

**Southwest Power Pool
BOARD OF DIRECTORS MEETING
Dallas / Ft. Worth Airport Hyatt Hotel
September 28, 1999 Called Executive Session Meeting**

SPP Chair Mr. Robert Zemanek brought the called meeting to order at 9:56 a.m. and thanked everyone for attending the called meeting. The following Board members were in attendance or represented by proxy:

Mr. Mike Apprill, UtiliCorp United,
Mr. David Christiano, City Utilities of Springfield, MO
Mr. Roland Dawson, OK Muni. Power Authority,
Mr. Michael Deihl, Southwestern Power Admin.,
Mr. Dick Dixon, proxy for Mr. Tom Grennan, Western Resources,
Ms. Trudy Harper, Tenaska Power Services Co., and proxy for Ms. Lydia Vollmer, PECO Power Team,
Mr. Henry Jahnsen, proxy for Mr. David Wilks, Southwestern Public Service,
Mr. Myron McKinney, Empire District Electric Co.,
Mr. Errol Ortego, proxy for Mr. Marvin Carraway, City of Clarksdale, MS,
Mr. Mel Perkins, Engineering & Operating Committee Chair
Mr. J. M. Shafer, Western Farmers Electric Cooperative,
Mr. Al Strecker, proxy for Mr. Steve Moore, OK Gas & Electric Co.,
Mr. Gary Voigt, Arkansas Electric Cooperative, Corp.,
Mr. Larry Wells, proxy for Mr. David Eppler, Cleco Corp.,
Mr. Robert Zemanek, Chair, Central and South West Corp., and
Mr. John Marschewski, President, Southwest Power Pool.

Non-Board members in attendance were Mr. Nick Brown, SPP Vice President & Corporate Secretary, and Mr. Mike Small, SPP General Counsel. Mr. Darrell Hayslip, Calpine, was unable to attend or to be represented by proxy. The Secretary received six proxy statements as indicated above. With all but one Board member present or represented by proxy a quorum was established.

While in executive session, the Board of Directors took the following actions:

1. Approved without opposition the July 20, 1999 Board of Directors meeting minutes as distributed to the membership on July 27, 1999;
2. Supported without opposition the continuation of discussion between SPP leadership and the leadership of the Midwest Independent System Operator, Inc. to develop specific details on the combination of the two organizations for further consideration by the respective boards of directors;
3. Approved without opposition a SPP salary structure recommended by the Employee Benefits Working Group to become effective October 1, 1999; and
4. Approved without opposition a Central & South West recommendation that Staff investigate the formation of a SPP subsidiary to perform the independent organization functions contemplated in Texas Senate Bill 7 and other state retail access legislation. Such subsidiary would be funded by a separate cost allocation based upon participating members. The Staff is to report their findings and recommendations at the November 8, 1999 Board of Directors meeting.

With no further business, Mr. Zemanek thanked everyone for their active participation and adjourned the meeting at 1:28 p.m.

- Nicholas A. Brown, Corporate Secretary