any dispute, claim or controversy amongst the Transmission Owner, the ITO and/or a stakeholder regarding application of, or results from, local transmission planning undertaken pursuant to Sections 1-10 herein, including any Transmission Owner activities undertaken pursuant to Section 7, Regional Coordination (each a "Dispute") shall be resolved in accordance with the procedures set forth in this Section 6. For the avoidance of doubt, any dispute between the ITO and the Transmission Owner shall be resolved pursuant to the dispute resolution provisions of the ITO Agreement.

a. Notice of Dispute. In the event of a Dispute under this Section 6, any party to the Dispute may provide written notice to the other parties to the Dispute, including a description of the nature of the Dispute.

b. Dispute Resolution by Representatives. The parties to the Dispute shall first refer the Dispute to their respective representatives who shall negotiate in good faith to resolve the Dispute.

c. Dispute Resolution by Executive Management Representatives. If the Dispute is not resolved within fifteen (15) days of being referred to the disputing parties' representatives pursuant to subsection b of this Section 6, then each party shall have five (5) days to appoint an executive management representative who shall negotiate in good faith to resolve the Dispute.

d. Dispute Resolution by Mediation. If the parties' executive management representatives are unable to resolve the Dispute within thirty (30) days of their appointment, the parties shall proceed in good faith to submit the matter to a mediator mutually acceptable to the disputing parties. The parties will share equally in the cost of such mediation, which will be conducted in accordance with the Commercial Mediation Rules of the American Arbitration Association.

e. Arbitration. If the parties are unable to resolve the Dispute within thirty (30) days after the appointment of a mediator pursuant to subsection d of this Section 6, then the Dispute may be

filed as a complaint at FERC, or may be resolved according to the provisions for arbitration and any other remedies as outlined in this subsection e.

i. Choice of Arbitrator(s). Any arbitration initiated under subsection e shall be conducted before a single neutral arbitrator appointed by the disputing parties. If the disputing parties fail to agree upon a single arbitrator within ten (10) days of the referral of the Dispute to arbitration, each disputing party shall choose one arbitrator who shall sit on a three-member arbitration panel. The arbitrator(s) shall provide each of the disputing parties an opportunity to be heard and, except as otherwise provided herein, shall generally conduct the arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association.

ii. Arbitration Decisions. Unless otherwise agreed, the arbitrator(s) shall render a decision within ninety (90) days of appointment and shall notify the disputing parties in writing of such decision and the reasons therefore. The decision of the arbitrator(s) shall be final and binding upon the disputing parties, and judgment on the award may be entered in any court having jurisdiction; provided, to the extent the final decision of the arbitrator(s) affects jurisdictional rates, terms and conditions of service or facilities, it must also be filed with the FERC consistent with applicable law, and its effectiveness is contingent upon applicable filing and acceptance provisions of applicable law, if any. The decision of the arbitrator(s) may be appealed solely on the grounds that the conduct of the arbitrator(s), or the decision itself, violated the standards set forth in the Federal Arbitration Act and/or the Administrative Dispute Resolution Act.

iii. Costs. Each disputing party shall be responsible for its own costs incurred during the arbitration process and for the cost of the arbitrator chosen by the disputing party to sit on the three member panel or, if applicable, one third of the cost of the single arbitrator jointly chosen by the disputing parties.

f. Notwithstanding these Dispute Resolution procedures, any party to dispute retains its rights to file a complaint pursuant to Section 206 of the Federal Power Act.

g. [RESERVED].

h. Any procedural or substantive dispute that arises from the SERTP Process will be addressed by the regional Dispute Resolution Measures contained in Section 15 herein.

7. Regional Coordination

This planning principle applies only to the Transmission Owner's local transmission planning process. For the avoidance of doubt, the Transmission Owner's regional transmission planning in accordance with Order No. 1000 is conducted in accordance with the SERTP Process, Sections 11-32 herein.

The Transmission Owner is involved in the TVA sub regional planning process, or

Central Public Power Partners group. The Transmission Owner also participates in the MISO-PJM-TVA planning process, as an interested neighboring utility. TVA is the Reliability Coordinator under this OATT, and is a signatory to the Congestion Management Process (“CMP,” referenced herein at Attachment Q); TVA participates in the CMP on its own behalf and on behalf of the Transmission Owner. In addition to this contractual relationship, the Transmission Owner participates with affected systems such as MISO, PJM, and TVA on affected system studies when new generator interconnections so require.

The Transmission Owner participates in the NERC Working Group annual Multi-regional Modeling (“MMWG”) process through SERC. This is a bottom-up process: when projects are added to the Transmission Owner’s model through the stakeholder processes outlined in this Attachment K, the information gathered through that process may be included in the MMWG plan if it meets the Working Group’s criteria. There is no separate timeline for evaluating under the MMWG; once a project is added to the Transmission Owner’s model, it is included in the MMWG.

Additionally, the Transmission System is interconnected with the transmission systems of East Kentucky Power Cooperative, Inc. (“EKPC”), American Electric Power subsidiaries Kentucky Power Company, Appalachian Power Company, and Ohio Power Company (collectively, “AEP”), and Duke Energy Ohio and Duke Energy Indiana (collectively, “Duke Energy”). Under the terms of the wires-to-wires interconnection agreements with each of these entities, the Transmission Owner, EKPC, AEP, and Duke Energy provide input to NERC which develops models of the eastern interconnection.

SERC is the regional reliability organization for the Transmission Owner. The Transmission Owner supports the concept of regional and/or subregional processes evolving over time as stakeholders gain experience, and is happy to participate in the proposed inter-regional SERC process.

As an overall matter, the regional programs described herein operate on bottom-up principles: the individual transmission-owning participants work with their stakeholders to identify problems or projects, which are then presented to the regional group as appropriate. The project or problem is then studied and/or acted upon pursuant to the regional group’s standards committee using objective criteria. If a project moves forward at the regional level, costs are allocated pursuant to the regional group’s cost allocation methodology (if any).

As part of the Transmission Owner’s on-going transmission planning efforts, the Transmission Owner will assess whether alternative transmission solutions may be required in addition to, or in place of, a potential regional transmission project selected in the SERTP regional plan for regional cost allocation purposes due to the delay in its development or abandonment of the regional project. In this regard, the transmission developer shall promptly notify the Transmission Owner should any material changes or delays be encountered in the development of the potential transmission project. If, due to such delay or abandonment, the Transmission Owner determines that a project selected in the SERTP regional plan for regional cost allocation purposes no longer adequately addresses underlying transmission needs and/or no longer remains more efficient and cost effective, then the Transmission Owner may proceed with

reevaluating its local transmission plan to seek appropriate solution(s). If the regional project is removed from being selected in the SERTP regional plan for regional cost allocation purposes due to delay or abandonment by the transmission developer, then the transmission developer shall be responsible for any increased costs as provided for in Section 30 herein.

8. Local Economic Planning and Local Consideration of Public Policy Requirements

A. Economic Expansion Planning and Public Policy Requirements Subcommittee

Members of the SPC will form the Economic Expansion Planning and Public Policy Requirements Subcommittee (“EP”) subcommittee. The EP subcommittee will be made up of members from the SPC. The EP will be responsible for developing a process for considering local economic projects, and will provide input to the Transmission Owner’s identification and evaluation of transmission needs driven by Public Policy Requirements.

In August, each Transmission or Network Customer, or other member of the SPC, may nominate one person to the EP Subcommittee. The EP Subcommittee will establish its own rules of procedure.

B. Local Economic Planning Studies

Local economic planning studies will be open to participation by all Transmission and Network Customers and interested parties. Local economic planning studies may be used to evaluate network additions or upgrades that are not required to maintain NERC or SERC standards of reliability on the Transmission System, or to accommodate a request for transmission service, but that may alleviate significant and/or recurring congestion on some portion of the Transmission System. Local economic planning studies may also be used to evaluate network additions or upgrades necessary to integrate any new resource or load on the local Transmission System.

In July, the ITO will open a queue on the OASIS for the submission of requests for local economic planning studies. Requests for local economic planning studies may be submitted by Transmission Customers, Network Customers, Eligible Customers, Interconnection Customers, or other stakeholders. The queue will remain open for sixty (60) days. The EP Subcommittee will evaluate and prioritize the requests for local economic studies, including clustering any study requests. The EP Subcommittee shall present its recommendations to the SPC at the November stakeholder meeting. The top five (5) requests approved by the SPC shall be performed by the Transmission Owner by the next July stakeholder meeting each year, so that the results may be reviewed in conjunction with the transmission expansion planning process. The results will also be posted on OASIS.

As discussed below, the costs for the top five (5) requests identified by the SPC shall be included in the Transmission Owner’s transmission rates. If a customer’s request was not identified in the top five (5), then the customer may request that the Transmission Owner complete the study and assess the customer directly for the costs of the study.

The Transmission Owner shall perform the local economic planning studies to the extent it has the data necessary to perform such a study. The Transmission Owner may solicit the requesting customer(s), or the Transmission Owner's Load Serving Entity for additional information and data necessary to perform the requested economic planning study. Such information and data will be subject to confidentiality provisions, and/or Standards of Conduct, as appropriate.

The performance of a local economic planning study is for evaluation purposes only. The Transmission Owner is under no obligation to build any network additions or upgrades identified by the economic planning studies.

The costs for the top five (5) yearly local economic planning studies performed solely for the Transmission Owner's system shall be included in the Transmission Owner's transmission rates via a line-item added to the Transmission Owner's formula rate to collect these expense items. If a customer's request was not identified in the top five (5), then the customer may request that the Transmission Owner complete the study and assess the customer directly for the costs of the study.

Economic Study requests that are regional in nature will be referred to the regional economic study process outlined in Section 17.

C. Local Consideration of Public Policy Requirements

1. Procedures for the Consideration of Local Transmission Needs Driven by Public Policy Requirements: The Transmission Owner addresses transmission needs driven by enacted state, federal and local laws and/or regulations ("Public Policy Requirements") in its routine planning, design, construction, operation, and maintenance of the Transmission System. The Transmission Owner addresses transmission needs driven by the Public Policy Requirements of load serving entities and wholesale transmission customers through the planning for and expansion of physical transmission system delivery capacity to provide long-term firm transmission services to meet i) native load obligations and ii) wholesale Transmission Customer obligations under the Tariff.
2. The Consideration of Local Transmission Needs Driven by Public Policy Requirements Identified Through Stakeholder Input and Proposals
 - a. Required Information: In July, the ITO will open a queue on OASIS for Stakeholders to submit requests for consideration of possible transmission needs driven by Public Policy Requirements. The submitting Stakeholder must provide the following information in accordance with the directions provided on OASIS:
 - i. The applicable Public Policy Requirement, which must be a requirement established by an enacted state, federal, or local law(s) and/or regulation(s); and
 - ii. An explanation of the possible transmission need driven by the Public

Policy Requirement identified in subsection 8.C.2.a.i. (e.g., the situation or system condition for which possible solutions may be needed, as opposed to a specific transmission project).

- b. **Deadline for Providing Such Information:** Stakeholders that propose a possible transmission need driven by a Public Policy Requirement for evaluation by the Transmission Owner in the current transmission planning cycle must provide the requisite information identified above via OASIS within 60 calendar days after the queue has opened.

3. Evaluation of Possible Local Transmission Needs Driven by Public Policy Requirements

- a. **Identification of Public Policy-Driven Local Transmission Needs:** In order to identify, out of the set of possible transmission needs driven by Public Policy Requirements proposed by Stakeholders, those transmission needs for which transmission solutions will be evaluated in the current planning cycle, the Transmission Owner, in consultation with the EP Subcommittee, will assess:

- i. Whether the Stakeholder-identified Public Policy Requirement is an enacted local, state, or federal law(s) and/or regulation(s);

- ii. Whether the Stakeholder-identified Public Policy Requirement drives a Transmission Need(s); and

- iii. If the answers to the foregoing questions i) and ii) are affirmative, whether the potential transmission need(s) driven by the Public Policy Requirement is already addressed or otherwise being evaluated in the then-current planning cycle.

- b. **Identification and Evaluation of Possible Local Transmission Solutions for Public Policy-Driven Local Transmission Needs that Have Not Already Been Addressed:** If a Public Policy-driven transmission need is identified that is not already addressed, or that is not already being evaluated in the transmission expansion planning process, the Transmission Owner will identify a transmission solution(s) to address the aforementioned need. The Transmission Owner shall study the potential solution to the extent it has the data necessary to perform such a study. The Transmission Owner may solicit the Stakeholder(s) (if any) that identified the specific transmission need driven by Public Policy Requirements, or the Transmission Owner's Load

Serving Entity, for additional information and data necessary to evaluate the proposed transmission solution. Such information and data will be subject to confidentiality provisions, and/or Standards of Conduct, as appropriate.

4. Stakeholder Input During the Evaluation of Public Policy-Driven Transmission Needs and Possible Transmission Solutions:
 - a. Not later than the second quarter SPC meeting for the given transmission planning cycle, the Transmission Owner will review the Stakeholder-proposed transmission needs driven by Public Policy Requirements to be evaluated in the then-current planning cycle. In performing the assessment described in Section 8.C.3.a, above, The Transmission Owner shall consult with the EP Subcommittee via conference call or web-based meeting, as appropriate. Information about such conference call or web-based meeting shall be communicated to the members of the EP Subcommittee via e-mail, and will also be posted on OASIS.
 - b. Prior to the meeting at which transmission needs driven by Public Policy Requirements will be reviewed, the ITO will post on OASIS which possible transmission needs driven by Public Policy Requirements proposed by Stakeholders (if any) are transmission needs(s) that are not already addressed in the planning process and will, pursuant to Section 8.c.3, be evaluated in the current planning cycle.
 - c. Stakeholders, including those who are not Transmission Customers, may provide input regarding Stakeholder-proposed possible transmission need(s) and may provide input during the evaluation of potential transmission solutions to identified transmission needs consistent with Section 13.
 - d. Stakeholder input regarding possible transmission needs driven by Public Policy Requirements may be directed to the governing Tariff process as appropriate. For example, if the possible transmission need identified by the Stakeholder is essentially a request by a network customer to integrate a new network resource, the request would be directed to that existing Tariff process.
5. The Transmission Owner will provide and the ITO will post on OASIS an explanation of (1) those transmission needs driven by Public Policy Requirements that have been identified for evaluation for potential transmission projects in the then-current planning cycle; and (2) why other suggested, possible transmission needs driven by Public Policy Requirements proposed

by Stakeholders were not selected for further evaluation.

9. Cost Allocation

The Transmission Owner has included the following cost allocation criteria for economic upgrades or additions for purposes of its Order 890 filing; for the avoidance of doubt, this planning principle only applies to the Transmission Owner's local transmission planning process.

Once formed, the SPC will examine the criteria to form a recommendation to the Transmission Owner on whether revised criteria should be developed (including any criteria regarding protection against "free riders"), with input from all stakeholders and interested parties including the Kentucky Public Service Commission.

The following cost allocation criteria do not apply to network upgrades or additions necessary to maintain Transmission System reliability pursuant to NERC or SERC standards, nor do they apply to network upgrades or additions identified in conjunction with a transmission service request. No upgrades described in this Section 9 will be built unless the Transmission Owner has a guarantee from the customers requesting such upgrade that they will pay for the upgrade and that the Transmission Owner will not be responsible for any of the costs of the upgrade.

- A. Local Economic Upgrades or Additions. If a network upgrade or addition is identified in a local economic planning study requested by a single customer, and if such addition or upgrade is then approved for construction, then the customer requesting the upgrade shall agree to pay for the costs of the upgrade. If the customer(s) fail to agree to pay the costs identified, then the request will be deemed withdrawn.
- B. Projects with Multiple Transmission Customers. For a network upgrade or addition that is requested by more than one Transmission or Network Customer, the customers requesting the upgrade shall agree as to how the costs of the upgrade shall be allocated among the customer(s) identified in the local economic planning study. If the customer(s) fail to reach an agreement, the ITO shall allocate the costs of the upgrade on an equal, per capita basis to all customers requesting the upgrade.

10. Recovery of Planning Costs

The LG&E/KU OATT does not separately track planning-related costs; rather, the costs of all such reliability planning is included in the rates for jurisdictional transmission services. To the extent that the Transmission Owner is required to provide local economic planning, and to the extent that the Transmission Owner is permitted to recover costs for such local economic planning, for studies in excess of the five annual studies identified by the EP, the Transmission Owner proposes to book such expenses in a separate transmission operating subaccount and charge these costs to all entities that sign an economic expansion study agreement. A copy of the local economic planning study agreement, for those stakeholders who commission economic planning studies outside of the five identified by the EP, is attached hereto as Appendix 5.

The Transmission Owner agrees to work with stakeholders and state agencies to determine if any other entities are in need of cost recovery for planning related activities and, if so, how those costs will be recovered.

The Transmission Owner's costs associated with planning activities for the SERTP Process (Sections 11 - 32) will be rolled into jurisdictional transmission rates.

Regional Transmission Planning Process

The Transmission Owner participates in SERTP described herein and on the Regional Planning Website, a link to which is found on the Transmission Owner's OASIS. The Transmission Owner and the other transmission owners and transmission providers that participate in this Southeastern Regional Transmission Planning Process are identified on the Regional Planning Website ("Sponsors").¹

The Transmission Owner participates in the SERTP through which transmission facilities and non-transmission alternatives may be proposed and evaluated. This regional transmission planning process develops a regional transmission plan that identifies the transmission facilities necessary to meet the needs of transmission providers and transmission customers in the transmission planning region for purposes of Order No. 1000. This regional transmission planning process is consistent with the provision of Commission-jurisdictional services at rates, terms and conditions that are just and reasonable and not unduly discriminatory or preferential, as described in Order No. 1000.

¹ The Transmission Owner's participation in the SERTP is for purposes of regional planning only, since the Transmission Owner's local planning is conducted in accordance with its local planning process as described in Sections 1 through 10 of this Attachment K. Further, while this Attachment K discusses the Transmission Owner largely effectuating the activities of the SERTP Process that are discussed herein, the Transmission Owner expects that the other Sponsors will also sponsor those activities. For example, while this Attachment K discusses the Transmission Owner hosting the Annual Transmission Planning Meetings, the Transmission Owner expects that it will be co-hosting such meetings with the other Sponsors. Accordingly, many of the duties described herein as being performed by the Transmission Owner may be performed in conjunction with one or more other Sponsors or may be performed entirely by, or be applicable only to, one or more other Sponsors. To the extent that this Attachment K makes statements that might be construed to imply establishing duties or obligations upon other Sponsors, no such duty or obligation is intended. Rather, such statements are intended to only mean that it is the Transmission Owner's expectation that other Sponsors will engage in such activities. Accordingly, this Attachment K only establishes the duties and obligations of the Transmission Owner and the means by which Stakeholders may interact with the Transmission Owner with respect to regional planning, through the SERTP Process described herein.

This regional transmission planning process satisfies the following seven principles, as set out and explained in Order Nos. 890 and 1000: coordination, openness, transparency, information exchange, comparability,² dispute resolution, and economic planning studies. This regional transmission planning process includes at Section 20 the procedures and mechanisms for considering transmission needs driven by Public Policy Requirements, consistent with Order No. 1000. Transmission needs consist of physical transmission system delivery capacity requirements necessary to reliably and economically satisfy the load projections; resource assumptions including on-system and off-system supplies for current and future native load and network customer needs, public policy requirements, and transmission service commitments within the region.³ This regional transmission planning process provides at Section 19 a mechanism for the recovery and allocation of planning costs consistent with Order No. 890. This regional transmission planning process includes at Section 23 a clear enrollment process for public and non-public utility transmission providers that make the choice to become part of a transmission planning region for purposes of cost allocation. This regional transmission planning process subjects enrollees to cost allocation if they are found to be Beneficiaries of new transmission facilities selected in the regional transmission plan for purposes of cost allocation⁴ Appendix 11 contains a list of Enrollees as of the effective date of such tariff record. The relevant cost allocation method or methods that satisfy the six regional cost allocation principles set forth in Order No. 1000 are described in Sections 27-28 of this Attachment K. Nothing in this regional transmission planning process includes an unduly discriminatory or preferential process for transmission project submission and selection.

As provided below, with respect to regional planning, the SERTP includes sufficient detail to enable Transmission Customers to understand:

- (i) The process for enrollment and terminating enrollment in the SERTP, which is set forth in Section 23 of this Attachment K;
- (ii) The process for consulting with customers regarding regional transmission planning, which is set forth in Section 11 of this Attachment K;

² The Transmission Owner is committed to providing comparable and non-discriminatory transmission service. As such, comparability is not separately addressed in a stand-alone section of this Attachment K but instead permeates the SERTP process described in this Attachment K.

³ As provided herein, Transmission Customers can provide input regarding updates to these needs assumptions consistent with the Information Exchange provisions of Sections 4 and 14. Additionally, Stakeholder input is considered in the determination of transmission needs through input regarding the transmission planning modeling assumptions consistent with the Coordination provisions of Sections 1 and 11 and specifically related to transmission needs driven by public policy requirements consistent with Sections 8.C. and 20.2. Stakeholders can also provide input on Economic Planning Studies pursuant to Sections 8.B. and 17.

⁴ Enrollees that are identified pursuant to Section 27 to potentially receive cost savings (associated with the regional cost allocation components in Section 28) due to the transmission developer's proposed transmission project for possible selection in a regional transmission plan for regional cost allocation purposes ("RCAP") shall be referred to as "Beneficiaries."

- (iii) The notice procedures and anticipated frequency of regional planning meetings, which is set forth in Sections 11 and 12 of this Attachment K;(iv) The Transmission Owner's regional transmission planning methodology, criteria, and processes, which are set forth in Section 13 of this Attachment K;
- (v) The method of disclosure of regional transmission planning criteria, assumptions and underlying data, which is set forth in Sections 12 and 13 of this Attachment K;
- (vi) The obligations of and methods for transmission customers to submit data if necessary to support the regional transmission planning process, which are set forth in Section 14 of this Attachment K;
- (vii) The process for submission of data by nonincumbent developers of transmission projects that wish to participate in the regional transmission planning process and seek regional cost allocation for purposes of Order No. 1000, which is set forth in Sections 24-32 of this Attachment K;
- (viii) The process for submission of data by merchant transmission developers that wish to participate in the regional transmission planning process, which is set forth in Section 22 of this Attachment K;
- (ix) The regional dispute resolution process, which is set forth in Section 15 of this Attachment K;
- (x) The study procedures for regional economic upgrades to address congestion or the integration of new resources, which is set forth in Section 17 of this Attachment K;
- (xi) The procedures and mechanisms for considering regional transmission needs driven by Public Policy Requirements, consistent with Order No. 1000, which are set forth in Section 20 of this Attachment K;
- (xii) The relevant regional cost allocation method or methods satisfying the six regional cost allocation principles set forth in Order No. 1000, which is set forth at Section 27-28; and
- (xiii) Interregional coordination with those transmission planning regions that neighbor the SERTP is addressed in Appendices 6-10 to this Attachment K.
- Appendix 6 - Interregional transmission coordination between the SERTP and the FRCC regions;
 - Appendix 7 - Interregional transmission coordination between the SERTP and MISO regions;
 - Appendix 8 - Interregional transmission coordination between the SERTP and PJM regions;
 - Appendix 9 - Interregional transmission coordination between the SERTP

- and SCRTP regions; and
- Appendix 10 - Interregional transmission coordination between the SERTP and SPP regions.

11. Coordination

11.1 General: The Southeastern Regional Transmission Planning Process is designed to eliminate the potential for undue discrimination in planning by establishing appropriate lines of communication between the Transmission Owner, its transmission-providing neighbors, affected state authorities, Transmission Customers, and other Stakeholders regarding transmission planning issues.

11.2 Meeting Structure: Each calendar year, the Southeastern Regional Transmission Planning Process will generally conduct and facilitate four (4) meetings (“Annual Transmission Planning Meetings”) that are open to all Stakeholders. However, the number of Annual Transmission Planning Meetings, or duration of any particular meeting, may be adjusted by announcement upon the Regional Planning Website, provided that any decision to reduce the number of Annual Transmission Planning Meetings must first be approved by the Sponsors and by the Regional Planning Stakeholders’ Group (“RPSG”). These meetings can be done in person, through phone conferences, or through other telecommunications or technical means that may be available. The details regarding any such meeting will be posted on the Regional Planning Website, with a projected meeting schedule for a calendar year being posted on the Regional Planning Website on or before December 31st of the prior calendar year, with firm dates for all Annual Transmission Planning Meetings being posted at least 60 calendar days prior to a particular meeting. The general structure and purpose of these four (4) meetings will be as follows:

11.2.1 First RPSG Meeting and Interactive Training Session: At this meeting, which will be held in the first quarter of each calendar year, the RPSG will be formed for purposes of that year. In addition, the Transmission Owner will meet with the RPSG and any other interested Stakeholders for the purposes of allowing the RPSG to select up to five (5) Stakeholder requested Economic Planning Studies⁵ that they would like to have studied by the Transmission Owner and the Sponsors. At this meeting, the Transmission Owner will work with the RPSG to assist the RPSG in formulating these Economic Planning Study requests.

⁵ As indicated *infra* at footnote 1, the Economic Planning Studies discussed in the regional planning portion of this Attachment K (Sections 11-32) refer to the regional Economic Planning Studies conducted through the SERTP process.

The Transmission Owner will also conduct an interactive training session regarding its transmission planning for all interested Stakeholders. This session will explain and discuss the underlying methodology and criteria that will be utilized to develop the transmission expansion plan⁶ before that methodology and criteria are finalized for purposes of the development of that year's transmission expansion plan (*i.e.*, the expansion plan that is intended to be implemented the following calendar year).⁷ Stakeholders may submit comments to the Transmission Owner regarding the Transmission Owner's criteria and methodology during the discussion at the meeting or within ten (10) business days after the meeting, and the Transmission Owner will consider such comments. Depending upon the major transmission planning issues presented at that time, the Transmission Owner will provide various technical experts that will lead the discussion of pertinent transmission planning topics, respond to Stakeholder questions, and provide technical guidance regarding transmission planning matters.

It is foreseeable that it may prove appropriate to shorten the training sessions as Stakeholders become increasingly knowledgeable regarding the Transmission Owner's transmission planning process and no longer need detailed training in this regard.

The Transmission Owner will also address transmission planning issues that the Stakeholders may raise.

11.2.2 Preliminary Expansion Plan Meeting: During the second quarter of each calendar year, the Transmission Owner will meet with all interested Stakeholders to explain and discuss: the Transmission Owner's preliminary transmission expansion plan, which is also input into that year's SERC (or other applicable NERC region's) regional model; internal model updating and any other then-current coordination study activities with the transmission providers in the Florida Reliability Coordinating Council ("FRCC"); and any *ad hoc* coordination study

⁶ The expectation is that in any given planning cycle the Transmission Owner's ten year transmission expansion plan, along with those of other Sponsors, will be included in the regional transmission plan. Processes relevant to local transmission planning are set forth in Sections 1-10 and govern all local transmission plans. Moreover, the iterative nature of transmission planning bears emphasis, with underlying assumptions, needs, and data inputs continually changing to reflect market decisions, load service requirements, and other developments. A transmission plan, thus, only represents the status of transmission planning when the plan was prepared.

⁷ A regional transmission expansion plan completed during one calendar year (and presented to Stakeholders at that calendar year's Annual Transmission Planning Summit) is intended to be the starting point plan for the following calendar year. For example, the regional transmission expansion plan developed during 2014 and presented at the 2014 Annual Transmission Planning Summit is for the 2015 calendar year.

activities that might be occurring. These preliminary transmission expansion plan, internal model updating, and coordination study activities will be described to the Stakeholders, with this meeting providing them an opportunity to supply their input and feedback, including the transmission plan/enhancement alternatives that the Stakeholders would like the Transmission Owner and the Sponsors to consider. The Transmission Owner will also provide an update as to the status of its regional planning analyses performed pursuant to Section 21. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise and otherwise discuss with Stakeholders developments at the SERC (or other applicable NERC region's) reliability assessment process.

11.2.3 Second RPSG Meeting: During the third quarter of each calendar year, the Transmission Owner will meet with the RPSG and any other interested Stakeholders to report the preliminary results for the Economic Planning Studies requested by the RPSG at the First RPSG Meeting and Interactive Training Session. This meeting will give the RPSG an opportunity to provide input and feedback regarding those preliminary results, including alternatives for possible transmission solutions that have been identified. At this meeting, the Transmission Owner shall provide feedback to the Stakeholders regarding transmission expansion plan alternatives that the Stakeholders may have provided at the Preliminary Expansion Plan Meeting, or within a designated time following that meeting. The Transmission Owner will also discuss with the Stakeholders the results of the SERC (or other applicable NERC region's) regional model development for that year (with the Transmission Owner's input into that model being its ten (10) year transmission expansion plan); any on-going coordination study activities with the FRCC transmission providers; and any *ad hoc* coordination study activities. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise.

11.2.4 Annual Transmission Planning Summit and Assumptions Input Meeting: During the fourth quarter of each calendar year, the Transmission Owner will host the annual Transmission Planning Summit and Assumptions Input Meeting.

11.2.4.1 Annual Transmission Planning Summit: At the Annual Transmission Planning Summit aspect of the Annual Transmission Planning Summit and Assumptions Input Meeting, the Transmission Owner will present the final results for the Economic Planning Studies. The Transmission Owner will also provide an overview of the ten (10) year transmission expansion plan, which reflects the results of planning analyses performed in the then-current planning cycle, including analyses performed pursuant to Section 21. The Transmission Owner will also provide an overview of the regional transmission plan

for Order No. 1000 purposes, which should include the ten (10) year transmission expansion plan of the Transmission Owner. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise.

11.2.4.2 Assumptions Input Session: The Assumptions Input Session aspect of the Annual Transmission Planning Summit and Assumptions Input Meeting will take place following the annual Transmission Planning Summit and will provide an open forum for discussion with, and input from, the Stakeholders regarding: the data gathering and transmission model assumptions that will be used for the development of the Transmission Owner's following year's ten (10) year transmission expansion plan, which includes the Transmission Owner's input, to the extent applicable, into that year's SERC regional model development; internal model updating and any other then-current coordination study activities with the transmission providers in the Florida Reliability Coordinating Council ("FRCC"); and any *ad hoc* coordination study activities that might be occurring. This meeting may also serve to address miscellaneous transmission planning issues, such as reviewing the previous year's regional planning process, and to address specific transmission planning issues that may be raised by Stakeholders.

11.3 Committee Structure - the RPSG: To facilitate focused interactions and dialogue between the Transmission Owner and the Stakeholders regarding transmission planning, and to facilitate the development of the Economic Planning Studies, the RPSG was formed in March 2007. The RPSG has two primary purposes. First, the RPSG is charged with determining and proposing up to five (5) Economic Planning Studies on an annual basis and should consider clustering similar Economic Planning Study requests. Second, the RPSG serves as the representative in interactions with the Transmission Owner and Sponsors for the eight (8) industry sectors identified below.

11.3.1 RPSG Sector Representation: The Stakeholders are organized into the following eight (8) sectors for voting purposes within the RPSG:

- (1) Transmission Owners/Operators⁸
- (2) Transmission Service Customers
- (3) Cooperative Utilities

⁸ The Sponsors will not have a vote within the Transmission Owners/Operators sector, although they (or their affiliates, subsidiaries or parent company) shall have the right to participate in other sectors.

- (4) Municipal Utilities
- (5) Power Marketers
- (6) Generation Owners/Developers
- (7) ISO/RTOs
- (8) Demand Side Management/Demand Side Response

11.3.2 Sector Representation Requirements: Representation within each sector is limited to two members, with the total membership within the RPSG being capped at 16 members (“Sector Members”). The Sector Members, each of whom must be a Stakeholder, are elected by Stakeholders, as discussed below. A single company, and all of its affiliates, subsidiaries, and parent company, is limited to participating in a single sector.

11.3.3 Annual Reformulation: The RPSG will be reformed annually at each First RPSG Meeting and Interactive Training Session discussed in Section 11.2.1. Specifically, the Sector Members will be elected for a term of approximately one year that will terminate upon the convening of the following year’s First RPSG Meeting and Interactive Training Session. Sector Members shall be elected by the Stakeholders physically present at the First RPSG Meeting and Interactive Training Session (voting by sector for the respective Sector Members). If elected, Sector Members may serve consecutive, one-year terms, and there is no limit on the number of terms that a Sector Member may serve.

11.3.4 Simple Majority Voting: RPSG decision-making that will be recognized by the Transmission Owner for purposes of this Attachment K shall be those authorized by a simple majority vote by the then-current Sector Members, with voting by proxy being permitted for a Sector Member that is unable to attend a particular meeting. The Transmission Owner will notify the RPSG of the matters upon which an RPSG vote is required and will use reasonable efforts to identify upon the Regional Planning Website the matters for which an RPSG decision by simple majority vote is required prior to the vote, recognizing that developments might occur at a particular Annual Transmission Planning Meeting for which an RPSG vote is required but that could not be reasonably foreseen in advance. If the RPSG is unable to achieve a majority vote, or should the RPSG miss any of the deadlines prescribed herein or clearly identified on the Regional Planning Website and/or at a particular meeting to take any action, then the Transmission Owner will be relieved of any obligation that is associated with such RPSG action.

