

1 A. The Settlement approves the Transaction and Transaction documents as described in the Joint
2 Application. It issues GridLiance HP Transmission Rights Only (TRO) Certificates and Convenience and
3 Necessity (CCN) that will allow it to own and operate the Transmission Facilities and Southwest Power
4 Pool (SPP) Notification to Construct (NTC) Project described in the Joint Application. Finally, the
5 Settlement clarifies the filing requirements for any future TRO CCN application filed by GridLiance HP.
6 Our Joint Applicants, Kansas Power Pool (KPP) and the City of Winfield (Winfield) are signatories to the
7 Settlement.

8 Q. PLEASE EXPLAIN WHY GRIDLIANCE SUPPORTS THE SETTLEMENT.

9 A. GridLiance HP supports the Settlement because it recommends the Commission approve the
10 Transaction between GridLiance, KPP and Winfield. GridLiance HP also supports the Settlement
11 because it provides for the Commission to issue GridLiance HP a TRO CCN, which will allow GridLiance
12 HP to own and operate the Transmission Facilities and NTC Project. Finally, GridLiance HP supports
13 the Settlement because it provides clarification with respect to the filing requirements for any future TRO
14 CCN application filed by GridLiance HP for Commission approval.

15 Q. WHAT CLARIFICATIONS WERE MADE WITH RESPECT TO THE FILING REQUIREMENTS FOR
16 ANY FUTURE TRO CCN APPLICATION FILED BY GRIDLIANCE HP?

17 A. The Settlement sets forth the following with respect to the filing requirements for any future TRO CCN
18 application filed by GridLiance HP for Commission approval:

- 19 1. GridLiance HP shall comply with K.S.A. 66-131, and if applicable, K.S.A. 66-1,177, et seq. for
20 any future proposal to extend or relocate an existing transmission line or construct a new
21 transmission project (Project).
- 22 2. In addition to including other factors GridLiance HP determines to be relevant to show the
23 issuance of a future TRO CCN is in the public interest and promotes the public convenience and

1 necessity, and for purposes of identifying and clarifying the type of information the Staff intends
2 to review in determining whether any future TRO CCN application filed by GridLiance HP is in
3 the public interest GridLiance HP shall include with any future TRO CCN application, if
4 applicable, the following information:

- 5 a. a copy of GridLiance HP's local planning process (LPP) plan (the Plan) if the Project
6 that is the subject matter of the TRO CCN application is included in the Plan;
- 7 b. to the extent not otherwise addressed in the Plan, and provided that such is applicable
8 to the Project or requested by Staff, GridLiance HP agrees to address the following in
9 its application:

- 10 1. justification for the Project, which shall include, if applicable, (a) a description
11 of the criteria used to determine that the Project is necessary; (b) a discussion
12 of the condition and/or capacity of the existing facilities in the area of the
13 Project and why the condition and/or capacity of those existing facilities is
14 inadequate to serve the current needs of the area; and (c) any other
15 information that supports the justification for the Project, this could include
16 evaluations performed by GridLiance HP relating to the Project's cost,
17 economics, impact on reliability, impact on environment, and other
18 considerations;
- 19 2. explanation of and support for how the Project avoids imposing unreasonable
20 costs on the Transmission Provider and transmission users; and
- 21 3. inclusion of any studies conducted by GridLiance HP relating to the Project
22 and identification of any alternative or proposed solutions offered by affected
23 stakeholders.

1 c. If the Project is the result of an SPP NTC, then GridLiance HP shall include with its
2 application information pertaining to the SPP NTC including any and all
3 correspondence between GridLiance HP and SPP related to the project addressed by
4 the NTC.

5 d. The Signatories to the Settlement agreed that the above-mentioned filing requirements
6 may not be necessary for some Projects. To the extent GridLiance HP determines that
7 any of the above information is inapplicable or not necessary with respect to a Project,
8 it agrees to include in its application an explanation as to why such information is not
9 applicable or is unnecessary. GridLiance HP shall confer and work with Staff to
10 determine if GridLiance HP has provided sufficient information to allow Staff to conduct
11 its review of any future application.

12 **Q. IS APPROVAL OF THE SETTLEMENT IN THE PUBLIC INTEREST?**

13 A. Yes. Approval of the Settlement will allow the Joint Applicants to move forward with the Transaction.
14 My direct and rebuttal testimony, as well as the other pre-filed direct and rebuttal testimony filed by the
15 Joint Applicants in this docket fully set forth all of the reasons why the quantitative and qualitative
16 benefits of the Transaction and the issuance of a TRO CCN to GridLiance HP will promote the public
17 interest. Many of those same reasons were recognized by the Staff in its pre-filed testimony.

