

Southwest Power Pool
CORPORATE GOVERNANCE COMMITTEE MEETING

July 17, 2006

Teleconference

• M I N U T E S •

Agenda Item 1 – Administrative Items

Chair Nick Brown called the meeting to order at 8:04 a.m. Other members in attendance or represented by proxy were: Jim Eckelberger (Director), Harry Dawson (OMPA), Kevin Easley (GRDA), Mel Perkins (OG+E), Jim Stanton (Calpine) and Stacy Duckett (SPP Staff Secretary).

Agenda Item 2 – Vacancies

Nick Brown reviewed the purpose of the meeting, to fill vacancies on committees (Members, Strategic Planning, and Finance) created by the departure of Michael Desselle from AEP to join the SPP Staff (Attachment). The Corporate Governance Committee (CGC) is to fill these vacancies on an interim basis. The group discussed nominees for various openings.

Kevin Easley moved to nominate Nick Akins (AEP) for the Members Committee. Harry Dawson seconded the motion, which passed unanimously.

Harry Dawson moved to nominate Tim Woolley (Xcel) for the Strategic Planning Committee. Jim Stanton seconded the motion, which passed unanimously.

Jim Eckelberger moved to nominate David Sartin (AEP) for the Finance Committee. Harry Dawson seconded the motion, which passed with one abstention from Mel Perkins.

Agenda Item 3 – Other

Nick Brown reminded the committee of upcoming activities:

- Annual self assessment as part of the organizational effectiveness effort;
- Nominees to the Membership for the Members Committee and Board of Directors terms expiring at the end of 2006;
- Bi-annual review of organizational group rosters and chairs.

Adjournment

Nick Brown thanked everyone for participating and adjourned the meeting at 8:30 a.m.

Respectfully Submitted,

Stacy Duckett, Secretary

Southwest Power Pool, Inc.
CORPORATE GOVERNANCE COMMITTEE
Report to the Board of Directors
July 25, 2006

BOARD APPOINTMENT OF COMMITTEE REPRESENTATION

Organizational Roster

The following members represent the Corporate Governance Committee:

Nick Brown, Chair	Director
Harry Dawson	OMPA
Jim Eckelberger	Director
Kevin Easley	Grand River Dam Authority
Steve Parr	KEPCo
Mel Perkins	OG+E
Jim Stanton	Calpine

Background

Michael Desselle, AEP, represented the Investor Owned Utilities sector of the membership on the Members Committee and Transmission Owning sector of the membership on the Strategic Planning Committee and Finance Committee.

Analysis

As relates to vacancies on the Members Committee, in accordance with Section 5.1.4 *Vacancies* in the Bylaws:

"If a vacancy occurs the Corporate Governance Committee may elect an interim representative from the same sector to serve until a replacement representative from the same sector is elected and takes office. A special election shall be held at the next meeting of Members to fill the vacancy for the unexpired term."

The Corporate Governance Committee met for purposes of selecting an interim representative, that being (Name).

As relates to vacancies on the Strategic Planning Committee, in accordance with Section 6.2 *Strategic Planning Committee* in the Bylaws:

"Where a vacancy occurs the Corporate Governance Committee will fill the vacancy on an interim basis until the next meeting of the Board of Directors."

The Corporate Governance Committee selected (Name) as the interim representative to the Strategic Planning Committee and nominates him to the Board of Directors for appointment.

As relates to vacancies on the Finance Committee, in accordance with Section 6.5 *Finance Committee* in the Bylaws:

"Where a vacancy occurs the Corporate Governance Committee will fill the vacancy on an interim basis until the next meeting of the Board of Directors."

The Corporate Governance Committee selected (Name) as the interim representative to the Finance Committee and nominates him to the Board of Directors for appointment.

Recommendation

- 1) The Corporate Governance Committee asks that the Board of Directors recognize (Name) as the representative of the Investor Owned Utilities membership sector on the Members Committee until such time as a special meeting of members can be convened for an election.
- 2) The Corporate Governance Committee asks that the Board of Directors appoint (Name) as the representative of the Transmission Owners sector of the membership on the Strategic Planning Committee.
- 3) The Corporate Governance Committee asks that the Board of Directors appoint (Name) as the representative of the Transmission Owning sector of the membership on the Finance Committee.

Approved: Corporate Governance Committee July 17, 2006

Action Requested: Approve Recommendation

MEMBERS COMMITTEE (IOU sector)

Nick Akins	AEP/SWEPCO
Robin Kittel	SPS/Xcel Energy

STRATEGIC PLANNING COMMITTEE (TO sector)

Kelly Harrison	Westar Energy
Calvin Crowder	AEP
Tim Woolley	SPS/Xcel Energy

FINANCE COMMITTEE (TO sector)

Bill Wylie	OG+E
Brad Beecher	The Empire District
David Sartin	AEP/PSO
Tim Woolley	SPS/Xcel Energy

MEMBERS COMMITTEE

Harry Dawson	Oklahoma Municipal Power Authority
Kevin Easley	Grand River Dam Authority
Tom Grennan	Kansas Electric Power Coop
Trudy Harper	Tenaska Power Services Co.
Jeff Knottek	City Utilities (Springfield MO)
Mel Perkins	OG+E Electric Services
Gary Roulet	Western Farmers Electric Cooperative
Richard Spring	Kansas City Power & Light Company
Jim Stanton	Calpine Energy Services L.P.
Tom Stuchlik	Westar Energy
Rick Tyler	Northeast Texas Electric Cooperative
Gary Voigt	Arkansas Electric Cooperative Corporation
Walt Yeager	Cinergy Corporation

STRATEGIC PLANNING COMMITTEE

Ricky Bittle	Arkansas Electric Cooperative Corporation
Kevin Easley	Grand River Dam Authority
Tom Grennan	Kansas Electric Power Coop
Mike Palmer	Empire District Electric Company
Mel Perkins	OG+E Electric Services
Richard Spring	Kansas City Power & Light Company
Jim Stanton	Calpine Energy Services L.P.

FINANCE COMMITTEE

Trudy Harper	Tenaska Power Services Co.
Kelly Harrison	Westar Energy
Gary Voigt	Arkansas Electric Cooperative Corporation

CORPORATE GOVERNANCE COMMITTEE

Harry Dawson	Oklahoma Municipal Power Authority
Kevin Easley	Grand River Dam Authority
Steve Parr	Kansas Electric Power Coop
Mel Perkins	OG+E Electric Services
Jim Stanton	Calpine Energy Services L.P.

HUMAN RESOURCES COMMITTEE

Harry Dawson	Oklahoma Municipal Power Authority
Trudy Harper	Tenaska Power Services Co.
Mike Palmer	Empire District Electric Company
Richard Spring	Kansas City Power & Light Company