BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Application of Grain Belt Express Clean Line LLC for a Limited Certificate of Public Convenience to Transact the Business of a Public Utility in the State of Kansas.)

Docket No. 11-GBEE-624-COC

APPLICATION

Grain Belt Express Clean Line LLC ("Clean Line" or "Applicant"), by its undersigned counsel, hereby applies, pursuant to K.S.A. 66-131, for a limited certificate of public convenience and necessity to site, construct, own, operate and maintain bulk electric transmission facilities located in the State of Kansas. This application requests a Transmission Rights Only certificate and in support of this Application, Clean Line states as follows:

I. BACKGROUND

1. Clean Line is a limited liability company organized under the laws of the state of Delaware and qualified to conduct business in the state of Kansas for the purpose of carrying on any lawful business, purpose or activity allowed under Kansas law, which includes the siting, constructing, owning, operating and maintaining of bulk electric transmission facilities in the state of Kansas. Copies of its Certificate of Formation and of its Kansas Certificate of Good Standing are attached as **Exhibits A and B,** respectively. Clean Line's principal offices are located at 1001 McKinney Street, Suite 700, Houston, Texas 77002.

2. Clean Line is a wholly owned subsidiary of Grain Belt Express Holding LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Clean Line Energy Partners LLC ("Clean Line Energy Partners"), also a Delaware limited liability company. The

majority owner of Clean Line Energy Partners is ZAM Ventures, L.P. ("ZAM Ventures"), the principal investment vehicle for ZBI Ventures, L.L.C. ("ZBI Ventures"). ZBI Ventures, which focuses on long-term investments in the energy sector, is a subsidiary of Ziff Brothers Investment, L.L.C.

3. The names and addresses of the person who should receive notices, orders, pleadings or other documents concerning this Application, in addition to the under-signed counsel, is as follows:

Mark Lawlor
Clean Line Energy Partners LLC
16332 Neiman Road
Overland Park, KS 66062

4. Clean Line Energy Partners' mission is to construct and operate high voltage transmission lines and associated facilities for the purpose of connecting the best renewable resources in the U.S. with load and population centers that have an increasing demand for electricity generated by renewable resources. In furtherance of its mission, Clean Line Energy Partners, through its wholly owned direct and indirect subsidiaries, has several high voltage transmission line projects under development in different regions of the U.S.[1]

5. One of the projects under development by Clean Line Energy Partners is the Grain Belt Express Clean Line ("Grain Belt Express" or "the Project"), to be owned and operated

[1] In addition to the project proposed in this Application, Clean Line Energy Partners LLC presently has three other major transmission projects underway in the United States. They are (1) the Rock Island Clean Line, a 500-mile, high voltage transmission line that will transport renewable energy from Iowa and South Dakota or Nebraska to load centers south of Chicago; (2) the Plains and Eastern Clean Line, an 800-mile, high voltage transmission line that will transmit renewable energy from the Oklahoma and Texas Panhandles, and potentially Kansas, to Tennessee Valley Authority and the southeastern United States; and (3) the Centennial West Clean Line, an 800-mile, high voltage transmission line that will transport renewable energy from eastern New Mexico to Nevada and California. Regarding the Plains and Eastern Clean Line project, the Arkansas Public Service Commission recently issued an order in which it affirmed its support for the development of transmission infrastructure within Arkansas as well as the development of opportunities to use and transmit renewable power for the benefit of Arkansas utilities and their ratepayers. However, the Arkansas Commission decided that Clean Line did not yet fall within the statutory definition of "public utility," so the application was dismissed without prejudice. Clean Line will refile for utility status in Arkansas when it files for a siting permit ("CECPN").

by Clean Line. The Grain Belt Express will be a ±500 or ±600 kilo-volt ("kV"), high voltage direct current ("HVDC") transmission line and associated facilities that will be capable of delivering 3,500 megawatts ("MW") of power from Kansas to load centers farther east. The transmission line will originate in western Kansas near Sunflower's Spearville substation, will traverse east across the state into Missouri, and as currently planned, will interconnect with the AC grid at the St. Francois substation in southeastern Missouri. The Grain Belt Express will be approximately 550 miles in length and will deliver renewable energy to the Midwest ISO market. Maps showing electric transmission facilities planned for construction by Clean Line are attached as **Exhibit C.**

6. The proposed line will require a 150- to 250-foot right of way, which will traverse through Kansas for roughly 300 miles. The design of tower structures has yet to be determined, but typically towers for this voltage are 130 to 170 feet tall. The project is anticipated to be financed through private funds, with a projected cost of roughly $1.7 billion and a projected in-service date of 2016.

7. At present, Clean Line does not own any electric public utility facilities located in Kansas, nor does it serve any wholesale or retail customers in Kansas.

8. Clean Line formally introduced the Project to Southwest Power Pool's ("SPP") Transmission Working Group on August 5, 2010. Clean Line has held several meetings with SPP staff to provide the necessary information to include the Project in the Transmission Interconnection Review Process outlined by SPP Criteria. In February 2011, Clean Line became a member of the Southwest Power Pool ("SPP"), and its affiliate, Plains and Eastern Clean Line LLC, has been a member of SPP since October 18, 2010. In November of 2010, SPP sent Clean Line a letter outlining what studies will need to be done on this Project to ensure reliable

operation of the grid and to assess the impact of this Project on the SPP Transmission Systems. Clean Line and SPP have begun the process of scoping for those studies. Clean Line will design the Project in accordance with good utility practice, all applicable laws, and North American Electric Reliability Corporation and SPP criteria. Clean Line will coordinate the Project with SPP and its members to protect the reliability of the SPP system and to ensure that the Grain Belt Express complies with SPP's technical requirements.

9. Clean Line, on behalf of the Grain Belt Express Clean Line, has also filed a Project Proposal with the Department of Energy ("DOE") under Section 1222 of the Energy Policy Act of 2005 requesting that DOE enter into negotiations with Clean Line for developing a partnership for the Grain Belt Express. This is a parallel process to the current application filing before the State Corporation Commission of the State of Kansas ("Commission" or "KCC") and will provide additional benefits to the public, the State of Kansas and Clean Line itself. Because of its nature as a multi-state, regional transmission project, these concurrent processes will allow multiple regulatory bodies to work together to provide regulatory oversight. A copy of the DOE proposal can be provided upon request.

10. Support for this filing before the Commission is provided in the testimony of the following witnesses:

(a) Direct Testimony and Exhibits of Michael Skelly, President: Mr. Skelly provides an overview of Clean Line Energy Partners, its business objectives and projects, and its managerial, financial and technical resources and capabilities. He also addresses the need for the development of long-distance, multi-state transmission projects such as the Grain Belt Express to spur the development of wind generation facilities in Kansas.

In addition, Mr. Skelly explains the benefits of the Grain Belt Express to Kansas and other areas of the country.

(b) Direct Testimony and Exhibits of James Glotfelty, Executive Vice President – External Affairs: Mr. Glotfelty describes the transmission services that Clean Line will provide and addresses Clean Line's and Clean Line Energy Partners' efforts to understand issues important to stakeholders in Kansas in connection with the development and construction of the Grain Belt Express. In conjunction with Mr. Skelly's testimony, he explains the need to construct new interstate, inter-regional transmission lines, such as Clean Line's proposed Grain Belt Express, particularly for the purpose of connecting remote, wind-rich areas that are ideal locations for wind generation facilities, to load and population centers. Mr. Glotfelty briefly discusses the high voltage direct current ("HVDC") technology that will be used for the Grain Belt Express and the other interstate transmission projects being developed by Clean Line Energy Partners and its subsidiaries, an issue that is discussed in more detail in the testimony of Dr. Wayne Galli.

