

Southwest Power Pool
REGIONAL STATE COMMITTEE TELECONFERENCE MEETING
August 18, 2004

• M I N U T E S •

Agenda Items 1 & 2 – Administrative Items

RSC Vice President Sandy Hochstetter (APSC) called the meeting to order at 10:05 a.m. and explained that due to another commitment, President Denise Bode (OCC) would join the meeting at a later time. Other members in attendance or represented by proxy were:

Mike Peters, Proxy for Brian Moline, Kansas Corporation Commission
Steve Dottheim, Proxy for Steve Gaw, Missouri Public Service Commission
Secretary Julie Parsley, Texas Public Utility Commission

Others in attendance were:

Mary Cochran, Arkansas Public Service Commission
Tom DeBaun, Kansas Corporation Commission
Mohammad Harunuzzaman, Missouri Public Service Commission
James Watkins, Missouri Public Service Commission
Ryan Kind, Missouri Public Counsel
Joyce Davidson, Oklahoma Corporation Commission
Ed Farrar, Oklahoma Corporation Commission
Karen Forbes, Oklahoma Corporation Commission
Jess Totten, Texas Public Utility Commission
Bridget Headrick, Texas Public Utility Commission
Walter Wolf, Stone, Pigman, Walther, Wittman, LC, outside counsel for the Louisiana Public Service Commission
Richard Spring, Kansas City Power and Light
Terri Gallup, AEP
Michael Desselle, AEP
Les Dillahunty, SPP
Cheryl Robertson, SPP
Carl Monroe, SPP
Shah Hossain, Westar
Steve Owens, Entergy
Gene Anderson, OMPA
Walt Shumate, Consultant
Mike April, Aquila
Anna Smith, SWPA

A quorum was declared. Vice President Hochstetter asked for adoption of the July 26, 2004 meeting minutes. Bridget Headrick (PUCT) stated that the list of persons in attendance at the meeting is not complete because she is waiting for the sign-in sheet from the court reporter. Vice President Hochstetter asked for conditional approval with completion when the sign-in sheet is

received. **Mike Peters** moved that the **July 26, 2004 minutes be adopted consistent with the discussion. Steve Dottheim** seconded the motion. **There was no objection and the minutes were accepted by acclamation.**

Agenda Item 3 – Updates

Vice President Hochstetter asked for updates from the Treasurer, other RSC officers and the FERC. Hearing none, Ms. Hochstetter asked Les Dillahunty to give an update on SPP activities. Mr. Dillahunty stated that SPP made the necessary compliance filing with FERC. It is hopeful that FERC will respond sometime in September. He expressed appreciation for the RSC support. Mr. Dillahunty stated that the other matters being considered by SPP were of a routine nature and being processed through the SPP committee structure.

Vice President Hochstetter asked whether or not anyone could provide an update on the recent discussion within the SPP Regional Transmission Working Group (RTWG) related to the review and possible change to the SPP Tariff provision that provides for the rolling-in of all network upgrade costs after the transition period which ends in February, 2005. Mr. Dillahunty reported that the RTWG had considered a revision to the SPP Tariff language at the August 2 meeting but that no action had been taken. He noted that there are parties who favor such a change to allow the RSC and SPP to develop and implement a Participant Funding solution but that there are others who suggest that no change is warranted or that the timing for the change is not appropriate. Members of the RSC expressed an interest in the subject and expressed a desire to be involved in these ongoing discussions that will next be heard at the RTWG's August 30 meeting.

Agenda Item 4 – Business Meeting

CAWG: Vice President Hochstetter asked if anyone present could report from the Cost Allocation Working Group (CAWG). Jess Totten (PUCT) stated that he and Joyce Davidson (OCC) would report on the latest activities of the group. The CAWG met August 17. Presentations were given from the Wind Group, and SPP Staff addressed transmission costs and how varying levels of expenditures for transmission upgrades might affect rates. A CAWG teleconference is scheduled for Friday, August 20, to develop a straw man proposal for transmission funding. This proposal will be available to all stakeholders on Tuesday, August 24. Ms. Davidson stated that a data analysis is being done using the SPP Model in order to have a sense of the comparative analysis of the impacts of transmission upgrades under the several proposals now being considered by the CAWG.

In discussion, it was decided that RSC should meet prior to tentatively scheduled Symposiums set for September 14 and 28 to discuss Participant Funding. The group will meet the afternoon of September 15 in Austin at the PUCT for the purpose of receiving an update from and providing input to the CAWG prior to further stakeholder deliberations. It was suggested that CAWG move their September 14 Symposium to a date following the RSC meeting on September 15 to allow RSC input.

