

**Southwest Power Pool
BOARD OF DIRECTORS MEETING
Teleconference at 12:00 noon
March 20, 2003**

- Summary of Action Items -

None.

**Southwest Power Pool
BOARD OF DIRECTORS MEETING
Teleconference at 12:00 noon
March 20, 2003**

Agenda Item 1 - Administrative Items

SPP Chair Mr. Al Strecker called the meeting to order at 12:02 p.m. The following Board members were in attendance or represented by proxy:

Mr. Gene Argo, Midwest Energy,
Mr. Gary Voigt, Arkansas Electric Cooperative Corp.,
Mr. David Christiano, City Utilities of Springfield, MO,
Mr. Harry Dawson, Oklahoma Municipal Power Authority
Mr. Michael Desselle, proxy for Mr. Richard Verret, American Electric Power,
Mr. Michael Deihl, Southwestern Power Admin.,
Mr. Dick Dixon, Westar Energy,
Mr. Jim Eckelberger, independent director,
Mr. Michael Gildea, Duke Energy North America,
Mr. Stephen Parr, Kansas Electric Power Coop.,
Mr. John Marschewski, Southwest Power Pool,
J. M. Shafer, Western Farmers Electric Cooperative,
Mr. Harry Skilton, independent director,
Mr. Richard Spring, Kansas City Power & Light,
Mr. Al Strecker, OG+E,
Mr. Larry Sur, independent director, and
Mr. Walt Yeager, Cinergy.

A quorum was declared with 24 persons in attendance representing 13 members. Also present were Mr. Scott Moore (AEP), Mr. Ricky Bittle (AREC), and Messrs. Nick Brown, Tom Dunn, Walter May and Ms. Stacy Duckett (SPP). (Agenda – Attachment 1).

The Secretary received one proxy statement (Proxies - Attachment 2). Mr. Strecker thanked everyone for participating and asked Mr. Nick Brown for a secretary's report. Mr. Brown asked if there were any objections to including the resolution of Board of Directors from their March 12, 2003 meeting executive session in the minutes of that meeting. Hearing none, Mr. Brown stated that the minutes of that meeting would be distributed soon.

Agenda Item 2 – SPP/MISO Merger Update

Mr. Marschewski reported that the Midwest ISO Board of Directors also took action at their meeting this morning to mutually terminate the purchase and assumption agreement related to the merger between SPP and MISO.

Agenda Item 3 – Strategic Planning Task Force

Mr. Brown reported that SPP Chair, Mr. Al Strecker, had formed a Strategic Planning Task Force to review the SPP organization considering the current industry environment and make appropriate recommendations to the Board of Directors. Mr. Brown referred to a scope statement for this new group distributed with the meeting agenda (SPTF Scope – Attachment 3) and stated that a first meeting had been scheduled for April 2-4, 2003.

Adjournment

With no further business, Mr. Strecker adjourned the meeting at 12:23 p.m.

Nicholas A. Brown, Corporate Secretary

**Southwest Power Pool
BOARD OF DIRECTORS TELECONFERENCE CALL
March 20, 2003
Dial In: 800-369-1930 - Passcode: 19631
12:00 PM (CST)**

A G E N D A

1. Administrative ItemsAl Strecker/Nick Brown
 - Call to Order
 - Roll Call, proxies, quorum
 - February 12, 2003 meeting minutes
2. SPP/MISO Merger Update.....John Marschewski
3. Strategic Planning Task Force Formation & Scope... Dick Dixon & Richard Spring
4. Adjourn

Cheryl Robertson

From: rpverret@aep.com
Sent: Monday, March 24, 2003 11:49 AM
To: Cheryl Robertson
Subject: Re: SPP Board of Directors Minutes 3/12/03

Cheryl, I believe there is still a question as to who carried the proxy for AEP at the last board meeting. I had asked Michael Desselle to represent AEP for that conference call (3/20/03).

Thank you...

**Southwest Power Pool
STRATEGIC PLANNING TASK FORCE**

**Scope
March 18, 2003**

Background

At its March 12, 2003 meeting the SPP Board of Directors took action to pursue mutual termination of a merger with the Midwest Independent Transmission System Operator (MISO). It is expected that the MISO Board of Directors will take similar action at its March 20, 2003 meeting. Given this change of events and the current industry environment, SPP Board of Directors chair, Al Strecker (OKGE), formed the Strategic Planning Task Force reporting to the Board of Directors.

Responsibilities

The Strategic Planning Task Force (SPTF) is charged with a complete review of the SPP organization considering the current industry environment and making appropriate recommendations to the Board of Directors. An initial report is expected at the April 14, 2003 meeting of the Board of Directors. The SPTF expects to formulate a strategic plan for SPP over the next several months.

Roster

The SPTF is co-chaired by Dick Dixon (Westar) and Richard Spring (KCPL) and also includes the following members: John Marschewski (SPP), Trudy Harper (Tenaska), Mel Perkins (OKGE), Ricky Bittle (AREC), Michael Desselle (AEP), Dave Christiano (SPRM), Michael Gildea (DENA). Nick Brown and Carl Monroe of the SPP staff will jointly facilitate the group's activities.