

Southwest Power Pool
SPECIAL MEETING OF MEMBERS
Teleconference
October 1, 2007

Agenda Item 1 – Administrative Items

SPP Board of Directors Chair, Mr. Jim Eckelberger, called the meeting to order at 11:26 a.m. Ms. Stacy Duckett conducted a Member roll call followed by introductions of additional attendees. There were 49 people in attendance representing 20 members (Attendance List – Attachment 1). Ms. Duckett reported proxies (Proxies – Attachment 2).

Agenda Item 2 – Regional Entity Compliance Filing

Ms. Stacy Duckett presented a request for Membership approval of SPP Bylaws changes required for the compliance filing in the Regional Entity order (SPP Bylaws Recommendation – Attachment 3). Mr. Tom Stuchlik moved to approve the SPP Bylaws as presented. Mr. Bary Warren seconded the motion, which passed unanimously.

Adjournment

With no further business, Mr. Eckelberger adjourned the Special Meeting of Members at 11:30 a.m.

Stacy Duckett, Corporate Secretary



**Southwest Power Pool
SPECIAL MEETING OF MEMBERS AND
BOARD OF DIRECTORS/MEMBERS COMMITTEE MEETING**

**October 1, 2007
Teleconference**

• A G E N D A •

10:00 a.m. – 12:00 p.m. CDT

Board of Directors/Members Committee

1. Call to Order Mr. Jim Eckelberger
2. Regional Entity Compliance Filing Ms. Stacy Duckett
3. Markets and Operations Policy Committee Report Mr. John Olsen
 - a. Order 890 Compliance Filing
 - b. Criteria 12
 - c. Other Tariff Changes (time permitting)
4. Future Meetings Mr. Jim Eckelberger

Membership

1. Call to Order Mr. Jim Eckelberger
2. Regional Entity Compliance Filing Ms. Stacy Duckett
3. Future Meetings Mr. Jim Eckelberger



Southwest Power Pool
SPECIAL MEETING OF MEMBERS AND
BOARD OF DIRECTORS/MEMBERS COMMITTEE MEETING

October 1, 2007

• Attendance •

Lance Boyd	Kansas Municipal Energy Agency
Harry Dawson	Oklahoma Municipal Power Authority
Bill Dowling	Midwest Energy, Inc.
Kevin Easley	Grand River Dam Authority
Trudy Harper	Tenaska
Carl Huslig	ITC Great Plains
Rob Janssen	Redbud Energy
Jeff Knottek	City Utilities of Springfield, MO
Bary Warren proxy for Mike Palmer	Empire District Electric Company
Steve Parr	Kansas Electric Power Cooperative
Mel Perkins	Oklahoma Gas and Electric Co.
Gary Roulet	Western Farmers electric Cooperative
Anna Smith	Southwestern Power Administration
Stuart Solomon	Public Service Company of Oklahoma
Richard Spring	Kansas City Power and Light
Tom Stuchlik	Westar Energy
Sandy Hochstetter	Arkansas Electric Cooperative
Steve Ferry proxy for Earl Watkins	Sunflower Electric Power Corporation
Steve Ferry proxy for Noman Williams	Mid-Kansas Electric Company
Tim Woolley	Xcel Energy
Stacy Duckett	Southwest Power Pool
Larry Altenbaumer	Director
Phyllis Bernard	Director
Nick Brown	Director
Jim Eckelberger	Director
Quentin Jackson	Director
Josh Martin	Director
Harry Skilton	Director
Tom DeBaun	Kansas Corporation Commission



Michael Desselle
Les Dillahunty
David Douglass
Tom Dunn
Jason Gray
Sonya Hall
Matt Harward
Cindy Holman
Michael Moffett
Carl Monroe
John Olsen
Dennis Reed
Craig Roach
Diana Stensland
Charles Yeung
John Meyer
Dave Christiano
Gerry Burrows
Pat Bourne
Charles Locke

Southwest Power Pool
Southwest Power Pool
Aquila
Southwest Power Pool
Kansas Corporation Commission
Southwest Power Pool
Southwest Power Pool
Oklahoma Municipal Power Authority
Kansas Corporation Commission
Southwest Power Pool
Westar Energy
Westar Energy
Boston Pacific Company
Southwest Power Pool
Southwest Power Pool
RE Trustee
RE Trustee
RE Trustee
Southwest Power Pool
Kansas City Power & Light

From: Williams, Noman [mailto:williams@sunflower.net]
Sent: Monday, October 01, 2007 8:23 AM
To: Ferry, Steve; Watkins, L. Earl
Cc: Stacy Duckett
Subject: RE: 10/1 SPP BOD and Members Conference Call

Stacy

I provide the MKEC (my) proxy for the 10/1/07 BOD/Members teleconference meeting to Steve Ferry.

Noman Williams

Vice President, Transmission Service and Engineering
Sunflower Electric Power Corporation
nwilliams@sunflower.net
Telephone: 785/623-3332
Fax: 785-623-3395
Cell 785-259-5110
y Duckett, e-mail is SDuckett@spp.org.

From: Mike Palmer [mailto:MPalmer@empiredistrict.com]
Sent: Monday, October 01, 2007 9:44 AM
To: Stacy Duckett
Cc: Warren, Bary
Subject: proxy

Bary has the proxy from Empire for today's Board/ Members Committee call.

Thanks

MP

From: Watkins, Earl [mailto:ewatkins@sunflower.net]
Sent: Tuesday, September 25, 2007 10:37 AM
To: Stacy Duckett
Cc: Ferry, Steve
Subject: Sunflower Proxy

Stacy, I will not be attending the October 1 board and members' meeting to take action on the SPP bylaw change. Please note I am giving my proxy to Steve Ferry to vote for me on the bylaw change and any other matter that comes before the meeting. Thanks.

L. Earl Watkins, Jr.
President & CEO
Sunflower Electric Power Corporation



Southwest Power Pool, Inc.
CORPORATE GOVERNANCE COMMITTEE
Recommendation to the Membership
October 1, 2007

Bylaws Revisions for Implementation of Regional Entity

Background

SPP applied and was approved by the Federal Energy Regulatory Commission (the Commission) to serve as a Regional Entity under the North American Electric Reliability Corporation (NERC) as authorized by the Energy Policy Act of 2005. In its April 19 Order, the Commission required additional clarification and some revisions to the Bylaws within 180 days of the Order.

Analysis

SPP sought to become a Regional Entity at the direction of its Membership and as part of the strategic initiative to maintain one organization providing both reliability and transmission services to the region. The Energy Policy Act of 2005 allows for an ISO or RTO to serve as a Regional Entity, but requires clear and distinct separation of duties to ensure the independent execution of the Regional Entity duties (compliance and enforcement, and standards development). The additional Bylaws revisions respond to the Commission's April 19 Order.

Pursuant to SPP's Bylaws, the Board of Directors may adopt revisions to the Bylaws, except for certain sections, and following a 30-day notice to the Membership of the pending action. That notice was provided, and in a separate action, approval by the Membership of the remaining sections of the Bylaws is solicited.

There is no minority opinion to report.

Recommendation

Approval of revisions to Sections 4.0, 5.0, and 9.0 of the SPP Bylaws to meet the compliance requirements of FERC's April 19 Order.