CBTF: President Denise Bode asked for a report on activities of the Cost Benefit Task Force (CBTF). James Watkins (MPSC) stated that the development of contract language with TCA/CRA was on track. Data requirements have been sent and data collection is underway. CBTF and consultants are: determining a detailed scope of work to be done and cost, finalizing a confidentiality agreement, and working on an assumptions document draft. There is a consensus to have inputs for GE Maps runs. Steve Dottheim (MPSC) suggested that detailed assumptions not be part of the official policy and not binding on any state or commission. It was decided that this should be stated in the preface to the consultants' report, in the assumptions themselves, and elsewhere

where appropriate.

Bylaws: President Bode asked Secretary Parsley for recommended changes to the RSC Bylaws. Ms. Parsley stated that these changes were distributed August 9 and incorporated comments from Kelli Leaf (OCC). Stacy Duckett (SPP) later clarified that the SPP does not have an annual Board of Directors meeting but an Annual Meeting of Membership. The Bylaws will state that the RSC Annual Meeting will be in conjunction with SPP fall quarterly meetings. **Ms. Parsley moved to approve the RSC Bylaws subject to recommended changes. Vice President Hochstetter seconded.** In discussion, it was determined that “conjunction” would mean “at the same time and place.” Another minor change suggested for clarification was that “BOD” be referred to as “Director.” In addition, it was noted that the “fiscal year” is the calendar year, but it was decided to leave the language reference to “fiscal year” as that term provides more flexibility to the RSC. **A roll call vote was taken with unanimous approval. The amended Bylaws are Attachment A.**

Other topics of discussion: Vice President Hochstetter stated that the Joint Operating Agreement had been filed unexecuted. She explained that this is appropriate for the non-market to non-market interface in the first phase. Ms. Hochstetter suggested that RSC should file comments in support of the SPP compliance filing. She plans to send a draft of comments by Friday, August 20, for review and consensus approval. After discussion from several states, it may be that states will file comments separately unless a consensus indicates filing collectively. There was support for the SPP position on the JOA, but the formal action of some state commissions may not provide sufficient time to meet the filing deadline. Carl Monroe (SPP) added that when filing comments, states might want to consider support of Attachment AA, which deals with prepayment of transmission service to upgrade transmission systems.

Ryan Kind (MPSC) inquired about the RSC travel policy and the MISO policy that Treasurer David King (NMPRC) was to distribute as discussed at the last meeting. A draft travel policy has not been distributed to date. Mr. Kind reiterated that he would like to see the RSC travel policy include reimbursements for Associate Member expenses, which Treasurer King had indicated would not be included. Mr. Kind stated that the MISO policy reimburses Associate Members. Mr. Kind requested that this topic be included on the next meeting agenda as there currently is no way to resolve his travel issues. It was agreed that the travel policy would be included on the next agenda.

President Bode asked for any new business. None was offered.

Agenda Item 5 – Future Meetings

The next RSC meeting is September 15 in Austin. The RSC Annual Meeting is October 26 in Little Rock. Meeting details and agendas will be posted on the SPP RSC web page.

Adjournment

With no further business, President Bode apologized for having to join the meeting late and asked for a motion to adjourn. **Secretary Parsley moved to adjourn. Vice President Hochstetter seconded the motion. With all in agreement, the meeting adjourned at 11:25 a.m.**

Respectfully Submitted,

Julie Parsley, Secretary

**Southwest Power Pool
REGIONAL STATE COMMITTEE
BYLAWS**

Proposed: August 9, 2004

Adopted: August 18, 2004

ARTICLE I

1. NAME. The organization shall be known as the Southwest Power Pool Regional State Committee ("SPP RSC"). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the SPP RSC Board of Directors may deem necessary or appropriate in the conduct of its business.
2. PURPOSE. The SPP RSC shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. ("SPP") and SPP's Board of Directors, committees, working groups and task forces, including any independent transmission system operator ("ISO") or regional transmission organization ("RTO") formed by the SPP. Such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights ("FTR") allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers' existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.
3. Nothing in the formation or operation of the SPP RSC as a FERC recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

1. MEMBERSHIP. Membership shall be open to all official governmental entities that:
 - (a) Regulate the retail electricity or distribution rates of transmission-owning members or transmission-dependent utility members of the SPP; or
 - (b) Are the primary regulatory agency responsible for siting electric transmission facilities in states where there are transmission-owning members of the SPP or independent transmission companies that own or operate transmission facilities associated with the SPP.
2. ASSOCIATE MEMBERSHIP. Associate membership shall be open to all official governmental agencies that:
 - (a) Are involved with energy planning, and or environmental issues that relate to electric transmission; or

- (b) Are involved with consumer advocacy issues that relate to electric transmission;
or
- (c) To all other entities that are approved by the SPP RSC Board of Directors for associate member status.