(c) Direct Testimony of Dr. Wayne Galli, Vice President – Transmission and Technical Services: Dr. Galli addresses Clean Line's managerial and technical capabilities to be certificated as a public utility providing only transmission services. He also describes the benefits of Clean Line's proposed use of HVDC technology for the Grain Belt Express transmission project.

(d) Direct Testimony and Exhibits of David Berry, Vice President – Strategy and Finance: Mr. Berry addresses Clean Line's financial capabilities to be certificated as a public utility providing only transmission services. Mr. Berry also provides the

financial statements for Grain Belt Express Clean Line LLC and Clean Line Energy Partners LLC, which are included as exhibits to his testimony. Further, Mr. Berry testifies regarding Clean Line's intention to maintain its books and records in accordance with the Federal Energy Regulatory Commission's ("FERC") Uniform System of Accounts at 18 C.F.R. Part 101.

(e) Direct Testimony of Bryan Begley, Board of Directors of Clean Line Energy Partners and a Managing Director of ZBI Ventures: Mr. Begley addresses Clean Line's Application from the perspective of ZAM Ventures, which is the majority owner of Clean Line's ultimate parent company, Clean Line Energy Partners LLC. He discusses the reasons ZAM Ventures has invested in Clean Line Energy Partners and ZAM Ventures' support of Clean Line Energy Partners' business objectives.

The testimony and exhibits of these witnesses provide information in support of Clean Line's Application under K.S.A. 66-131 for a Certificate of Public Convenience and Necessity to operate as a public utility in Kansas.

II. LEGAL STANDARDS

11. Clean Line will fall within the definition of a public utility, as set forth in K.S.A. 66-104, and must, therefore, obtain a Certificate of Public Convenience and Necessity, as required by K.S.A. 66-131 before it can conduct business in Kansas. As requested by Clean Line in this Application, the Commission may limit Clean Line's certificate to allow its business as a public utility in the State to include only the ability to build and operate transmission lines, as described herein.

12. Pursuant to K.S.A. 66-131, no public utility may conduct business in Kansas until it has obtained a certificate from the Commission, which will be issued if it is shown

> that pubic convenience and necessity will be promoted by authorization of the plan for the electric facilities envisioned in the application. Public convenience means the convenience of the public, not the convenience of particular individuals. Public necessity does not necessarily mean there must be a showing of absolute need. As used, the word "necessity" means a public need without which the public is inconvenienced to the extent of being handicapped. Central Kansas Power Co. v. State Corp. Comm'n, 206 Kan. 670, 676 (1971).

13. To obtain a certificate of convenience and necessity, an entity must demonstrate that it will "promote the public convenience." As demonstrated in this Application and the testimony filed herewith, Clean Line's Application meets the standard applied in Kansas for certification under K.S.A. 66-131.

14. In previous dockets, the Commission has examined the following issues regarding whether certification should be granted to an entity applying to build transmission in or through Kansas:[2]

(a) Whether the Agreement will result in unnecessary duplication of utility service;

(b) The impact on wholesale competition;

(c) The effect of the Agreement on the Commission's jurisdiction to regulate and to audit public utility operations and transmission operations, including the effect of the Agreement on ongoing authority to regulate, review and oversee the Applicants' transmission operations in Kansas;

[2] See Dockets No. 06-SPPE-202-COC, 06-WSEE-203-MIS, 07-ITCE-380-COC, 08-KMOE-028-COC, 08-PWTE-1022-CIC and 08-ITCE-936-COC/08-ITCE-937-COC/08-ITCE-938-COC.

(d) Whether the proposed transaction will be beneficial on an overall basis to state and local economies and to communities in the area affected by the resulting public utility operations in the state;

(e) The effect of the transaction on reliability of service;

(f) Whether the Agreement will promote adequate and efficient service;

(g) Whether the Agreement reduces the possibility of economic waste;

(h) What impact, if any, the Agreement has on the public safety;

(i) The effect of the transaction on customers;

(j) The effect of the transaction on the environment;

(k) The effect of the transaction on public utility shareholders; and

(l) Whether the transaction maximizes the use of Kansas energy resources.

15. The Commission has also recognized that, in light of the regional nature of the transmission system, the impact of a transmission line on neighboring states should be a consideration. (08-KMOE-028-COC, Order dated August 12, 2008, page 15, paragraph 40.) In this Application, and in testimony provided by Michael Skelly and Jimmy Glotfelty, Clean Line will demonstrate to the Commission how its Project satisfies these standards.

III. SERVICES TO BE PROVIDED BY CLEAN LINE

16. As stated above, Clean Line intends, upon obtaining the appropriate certifications and authorizations from this Commission and other applicable government authorities, to construct the Grain Belt Express Clean Line, a high voltage direct current ("HVDC") transmission line, to transmit electricity, produced in areas of western Kansas that are rich in wind resources, to eastern markets. Clean Line will offer transmission service on the Grain Belt

Express through an open access transmission tariff ("OATT") that will be filed with, and subject to the jurisdiction of, the Federal Energy Regulatory Commission ("FERC") under the Federal Power Act and FERC's regulations. Clean Line expects that its customers will consist principally of (i) wind energy producers located at the western end of the Grain Belt Express in areas with very favorable wind conditions for the production of electricity and (ii) buyers of electricity – particularly buyers seeking to purchase electricity generated from renewable resources – located in areas at the eastern end of the line. The purchasing customers are expected to be principally wholesale buyers (utilities, wholesale suppliers, competitive retail suppliers, brokers and marketers), but could include retail purchasers.[3] Although Clean Line's target customer base for its transmission services will primarily be comprised of wind energy producers and purchasers of electricity generated from renewable resources, as a provider of open access transmission services, Clean Line will be required to offer and to provide service to all eligible customers on a non-discriminatory basis.

17. Clean Line anticipates that it will utilize an anchor-tenant model to sell a portion of the transmission capacity on the Grain Belt Express and that it will sell uncommitted capacity not secured by anchor tenants to customers through an "open season" process or processes. These arrangements are similar to those used for interstate natural gas transmission pipelines. Clean Line plans to request negotiated rate authority from FERC in order to negotiate contract rates with the transmission capacity customers of the Grain Belt Express. Clean Line anticipates that all costs associated with the construction and operation of the Grain Belt Express will be recovered through charges to the transmission capacity customers of the line. Because there currently is no workable mechanism for inter-regional cost allocation, Clean Line does not plan

[3] Under the FERC's OATT requirements, eligible transmission customers include retail customers taking unbundled transmission service.

to seek cost recovery through regional cost allocation methods. As a result, only suppliers of electricity who contract to use the Grain Belt Express to transmit their power output to eastern markets, or buyers who contract to transmit the electricity they have purchased from producers in western Kansas, would pay for the costs of developing, constructing and operating the Grain Belt Express – not Kansas ratepayers.