11.3.5 RPSG Guidelines/Protocols: The RPSG is a self-governing entity subject to the following requirements that may not be altered absent an appropriate filing with the Commission to amend this aspect of the Tariff: (i) the RPSG shall consist of the above-specified eight (8) sectors; (ii) each company, its affiliates, subsidiaries, and parent company, may only participate in a single sector; (iii) the RPSG shall be reformed annually, with the Sector Members serving terms of a single year; and (iv) RPSG decision-making shall be by a simple majority vote (*i.e.*, more than 50%) by the Sector Members, with voting by written proxy being recognized for a Sector Member unable to attend a particular meeting. There are no formal incorporating documents for the RPSG, nor are there formal agreements between the RPSG and the Transmission Owner. As a self-governing entity, to the extent that the RPSG desires to adopt other internal rules and/or protocols, or establish subcommittees or other structures, it may do so provided that any such rule, protocol, etc., does not conflict with or otherwise impede the foregoing requirements or other aspects of the Tariff. Any such additional action by the RPSG shall not impose additional burdens upon the Transmission Owner unless it agrees in advance to such in writing, and the costs of any such action shall not be borne or otherwise imposed upon the Transmission Owner unless the Transmission Owner agrees in advance to such in writing.

11.4 The Role of the Transmission Owner in Coordinating the Activities of the Southeastern Regional Transmission Planning Process Meetings and of the Functions of the RPSG: The Transmission Owner will host and conduct the above-described Annual Transmission Planning Meetings with Stakeholders.⁹

11.5 Procedures Used to Notice Meetings and Other Planning-Related Communications: Meetings notices, data, stakeholder questions, reports, announcements, registration for inclusion in distribution lists, means for being certified to receive CEII, and other transmission planning-related information will be posted on the Regional Planning Website. Stakeholders will also be provided notice regarding the annual meetings by e-mail messages (if they have appropriately registered on the Regional Planning Website to be so notified). Accordingly, interested Stakeholders may register on the Regional Planning Website to be included in e-mail distribution lists (“Registered Stakeholder”). For purposes of clarification, a Stakeholder does not have to have received certification to access CEII in order to be a Registered Stakeholder.

⁹ As previously discussed, the Transmission Owner expects that the other Sponsors will also be hosts and sponsors of these activities.

11.6 Procedures to Obtain CEII Information: For access to information considered to be CEII, there will be a password protected area that contains such CEII information. Any Stakeholder may seek certification to have access to this CEII data area.

11.7 The Regional Planning Website: The Regional Planning Website will contain information regarding the Southeastern Regional Transmission Planning Process, including:

- Notice procedures and e-mail addresses for contacting the Sponsors and for questions;
- A calendar of meetings and other significant events, such as release of draft reports, final reports, data, etc.;
- A registration page that allows Stakeholders to register to be placed upon an e-mail distribution list to receive meetings notices and other announcements electronically; and
- The form in which meetings will occur (*i.e.*, in person, teleconference, webinar, *etc.*).

12. Openness

12.1 General: The Annual Transmission Planning Meetings, whether consisting of in-person meetings, conference calls, or other communicative mediums, will be open to all Stakeholders. The Regional Planning Website will provide announcements of upcoming events, with Stakeholders being notified regarding the Annual Transmission Planning Meetings by such postings. In addition, Registered Stakeholders will also be notified by e-mail messages. Should any of the Annual Transmission Planning Meetings become too large or otherwise become unmanageable for the intended purpose(s), smaller breakout meetings may be utilized.

12.2 Links to OASIS: In addition to open meetings, the publicly available information, CEII-secured information (the latter of which is available to any Stakeholder certified to receive CEII), and certain confidential non-CEII information (as set forth below) shall be made available on the Regional Planning Website, a link to which is found on the Transmission Owner's OASIS website, so as to further facilitate the availability of this transmission planning information on an open and comparable basis.

12.3 CEII Information

12.3.1 Criteria and Description of CEII: The Commission has defined CEII as being specific engineering, vulnerability, or detailed design information about proposed or existing critical infrastructure (physical or virtual) that:

1. Relates details about the production, generation, transmission, or distribution of energy;
2. Could be useful to a person planning an attack on critical infrastructure;
3. Is exempt from mandatory disclosure under the Freedom of Information Act; and
4. Does not simply give the general location of the critical infrastructure.

12.3.2 Secured Access to CEII Data: The Regional Planning Website will have a secured area containing the CEII data involved in the Southeastern Regional Transmission Planning Process that will be password accessible to Stakeholders that have been certified to be eligible to receive CEII data. For CEII data involved in the Southeastern Regional Transmission Planning Process that did not originate with the Transmission Owner, the duty is incumbent upon the entity that submitted the CEII data to have clearly marked it as CEII.

12.3.3 CEII Certification: In order for a Stakeholder to be certified and be eligible for access to the CEII data involved in the Southeastern Regional Transmission Planning Process, the Stakeholder must follow the CEII certification procedures posted on the Regional Planning Website (*e.g.*, authorize background checks and execute the SERTP CEII Confidentiality Agreement posted on the Regional Planning Website). The Transmission Owner reserves the discretionary right to waive the certification process, in whole or in part, for anyone that the Transmission Owner deems appropriate to receive CEII information. The Transmission Owner also reserves the discretionary right to reject a request for CEII; upon such rejection, the requestor may pursue the dispute resolution procedures of Section 15.

12.3.4 Discussions of CEII Data at the Annual Transmission Planning Meetings: While the Annual Transmission Planning Meetings are open to all Stakeholders, if CEII information is to be discussed during a portion of such a meeting, those discussions will be limited to being only with those Stakeholders who have been certified eligible to have access to CEII information, with the Transmission Owner reserving the discretionary right at such meeting to certify a Stakeholder as being eligible if the Transmission Owner deems it appropriate to do so.

12.4 Other Sponsor - and Stakeholder - Submitted Confidential Information: The other Sponsors and Stakeholders that provide information to the Transmission Owner that foreseeably could implicate transmission planning should expect that such information will be made publicly available on the

Regional Planning Website or may otherwise be provided to Stakeholders in accordance with the terms of this Attachment K. Should another Sponsor or Stakeholder consider any such information to be CEII, it shall clearly mark that information as CEII and bring that classification to the Transmission Owner's attention at, or prior to, submittal. Should another Sponsor or Stakeholder consider any information to be submitted to the Transmission Owner to otherwise be confidential (*e.g.*, competitively sensitive), it shall clearly mark that information as such and notify the Transmission Owner in writing at, or prior to, submittal, recognizing that any such designation shall not result in any material delay in the development of the transmission expansion plan or any other transmission plan that the Transmission Owner (in whole or in part) is required to produce.

12.5 Procedures to Obtain Confidential Non-CEII Information

12.5.1 The Transmission Owner shall make all reasonable efforts to preserve the confidentiality of information in accordance with the provisions of the Tariff, the requirements of (and/or agreements with) NERC, the requirements of (and/or agreements with) SERC or other applicable NERC region, the provisions of any agreements with the other Sponsors, and/or in accordance with any other contractual or legal confidentiality requirements.

12.5.2 [RESERVED]

12.5.3 [RESERVED]

12.5.4 Without limiting the applicability of Section 12.5.1, to the extent competitively sensitive and/or otherwise confidential information (other than information that is confidential solely due to its being CEII) is provided in the transmission planning process and is needed to participate in the transmission planning process and to replicate transmission planning studies, it will be made available to those Stakeholders who have executed the SERTP Non-CEII Confidentiality Agreement (which agreement is posted on the Regional Planning Website). Importantly, if information should prove to contain both competitively sensitive/otherwise confidential information and CEII, then the requirements of both Section 12.3 and Section 12.5 would apply.

12.5.5 Other transmission planning information shall be posted on the Regional Planning Website and may be password protected, as appropriate.

13. Transparency

13.1 General: Through the Annual Transmission Planning Meetings and postings made on the Regional Planning Website, the Transmission Owner will disclose to its Transmission Customers and other Stakeholders the basic criteria, assumptions, and data that underlie its transmission expansion plan, as well as

information regarding the status of upgrades identified in the transmission plan. The process for notifying stakeholders of changes or updates in the data bases used for transmission planning shall be through the Annual Transmission Planning Meetings and/or by postings on the Regional Planning Website.

13.2 The Availability of the Basic Methodology, Criteria, and Process the Transmission Owner Uses to Develop its Transmission Plan: In an effort to enable Stakeholders to replicate the results of the Transmission Owner's transmission planning studies, and thereby reduce the incidences of after-the-fact disputes regarding whether transmission planning has been conducted in an unduly discriminatory fashion, the Transmission Owner will provide the following information, or links thereto, on the Regional Planning Website:

- (1) The Electric Reliability Organization and Regional Entity reliability standards that the Transmission Owner utilizes, and complies with, in performing transmission planning.
- (2) The Transmission Owner's internal policies, criteria, and guidelines that it utilizes in performing transmission planning.
- (3) Software titles and version numbers that may be used to access and perform transmission analyses on the then-current posted data bases.

Any additional information necessary to replicate the results of the Transmission Owner's planning studies will be provided in accordance with, and subject to, the CEII and confidentiality provisions specified in this Attachment K and Appendix 4.

13.3 Additional Transmission Planning-Related Information: In an effort to facilitate the Stakeholders' understanding of the Transmission System, the Transmission Owner will also post additional transmission planning-related information that it deems appropriate on the Regional Planning Website.

13.4 Additional Transmission Planning Business Practice Information: In an effort to facilitate the Stakeholders' understanding of the Business Practices related to Transmission Planning, the Transmission Owner will also post the following information on the Regional Planning Website:

- (1) Means for contacting the Transmission Owner.
- (2) Procedures for submittal of questions regarding transmission planning to the Transmission Owner (in general, questions of a non-immediate nature will be collected and addressed through the Annual Transmission Planning Meeting process).
- (3) Instructions for how Stakeholders may obtain transmission base cases and other underlying data used for transmission planning.

- (4) Means for Transmission Customers having Service Agreements for Network Integration Transmission Service to provide load and resource assumptions to the Transmission Owner; provided that if there are specific means defined in a Transmission Customer's Service Agreement for Network Integration Transmission Service ("NITSA") or its corresponding NOA, then the NITSA or NOA shall control.
- (5) Means for Transmission Customers having Long-Term Service Agreements for Point-To-Point Transmission Service to provide to the Transmission Owner projections of their need for service over the planning horizon (including any potential rollover periods, if applicable), including transmission capacity, duration, receipt and delivery points, likely redirects, and resource assumptions; provided that if there are specific means defined in a Transmission Customer's Long-Term Transmission Service Agreement for Point-To-Point Transmission Service, then the Service Agreement shall control.

13.5 Transparency Provided Through the Annual Transmission Planning Meetings

13.5.1 The First RPSG Meeting and Interactive Training Session

13.5.1.1 An Interactive Training Session Regarding the Transmission Owner's Transmission Planning Methodologies and Criteria: As discussed in (and subject to) Section 11.2.1, at the First RPSG Meeting and Interactive Training Session, the Transmission Owner will, among other things, conduct an interactive, training and input session for the Stakeholders regarding the methodologies and criteria that the Transmission Owner utilizes in conducting its transmission planning analyses. The purpose of these training and interactive sessions is to facilitate the Stakeholders' ability to replicate transmission planning study results to those of the Transmission Owner.

13.5.1.2 Presentation and Explanation of Underlying Transmission Planning Study Methodologies: During the training session in the First RPSG Meeting and Interactive Training Session, the Transmission Owner will present and explain its transmission study methodologies. While not all of the following methodologies may be addressed at any single meeting, these presentations may include explanations of the methodologies for the following types of studies:

1. Steady state thermal analysis.
2. Steady state voltage analysis.

3. Stability analysis.
4. Short-circuit analysis.
5. Nuclear plant off-site power requirements.
6. Interface analysis (*i.e.*, import and export capability).

13.5.2 Presentation of Preliminary Modeling Assumptions: At the Annual Transmission Planning Summit, the Transmission Owner will also provide to the Stakeholders its preliminary modeling assumptions for the development of the Transmission Owner's following year's ten (10) year transmission expansion plan. This information will be made available on the Regional Planning Website, with CEII information being secured by password access. The preliminary modeling assumptions that will be provided may include:

1. Study case definitions, including load levels studied and planning horizon information.
2. Resource assumptions, including on-system and off-system supplies for current and future native load and network customer needs.
3. Planned resource retirements.
4. Renewable resources under consideration.
5. Demand side options under consideration.
6. Long-term firm transmission service agreements.
7. Current TRM and CBM values.

13.5.3 The Transmission Expansion Review and Input Process: The Annual Transmission Planning Meetings will provide an interactive process over a calendar year for the Stakeholders to receive information and updates, as well as to provide input, regarding the Transmission Owner's development of its transmission expansion plan. This dynamic process will generally be provided as follows:

1. At the Annual Transmission Planning Summit and Assumptions Input Meeting, the Transmission Owner will describe and explain to the Stakeholders the database assumptions for the ten (10) year transmission expansion plan that will be developed during the upcoming year. The Stakeholders will be allowed to provide input regarding the ten (10) year transmission expansion plan assumptions.

2. At the First RPSG Meeting and Interactive Training Session, the Transmission Owner will provide interactive training to the Stakeholders regarding the underlying criteria and methodologies utilized to develop the transmission expansion plan. The databases utilized by the Transmission Owner will be posted on the secured area of the Regional Planning Website.
3. To the extent that Stakeholders have transmission expansion plan/enhancement alternatives that they would like for the Transmission Owner and other Sponsors to consider, the Stakeholders shall perform analysis prior to, and provide any such analysis at, the Preliminary Expansion Plan Meeting. At the Preliminary Expansion Plan Meeting, the Transmission Owner will present its preliminary transmission expansion plan for the current ten (10) year planning horizon, including updates on the status of regional assessments being performed pursuant to Section 21. The Transmission Owner and Stakeholders will engage in interactive expansion plan discussions regarding this preliminary analysis. This preliminary transmission expansion plan will be posted on the secure/CEII area of the Regional Planning Website at least 10 calendar days prior to the Preliminary Expansion Plan meeting.
4. The transmission expansion plan/enhancement alternatives suggested by the Stakeholders will be considered by the Transmission Owner for possible inclusion in the transmission expansion plan. When evaluating such proposed alternatives, the Transmission Owner will, from a transmission planning perspective, take into account factors such as, but not limited to, the proposed alternatives' impacts on reliability, relative economics, effectiveness of performance, impact on transmission service (and/or cost of transmission service) to other customers and on third-party systems, project feasibility/viability and lead time to install.
5. At the Second RPSG Meeting, the Transmission Owner will report to the Stakeholders regarding the suggestions/alternatives suggested by the Stakeholders at the Preliminary Expansion Plan Meeting. The then-current version of the transmission expansion plan will be posted on the secure/CEII area of the regional planning website at least 10 calendar days prior to the Second RPSG Meeting.
6. At the Annual Transmission Planning Summit, the ten (10) year transmission expansion plan that is intended to be implemented the following year will be presented to the Stakeholders along with the regional transmission plan for purposes of Order 1000. The

Transmission Planning Summit presentations and the regional transmission plan, which is expected to include the ten (10) year transmission expansion plan will be posted on the Regional Planning Website at least 10 calendar days prior to the Annual Transmission Planning Summit.

13.5.4 Flowchart Diagramming the Steps of the Southeastern Regional Transmission Planning Process: A flowchart diagramming the Southeastern Regional Transmission Planning Process, as well as providing the general timelines and milestones for the performance of the reliability planning activities described in Section 16 to this Attachment K, is provided in Exhibit K-3.

14. Information Exchange

To the extent that the information described in this Section 14 has not already been exchanged pursuant to the Transmission Owner's local transmission planning process described in Sections 1-10 herein, the Transmission Owner may request that Transmission Customers and/or other interested parties provide additional information pursuant to this Section 14 in support of regional transmission planning pursuant to Sections 11-31 herein.

14.1 General: Transmission Customers having Service Agreements for Network Integration Transmission Service are required to submit information on their projected loads and resources on a comparable basis (*e.g.*, planning horizon and format) as used by transmission providers in planning for their native load. Transmission Customers having Service Agreements for Point-To-Point Transmission Service are required to submit any projections they have a need for service over the planning horizon and at what receipt and delivery points. Interconnection Customers having Interconnection Agreements under the Tariff are required to submit projected changes to their generating facility that could impact the Transmission Owner's performance of transmission planning studies. The purpose of this information that is provided by each class of customers is to facilitate the Transmission Owner's transmission planning process, with the September 1 due date of these data submissions by customers being timed to facilitate the Transmission Owner's development of its databases and model building for the following year's ten (10) year transmission expansion plan.

14.2 Network Integration Transmission Service Customers: By September 1 of each year, each Transmission Customer having Service Agreement[s] for Network Integration Transmission Service shall provide to the Transmission Owner an annual update of that Transmission Customer's Network Load and Network Resource forecasts for the following ten (10) years consistent with those included in its Application for Network Integration Transmission Service under Part III of the Tariff.

14.3 Point-to-Point Transmission Service Customers: By September 1 of each year, each Transmission Customers having Service Agreement[s] for long-term Firm

Point-To-Point Transmission Service shall provide to the Transmission Owner usage projections for the term of service. Those projections shall include any projected redirects of that transmission service, and any projected resells or reassignments of the underlying transmission capacity. In addition, should the Transmission Customer have rollover rights associated with any such service agreement, the Transmission Customer shall also provide non-binding usage projections of any such rollover rights.

- 14.4 Demand Resource Projects:** The Transmission Owner expects that Transmission Customers having Service Agreements for Network Integration Transmission Service that have demand resource assets will appropriately reflect those assets in those customers' load projections. Should a Stakeholder have a demand resource asset that is not associated with such load projections that the Stakeholder would like to have considered for purposes of the transmission expansion plan, then the Stakeholder shall provide the necessary information (*e.g.* technical and operational characteristics, affected loads, cost, performance, lead time to install) in order for the Transmission Owner to consider such demand response resource comparably with other alternatives. The Stakeholder shall provide this information to the Transmission Owner by the Annual Transmission Planning Summit and Assumptions Input Meeting of the year prior to the implementation of the pertinent ten (10) year transmission expansion plan, and the Stakeholder should then continue to participate in this Southeastern Regional Transmission Planning Process. To the extent similarly situated, the Transmission Owner shall treat such Stakeholder submitted demand resource projects on a comparable basis for transmission planning purposes.
- 14.5 Interconnection Customers:** By September 1 of each year, each Interconnection Customer having an Interconnection Agreement[s] under the Tariff shall provide to the Transmission Owner annual updates of that Interconnection Customer's planned addition or upgrades (including status and expected in-service date), planned retirements, and environmental restrictions.
- 14.6 Notice of Material Change:** Transmission Customers and Interconnection Customers shall provide the Transmission Owner with timely written notice of material changes in any information previously provided related to any such customer's load, resources, or other aspects of its facilities, operations, or conditions of service materially affecting the Transmission Owner's ability to provide transmission service or materially affecting the Transmission System.

15. Dispute Resolution¹⁰

15.1 Negotiation: Any substantive or procedural dispute between the Transmission Owner and one or more Stakeholders (collectively, the “Parties”) that arises from the Attachment K transmission planning process generally shall be referred to a designated senior representative of the Transmission Owner and a senior representative of the pertinent Stakeholder(s) for resolution on an informal basis as promptly as practicable. Should the dispute also involve one or more other Sponsors of this Southeastern Regional Transmission Planning Process, then such entity(ies) shall have the right to be included in “Parties” for purposes of this section and for purposes of that dispute, and any such entity shall also include a designated senior representative in the above discussed negotiations in an effort to resolve the dispute on an informal basis as promptly as practicable. In the event that the designated representatives are unable to resolve the dispute within thirty (30) days, or such other period as the Parties may unanimously agree upon, by unanimous agreement among the Parties such dispute may be voluntarily submitted to the use of the Commission’s Alternative Means of Dispute Resolution (18 C.F.R. § 385.604, as those regulations may be amended from time to time), the Commission’s Arbitration process (18 C.F.R. § 385.605, as those regulations may be amended from time to time) (collectively, “Commission ADR”), or such other dispute resolution process that the Parties may unanimously agree to utilize.

15.2 Use of Dispute Resolution Processes: In the event that the Parties voluntarily and unanimously agree to the use of a Commission ADR process or other dispute resolution procedure, then the Transmission Owner will have a notice posted to this effect on the Regional Planning Website, and an e-mail notice in that regard will be sent to Registered Stakeholders. In addition to the Parties, all Stakeholders and Sponsors shall be eligible to participate in any Commission ADR process as “participants”, as that or its successor term in meaning is used in 18 C.F.R. §§ 385.604, 385.605 as may be amended from time to time, for purposes of the Commission ADR process; provided, however, any such Stakeholder or Sponsor must first have provided written notice to the Transmission Owner within thirty (30) calendar days of the posting on the Regional Planning Website of the Parties’ notice of their intent to utilize a Commission ADR Process.

¹⁰ Any dispute, claim or controversy amongst the Transmission Owner, the ITO and/or a stakeholder regarding application of, or results from the Transmission Owner’s local transmission planning process contained in Sections 1-10 herein, including any Transmission Owner activities undertaken pursuant to Section 7, Regional Coordination (each a “Dispute”) shall be resolved in accordance with the procedures set forth in Section 6 herein. Any procedural or substantive dispute that arises from the SERTP will be addressed by the regional Dispute Resolution Measures contained in this Section 15.

- 15.3 Costs:** Each Party involved in a dispute resolution process hereunder, and each “participant” in a Commission ADR Process utilized in accordance with Section 15.2, shall be responsible for its own costs incurred during the dispute resolution process. Should additional costs be incurred during the dispute resolution process that are not directly attributable to a single Party/participant, then the Parties/participants shall each bear an equal share of such cost.
- 15.4 Rights under the Federal Power Act:** Nothing in this section shall restrict the rights of any party to file a Complaint with the Commission under relevant provisions of the Federal Power Act.
- 16. [Reserved]**
- 17. Economic Planning Studies¹¹**
- 17.1 General - Economic Planning Study Requests:** Stakeholders will be allowed to request that the Transmission Owner perform up to five (5) Stakeholder requested economic planning studies (“Economic Planning Studies”) on an annual basis.
- 17.2 Parameters for the Economic Planning Studies:** These Economic Planning Studies shall be confined to sensitivity requests for bulk power transfers and/or to evaluate potential upgrades or other investments on the Transmission System that could reduce congestion or integrate new resources. Bulk power transfers from one area to another area with the region encompassed by this Southeastern Regional Transmission Planning Process (the “Region”) shall also constitute valid requests. The operative theory for the Economic Planning Studies is for them to identify meaningful information regarding the requirements for moving large amounts of power beyond that currently feasible, whether such transfers are internal to the Region or from this Region to interconnected regions.
- 17.3 Other Tariff Studies:** The Economic Planning Studies are not intended to replace System Impact Studies, Facility Studies, or any of the studies that are performed for transmission delivery service or interconnection service under the Tariff.
- 17.4 Clustering:** The RPSG should consider clustering similar Economic Planning Study requests. In this regard, if two or more of the RPSG requests are similar in nature and the Transmission Owner concludes that clustering of such requests and studies is appropriate, the Transmission Owner may, following communications with the RPSG, cluster those studies for purposes of the transmission evaluation.

¹¹ The economic planning studies undertaken pursuant to this Section 17 are regional. Local economic planning studies are undertaken pursuant to Section 8 herein.

17.5 Additional Economic Planning Studies: Should a Stakeholder(s) request the performance of an Economic Planning Study in addition to the above-described five (5) Economic Planning Studies that the RPSG may request during a calendar year, then any such additional Economic Planning Study will only be performed if such Stakeholder(s) first agrees to bear the Transmission Owner's actual costs for doing so and the costs incurred by any other Sponsor to perform such Economic Planning Study, recognizing that the Transmission Owner may only conduct a reasonable number of transmission planning studies per year. If affected by the request for such an additional Economic Planning Study, the Transmission Owner will provide to the requesting Stakeholder(s) a non-binding but good faith estimate of what the Transmission Owner expects its costs to be to perform the study prior to the Stakeholder(s) having to agree to bear those costs. Should the Stakeholder(s) decide to proceed with the additional study, then it shall pay the Transmission Owner's and other affected Sponsor[s]' estimated study costs up-front, with those costs being true-up to the Transmission Owner's and other affected Sponsor[s]' actual costs upon the completion of the additional Economic Planning Study.

17.6 Economic Planning Study Process

1. Stakeholders will be prompted at the Annual Transmission Planning Summit to provide requests for the performance of Economic Planning Studies. Corresponding announcements will also be posted on the Regional Planning Website, and Registered Stakeholders will also receive e-mail notifications to provide such requests. An Economic Planning Study Request Form will be made available on the Regional Planning Website, and interested Stakeholders may submit any such completed request form on the non-secure area of the Regional Planning Website (unless such study request contains CEII, in which case the study request shall be provided to the Transmission Owner with the CEII identified, and the study request shall then be posted on the secure area of the Regional Planning Website).
2. Prior to each First RPSG Meeting, the RPSG shall compile the Economic Planning Study requests. At the First RPSG Meeting, the RPSG shall meet to discuss and select up to five (5) Economic Planning Studies to be requested to be performed. At the First RPSG Meeting, the Transmission Owner will coordinate with the RPSG and any interested Stakeholders to facilitate the RPSG's efforts regarding its development and selection of the Economic Planning Study requests. Once the RPSG selects the Economic Planning Study(ies) (up to five annually), the RPSG will notify the Transmission Owner, who will post the results on the Regional Planning Website.
3. The Transmission Owner will post on the secure area of the Regional Planning Website the study assumptions for the five (5) Economic Planning Studies within thirty (30) days of the postings of the selected

Economic Planning Studies on the Regional Planning Website. Registered Stakeholders will receive an e-mail notification of this posting, and an announcement will also be posted on the Regional Planning Website.

4. Stakeholders will have thirty (30) calendar days from the Transmission Owner's posting of the assumptions for the RPSG to provide comments regarding those assumptions. Any such comments shall be posted on the secure area of the Regional Planning Website if the comments concern CEII.
5. The preliminary results of the Economic Planning Studies will be presented at the Second RPSG Meeting. These results and related data will be posted on the secure area of the Regional Planning Website a minimum of 10 calendar days prior to the Second RPSG Meeting. The Second RPSG Meeting will be an interactive session with the RPSG and other interested Stakeholders in which the Transmission Owner will explain the results, alternatives, methodology, criteria, and related considerations pertaining to those preliminary results. At that meeting, the Stakeholders may submit alternatives to the enhancement solutions identified in those preliminary results. All such alternatives must be submitted by Stakeholders within thirty (30) calendar days from the close of the Second RPSG Meeting. The Transmission Owner will consider the alternatives provided by the Stakeholders.
6. The final results of the Economic Planning Studies will be presented at the Annual Transmission Planning Summit, and the Transmission Owner will report regarding its consideration of the alternatives provided by Stakeholders. These final results will be posted on the secure area of the Regional Planning Website a minimum of 10 calendar days prior to the Transmission Planning Summit.
7. The final results of the Economic Planning Studies will be non-binding upon the Transmission Owner and will provide general non-binding estimations of the required transmission upgrades, timing for their construction, and costs for completion.

18. [Reserved]

19. Recovery of Planning Costs: The Transmission Owner will recover its costs for regional transmission planning consistent with the terms of Section 10 herein.

20. Consideration of Transmission Needs Driven by Public Policy Requirements

20.1 Procedures for the Consideration of Transmission Needs Driven by Public Policy Requirements: The Transmission Owner addresses transmission needs driven by enacted state, federal and local laws and/or regulations ("Public Policy Requirements") in its routine planning, design, construction, operation, and

maintenance of the Transmission System.

20.2 The Consideration of Transmission Needs Driven by Public Policy Requirements Identified Through Stakeholder Input and Proposals

20.2.1 Requisite Information: In order for the Transmission Owner to consider possible transmission needs driven by Public Policy Requirements that are proposed by a Stakeholder, the Stakeholder must provide the following information in accordance with the submittal instructions provided on the Regional Planning Website:

1. The applicable Public Policy Requirement, which must be a requirement established by an enacted state, federal, or local law(s) and/or regulation(s); and
2. An explanation of the possible transmission need(s) driven by the Public Policy Requirement identified in subsection 20.2.1(1) (*e.g.*, the situation or system condition for which possible solutions may be needed, as opposed to a specific transmission project).

20.2.2 Deadline for Providing Such Information: Stakeholders that propose a possible transmission need driven by a Public Policy Requirement for evaluation by the Transmission Owner in the current transmission planning cycle must provide the requisite information identified in Section 20.2.1 to the Transmission Owner no later than 60 calendar days after the SERTP Annual Transmission Planning Summit and Input Assumptions Meeting for the previous transmission planning cycle.

20.3 Transmission Owner Evaluation of SERTP Stakeholder Input Regarding Possible Transmission Needs Driven by Public Policy Requirements

20.3.1 Identification of Public Policy-Driven Transmission Needs: In order to identify, out of the set of possible transmission needs driven by Public Policy Requirements proposed by Stakeholders, those transmission needs for which transmission solutions will be evaluated in the current planning cycle, the Transmission Owner will assess:

1. Whether the Stakeholder-identified Public Policy Requirement is an enacted local, state, or federal law(s) and/or regulation(s);
2. Whether the Stakeholder-identified Public Policy Requirement drives a transmission need(s); and
3. If the answers to the foregoing questions 1) and 2) are affirmative, whether the transmission need(s) driven by the Public Policy Requirement is already addressed or otherwise being evaluated in the then-current planning cycle.

20.3.2 Identification and Evaluation of Possible Transmission Solutions for Publicly Policy-Driven Transmission Needs that Have Not Already Been Addressed: If a Public Policy-driven transmission need is identified that is not already addressed, or that is not already being evaluated in the transmission expansion planning process, the Transmission Owner will identify a transmission solution(s) to address the aforementioned need in the planning processes. The potential transmission solutions will be evaluated consistent with Section 21.

20.4 Stakeholder Input During the Evaluation of Public Policy-Driven Transmission Needs and Possible Transmission Solutions

20.4.1 Typically at the First RPSG Meeting and Interactive Training Session, but not later than the Preliminary Expansion Plan Meeting, for the given transmission planning cycle, the Transmission Owner will review the Stakeholder-proposed transmission needs driven by Public Policy Requirements to be evaluated in the then-current planning cycle. Prior to the meeting at which transmission needs driven by Public Policy Requirements will be reviewed, the Transmission Owner will identify, on the Regional Planning Website, which possible transmission needs driven by Public Policy Requirements proposed by Stakeholders (if any) are transmission needs(s) that are not already addressed in the planning process and will, pursuant to Sections 20.3.1 and 20.3.2, be addressed in the current planning cycle.

20.4.2 Stakeholders, including those who are not Transmission Customers, may provide input regarding Stakeholder-proposed possible transmission need(s) and may provide input during the evaluation of potential transmission solutions to identified transmission needs driven by Public Policy Requirements. Specifically, with regard to the evaluation of such potential transmission solutions, the Stakeholder may provide input at a Preliminary Expansion Plan Meeting. If a Stakeholder has performed analysis regarding such a potential transmission solution, the Stakeholder may provide any such analysis at that time.

20.4.3 Stakeholder input regarding possible transmission needs driven by Public Policy Requirements may be directed to the governing Tariff process as appropriate. For example, if the possible transmission need identified by the Stakeholder is essentially a request by a network customer to integrate a new network resource, the request would be directed to that existing Tariff process.

20.5 Posting Requirement: The Transmission Owner will provide and post on the Regional Planning Website an explanation of (1) those transmission needs driven by Public Policy Requirements that have been identified for evaluation for potential transmission projects in the then-current planning cycle; and (2) why other suggested, possible transmission needs driven by Public Policy

Requirements proposed by Stakeholders were not selected for further evaluation.

21. Regional Analyses of Potentially More Efficient or Cost Effective Transmission Solutions

21.1 Regional Planning Analyses

21.1.1 During the course of each transmission planning cycle, the Transmission Owner will conduct regional transmission analyses to assess if the then-current regional transmission plan addresses the Transmission Owner's transmission needs, including those of its Transmission Customers and those which may be driven, in whole or in part, by economic considerations or Public Policy Requirements. This regional analysis will include assessing whether there may be more efficient or cost effective transmission projects to address transmission needs than transmission projects included in the latest regional transmission plan (including projects selected in a regional transmission plan for RCAP pursuant to Section 27).