ARTICLE III – ANNUAL MEETING

The Annual Meeting of the SPP RSC (Annual Meeting) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the SPP RSC Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the SPP RSC not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, all member regulatory agencies may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the SPP RSC Board of Directors as provided for in these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES.** The corporate business and affairs of the SPP RSC shall be managed by the SPP RSC Board of Directors, except as may be otherwise provided for in these Bylaws and/or the articles of incorporation (Articles of Incorporation) adopted by the SPP RSC Board of Directors.

2. **COMPOSITION.** Each member regulatory agency, as defined in Article II.1 of these Bylaws, may designate one Commissioner to serve on the SPP RSC Board of Directors. In the case of member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the SPP RSC Board of Directors by another representative from his or her state regulatory agency. A member state regulatory agency may replace its Director by notifying the Secretary of the SPP RSC by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the SPP RSC Board of Directors.

3. **RESPONSIBILITIES.** The SPP RSC Board of Directors shall elect the officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The SPP RSC Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. **REGULAR MEETINGS.** Regular meetings of the SPP RSC Board of Directors shall be held at such time and place as may be determined by the SPP RSC Board of Directors, except that the SPP RSC Board of Directors shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC not less

than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member and Associate Member of the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS. The President may call a special meeting(s) of the SPP RSC Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM If a Director from each of a majority of the member state regulatory authorities is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the SPP RSC Board of Directors, but if less than such majority is present at a meeting, a majority of the members that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the SPP RSC Board of Directors by notifying the Secretary of the SPP RSC as provided for in these Bylaws.

7. PROXY – A request of a member state regulatory agency for recognition by the SPP RSC Board of Directors of a proxy to participate in a meeting of the SPP RSC Board of Directors must be received by the Secretary of the SPP RSC at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the SPP RSC and identify the date of the meeting of the SPP RSC Board of Directors for which the proxy is authorized and identify by name, and position at the member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the SPP RSC must receive a new request for recognition of a proxy for each meeting of the SPP RSC Board of Directors at which the proxy will be sought to be recognized. The SPP RSC Board of Directors will not recognize, for more than one meeting at a time, a proxy request by a member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES. Each SPP RSC Director present (either in person, by authorized telephonic or electronic means, or by representation of the member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the SPP RSC, voting rights shall be divided equally among the SPP RSC Directors from that state present and voting (equating to one total vote per state). Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect. Changes in the Bylaws

shall require a vote consistent with Article XII of this document. All other matters shall be determined by a majority of the SPP RSC Directors present and voting, unless otherwise provided by the laws of the state where the SPP RSC is incorporated or these Bylaws.

9. POSITIONS ON POLICY ISSUES. The SPP RSC Board of Directors will give direction to formation of issue statements, which will then be referred to member state regulatory agencies. A position approved by a majority of the SPP RSC Board of Directors may be issued as the SPP RSC's position with identification of the participating and non-participating member state regulatory agencies. Individual member state regulatory agencies retain all rights to object to, support, or otherwise comment on, issue statements of the SPP RSC, including the attachment of a minority report or dissenting opinion, provided it is submitted in a timely manner. The SPP RSC Board of Directors may authorize intervention in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC's positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual state regulatory agency shall also retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

ARTICLE V - OFFICERS

1. NUMBER AND TITLE. The officers of the SPP RSC shall be the President, Vice-President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES. The President, Vice-president, Secretary, and Treasurer shall be elected by the SPP RSC Board of Directors for a term of one year, or until their successors are elected, and shall not consecutively serve for more than one term in any one office. Partial terms are not counted as one term of office. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The SPP RSC Board of Directors may fill a vacancy among the officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election. The terms of the officers elected in 2004 shall be deemed partial terms.

3. GEOGRAPHIC BALANCE. The officers elected shall be SPP RSC Directors from different states.

4. DUTIES. The duties of the officers shall be as follows:

(a) The PRESIDENT shall be the principal officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the SPP RSC Board of Directors, shall be responsible for seeing that the lines of direction given by the SPP RSC Board of Directors are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the member state regulatory authorities, and shall have such other powers and perform such other duties as may be assigned by the SPP RSC Board of Directors; including but not limited to: serving as the SPP RSC's non-voting representative at the

meetings of the SPP's Board of Directors, performing or delegating presentations/speeches on behalf of the SPP RSC, designating member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC, assigning member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC and requesting technical support from SPP as necessary. The PRESIDENT (or other officer serving as the RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her member state regulatory agency.

(b) In the temporary absence or disability of the President, the VICE-PRESIDENT shall preside at meetings of the SPP RSC Board of Directors and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the SPP RSC Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the SPP RSC Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the SPP RSC Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the SPP RSC Board of Directors, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC's finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the SPP RSC Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or SPP RSC Board of Directors.