18. Clean Line is engaged solely in the ownership and operation of transmission facilities and the provision of transmission service. Presently, neither Clean Line nor its parent or other affiliated companies own or invest in generation resources or engage in the purchase and sale of electricity. The exclusive focus of Clean Line Energy Partners and its subsidiaries on the development and operation of transmission lines gives them the ability to propose and execute projects that best serve the need for increased and affordable access to renewable energy. Clean Line Energy Partners and all of its subsidiaries are truly independent in that they have no competitive interest in existing generation or retail operations and therefore are well-suited to facilitate unbiased transmission solutions that will provide consumers with affordable access to renewable energy.

19. In order to carry out its business objectives and to be able to provide the proposed transmission services to the public, it is necessary for Clean Line to obtain a Certificate of Public Convenience and Necessity to operate as a public utility in Kansas. Clean Line will own, control, operate, and manage, within the State of Kansas, for public use, facilities for the transmission of electricity and therefore will qualify as a public utility under K.S.A 66-104. However, Clean Line will not be an "electric public utility," as defined in K.S.A. 66-101a, because Clean Line is not a public utility that "generates or sells electricity."

20. Clean Line has separated its petition for a Certificate of Public Convenience and Necessity to operate as a public utility under K.S.A. 66-131 from its application under the Kansas Electric Transmission Line Siting Act ("KTSA"), K.S.A. 66-1,177 *et seq*. Clean Line is seeking certification as a public utility initially and separately, before seeking authorization to construct and operate the Grain Belt Express under other statutory provisions, in order to allow the Commission and its Staff adequate opportunity to consider this certification application separate from the statutory timeline provided for under the Siting Act[4]. In addition, filing for certification prior to filing under the KTSA is intended to facilitate Clean Line's efforts to move forward with its public outreach activities for development of the transmission line with state and local government officials, landowners, environmental and conservation groups, wind generation developers, and other interested stakeholders.

IV. BENEFITS OF THE PROJECT

21. The following considerations show that the public convenience and necessity fully support granting Grain Belt Express Clean Line LLC a certificate as a public utility in Kansas. These considerations, as well as others, are discussed in detail in the direct testimony being submitted contemporaneously with this Application.

[4] This process is similar to the process followed by the Commission in granting certification to ITC Great Plains ("ITC") in Docket No. 07-ITCE-380-COC and 08-ITCE-544-COC, where ITC obtained certification first and filed for approval of specific projects under the KTSA in later proceedings in Dockets No. 09-ITCE-729-MIS and 10-ITCE-557-MIS. See also Prairie Wind Transmission, LLC ("Prairie Wind"), wherein certification was granted in Docket No. 08-PWTE-1022-COC, with Prairie Wind later filing for specific project approval under the KTSA in Docket No. 11-PWTE-600-MIS.

A. Expansion of Renewable Generation Resources and Transmission Infrastructure

22. Despite recent growth in the U.S., wind generation made up less than 2% of the total electric power generated in this country in 2009.[5] Other industrialized nations, such as Denmark (20%), Spain (14.5%), and Germany (7%), obtain significantly more of their power from wind.[6] Given the increase in demand for electricity generated from renewable resources, and for electricity from wind generation in particular, driven by statutory requirements, by other policy initiatives, and by a public interest in obtaining more energy from environmentally friendly resources, it is clear that increasing amounts of wind generation will be demanded and developed for the foreseeable future.

23. The need for new renewable generation resources such as wind and for transmission facilities to bring the electricity to load centers continues to grow. The Kansas legislature has established a renewable portfolio standard ("RPS") that is applicable to all electric public utilities in the State except municipally owned electric utilities.[7] By instituting RPS requirements, the legislature has formally recognized the importance of promoting the availability and use of renewable resources.

24. The demand for electricity supplied by renewable resources will continue to grow over the next 15 years. The demand is and will be driven by state and federal laws and policies requiring or encouraging the use of renewable resources and by federal laws and policies requiring the use of additional renewable energy and limiting the use of carbon-based electricity, as well as public demand for clean energy from renewable sources. Over time, more generation

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[5] American Wind Energy Association, *AWEA U.S. Wind Industry Annual Market Report Year Ending 2009*, 3, available at: http://www.awea.org/documents/reports/Annual_Market_Report_Press_Release_Teaser.pdf (last visited March 3, 2011).

[6] Global Wind Energy Council, *Global Wind 2009 Report* at 30, 42, 56; available at: http://www.gwec.net/fileadmin/docum.

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will be needed to meet demand growth to replace existing, older generation that will be retired and to meet existing renewable energy standards.

25. Wind generation facilities have not been developed to their potential in western Kansas because there is a lack of adequate long-distance, inter-regional transmission infrastructure to bring the electricity to load and population centers farther east. For wind generation facilities to be developed in this region in order to meet the demand for renewable resources in these eastern markets, additional long-distance transmission capacity between these areas must be developed. It is anticipated that the Grain Belt Express will allow for approximately $7 billion in new renewable power generation in western Kansas.

26. Developers will not invest capital in wind generation facilities in western Kansas without reasonable assurances and expectations that transmission infrastructure will be in place on a timely basis to bring their output to market centers. Projects like the Grain Belt Express can play a vital role in delivering this affordable energy source to distant load centers. Wind energy built in Kansas, even with the added cost of long-haul transmission, is the ideal low-cost option to add new, clean generation capacity to the national grid. However, the lead time for development and construction of wind generation plants is shorter than the lead time for certification, siting, development and construction of long-distance transmission facilities like the Grain Belt Express. Thus, the development of the long distance transmission facilities that Clean Line proposes to build necessarily must precede, and is a precondition to, the development of new wind generation plants in western Kansas.

27. The Kansas legislature has taken action in recent years to promote the construction of new transmission in Kansas. In 2005, the legislature passed House Bill No. 2263

[7] 2009 Legislative Session, Senate Substitute for HB 2369, new sections 1-7 known as the Renewable Energy Standards Act. K.S.A. 66-1256 *et seq.*

to establish the Kansas Electric Transmission Authority ("KETA"), expressly recognizing the need to "diversify and expand the Kansas economy and facilitate consumption of Kansas energy through improvements in the state's electric transmission infrastructure," and placing private investment in such construction above publicly funded projects. (See K.S.A. 74-99d01 *et seq.*) (See also K.S.A. 66-1237 – recovery of transmission costs through a rider; 66-1239 – predetermination on ratemaking treatment for transmission investments; and K.S.A. 66-1240-1242 – public funding and cost recovery for transmission investments.) In 2009, Kansas passed H.B. 2369, requiring major utilities to increase their renewable energy capacity to 20% by 2020.

28. Individual utilities typically focus on constructing and maintaining transmission facilities in their own service regions, and organizations such as regional transmission organizations ("RTO") and independent transmission system operators ("ISO") engage in transmission planning within their footprints. Inter-regional transmission projects are needed to expand and strengthen the transmission grid, and there is a need for companies to develop, construct and operate such inter-regional facilities.

29. Clean Line plans to construct the Grain Belt Express using HVDC technology.[8] HVDC is proven technology that has been utilized for several decades in the U.S. and other countries, with more than 30 HVDC installations in North America dating back to 1968.[9] For transmission over long distance and primarily in one direction, direct current lines have a lower cost of transmission than traditional alternating current ("AC") lines. The use of HVDC technology in this application can:

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[8] The three other transmission projects under development in other parts of the U.S. by Clean Line Energy Partners and its subsidiaries will also use HVDC technology. Clean Line also anticipates developing the AC lines needed to gather power to its converter station.