21.1.2 The Transmission Owner will perform power flow, dynamic, and short circuit analyses, as necessary, to assess whether the then-current regional transmission plan would provide for the physical transmission capacity required to address the Transmission Owner's transmission needs, including those transmission needs of its Transmission Customers and those driven by economic considerations and Public Policy Requirements. Such analysis will also evaluate those potential transmission needs driven by Public Policy Requirements identified by Stakeholders pursuant to Section 20.3.1. If the Transmission Owner determines that the on-going planning being performed for the then-current cycle would not provide sufficient physical transmission capacity to address a transmission need(s), the Transmission Owner will identify potential transmission projects to address the transmission need(s).

21.2 Identification and Evaluation of More Efficient or Cost Effective Transmission Project Alternatives

21.2.1 The Transmission Owner will look for potential regional transmission projects that may be more efficient or cost effective solutions to address transmission needs than transmission projects included in the latest regional transmission plan or otherwise under consideration in the then-current transmission planning process for the ten (10) year planning horizon. Consistent with Section 21.1, through power flow, dynamic, and short circuit analyses, as necessary, the Transmission Owner will evaluate regional transmission projects identified to be potentially more efficient or cost effective solutions to address transmission needs, including those transmission alternatives proposed by Stakeholders pursuant to Section 13.5.3(3) and transmission projects proposed for RCAP pursuant to

Section 26. The evaluation of transmission projects in these regional assessments throughout the then-current planning cycle will be based upon their effectiveness in addressing transmission needs, including those driven by Public Policy Requirements, reliability and/or economic considerations. Such analysis will be in accordance with, and subject to (among other things), state law pertaining to transmission ownership, siting, and construction. In assessing whether transmission alternatives are more efficient and/or cost effective transmission solutions, the Transmission Owner shall consider factors such as, but not limited to, a transmission project's:

- Impact on reliability.
 - Feasibility, including the viability of constructing and tying in the proposed project by the required in-service date.
- Relative transmission cost, as compared to other transmission project alternatives to reliably address transmission needs.
- Ability to reduce real power transmission losses on the transmission system(s) within the SERTP region, as compared to other transmission project alternatives to reliably address transmission needs.

21.2.2 Stakeholder Input: Stakeholders may provide input on potential transmission alternatives for the Transmission Owner to consider throughout the SERTP planning process for each planning cycle in accordance with Section 13.5.3.

22. Merchant Transmission Developers Proposing Transmission Facilities Impacting the SERTP: Merchant transmission developers not seeking regional cost allocation pursuant to Sections 26-32 ("Merchant Transmission Developers") who propose to develop a transmission project(s) potentially impacting the Transmission System and/or transmission system(s) within the SERTP region shall provide information and data necessary for the Transmission Owner to assess the potential reliability and operational impacts of those proposed transmission facilities. That information should include:

- Transmission project timing, scope, network terminations, load flow data, stability data, HVDC data (as applicable), and other technical data necessary to assess potential impacts.

23. Enrollment

23.1 General Eligibility for Enrollment: A public utility or non-public utility transmission service provider and/or transmission owner who is registered with NERC as a Transmission Owner or a Transmission Service Provider may enroll in the SERTP. Such Transmission Service Providers and Transmission Owners are thus potential Beneficiaries for cost allocation purposes on behalf of their

transmission customers. Entities that do not enroll will nevertheless be permitted to participate as Stakeholders in the SERTP.

- 23.2 Enrollment Requirement In Order to Seek Regional Cost Allocation:** While enrollment is not generally required in order for a transmission developer to be eligible to propose a transmission project for evaluation and potential selection in a regional transmission plan for RCAP pursuant to Sections 26-32, a potential transmission developer must enroll in the SERTP in order to be eligible to propose a transmission project for potential selection in a regional transmission plan for RCAP if it, an affiliate, subsidiary, member, owner or parent company has load in the SERTP.
- 23.3 Means to Enroll:** Entities that satisfy the general eligibility requirements of Section 23.1 or are required to enroll in accordance with Section 23.2 may provide an application to enroll by submitting the form of enrollment posted on the Regional Planning Website.
- 23.4 List of Enrollees in the SERTP:** Appendix 11 provides the list of the entities who have enrolled in the SERTP in accordance with the foregoing provisions (“Enrollees”). Appendix 11 is effective as of the effective date of the tariff record (and subject to Section 23.5, below) that contains Appendix 11. In the event a non-public utility listed in Appendix 11 provides the Transmission Owner with notice that it chooses not to enroll in, or is withdrawing from, the SERTP pursuant to Section 23.5 or Section 23.6, as applicable, such action shall be effective as of the date prescribed in accordance with that respective Section. In such an event, the Transmission Owner shall file revisions to the lists of Enrollees in Appendix 11 within fifteen business days of such notice. The effective date of any such revised tariff record shall be the effective date of the non-public utility’s election to not enroll or to withdraw as provided in Section 23.5 or 23.6, as applicable.
- 23.5 Enrollment, Conditions Precedent, Conditions Subsequent, and Cost Allocation Responsibility:** Enrollment will subject Enrollees to cost allocation if, during the period in which they are enrolled, it is determined in accordance with this Attachment K that the Enrollee is a Beneficiary of a transmission project(s) selected in the regional transmission plan for RCAP; subject to the following:
- 23.5.1 Upon Order on Compliance Filing:** The initial non-public utilities that satisfy the general eligibility requirements of 23.1 and who have made the decision to enroll at the time of the Transmission Owner’s compliance filing in response to FERC’s July 18, 2013 Order on Compliance Filings in Docket Nos. ER13-897, ER13-908, and ER13-913, 144 FERC ¶ 61,054, do so on the condition precedent that the Commission accepts: i) that compliance filing without modification and without setting it for hearing or suspension and ii) the Transmission Owner’s July 10, 2013 compliance filing made in Docket Nos. ER13-1928, ER13-1930, ER13-1940, and ER13-1941 without modification and without setting it

for hearing or suspension. Should the Commission take any such action upon review of such compliance filings or in any way otherwise modify, alter, or impose amendments to this Attachment K, then each such non-public utility shall be under no obligation to enroll in the SERTP and shall have sixty (60) days following such an order or action to provide written notice to the Transmission Owner of whether it will, in fact, enroll in the SERTP. If, in that event, such non-public utility gives notice to the Transmission Owner that it will not enroll, such non-public utility shall not be subject to cost allocation under this Attachment K (unless it enrolls at a later date).

23.5.2 Upon Future Regulatory Action: Notwithstanding anything herein to the contrary, should the Commission, a Court, or any other governmental entity having the requisite authority modify, alter, or impose amendments to this Attachment K, then an enrolled non-public utility may immediately withdraw from this Attachment K by providing written notice within 60 days of that order or action, with the non-public utility's termination being effective as of the close of business the prior business day before said modification, alteration, or amendment occurred (although if the Commission has not acted by that prior business day upon both of the compliance filings identified in Section 23.5.1, then the non-public utility shall never have been deemed to have enrolled in the SERTP). In the event of such a withdrawal due to such a future regulatory and/or judicial action, the withdrawing Enrollee will be subject to cost allocations, if any, that were determined in accordance with this Attachment K during the period in which it was enrolled and that determined that the withdrawing Enrollee would be a Beneficiary of new transmission projects selected in the regional transmission plan for RCAP.

23.6 Notification of Withdrawal: An Enrollee choosing to withdraw its enrollment in the SERTP may do so by providing written notification of such intent to the Transmission Owner. Except for non-public utilities electing to not enroll or withdraw pursuant to Section 23.5, a non-public utility Enrollee's withdrawal shall be effective as of the date the notice of withdrawal is provided to the Transmission Owner pursuant to this Section 23.6. For public utility Enrollees, the withdrawal shall be effective at the end of the then-current transmission planning cycle provided that the notification of withdrawal is provided to the Transmission Owner at least sixty (60) days prior to the Annual Transmission Planning Summit and Assumptions Input Meeting for that transmission planning cycle.

23.7 Cost Allocation After Withdrawal: Any withdrawing Enrollee will not be allocated costs for transmission projects selected in a regional transmission plan for RCAP after its termination of enrollment becomes effective in accordance with the provisions of Section 13.5 or Section 13.6. However, the withdrawing Enrollee will be subject to cost allocations determined in accordance with this

Attachment K, during the period it was enrolled, if any, for which the Enrollee was identified as a Beneficiary of new transmission projects selected in the regional transmission plan for RCAP.

24. Pre-Qualification Criteria for a Transmission Developer to be Eligible to Submit a Regional Transmission Project Proposal for Potential Selection in a Regional Transmission Plan for RCAP

24.1 Transmission Developer Pre-Qualification Criteria: In order to be eligible to propose a transmission project (that the transmission developer intends to develop) for consideration for selection in a regional transmission plan for RCAP in the upcoming planning cycle, a transmission developer (including the Transmission Owner and nonincumbents) or a parent company (as defined in Section 24.1(2)(B) below), as applicable, must submit a pre-qualification application by August 1st of the then-current planning cycle. To demonstrate that the transmission developer will be able to satisfy the minimum financial capability and technical expertise requirements, the pre-qualification application must provide the following:

1. A non-refundable administrative fee of \$25,000 to off-set the cost to review, process, and evaluate the transmission developer's pre-qualification application;
2. Demonstration that at least one of the following criteria is satisfied:
 - A. The transmission developer must have and maintain a Credit Rating (defined below) of BBB- or better from Standard & Poor's Financial Services LLC, a part of McGraw Hill Financial ("S&P"), a Credit Rating of Baa3 or better from Moody's Investors Service, Inc. ("Moody's") and/or a Credit Rating of BBB- or better from Fitch Ratings, Inc. ("Fitch", collectively with S&P and Moody's and/or their successors, the "Rating Agencies") and not have or obtain less than any such Credit Rating by S&P, Moody's or Fitch. The senior unsecured debt (or similar) rating for the relevant entity from the Rating Agencies will be considered the "Credit Rating". In the event of multiple Credit Ratings from one Rating Agency or Credit Ratings from more than one Rating Agency, the lowest of those Credit Ratings will be used by the Transmission Owner for its evaluation. However, if such a senior unsecured debt (or similar) rating is unavailable, the Transmission Owner will consider Rating Agencies' issuer (or similar) ratings as the Credit Rating.
 - B. If a transmission developer does not have a Credit Rating from S&P, Moody's or Fitch, it shall be considered "Unrated", and an Unrated transmission developer's parent company or the entity that plans to create a new subsidiary that will be the transmission

developer (both hereinafter “parent company”) must have and maintain a Credit Rating of BBB- or better from S&P, Baa3 or better from Moody’s and/or BBB- or better from Fitch, not have or obtain less than any such Credit Rating by S&P, Moody’s or Fitch, and the parent company must commit in writing to provide an acceptable guaranty to the Transmission Owner meeting the requirements of Section 32 for the transmission developer if a proposed transmission project is selected in a regional transmission plan for RCAP. If there is more than one parent company, the parent company(ies) committing to provide the guaranty must meet the requirements set forth herein.

C. For an Unrated transmission developer, unless its parent company satisfies the requirements under B. above, such transmission developer must have and maintain a Rating Equivalent (defined below) of BBB- or better. Upon an Unrated transmission developer’s request, a credit rating will be determined for such Unrated transmission developer comparable to a Rating Agency credit rating (“Rating Equivalent”) based upon the process outlined below:

(i) Each Unrated transmission developer will be required to pay a non-refundable annual fee of \$15,000.00 for its credit to be evaluated/reevaluated on an annual basis.

(ii) Upon request by the Transmission Owner, an Unrated transmission developer must submit to the Transmission Owner for the determination of a Rating Equivalent, and not less than annually thereafter, the following information with respect to the transmission developer, as applicable:

A. financial statements (audited if available) for each completed fiscal quarter of the then current fiscal year including the most recent fiscal quarter, as well as the most recent three (3) fiscal years;

i. For Unrated transmission developers with publicly-traded stock, this information must include:

1. Annual reports on Form 10-K (or successor form) for the three (3) fiscal years most recently ended, and quarterly reports on Form 10-Q (or successor form) for each completed quarter of the then current fiscal year, together with any amendments thereto, and

2. Form 8-K (or successor form) reports disclosing material changes, if any, that have been filed since the most recent Form 10-K (or successor form), if applicable;
- ii. For Unrated transmission developers that are privately held, this information must include:
 1. Financial Statements, including balance sheets, income statements, statement of cash flows, and statement of stockholder's equity,
 2. Report of Independent Accountants,
 3. Management's Discussion and Analysis, and
 4. Notes to financial statements;
 - B. its Standard Industrial Classification and North American Industry Classification System codes;
 - C. at least one (1) bank and three (3) acceptable trade references;
 - D. information as to any material litigation, commitments or contingencies as well as any prior bankruptcy declarations or material defaults or defalcations by, against or involving the transmission developer or its predecessors, subsidiaries or affiliates, if any;
 - E. information as to the ability to recover investment in and return on its projects;
 - F. information as to the financial protections afforded to unsecured creditors contained in its contracts and other legal documents related to its formation and governance;
 - G. information as to the number and composition of its members or customers;
 - H. its exposure to price and market risk;
 - I. information as to the scope and nature of its business; and
 - J. any additional information, materials and documentation which such Unrated transmission developer deems relevant evidencing such Unrated transmission developer's financial capability to develop, construct, operate and maintain transmission developer's projects for the life of the projects.

(iii) The Transmission Owner will notify an Unrated

transmission developer after the determination of its Rating Equivalent. Upon request, the Transmission Owner will provide the Unrated transmission developer with information regarding the procedures, products and/or tools used to determine such Rating Equivalent (*e.g.*, Moody's RiskCalc™ or other product or tool, if used).

- (iv) An Unrated transmission developer desiring an explanation of its Rating Equivalent must request such an explanation in writing within five (5) business days of receiving its Rating Equivalent. The Transmission Owner will respond within fifteen (15) business days of receipt of such request with a summary of the analysis supporting the Rating Equivalent decision.
3. Evidence that the transmission developer has the capability to develop, construct, operate, and maintain significant U.S. electric transmission projects. The transmission developer should provide, at a minimum, the following information about the transmission developer. If the transmission developer is relying on the experience or technical expertise of its parent company or affiliate(s) to meet the requirements of this subsection 3, the following information should be provided about the transmission developer's parent company and its affiliates, as applicable:
- A. Information regarding the transmission developer's or other relevant experience regarding transmission projects in-service, under construction, and/or abandoned or otherwise not completed including locations, operating voltages, mileages, development schedules, and approximate installed costs; whether delays in project completion were encountered; and how these facilities are owned, operated and maintained.
 - B. Evidence demonstrating the ability to address and timely remedy failure of transmission facilities;
 - C. Violations of NERC and/or Regional Entity reliability standard(s) and/or violations of regulatory requirement(s) that have been made public pertaining to the development, construction, ownership, operation, and/or maintenance of electric transmission infrastructure facilities (provided that violations of CIP standards are not required to be identified), and if so, an explanation of such violations; and
 - D. A description of the experience of the transmission developer in acquiring rights of way.
4. Evidence of how long the transmission developer and its parent company,

if relevant, have been in existence.

- 24.2 Review of Pre-Qualification Applications:** No later than November 1st of the then-current planning cycle, the Transmission Owner will notify transmission developers that submitted pre-qualification applications or updated information by August 1st, whether they have pre-qualified as eligible to propose a transmission project for consideration for selection in a regional transmission plan for RCAP in the upcoming planning cycle. A list of transmission developers that have pre-qualified for the upcoming planning cycle will be posted on the Regional Planning Website.
- 24.3 Opportunity for Cure for Pre-Qualification Applications:** If a transmission developer does not meet the pre-qualification criteria or provides an incomplete application, then following notification by the Transmission Owner, the transmission developer will have 15 calendar days to resubmit the necessary supporting documentation to remedy the identified deficiency. The Transmission Owner will notify the transmission developer, whether they are, or will continue to be, pre-qualified within 30 calendar days of the resubmittal, provided that the Transmission Owner shall not be required to provide such a response prior to November 1st of the then-current planning cycle.
- 24.4 Pre-Qualification Renewal:** If a transmission developer is pre-qualified as eligible to propose a transmission project for consideration for selection in a regional transmission plan for RCAP in the then-current planning cycle, such transmission developer may not be required to re-submit information to pre-qualify with respect to the upcoming planning cycle. In the event any information on which the entity's pre-qualification is based has changed, such entity must submit all updated information by the August 1st deadline. In addition, all transmission developers must submit a full pre-qualification application once every 3 years.
- 24.5 Enrollment Requirement to Pre-Qualify as Eligible to Propose a Transmission Project for Potential Selection in a Regional Transmission Plan for RCAP:** If a transmission developer or its parent company or owner or any affiliate, member or subsidiary has load in the SERTP region, the transmission developer must have enrolled in the SERTP in accordance with Section 23.2 to be eligible to pre-qualify to propose a transmission project for potential selection in a regional transmission plan for RCAP.
- 25. Transmission Projects Potentially Eligible for Selection in a Regional Transmission Plan for RCAP**
- 25.1** In order for a transmission project proposed by a transmission developer, whether incumbent or nonincumbent, to be considered for evaluation and potential selection in a regional transmission plan for RCAP, the project must be regional in nature in that it must be a transmission project effectuating significant bulk electric transfers across the SERTP region and addressing significant electrical needs in that it:

1. operates at a voltage of 300 kV or greater;
2. is a transmission line located in the SERTP region; and
3. spans at least 50 miles.

25.2 In addition to satisfying the requirements of Section 25.1, the proposed regional transmission project must not contravene state or local laws with regard to rights of way or construction of transmission facilities. The proposed transmission project also cannot be an upgrade to an existing facility. A transmission upgrade includes any expansion, partial replacement, or modification, for any purpose, made to existing transmission facilities, including, but not limited to:

- transmission line reconductors;
- the addition, modification, and/or replacement of transmission line structures and equipment;
- increasing the nominal operating voltage of a transmission line;
- the addition, replacement, and/or reconfiguration of facilities within an existing substation site;
- the interconnection/addition of new terminal equipment onto existing transmission lines.

For purposes of clarification, a transmission project proposed for potential selection in a regional transmission plan for RCAP may rely on the implementation of one or more transmission upgrades (as defined above) by the Impacted Utilities in order to reliably implement the proposed transmission project.

25.3 In order for the proposed transmission project to be a more efficient or cost effective alternative to the transmission projects identified by the transmission providers through their planning processes, it should be materially different than projects already under consideration in the expansion planning process. A project will be deemed materially different, as compared to another transmission alternative(s) under consideration, if the proposal consists of significant geographical or electrical differences in the alternative's proposed interconnection point(s) or transmission line routing. Should the proposed transmission project be deemed not materially different than projects already under consideration in the transmission expansion planning process, the Transmission Owner will provide a sufficiently detailed explanation on the Regional Planning website for Stakeholders to understand why such a determination was made.

26. Submission of Proposals for Potential Selection in a Regional Transmission Plan for RCAP

Any entity may propose a transmission project for consideration by the Transmission

Owner for potential selection in a regional transmission plan for RCAP.¹² An entity that wants to propose a transmission project for potential selection in a regional transmission plan for RCAP but does not intend to develop the transmission project may propose such transmission project in accordance with Section 26.6.

26.1 Materials to be Submitted: In order for a transmission project to be considered for RCAP, a pre-qualified transmission developer proposing the transmission project (including an incumbent or nonincumbent transmission developer) must provide to the Transmission Owner the following information:

1. Sufficient information for the Transmission Owner to determine that the potential transmission project satisfies the regional eligibility requirements of Section 25;
2. A description of the proposed transmission project that details the intended scope (including the various stages of the project development such as engineering, ROW acquisition, construction, recommended in-service date, etc.);
3. A capital cost estimate of the proposed transmission project. If the cost estimate differs greatly from generally accepted estimates of projects of comparable scope, the transmission developer may be asked to support such differences with supplemental information;
4. Data and/or files necessary to appropriately model the proposed transmission project;
5. Documentation of the specific transmission need(s) that the proposed transmission project is intended to address. This documentation should include a description of the transmission need(s), timing of the transmission need(s), and may include the technical analysis performed to support that the proposed transmission project addresses the specified transmission need(s);
6. A description of why the proposed transmission project is expected to be more efficient or cost effective than other transmission projects included in the then-current regional transmission plan. If available, and to facilitate the evaluation of the proposal and to mitigate the potential for disputes, the entity proposing the project for potential selection in a regional transmission plan for RCAP may submit documentation of detailed technical analyses performed that supports the position that the

¹² The regional cost allocation process provided hereunder in accordance with Sections 26-32 does not limit the ability of the Transmission Owner and other entities to negotiate alternative cost sharing arrangements voluntarily and separately from this regional cost allocation method.

proposed transmission project addresses the specified transmission needs more efficiently or cost-effectively. Such optional documentation could include the following:

- Transmission projects in the latest transmission expansion plan or regional transmission plan that would be displaced by the proposed project,
 - Any additional projects that may be required in order to implement the proposed project, or
 - Any reduction/increase in real-power transmission system losses;
7. The transmission developer must provide a reasonable explanation of, as it pertains to its proposed project, its planned approach to satisfy applicable regulatory requirements and its planned approach to obtain requisite authorizations necessary to acquire rights of way and to construct, operate, and maintain the proposed facility in the relevant jurisdictions;
- The transmission developer should not expect to use the Transmission Owner's right of eminent domain for ROW acquisition;
8. How the transmission developer intends to comply with all applicable standards and obtain the appropriate NERC certifications,
- If it or a parent, owner, affiliate, or member who will be performing work in connection with the potential transmission project is registered with NERC or other industry organizations pertaining to electric reliability and/or the development, construction, ownership, or operation, and/or maintenance of electric infrastructure facilities, a list of those registrations;
9. The experience of the transmission developer specific to developing, constructing, maintaining, and operating the type of transmission facilities contained in the transmission project proposed for potential selection in a regional transmission plan for RCAP,
- Including verifiable past achievements of containing costs and adhering to construction schedules for transmission projects of similar size and scope as the proposed transmission project, and
 - Including a description of emergency response and restoration of damaged equipment capability;
10. The planned or proposed project implementation management teams and the types of resources, including relevant capability and experience, contemplated for use in the development and construction of the proposed project;

11. A written commitment to comply with all applicable standards, including Good Utility Practices, governing the engineering, design, construction, operation, and maintenance of transmission projects in the SERTP region; and
12. Evidence of the ability of the transmission developer, its affiliate, partner or parent company to secure a financial commitment from an approved financial institution(s) agreeing to finance the construction, operation, and maintenance of the transmission project if selected in a regional transmission plan for RCAP.

26.2 Administrative Fee: An administrative fee of \$25,000 to off-set the costs to review, process and evaluate each transmission project proposal. A refund of \$15,000 will be provided to the transmission developer if:

1. The proposal is determined to not satisfy the qualification criteria in Section 26.1; or
2. The transmission developer withdraws its proposal by providing written notification of its intention to do so to the Transmission Owner prior to the First RPSG Meeting and Interactive Training Session for that transmission planning cycle.

26.3 Deadline for Transmission Developer Submittals: In order for its transmission project to be considered for RCAP in the current transmission planning cycle, a transmission developer must provide the requisite information and payment identified in Sections 26.1 through 26.2 to the Transmission Owner in accordance with the submittal instructions provided on the Regional Planning Website no later than 60 calendar days after the SERTP Annual Transmission Planning Summit and Input Assumptions Meeting for the previous transmission planning cycle.

26.4 Initial Review of Submittal and Opportunity for Cure: The Transmission Owner will notify transmission developers who propose a transmission project for potential selection in a regional transmission plan for RCAP whose submittals do not meet the requirements specified in Section 26.1 through 26.2, or who provide an incomplete submittal, within 45 calendar days of the submittal deadline to allow the transmission developer an opportunity to remedy any identified deficiency(ies). Transmission developers, so notified, will have 15 calendar days to resubmit the necessary supporting documentation to remedy the identified deficiency. The Transmission Owner will notify the transmission developer, whether they have adequately remedied the deficiency within 30 calendar days of the resubmittal. Should the deficiency(ies) remain unremedied, then the transmission project will not be considered for RCAP.

26.5 Change in the Qualification Information or Circumstances

26.5.1 The transmission developer proposing a transmission project for potential selection in a regional transmission plan for RCAP has an obligation to update and report in writing to the Transmission Owner any change to its or its parent company's information that was provided as the basis for its satisfying the requirements of Sections 24 through 32, except that the transmission developer is not expected to update its technical analysis performed for purposes of Section 26.1(6) to reflect updated transmission planning data as the transmission planning cycle(s) progresses.

26.5.2 The transmission developer must inform the Transmission Owner of the occurrence of any of the developments described in (1) or (2) below should the following apply (and within the prescribed time period): (i) within five (5) business days of the occurrence if the transmission developer has a pre-qualification application pending as of the date of the occurrence; (ii) upon the submission of a renewal request for pre-qualification should the development have occurred since the transmission developer was pre-qualified; (iii) prior to, or as part of, proposing a transmission project for potential selection in a regional transmission plan for RCAP pursuant to Section 26.1 should the development have occurred since the transmission developer was pre-qualified; and (iv) within five (5) business days of the occurrence if the transmission developer has a transmission project either selected or under consideration for selection in a regional transmission plan for RCAP. These notification requirements are applicable upon the occurrence of any of the following:

1. the existence of any material new or ongoing investigations against the transmission developer by the Commission, the Securities and Exchange Commission, or any other governing, regulatory, or standards body that has been or was required to be made public; if its parent company has been relied upon to meet the requirements of Section 24.1(2) or Section 32, such information must be provided for the parent company and, in any event, with respect to any affiliate that is a transmitting utility; and
2. any event or occurrence which could constitute a material adverse change in the transmission developer's (and, if the parent company has been relied upon to meet the requirements of Section 24.1(2) or Section 32, the parent company's) financial condition ("Material Adverse Change") such as:
 - A. A downgrade or suspension of any debt or issuer rating by any Rating Agency,
 - B. Being placed on a credit watch with negative implications (or similar) by any Rating Agency,

- C. A bankruptcy filing or material default or defalcation,
- D. Insolvency,
- E. A quarterly or annual loss or a decline in earnings of twenty-five percent (25%) or more compared to the comparable year-ago period,
- F. Restatement of any prior financial statements, or
- G. Any government investigation or the filing of a lawsuit that reasonably would be expected to adversely impact any current or future financial results by twenty-five percent (25%) or more.

26.5.3 If at any time the Transmission Owner concludes that a transmission developer or a potential transmission project for possible selection in a regional transmission plan for RCAP no longer satisfies such requirements specified in Sections 24 through 26, then the Transmission Owner will so notify the transmission developer or entity who will have fifteen (15) calendar days to cure. If the transmission developer does not meet the fifteen (15) day deadline to cure, or if the Transmission Owner determines that the transmission developer continues to no longer satisfy the requirements specified in Sections 24 through 26 despite the transmission developer's efforts to cure, then the Transmission Owner may, without limiting its other rights and remedies, immediately remove the transmission developer's potential transmission project(s) from consideration for potential selection in a regional transmission plan for RCAP and, if previously selected, from being selected in a regional transmission plan for RCAP, as applicable.

26.6 Projects Proposed for RCAP Where the Entity Making the Proposal Does Not Intend to be the Developer of the Project: Any Stakeholder may propose a potentially more cost effective or efficient transmission project for consideration in the transmission planning process in accordance with Section 13.5.3, and nothing herein limits the ability of a Stakeholder and other entities to negotiate alternative transmission development arrangements voluntarily and separately from the processes provided in this Attachment K. Should an entity propose a transmission project for potential selection in a regional transmission plan for RCAP but not intend to develop the project, then the following applies. Such an entity must submit the information required by Sections 26.1(1), 26.1(5), and 26.1(6) for a regional transmission project eligible for potential selection in a regional transmission plan for RCAP within the sixty (60) day window established in 16.3. Provided that the proposal complies with those requirements, the Transmission Owner will make information describing the proposal available on the Regional Planning Website. The entity proposing the transmission project should coordinate with a transmission developer (either

incumbent or nonincumbent) to have the developer submit the remaining information and materials required by Section 26. A pre-qualified transmission developer, should it decide to proceed, must submit the materials required by Section 26 within the sixty (60) day window established in Section 26.3 in order for the proposed transmission project to be considered for selection in a regional transmission plan for RCAP. If such a transmission project has not been so submitted within the sixty (60) day window established in Section 26.3, then the Transmission Owner may treat the project as a Stakeholder-proposed transmission project alternative pursuant to Section 13.5.3. Furthermore, should the Transmission Owner identify in the regional transmission planning process a regional transmission project that is selected in the regional transmission plan for RCAP that does not have a transmission developer that intends or is able to develop the project, the Transmission Owner will identify such project on the Regional Planning Website. A prequalified transmission developer that desires to develop the project, whether incumbent or non-incumbent, may then propose the transmission project pursuant to Sections 25 and 26, as the intended transmission developer for the project's on-going consideration in a regional transmission plan for RCAP.

27. Evaluation and Potential Selection of Proposals for Selection in a Regional Transmission Plan for RCAP

27.1 Potential Transmission Projects Seeking RCAP Will be Evaluated in the Normal Course of the Transmission Planning Process: During the course of the then-current transmission expansion planning cycle (and thereby in conjunction with other system enhancements under consideration in the transmission planning process), the Transmission Owner will evaluate current transmission needs and assess alternatives to address current needs including the potential transmission projects proposed for possible selection in a regional transmission plan for RCAP by transmission developers consistent with the regional evaluation process described in Section 21. Such evaluation will be in accordance with, and subject to (among other things), state law pertaining to transmission ownership, siting, and construction. Utilizing coordinated models and assumptions, the Transmission Owner will perform analyses, including power flow, dynamic, and short circuit analyses, as necessary and, applying its planning guidelines and criteria to evaluate submittals, determine whether, throughout the ten (10) year planning horizon:

1. The proposed transmission project addresses an underlying transmission need(s);
2. The proposed transmission project addresses transmission needs that are currently being addressed with projects in the transmission planning process and if so, which projects could be displaced (consistent with the reevaluation of the projects included in a regional transmission plan as described in Section 29) by the proposed transmission project, including:

- transmission projects in the Transmission Owner’s ten year transmission expansion plan,
 - transmission projects in the regional transmission plan, including those currently under consideration and/or selected for RCAP;
3. The proposed transmission project addresses a transmission need(s) for which no transmission project is currently included in the latest ten (10) year expansion plans and/or regional transmission plan. If so, the Transmission Owner will identify an alternative transmission project(s) which would be required to fully and appropriately address the same transmission need(s) (e.g., otherwise considered to be the more efficient or cost effective transmission alternative). The Transmission Owner will identify and evaluate such an alternative transmission project(s) consistent with the processes described in Sections 1-10 and 21;
 4. Any additional projects that would be required to implement the proposed transmission project;
 5. The proposed transmission project reduces and/or increases real power transmission losses on the transmission system within the SERTP region.

Previous analysis may be used, either in part or in whole, if applicable to the evaluation of the proposed regional transmission project. Stakeholders may provide input into the evaluation of RCAP proposals throughout the SERTP process consistent with Section 13.5.3.

27.2 Transmission Benefit-to-Cost Analysis Based Upon Planning Level Cost Estimates

27.2.1 Based upon the evaluation outlined in Section 27.1, the Transmission Owner will assess whether the transmission developer’s transmission project proposed for potential selection in a regional transmission plan for RCAP is considered at that point in time to yield meaningful, net regional benefits. Specifically, the proposed transmission project should yield a regional transmission benefit-to-cost ratio of at least 1.25 and no individual Impacted Utility should incur increased, unmitigated transmission costs.¹³

¹³ An entity would incur increased, unmitigated transmission costs should it incur more costs than displaced benefits and not be compensated/made whole for those additional costs. For purposes of this Attachment K, the terms “Impacted Utilities” shall mean: i) the Beneficiaries identified in the evaluation of the proposed transmission project and ii) any entity identified in this Section 27.2.1 to potentially have increased costs on its transmission system located in the SERTP region in order to implement the proposal.

