

Southwest Power Pool
CORPORATE GOVERNANCE COMMITTEE MEETING

July 2, 2008

Teleconference

• M I N U T E S •

Agenda Item 1 – Administrative Items

SPP Chair Nick Brown called the meeting to order at 10:33 a.m. Other members in attendance or represented by proxy were: Jim Eckelberger (Director), Kevin Easley (GRDA), Mel Perkins (OG+E), Rob Janssen (Redbud), Cindy Holman (OMPA), and Steve Parr (KEPCo). Paul Malone (NPPD) and Dave Reid (OPPD) were also in attendance. SPP Staff included Stacy Duckett.

Agenda Item 2 – Proposed Bylaws Revisions

The committee met to consider Bylaws changes proposed by the Nebraska entities in anticipation of their joining SPP (Attachment). Mr. Brown reviewed history that resulted in the current construct. David Reid and Paul Malone provided additional information related to the requested revisions. Group discussion followed.

Steve Parr moved to accept changes as proposed; Mel Perkins seconded the motion. Following discussion, Jim Eckelberger recommended reconsideration. Mr. Perkins withdrew his second and Mr. Parr withdrew the motion. A new motion was suggested to increase representatives from one to two for the state/federal agencies sector with no qualifications and to expand the Members Committee to nineteen representatives. Mr. Parr moved to approve this motion; Mr. Perkins seconded the motion. The motion passed unanimously.

The Bylaws revisions will be presented at the SPP Board of Directors meeting on July 29, but requires a vote of the Membership. A Special Meeting of Members will be considered for September.

Agenda Item 3 – Bylaws Revisions Required for Compliance Filing

Stacy Duckett apprised the committee of the Bylaws revision required by the Delegation Agreement compliance filing. The Board of Directors will act on this at the July 29 meeting.

Nick Brown thanked everyone for participating and adjourned the meeting at 11:15 a.m.

Respectfully submitted,

Stacy Duckett, Secretary

indication of the level of consensus among Members, on all actions pending before the Board of Directors; and

- (a) Serve on committees reporting to the Board of Directors as appointed by the Board of Directors.
- (b) Provide input with the Board of Directors to the Regional Entity Trustees on SPP Regional Reliability Standards presented by the MOPC to the Trustees or otherwise developed under the auspices of the Trustees for submission to the ERO for its approval.

5.1.1 Composition and Qualifications

5.1.1.1 Composition

Provided that Membership is sufficient to accommodate these provisions, the Members Committee shall consist of up to ~~18~~19 persons. Four representatives shall be investor owned utilities Members; four representatives shall be cooperatives Members; two representatives shall be municipals Members (including municipal joint action agencies); three representatives shall be independent power producers/marketers Members; ~~one~~ two representatives shall be a state/federal power agencies Members; two representatives shall be alternative power/public interest Members; one representative shall be a large retail customer Member; defined as non-residential end-use customers with individual or aggregated loads of 1-MW or more; and one representative shall be a small retail customer Member, defined as residential customers and other customers with individual or aggregated loads of less than 1-MW. Representatives will be elected in accordance with Section 5.1.2 of these Bylaws.

5.1.1.2 Qualifications

A representative shall be an officer or employee of a Member with decision-making responsibility over SPP related activities, and must be the Member's representative to the Membership.

Issued by: L. Patrick Bourne, Manager
Transmission and Regulatory Policy

Effective: May 1, 2004

Issued on: August 2, 2004

Filed to comply with order of the Federal Energy Regulatory Commission, Docket Nos. RT04-1-002 and ER04-48-002, issued July 2, 2004, 108 FERC ¶ 61,003.