[9] DC and Flexible AC Transmission Subcommittee of the IEEE Transmission and Distribution Committee by the Working Group on HVDC and FACTS, HVDC Projects Listing, July 2009; available at: http://www.ece.uidaho.edu/hvdcfacts/Projects/HVDCProjectsListingJuly2009-existing.pdf . (last accessed March 3, 2011).

(a) Transfer significantly more power with less power loss over long distances than comparable AC lines;

(b) Complement AC networks without contribution to short circuit current power or additional reactive power requirements;

(c) Dampen power oscillations in an AC grid through fast modulation of the converter stations and thus improve system stability;

(d) Allow the operator to control reactive power loading;

(e) Give the operator complete control of energy flow, making it particularly well-suited to managing the injection of variable wind generation; and

(f) Utilize narrower rights of way, shorter towers and fewer conductors than comparable AC lines given the same terrain and geologic conditions, making more efficient use of transmission corridors and minimizing land use impacts.

30. Further, unlike AC lines, HVDC lines will not become overloaded by unrelated outages, since the amount of power delivered is strictly limited by the DC converters at each end of the HVDC line, thereby reducing the likelihood that outages will propagate from one region to another. In short, Clean Line's planned transmission line using HVDC technology will efficiently deliver larger amounts of electricity from western Kansas to eastern markets while supporting stability of the bulk power system and with less visual and land use impacts than comparable high voltage AC transmission lines.

B. Environmental Considerations

31. On an annual basis, the Grain Belt Express will deliver approximately 15 million megawatt hours ("MWh") of electricity to the Midwest ISO market, effectively reducing the region's demand for an equivalent amount of electricity generated from other power sources.

This will reduce emissions by over 12 million tons of CO_2, 7,400 tons of nitrogen oxides, and over 29,500 tons of sulpher dioxide. Water consumption for cooling thermal power plants will be reduced as well. In addition, the relatively smaller transmission structures will require less land use compared to transmitting similar levels of energy on AC lines. The routing of the transmission line will be only 150-250 feet and will seek to co-locate with existing infrastructure wherever possible.

C. Economic Benefits

32. Construction of the Grain Belt Express will promote economic development and will provide positive benefits to local communities near the Project. It will also enable the construction of thousands of megawatts of wind farms that could not otherwise be built due to insufficient transmission. In addition to the resulting construction jobs, increased wind power construction in Kansas would make it more likely that turbine and related manufacturing employment continues to grow in Kansas. According to estimates by the economic consulting firm Development Strategies, Construction of the transmission facilities will create over 4,700 full-time equivalent jobs in Kansas over a three-year construction period and over 120 permanent jobs to operate and maintain the transmission facilities. Construction and operation of the associated wind generating facilities will create over 16,500 full-time equivalent jobs over a one-year construction period and over 480 permanent jobs associated with the operations and maintenance of the wind generating facilities.[10]

33. The Grain Belt Express will generate tax revenues for state and local governments in Kansas. The Project will generate over $15 million in additional tax revenue from sales, property, and income tax during the three-year construction cycle. During operations of the Project and associated wind farms, state and local governments will receive millions of dollars

through property, sales, earnings and other taxes each year.

34. Landowners in Kansas will benefit from royalties and other income related to the expansion of wind generation projects.

35. In August of 2010, the former Administration in Kansas emphasized the importance of wind and transmission for the state of Kansas in a statement entitled "Preparing Kansas for the Green Economy."

> Kansas has an opportunity to emerge from this recession ahead of other states, and we continue to look for opportunities to create jobs, protect our assets and foster growth – opportunities like renewable energy.
> . . .
> Our nation faces a growing energy challenge, one that demands a 'made in America' energy solution that reduces our dependence on foreign oil and our global footprint. Kansas is ready to be a leader in that effort and create potentially thousands of jobs in the new energy economy…
> . . .
> And as many Kansans already know, we are ranked the second best state for wind energy potential in the country.
> With all of this energy potential in the Heartland, Kansas needs commitment from industry leaders and government to ensure these resources are suitably benefiting the economy. . .
>
> We've tripled the amount of power generated from wind. . . And in the past year, we've attracted three new wind turbine manufacturing companies to Kansas, creating hundreds of green collar jobs. But there is more work to be done to maximize our potential.
>
> That's why our administration continues to push for the necessary infrastructure that will guide Kansas towards becoming a leader in renewable energy. ***Much of our focus is geared towards transmission – which does not always receive a lot of attention, but is essential in connecting our state's wind energy to the homes and businesses that can utilize its power.***
>
> With our capabilities for wind power in Kansas, we have a great opportunity to export this renewable energy to other regions and grow our economy.[11]
> (Emphasis added.)

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[10] Direct Testimony of Michael Skelly.
[11] Lieutenant Governor Troy Findley. "Preparing Kansas for the Green Economy," speech delivered on August 17, 2010.

36. In January of this year, a new administration came into office in Kansas. Governor Sam Brownback has also stated his support for a continued policy of supporting the expansion of renewable energy in the state. Governor Brownback addressed the importance of increasing our investment in renewable energy, stating in his 2011 State of the State Address: "We will expand and start new wind energy projects in the state. If we do this right, we will see the development of a renewable energy corridor between Wichita and Salina that will provide jobs for rural Kansas and clean energy for the world. I want Kansas to be known as the (sic) not only as the Wheat state – but as the Renewable State."[12]

37. For the reasons described above, the public convenience and necessity fully support granting a certificate to Clean Line to operate in Kansas as a public utility pursuant to K.S.A. 66-131, thereby enabling Clean Line to proceed with its plans to develop, and after obtaining additional necessary authorizations from the Commission, to construct and operate the Grain Belt Express.

V. TECHNICAL, MANAGERIAL AND FINANCIAL RESOURCES OF CLEAN LINE

38. The applicant must also possess the necessary managerial, technical, and other experience necessary to operate and own the transmission line. Clean Line has the managerial and technical capabilities to operate as a transmission-only public utility in Kansas. The management team of Clean Line and its ultimate parent company, Clean Line Energy Partners, includes executive, professional and technical personnel who have managed, built and financed projects in both the renewable and traditional energy sectors and who have been involved in the development of energy policy at both state and national levels. The management team has

[12]Governor Sam Brownback. 2011 State of the State Message. https://governor.ks.gov/media-

financed billions of dollars of energy projects and managed the development of projects that produce or transmit thousands of megawatts of power. **Exhibit D** provides summaries of the experience and qualifications of the management team.

39. The majority owner of Clean Line Energy Partners is ZAM Ventures, which is the principal investment vehicle for ZBI Ventures. ZBI Ventures focuses on long-term investments in the energy sector and is a subsidiary of Ziff Brothers Investments, L.L.C. Additional equity owners of Clean Line Energy Partners include Michael Zilkha of Houston, Texas. The Zilkha family has a proven track record of making successful investments in the energy industry, including being the primary investor in Horizon Wind Energy during its initial growth. Clean Line Energy Partners' equity investors are knowledgeable with respect to, and are experienced in investing in, the renewable energy industry, and they understand the need to maintain a long-term investment focus as such projects are brought to fruition.