1. The benefit used in this calculation for purposes of assessing the transmission developer's proposed transmission project will be quantified by the Beneficiaries' total cost savings in the SERTP region associated with:
 - A. All transmission projects in the ten (10) year transmission expansion plan which would be displaced, as identified pursuant to Section 27.1;
 - B. All regional transmission projects included in the regional transmission plan which would be displaced, as identified pursuant to Section 27.1 and to the extent no overlap exists with those transmission projects identified as displaceable in the Transmission Owner's ten (10) year transmission expansion plan. This includes transmission projects currently selected in the regional transmission plan for RCAP; and
 - C. All alternative transmission project(s), as determined pursuant to Section 27.1 that would be required in lieu of the proposed regional transmission project, if the proposed regional transmission project addresses a transmission need for which no transmission project is included in the latest ten (10) year expansion plan and/or regional transmission plan.
2. The cost used in this calculation will be quantified by the transmission cost within the SERTP region associated with:
 - A. The project proposed for selection in a regional transmission plan for RCAP; and
 - B. Any additional projects within the SERTP region on Impacted utility transmission systems required to implement the proposal as identified pursuant to Section 27.1.
 - C. For interregional transmission projects proposed for purposes of cost allocation between the SERTP and a neighboring region(s), the cost used in this calculation will be quantified by the transmission cost of the project multiplied by the allocation of the transmission project's costs (expressed as a fraction) to the SERTP region, as specified in the applicable interregional cost allocation procedures, plus the transmission costs of any additional projects within the SERTP region on Impacted Utility transmission systems required to implement the proposal as identified pursuant to Section 27.1.
3. If the initial BTC calculation results in a ratio equal to or greater than 1.0, then the Transmission Owner will calculate the estimated change

in real power transmission losses on the transmission system(s) of Impacted Utilities located in the SERTP. In that circumstance, an updated BTC ratio will be calculated consistent with Section 27.2. in which:

- A. The cost savings associated with a calculated reduction of real power energy losses on the transmission system(s) will be added to the benefit; and
- B. The cost increase associated with a calculated increase of real power energy losses on the transmission system(s) will be added to the cost.

27.2.2 The Transmission Owner will develop planning level cost estimates for use in determining the regional benefit-to-cost ratio. Detailed engineering estimates may be used if available. If the Transmission Owner uses a cost estimate different than a detailed cost estimate(s) provided by the transmission developer for use in performing the regional benefit-to-cost ratio, the Transmission Owner will provide a detailed explanation of such difference to the transmission developer.

27.2.3 The cost savings and/or increase associated with real power losses on the transmission system(s) within the SERTP region with the implementation of the proposed regional transmission project will be estimated for each Impacted Utility throughout the ten (10) year transmission planning horizon as follows:

- The Transmission Owner will utilize power flow models to determine the change in real power losses on the transmission system at estimated average load levels.
 - If the estimated change in real power transmission losses is less than 1 MW on a given transmission system of an Impacted Utility, no cost savings and/or cost increase for change in real power transmission losses on such system will be assigned to the proposal.
- The Transmission Owner will estimate the energy savings associated with the change in real power losses utilizing historical or forecasted data that is publicly available (e.g., FERC Form 714).

27.2.4 Within 30 days of the Transmission Owner completing the foregoing regional benefit-to-cost analysis, the Transmission Owner will notify the transmission developer of the results of that analysis. For potential transmission projects found to satisfy the foregoing benefit-to-cost analysis, the Impacted Utilities will then consult with the transmission developer of that project to establish a schedule for the

following activities specified below, with the schedule to be developed within 90 days of the notification: 1) the transmission developer providing detailed financial terms for its proposed project and 2) the proposed transmission project to be reviewed by the jurisdictional and/or governance authorities of the Impacted Utilities pursuant to Section 27.4 for potential selection in a regional transmission plan for RCAP.¹⁴

27.3 The Transmission Developer to Provide More Detailed Financial Terms and the Performance of a Detailed Transmission Benefit-to-Cost Analysis:

27.3.1 By the date specified in the schedule established in Section 27.2.4, the transmission developer shall identify the detailed financial terms for its proposed project, establishing in detail: (1) the total cost to be allocated to the Beneficiaries if the proposal were to be selected in a regional transmission plan for RCAP, and (2) the components that comprise that cost, such as the costs of:

- Engineering, procurement, and construction consistent with Good Utility Practice and standards and specifications acceptable to the Transmission Owner,
- Financing costs, required rates of return, and any and all incentive-based (including performance based) rate treatments,
- Ongoing operations and maintenance of the proposed transmission project,
- Provisions for restoration, spare equipment and materials, and emergency repairs, and
- Any applicable local, state, or federal taxes.

27.3.2 To determine whether the proposed project is considered at that time to remain a more efficient or cost effective alternative, the Transmission Owner will then perform a more detailed 1.25 transmission benefit-to-cost analysis consistent with that performed pursuant to Section 27.2.1. This more detailed transmission benefit-to-cost analysis will be based upon the

¹⁴ The schedule established in accordance with Section 27.2.4 will reflect considerations such as the timing of those transmission needs the regional project may address as well as the lead-times of the regional project, transmission projects that must be implemented in support of the regional project, and projects that may be displaced by the regional project. This schedule may be revised by the Transmission Owner and the Impacted Utilities, in consultation with the transmission developer, as appropriate to address, for example, changes in circumstances and/or underlying assumptions.

detailed financial terms¹⁵ provided by the transmission developer, as may be modified by agreement of the transmission developer and Beneficiary(ies), and any additional, updated, and/or more detailed transmission planning, cost or benefit information/component(s) as provided by the Impacted Utilities that are applicable to/available for the proposed transmission project, the projects that would be displaced, any additional projects required to implement the proposal and real power transmission loss impacts.¹⁶ Once the Transmission Owner has determined the outcome of the aforementioned regional benefit-to-cost analysis, the Transmission Owner will notify the transmission developer within 30 days of the outcome.

27.3.3 To provide for an equitable comparison, the costs of the transmission projects that would be displaced and/or required to be implemented in such a detailed benefit-to-cost analysis will include comparable cost components as provided in the proposed project's detailed financial terms (and vice-versa), as applicable. The cost components of the transmission projects that would be displaced will be provided by the Transmission Owner and/or other Impacted Utilities who would own the displaced transmission project. The cost components of the proposed transmission project and of the transmission projects that would be displaced will be reviewed and scrutinized in a comparable manner in performing the detailed benefit to cost analysis.

27.4 Jurisdictional and/or Governance Authority Review: Should the proposed transmission project be found to satisfy the more detailed benefit-to-cost analysis specified in Section 27.3, the state jurisdictional and/or governance authorities of the Impacted Utilities will be provided an opportunity to review the transmission project proposal and otherwise consult, collaborate, inform, and/or provide recommendations to the Transmission Owner. The recommendations will inform the Transmission Owner's selection decision for purposes of Section 27.5, and such a recommendation and/or selection of a project for inclusion in a regional transmission plan for RCAP shall not prejudice the state jurisdictional and/or governance authority's (authorities') exercise of any and all rights granted to them pursuant to state or Federal law with regard to any project evaluated and/or selected for RCAP that falls within such authority's (authorities') jurisdiction(s).

¹⁵ The detailed financial terms are to be provided by the date specified in the schedule to be developed by the Impacted Utilities and the transmission developer in accordance with Section 27.2.4.

¹⁶ The performance of this updated, detailed benefit-to-cost analysis might identify different Beneficiaries and/or Impacted Utilities than that identified in the initial benefit-to-cost analysis performed in accordance with Section 27.2.1.

27.5 Selection of a Proposed Transmission Project for RCAP:

27.5.1 The Transmission Owner will select a transmission project (proposed for RCAP) for inclusion in the regional transmission plan for RCAP for the then-current planning cycle if the Transmission Owner determines that the project is a more efficient or cost effective transmission project as compared to other alternatives to reliably address transmission need(s).¹⁷ Factors considered in this determination include:

- Whether the project meets or exceeds the detailed benefit-to-cost analysis performed pursuant to Section 27.3. Such detailed benefit-to-cost analysis may be reassessed, as appropriate, based upon the then-current Beneficiaries and to otherwise reflect additional, updated, and/or more detailed transmission planning, cost or benefit information/component(s) that are applicable to/available for the proposed transmission project, the projects that would be displaced, any additional projects required to implement the proposal and real power transmission loss impacts;
- Any recommendation provided by state jurisdictional and/or governance authorities in accordance with Section 27.4 including whether the transmission developer is considered reasonably able to construct the transmission project in the proposed jurisdiction(s);
- Whether, based on the timing for the identified Transmission Need(s) and the stages of project development provided by the transmission developer in accordance with Section 26.1 and as otherwise may be updated, the transmission developer is considered to be reasonably able to construct and tie the proposed transmission project into the transmission system by the required in-service date;
- Whether it is reasonably expected that the Impacted Utilities will be able to construct and tie-in any additional facilities on their systems located within the SERTP region that are necessary to reliably implement the proposed transmission project; and
- Any updated qualification information regarding the transmission developer's finances or technical expertise, as detailed in Section 24.

¹⁷ Being selected for RCAP in the then-current iteration of a regional transmission plan only provides how the costs of the transmission project may be allocated in Commission-approved rates should the project be built. Being selected in a regional transmission plan for RCAP provides no rights with regard to siting, construction, or ownership. The transmission developer must obtain all requisite approvals to site and build its transmission project. A transmission project may be removed from being selected in a regional transmission plan for RCAP in accordance with the provisions of Sections 26.4, 29, 30, 31 and 32.

The Transmission Owner will post on the Regional Planning Website its determination regarding whether a proposed project will be selected for inclusion in the regional transmission plan for RCAP for that transmission planning cycle. The Transmission Owner will document its determination in sufficient detail for Stakeholders to understand why a particular project was selected or not selected for RCAP and will make this supporting documentation available to the transmission developer or Stakeholders, subject to any applicable confidentiality requirements. For projects selected in the regional transmission plan for purposes of RCAP, the documentation will also include sufficient information regarding the application of the regional cost allocation method to determine the benefits, and identify the Beneficiaries of the proposed regional transmission project.

27.5.2 If a regional transmission project is selected in the regional transmission plan for purposes of RCAP, the Transmission Owner will perform analyses to determine whether, throughout the ten (10) year planning horizon, the proposed transmission project could potentially result in reliability impacts to the transmission system(s) of an adjacent neighboring transmission planning region(s). If a potential reliability impact is identified, the Transmission Owner will coordinate with the neighboring planning region on any further evaluation. The costs associated with any required upgrades identified in neighboring planning regions will not be included for RCAP within the SERTP.

28. Cost Allocation to the Beneficiaries: If a regional transmission project is selected in a regional transmission plan for RCAP in accordance with Section 27.5 and then constructed and placed into service, the Beneficiaries will be allocated the regional transmission project's costs based upon their cost savings calculated in accordance with Sections 27.3 and 27.4 associated with:

1. The displacement of one or more of the transmission projects previously included in their ten (10) year transmission expansion plan.
2. The displacement of one or more regional transmission projects previously included in the regional transmission plan. More specifically, if a regional transmission project addresses the same transmission need(s) as a transmission project selected in a regional transmission plan for RCAP and displaces the original RCAP project as a more efficient or cost effective alternative, this cost allocation component will be based upon the costs of the original RCAP project that were to be allocated to the Beneficiaries in accordance with the application of the regional cost allocation method to the transmission project being displaced.

3. Any alternative transmission project(s) that would be required in lieu of the regional transmission project, if the proposed regional transmission project addresses a transmission need for which no transmission project is included in the latest ten (10) year expansion plan and/or regional transmission plan.
4. The reduction of real power transmission losses on their transmission system.

29. On-Going Evaluations of the Regional Transmission Plan:

29.1 In order to ensure that the Transmission Owner can efficiently and cost effectively meet its respective reliability, duty to serve, and cost of service obligations, and to ensure that the proposed transmission project remains the more efficient or cost effective alternative, the Transmission Owner will continue to reevaluate the regional transmission plan throughout the then-current planning cycle and in subsequent cycles. This continued reevaluation will assess in subsequent expansion planning processes that reflect ongoing changes in actual and forecasted conditions, the then-current transmission needs and determine whether transmission projects included in the regional transmission plan (i) continue to be needed and (ii) are more efficient or cost effective as compared to alternatives.

- These on-going assessments will include reassessing transmission projects that have been selected in the regional transmission plan for RCAP and any projects that are being considered for potential selection in a regional transmission plan for RCAP.

29.2 Even though a transmission project may have been selected in a regional transmission plan for RCAP in an earlier regional transmission plan, if it is determined that the transmission project is no longer needed and/or it is no longer more efficient or cost effective than alternatives, then the Transmission Owner may notify the transmission developer and remove the proposed project from being selected in a regional transmission plan for RCAP.

29.3 The cost allocation of a regional transmission project selected in a regional transmission plan for RCAP that remains selected in the regional transmission plan for RCAP may be modified in subsequent planning cycles based upon:

1. The then-current determination of benefits (calculated consistent with Section 27.3),
2. Cost allocation modifications as mutually agreed by the Beneficiaries, or
3. Cost modifications, as found acceptable by both the transmission developer and the Beneficiary(ies).

All prudently incurred costs of the regional transmission project will be allocated if the project remains selected in the regional plan for RCAP.

29.4 The reevaluation of the regional transmission plan will include the reevaluation of a particular transmission project included in the regional transmission plan until it is no longer reasonably feasible to replace the proposed transmission project as a result of the proposed transmission project being in a material stage of construction and/or if it is no longer considered reasonably feasible for an alternative transmission project to be placed in service in time to address the underlying transmission need(s) the proposed project is intended to address.

30. Delay or Abandonment

30.1 The transmission developer shall promptly notify the Transmission Owner should any material changes or delays be encountered in the development of a potential transmission project selected in a regional transmission plan for RCAP. As part of the Transmission Owner's on-going transmission planning efforts, the Transmission Owner will assess whether alternative transmission solutions may be required in addition to, or in place of, a potential transmission project selected in a regional transmission plan for RCAP due to the delay in its development or abandonment of the project. The identification and evaluation of potential transmission project alternative solutions may include transmission project alternatives identified by Transmission Owner to include in the ten year transmission expansion plan. Furthermore, nothing precludes the Transmission Owner from proposing such alternatives for potential selection in a regional transmission plan for RCAP pursuant to Section 26.

30.2 Based upon the alternative transmission projects identified in such on-going transmission planning efforts, the Transmission Owner will evaluate the transmission project alternatives consistent with the regional planning process. The Transmission Owner will remove a delayed project from being selected in a regional transmission plan for RCAP if the project no longer:

1. Adequately addresses underlying transmission needs by the required transmission need dates; and/or
2. Remains more efficient or cost effective based upon a reevaluation of the detailed benefit-to-cost calculation. The BTC calculation will factor in any additional transmission solutions required to implement the proposal (*e.g.*, temporary fixes) and will also compare the project to identified transmission project alternatives.

31. Milestones of Required Steps Necessary to Maintain Status as Being Selected for RCAP

31.1 Once a regional transmission project is selected in a regional transmission plan for RCAP, the transmission developer must submit a development schedule to the Transmission Owner and the Impacted Utilities that establishes the milestones by which the necessary steps to develop and construct the transmission project must

occur. These milestones include (to the extent not already accomplished) obtaining all necessary ROWs and requisite environmental, state, and other governmental approvals. A development schedule will also need to be established for any additional projects by Impacted Utilities that are determined necessary to integrate the transmission projects selected in a regional transmission plan for RCAP. The schedule and milestones must be satisfactory to the Transmission Owner and the Impacted Utilities.

31.2 In addition, the Beneficiaries will also determine and establish the deadline(s) by which the transmission developer must provide security/collateral for the proposed project that has been selected in a regional transmission plan for RCAP to the Beneficiaries or otherwise satisfy requisite creditworthiness requirements. The security/collateral/creditworthiness requirements shall be as described or referenced in Section 32.

31.3 If such critical steps are not met by the specified milestones and then afterwards maintained, then the Transmission Owner may remove the project from being selected in a regional transmission plan for RCAP.

32. Credit and Security Requirements to Protect the Beneficiaries Against Delay or Abandonment of a Transmission Project Selected in a Regional Transmission Plan for RCAP

32.1 Demonstration of Financial Strength: In order for a project to be selected and remain selected in a regional transmission plan for RCAP, the transmission developer must satisfy the following:

32.1.1 Consistent with Sections 24.1 and 26.5.3, the transmission developer for such project or its parent company providing the Beneficiaries with a parent guaranty (“Parent Guarantor”) must have and maintain a Credit Rating of BBB- (or equivalent) or better from one or more of the Rating Agencies and not have or obtain less than any such Credit Rating by any of the Rating Agencies, or the transmission developer must be Unrated and have and maintain a Rating Equivalent of BBB- or better.

32.1.2 In addition to the requirements of Section 32.1.1, the transmission developer must satisfy one of the following by and at all times after the deadline established pursuant to Section 31.2:

1. The transmission developer must (i) have and maintain a Credit Rating of BBB+ (or equivalent) or better from one or more of the Rating Agencies and not have or obtain less than any such Credit Rating by any of the Rating Agencies or (ii) be Unrated and have and maintain a Rating Equivalent of BBB+ or better; or
2. The transmission developer must provide to and maintain with the Beneficiaries Eligible Developer Collateral (as defined in Section

32.4 below) in an amount equal to twenty-five percent (25%) of the total costs of the transmission developer's projects selected in a regional transmission plan for RCAP.

32.2 Limitation of Exposure

32.2.1 Notwithstanding the foregoing, the Beneficiaries may limit their exposure with respect to transmission projects selected in a regional transmission plan being developed by a transmission developer satisfying the requirements of item 1 of Section 32.1.2 above if the aggregate costs of such projects are at any time in excess of the lesser of (a) 10% of the transmission developer's Tangible Net Worth if the transmission developer has a Tangible Net Worth of less than one billion dollars or (b) two hundred fifty million dollars (the "Cap"). In such event, the transmission developer must provide to and maintain with the Beneficiaries Eligible Developer Collateral in a dollar amount not less than the amount by which the aggregate costs of such projects exceed the Cap. Each transmission developer will provide and update the Beneficiaries with such information as is necessary to establish and confirm the transmission developer's Tangible Net Worth. For purposes hereof, "Tangible Net Worth" shall be equal to the relevant entity's total equity minus its intangible assets and also minus its goodwill.

32.2.2 Notwithstanding the foregoing, the Beneficiaries may limit their exposure with respect to transmission projects selected in a regional transmission plan being developed by a transmission developer or its affiliates who are satisfying the requirements of item 2 of Section 32.1.2 or 32.2.1 above by providing and maintaining a Developer Parent Guaranty (as defined in Section 32.4 below) if the aggregate costs of such projects are at any time in excess of the lesser of (a) 10% of the Parent Guarantor's Tangible Net Worth if such Parent Guarantor has a Tangible Net Worth of less than one billion dollars or (b) two hundred fifty million dollars (the "Guarantor Cap"). In such event, the transmission developer must provide to and maintain with the Beneficiaries an acceptable Irrevocable Letter of Credit in a dollar amount not less than the amount by which the aggregate costs of such projects exceed the Guarantor Cap. Each transmission developer will provide and update the Beneficiaries with such information as is necessary to establish and confirm the Parent Guarantor's Tangible Net Worth.

32.3 Credit Evaluation/Updates

32.3.1 On at least an annual basis, a transmission developer with a transmission project selected in a regional transmission plan for RCAP will provide the Beneficiaries with an updated, completed application and the updated information described in Section 24.1.

32.3.2 On at least an annual basis, or more often if there is a Material Adverse Change in the financial condition and/or a relevant change in the Tangible Net Worth of the transmission developer or its Parent Guarantor or if there are issues or changes regarding a transmission project, the Beneficiaries may review the Credit Rating and review and update the Rating Equivalent, Cap, Guarantor Cap and Eligible Developer Collateral requirements for said transmission developer. In the event said transmission developer is required to provide additional Eligible Developer Collateral as a result of the Beneficiaries' review/update, the Beneficiaries will notify the transmission developer and such additional Eligible Developer Collateral must be provided within five (5) business days of such notice, all in amount and form approved by the Beneficiaries.

32.4 Eligible Developer Collateral: Acceptable forms of eligible collateral meeting the requirements referenced below and the Beneficiaries' approval (the "Eligible Developer Collateral") may be either in the form of an irrevocable letter of credit ("Irrevocable Letter of Credit") or parent guaranty issued by a Parent Guarantor who has and maintains a Credit Rating of BBB+ (or equivalent) or better from one or more of the Rating Agencies and does not have or obtain less than any such Credit Rating by any of the Rating Agencies ("Developer Parent Guaranty"). Acceptable forms of Eligible Developer Collateral and related requirements and practices will be posted and updated on the Regional Planning Website and/or provided to the relevant transmission developer directly.

32.4.1 Each Beneficiary shall require an Irrevocable Letter of Credit to be issued to it in a dollar amount equal to the percentage of the costs of a transmission developer's transmission projects allocated or proposed to be allocated to it ("Percentage") multiplied by the aggregate dollar amount of all Irrevocable Letters of Credit constituting or to constitute Eligible Developer Collateral for such transmission projects.

32.4.2 Each Beneficiary shall require a Developer Parent Guaranty to be issued to it in a dollar amount equal to its Percentage multiplied by the aggregate dollar amount of all Developer Parent Guaranties constituting or to constitute Eligible Developer Collateral for such transmission projects.

32.4.2.1 A transmission developer supplying a Developer Parent Guaranty must provide and continue to provide the same information regarding the Parent Guarantor as is required of a transmission developer, including rating information, financial statements and related information, references, litigation information and other disclosures, as applicable.

32.4.2.2 All costs associated with obtaining and maintaining Irrevocable Letters of Credit and/or Developer Parent Guaranties and meeting the requirements of this Section 32 are the responsibility of the

transmission developer.

32.4.2.3 The Beneficiaries reserve the right to deny, reject, or terminate acceptance and acceptability of any Irrevocable Letter of Credit or any Developer Parent Guaranty as Eligible Developer Collateral at any time for reasonable cause, including the occurrence of a Material Adverse Change or other change in circumstances.

32.5 Cure Periods/Default: If a transmission developer fails to comply with the requirements of this Section 32 and such failure is not cured within ten (10) business days after its initial occurrence, the Beneficiaries may declare such transmission developer to be in default hereunder and/or the Beneficiaries may, without limiting their other rights and remedies, revise the Cap, Guarantor Cap and Eligible Developer Collateral requirements; further, if such failure is not cured within an additional ten (10) business days, the Beneficiaries may, without limiting their other rights and remedies, immediately remove any or all of the transmission developer's projects from consideration for potential selection in the regional transmission plan for RCAP and, if previously selected, from being selected in a regional transmission plan for RCAP, as applicable.

ATTACHMENT K TRANSMISSION PLANNING PROCESS

The following procedures establish the process for transmission system planning on the LG&E/KU Transmission System, in accordance with the requirements of FERC Order No. 890, *Preventing Undue Discrimination and Preference in Transmission Service*, as revised by FERC Order No. 1000, *Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities*.

Local transmission system planning for the LG&E/KU transmission system is conducted in accordance with the following Sections of this Attachment K:

- Section 1 - Coordination
- Section 2 - Openness
- Section 3 - Transparency
- Section 4 - Information Exchange
- Section 5 - Comparability
- Section 6 - Dispute Resolution
- Section 7 - Regional Coordination
- Section 8 - Local Economic Planning and Local Consideration of Public Policy Requirements
- Section 9 - Cost Allocation
- Section 10 - Recovery of Planning Costs

Regional transmission system planning is conducted in accordance with Southeastern Regional Transmission Planning Process (“SERTP Process”), as embodied in the following Sections of this Attachment K:

- Section 11 - Coordination
- Section 12 - Openness
- Section 13 - Transparency
- Section 14 - Information Exchange
- Section 15 - Dispute Resolution

- Section 16 - [Reserved]
- Section 17 - Economic Planning Studies
- Section 18 - [Reserved]
- Section 19 - Recovery of Planning Costs
- Section 20- Consideration of Transmission Needs Driven by Public Policy Requirements
- Section 21- Regional Analyses of Potentially More Efficient or Cost Effective Transmission Solutions
- Section 22 - Merchant Transmission Developers Proposing Transmission Facilities Impacting the SERTP
- Section 23 - Enrollment
- Section 24 - Pre-Qualification Criteria for a Transmission Developer to be Eligible to Submit a Regional Transmission Project Proposal for Potential Selection in a Regional Transmission Plan for RCAP
- Section 25 - Transmission Projects Potentially Eligible for Selection in a Regional Transmission Plan for RCAP
- Section 26 - Submission of Proposals for Potential Selection in a Regional Transmission Plan for RCAP
- Section 27 - Evaluation and Potential Selection of Proposals for Selection in a Regional Transmission Plan for RCAP
- Section 28 - Cost Allocation to the Beneficiaries
- Section 29 - On-Going Evaluations of the Regional Transmission Plan
- Section 30 - Delay or Abandonment
- Section 31- Milestones of Required Steps Necessary to Maintain Status as Being Selected for RCAP
- Section 32 - Credit and Security Requirements to Protect the Beneficiaries Against Delay or Abandonment of a Transmission Project Selected in a Regional Transmission Plan for RCAP

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Local Transmission Planning Process

1. Coordination

FERC requires that transmission providers meet with and allow stakeholders to have input into the transmission planning process. FERC does not mandate the number of, or scope of, meetings with stakeholders, so long as the coordination process allows stakeholders an opportunity to comment meaningfully at the early stages of the transmission plan's development. LG&E/KU has developed the plan so that stakeholders will be able to provide input into the next years' plan as that plan is developed from the initial stages of development, and encourages stakeholders to be involved early in the process, as opposed to commenting only on the final plan.

Stakeholder Planning Committee

The LG&E/KU coordination plan will include the formation of a Stakeholder Planning Committee ("SPC"), which will act as a standing committee. The SPC will provide a forum for stakeholders to provide input to the Transmission Owner regarding the transmission planning process.

Membership on the SPC will be open to all interested parties. Any interested party that wants to participate in the SPC must designate a representative by sending such information to the Transmission Owner (and providing contact information for the representative) within 30 days of Commission approval of the Transmission Owner's coordination plan. After this 30 day start-up period, an interested party may join the SPC by designating a representative (and providing contact information for the representative) and sending a notice to the Transmission Owner and the Chair of the SPC.

The Transmission Owner shall be responsible for coordinating the first meeting of the SPC within 120 days of approval of the Transmission Owner's coordination plan. Afterwards, the SPC shall appoint a Chair to lead the SPC calls and coordinate any teleconferences or meetings. The Chair shall rotate annually among the members of the SPC. The SPC shall hold conference calls monthly, or quarterly, depending upon the workload at the time, to provide input to the Transmission Owner regarding planning issues. If required, the Chair may call meetings on a more frequent basis.

Upon formation, the SPC will provide a forum to allow members the opportunity to comment on the development of accurate data inputs for study simulations, the appropriateness of study simulations being performed, and the correctness of the execution of study simulations. The SPC will also enable members to review study results as they are performed over the study development cycle. The SPC will also provide an opportunity to produce comments and reports. Further, the SPC will be responsible for forming an Economic Expansion Subcommittee.

The SPC will decide its own processes and procedures, including frequency, location and format of meetings; membership criteria (e.g., number of representatives per Eligible Customer, provisions for alternates). The SPC will also determine the responsibilities of the SPC Chair, such as: supervision of SPC activities, scheduling and posting notice of meetings, developing agendas, and presiding at meetings. Although the Transmission Owner and the ITO are not formal members of the SPC, the Transmission Owner and the ITO will be invited to participate in all SPC activities.

It is the Transmission Owner’s intent that issues before the SPC be resolved on a consensus basis; nevertheless, there may be circumstances where sending an issue to a vote would be appropriate. Because of the SPC’s potential breadth, if and when the SPC needs to vote on certain issues, each SPC member’s vote will be weighted based on whether the member represents a current Transmission or NITS Customer, an Eligible Customer, a regulatory body, a developer of transmission, generation or demand resources, or the general public (i.e., an unaffiliated individual).

SPC Member	Weighted Vote
Current Transmission Customer	1.00
Current NITS Customer	1.00
Eligible Customer	1.00
Regulatory Body (KPSC, FERC, or similar)	1.00
Developers of Transmission	1.00
Developers of Generation	1.00
Developers of Demand Resources	1.00
General Public	1.00

Transmission Planning Cycle

The Transmission Owner’s coordination plan involves a combination of SPC meetings and semi-annual stakeholder meetings to discuss draft annual transmission expansion plans, as well as opportunities for stakeholders to provide written comments early in the process. The transmission planning process is an approximately 14 month cycle. The transmission planning process will begin in November with the Transmission Owner starting the process of running the required planning models for the next planning year (e.g., in November 2015 for the 2016 planning year). During the transmission planning cycle, the SPC will hold either quarterly or monthly meetings to update stakeholders on the status of the next year’s transmission plan and provide an opportunity for stakeholders to comment, both on the development of the transmission plan and on the criteria, data, and assumptions used by the Transmission Owner in developing the annual transmission plan.

In November, the ITO will convene a stakeholder meeting. The November stakeholder meeting serves two functions in the transmission planning cycle.

- **Review ongoing development of Next Year’s plan** - First, the ITO will issue a request for stakeholder input on development of the next year’s transmission plan

(e.g., during the November of 2015 for 2016 planning year). Stakeholders will have thirty days from the November meeting in which to transmit their additional suggestions for the next year's transmission plan.

- **Finalize Current Year's Transmission plan** - Second, the November stakeholder meeting also involves the presentation of the final draft transmission plan and the ITO's response to the draft plan for the current calendar year (e.g., during November of 2015 for the 2015 planning year). The ITO will present its comments on the final version of the annual transmission expansion plan for the current year, and will receive comments. Stakeholders may submit written comments for up to 30 days after the November meeting on the current year's plan.

The ITO will convene another stakeholder meeting in July of each year. Fifteen days prior to the July stakeholder meeting, the ITO will distribute the draft transmission plan for the current year (e.g., in July of 2016, the Transmission Owner will distribute its draft for the 2016 planning year, which incorporates all comments received from stakeholders to date on the 2016 plan). Stakeholders will have an opportunity to discuss the draft transmission plan at the July stakeholder meeting, and may submit written comments regarding the draft transmission plan for up to 30 days following the July stakeholder meeting.

Following the completion of the comment period, the Transmission Owner will incorporate the comments to the extent possible in the draft plan to be submitted to the ITO. The Transmission Owner's final draft of the transmission expansion plan is presented to the ITO by October 31, for final review and approval.

Between the July and November stakeholder meetings, the SPC will continue to hold quarterly or monthly meetings on the state of the next year's transmission plan and will have opportunities to comment on plan development.

Additionally, stakeholder input is not restricted to the SPC and semi-annual stakeholder meetings but can be sent to the Manager of Transmission or the SPC at any time. Written comments are preferred and may be sent via e-mail. Comments received outside the semi-annual meetings and SPC meetings will be made available to other stakeholders via OASIS.

The Transmission Owner is the entity responsible for drafting the annual transmission plan, with input from the SPC and stakeholders, which is then reviewed and revised or approved by the ITO. The SPC will be responsible for coordinating the monthly and quarterly conference calls and will provide input to the TO on planning issues at that time. The ITO will be responsible for coordinating the semi-annual stakeholder meetings, and the Transmission Owner will attend to present the annual transmission plan, or draft of the annual transmission plan as appropriate, and will take stakeholder comments at that time. Stakeholders also may address their written comments to the Transmission Owner or the SPC, which the Transmission Owner will take into account when drafting or revising the annual transmission expansion plan.

The ITO already holds an annual stakeholder meeting to address customer and other

stakeholder issues. Transmission expansion planning has been added to this process, and an additional meeting added to the yearly calendar. Additionally, the scope of stakeholders invited to participate in the meetings will be expanded for transmission planning meetings to include interested parties, neighboring transmission systems, and state commission representatives, as well as customers.

SPC meetings will occur quarterly, monthly, or more often, as determined by the SPC or its Chair.

Notice of the monthly or quarterly teleconference meetings of the SPC will be sent out by the Transmission Owner for the first meeting to a list of Eligible Customers based on those that inform the Transmission Owner of their interest in participating in the SPC. Afterward, the Chair of the SPC will be in charge of coordinating and notifying the SPC members of the conference calls. A notice of the semi-annual meetings will be placed on OASIS, as well as the ITO's website. Customers will receive an e-mail notifying them of the meeting, and other stakeholders (neighboring transmission systems, state commission representatives) will be invited by the Transmission Owner. Meetings will take place in person in Louisville, Kentucky. If participants are unable to attend in person, a teleconference line will be made available.

Any significant planning developments or events will trigger a notice by the Transmission Owner to the ITO and a posting on OASIS to notify the SPC and any other Eligible customer under the OATT of the opportunity to provide input during the planning process with regard to the significant development or event.

2. Openness

Except as noted below, the transmission planning portion of the stakeholder meetings will be open to any interested party, including current Transmission and Network Customers, representatives from the Kentucky Public Service Commission, and utilities with whom the Transmission Owner's transmission system is interconnected. Entities attending the transmission planning portion of the stakeholder meetings will be invited to provide their comments, concerns, or relevant study data using the procedures set forth in Part I above.

The Transmission Owner will use a confidentiality agreement, included as Appendix 1 to this Attachment K, to address sharing of potential Critical Energy Infrastructure Information or similar information (collectively, "CEII") and/or confidential transmission planning information. Any File Transfer Protocol ("FTP") sites containing such information will require such agreement to be executed in order to obtain access. If a stakeholder meeting will include discussion of CEII and/or confidential information, the Transmission Owner will provide notice to stakeholders beforehand, together with an opportunity to execute a confidentiality agreement (if the stakeholder has not already executed one), so that the stakeholder can participate in such meeting. In the alternative, stakeholder meetings will be structured to have separate discussion of issues involving CEII and/or confidential data, with only those participants who have agreed to execute the confidentiality agreement in Appendix 1.