18 Approval of the Settlement and the Transaction will create joint ownership in the existing
19 transmission line and the NTC Project. This will allow Winfield to jointly own the utility assets with a
20 partner who, as acknowledged by Staff in its testimony, has a management team with significant
21 knowledge, experience and expertise in owning, constructing, financing and operating other transmission
22 facilities located in the SPP footprint; has access to significant capital to finance such projects; and will
23 have a substantial stake in the success of such activities given its investment in and ownership of the

1 facilities.

2 GridLiance HP was formed to partner with municipal utilities and municipal agencies like Winfield
3 and KPP to develop unique solutions for their partners' needs. The partnership between GridLiance HP
4 and Winfield and KPP will result in numerous benefits to the SPP-controlled transmission grid. Those
5 benefits will increase as GridLiance HP continues to participate in SPP stakeholder processes as an
6 SPP transmission owner. The public interest will be promoted by approval of the Settlement because
7 it will result in increased coordination of transmission issues and improved reliability and operation of
8 the transmission grid. GridLiance HP will work closely with Winfield and KPP to ensure that Winfield's
9 reliability needs are met through these planning and stakeholder processes. These efforts will ensure
10 that they will be utilized to efficiently and reliably provide transmission service.

11 On a more general view of the public interest, GridLiance HP plans to continue to manage and
12 develop projects with a view toward long term ownership, performance, compliance, and operations.
13 We also plan to continue to be proactive in initiating discussions with public power and cooperative
14 entities to assess what transmission solutions are needed and to enter into tailored arrangements that
15 best align with the goals of those entities.

16 For all of these reasons, and the reasons set forth in the pre-filed direct testimony filed on behalf
17 of all of the Joint Applicants in this case, approval of the Settlement is in the public interest.

18 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

19 **A.** Yes.

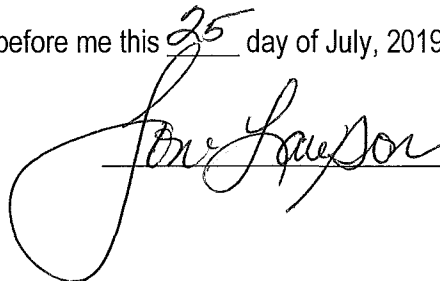
VERIFICATION OF J. BRETT HOOTON

DISTRICT OF COLUMBIA, ss:

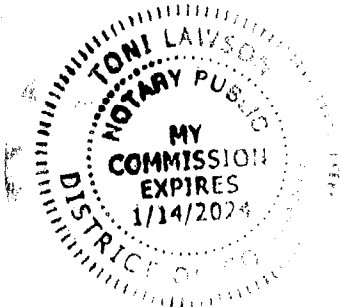
I, J. Brett Hooton, being first duly sworn on oath, depose and state that I am the witness identified in the foregoing Testimony of J. Brett Hooton in Support of the Settlement Agreement; that I have read the testimony and am familiar with its contents; and that the facts set forth therein are true and correct.


J. Brett Hooton

SUBSCRIBED AND SWORN to before me this 25 day of July, 2019.


Notary Public

Appointment/Commission Expires:



CERTIFICATE OF SERVICE

I hereby certify that a copy of the Testimony of J. Brett Hooton in Support of the Settlement Agreement was sent via U. S. Mail, postage prepaid, or electronically, this 26th day of July, 2019, addressed to:

Kenneth Bates, President
Caney Valley Elec. Coop. Assn., Inc.
401 Lawrence, P.O. Box 308
Cedar Vale, KS 67024

N. Beth Emery
bemery@gridliance.com

Jason A. Higginbotham
jhigginbotham@gridliance.com

Janet Virga
jvirga@gridliance.com

Denise M. Buffington
denise.buffington@kcpl.com

Anthony Westenkirchner
anthony.westenkirchner@kcpl.com

Phoenix Z. Anshutz
p.anshutz@kcc.ks.gov

Cole Bailey
c.bailey@kcc.ks.gov

Brian G. Fedotin
b.fedotin@kcc.ks.gov

Amber Smith
a.smith@kcc.ks.gov

Larry Holloway
lholloway@kansaspowerpool.org

Mo Awad
mo.awad@westarenergy.com

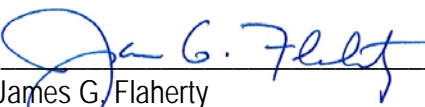
Leslie Wines
Leslie.Wines@westarenergy.com

Max Lowrey
Sumner-Cowley Electric Cooperative, Inc.
2223 North A Street
P.O. Box 220
Wellington, KS 67152-0220

Amy Fellows Cline
amycline@twgfirm.com

Cathryn J. Dinges
cathy.dinges@westarenergy.com

William E. Muret
muret@winfieldattorneys.com



James G. Flaherty