40. Clean Line Energy Partners plans to maintain its management, operating and technical staffing at the parent company level rather than at Clean Line and its other subsidiaries. Direct and overhead services performed by employees of Clean Line Energy Partners on behalf of or for the benefit of Clean Line and other subsidiaries will be recorded as costs of the subsidiary through time charging and overhead allocation procedures. Services obtained by Clean Line Energy Partners from external providers on behalf of Clean Line or another subsidiary will also be appropriately recorded as costs of the subsidiary. Because Clean Line's rates will be regulated by FERC, and Clean Line will not have any retail rates or make any charges to retail customers in Kansas, Clean Line respectfully requests the Commission waive the requirement that it file its affiliate contracts under K.S.A. 66-1401 et seq.

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room/speeches/2011/01/12/2011-State-of-the-State-Message (last accessed March 3, 2011).

41. Clean Line Energy Partners and Clean Line plan to contract with an experienced project management, engineering, land acquisition and electrical construction firm or firms to design, develop and construct the Grain Belt Express and associated facilities. For example, Clean Line has contracted with Louis Berger Group to assist in the environmental routing and public outreach phase of the project. Louis Berger Group will be supporting the project from their local office in Kansas City, Missouri. Clean Line Energy Partners and Clean Line also plan to contract with a firm or firms experienced in operating and maintaining transmission facilities to provide operational and maintenance services once the Grain Belt Express is in service. These firms, under contract to Clean Line, will make certain that sufficient maintenance resources are in place along the route of the line in Kansas and the other states through which it will run to ensure timely responses to any operational or service issues. Further, Clean Line expects that in connection with its request to FERC for negotiated rate authority, Clean Line will likely turn over functional control of the Grain Belt Express, including scheduling responsibilities, to one of the two RTOs where the Project connects.

42. Clean Line Energy Partners and Clean Line have adequate financial resources and capital commitments to carry out the necessary development work for the Grain Belt Express (and Clean Line Energy Partners' other projects under development) prior to engaging in project-specific financings for the construction of the line. Clean Line Energy Partners estimates that of the total cost of a transmission project, such as the Grain Belt Express, approximately 1% to 2% is spent on development activities (obtaining siting authority, interconnection studies, routing, permitting, and public outreach), approximately 10% is spent on pre-construction activities (making down payments for the DC converters and acquiring right of way), and the remaining approximately 88% is spent on construction and commissioning activities. Clean Line Energy

Partners' initial equity investors are providing capital to enable Clean Line Energy Partners and its subsidiaries to undertake the initial development and permitting work for the Grain Belt Express project and the other transmission projects, in order to bring the projects to a state of development and licensing at which point Clean Line Energy Partners and its subsidiaries can enter into project-specific financing arrangements with investors and lenders to secure the capital needed to complete development and construction of the projects and place them into operation.

43. For the reasons stated above, and those found in the supporting testimony filed contemporaneously with this application, Clean Line has sufficient managerial, technical, and financial capabilities to be granted a Certificate of Public Convenience and Necessity as a transmission-only public utility in Kansas pursuant to K.S.A. 66-131.

VI. SITING APPLICATION AND WIRE STRINGING FILINGS

44. Clean Line is requesting Transmission Rights Only certification as a public utility in Kansas. Clean Line recognizes that such certification does not authorize Clean Line to construct any facilities. After obtaining certification as a public utility pursuant to K.S.A. 66-131, Clean Line intends to file a separate application, either under the Kansas Electric Transmission Line Siting Act, K.S.A. 66-1,177 *et seq.*, or National Environmental Policy Act of 1969 ("NEPA"), requesting approval of the transmission line's proposed location.

45. Clean Line will comply with the requirements of K.S.A. 66-183 to string and maintain its wires so as to avoid unreasonable injury or interference from the wires of other utilities and to avoid unreasonable injury to and interference with the wires of other utilities. If applicable and to the extent authorized by K.S.A 66-183, Clean Line will submit a wire stringing

application pursuant to K.A.R. 82-12-1, *et seq.* after design of the facilities are complete for the Commission's review and approval.

VII. REQUEST FOR EXEMPTION OR WAIVER

46. Clean Line is requesting a Limited Certificate to transact the business of a public utility in Kansas as it will be constructing, owning, operating and maintaining transmission assets and associated facilities within the state. As stated above, the regulation of Clean Line's rates and services will be under the jurisdiction of the FERC. As such, Clean Line requests that the Commission exempt or grant waivers to Clean Line from all appropriate statutes and regulations, including:

K.S.A. 66-101b	Rates and Service
K.S.A. 66-101c-f	Publication & Regulation of Rates
K.S.A. 66-117	Rates and Schedules
K.S.A. 66-122	Accounts and Reports
K.S.A. 66-128 through 128p	Valuation of Property for Ratemaking Purposes
K.S.A. 66-1402 and 1403	Submission of Affiliate Contracts and Fixing Rates Impacted by Affiliate Contracts

VIII. CONCLUSION

The public interest will be served by Commission approval of this Application. The construction of the line proposed by Clean Line will provide net benefits to the people of Kansas, and it will further the efforts of Kansas policy makers by increasing the opportunity for Kansas to build more wind generation and export more wind generation to markets outside the state.

WHEREFORE, Grain Belt Express Clean Line LLC, respectfully requests that the Commission issue an order:

(1) Granting Grain Belt Express Clean Line LLC, a Transmission Rights Only Certificate of Public Convenience and Necessity pursuant to K.S.A. 66-131 to operate as a public utility in Kansas for the purpose of constructing and operating an HVDC transmission line as contemplated by this Application, including collector systems comprised of AC gathering lines needed to connect generators in western Kansas to the Project;

(2) granting waivers to Grain Belt Express Clean Line LLC from all appropriate statutes and regulations, as set forth above; and

(3) for such other and further relief as the Commission deems necessary to allow Clean Line to construct and operate the transmission line and associated facilities contemplated by this Application.

Respectfully submitted,

GRAIN BELT EXPRESS CLEAN LINE LLC

Kathryn L. Patton
Vice President and General Counsel
Clean Line Energy Partners LLC
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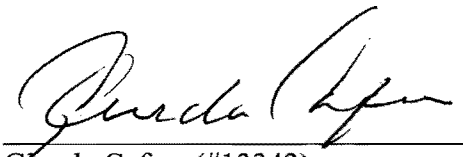
(832) 319-6330
kpatton@cleanlineenergy.com



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Attorneys for Grain Belt Express Clean Line LLC

CERTIFICATE OF FORMATION

OF

GRAIN BELT EXPRESS HOLDING LLC

This Certificate of Formation, dated September 13, 2010, has been duly executed and is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "***Act***") to form a limited liability company (the "***Company***") under the Act.

1. ***Name.*** The name of the Company is: "Grain Belt Express Holding LLC".

2. ***Registered Office; Registered Agent.*** The address of the registered office required to be maintained by Section 18-104 of the Act is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

EXECUTED as of the date written first above.

By: _____
Name: Michael Skelly
Title: ~~Authorized~~ Person

EXHIBIT
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STATE OF KANSAS
OFFICE OF SECRETARY OF STATE
KRIS W. KOBACH

I, KRIS W. KOBACH, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 4449666

Entity Name: GRAIN BELT EXPRESS CLEAN LINE LLC

Entity Type: FOR: LTD LIABILITY COMPANY

State of Organization: DE

Resident Agent: THE CORPORATION COMPANY, INC.