The Transmission Owner will not use a confidentiality agreement to address sharing of

information that is neither CEII nor confidential transmission planning information. If a stakeholder meeting will not include discussion of CEII and/or confidential transmission planning information, the Transmission Owner will provide notice to stakeholders beforehand so that the stakeholders can participate in such meeting.

Pursuant to FERC regulations, the Transmission Owner and the ITO will identify as CEII specific engineering, vulnerability or detailed design information about proposed or existing critical infrastructure that:

- (i) Relates details about the production, generation, transportation, transmission, or distribution of energy;
- (ii) Could be useful to a person planning an attack on critical infrastructure;
- (iii) Is exempt from mandatory disclosure under FOIA; and
- (iv) Does not simply give the general location of the critical infrastructure.

This definition includes, but is not limited to, the annual transmission expansion plan and all drafts thereof.

In order to participate in the transmission planning portion of the stakeholder meetings in which any CEII or confidential transmission planning information is discussed, or to gain access to the transmission planning links on the Transmission Owner's OASIS which include CEII or confidential transmission planning information, the entity requesting participation must execute a Confidentiality Agreement, the form of which is attached hereto in Appendix 1.

Additionally, pursuant to Section 6 of the Confidentiality Agreement, each employee, expert, agent or representative of the stakeholder who is to receive access to the confidential information must be identified on the List of Authorized Recipients, included as Exhibit A to the confidentiality agreement. Once the confidentiality agreement is executed, the ITO will contact the participating entity regarding the digital certificates, passwords, or key encryption required to access the transmission planning portion of the Transmission Owner's OASIS. Nothing herein shall require or obligate the Transmission Owner or ITO to release or provide access to potential CEII, critical assets or critical cyber assets-related information in a manner inconsistent with applicable law, regulation, mandatory reliability standards or prudent utility practice, as determined in the discretion of the Transmission Owner or ITO, reasonably applied.

Stakeholders that have not executed a confidentiality agreement can still participate in portions of the transmission planning portion of the stakeholder meetings that do not involve confidential information and/or CEII.

3. Transparency

Under the terms of the Network Operating Agreement ("NOA"), Network Customers, including the Transmission Owner's Load Serving Entity, are required to provide no later than

October 31 of each year, Network Resource availability forecast (e.g., all planned resource outages, including off-line and on-line dates) for the following year. The primary focus for transmission planning is contracted, long-term firm usage. The Transmission Owner invites firm Point-to-Point customers to provide information regarding their usage that will exceed five years, including information such as the Point-to-Point customer's anticipated volumes, identification of source and sink points, and whether the customer anticipates using the system on- or off-peak. This information should also be provided no later than October 31 of each year.

The Transmission Owner commences its transmission expansion planning process considering any input from the SPC and the information provided by transmission customers, as described in this Section 3. A preliminary draft of the transmission expansion plan will be prepared by the Transmission Owner, and distributed to stakeholders who have executed a confidentiality agreement fifteen days prior to the July stakeholder meeting. The Transmission Owner will take the oral comments provided by stakeholders at the July stakeholder meeting, and any other written comments provided on the draft transmission expansion plan up to 30 days after the July stakeholder meeting, into account when preparing the final draft of the transmission expansion plan. The final draft is presented to the ITO for review and approval by October 31. The final version of the transmission expansion plan, along with the comments of the ITO, will be distributed to stakeholders fifteen days prior to the November stakeholder meeting.

The timelines/dates for data exchange are included in the flowchart attached hereto as Appendix 2.

The planning criteria are available at: <http://www.oatioasis.com/LGEE/index.html> under the heading "Business Practices, Waivers, and Exemptions" and then "LG&E-KU Transmission Planning Guidelines." See Appendix 3.

The Planning Guidelines are applied to power flow models containing all of the data collected from customers to identify overloaded elements. Potential solutions are identified, and a least cost revenue requirements analysis is then applied to select solutions to resolve these problems.

The Transmission System Planning Guidelines are to be made available on the OASIS. These guidelines outline the basic criteria, assumptions, and data that underlie transmission planning for the Transmission System, including:

- Adherence to NERC and SERC reliability standards;
- Treatment of native load;
- Transmission contingencies and measurements;
- Thermal and voltage limits;
- Minimum operating voltage at Generators; and
- Modeling considerations.

These Transmission System Planning Guidelines have been designed to allow others to replicate the transmission modeling process. All of the underlying data and assumptions used in

developing the transmission plan will be available on the OASIS. This information will be available to any stakeholder who has completed a confidentiality agreement. Additionally, the Transmission Owner uses GE's PSLF ("Positive Sequence Load Flow") software in the planning process.

Via the transmission planning portion of OASIS, semi-annual updates on the status of all transmission expansion projects, including projected completion dates, will be posted. In addition, members of the SPC will receive status reports in advance of each SPC meeting. If stakeholders have questions for the monthly meetings, they may submit such inquiries to the Manager of Transmission Strategy and Planning via the ITO.

4. Information Exchange

Under the terms of the Network Operating Agreement ("NOA"), Network Customers are required to provide no later than October 31 of each year, Network Resource availability forecast (e.g., all planned resource outages, including off-line and on-line dates) for the following year. Such forecasts are required to be made in accordance with Good Utility Practice. The Network Customer must inform the Transmission Owner, in a timely manner, of any changes to the Network Customer's Network Resource availability forecast. In addition to the information required under the NOA, for the purposes of transmission planning, Network Customers will also be required to provide, no later than October 31 of each year, their load forecasts for the next ten years (the planning horizon). Additionally, Network Customers will also be required to update these load forecasts to the extent that they change during the year.

The primary focus for the Transmission Owner's transmission planning is contracted, long-term firm usage. The Transmission Owner invites long-term firm Point-to-Point customers to provide information regarding their usage, including information such as the Point-to-Point customer's anticipated volumes, identification of source and sink points, and whether the customer anticipates using the system on- or off-peak. This information should also be provided no later than October 31 of each year.

Information to be used by the Transmission Owner in drafting the transmission expansion plan must be submitted no later than October 31 of each year. This information shall be provided to the Transmission Owner in PSLF Format or in a spreadsheet via e-mail or on CD-ROM via Federal Express to the Manager of Transmission Strategy Planning. Transmission customers should provide the Transmission Owner with timely written notice of material changes in any information previously provided relating to its load, its resources, or other aspects of its facilities or operations affecting the Transmission Owner's ability to provide service.

To the extent that the Transmission Owner requires additional information from Transmission Customers and/or other interested parties in support of regional transmission planning pursuant to Sections 11-32 herein, the Transmission Owner may request such additional information as described in Section 14 herein.

5. Comparability

For the purposes of transmission planning, including participation in the SPC and stakeholder meetings, all Network Customers, including the Transmission Owner's native load, and Long-Term Firm Point-to-Point Customers (*i.e.*, with a term of five years or more) will be treated comparably.

Stakeholders may propose transmission, generation and demand resources or other alternative solutions to needs identified during the transmission planning process, and proponents of all alternative solutions will be given equal opportunity to participate. Any entity proposing resources must complete a data sheet which will be posted on OASIS that will identify direct control load and interruptible demand. Advanced technologies and demand-side resources will be treated comparably, where appropriate in the transmission planning process, to transmission and generation solutions. Transmission plans developed under this Attachment K will be technology neutral, balancing costs, benefits and risks associated with the use of demand-side resources, transmission, generation or other alternative solutions to meet the needs of transmission customers and the Transmission Owner.

6. Dispute Resolution

Any dispute, claim or controversy amongst the Transmission Owner, the ITO and/or a stakeholder regarding application of, or results from, local transmission planning undertaken pursuant to Sections 1-10 herein, including any Transmission Owner activities undertaken pursuant to Section 7, Regional Coordination (each a "Dispute") shall be resolved in accordance with the procedures set forth in this Section 6. For the avoidance of doubt, any dispute between the ITO and the Transmission Owner shall be resolved pursuant to the dispute resolution provisions of the ITO Agreement.

- a. Notice of Dispute. In the event of a Dispute under this Section 6, any party to the Dispute may provide written notice to the other parties to the Dispute, including a description of the nature of the Dispute.
- b. Dispute Resolution by Representatives. The parties to the Dispute shall first refer the Dispute to their respective representatives who shall negotiate in good faith to resolve the Dispute.
- c. Dispute Resolution by Executive Management Representatives. If the Dispute is not resolved within fifteen (15) days of being referred to the disputing parties' representatives pursuant to subsection b of this Section 6, then each party shall have five (5) days to appoint an executive management representative who shall negotiate in good faith to resolve the Dispute.
- d. Dispute Resolution by Mediation. If the parties' executive management representatives are unable to resolve the Dispute within thirty (30) days of their appointment, the parties shall proceed in good faith to submit the matter to a mediator mutually acceptable to the disputing parties. The parties will share equally in the cost of such mediation, which will be conducted in accordance with the Commercial Mediation Rules of the American Arbitration Association.
- e. Arbitration. If the parties are unable to resolve the Dispute within thirty (30) days after

the appointment of a mediator pursuant to subsection d of this Section 6, then the Dispute may be filed as a complaint at FERC, or may be resolved according to the provisions for arbitration and any other remedies as outlined in this subsection e.

i. Choice of Arbitrator(s). Any arbitration initiated under subsection e shall be conducted before a single neutral arbitrator appointed by the disputing parties. If the disputing parties fail to agree upon a single arbitrator within ten (10) days of the referral of the Dispute to arbitration, each disputing party shall choose one arbitrator who shall sit on a three-member arbitration panel. The arbitrator(s) shall provide each of the disputing parties an opportunity to be heard and, except as otherwise provided herein, shall generally conduct the arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association.

ii. Arbitration Decisions. Unless otherwise agreed, the arbitrator(s) shall render a decision within ninety (90) days of appointment and shall notify the disputing parties in writing of such decision and the reasons therefore. The decision of the arbitrator(s) shall be final and binding upon the disputing parties, and judgment on the award may be entered in any court having jurisdiction; provided, to the extent the final decision of the arbitrator(s) affects jurisdictional rates, terms and conditions of service or facilities, it must also be filed with the FERC consistent with applicable law, and its effectiveness is contingent upon applicable filing and acceptance provisions of applicable law, if any. The decision of the arbitrator(s) may be appealed solely on the grounds that the conduct of the arbitrator(s), or the decision itself, violated the standards set forth in the Federal Arbitration Act and/or the Administrative Dispute Resolution Act.

iii. Costs. Each disputing party shall be responsible for its own costs incurred during the arbitration process and for the cost of the arbitrator chosen by the disputing party to sit on the three member panel or, if applicable, one third of the cost of the single arbitrator jointly chosen by the disputing parties.

f. Notwithstanding these Dispute Resolution procedures, any party to dispute retains its rights to file a complaint pursuant to Section 206 of the Federal Power Act.

g. [RESERVED].

h. Any procedural or substantive dispute that arises from the SERTP Process will be addressed by the regional Dispute Resolution Measures contained in Section 15 herein.

7. Regional Coordination

This planning principle applies only to the Transmission Owner's local transmission planning process. For the avoidance of doubt, the Transmission Owner's regional transmission planning in accordance with Order No. 1000 is conducted in accordance with the SERTP Process, Sections 11-32 herein.

The Transmission Owner is involved in the TVA sub regional planning process, or Central Public Power Partners group. The Transmission Owner also participates in the MISO-PJM-TVA planning process, as an interested neighboring utility. TVA is the Reliability Coordinator under this OATT, and is a signatory to the Congestion Management Process (“CMP,” referenced herein at Attachment Q); TVA participates in the CMP on its own behalf and on behalf of the Transmission Owner. In addition to this contractual relationship, the Transmission Owner participates with affected systems such as MISO, PJM, and TVA on affected system studies when new generator interconnections so require.

The Transmission Owner participates in the NERC Working Group annual Multi-regional Modeling (“MMWG”) process through SERC. This is a bottom-up process: when projects are added to the Transmission Owner’s model through the stakeholder processes outlined in this Attachment K, the information gathered through that process may be included in the MMWG plan if it meets the Working Group’s criteria. There is no separate timeline for evaluating under the MMWG; once a project is added to the Transmission Owner’s model, it is included in the MMWG.

Additionally, the Transmission System is interconnected with the transmission systems of East Kentucky Power Cooperative, Inc. (“EKPC”), American Electric Power subsidiaries Kentucky Power Company, Appalachian Power Company, and Ohio Power Company (collectively, “AEP”), and Duke Energy Ohio and Duke Energy Indiana (collectively, “Duke Energy”). Under the terms of the wires-to-wires interconnection agreements with each of these entities, the Transmission Owner, EKPC, AEP, and Duke Energy provide input to NERC which develops models of the eastern interconnection.

SERC is the regional reliability organization for the Transmission Owner. The Transmission Owner supports the concept of regional and/or subregional processes evolving over time as stakeholders gain experience, and is happy to participate in the proposed inter-regional SERC process.

As an overall matter, the regional programs described herein operate on bottom-up principles: the individual transmission-owning participants work with their stakeholders to identify problems or projects, which are then presented to the regional group as appropriate. The project or problem is then studied and/or acted upon pursuant to the regional group’s standards committee using objective criteria. If a project moves forward at the regional level, costs are allocated pursuant to the regional group’s cost allocation methodology (if any).

As part of the Transmission Owner’s on-going transmission planning efforts, the Transmission Owner will assess whether alternative transmission solutions may be required in addition to, or in place of, a potential regional transmission project selected in the SERTP regional plan for regional cost allocation purposes due to the delay in its development or abandonment of the regional project. In this regard, the transmission developer shall promptly notify the Transmission Owner should any material changes or delays be encountered in the development of the potential transmission project. If, due to such delay or abandonment, the Transmission Owner determines that a project selected in the SERTP regional plan for regional cost allocation purposes no longer adequately addresses underlying transmission needs and/or no

longer remains more efficient and cost effective, then the Transmission Owner may proceed with reevaluating its local transmission plan to seek appropriate solution(s). If the regional project is removed from being selected in the SERTP regional plan for regional cost allocation purposes due to delay or abandonment by the transmission developer, then the transmission developer shall be responsible for any increased costs as provided for in Section 30 herein.

8. Local Economic Planning and Local Consideration of Public Policy Requirements

A. Economic Expansion Planning and Public Policy Requirements Subcommittee

Members of the SPC will form the Economic Expansion Planning and Public Policy Requirements Subcommittee (“EP”) subcommittee. The EP subcommittee will be made up of members from the SPC. The EP will be responsible for developing a process for considering local economic projects, and will provide input to the Transmission Owner’s identification and evaluation of transmission needs driven by Public Policy Requirements.

In August, each Transmission or Network Customer, or other member of the SPC, may nominate one person to the EP Subcommittee. The EP Subcommittee will establish its own rules of procedure.

B. Local Economic Planning Studies

Local economic planning studies will be open to participation by all Transmission and Network Customers and interested parties. Local economic planning studies may be used to evaluate network additions or upgrades that are not required to maintain NERC or SERC standards of reliability on the Transmission System, or to accommodate a request for transmission service, but that may alleviate significant and/or recurring congestion on some portion of the Transmission System. Local economic planning studies may also be used to evaluate network additions or upgrades necessary to integrate any new resource or load on the local Transmission System.

In July, the ITO will open a queue on the OASIS for the submission of requests for local economic planning studies. Requests for local economic planning studies may be submitted by Transmission Customers, Network Customers, Eligible Customers, Interconnection Customers, or other stakeholders. The queue will remain open for sixty (60) days. The EP Subcommittee will evaluate and prioritize the requests for local economic studies, including clustering any study requests. The EP Subcommittee shall present its recommendations to the SPC at the November stakeholder meeting. The top five (5) requests approved by the SPC shall be performed by the Transmission Owner by the next July stakeholder meeting each year, so that the results may be reviewed in conjunction with the transmission expansion planning process. The results will also be posted on OASIS.

As discussed below, the costs for the top five (5) requests identified by the SPC shall be included in the Transmission Owner’s transmission rates. If a customer’s request was not identified in the top five (5), then the customer may request that the Transmission Owner complete the study and assess the customer directly for the costs of the study.

The Transmission Owner shall perform the local economic planning studies to the extent it has the data necessary to perform such a study. The Transmission Owner may solicit the requesting customer(s), or the Transmission Owner's Load Serving Entity for additional information and data necessary to perform the requested economic planning study. Such information and data will be subject to confidentiality provisions, and/or Standards of Conduct, as appropriate.

The performance of a local economic planning study is for evaluation purposes only. The Transmission Owner is under no obligation to build any network additions or upgrades identified by the economic planning studies.

The costs for the top five (5) yearly local economic planning studies performed solely for the Transmission Owner's system shall be included in the Transmission Owner's transmission rates via a line-item added to the Transmission Owner's formula rate to collect these expense items. If a customer's request was not identified in the top five (5), then the customer may request that the Transmission Owner complete the study and assess the customer directly for the costs of the study.

Economic Study requests that are regional in nature will be referred to the regional economic study process outlined in Section 17.

C. Local Consideration of Public Policy Requirements

1. Procedures for the Consideration of Local Transmission Needs Driven by Public Policy Requirements: The Transmission Owner addresses transmission needs driven by enacted state, federal and local laws and/or regulations ("Public Policy Requirements") in its routine planning, design, construction, operation, and maintenance of the Transmission System. The Transmission Owner addresses transmission needs driven by the Public Policy Requirements of load serving entities and wholesale transmission customers through the planning for and expansion of physical transmission system delivery capacity to provide long-term firm transmission services to meet i) native load obligations and ii) wholesale Transmission Customer obligations under the Tariff.
2. The Consideration of Local Transmission Needs Driven by Public Policy Requirements Identified Through Stakeholder Input and Proposals
 - a. Required Information: In July, the ITO will open a queue on OASIS for Stakeholders to submit requests for consideration of possible transmission needs driven by Public Policy Requirements. The submitting Stakeholder must provide the following information in accordance with the directions provided on OASIS:
 - i. The applicable Public Policy Requirement, which must be a requirement established by an enacted state, federal, or local law(s) and/or regulation(s); and

ii. An explanation of the possible transmission need driven by the Public Policy Requirement identified in subsection 8.C.2.a.i. (e.g., the situation or system condition for which possible solutions may be needed, as opposed to a specific transmission project).

b. Deadline for Providing Such Information: Stakeholders that propose a possible transmission need driven by a Public Policy Requirement for evaluation by the Transmission Owner in the current transmission planning cycle must provide the requisite information identified above via OASIS within 60 calendar days after the queue has opened.

3. Evaluation of Possible Local Transmission Needs Driven by Public Policy Requirements

a. Identification of Public Policy-Driven Local Transmission Needs: In order to identify, out of the set of possible transmission needs driven by Public Policy Requirements proposed by Stakeholders, those transmission needs for which transmission solutions will be evaluated in the current planning cycle, the Transmission Owner, in consultation with the EP Subcommittee, will assess:

i. Whether the Stakeholder-identified Public Policy Requirement is an enacted local, state, or federal law(s) and/or regulation(s);

ii. Whether the Stakeholder-identified Public Policy Requirement drives a Transmission Need(s); and

iii. If the answers to the foregoing questions i) and ii) are affirmative, whether the potential transmission need(s) driven by the Public Policy Requirement is already addressed or otherwise being evaluated in the then-current planning cycle.

b. Identification and Evaluation of Possible Local Transmission Solutions for Public Policy-Driven Local Transmission Needs that Have Not Already Been Addressed: If a Public Policy-driven transmission need is identified that is not already addressed, or that is not already being evaluated in the transmission expansion planning process, the Transmission Owner will identify a transmission solution(s) to address the aforementioned need. The Transmission Owner shall study the potential solution to the extent it has the data necessary to perform such a study. The Transmission Owner may solicit the Stakeholder(s) (if any) that identified the specific transmission

need driven by Public Policy Requirements, or the Transmission Owner's Load Serving Entity, for additional information and data necessary to evaluate the proposed transmission solution. Such information and data will be subject to confidentiality provisions, and/or Standards of Conduct, as appropriate.

4. Stakeholder Input During the Evaluation of Public Policy-Driven Transmission Needs and Possible Transmission Solutions:
 - a. Not later than the second quarter SPC meeting for the given transmission planning cycle, the Transmission Owner will review the Stakeholder-proposed transmission needs driven by Public Policy Requirements to be evaluated in the then-current planning cycle. In performing the assessment described in Section 8.C.3.a, above, The Transmission Owner shall consult with the EP Subcommittee via conference call or web-based meeting, as appropriate. Information about such conference call or web-based meeting shall be communicated to the members of the EP Subcommittee via e-mail, and will also be posted on OASIS.
 - b. Prior to the meeting at which transmission needs driven by Public Policy Requirements will be reviewed, the ITO will post on OASIS which possible transmission needs driven by Public Policy Requirements proposed by Stakeholders (if any) are transmission needs(s) that are not already addressed in the planning process and will, pursuant to Section 8.c.3, be evaluated in the current planning cycle.
 - c. Stakeholders, including those who are not Transmission Customers, may provide input regarding Stakeholder-proposed possible transmission need(s) and may provide input during the evaluation of potential transmission solutions to identified transmission needs consistent with Section 13.
 - d. Stakeholder input regarding possible transmission needs driven by Public Policy Requirements may be directed to the governing Tariff process as appropriate. For example, if the possible transmission need identified by the Stakeholder is essentially a request by a network customer to integrate a new network resource, the request would be directed to that existing Tariff process.
5. The Transmission Owner will provide and the ITO will post on OASIS an explanation of (1) those transmission needs driven by Public Policy Requirements that have been identified for evaluation for potential transmission projects in the then-current planning cycle; and (2) why

other suggested, possible transmission needs driven by Public Policy Requirements proposed by Stakeholders were not selected for further evaluation.

9. Cost Allocation

The Transmission Owner has included the following cost allocation criteria for economic upgrades or additions for purposes of its Order 890 filing; for the avoidance of doubt, this planning principle only applies to the Transmission Owner's local transmission planning process.

Once formed, the SPC will examine the criteria to form a recommendation to the Transmission Owner on whether revised criteria should be developed (including any criteria regarding protection against "free riders"), with input from all stakeholders and interested parties including the Kentucky Public Service Commission.

The following cost allocation criteria do not apply to network upgrades or additions necessary to maintain Transmission System reliability pursuant to NERC or SERC standards, nor do they apply to network upgrades or additions identified in conjunction with a transmission service request. No upgrades described in this Section 9 will be built unless the Transmission Owner has a guarantee from the customers requesting such upgrade that they will pay for the upgrade and that the Transmission Owner will not be responsible for any of the costs of the upgrade.

- A. Local Economic Upgrades or Additions. If a network upgrade or addition is identified in a local economic planning study requested by a single customer, and if such addition or upgrade is then approved for construction, then the customer requesting the upgrade shall agree to pay for the costs of the upgrade. If the customer(s) fail to agree to pay the costs identified, then the request will be deemed withdrawn.
- B. Projects with Multiple Transmission Customers. For a network upgrade or addition that is requested by more than one Transmission or Network Customer, the customers requesting the upgrade shall agree as to how the costs of the upgrade shall be allocated among the customer(s) identified in the local economic planning study. If the customer(s) fail to reach an agreement, the ITO shall allocate the costs of the upgrade on an equal, per capita basis to all customers requesting the upgrade.

10. Recovery of Planning Costs

The LG&E/KU OATT does not separately track planning-related costs; rather, the costs of all such reliability planning is included in the rates for jurisdictional transmission services. To the extent that the Transmission Owner is required to provide local economic planning, and to the extent that the Transmission Owner is permitted to recover costs for such local economic planning, for studies in excess of the five annual studies identified by the EP, the Transmission Owner proposes to book such expenses in a separate transmission operating subaccount and charge these costs to all entities that sign an economic expansion study agreement. A copy of the local economic planning study agreement, for those stakeholders who commission economic

planning studies outside of the five identified by the EP, is attached hereto as Appendix 5.

The Transmission Owner agrees to work with stakeholders and state agencies to determine if any other entities are in need of cost recovery for planning related activities and, if so, how those costs will be recovered.

The Transmission Owner's costs associated with planning activities for the SERTP Process (Sections 11 - 32) will be rolled into jurisdictional transmission rates.

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Regional Transmission Planning Process

The Transmission Owner participates in SERTP described herein and on the Regional Planning Website, a link to which is found on the Transmission Owner's OASIS. The Transmission Owner and the other transmission owners and transmission providers that participate in this Southeastern Regional Transmission Planning Process are identified on the Regional Planning Website ("Sponsors").¹

The Transmission Owner participates in the SERTP through which transmission facilities and non-transmission alternatives may be proposed and evaluated. This regional transmission planning process develops a regional transmission plan that identifies the transmission facilities necessary to meet the needs of transmission providers and transmission customers in the transmission planning region for purposes of Order No. 1000. This regional transmission planning process is consistent with the provision of Commission-jurisdictional services at rates, terms and conditions that are just and reasonable and not unduly discriminatory or preferential, as described in Order No. 1000.

¹ The Transmission Owner's participation in the SERTP is for purposes of regional planning only, since the Transmission Owner's local planning is conducted in accordance with its local planning process as described in Sections 1 through 10 of this Attachment K. Further, while this Attachment K discusses the Transmission Owner largely effectuating the activities of the SERTP Process that are discussed herein, the Transmission Owner expects that the other Sponsors will also sponsor those activities. For example, while this Attachment K discusses the Transmission Owner hosting the Annual Transmission Planning Meetings, the Transmission Owner expects that it will be co-hosting such meetings with the other Sponsors. Accordingly, many of the duties described herein as being performed by the Transmission Owner may be performed in conjunction with one or more other Sponsors or may be performed entirely by, or be applicable only to, one or more other Sponsors. To the extent that this Attachment K makes statements that might be construed to imply establishing duties or obligations upon other Sponsors, no such duty or obligation is intended. Rather, such statements are intended to only mean that it is the Transmission Owner's expectation that other Sponsors will engage in such activities. Accordingly, this Attachment K only establishes the duties and obligations of the Transmission Owner and the means by which Stakeholders may interact with the Transmission Owner with respect to regional planning, through the SERTP Process described herein.

This regional transmission planning process satisfies the following seven principles, as set out and explained in Order Nos. 890 and 1000: coordination, openness, transparency, information exchange, comparability,² dispute resolution, and economic planning studies. This regional transmission planning process includes at Section 20 the procedures and mechanisms for considering transmission needs driven by Public Policy Requirements, consistent with Order No. 1000. Transmission needs consist of physical transmission system delivery capacity requirements necessary to reliably and economically satisfy the load projections; resource assumptions including on-system and off-system supplies for current and future native load and network customer needs, public policy requirements, and transmission service commitments within the region.—~~These needs typically arise from long-term (i.e., one year or more) firm transmission commitment(s) whether driven in whole or in part by public policy requirements or economic or reliability considerations.~~³ This regional transmission planning process provides at Section 19 a mechanism for the recovery and allocation of planning costs consistent with Order No. 890. This regional transmission planning process includes at Section 23 a clear enrollment process for public and non-public utility transmission providers that make the choice to become part of a transmission planning region for purposes of cost allocation. This regional transmission planning process subjects enrollees to cost allocation if they are found to be Beneficiaries of new transmission facilities selected in the regional transmission plan for purposes of cost allocation.⁴ Appendix 11 contains a list of Enrollees as of the effective date of such tariff record. The relevant cost allocation method or methods that satisfy the six regional cost allocation principles set forth in Order No. 1000 are described in Sections 27-28 of this Attachment K. Nothing in this regional transmission planning process includes an unduly discriminatory or preferential process for transmission project submission and selection.

As provided below, with respect to regional planning, the SERTP includes sufficient detail to enable Transmission Customers to understand:

- (i) The process for enrollment and terminating enrollment in the SERTP, which is set forth in Section 23 of this Attachment K;
- (ii) The process for consulting with customers regarding regional transmission planning, which is set forth in Section 11 of this Attachment K;

² The Transmission Owner is committed to providing comparable and non-discriminatory transmission service. As such, comparability is not separately addressed in a stand-alone section of this Attachment K but instead permeates the SERTP process described in this Attachment K.

³ As provided herein, Transmission Customers can provide input regarding updates to these needs assumptions consistent with the Information Exchange provisions of Sections 4 and 14. Additionally, Stakeholder input is considered in the determination of transmission needs through input regarding the transmission planning modeling assumptions consistent with the Coordination provisions of Sections 1 and 11 and specifically related to transmission needs driven by public policy requirements consistent with Sections 8.C. and 20.2. Stakeholders can also provide input on Economic Planning Studies pursuant to Sections 8.B. and 17.

⁴ Enrollees that are identified pursuant to Section 27 to potentially receive cost savings (associated with the regional cost allocation components in Section 28) due to the transmission developer's proposed transmission project for possible selection in a regional transmission plan for regional cost allocation purposes ("RCAP") shall be referred to as "Beneficiaries."

- (iii) The notice procedures and anticipated frequency of regional planning meetings, which is set forth in Sections 11 and 12 of this Attachment K;(iv) The Transmission Owner's regional transmission planning methodology, criteria, and processes, which are set forth in Section 13 of this Attachment K;
- (v) The method of disclosure of regional transmission planning criteria, assumptions and underlying data, which is set forth in Sections 12 and 13 of this Attachment K;
- (vi) The obligations of and methods for transmission customers to submit data if necessary to support the regional transmission planning process, which are set forth in Section 14 of this Attachment K;
- (vii) The process for submission of data by nonincumbent developers of transmission projects that wish to participate in the regional transmission planning process and seek regional cost allocation for purposes of Order No. 1000, which is set forth in Sections 24-32 of this Attachment K;
- (viii) The process for submission of data by merchant transmission developers that wish to participate in the regional transmission planning process, which is set forth in Section 22 of this Attachment K;
- (ix) The regional dispute resolution process, which is set forth in Section 15 of this Attachment K;
- (x) The study procedures for regional economic upgrades to address congestion or the integration of new resources, which is set forth in Section 17 of this Attachment K;
- (xi) The procedures and mechanisms for considering regional transmission needs driven by Public Policy Requirements, consistent with Order No. 1000, which are set forth in Section 20 of this Attachment K;
- (xii) The relevant regional cost allocation method or methods satisfying the six regional cost allocation principles set forth in Order No. 1000, which is set forth at Section 27-28; and
- (xiii) Interregional coordination with those transmission planning regions that neighbor the SERTP is addressed in Appendices 6-10 to this Attachment K.
 - Appendix 6 - Interregional transmission coordination between the SERTP and the FRCC regions;
 - Appendix 7 - Interregional transmission coordination between the SERTP and MISO regions;
 - Appendix 8 - Interregional transmission coordination between the SERTP

- and PJM regions;
- Appendix 9 - Interregional transmission coordination between the SERTP and SCRTP regions; and
- Appendix 10 - Interregional transmission coordination between the SERTP and SPP regions.

11. Coordination

11.1 General: The Southeastern Regional Transmission Planning Process is designed to eliminate the potential for undue discrimination in planning by establishing appropriate lines of communication between the Transmission Owner, its transmission-providing neighbors, affected state authorities, Transmission Customers, and other Stakeholders regarding transmission planning issues.

11.2 Meeting Structure: Each calendar year, the Southeastern Regional Transmission Planning Process will generally conduct and facilitate four (4) meetings (“Annual Transmission Planning Meetings”) that are open to all Stakeholders. However, the number of Annual Transmission Planning Meetings, or duration of any particular meeting, may be adjusted by announcement upon the Regional Planning Website, provided that any decision to reduce the number of Annual Transmission Planning Meetings must first be approved by the Sponsors and by the Regional Planning Stakeholders’ Group (“RPSG”). These meetings can be done in person, through phone conferences, or through other telecommunications or technical means that may be available. The details regarding any such meeting will be posted on the Regional Planning Website, with a projected meeting schedule for a calendar year being posted on the Regional Planning Website on or before December 31st of the prior calendar year, with firm dates for all Annual Transmission Planning Meetings being posted at least 60 calendar days prior to a particular meeting. The general structure and purpose of these four (4) meetings will be as follows:

11.2.1 First RPSG Meeting and Interactive Training Session: At this meeting, which will be held in the first quarter of each calendar year, the RPSG will be formed for purposes of that year. In addition, the Transmission Owner will meet with the RPSG and any other interested Stakeholders for the purposes of allowing the RPSG to select up to five (5) Stakeholder requested Economic Planning Studies⁵ that they would like to have studied by the Transmission Owner and the Sponsors. At this meeting, the Transmission Owner will work with the RPSG to assist the RPSG in formulating these Economic Planning Study requests.

