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ARIZONA INDEPENDENT SCHEDULING ADMINISTRATOR ASSOCIATION

Minutes from the Regular Meeting of Board of Directors
Wednesday, May 14, 2003

DRAFT MINUTES

I. Call to Order

Acting Executive Director Patrick J. Sanderson called the meeting to order at 9:35 a.m.

II. Establish Quorum

The presence of a quorum was ascertained.

Directors Present: Dimitrios Laloudakis, Mike McElrath, and Patrick J. Sanderson (Chair). *Directors Present Via Teleconference:* Ed Beck, Charles Emerson, Kevin Higgins, Mona Petrochko, Vicki Sandler, and John Wallace. *Directors Not Present:* Larry Huff and Brian Walker.

Others Present: David Childers, Peggy Drumm, Alan Propper, Mary Ann Sheehan, and Jerry Smith (APS).

III. Welcome and Introductions

All present were welcomed and introduced.

IV. Appoint Corporate Secretary

Peggy Drumm was appointed as Corporate Secretary for the meeting.

V. Approve Agenda

It was duly moved and seconded by Mike McElrath and Ed Beck, respectively, to approve the agenda. The motion was approved.

VI. Approve Minutes from January 8, 2003 Meeting

Pat Sanderson referred to the copy of the January 8, 2003 minutes, which was provided in the Board package. It was duly moved and seconded by Ed Beck and Mike McElrath, respectively, to approve the January 8 minutes as written. The motion was approved.

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VII. Approve Minutes from April 3, 2003 Board Meeting

Pat Sanderson referred to the copy of the April 3, 2003 minutes, which was provided in the Board package. It was duly moved and seconded by Ed Beck and Dimitrios Laloudakis, respectively, to approve the April 3 minutes as written. The motion was approved.

VIII. Approve Minutes from April 25, 2003 Board Meeting

Pat Sanderson referred to the copy of the April 25, 2003 minutes, which was provided in the Board package. It was duly moved and seconded by Ed Beck and Vickie Sandler, respectively, to approve the April 25 minutes as written. The motion was approved.

IX. Articles of Incorporation Sunset Clause

A proposed amendment to the Az ISA Articles of Incorporation, which eliminates the 5-year sunset clause, was discussed. It was then duly moved and seconded by Ed Beck and Charles Emerson, respectively, to adopt the changes as written by Pat Sanderson, with the condition that they not be filed until June 15. The motion was approved. A copy of the adopted amendment was included in the Board package, and it is attached to these minutes as Attachment A.

X. Az ISA Staff Report – March Financial Statements

Pat Sanderson advised the Board that the annual Federal Income tax report (990) has been completed and filed. The March financial statements, provided in the Board package, were reviewed. There were no questions or comments. After a brief discussion, Kevin Higgins recommended that Mr. Sanderson develop and distribute a new budget based on Plan 2, which was approved previously.

XI. Executive Session

The Board adjourned to executive session to discuss the nature of a severance package for Peggy Drumm. The Board unanimously approved a severance package of three months' regular pay effective as of the termination of her employment on May 31, 2003. By acclamation, the Board adopted a resolution expressing its sincere appreciation for Ms. Drumm's efforts on behalf of the Az ISA during her employment.

XII. Other Business

There was no other business.

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XIII. Next Board Meeting

A regular Board meeting and the annual members meeting are scheduled for September 9, 2003. A special Board meeting could be called before then, depending on Arizona Corporation Commission actions.

XIV. Adjourn

The meeting was adjourned at approximately 10:40 a.m.

Respectfully submitted,

Peggy A. Drumm, Acting Corporate Secretary

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ARIZONA INDEPENDENT SCHEDULING ADMINISTRATOR ASSOCIATION

Regular Board Meeting of Board of Directors
May 14, 2003 at 9:30 A.M. MST

Arizona Independent Scheduling Administrator Association
615 South 43rd Avenue, APO Building (WAPA Complex)
Phoenix, Arizona

DRAFT AGENDA

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| I. | Call to Order | |
| II. | Establish Quorum | |
| III. | Welcome and Introductions | |
| IV. | Appoint Corporate Secretary | |
| V. | Approve Agenda | Approval Item |
| VI. | Approve Minutes from January 8, 2003 Board Meeting | Approval Item |
| VII. | Approve Minutes from April 3, 2003 Board Meeting | Approval Item |
| VIII. | Approve Minutes from April 25, 2003 Board Meeting | Approval Item |
| IX. | Articles of Incorporation Sunset Clause | Approval Item |
| X. | Az ISA Staff Report – March Financial Statements | |
| XI. | Executive Session | |
| XII. | Other Business | |
| XIII. | Next Board Meeting | |
| XIV. | Adjourn | |

Conference Call for Board Meeting, as follows:

- 9:30 a.m. (Arizona time/MST)
- Call-in Number: 1-866-248-0553
- Enter Room Number (including star keys): *3523531*
- US West 1-800-263-3863 (in case of problems)

Amend Article I, Az ISA Articles of Incorporation,

Existing Article I:

Name and Period of Duration

The name of the corporation is ARIZONA INDEPENDENT SCHEDULING ADMINISTRATOR ASSOCIATION (the “Corporation”). The Corporation shall exist for a period of five (5) years from the date of its incorporation unless dissolved at an earlier date.

Change second sentence of Article I:

The Corporation shall exist until a Federal Energy Regulatory Commission approved Regional Transmission Organization is operational serving Arizona.

Amended Article I:

The name of the corporation is ARIZONA INDEPENDENT SCHEDULING ADMINISTRATOR ASSOCIATION (the “Corporation”). The Corporation shall exist until a Federal Energy Regulatory Commission approved Regional Transmission Organization is operational serving Arizona.