Registered Office: 112 SW 7TH STREET SUITE 3C, TOPEKA, KS 66603

was filed in this office on September 20, 2010, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.

In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of March 07, 2011

KRIS W. KOBACH
SECRETARY OF STATE

Certificate ID: 409683 - To verify the validity of this certificate please visit https://www.accesskansas.org/bess/flow/validate and enter the certificate ID number.

EXHIBIT
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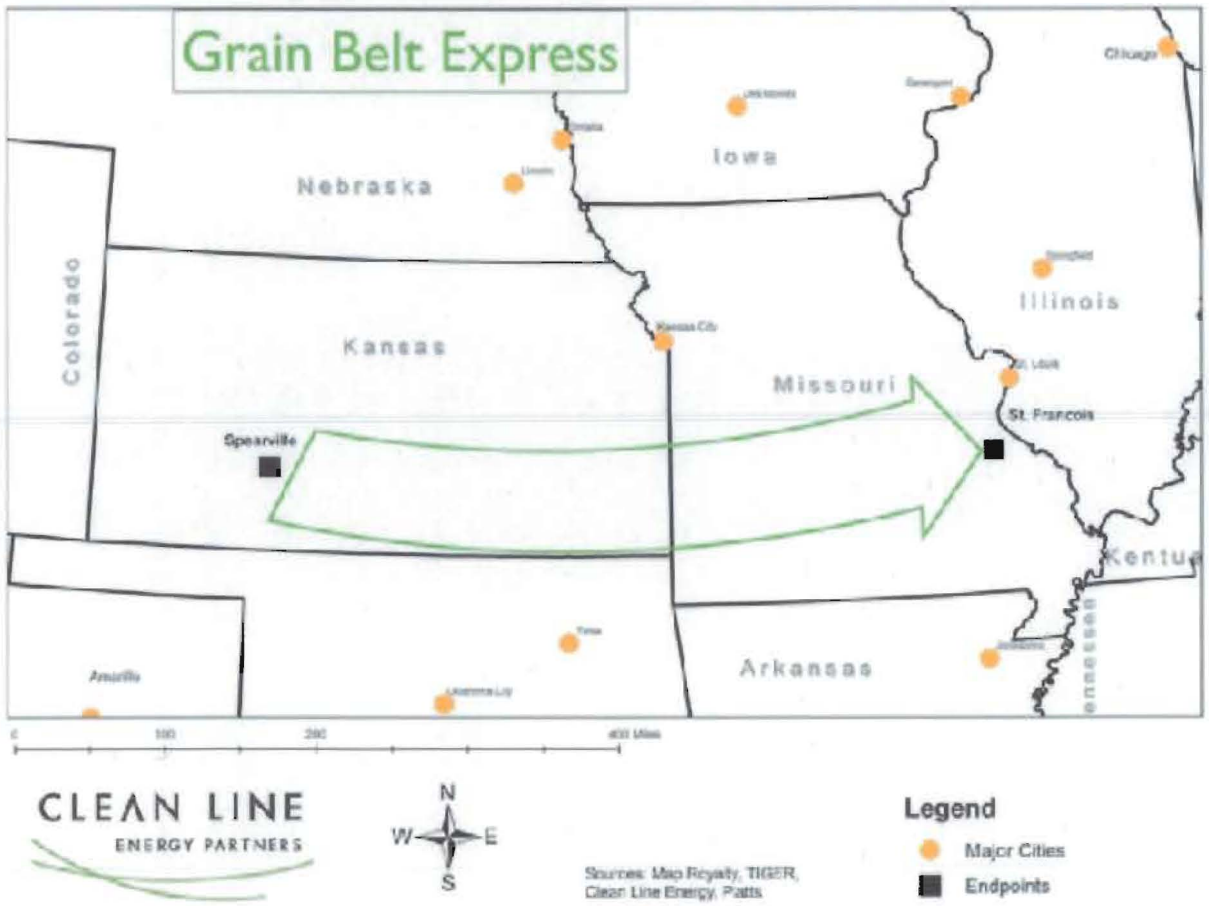
B

Grain Belt Express Clean Line Project Area Map



Source: Clean Line Energy

Clean Line Energy Partners: Projects Map

Source: Clean Line Energy

QUALIFICATIONS AND EXPERIENCE
OF CLEAN LINE ENERGY PARTNERS' MANAGEMENT TEAM

Michael Skelly – Chief Executive Officer; President of Rock Island Clean Line LLC

Michael Skelly has been in the energy business for almost 20 years. He led the development of Horizon Wind Energy from a two-man company to one of the largest renewable energy companies in the country. Under his leadership, Horizon developed and constructed nearly 2,000 MW of wind energy projects and amassed a development portfolio of almost 10,000 MW in over a dozen states. Founded by the Houston-based Zilkha family, Horizon was acquired by Goldman Sachs in 2005. In 2007, Goldman Sachs sold Horizon Wind to Energias de Portugal, S.A. ("EDP") in the largest transaction to date in the clean energy industry. Before Horizon, Mr. Skelly developed thermal, hydroelectric, biomass and wind energy projects in Central America with Energia Global. In the early 1990s, Mr. Skelly co-founded the Rain Forest Aerial Tram, a mile-long tramway system which takes visitors on an aerial tour of the rain forest in Costa Rica. That company currently has 400 employees. Mr. Skelly has played a leading role in several other businesses.

Mr. Skelly has a Bachelor of Arts degree in Economics from the University of Notre Dame. He served in the U.S. Peace Corps in Central America before obtaining a Masters of Business Administration from Harvard Business School.

Jimmy Glotfelty – Executive Vice President – External Affairs

Jimmy Glotfelty brings almost two decades of transmission experience to Clean Line Energy Partners, with experience in both the public and private sectors. He is a well-known expert in electric transmission and distribution, generation, energy policy and energy security. He most recently held the position of Vice President, Energy Markets, for ICF Consulting. Mr. Glotfelty served in the U.S. Department of Energy ("DOE") where he was the Founder and Director of the Office of Electric Transmission and Distribution, a $100 million per year electricity transmission and distribution research and development program. During Mr. Glotfelty's tenure at the U.S. DOE, he led the administration's electricity policy efforts, including acting as lead negotiator with Congress on the Electricity Title of the Energy Policy Act of 2005. He also managed the research and writing of the 2002 National Transmission Grid Study, *Grid 2030: A National Vision for the Grid's Second 100 Years; and the National Electric Delivery Technologies Roadmap.* Mr. Glotfelty was also the lead U.S. representative to the Joint U.S.-Canada Power System Outage Task Force investigating the Blackout of August 2003. While at the U.S. DOE, Mr. Glotfelty worked extensively with utility chief executive officers and senior management in the electric power and energy sectors. He led teams that focused on researching transmission and distribution technologies, gaining Presidential permits for cross-border transmission lines, studying the impacts of Regional Transmission Organizations, identifying major transmission bottlenecks and securing the critical energy infrastructure of the United States.