⁵ As indicated *infra* at footnote 1, the Economic Planning Studies discussed in the regional planning portion of this Attachment K (Sections 11-32) refer to the regional Economic Planning Studies conducted through the SERTP process.

The Transmission Owner will also conduct an interactive training session regarding its transmission planning for all interested Stakeholders. This session will explain and discuss the underlying methodology and criteria that will be utilized to develop the transmission expansion plan⁶ before that methodology and criteria are finalized for purposes of the development of that year's transmission expansion plan (*i.e.*, the expansion plan that is intended to be implemented the following calendar year).⁷ Stakeholders may submit comments to the Transmission Owner regarding the Transmission Owner's criteria and methodology during the discussion at the meeting or within ten (10) business days after the meeting, and the Transmission Owner will consider such comments. Depending upon the major transmission planning issues presented at that time, the Transmission Owner will provide various technical experts that will lead the discussion of pertinent transmission planning topics, respond to Stakeholder questions, and provide technical guidance regarding transmission planning matters.

It is foreseeable that it may prove appropriate to shorten the training sessions as Stakeholders become increasingly knowledgeable regarding the Transmission Owner's transmission planning process and no longer need detailed training in this regard.

The Transmission Owner will also address transmission planning issues that the Stakeholders may raise.

11.2.2 Preliminary Expansion Plan Meeting: During the second quarter of each calendar year, the Transmission Owner will meet with all interested Stakeholders to explain and discuss: the Transmission Owner's preliminary transmission expansion plan, which is also input into that year's SERC (or other applicable NERC region's) regional model; internal model updating and any other then-current coordination study activities with the transmission providers in the Florida Reliability Coordinating Council ("FRCC"); and any *ad hoc* coordination study

⁶ The expectation is that in any given planning cycle the Transmission Owner's ten year transmission expansion plan, along with those of other Sponsors, will be included in the regional transmission plan. Processes relevant to local transmission planning are set forth in Sections 1-10 and govern all local transmission plans. Moreover, the iterative nature of transmission planning bears emphasis, with underlying assumptions, needs, and data inputs continually changing to reflect market decisions, load service requirements, and other developments. A transmission plan, thus, only represents the status of transmission planning when the plan was prepared.

⁷ A regional transmission expansion plan completed during one calendar year (and presented to Stakeholders at that calendar year's Annual Transmission Planning Summit) is intended to be the starting point plan for the following calendar year. For example, the regional transmission expansion plan developed during 2014 and presented at the 2014 Annual Transmission Planning Summit is for the 2015 calendar year.

activities that might be occurring. These preliminary transmission expansion plan, internal model updating, and coordination study activities will be described to the Stakeholders, with this meeting providing them an opportunity to supply their input and feedback, including the transmission plan/enhancement alternatives that the Stakeholders would like the Transmission Owner and the Sponsors to consider. The Transmission Owner will also provide an update as to the status of its regional planning analyses performed pursuant to Section 21. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise and otherwise discuss with Stakeholders developments at the SERC (or other applicable NERC region's) reliability assessment process.

11.2.3 Second RPSG Meeting: During the third quarter of each calendar year, the Transmission Owner will meet with the RPSG and any other interested Stakeholders to report the preliminary results for the Economic Planning Studies requested by the RPSG at the First RPSG Meeting and Interactive Training Session. This meeting will give the RPSG an opportunity to provide input and feedback regarding those preliminary results, including alternatives for possible transmission solutions that have been identified. At this meeting, the Transmission Owner shall provide feedback to the Stakeholders regarding transmission expansion plan alternatives that the Stakeholders may have provided at the Preliminary Expansion Plan Meeting, or within a designated time following that meeting. The Transmission Owner will also discuss with the Stakeholders the results of the SERC (or other applicable NERC region's) regional model development for that year (with the Transmission Owner's input into that model being its ten (10) year transmission expansion plan); any on-going coordination study activities with the FRCC transmission providers; and any *ad hoc* coordination study activities. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise.

11.2.4 Annual Transmission Planning Summit and Assumptions Input Meeting: During the fourth quarter of each calendar year, the Transmission Owner will host the annual Transmission Planning Summit and Assumptions Input Meeting.

11.2.4.1 Annual Transmission Planning Summit: At the Annual Transmission Planning Summit aspect of the Annual Transmission Planning Summit and Assumptions Input Meeting, the Transmission Owner will present the final results for the Economic Planning Studies. The Transmission Owner will also provide an overview of the ten (10) year transmission expansion plan, which reflects the results of planning analyses performed in the then-current planning cycle, including analyses performed pursuant to Section 21. The Transmission Owner will also provide an overview of the regional transmission plan

for Order No. 1000 purposes, which should include the ten (10) year transmission expansion plan of the Transmission Owner. In addition, the Transmission Owner will address transmission planning issues that the Stakeholders may raise.

11.2.4.2 Assumptions Input Session: The Assumptions Input Session aspect of the Annual Transmission Planning Summit and Assumptions Input Meeting will take place following the annual Transmission Planning Summit and will provide an open forum for discussion with, and input from, the Stakeholders regarding: the data gathering and transmission model assumptions that will be used for the development of the Transmission Owner's following year's ten (10) year transmission expansion plan, which includes the Transmission Owner's input, to the extent applicable, into that year's SERC regional model development; internal model updating and any other then-current coordination study activities with the transmission providers in the Florida Reliability Coordinating Council ("FRCC"); and any *ad hoc* coordination study activities that might be occurring. This meeting may also serve to address miscellaneous transmission planning issues, such as reviewing the previous year's regional planning process, and to address specific transmission planning issues that may be raised by Stakeholders.

11.3 Committee Structure - the RPSG: To facilitate focused interactions and dialogue between the Transmission Owner and the Stakeholders regarding transmission planning, and to facilitate the development of the Economic Planning Studies, the RPSG was formed in March 2007. The RPSG has two primary purposes. First, the RPSG is charged with determining and proposing up to five (5) Economic Planning Studies on an annual basis and should consider clustering similar Economic Planning Study requests. Second, the RPSG serves as the representative in interactions with the Transmission Owner and Sponsors for the eight (8) industry sectors identified below.

11.3.1 RPSG Sector Representation: The Stakeholders are organized into the following eight (8) sectors for voting purposes within the RPSG:

- (1) Transmission Owners/Operators⁸
- (2) Transmission Service Customers
- (3) Cooperative Utilities

⁸ The Sponsors will not have a vote within the Transmission Owners/Operators sector, although they (or their affiliates, subsidiaries or parent company) shall have the right to participate in other sectors.

- (4) Municipal Utilities
- (5) Power Marketers
- (6) Generation Owners/Developers
- (7) ISO/RTOs
- (8) Demand Side Management/Demand Side Response

11.3.2 Sector Representation Requirements: Representation within each sector is limited to two members, with the total membership within the RPSG being capped at 16 members (“Sector Members”). The Sector Members, each of whom must be a Stakeholder, are elected by Stakeholders, as discussed below. A single company, and all of its affiliates, subsidiaries, and parent company, is limited to participating in a single sector.

11.3.3 Annual Reformulation: The RPSG will be reformed annually at each First RPSG Meeting and Interactive Training Session discussed in Section 11.2.1. Specifically, the Sector Members will be elected for a term of approximately one year that will terminate upon the convening of the following year’s First RPSG Meeting and Interactive Training Session. Sector Members shall be elected by the Stakeholders physically present at the First RPSG Meeting and Interactive Training Session (voting by sector for the respective Sector Members). If elected, Sector Members may serve consecutive, one-year terms, and there is no limit on the number of terms that a Sector Member may serve.

11.3.4 Simple Majority Voting: RPSG decision-making that will be recognized by the Transmission Owner for purposes of this Attachment K shall be those authorized by a simple majority vote by the then-current Sector Members, with voting by proxy being permitted for a Sector Member that is unable to attend a particular meeting. The Transmission Owner will notify the RPSG of the matters upon which an RPSG vote is required and will use reasonable efforts to identify upon the Regional Planning Website the matters for which an RPSG decision by simple majority vote is required prior to the vote, recognizing that developments might occur at a particular Annual Transmission Planning Meeting for which an RPSG vote is required but that could not be reasonably foreseen in advance. If the RPSG is unable to achieve a majority vote, or should the RPSG miss any of the deadlines prescribed herein or clearly identified on the Regional Planning Website and/or at a particular meeting to take any action, then the Transmission Owner will be relieved of any obligation that is associated with such RPSG action.

11.3.5 RPSG Guidelines/Protocols: The RPSG is a self-governing entity subject to the following requirements that may not be altered absent an appropriate filing with the Commission to amend this aspect of the Tariff: (i) the RPSG shall consist of the above-specified eight (8) sectors; (ii) each company, its affiliates, subsidiaries, and parent company, may only participate in a single sector; (iii) the RPSG shall be reformed annually, with the Sector Members serving terms of a single year; and (iv) RPSG decision-making shall be by a simple majority vote (*i.e.*, more than 50%) by the Sector Members, with voting by written proxy being recognized for a Sector Member unable to attend a particular meeting. There are no formal incorporating documents for the RPSG, nor are there formal agreements between the RPSG and the Transmission Owner. As a self-governing entity, to the extent that the RPSG desires to adopt other internal rules and/or protocols, or establish subcommittees or other structures, it may do so provided that any such rule, protocol, etc., does not conflict with or otherwise impede the foregoing requirements or other aspects of the Tariff. Any such additional action by the RPSG shall not impose additional burdens upon the Transmission Owner unless it agrees in advance to such in writing, and the costs of any such action shall not be borne or otherwise imposed upon the Transmission Owner unless the Transmission Owner agrees in advance to such in writing.

11.4 The Role of the Transmission Owner in Coordinating the Activities of the Southeastern Regional Transmission Planning Process Meetings and of the Functions of the RPSG: The Transmission Owner will host and conduct the above-described Annual Transmission Planning Meetings with Stakeholders.⁹

11.5 Procedures Used to Notice Meetings and Other Planning-Related Communications: Meetings notices, data, stakeholder questions, reports, announcements, registration for inclusion in distribution lists, means for being certified to receive CEII, and other transmission planning-related information will be posted on the Regional Planning Website. Stakeholders will also be provided notice regarding the annual meetings by e-mail messages (if they have appropriately registered on the Regional Planning Website to be so notified). Accordingly, interested Stakeholders may register on the Regional Planning Website to be included in e-mail distribution lists (“Registered Stakeholder”). For purposes of clarification, a Stakeholder does not have to have received certification to access CEII in order to be a Registered Stakeholder.

⁹ As previously discussed, the Transmission Owner expects that the other Sponsors will also be hosts and sponsors of these activities.

11.6 Procedures to Obtain CEII Information: For access to information considered to be CEII, there will be a password protected area that contains such CEII information. Any Stakeholder may seek certification to have access to this CEII data area.

11.7 The Regional Planning Website: The Regional Planning Website will contain information regarding the Southeastern Regional Transmission Planning Process, including:

- Notice procedures and e-mail addresses for contacting the Sponsors and for questions;
- A calendar of meetings and other significant events, such as release of draft reports, final reports, data, etc.;
- A registration page that allows Stakeholders to register to be placed upon an e-mail distribution list to receive meetings notices and other announcements electronically; and
- The form in which meetings will occur (*i.e.*, in person, teleconference, webinar, *etc.*).

12. Openness

12.1 General: The Annual Transmission Planning Meetings, whether consisting of in-person meetings, conference calls, or other communicative mediums, will be open to all Stakeholders. The Regional Planning Website will provide announcements of upcoming events, with Stakeholders being notified regarding the Annual Transmission Planning Meetings by such postings. In addition, Registered Stakeholders will also be notified by e-mail messages. Should any of the Annual Transmission Planning Meetings become too large or otherwise become unmanageable for the intended purpose(s), smaller breakout meetings may be utilized.

12.2 Links to OASIS: In addition to open meetings, the publicly available information, CEII-secured information (the latter of which is available to any Stakeholder certified to receive CEII), and certain confidential non-CEII information (as set forth below) shall be made available on the Regional Planning Website, a link to which is found on the Transmission Owner's OASIS website, so as to further facilitate the availability of this transmission planning information on an open and comparable basis.

12.3 CEII Information

12.3.1 Criteria and Description of CEII: The Commission has defined CEII as being specific engineering, vulnerability, or detailed design information about proposed or existing critical infrastructure (physical or virtual) that:

1. Relates details about the production, generation, transmission, or distribution of energy;
2. Could be useful to a person planning an attack on critical infrastructure;
3. Is exempt from mandatory disclosure under the Freedom of Information Act; and
4. Does not simply give the general location of the critical infrastructure.

12.3.2 Secured Access to CEII Data: The Regional Planning Website will have a secured area containing the CEII data involved in the Southeastern Regional Transmission Planning Process that will be password accessible to Stakeholders that have been certified to be eligible to receive CEII data. For CEII data involved in the Southeastern Regional Transmission Planning Process that did not originate with the Transmission Owner, the duty is incumbent upon the entity that submitted the CEII data to have clearly marked it as CEII.

12.3.3 CEII Certification: In order for a Stakeholder to be certified and be eligible for access to the CEII data involved in the Southeastern Regional Transmission Planning Process, the Stakeholder must follow the CEII certification procedures posted on the Regional Planning Website (*e.g.*, authorize background checks and execute the SERTP CEII Confidentiality Agreement posted on the Regional Planning Website). The Transmission Owner reserves the discretionary right to waive the certification process, in whole or in part, for anyone that the Transmission Owner deems appropriate to receive CEII information. The Transmission Owner also reserves the discretionary right to reject a request for CEII; upon such rejection, the requestor may pursue the dispute resolution procedures of Section 15.

12.3.4 Discussions of CEII Data at the Annual Transmission Planning Meetings: While the Annual Transmission Planning Meetings are open to all Stakeholders, if CEII information is to be discussed during a portion of such a meeting, those discussions will be limited to being only with those Stakeholders who have been certified eligible to have access to CEII information, with the Transmission Owner reserving the discretionary right at such meeting to certify a Stakeholder as being eligible if the Transmission Owner deems it appropriate to do so.

12.4 Other Sponsor - and Stakeholder - Submitted Confidential Information: The other Sponsors and Stakeholders that provide information to the Transmission Owner that foreseeably could implicate transmission planning should expect that such information will be made publicly available on the

Regional Planning Website or may otherwise be provided to Stakeholders in accordance with the terms of this Attachment K. Should another Sponsor or Stakeholder consider any such information to be CEII, it shall clearly mark that information as CEII and bring that classification to the Transmission Owner's attention at, or prior to, submittal. Should another Sponsor or Stakeholder consider any information to be submitted to the Transmission Owner to otherwise be confidential (*e.g.*, competitively sensitive), it shall clearly mark that information as such and notify the Transmission Owner in writing at, or prior to, submittal, recognizing that any such designation shall not result in any material delay in the development of the transmission expansion plan or any other transmission plan that the Transmission Owner (in whole or in part) is required to produce.

12.5 Procedures to Obtain Confidential Non-CEII Information

12.5.1 The Transmission Owner shall make all reasonable efforts to preserve the confidentiality of information in accordance with the provisions of the Tariff, the requirements of (and/or agreements with) NERC, the requirements of (and/or agreements with) SERC or other applicable NERC region, the provisions of any agreements with the other Sponsors, and/or in accordance with any other contractual or legal confidentiality requirements.

12.5.2 [RESERVED]

12.5.3 [RESERVED]

12.5.4 Without limiting the applicability of Section 12.5.1, to the extent competitively sensitive and/or otherwise confidential information (other than information that is confidential solely due to its being CEII) is provided in the transmission planning process and is needed to participate in the transmission planning process and to replicate transmission planning studies, it will be made available to those Stakeholders who have executed the SERTP Non-CEII Confidentiality Agreement (which agreement is posted on the Regional Planning Website). Importantly, if information should prove to contain both competitively sensitive/otherwise confidential information and CEII, then the requirements of both Section 12.3 and Section 12.5 would apply.

12.5.5 Other transmission planning information shall be posted on the Regional Planning Website and may be password protected, as appropriate.

13. Transparency

13.1 General: Through the Annual Transmission Planning Meetings and postings made on the Regional Planning Website, the Transmission Owner will disclose to its Transmission Customers and other Stakeholders the basic criteria, assumptions, and data that underlie its transmission expansion plan, as well as

information regarding the status of upgrades identified in the transmission plan. The process for notifying stakeholders of changes or updates in the data bases used for transmission planning shall be through the Annual Transmission Planning Meetings and/or by postings on the Regional Planning Website.

13.2 The Availability of the Basic Methodology, Criteria, and Process the Transmission Owner Uses to Develop its Transmission Plan: In an effort to enable Stakeholders to replicate the results of the Transmission Owner's transmission planning studies, and thereby reduce the incidences of after-the-fact disputes regarding whether transmission planning has been conducted in an unduly discriminatory fashion, the Transmission Owner will provide the following information, or links thereto, on the Regional Planning Website:

- (1) The Electric Reliability Organization and Regional Entity reliability standards that the Transmission Owner utilizes, and complies with, in performing transmission planning.
- (2) The Transmission Owner's internal policies, criteria, and guidelines that it utilizes in performing transmission planning.
- (3) Software titles and version numbers that may be used to access and perform transmission analyses on the then-current posted data bases.

Any additional information necessary to replicate the results of the Transmission Owner's planning studies will be provided in accordance with, and subject to, the CEII and confidentiality provisions specified in this Attachment K and Appendix 4.

13.3 Additional Transmission Planning-Related Information: In an effort to facilitate the Stakeholders' understanding of the Transmission System, the Transmission Owner will also post additional transmission planning-related information that it deems appropriate on the Regional Planning Website.

13.4 Additional Transmission Planning Business Practice Information: In an effort to facilitate the Stakeholders' understanding of the Business Practices related to Transmission Planning, the Transmission Owner will also post the following information on the Regional Planning Website:

- (1) Means for contacting the Transmission Owner.
- (2) Procedures for submittal of questions regarding transmission planning to the Transmission Owner (in general, questions of a non-immediate nature will be collected and addressed through the Annual Transmission Planning Meeting process).
- (3) Instructions for how Stakeholders may obtain transmission base cases and other underlying data used for transmission planning.

- (4) Means for Transmission Customers having Service Agreements for Network Integration Transmission Service to provide load and resource assumptions to the Transmission Owner; provided that if there are specific means defined in a Transmission Customer's Service Agreement for Network Integration Transmission Service ("NITSA") or its corresponding NOA, then the NITSA or NOA shall control.
- (5) Means for Transmission Customers having Long-Term Service Agreements for Point-To-Point Transmission Service to provide to the Transmission Owner projections of their need for service over the planning horizon (including any potential rollover periods, if applicable), including transmission capacity, duration, receipt and delivery points, likely redirects, and resource assumptions; provided that if there are specific means defined in a Transmission Customer's Long-Term Transmission Service Agreement for Point-To-Point Transmission Service, then the Service Agreement shall control.

13.5 Transparency Provided Through the Annual Transmission Planning Meetings

13.5.1 The First RPSG Meeting and Interactive Training Session

13.5.1.1 An Interactive Training Session Regarding the Transmission Owner's Transmission Planning Methodologies and Criteria: As discussed in (and subject to) Section 11.2.1, at the First RPSG Meeting and Interactive Training Session, the Transmission Owner will, among other things, conduct an interactive, training and input session for the Stakeholders regarding the methodologies and criteria that the Transmission Owner utilizes in conducting its transmission planning analyses. The purpose of these training and interactive sessions is to facilitate the Stakeholders' ability to replicate transmission planning study results to those of the Transmission Owner.

13.5.1.2 Presentation and Explanation of Underlying Transmission Planning Study Methodologies: During the training session in the First RPSG Meeting and Interactive Training Session, the Transmission Owner will present and explain its transmission study methodologies. While not all of the following methodologies may be addressed at any single meeting, these presentations may include explanations of the methodologies for the following types of studies:

1. Steady state thermal analysis.
2. Steady state voltage analysis.

3. Stability analysis.
4. Short-circuit analysis.
5. Nuclear plant off-site power requirements.
6. Interface analysis (*i.e.*, import and export capability).

13.5.2 Presentation of Preliminary Modeling Assumptions: At the Annual Transmission Planning Summit, the Transmission Owner will also provide to the Stakeholders its preliminary modeling assumptions for the development of the Transmission Owner's following year's ten (10) year transmission expansion plan. This information will be made available on the Regional Planning Website, with CEII information being secured by password access. The preliminary modeling assumptions that will be provided may include:

1. Study case definitions, including load levels studied and planning horizon information.
2. Resource assumptions, including on-system and off-system supplies for current and future native load and network customer needs.
3. Planned resource retirements.
4. Renewable resources under consideration.
5. Demand side options under consideration.
6. Long-term firm transmission service agreements.
7. Current TRM and CBM values.

13.5.3 The Transmission Expansion Review and Input Process: The Annual Transmission Planning Meetings will provide an interactive process over a calendar year for the Stakeholders to receive information and updates, as well as to provide input, regarding the Transmission Owner's development of its transmission expansion plan. This dynamic process will generally be provided as follows:

1. At the Annual Transmission Planning Summit and Assumptions Input Meeting, the Transmission Owner will describe and explain to the Stakeholders the database assumptions for the ten (10) year transmission expansion plan that will be developed during the upcoming year. The Stakeholders will be allowed to provide input regarding the ten (10) year transmission expansion plan assumptions.

2. At the First RPSG Meeting and Interactive Training Session, the Transmission Owner will provide interactive training to the Stakeholders regarding the underlying criteria and methodologies utilized to develop the transmission expansion plan. The databases utilized by the Transmission Owner will be posted on the secured area of the Regional Planning Website.
3. To the extent that Stakeholders have transmission expansion plan/enhancement alternatives that they would like for the Transmission Owner and other Sponsors to consider, the Stakeholders shall perform analysis prior to, and provide any such analysis at, the Preliminary Expansion Plan Meeting. At the Preliminary Expansion Plan Meeting, the Transmission Owner will present its preliminary transmission expansion plan for the current ten (10) year planning horizon, including updates on the status of regional assessments being performed pursuant to Section 21. The Transmission Owner and Stakeholders will engage in interactive expansion plan discussions regarding this preliminary analysis. This preliminary transmission expansion plan will be posted on the secure/CEII area of the Regional Planning Website at least 10 calendar days prior to the Preliminary Expansion Plan meeting.
4. The transmission expansion plan/enhancement alternatives suggested by the Stakeholders will be considered by the Transmission Owner for possible inclusion in the transmission expansion plan. When evaluating such proposed alternatives, the Transmission Owner will, from a transmission planning perspective, take into account factors such as, but not limited to, the proposed alternatives' impacts on reliability, relative economics, effectiveness of performance, impact on transmission service (and/or cost of transmission service) to other customers and on third-party systems, project feasibility/viability and lead time to install.
5. At the Second RPSG Meeting, the Transmission Owner will report to the Stakeholders regarding the suggestions/alternatives suggested by the Stakeholders at the Preliminary Expansion Plan Meeting. The then-current version of the transmission expansion plan will be posted on the secure/CEII area of the regional planning website at least 10 calendar days prior to the Second RPSG Meeting.
6. At the Annual Transmission Planning Summit, the ten (10) year transmission expansion plan that is intended to be implemented the following year will be presented to the Stakeholders along with the regional transmission plan for purposes of Order 1000. The

Transmission Planning Summit presentations and the regional transmission plan, which is expected to include the ten (10) year transmission expansion plan will be posted on the Regional Planning Website at least 10 calendar days prior to the Annual Transmission Planning Summit.

13.5.4 Flowchart Diagramming the Steps of the Southeastern Regional Transmission Planning Process: A flowchart diagramming the Southeastern Regional Transmission Planning Process, as well as providing the general timelines and milestones for the performance of the reliability planning activities described in Section 16 to this Attachment K, is provided in Exhibit K-3.

14. Information Exchange

To the extent that the information described in this Section 14 has not already been exchanged pursuant to the Transmission Owner's local transmission planning process described in Sections 1-10 herein, the Transmission Owner may request that Transmission Customers and/or other interested parties provide additional information pursuant to this Section 14 in support of regional transmission planning pursuant to Sections 11-31 herein.

14.1 General: Transmission Customers having Service Agreements for Network Integration Transmission Service are required to submit information on their projected loads and resources on a comparable basis (*e.g.*, planning horizon and format) as used by transmission providers in planning for their native load. Transmission Customers having Service Agreements for Point-To-Point Transmission Service are required to submit any projections they have a need for service over the planning horizon and at what receipt and delivery points. Interconnection Customers having Interconnection Agreements under the Tariff are required to submit projected changes to their generating facility that could impact the Transmission Owner's performance of transmission planning studies. The purpose of this information that is provided by each class of customers is to facilitate the Transmission Owner's transmission planning process, with the September 1 due date of these data submissions by customers being timed to facilitate the Transmission Owner's development of its databases and model building for the following year's ten (10) year transmission expansion plan.

14.2 Network Integration Transmission Service Customers: By September 1 of each year, each Transmission Customer having Service Agreement[s] for Network Integration Transmission Service shall provide to the Transmission Owner an annual update of that Transmission Customer's Network Load and Network Resource forecasts for the following ten (10) years consistent with those included in its Application for Network Integration Transmission Service under Part III of the Tariff.

14.3 Point-to-Point Transmission Service Customers: By September 1 of each year, each Transmission Customers having Service Agreement[s] for long-term Firm

Point-To-Point Transmission Service shall provide to the Transmission Owner usage projections for the term of service. Those projections shall include any projected redirects of that transmission service, and any projected resells or reassignments of the underlying transmission capacity. In addition, should the Transmission Customer have rollover rights associated with any such service agreement, the Transmission Customer shall also provide non-binding usage projections of any such rollover rights.

- 14.4 Demand Resource Projects:** The Transmission Owner expects that Transmission Customers having Service Agreements for Network Integration Transmission Service that have demand resource assets will appropriately reflect those assets in those customers' load projections. Should a Stakeholder have a demand resource asset that is not associated with such load projections that the Stakeholder would like to have considered for purposes of the transmission expansion plan, then the Stakeholder shall provide the necessary information (*e.g.* technical and operational characteristics, affected loads, cost, performance, lead time to install) in order for the Transmission Owner to consider such demand response resource comparably with other alternatives. The Stakeholder shall provide this information to the Transmission Owner by the Annual Transmission Planning Summit and Assumptions Input Meeting of the year prior to the implementation of the pertinent ten (10) year transmission expansion plan, and the Stakeholder should then continue to participate in this Southeastern Regional Transmission Planning Process. To the extent similarly situated, the Transmission Owner shall treat such Stakeholder submitted demand resource projects on a comparable basis for transmission planning purposes.
- 14.5 Interconnection Customers:** By September 1 of each year, each Interconnection Customer having an Interconnection Agreement[s] under the Tariff shall provide to the Transmission Owner annual updates of that Interconnection Customer's planned addition or upgrades (including status and expected in-service date), planned retirements, and environmental restrictions.
- 14.6 Notice of Material Change:** Transmission Customers and Interconnection Customers shall provide the Transmission Owner with timely written notice of material changes in any information previously provided related to any such customer's load, resources, or other aspects of its facilities, operations, or conditions of service materially affecting the Transmission Owner's ability to provide transmission service or materially affecting the Transmission System.

15. Dispute Resolution¹⁰

15.1 Negotiation: Any substantive or procedural dispute between the Transmission Owner and one or more Stakeholders (collectively, the “Parties”) that arises from the Attachment K transmission planning process generally shall be referred to a designated senior representative of the Transmission Owner and a senior representative of the pertinent Stakeholder(s) for resolution on an informal basis as promptly as practicable. Should the dispute also involve one or more other Sponsors of this Southeastern Regional Transmission Planning Process, then such entity(ies) shall have the right to be included in “Parties” for purposes of this section and for purposes of that dispute, and any such entity shall also include a designated senior representative in the above discussed negotiations in an effort to resolve the dispute on an informal basis as promptly as practicable. In the event that the designated representatives are unable to resolve the dispute within thirty (30) days, or such other period as the Parties may unanimously agree upon, by unanimous agreement among the Parties such dispute may be voluntarily submitted to the use of the Commission’s Alternative Means of Dispute Resolution (18 C.F.R. § 385.604, as those regulations may be amended from time to time), the Commission’s Arbitration process (18 C.F.R. § 385.605, as those regulations may be amended from time to time) (collectively, “Commission ADR”), or such other dispute resolution process that the Parties may unanimously agree to utilize.

15.2 Use of Dispute Resolution Processes: In the event that the Parties voluntarily and unanimously agree to the use of a Commission ADR process or other dispute resolution procedure, then the Transmission Owner will have a notice posted to this effect on the Regional Planning Website, and an e-mail notice in that regard will be sent to Registered Stakeholders. In addition to the Parties, all Stakeholders and Sponsors shall be eligible to participate in any Commission ADR process as “participants”, as that or its successor term in meaning is used in 18 C.F.R. §§ 385.604, 385.605 as may be amended from time to time, for purposes of the Commission ADR process; provided, however, any such Stakeholder or Sponsor must first have provided written notice to the Transmission Owner within thirty (30) calendar days of the posting on the Regional Planning Website of the Parties’ notice of their intent to utilize a Commission ADR Process.

¹⁰ Any dispute, claim or controversy amongst the Transmission Owner, the ITO and/or a stakeholder regarding application of, or results from the Transmission Owner’s local transmission planning process contained in Sections 1-10 herein, including any Transmission Owner activities undertaken pursuant to Section 7, Regional Coordination (each a “Dispute”) shall be resolved in accordance with the procedures set forth in Section 6 herein. Any procedural or substantive dispute that arises from the SERTP will be addressed by the regional Dispute Resolution Measures contained in this Section 15.

15.3 Costs: Each Party involved in a dispute resolution process hereunder, and each “participant” in a Commission ADR Process utilized in accordance with Section 15.2, shall be responsible for its own costs incurred during the dispute resolution process. Should additional costs be incurred during the dispute resolution process that are not directly attributable to a single Party/participant, then the Parties/participants shall each bear an equal share of such cost.

15.4 Rights under the Federal Power Act: Nothing in this section shall restrict the rights of any party to file a Complaint with the Commission under relevant provisions of the Federal Power Act.

16. [Reserved]

17. Economic Planning Studies¹¹

17.1 General - Economic Planning Study Requests: Stakeholders will be allowed to request that the Transmission Owner perform up to five (5) Stakeholder requested economic planning studies (“Economic Planning Studies”) on an annual basis.

17.2 Parameters for the Economic Planning Studies: These Economic Planning Studies shall be confined to sensitivity requests for bulk power transfers and/or to evaluate potential upgrades or other investments on the Transmission System that could reduce congestion or integrate new resources. Bulk power transfers from one area to another area with the region encompassed by this Southeastern Regional Transmission Planning Process (the “Region”) shall also constitute valid requests. The operative theory for the Economic Planning Studies is for them to identify meaningful information regarding the requirements for moving large amounts of power beyond that currently feasible, whether such transfers are internal to the Region or from this Region to interconnected regions.

17.3 Other Tariff Studies: The Economic Planning Studies are not intended to replace System Impact Studies, Facility Studies, or any of the studies that are performed for transmission delivery service or interconnection service under the Tariff.

17.4 Clustering: The RPSG should consider clustering similar Economic Planning Study requests. In this regard, if two or more of the RPSG requests are similar in nature and the Transmission Owner concludes that clustering of such requests and studies is appropriate, the Transmission Owner may, following communications with the RPSG, cluster those studies for purposes of the transmission evaluation.

¹¹ The economic planning studies undertaken pursuant to this Section 17 are regional. Local economic planning studies are undertaken pursuant to Section 8 herein.

17.5 Additional Economic Planning Studies: Should a Stakeholder(s) request the performance of an Economic Planning Study in addition to the above-described five (5) Economic Planning Studies that the RPSG may request during a calendar year, then any such additional Economic Planning Study will only be performed if such Stakeholder(s) first agrees to bear the Transmission Owner's actual costs for doing so and the costs incurred by any other Sponsor to perform such Economic Planning Study, recognizing that the Transmission Owner may only conduct a reasonable number of transmission planning studies per year. If affected by the request for such an additional Economic Planning Study, the Transmission Owner will provide to the requesting Stakeholder(s) a non-binding but good faith estimate of what the Transmission Owner expects its costs to be to perform the study prior to the Stakeholder(s) having to agree to bear those costs. Should the Stakeholder(s) decide to proceed with the additional study, then it shall pay the Transmission Owner's and other affected Sponsor[s]' estimated study costs up-front, with those costs being trued-up to the Transmission Owner's and other affected Sponsor[s]' actual costs upon the completion of the additional Economic Planning Study.