5. REMOVAL. An officer of the SPP RSC may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board of Directors.

ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION

Member state regulatory agency staff members shall participate at the discretion of their respective member state regulatory agency, including but not limited to: attendance at SPP RSC and SPP Board of Directors meetings in support of or in lieu

of member state regulatory agency commissioners, attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC members and associate members), active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC member state regulatory authorities, and attending and actively participating in assigned SPP RSC committees and work-groups created by the SPP RSC Board of Directors (including providing summaries of meetings and reporting to the SPP RSC members and associate members). Member state regulatory agency staff members must clearly indicate whether they are representing the SPP RSC or solely their member state regulatory agency.

ARTICLE VII - COMMITTEES

1. ESTABLISHED. The SPP RSC Board of Directors may establish SPP RSC committees and work-groups as it deems necessary and provide for their governance.
2. COMPOSITION AND APPOINTMENT. The President shall appoint members of the SPP RSC committees. Unless otherwise provided by the SPP RSC Board of Directors, a committee may elect its chair. Members and Associate Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

ARTICLE VIII – MEMBERS AND ASSOCIATE MEMBERS NOT BOUND

No vote of, or resolution passed by, the SPP RSC Board of Directors has any binding effect upon any member state regulatory agency, or any associate member, in the exercise of that entity's powers.

ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF DIRECTORS

1. FISCAL YEAR. The SPP RSC Board of Directors shall establish the fiscal year of the SPP RSC.
2. FUNDING. Any funds shall be accepted or collected only as authorized by the SPP RSC Board of Directors.
3. DEPOSITORIES. All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.
4. APPROVED SIGNATURES. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the SPP RSC shall be provided by resolution of the SPP RSC Board of Directors. In all cases, two signatures shall be required and shall consist of either the SPP RSC President or Vice-President and one other officer and/or the Executive Director.
5. BONDING. All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the SPP RSC Board of Directors.

6. INDEMNIFICATION AND INSURANCE. Indemnification and Directors and Officers insurance shall be provided by resolution of the SPP RSC Board of Directors in accordance with the Articles of Incorporation and the laws of the state where the SPP RSC is incorporated.

7. BUDGET. The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the SPP RSC Board of Directors in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the SPP RSC Board of Directors.

8. CONTRACTS AND DEBTS. Contracts may be entered into or debts incurred only as directed by resolution of the SPP RSC Board of Directors.

9. AUDITS. A certified public accountant or other independent public accountant shall be retained by the SPP RSC Board of Directors to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the SPP RSC Board of Directors and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL. Independent legal counsel may, if deemed necessary and appropriate, be retained by the SPP RSC Board of Directors to: (a) insure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the SPP RSC Board of Directors executes, such as leases, contracts, property purchases, or sales; (c) for interventions before federal regulatory agencies and related judicial proceedings; or (d) for any other matters as determined necessary by the SPP RSC Board of Directors – including those matters that are deemed to be administrative in nature.

11. PROPERTY. Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the SPP RSC Board of Directors; or otherwise required by law.

12. INVESTMENT. The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the SPP RSC Board of Directors or any committee of the SPP RSC Board of Directors appointed for such purpose.

ARTICLE X - PARLIAMENTARY AUTHORITY

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the SPP RSC Board of Directors and all committees, subject to the laws of the state where the SPP RSC is incorporated, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the SPP RSC.

ARTICLE XI - OPEN MEETINGS

The Annual Meeting and all meetings of the SPP RSC Board of Directors and subordinate committees and work-groups shall be open meetings, except that

discussion of commercially sensitive, legal, and personnel issues may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the SPP RSC Board of Directors and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) The public may attend all open meetings of the SPP RSC.

(d) The SPP RSC Board of Directors may provide for participation by telephone or electronic means.

ARTICLE XII- AMENDMENTS

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the SPP RSC Board of Directors, provided that the proposed amendment(s) must have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 9 or Article VIII shall require the unanimous vote of the entire Board of Directors.

ARTICLE XIII- EXECUTIVE DIRECTOR

1. EMPLOYMENT. The SPP RSC Board of Directors may select an Executive Director. Where an Executive Director is hired, the SPP RSC Board of Directors shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority of all serving SPP RSC Directors.

2. RESPONSIBILITIES. If deemed necessary and appropriate, where an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the SPP RSC Board of Directors. The Executive Director shall be responsible for providing advice and assistance to the SPP RSC Board of Directors, the President and other officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the SPP RSC Board of Directors. The Executive Director shall be an ex officio non-voting member of the SPP RSC Board of Directors.