Before working at the U.S. DOE, Mr. Glotfelty worked at Calpine Corporation, an independent power supplier, where he served on power plant development teams and managed

external relations for 14 states in which Calpine was actively developing gas-fired power plants. In this position, Mr. Glotfelty worked extensively with utilities and state utility commissions to ensure Calpine's facilities were interconnected to the grid. Mr. Glotfelty has also served as a Senior Energy Policy Advisor to the Governor of the State of Texas where he worked extensively with members of the Texas Legislature and industry to pass legislation that created a robust renewable portfolio standard and competitive wholesale power markets in Texas.

Mario Hurtado – Executive Vice President

Mario Hurtado has developed and managed power and other energy infrastructure with large corporate and early-stage venture companies in the electric power and natural gas industries for over 15 years. Mr. Hurtado headed all development and operations in Central America and the Caribbean at Globeleq, a successful power developer and operator focused on the emerging markets. While at Globeleq, Mr. Hurtado acquired, built and managed a portfolio of traditional and renewable electric generating plants. As an executive at Reliant Energy and Duke Energy, he led corporate transactions and managed the commercial issues involving large utilities and generating plants throughout Latin and North America. Mr. Hurtado has also developed liquefied natural gas terminals in the U.S. and Europe. Mr. Hurtado received his Bachelor of Arts from Columbia University in New York City with a major in Political Science.

Wayne Galli, P.E., PhD – Vice President – Transmission and Technical Services

Dr. Wayne Galli's background in electric power systems includes more than 12 years of experience in technical and managerial roles. Dr. Galli's experience runs the gamut from system studies and operations to regulatory matters to project development. Most recently, he served as Director of Transmission Development for NextEra Energy Resources where he was instrumental in developing transmission projects under the Competitive Renewable Energy Zones ("CREZ") initiative in Texas. In this capacity, Dr. Galli championed HVDC solutions for the CREZ and was an instrumental part of the team that obtained a successful award of over $500 million in transmission assets (approximately 300 miles of the most critical CREZ transmission lines) under the CREZ Transmission Service Provider docket. He then led efforts in routing, siting and engineering of the transmission lines. At Southwest Power Pool ("SPP"), Dr. Galli led the implementation of several components of the SPP market. As Supervisor of the Operations Engineering Group, the group grew over fourfold to ensure reliable operations of the SPP grid under the new market paradigm. Dr. Galli's duties at SPP primarily included maintaining real-time system reliability through engineering support for the SPP Reliability Coordinator and Market Operations, performing short-term tariff studies, operational planning activities (e.g., processing outage requests), and engineering analysis support of the SPP Energy Imbalance Services Market. Dr. Galli's group was responsible for leading the implementation of several facets of the SPP market system and performing factory acceptance testing of various software systems. Dr. Galli's background also includes long-term system planning experience with Southern Company Services, where he analyzed 500 kV expansion plans primarily focused on planning and strengthening Southern Company's 500 kV backbone system from its southwestern quadrant to the major load centers within Southern Company's footprint. He also gained commercial power systems experience with Siemens Westinghouse Technical Services.

Dr. Galli has taught at the university level and has helped design shipboard power systems for the Department of Defense.

Dr. Galli holds Bachelor and Master of Science degrees from Louisiana Tech University and a Doctor of Philosophy degree from Purdue University, all in electrical engineering. He is a Senior Member of the Institute of Electrical and Electronics Engineers and is a registered Professional Engineer in the Commonwealth of Virginia.

Jayshree Desai – Executive Vice President – Commercial and Operations; Executive Vice President of Rock Island Clean Line LLC

Prior to joining Clean Line Energy Partners, Jayshree Desai was Chief Financial Officer ("CFO") of Horizon Wind Energy, where she was responsible for corporate and project finance, accounting, tax and information technology. As CFO, she oversaw the company's balance sheet as it grew from $8 million to more than $5 billion and was a key member of the deal teams responsible for the sale of Horizon Wind Energy to Goldman Sachs in 2005, the subsequent sale to EDP in mid-2007, and the initial public offering of the EDP renewable energy subsidiary in 2008. Ms. Desai earned a Bachelor's degree from the University of Texas at Austin and a Masters of Business Administration from the Wharton School of the University of Pennsylvania.

David Berry – Executive Vice President – Strategy & Finance

David Berry is responsible for Clean Line Energy Partners' financing efforts, deal structuring, accounting and strategic analysis. Mr. Berry's prior employment was with Horizon Wind Energy as the Director of Finance. At Horizon, Mr. Berry worked on and led over $2 billion of project finance transactions, including a non-recourse debt financing that was named North American Renewables Deal of the Year by *Project Finance*, and several structured equity transactions. He was also responsible for investment analysis and acquisitions. Mr. Berry is a graduate of Rice University.

Kathryn Patton – Vice President and General Counsel; General Counsel of Rock Island Clean Line LLC

Kathryn Patton previously served as Deputy General Counsel for Allegheny Energy, Inc., where she oversaw legal matters for Allegheny's regulated electric utilities and transmission companies and served as the company's Chief Compliance Officer. At Allegheny Energy, she led the effort to obtain regulatory approval for construction of the Trans-Allegheny Interstate Line Project ("TrAIL"). The TrAIL project is a 500kV transmission line extending from southwestern Pennsylvania, through West Virginia and into northern Virginia. Ms. Patton provided legal advice for the construction of the project and oversaw and advised on financings for the project, which entailed $1,350 million of external financings between September 2008 and January 2010.

Prior to Allegheny, Ms. Patton worked at Dynegy, serving as Senior Vice President, General Counsel and Secretary for Dynegy subsidiaries Illinois Power Company and Northern Natural Gas Company. She also served as Vice President and Assistant General Counsel for

Dynegy Inc. While at Illinois Power, based in Decatur, Illinois, she was responsible for the legal and regulatory affairs of the company and gained experience with the Illinois regulatory and legal environment. Prior to joining Dynegy, Ms. Patton was an associate with the law firm of John, Hengerer & Esposito in Washington, D.C. Ms. Patton is a graduate of the University of St. Thomas in Houston, Texas, with a Bachelor of Business Administration in Accounting. She earned her Juris Doctor from South Texas College of Law in Houston. She is a Certified Public Accountant and is a member of the State Bar of Texas, the District of Columbia Bar and the Commonwealth of Pennsylvania Bar.

Cary Kottler - Project Development Manager

Prior to joining Clean Line, Cary Kottler worked as a corporate attorney for Vinson & Elkins ("V&E"), specializing in mergers and acquisitions, project development and private equity investments. His completed transactions ranged in value from $5 million to over $4 billion and encompassed many sectors of the renewable energy industry, including wind, solar and geothermal energy. Mr. Kottler's work at V&E involved clients, projects, companies or assets located in more than twenty U.S. states and fifteen countries across North America, Latin America, Europe, Australia, Asia and the Caribbean. Mr. Kottler earned a Bachelor of Arts in Political Science from Rice University, and a Juris Doctor from UCLA School of Law.

Mark Lawlor – Director of Development

Mark Lawlor has extensive experience in wind development, transmission policy and legislative affairs. Mr. Lawlor's previous position was Project Manager for Horizon Wind Energy. He was responsible for developing projects in the Kansas market and managing legislative and regulatory affairs. While at Horizon, Mr. Lawlor developed a 201 MW wind farm and a pipeline of projects exceeding 1,000 MW. In 2008, Mr. Lawlor was appointed to the Kansas Wind Working Group by the governor. As the Chair of the Wind Coalition's SPP Committee, Mr. Lawlor has been managing legislative and regulatory affairs for the trade organization for the past two years. Prior to joining Horizon, Mr. Lawlor was a founding partner in a law firm specializing in renewable energy law. Mr. Lawlor has a Juris Doctor from Washburn University School of Law with a Certificate in Environmental Law, a Bachelor of Arts degree in Environmental Studies and a Bachelor of Arts degree in Political Science from the University of Kansas.