17.6 Economic Planning Study Process

1. Stakeholders will be prompted at the Annual Transmission Planning Summit to provide requests for the performance of Economic Planning Studies. Corresponding announcements will also be posted on the Regional Planning Website, and Registered Stakeholders will also receive e-mail notifications to provide such requests. An Economic Planning Study Request Form will be made available on the Regional Planning Website, and interested Stakeholders may submit any such completed request form on the non-secure area of the Regional Planning Website (unless such study request contains CEII, in which case the study request shall be provided to the Transmission Owner with the CEII identified, and the study request shall then be posted on the secure area of the Regional Planning Website).
2. Prior to each First RPSG Meeting, the RPSG shall compile the Economic Planning Study requests. At the First RPSG Meeting, the RPSG shall meet to discuss and select up to five (5) Economic Planning Studies to be requested to be performed. At the First RPSG Meeting, the Transmission Owner will coordinate with the RPSG and any interested Stakeholders to facilitate the RPSG's efforts regarding its development and selection of the Economic Planning Study requests. Once the RPSG selects the Economic Planning Study(ies) (up to five annually), the RPSG will notify the Transmission Owner, who will post the results on the Regional Planning Website.
3. The Transmission Owner will post on the secure area of the Regional Planning Website the study assumptions for the five (5) Economic Planning Studies within thirty (30) days of the postings of the selected

Economic Planning Studies on the Regional Planning Website. Registered Stakeholders will receive an e-mail notification of this posting, and an announcement will also be posted on the Regional Planning Website.

4. Stakeholders will have thirty (30) calendar days from the Transmission Owner's posting of the assumptions for the RPSG to provide comments regarding those assumptions. Any such comments shall be posted on the secure area of the Regional Planning Website if the comments concern CEII.
5. The preliminary results of the Economic Planning Studies will be presented at the Second RPSG Meeting. These results and related data will be posted on the secure area of the Regional Planning Website a minimum of 10 calendar days prior to the Second RPSG Meeting. The Second RPSG Meeting will be an interactive session with the RPSG and other interested Stakeholders in which the Transmission Owner will explain the results, alternatives, methodology, criteria, and related considerations pertaining to those preliminary results. At that meeting, the Stakeholders may submit alternatives to the enhancement solutions identified in those preliminary results. All such alternatives must be submitted by Stakeholders within thirty (30) calendar days from the close of the Second RPSG Meeting. The Transmission Owner will consider the alternatives provided by the Stakeholders.
6. The final results of the Economic Planning Studies will be presented at the Annual Transmission Planning Summit, and the Transmission Owner will report regarding its consideration of the alternatives provided by Stakeholders. These final results will be posted on the secure area of the Regional Planning Website a minimum of 10 calendar days prior to the Transmission Planning Summit.
7. The final results of the Economic Planning Studies will be non-binding upon the Transmission Owner and will provide general non-binding estimations of the required transmission upgrades, timing for their construction, and costs for completion.

18. [Reserved]

19. Recovery of Planning Costs: The Transmission Owner will recover its costs for regional transmission planning consistent with the terms of Section 10 herein.

20. Consideration of Transmission Needs Driven by Public Policy Requirements

20.1 Procedures for the Consideration of Transmission Needs Driven by Public Policy Requirements: The Transmission Owner addresses transmission needs driven by enacted state, federal and local laws and/or regulations ("Public Policy Requirements") in its routine planning, design, construction, operation, and

maintenance of the Transmission System. ~~This includes the planning for and expansion of physical transmission system delivery capacity to provide long term firm transmission services to meet i) native load obligations and ii) wholesale Transmission Customer obligations under the Tariff.~~

20.2 The Consideration of Transmission Needs Driven by Public Policy Requirements Identified Through Stakeholder Input and Proposals

20.2.1 Requisite Information: In order for the Transmission Owner to consider possible transmission needs driven by Public Policy Requirements that are proposed by a Stakeholder, the Stakeholder must provide the following information in accordance with the submittal instructions provided on the Regional Planning Website:

1. The applicable Public Policy Requirement, which must be a requirement established by an enacted state, federal, or local law(s) and/or regulation(s); and
2. An explanation of the possible transmission need(s) driven by the Public Policy Requirement identified in subsection 20.2.1(1) (*e.g.*, the situation or system condition for which possible solutions may be needed, as opposed to a specific transmission project).

20.2.2 Deadline for Providing Such Information: Stakeholders that propose a possible transmission need driven by a Public Policy Requirement for evaluation by the Transmission Owner in the current transmission planning cycle must provide the requisite information identified in Section 20.2.1 to the Transmission Owner no later than 60 calendar days after the SERTP Annual Transmission Planning Summit and Input Assumptions Meeting for the previous transmission planning cycle.

20.3 Transmission Owner Evaluation of SERTP Stakeholder Input Regarding Possible Transmission Needs Driven by Public Policy Requirements

20.3.1 Identification of Public Policy-Driven Transmission Needs: In order to identify, out of the set of possible transmission needs driven by Public Policy Requirements proposed by Stakeholders, those transmission needs for which transmission solutions will be evaluated in the current planning cycle, the Transmission Owner will assess:

1. Whether the Stakeholder-identified Public Policy Requirement is an enacted local, state, or federal law(s) and/or regulation(s);
2. Whether the Stakeholder-identified Public Policy Requirement drives a transmission need(s); and
3. If the answers to the foregoing questions 1) and 2) are affirmative, whether the transmission need(s) driven by the Public Policy

Requirement is already addressed or otherwise being evaluated in the then-current planning cycle.

20.3.2 Identification and Evaluation of Possible Transmission Solutions for Publicly Policy-Driven Transmission Needs that Have Not Already Been Addressed: If a Public Policy-driven transmission need is identified that is not already addressed, or that is not already being evaluated in the transmission expansion planning process, the Transmission Owner will identify a transmission solution(s) to address the aforementioned need in the planning processes. The potential transmission solutions will be evaluated consistent with Section 21.

20.4 Stakeholder Input During the Evaluation of Public Policy-Driven Transmission Needs and Possible Transmission Solutions

20.4.1 Typically at the First RPSG Meeting and Interactive Training Session, but not later than the Preliminary Expansion Plan Meeting, for the given transmission planning cycle, the Transmission Owner will review the Stakeholder-proposed transmission needs driven by Public Policy Requirements to be evaluated in the then-current planning cycle. Prior to the meeting at which transmission needs driven by Public Policy Requirements will be reviewed, the Transmission Owner will identify, on the Regional Planning Website, which possible transmission needs driven by Public Policy Requirements proposed by Stakeholders (if any) are transmission needs(s) that are not already addressed in the planning process and will, pursuant to Sections 20.3.1 and 20.3.2, be addressed in the current planning cycle.

20.4.2 Stakeholders, including those who are not Transmission Customers, may provide input regarding Stakeholder-proposed possible transmission need(s) and may provide input during the evaluation of potential transmission solutions to identified transmission needs driven by Public Policy Requirements. Specifically, with regard to the evaluation of such potential transmission solutions, the Stakeholder may provide input at a Preliminary Expansion Plan Meeting. If a Stakeholder has performed analysis regarding such a potential transmission solution, the Stakeholder may provide any such analysis at that time.

20.4.3 Stakeholder input regarding possible transmission needs driven by Public Policy Requirements may be directed to the governing Tariff process as appropriate. For example, if the possible transmission need identified by the Stakeholder is essentially a request by a network customer to integrate a new network resource, the request would be directed to that existing Tariff process.

20.5 Posting Requirement: The Transmission Owner will provide and post on the Regional Planning Website an explanation of (1) those transmission needs driven

by Public Policy Requirements that have been identified for evaluation for potential transmission projects in the then-current planning cycle; and (2) why other suggested, possible transmission needs driven by Public Policy Requirements proposed by Stakeholders were not selected for further evaluation.

21. Regional Analyses of Potentially More Efficient or Cost Effective Transmission Solutions

21.1 Regional Planning Analyses

21.1.1 During the course of each transmission planning cycle, the Transmission Owner will conduct regional transmission analyses to assess if the then-current regional transmission plan addresses the Transmission Owner's transmission needs, including those of its Transmission Customers and those which may be driven, in whole or in part, by economic considerations or Public Policy Requirements. This regional analysis will include assessing whether there may be more efficient or cost effective transmission projects to address transmission needs than transmission projects included in the latest regional transmission plan (including projects selected in a regional transmission plan for RCAP pursuant to Section 27).

21.1.2 The Transmission Owner will perform power flow, dynamic, and short circuit analyses, as necessary, to assess whether the then-current regional transmission plan would provide for the physical transmission capacity required to address the Transmission Owner's transmission needs, including those transmission needs of its Transmission Customers and those driven by economic considerations and Public Policy Requirements. Such analysis will also evaluate those potential transmission needs driven by Public Policy Requirements identified by Stakeholders pursuant to Section 20.3.1. If the Transmission Owner determines that the on-going planning being performed for the then-current cycle would not provide sufficient physical transmission capacity to address a transmission need(s), the Transmission Owner will identify potential transmission projects to address the transmission need(s).

21.2 Identification and Evaluation of More Efficient or Cost Effective Transmission Project Alternatives

21.2.1 The Transmission Owner will look for potential regional transmission projects that may be more efficient or cost effective solutions to address transmission needs than transmission projects included in the latest regional transmission plan or otherwise under consideration in the then-current transmission planning process for the ten (10) year planning horizon. Consistent with Section 21.1, through power flow, dynamic, and short circuit analyses, as necessary, the Transmission Owner will evaluate regional transmission projects identified to be potentially more efficient or

cost effective solutions to address transmission needs, including those transmission alternatives proposed by Stakeholders pursuant to Section 13.5.3(3) and transmission projects proposed for RCAP pursuant to Section 26. The evaluation of transmission projects in these regional assessments throughout the then-current planning cycle will be based upon their effectiveness in addressing transmission needs, including those driven by Public Policy Requirements, reliability and/or economic considerations. Such analysis will be in accordance with, and subject to (among other things), state law pertaining to transmission ownership, siting, and construction. In assessing whether transmission alternatives are more efficient and/or cost effective transmission solutions, the Transmission Owner shall consider factors such as, but not limited to, a transmission project's:

- Impact on reliability.
 - Feasibility, including the viability of constructing and tying in the proposed project by the required in-service date.
- Relative transmission cost, as compared to other transmission project alternatives to reliably address transmission needs.
- Ability to reduce real power transmission losses on the transmission system(s) within the SERTP region, as compared to other transmission project alternatives to reliably address transmission needs.

21.2.2 Stakeholder Input: Stakeholders may provide input on potential transmission alternatives for the Transmission Owner to consider throughout the SERTP planning process for each planning cycle in accordance with Section 13.5.3.

22. Merchant Transmission Developers Proposing Transmission Facilities Impacting the SERTP: Merchant transmission developers not seeking regional cost allocation pursuant to Sections 26-32 ("Merchant Transmission Developers") who propose to develop a transmission project(s) potentially impacting the Transmission System and/or transmission system(s) within the SERTP region shall provide information and data necessary for the Transmission Owner to assess the potential reliability and operational impacts of those proposed transmission facilities. That information should include:

- Transmission project timing, scope, network terminations, load flow data, stability data, HVDC data (as applicable), and other technical data necessary to assess potential impacts.

23. Enrollment

23.1 General Eligibility for Enrollment: A public utility or non-public utility transmission service provider and/or transmission owner who is registered with

NERC as a Transmission Owner or a Transmission Service Provider ~~and that owns or provides transmission service over transmission facilities within the SERTP region~~ may enroll in the SERTP. Such Transmission Service Providers and Transmission Owners are thus potential Beneficiaries for cost allocation purposes on behalf of their transmission customers.¹² Entities that do not enroll will nevertheless be permitted to participate as Stakeholders in the SERTP.

- 23.2 Enrollment Requirement In Order to Seek Regional Cost Allocation:** While enrollment is not generally required in order for a transmission developer to be eligible to propose a transmission project for evaluation and potential selection in a regional transmission plan for RCAP pursuant to Sections 26-32, a potential transmission developer must enroll in the SERTP in order to be eligible to propose a transmission project for potential selection in a regional transmission plan for RCAP if it, an affiliate, subsidiary, member, owner or parent company has load in the SERTP.
- 23.3 Means to Enroll:** Entities that satisfy the general eligibility requirements of Section 23.1 or are required to enroll in accordance with Section 23.2 may provide an application to enroll by submitting the form of enrollment posted on the Regional Planning Website.
- 23.4 List of Enrollees in the SERTP:** Appendix 11 provides the list of the entities who have enrolled in the SERTP in accordance with the foregoing provisions (“Enrollees”). Appendix 11 is effective as of the effective date of the tariff record (and subject to Section 23.5, below) that contains Appendix 11. In the event a non-public utility listed in Appendix 11 provides the Transmission Owner with notice that it chooses not to enroll in, or is withdrawing from, the SERTP pursuant to Section 23.5 or Section 23.6, as applicable, such action shall be effective as of the date prescribed in accordance with that respective Section. In such an event, the Transmission Owner shall file revisions to the lists of Enrollees in Appendix 11 within fifteen business days of such notice. The effective date of any such revised tariff record shall be the effective date of the non-public utility’s election to not enroll or to withdraw as provided in Section 23.5 or 23.6, as applicable.
- 23.5 Enrollment, Conditions Precedent, Conditions Subsequent, and Cost Allocation Responsibility:** Enrollment will subject Enrollees to cost allocation if, during the period in which they are enrolled, it is determined in accordance with this Attachment K that the Enrollee is a Beneficiary of a transmission project(s) selected in the regional transmission plan for RCAP; subject to the following:

¹² ~~Should a NERC registered Transmission Owner or Transmission Service Provider that owns or provides transmission service over facilities located adjacent to, and interconnected with, transmission facilities within the SERTP region provide an application to enroll in the SERTP, such a request to expand the SERTP will be considered by the Transmission Owner, giving consideration to the integrated nature of the SERTP region.~~

23.5.1 Upon Order on Compliance Filing: The initial non-public utilities that satisfy the general eligibility requirements of 23.1 and who have made the decision to enroll at the time of the Transmission Owner's compliance filing in response to FERC's July 18, 2013 Order on Compliance Filings in Docket Nos. ER13-897, ER13-908, and ER13-913, 144 FERC ¶ 61,054, do so on the condition precedent that the Commission accepts: i) that compliance filing without modification and without setting it for hearing or suspension and ii) the Transmission Owner's July 10, 2013 compliance filing made in Docket Nos. ER13-1928, ER13-1930, ER13-1940, and ER13-1941 without modification and without setting it for hearing or suspension. Should the Commission take any such action upon review of such compliance filings or in any way otherwise modify, alter, or impose amendments to this Attachment K, then each such non-public utility shall be under no obligation to enroll in the SERTP and shall have sixty (60) days following such an order or action to provide written notice to the Transmission Owner of whether it will, in fact, enroll in the SERTP. If, in that event, such non-public utility gives notice to the Transmission Owner that it will not enroll, such non-public utility shall not be subject to cost allocation under this Attachment K (unless it enrolls at a later date).

23.5.2 Upon Future Regulatory Action: Notwithstanding anything herein to the contrary, should the Commission, a Court, or any other governmental entity having the requisite authority modify, alter, or impose amendments to this Attachment K, then an enrolled non-public utility may immediately withdraw from this Attachment K by providing written notice within 60 days of that order or action, with the non-public utility's termination being effective as of the close of business the prior business day before said modification, alteration, or amendment occurred (although if the Commission has not acted by that prior business day upon both of the compliance filings identified in Section 23.5.1, then the non-public utility shall never have been deemed to have enrolled in the SERTP). In the event of such a withdrawal due to such a future regulatory and/or judicial action, the withdrawing Enrollee will be subject to cost allocations, if any, that were determined in accordance with this Attachment K during the period in which it was enrolled and that determined that the withdrawing Enrollee would be a Beneficiary of new transmission projects selected in the regional transmission plan for RCAP.

23.6 Notification of Withdrawal: An Enrollee choosing to withdraw its enrollment in the SERTP may do so by providing written notification of such intent to the Transmission Owner. Except for non-public utilities electing to not enroll or withdraw pursuant to Section 23.5, a non-public utility Enrollee's withdrawal shall be effective as of the date the notice of withdrawal is provided to the Transmission Owner pursuant to this Section 23.6. For public utility Enrollees, the withdrawal shall be effective at the end of the then-current transmission

planning cycle provided that the notification of withdrawal is provided to the Transmission Owner at least sixty (60) days prior to the Annual Transmission Planning Summit and Assumptions Input Meeting for that transmission planning cycle.

23.7 Cost Allocation After Withdrawal: Any withdrawing Enrollee will not be allocated costs for transmission projects selected in a regional transmission plan for RCAP after its termination of enrollment becomes effective in accordance with the provisions of Section 13.5 or Section 13.6. However, the withdrawing Enrollee will be subject to cost allocations determined in accordance with this Attachment K, during the period it was enrolled, if any, for which the Enrollee was identified as a Beneficiary of new transmission projects selected in the regional transmission plan for RCAP.

24. Pre-Qualification Criteria for a Transmission Developer to be Eligible to Submit a Regional Transmission Project Proposal for Potential Selection in a Regional Transmission Plan for RCAP

24.1 Transmission Developer Pre-Qualification Criteria: In order to be eligible to propose a transmission project (that the transmission developer intends to develop) for consideration for selection in a regional transmission plan for RCAP in the upcoming planning cycle, a transmission developer (including the Transmission Owner and nonincumbents) or a parent company (as defined in Section 24.1(2)(B) below), as applicable, must submit a pre-qualification application by August 1st of the then-current planning cycle. To demonstrate that the transmission developer will be able to satisfy the minimum financial capability and technical expertise requirements, the pre-qualification application must provide the following:

1. A non-refundable administrative fee of \$25,000 to off-set the cost to review, process, and evaluate the transmission developer's pre-qualification application;
2. Demonstration that at least one of the following criteria is satisfied:
 - A. The transmission developer must have and maintain a Credit Rating (defined below) of BBB- or better from Standard & Poor's Financial Services LLC, a part of McGraw Hill Financial ("S&P"), a Credit Rating of Baa3 or better from Moody's Investors Service, Inc. ("Moody's") and/or a Credit Rating of BBB- or better from Fitch Ratings, Inc. ("Fitch", collectively with S&P and Moody's and/or their successors, the "Rating Agencies") and not have or obtain less than any such Credit Rating by S&P, Moody's or Fitch. The senior unsecured debt (or similar) rating for the relevant entity from the Rating Agencies will be considered the "Credit Rating". In the event of multiple Credit Ratings from one Rating Agency or Credit Ratings from more than one Rating Agency, the lowest of

those Credit Ratings will be used by the Transmission Owner for its evaluation. However, if such a senior unsecured debt (or similar) rating is unavailable, the Transmission Owner will consider Rating Agencies' issuer (or similar) ratings as the Credit Rating.

- B. If a transmission developer does not have a Credit Rating from S&P, Moody's or Fitch, it shall be considered "Unrated", and an Unrated transmission developer's parent company or the entity that plans to create a new subsidiary that will be the transmission developer (both hereinafter "parent company") must have and maintain a Credit Rating of BBB- or better from S&P, Baa3 or better from Moody's and/or BBB- or better from Fitch, not have or obtain less than any such Credit Rating by S&P, Moody's or Fitch, and the parent company must commit in writing to provide an acceptable guaranty to the Transmission Owner meeting the requirements of Section 32 for the transmission developer if a proposed transmission project is selected in a regional transmission plan for RCAP. If there is more than one parent company, the parent company(ies) committing to provide the guaranty must meet the requirements set forth herein.

- C. For an Unrated transmission developer, unless its parent company satisfies the requirements under B. above, such transmission developer must have and maintain a Rating Equivalent (defined below) of BBB- or better. Upon an Unrated transmission developer's request, a credit rating will be determined for such Unrated transmission developer comparable to a Rating Agency credit rating ("Rating Equivalent") based upon the process outlined below:
 - (i) Each Unrated transmission developer will be required to pay a non-refundable annual fee of \$15,000.00 for its credit to be evaluated/reevaluated on an annual basis.

 - (ii) Upon request by the Transmission Owner, an Unrated transmission developer must submit to the Transmission Owner for the determination of a Rating Equivalent, and not less than annually thereafter, the following information with respect to the transmission developer, as applicable:
 - A. financial statements (audited if available) for each completed fiscal quarter of the then current fiscal year including the most recent fiscal quarter, as well as the most recent three (3) fiscal years;
 - i. For Unrated transmission developers with publicly-traded stock, this information must

include:

1. Annual reports on Form 10-K (or successor form) for the three (3) fiscal years most recently ended, and quarterly reports on Form 10-Q (or successor form) for each completed quarter of the then current fiscal year, together with any amendments thereto, and
 2. Form 8-K (or successor form) reports disclosing material changes, if any, that have been filed since the most recent Form 10-K (or successor form), if applicable;
- ii. For Unrated transmission developers that are privately held, this information must include:
1. Financial Statements, including balance sheets, income statements, statement of cash flows, and statement of stockholder's equity,
 2. Report of Independent Accountants,
 3. Management's Discussion and Analysis, and
 4. Notes to financial statements;
- B. its Standard Industrial Classification and North American Industry Classification System codes;
- C. at least one (1) bank and three (3) acceptable trade references;
- D. information as to any material litigation, commitments or contingencies as well as any prior bankruptcy declarations or material defaults or defalcations by, against or involving the transmission developer or its predecessors, subsidiaries or affiliates, if any;
- E. information as to the ability to recover investment in and return on its projects;
- F. information as to the financial protections afforded to unsecured creditors contained in its contracts and other legal documents related to its formation and governance;
- G. information as to the number and composition of its members or customers;
- H. its exposure to price and market risk;
- I. information as to the scope and nature of its business; and

- J. any additional information, materials and documentation which such Unrated transmission developer deems relevant evidencing such Unrated transmission developer's financial capability to develop, construct, operate and maintain transmission developer's projects for the life of the projects.
 - (iii) The Transmission Owner will notify an Unrated transmission developer after the determination of its Rating Equivalent. Upon request, the Transmission Owner will provide the Unrated transmission developer with information regarding the procedures, products and/or tools used to determine such Rating Equivalent (*e.g.*, Moody's RiskCalc™ or other product or tool, if used).
 - (iv) An Unrated transmission developer desiring an explanation of its Rating Equivalent must request such an explanation in writing within five (5) business days of receiving its Rating Equivalent. The Transmission Owner will respond within fifteen (15) business days of receipt of such request with a summary of the analysis supporting the Rating Equivalent decision.
3. Evidence that the transmission developer has the capability to develop, construct, operate, and maintain significant U.S. electric transmission projects. The transmission developer should provide, at a minimum, the following information about the transmission developer. If the transmission developer is relying on the experience or technical expertise of its parent company or affiliate(s) to meet the requirements of this subsection 3, the following information should be provided about the transmission developer's parent company and its affiliates, as applicable:
- A. Information regarding the transmission developer's or other relevant experience regarding transmission projects in-service, under construction, and/or abandoned or otherwise not completed including locations, operating voltages, mileages, development schedules, and approximate installed costs; whether delays in project completion were encountered; and how these facilities are owned, operated and maintained.
 - B. Evidence demonstrating the ability to address and timely remedy failure of transmission facilities;
 - C. Violations of NERC and/or Regional Entity reliability standard(s) and/or violations of regulatory requirement(s) that have been made public pertaining to the development, construction, ownership,

operation, and/or maintenance of electric transmission infrastructure facilities (provided that violations of CIP standards are not required to be identified), and if so, an explanation of such violations; and

D. A description of the experience of the transmission developer in acquiring rights of way.

4. Evidence of how long the transmission developer and its parent company, if relevant, have been in existence.

24.2 Review of Pre-Qualification Applications: No later than November 1st of the then-current planning cycle, the Transmission Owner will notify transmission developers that submitted pre-qualification applications or updated information by August 1st, whether they have pre-qualified as eligible to propose a transmission project for consideration for selection in a regional transmission plan for RCAP in the upcoming planning cycle. A list of transmission developers that have pre-qualified for the upcoming planning cycle will be posted on the Regional Planning Website.

24.3 Opportunity for Cure for Pre-Qualification Applications: If a transmission developer does not meet the pre-qualification criteria or provides an incomplete application, then following notification by the Transmission Owner, the transmission developer will have 15 calendar days to resubmit the necessary supporting documentation to remedy the identified deficiency. The Transmission Owner will notify the transmission developer, whether they are, or will continue to be, pre-qualified within 30 calendar days of the resubmittal, provided that the Transmission Owner shall not be required to provide such a response prior to November 1st of the then-current planning cycle.

24.4 Pre-Qualification Renewal: If a transmission developer is pre-qualified as eligible to propose a transmission project for consideration for selection in a regional transmission plan for RCAP in the then-current planning cycle, such transmission developer may not be required to re-submit information to pre-qualify with respect to the upcoming planning cycle. In the event any information on which the entity's pre-qualification is based has changed, such entity must submit all updated information by the August 1st deadline. In addition, all transmission developers must submit a full pre-qualification application once every 3 years.

24.5 Enrollment Requirement to Pre-Qualify as Eligible to Propose a Transmission Project for Potential Selection in a Regional Transmission Plan for RCAP: If a transmission developer or its parent company or owner or any affiliate, member or subsidiary has load in the SERTP region, the transmission developer must have enrolled in the SERTP in accordance with Section 23.2 to be eligible to pre-qualify to propose a transmission project for potential selection in a regional transmission plan for RCAP.

25. Transmission Projects Potentially Eligible for Selection in a Regional Transmission Plan for RCAP

25.1 In order for a transmission project proposed by a transmission developer, whether incumbent or nonincumbent, to be considered for evaluation and potential selection in a regional transmission plan for RCAP, the project must be regional in nature in that it must be a transmission project effectuating significant bulk electric transfers across the SERTP region and addressing significant electrical needs in that it:

1. operates at a voltage of 300 kV or greater;
2. is a transmission line located in the SERTP region; **and**
3. spans at least 50 miles; ~~and,~~
4. ~~has two or more Beneficiaries.~~¹³

25.2 In addition to satisfying the requirements of Section 25.1, the proposed **regional** transmission project ~~cannot be located on the property and/or right of way (“ROW”) belonging to anyone other than the transmission developer absent the consent of the owner of the property and/or ROW, as the case may be.~~¹⁴ **must not contravene state or local laws with regard to rights of way or construction of transmission facilities.** The proposed transmission project also cannot be an upgrade to an existing facility. A transmission upgrade includes any expansion, partial replacement, or modification, for any purpose, made to existing transmission facilities, including, but not limited to:

- transmission line reconductors;
- the addition, modification, and/or replacement of transmission line structures and equipment;
- increasing the nominal operating voltage of a transmission line;
- the addition, replacement, and/or reconfiguration of facilities within an existing substation site;
- the interconnection/addition of new terminal equipment onto existing transmission lines.

¹³ ~~A transmission developer is not responsible for determining whether a regional transmission project would have more than one Beneficiary; the Transmission Owner will determine the Beneficiaries of any proposed regional transmission project.~~

¹⁴ ~~The proposed regional transmission project must also not contravene state or local laws with regard to construction of transmission facilities.~~

For purposes of clarification, a transmission project proposed for potential selection in a regional transmission plan for RCAP may rely on the implementation of one or more transmission upgrades (as defined above) by the Impacted Utilities in order to reliably implement the proposed transmission project.

- 25.3** In order for the proposed transmission project to be a more efficient or cost effective alternative to the transmission projects identified by the transmission providers through their planning processes, it should be materially different than projects already under consideration in the expansion planning process. A project will be deemed materially different, as compared to another transmission alternative(s) under consideration, if the proposal consists of significant geographical or electrical differences in the alternative's proposed interconnection point(s) or transmission line routing. Should the proposed transmission project be deemed not materially different than projects already under consideration in the transmission expansion planning process, the Transmission Owner will provide a sufficiently detailed explanation on the Regional Planning website for Stakeholders to understand why such a determination was made.

26. Submission of Proposals for Potential Selection in a Regional Transmission Plan for RCAP

Any entity may propose a transmission project for consideration by the Transmission

Owner for potential selection in a regional transmission plan for RCAP.¹⁵~~12~~ An entity that wants to propose a transmission project for potential selection in a regional transmission plan for RCAP but does not intend to develop the transmission project may propose such transmission project in accordance with Section 26.6.

26.1 Materials to be Submitted: In order for a transmission project to be considered for RCAP, a pre-qualified transmission developer proposing the transmission project (including an incumbent or nonincumbent transmission developer) must provide to the Transmission Owner the following information:

1. Sufficient information for the Transmission Owner to determine that the potential transmission project satisfies the regional eligibility requirements of Section 25;
2. A description of the proposed transmission project that details the intended scope (including the various stages of the project development such as engineering, ROW acquisition, construction, recommended in-service date, etc.);

¹⁵ ~~The regional cost allocation process provided hereunder in accordance with Sections 26-32 does not limit the ability of the Transmission Owner and other entities to negotiate alternative cost sharing arrangements voluntarily and separately from this regional cost allocation method.~~

3. A capital cost estimate of the proposed transmission project. If the cost estimate differs greatly from generally accepted estimates of projects of comparable scope, the transmission developer may be asked to support such differences with supplemental information;
4. Data and/or files necessary to appropriately model the proposed transmission project;
5. Documentation of the specific transmission need(s) that the proposed transmission project is intended to address. This documentation should include a description of the transmission need(s), timing of the transmission need(s), and may include the technical analysis performed to support that the proposed transmission project addresses the specified transmission need(s);
6. A description of why the proposed transmission project is expected to be more efficient or cost effective than other transmission projects included in the then-current regional transmission plan. If available, and to facilitate the evaluation of the proposal and to mitigate the potential for disputes, the entity proposing the project for potential selection in a regional transmission plan for RCAP may submit documentation of detailed technical analyses performed that supports the position that the

¹² The regional cost allocation process provided hereunder in accordance with Sections 26-32 does not limit the ability of the Transmission Owner and other entities to negotiate alternative cost sharing arrangements voluntarily and separately from this regional cost allocation method.

proposed transmission project addresses the specified transmission needs more efficiently or cost-effectively. Such optional documentation could include the following:

- Transmission projects in the latest transmission expansion plan or regional transmission plan that would be displaced by the proposed project,
 - Any additional projects that may be required in order to implement the proposed project, or
 - Any reduction/increase in real-power transmission system losses;
7. The transmission developer must provide a reasonable explanation of, as it pertains to its proposed project, its planned approach to satisfy applicable regulatory requirements and its planned approach to obtain requisite authorizations necessary to acquire rights of way and to construct, operate, and maintain the proposed facility in the relevant jurisdictions;
- The transmission developer should not expect to use the Transmission Owner's right of eminent domain for ROW acquisition;
8. How the transmission developer intends to comply with all applicable standards and obtain the appropriate NERC certifications,
- If it or a parent, owner, affiliate, or member who will be performing work in connection with the potential transmission project is registered with NERC or other industry organizations pertaining to electric reliability and/or the development, construction, ownership, or operation, and/or maintenance of electric infrastructure facilities, a list of those registrations;
9. The experience of the transmission developer specific to developing, constructing, maintaining, and operating the type of transmission facilities contained in the transmission project proposed for potential selection in a regional transmission plan for RCAP,
- Including verifiable past achievements of containing costs and adhering to construction schedules for transmission projects of similar size and scope as the proposed transmission project, and
 - Including a description of emergency response and restoration of damaged equipment capability;

10. The planned or proposed project implementation management teams and the types of resources, including relevant capability and experience, contemplated for use in the development and construction of the proposed project;
11. A written commitment to comply with all applicable standards, including Good Utility Practices, governing the engineering, design, construction, operation, and maintenance of transmission projects in the SERTP region; and
12. Evidence of the ability of the transmission developer, its affiliate, partner or parent company to secure a financial commitment from an approved financial institution(s) agreeing to finance the construction, operation, and maintenance of the transmission project if selected in a regional transmission plan for RCAP.

26.2 Administrative Fee: An administrative fee of \$25,000 to off-set the costs to review, process and evaluate each transmission project proposal. A refund of \$15,000 will be provided to the transmission developer if:

1. The proposal is determined to not satisfy the qualification criteria in Section 26.1; or
2. The transmission developer withdraws its proposal by providing written notification of its intention to do so to the Transmission Owner prior to the First RPSG Meeting and Interactive Training Session for that transmission planning cycle.

26.3 Deadline for Transmission Developer Submittals: In order for its transmission project to be considered for RCAP in the current transmission planning cycle, a transmission developer must provide the requisite information and payment identified in Sections 26.1 through 26.2 to the Transmission Owner in accordance with the submittal instructions provided on the Regional Planning Website no later than 60 calendar days after the SERTP Annual Transmission Planning Summit and Input Assumptions Meeting for the previous transmission planning cycle.

26.4 Initial Review of Submittal and Opportunity for Cure: The Transmission Owner will notify transmission developers who propose a transmission project for potential selection in a regional transmission plan for RCAP whose submittals do not meet the requirements specified in Section 26.1 through 26.2, or who provide an incomplete submittal, within 45 calendar days of the submittal deadline to allow the transmission developer an opportunity to remedy any identified deficiency(ies). Transmission developers, so notified, will have 15 calendar days to resubmit the necessary supporting documentation to remedy the identified deficiency. The Transmission Owner will notify the transmission developer, whether they have adequately remedied the deficiency within 30 calendar days of

the resubmittal. Should the deficiency(ies) remain unremedied, then the transmission project will not be considered for RCAP.