Max Shilstone – Director of Development

Max Shilstone began his energy development career with PanEnergy, later Duke Energy North America. During this period, Mr. Shilstone successfully developed a greenfield 570 MW gas-fired combined-cycle project that interconnected to the Palo Verde Nuclear generating station, which served the western grid. This project achieved commercial operation in 2002. In addition, Mr. Shilstone developed a similar project in Clovis, New Mexico. Mr. Shilstone also worked for Stewart & Stevenson Services, a diesel/gas turbine manufacturer, where he successfully managed and marketed large generation projects both in the U.S. and overseas. Mr. Shilstone received his undergraduate degree in management from the University of Texas in

Austin and his Master's in Business Administration in Finance from St. Thomas University in Houston.

Hans Detweiler – Director of Development

Hans Detweiler has broad experience in state and regional policy development in renewable energy across the country with a strong focus on the upper Midwest. Prior to joining Clean Line Energy Partners, he was Director of State Policy for the American Wind Energy Association ("AWEA"), supervising all of AWEA's direct state legislative and regulatory efforts and serving as the primary liaison to AWEA's regional partners. Previously, Mr. Detweiler was Deputy Director of the Illinois Department of Commerce and Economic Opportunity ("DCEO"), where he administered the state's renewable power, renewable fuels and energy efficiency programs and where he provided policy guidance to the Governor's office. Before joining DCEO, Mr. Detweiler was a Policy Advocate at the Environmental Law & Policy Center where he focused on renewable energy and energy efficiency advocacy. Mr. Detweiler has also worked in a variety of policy and advocacy roles with organized labor and other non-profits. Mr. Detweiler holds a Bachelor of Arts degree in Political Science from Grinnell College.

Julia Souder – Project Development Manager

Before joining Clean Line Energy Partners, Julia Souder served as President of JAS Energies, an energy and environmental consulting firm in San Francisco where she focused on biomass renewables, smart grid and building the grid of the future. Prior to JAS Energies, as the Director of Intergovernmental Relations for the North American Electric Reliability Corporation ("NERC"), Ms. Souder promoted effective coordination and positive relations between NERC and the Federal Energy Regulatory Commission, the U.S. Department of Energy and many other federal and state entities. Previously, Ms. Souder was the Western Regional Coordinator for the Office of Electricity and Energy Delivery where she facilitated communication and discussion among the western states and the U.S. DOE. She managed various projects concerning the west and regional entities. Principally, she was the DOE project manager for Section 368 of the 2003 Energy Policy Act, the "designation of energy corridors on federal lands," and worked closely with state and federal agencies on transmission siting and permitting. Ms. Souder was a Presidential Management Fellow and began working at the DOE in 2002 in energy efficiency and then assisted with the investigation of the August 2003 Northeast blackout.

Ms. Souder is the transmission owner/operator/developer representative on the Scenario Planning Steering Group ("SPSG") of the Western Interconnect's Transmission Expansion Planning Policy Committee ("TEPPC"). This group provides strategic guidance on transmission planning studies for the expansion of the West's transmission grid.

Ms. Souder has two Bachelor of Arts degrees in Political Science and International Relations from Oregon State University and a Masters in Public Administration from the University of Southern California.

Keith Sparks – Director of Development

As Development Director for the Santa Fe Clean Line, Keith Sparks is responsible for coordinating and reconciling stakeholder interests, negotiating capacity agreements with wind energy developers and public utilities, coordinating and managing agreements with contractors and project vendors, and serving as the public representative of the project to the various constituencies in the broader community.

Mr. Sparks brings extensive experience in development, structuring, financing, and management of complex energy infrastructure businesses. He has worked with and advised institutional investors such as GE Capital, ArcLight, Kingdom Holdings, Arab Petroleum Investments Corp. and several oil majors on direct equity investments across the energy chain. Mr. Sparks also served as Lead Developer with Enron Corp., where he was responsible for developing and financing energy assets internationally. Many of the transactions he initiated or led were development projects or financings that were the first of their kind and that continue to perform well despite the absence of local regulatory or legal precedent. Mr. Sparks has negotiated and developed projects in the most challenging markets in the world, including Latin America, the Middle East, Europe, and Asia. Mr. Sparks is a graduate of Stanford University and the University of Texas School of Law.

Diana Coggin – Project Development Manager

Diana Coggin is the Project Development Manager dedicated to the Grain Belt Express Clean Line, a high voltage direct transmission line which will transport up to 3,500 MW of primarily wind-generated energy from western Kansas to southeastern Missouri. In this role, Ms. Coggin coordinates and reconciles stakeholder interests, collaborates with project vendors and serves as a public representative for the project with various constituencies in the broader community including government officials and environmental groups.

Prior to joining Clean Line Energy Partners, Ms. Coggin gained manufacturing expertise at General Electric and transitioned into energy development at Horizon Wind Energy. As a member of the Operations Management Leadership Program at GE Aviation, she worked in four different aircraft engine manufacturing and assembly plants in roles including Manufacturing Quality Engineer, Fulfillment Leader and Lean Leader. As a Six Sigma Black Belt at GE Energy, Diana reduced costs in the aero-derivative gas turbine supply chain by introducing new sourcing and inventory management processes.

Ms. Coggin obtained a Bachelor of Science degree in Operations Research & Industrial Engineering from Cornell University and a Masters of Business Administration from Harvard Business School. During her time at Harvard, she focused her elective studies on energy and energy efficiency, and she worked at Horizon Wind Energy as a Development Intern.

Jason Thomas – Environmental Director

Jason is an environmental management professional with over 15 years of experience in permitting, planning, agency consultation, due diligence, regulatory affairs, and compliance. Jason is responsible for managing and directing the environmental studies to support Clean Line's routing and siting process, permit applications, and NEPA documents. Prior to joining Clean Line Energy, Jason was a Project Manager at NextEra Energy Resources, where he provided environmental support for the development of renewable energy projects and transmission lines.

Before joining Clean Line, Jason served as Project Manager for NextEra Energy Resources, the U.S.'s leader in wind and solar energy generation. While at NextEra, he oversaw environmental matters for the development of dozens of renewable energy projects, permitting and construction of transmission lines, review of natural gas drilling and pipeline projects, and the due diligence review for mergers and acquisitions for their U.S. generation fleet. Jason was responsible for environmental compliance assurance for a six-state region supporting all new and expansion development projects.

Prior to working in the renewable energy industry, Jason's experience includes over a decade of experience in environmental and engineering consulting firms where he was responsible for the direction, management, and performance of environmental studies, permits, and programs for a variety of domestic and international clients. In this capacity, Jason managed and authored several National Environmental Policy Act (NEPA) documents such as Environmental Impact Statements (EISs), Environmental Assessments (EAs), and various supporting studies. Jason's experience also includes regulatory agency experience performing environmental compliance investigations. Jason is a graduate of Stephen F. Austin State University, where he obtained a Bachelor of Science in Forestry with an emphasis in hydrology and watershed management.