26.5 Change in the Qualification Information or Circumstances

26.5.1 The transmission developer proposing a transmission project for potential selection in a regional transmission plan for RCAP has an obligation to update and report in writing to the Transmission Owner any change to its or its parent company's information that was provided as the basis for its satisfying the requirements of Sections 24 through 32, except that the transmission developer is not expected to update its technical analysis performed for purposes of Section 26.1(6) to reflect updated transmission planning data as the transmission planning cycle(s) progresses.

26.5.2 The transmission developer must inform the Transmission Owner of the occurrence of any of the developments described in (1) or (2) below should the following apply (and within the prescribed time period): (i) within five (5) business days of the occurrence if the transmission developer has a pre-qualification application pending as of the date of the occurrence; (ii) upon the submission of a renewal request for pre-qualification should the development have occurred since the transmission developer was pre-qualified; (iii) prior to, or as part of, proposing a transmission project for potential selection in a regional transmission plan for RCAP pursuant to Section 26.1 should the development have occurred since the transmission developer was pre-qualified; and (iv) within five (5) business days of the occurrence if the transmission developer has a transmission project either selected or under consideration for selection in a regional transmission plan for RCAP. These notification requirements are applicable upon the occurrence of any of the following:

1. the existence of any material new or ongoing investigations against the transmission developer by the Commission, the Securities and Exchange Commission, or any other governing, regulatory, or standards body that has been or was required to be made public; if its parent company has been relied upon to meet the requirements of Section 24.1(2) or Section 32, such information must be provided for the parent company and, in any event, with respect to any affiliate that is a transmitting utility; and
2. any event or occurrence which could constitute a material adverse change in the transmission developer's (and, if the parent company has been relied upon to meet the requirements of Section 24.1(2) or Section 32, the parent company's) financial condition ("Material Adverse Change") such as:
 - A. A downgrade or suspension of any debt or issuer rating by

any Rating Agency,

- B. Being placed on a credit watch with negative implications (or similar) by any Rating Agency,
- C. A bankruptcy filing or material default or defalcation,
- D. Insolvency,
- E. A quarterly or annual loss or a decline in earnings of twenty-five percent (25%) or more compared to the comparable year-ago period,
- F. Restatement of any prior financial statements, or
- G. Any government investigation or the filing of a lawsuit that reasonably would be expected to adversely impact any current or future financial results by twenty-five percent (25%) or more.

26.5.3 If at any time the Transmission Owner concludes that a transmission developer or a potential transmission project for possible selection in a regional transmission plan for RCAP no longer satisfies such requirements specified in Sections 24 through 26, then the Transmission Owner will so notify the transmission developer or entity who will have fifteen (15) calendar days to cure. If the transmission developer does not meet the fifteen (15) day deadline to cure, or if the Transmission Owner determines that the transmission developer continues to no longer satisfy the requirements specified in Sections 24 through 26 despite the transmission developer's efforts to cure, then the Transmission Owner may, without limiting its other rights and remedies, immediately remove the transmission developer's potential transmission project(s) from consideration for potential selection in a regional transmission plan for RCAP and, if previously selected, from being selected in a regional transmission plan for RCAP, as applicable.

26.6 Projects Proposed for RCAP Where the Entity Making the Proposal Does Not Intend to be the Developer of the Project: Any Stakeholder may propose a potentially more cost effective or efficient transmission project for consideration in the transmission planning process in accordance with Section 13.5.3, and nothing herein limits the ability of a Stakeholder and other entities to negotiate alternative transmission development arrangements voluntarily and separately from the processes provided in this Attachment K. Should an entity propose a transmission project for potential selection in a regional transmission plan for RCAP but not intend to develop the project, then the following applies. Such an entity must submit the information required by Sections 26.1(1), 26.1(5), and 26.1(6) for a regional transmission project eligible for potential selection in a regional transmission plan for RCAP within the sixty (60) day window

established in 16.3. Provided that the proposal complies with those requirements, the Transmission Owner will make information describing the proposal available on the Regional Planning Website. The entity proposing the transmission project should coordinate with a transmission developer (either incumbent or nonincumbent) to have the developer submit the remaining information and materials required by Section 26. A pre-qualified transmission developer, should it decide to proceed, must submit the materials required by Section 26 within the sixty (60) day window established in Section 26.3 in order for the proposed transmission project to be considered for selection in a regional transmission plan for RCAP. If such a transmission project has not been so submitted within the sixty (60) day window established in Section 26.3, then the Transmission Owner may treat the project as a Stakeholder-proposed transmission project alternative pursuant to Section 13.5.3. Furthermore, should the Transmission Owner identify in the regional transmission planning process a regional transmission project that is selected in the regional transmission plan for RCAP that does not have a transmission developer that intends or is able to develop the project, the Transmission Owner will identify such project on the Regional Planning Website. A prequalified transmission developer that desires to develop the project, whether incumbent or non-incumbent, may then propose the transmission project pursuant to Sections 25 and 26, as the intended transmission developer for the project's on-going consideration in a regional transmission plan for RCAP.

27. Evaluation and Potential Selection of Proposals for Selection in a Regional Transmission Plan for RCAP

27.1 Potential Transmission Projects Seeking RCAP Will be Evaluated in the Normal Course of the Transmission Planning Process: During the course of the then-current transmission expansion planning cycle (and thereby in conjunction with other system enhancements under consideration in the transmission planning process), the Transmission Owner will evaluate current transmission needs and assess alternatives to address current needs including the potential transmission projects proposed for possible selection in a regional transmission plan for RCAP by transmission developers consistent with the regional evaluation process described in Section 21. Such evaluation will be in accordance with, and subject to (among other things), state law pertaining to transmission ownership, siting, and construction. Utilizing coordinated models and assumptions, the Transmission Owner will perform analyses, including power flow, dynamic, and short circuit analyses, as necessary and, applying its planning guidelines and criteria to evaluate submittals, determine whether, throughout the ten (10) year planning horizon:

1. The proposed transmission project addresses an underlying transmission need(s);
2. The proposed transmission project addresses transmission needs that are currently being addressed with projects in the transmission planning process

and if so, which projects could be displaced (consistent with the reevaluation of the projects included in a regional transmission plan as described in Section 29) by the proposed transmission project, including:

- transmission projects in the Transmission Owner’s ten year transmission expansion plan,
 - transmission projects in the regional transmission plan, including those currently under consideration and/or selected for RCAP;
3. The proposed transmission project addresses a transmission need(s) for which no transmission project is currently included in the latest ten (10) year expansion plans and/or regional transmission plan. If so, the Transmission Owner will identify an alternative transmission project(s) which would be required to fully and appropriately address the same transmission need(s) (e.g., otherwise considered to be the more efficient or cost effective transmission alternative). The Transmission Owner will identify and evaluate such an alternative transmission project(s) consistent with the processes described in Sections 1-10 and 21;
 4. Any additional projects that would be required to implement the proposed transmission project;
 5. The proposed transmission project reduces and/or increases real power transmission losses on the transmission system within the SERTP region.

Previous analysis may be used, either in part or in whole, if applicable to the evaluation of the proposed regional transmission project. Stakeholders may provide input into the evaluation of RCAP proposals throughout the SERTP process consistent with Section 13.5.3.

27.2 Transmission Benefit-to-Cost Analysis Based Upon Planning Level Cost Estimates

27.2.1 Based upon the evaluation outlined in Section 27.1, the Transmission Owner will assess whether the transmission developer’s transmission project proposed for potential selection in a regional transmission plan for RCAP is considered at that point in time to yield meaningful, net regional benefits. Specifically, the proposed transmission project should yield a regional transmission benefit-to-cost ratio of at least 1.25 and no individual Impacted Utility should incur increased, unmitigated transmission costs.⁺⁶¹³

¹³ An entity would incur increased, unmitigated transmission costs should it incur more costs than displaced benefits and not be compensated/made whole for those additional costs. For purposes of this Attachment K, the terms “Impacted Utilities” shall mean: i) the Beneficiaries identified in the evaluation of the proposed transmission

project and ii) any entity identified in this Section 27.2.1 to potentially have increased costs on its transmission system located in the SERTP region in order to implement the proposal.

1. The benefit used in this calculation for purposes of assessing the transmission developer's proposed transmission project will be quantified by the Beneficiaries' total cost savings in the SERTP region associated with:
 - A. All transmission projects in the ten (10) year transmission expansion plan which would be displaced, as identified pursuant to Section 27.1;
 - B. All regional transmission projects included in the regional transmission plan which would be displaced, as identified pursuant to Section 27.1 and to the extent no overlap exists with those transmission projects identified as displaceable in the Transmission Owner's ten (10) year transmission expansion plan. This includes transmission projects currently selected in the regional transmission plan for RCAP; and
 - C. All alternative transmission project(s), as determined pursuant to Section 27.1 that would be required in lieu of the proposed regional transmission project, if the proposed regional transmission project addresses a transmission need for which no transmission project is included in the latest ten (10) year expansion plan and/or regional transmission plan.
2. The cost used in this calculation will be quantified by the transmission cost within the SERTP region associated with:

¹⁶ ~~An entity would incur increased, unmitigated transmission costs should it incur more costs than displaced benefits and not be compensated/made whole for those additional costs. For purposes of this Attachment K, the terms "Impacted Utilities" shall mean: i) the Beneficiaries identified in the evaluation of the proposed transmission project and ii) any entity identified in this Section 27.2.1 to potentially have increased costs on its transmission system located in the SERTP region in order to implement the proposal~~

- A. The project proposed for selection in a regional transmission plan for RCAP; and
- B. Any additional projects within the SERTP region on Impacted utility transmission systems required to implement the proposal as identified pursuant to Section 27.1.
- C. For interregional transmission projects proposed for purposes of cost allocation between the SERTP and a neighboring

region(s), the cost used in this calculation will be quantified by the transmission cost of the project multiplied by the allocation of the transmission project's costs (expressed as a fraction) to the SERTP region, as specified in the applicable interregional cost allocation procedures, plus the transmission costs of any additional projects within the SERTP region on Impacted Utility transmission systems required to implement the proposal as identified pursuant to Section 27.1.

3. If the initial BTC calculation results in a ratio equal to or greater than 1.0, then the Transmission Owner will calculate the estimated change in real power transmission losses on the transmission system(s) of Impacted Utilities located in the SERTP. In that circumstance, an updated BTC ratio will be calculated consistent with Section 27.2. in which:

A. The cost savings associated with a calculated reduction of real power energy losses on the transmission system(s) will be added to the benefit; and

B. The cost increase associated with a calculated increase of real power energy losses on the transmission system(s) will be added to the cost.

27.2.2 The Transmission Owner will develop planning level cost estimates for use in determining the regional benefit-to-cost ratio. Detailed engineering estimates may be used if available. If the Transmission Owner uses a cost estimate different than a detailed cost estimate(s) provided by the transmission developer for use in performing the regional benefit-to-cost ratio, the Transmission Owner will provide a detailed explanation of such difference to the transmission developer.

27.2.3 The cost savings and/or increase associated with real power losses on the transmission system(s) within the SERTP region with the implementation of the proposed regional transmission project will be estimated for each Impacted Utility throughout the ten (10) year transmission planning horizon as follows:

- The Transmission Owner will utilize power flow models to determine the change in real power losses on the transmission system at estimated average load levels.
 - If the estimated change in real power transmission losses is less than 1 MW on a given transmission system of an Impacted Utility, no cost savings and/or cost increase for change in real power transmission

losses on such system will be assigned to the proposal.

- The Transmission Owner will estimate the energy savings associated with the change in real power losses utilizing historical or forecasted data that is publicly available (e.g., FERC Form 714).

27.2.4 Within 30 days of the Transmission Owner completing the foregoing regional benefit-to-cost analysis, the Transmission Owner will notify the transmission developer of the results of that analysis. For potential transmission projects found to satisfy the foregoing benefit-to-cost analysis, the Impacted Utilities will then consult with the transmission developer of that project to establish a schedule for the following activities specified below, with the schedule to be developed within 90 days of the notification: 1) the transmission developer providing detailed financial terms for its proposed project and 2) the proposed transmission project to be reviewed by the jurisdictional and/or governance authorities of the Impacted Utilities pursuant to Section 27.4 for potential selection in a regional transmission plan for RCAP.¹⁷¹⁴

27.3 The Transmission Developer to Provide More Detailed Financial Terms and the Performance of a Detailed Transmission Benefit-to-Cost Analysis:

27.3.1 By the date specified in the schedule established in Section 27.2.4, the transmission developer shall identify the detailed financial terms for its proposed project, establishing in detail: (1) the total cost to be allocated to

¹⁷ ~~The schedule established in accordance with Section 27.2.4 will reflect considerations such as the timing of those transmission needs the regional project may address as well as the lead times of the regional project, transmission projects that must be implemented in support of the regional project, and projects that may be displaced by the regional project. This schedule may be revised by the Transmission Owner and the Impacted Utilities, in consultation with the transmission developer, as appropriate to address, for example, changes in circumstances and/or underlying assumptions.~~

the Beneficiaries if the proposal were to be selected in a regional transmission plan for RCAP, and (2) the components that comprise that cost, such as the costs of:

- Engineering, procurement, and construction consistent with Good Utility Practice and standards and specifications acceptable to the Transmission Owner,
- Financing costs, required rates of return, and any and all incentive-based (including performance based) rate treatments,
- Ongoing operations and maintenance of the proposed transmission project,
- Provisions for restoration, spare equipment and materials, and emergency repairs, and

- Any applicable local, state, or federal taxes.

27.3.2 To determine whether the proposed project is considered at that time to remain a more efficient or cost effective alternative, the Transmission Owner will then perform a more detailed 1.25 transmission benefit-to-cost analysis consistent with that performed pursuant to Section 27.2.1. This more detailed transmission benefit-to-cost analysis will be based upon the

¹⁴ The schedule established in accordance with Section 27.2.4 will reflect considerations such as the timing of those transmission needs the regional project may address as well as the lead-times of the regional project, transmission projects that must be implemented in support of the regional project, and projects that may be displaced by the regional project. This schedule may be revised by the Transmission Owner and the Impacted Utilities, in consultation with the transmission developer, as appropriate to address, for example, changes in circumstances and/or underlying assumptions.

detailed financial terms⁺⁸¹⁵ provided by the transmission developer, as may be modified by agreement of the transmission developer and Beneficiary(ies), and any additional, updated, and/or more detailed transmission planning, cost or benefit information/component(s) as provided by the Impacted Utilities that are applicable to/available for the proposed transmission project, the projects that would be displaced, any additional projects required to implement the proposal and real power transmission loss impacts.⁺⁹¹⁶ Once the Transmission Owner has determined the outcome of the aforementioned regional benefit-to-cost analysis, the Transmission Owner will notify the transmission developer within 30 days of the outcome.

¹⁸ ~~The detailed financial terms are to be provided by the date specified in the schedule to be developed by the Impacted Utilities and the transmission developer in accordance with Section 27.2.4.~~

¹⁹ ~~The performance of this updated, detailed benefit to cost analysis might identify different Beneficiaries and/or Impacted Utilities than that identified in the initial benefit to cost analysis performed in accordance with Section 27.2.1.~~

27.3.3 To provide for an equitable comparison, the costs of the transmission projects that would be displaced and/or required to be implemented in such a detailed benefit-to-cost analysis will include comparable cost components as provided in the proposed project's detailed financial terms¹⁹ (and vice-versa), as applicable. The cost components of the transmission projects that would be displaced will be provided by the

Transmission Owner and/or other Impacted Utilities who would own the displaced transmission project. The cost components of the proposed transmission project and of the transmission projects that would be displaced will be reviewed and scrutinized in a comparable manner in performing the detailed benefit to cost analysis.

27.4 Jurisdictional and/or Governance Authority Review: Should the proposed transmission project be found to satisfy the more detailed benefit-to-cost analysis specified in Section 27.3, the state jurisdictional and/or governance authorities of the Impacted Utilities will be provided an opportunity to review the transmission project proposal and otherwise consult, collaborate, inform, and/or provide recommendations to the Transmission Owner. The recommendations will inform the Transmission Owner's selection decision for purposes of Section 27.5, and such a recommendation and/or selection of a project for inclusion in a regional transmission plan for RCAP shall not prejudice the state jurisdictional and/or governance authority's (authorities') exercise of any and all rights granted to them pursuant to state or Federal law with regard to any project evaluated and/or selected for RCAP that falls within such authority's (authorities') jurisdiction(s).

¹⁵ The detailed financial terms are to be provided by the date specified in the schedule to be developed by the Impacted Utilities and the transmission developer in accordance with Section 27.2.4.

¹⁶ The performance of this updated, detailed benefit-to-cost analysis might identify different Beneficiaries and/or Impacted Utilities than that identified in the initial benefit-to-cost analysis performed in accordance with Section 27.2.1.

27.5 Selection of a Proposed Transmission Project for RCAP:

27.5.1 The Transmission Owner will select a transmission project (proposed for RCAP) for inclusion in the regional transmission plan for RCAP for the then-current planning cycle if the Transmission Owner determines that the project is a more efficient or cost effective transmission project as compared to other alternatives to reliably address transmission need(s).²⁰¹⁷ Factors considered in this determination include:

- Whether the project meets or exceeds the detailed benefit-to-cost analysis performed pursuant to Section 27.3. Such detailed benefit-to-cost analysis may be reassessed, as appropriate, based upon the then-current
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²⁰ ~~Being selected for RCAP in the then current iteration of a regional transmission plan only provides how the costs of the transmission project may be allocated in Commission approved rates should the project be built. Being selected in a regional transmission plan for RCAP provides no rights with regard to siting, construction, or ownership. The transmission developer must obtain all requisite approvals to site and build its transmission project. A transmission project may be removed from being selected in a regional transmission plan for RCAP in accordance with the provisions of Sections 26.4, 29, 30, 31 and 32. Beneficiaries and to otherwise reflect additional, updated, and/or more detailed transmission planning, cost or benefit information/component(s) that are applicable to/available for the proposed transmission project, the projects that would be displaced, any additional projects required to implement the proposal and real power transmission loss impacts;~~

- Any recommendation provided by state jurisdictional and/or governance authorities in accordance with Section 27.4 including whether the transmission developer is considered reasonably able to construct the transmission project in the proposed jurisdiction(s);
 - Whether, based on the timing for the identified Transmission Need(s) and the stages of project development provided by the transmission developer in accordance with Section 26.1 and as otherwise may be updated, the transmission developer is considered to be reasonably able to construct and tie the proposed transmission project into the transmission system by the required in-service date;
 - Whether it is reasonably expected that the Impacted Utilities will be able to construct and tie-in any additional facilities on their systems located within the SERTP region that are necessary to reliably implement the proposed transmission project; and
 - Any updated qualification information regarding the transmission developer's finances or technical expertise, as detailed in Section 24.
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¹⁷ Being selected for RCAP in the then-current iteration of a regional transmission plan only provides how the costs of the transmission project may be allocated in Commission-approved rates should the project be built. Being selected in a regional transmission plan for RCAP provides no rights with regard to siting, construction, or ownership. The transmission developer must obtain all requisite approvals to site and build its transmission project. A transmission project may be removed from being selected in a regional transmission plan for RCAP in accordance with the provisions of Sections 26.4, 29, 30, 31 and 32.

The Transmission Owner will post on the Regional Planning Website its determination regarding whether a proposed project will be selected for inclusion in the regional transmission plan for RCAP for that transmission planning cycle. The Transmission Owner will document its determination in sufficient detail for Stakeholders to understand why a particular project was selected or not selected for RCAP and will make this supporting documentation available to the transmission developer or Stakeholders, subject to any applicable confidentiality requirements. For projects selected in the regional transmission plan for purposes of RCAP, the documentation will also include sufficient information regarding the application of the regional cost allocation method to determine the benefits, and identify the Beneficiaries of the proposed regional transmission project.

27.5.2 If a regional transmission project is selected in the regional transmission plan for purposes of RCAP, the Transmission Owner will perform analyses to determine whether, throughout the ten (10) year planning horizon, the proposed transmission project could potentially result in reliability impacts to the transmission system(s) of an adjacent neighboring transmission planning region(s). If a potential reliability impact is identified, the Transmission Owner will coordinate with the neighboring planning region on any further evaluation. The costs associated with any required upgrades identified in neighboring planning regions will not be included for RCAP within the SERTP.

28. Cost Allocation to the Beneficiaries: If a regional transmission project is selected in a regional transmission plan for RCAP in accordance with Section 27.5 and then constructed and placed into service, the Beneficiaries will be allocated the regional transmission project's costs based upon their cost savings calculated in accordance with Sections 27.3 and 27.4 associated with:

1. The displacement of one or more of the transmission projects previously included in their ten (10) year transmission expansion plan.
2. The displacement of one or more regional transmission projects previously included in the regional transmission plan. More specifically, if a regional transmission project addresses the same transmission need(s) as a transmission project selected in a regional transmission plan for RCAP and displaces the original RCAP project as a more efficient or cost effective alternative, this cost

allocation component will be based upon the costs of the original RCAP project that were to be allocated to the Beneficiaries in accordance with the application of the regional cost allocation method to the transmission project being displaced.

3. Any alternative transmission project(s) that would be required in lieu of the regional transmission project, if the proposed regional transmission project addresses a transmission need for which no transmission project is included in the latest ten (10) year expansion plan and/or regional transmission plan.
4. The reduction of real power transmission losses on their transmission system.

29. On-Going Evaluations of the Regional Transmission Plan:

29.1 In order to ensure that the Transmission Owner can efficiently and cost effectively meet its respective reliability, duty to serve, and cost of service obligations, and to ensure that the proposed transmission project remains the more efficient or cost effective alternative, the Transmission Owner will continue to reevaluate the regional transmission plan throughout the then-current planning cycle and in subsequent cycles. This continued reevaluation will assess in subsequent expansion planning processes that reflect ongoing changes in actual and forecasted conditions, the then-current transmission needs and determine whether transmission projects included in the regional transmission plan (i) continue to be needed and (ii) are more efficient or cost effective as compared to alternatives.

- These on-going assessments will include reassessing transmission projects that have been selected in the regional transmission plan for RCAP and any projects that are being considered for potential selection in a regional transmission plan for RCAP.

29.2 Even though a transmission project may have been selected in a regional transmission plan for RCAP in an earlier regional transmission plan, if it is determined that the transmission project is no longer needed and/or it is no longer more efficient or cost effective than alternatives, then the Transmission Owner may notify the transmission developer and remove the proposed project from being selected in a regional transmission plan for RCAP.

29.3 The cost allocation of a regional transmission project selected in a regional transmission plan for RCAP that remains selected in the regional transmission plan for RCAP may be modified in subsequent planning cycles based upon:

1. The then-current determination of benefits (calculated consistent with Section 27.3),
2. Cost allocation modifications as mutually agreed by the Beneficiaries, or
3. Cost modifications, as found acceptable by both the transmission

developer and the Beneficiary(ies).

All prudently incurred costs of the regional transmission project will be allocated if the project remains selected in the regional plan for RCAP ~~and is constructed and placed into service.~~

- 29.4** The reevaluation of the regional transmission plan will include the reevaluation of a particular transmission project included in the regional transmission plan until it is no longer reasonably feasible to replace the proposed transmission project as a result of the proposed transmission project being in a material stage of construction and/or if it is no longer considered reasonably feasible for an alternative transmission project to be placed in service in time to address the underlying transmission need(s) the proposed project is intended to address.

30. Delay or Abandonment

- 30.1** The transmission developer shall promptly notify the Transmission Owner should any material changes or delays be encountered in the development of a potential transmission project selected in a regional transmission plan for RCAP. As part of the Transmission Owner's on-going transmission planning efforts, the Transmission Owner will assess whether alternative transmission solutions may be required in addition to, or in place of, a potential transmission project selected in a regional transmission plan for RCAP due to the delay in its development or abandonment of the project. The identification and evaluation of potential transmission project alternative solutions may include transmission project alternatives identified by Transmission Owner to include in the ten year transmission expansion plan. Furthermore, nothing precludes the Transmission Owner from proposing such alternatives for potential selection in a regional transmission plan for RCAP pursuant to Section 26.

- 30.2** Based upon the alternative transmission projects identified in such on-going transmission planning efforts, the Transmission Owner will evaluate the transmission project alternatives consistent with the regional planning process. The Transmission Owner will remove a delayed project from being selected in a regional transmission plan for RCAP if the project no longer:

1. Adequately addresses underlying transmission needs by the required transmission need dates; and/or
2. Remains more efficient or cost effective based upon a reevaluation of the detailed benefit-to-cost calculation. The BTC calculation will factor in any additional transmission solutions required to implement the proposal (*e.g.*, temporary fixes) and will also compare the project to identified transmission project alternatives.

31. Milestones of Required Steps Necessary to Maintain Status as Being Selected for

RCAP

- 31.1** Once a regional transmission project is selected in a regional transmission plan for RCAP, the transmission developer must submit a development schedule to the Transmission Owner and the Impacted Utilities that establishes the milestones by which the necessary steps to develop and construct the transmission project must occur. These milestones include (to the extent not already accomplished) obtaining all necessary ROWs and requisite environmental, state, and other governmental approvals. A development schedule will also need to be established for any additional projects by Impacted Utilities that are determined necessary to integrate the transmission projects selected in a regional transmission plan for RCAP. The schedule and milestones must be satisfactory to the Transmission Owner and the Impacted Utilities.
- 31.2** In addition, the Beneficiaries will also determine and establish the deadline(s) by which the transmission developer must provide security/collateral for the proposed project that has been selected in a regional transmission plan for RCAP to the Beneficiaries or otherwise satisfy requisite creditworthiness requirements. The security/collateral/creditworthiness requirements shall be as described or referenced in Section 32.
- 31.3** If such critical steps are not met by the specified milestones and then afterwards maintained, then the Transmission Owner may remove the project from being selected in a regional transmission plan for RCAP.

32. Credit and Security Requirements to Protect the Beneficiaries Against Delay or Abandonment of a Transmission Project Selected in a Regional Transmission Plan for RCAP

- 32.1 Demonstration of Financial Strength:** In order for a project to be selected and remain selected in a regional transmission plan for RCAP, the transmission developer must satisfy the following:
- 32.1.1** Consistent with Sections 24.1 and 26.5.3, the transmission developer for such project or its parent company providing the Beneficiaries with a parent guaranty (“Parent Guarantor”) must have and maintain a Credit Rating of BBB- (or equivalent) or better from one or more of the Rating Agencies and not have or obtain less than any such Credit Rating by any of the Rating Agencies, or the transmission developer must be Unrated and have and maintain a Rating Equivalent of BBB- or better.
- 32.1.2** In addition to the requirements of Section 32.1.1, the transmission developer must satisfy one of the following by and at all times after the deadline established pursuant to Section 31.2:
1. The transmission developer must (i) have and maintain a Credit Rating of BBB+ (or equivalent) or better from one or more of the

Rating Agencies and not have or obtain less than any such Credit Rating by any of the Rating Agencies or (ii) be Unrated and have and maintain a Rating Equivalent of BBB+ or better; or

2. The transmission developer must provide to and maintain with the Beneficiaries Eligible Developer Collateral (as defined in Section 32.4 below) in an amount equal to twenty-five percent (25%) of the total costs of the transmission developer's projects selected in a regional transmission plan for RCAP.

32.2 Limitation of Exposure

32.2.1 Notwithstanding the foregoing, the Beneficiaries may limit their exposure with respect to transmission projects selected in a regional transmission plan being developed by a transmission developer satisfying the requirements of item 1 of Section 32.1.2 above if the aggregate costs of such projects are at any time in excess of the lesser of (a) 10% of the transmission developer's Tangible Net Worth if the transmission developer has a Tangible Net Worth of less than one billion dollars or (b) two hundred fifty million dollars (the "Cap"). In such event, the transmission developer must provide to and maintain with the Beneficiaries Eligible Developer Collateral in a dollar amount not less than the amount by which the aggregate costs of such projects exceed the Cap. Each transmission developer will provide and update the Beneficiaries with such information as is necessary to establish and confirm the transmission developer's Tangible Net Worth. For purposes hereof, "Tangible Net Worth" shall be equal to the relevant entity's total equity minus its intangible assets and also minus its goodwill.

32.2.2 Notwithstanding the foregoing, the Beneficiaries may limit their exposure with respect to transmission projects selected in a regional transmission plan being developed by a transmission developer or its affiliates who are satisfying the requirements of item 2 of Section 32.1.2 or 32.2.1 above by providing and maintaining a Developer Parent Guaranty (as defined in Section 32.4 below) if the aggregate costs of such projects are at any time in excess of the lesser of (a) 10% of the Parent Guarantor's Tangible Net Worth if such Parent Guarantor has a Tangible Net Worth of less than one billion dollars or (b) two hundred fifty million dollars (the "Guarantor Cap"). In such event, the transmission developer must provide to and maintain with the Beneficiaries an acceptable Irrevocable Letter of Credit in a dollar amount not less than the amount by which the aggregate costs of such projects exceed the Guarantor Cap. Each transmission developer will provide and update the Beneficiaries with such information as is necessary to establish and confirm the Parent Guarantor's Tangible Net Worth.

32.3 Credit Evaluation/Updates

32.3.1 On at least an annual basis, a transmission developer with a transmission project selected in a regional transmission plan for RCAP will provide the Beneficiaries with an updated, completed application and the updated information described in Section 24.1.

32.3.2 On at least an annual basis, or more often if there is a Material Adverse Change in the financial condition and/or a relevant change in the Tangible Net Worth of the transmission developer or its Parent Guarantor or if there are issues or changes regarding a transmission project, the Beneficiaries may review the Credit Rating and review and update the Rating Equivalent, Cap, Guarantor Cap and Eligible Developer Collateral requirements for said transmission developer. In the event said transmission developer is required to provide additional Eligible Developer Collateral as a result of the Beneficiaries' review/update, the Beneficiaries will notify the transmission developer and such additional Eligible Developer Collateral must be provided within five (5) business days of such notice, all in amount and form approved by the Beneficiaries.

32.4 Eligible Developer Collateral: Acceptable forms of eligible collateral meeting the requirements referenced below and the Beneficiaries' approval (the "Eligible Developer Collateral") may be either in the form of an irrevocable letter of credit ("Irrevocable Letter of Credit") or parent guaranty issued by a Parent Guarantor who has and maintains a Credit Rating of BBB+ (or equivalent) or better from one or more of the Rating Agencies and does not have or obtain less than any such Credit Rating by any of the Rating Agencies ("Developer Parent Guaranty"). Acceptable forms of Eligible Developer Collateral and related requirements and practices will be posted and updated on the Regional Planning Website and/or provided to the relevant transmission developer directly.

32.4.1 Each Beneficiary shall require an Irrevocable Letter of Credit to be issued to it in a dollar amount equal to the percentage of the costs of a transmission developer's transmission projects allocated or proposed to be allocated to it ("Percentage") multiplied by the aggregate dollar amount of all Irrevocable Letters of Credit constituting or to constitute Eligible Developer Collateral for such transmission projects.

32.4.2 Each Beneficiary shall require a Developer Parent Guaranty to be issued to it in a dollar amount equal to its Percentage multiplied by the aggregate dollar amount of all Developer Parent Guaranties constituting or to constitute Eligible Developer Collateral for such transmission projects.

32.4.2.1 A transmission developer supplying a Developer Parent Guaranty must provide and continue to provide the same information regarding the Parent Guarantor as is required of a transmission developer, including rating information, financial statements and

related information, references, litigation information and other disclosures, as applicable.

32.4.2.2 All costs associated with obtaining and maintaining Irrevocable Letters of Credit and/or Developer Parent Guaranties and meeting the requirements of this Section 32 are the responsibility of the transmission developer.

32.4.2.3 The Beneficiaries reserve the right to deny, reject, or terminate acceptance and acceptability of any Irrevocable Letter of Credit or any Developer Parent Guaranty as Eligible Developer Collateral at any time for reasonable cause, including the occurrence of a Material Adverse Change or other change in circumstances.

32.5 Cure Periods/Default: If a transmission developer fails to comply with the requirements of this Section 32 and such failure is not cured within ten (10) business days after its initial occurrence, the Beneficiaries may declare such transmission developer to be in default hereunder and/or the Beneficiaries may, without limiting their other rights and remedies, revise the Cap, Guarantor Cap and Eligible Developer Collateral requirements; further, if such failure is not cured within an additional ten (10) business days, the Beneficiaries may, without limiting their other rights and remedies, immediately remove any or all of the transmission developer's projects from consideration for potential selection in the regional transmission plan for RCAP and, if previously selected, from being selected in a regional transmission plan for RCAP, as applicable.

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