

**Western Systems Power Pool, Inc.**  
**Minutes of Meeting of the Executive Committee**  
**December 4, 2006**

The meeting was called to order by the Chairman, Duane Farmer.

Bobby Campo, Operating Agent, reported on the state of the Corporation's cash accounts and expenditures, and presented a proposed Operating Budget for 2007. The budget is attached and included in these Minutes.

James Lobdell, Secretary/Treasurer, described the function of the Audit Committee of the Corporation and presented the report of the Audit Committee. Mr. Lobdell explained that the work of the Audit Committee is to verify all cash balances in the financial accounts of the Corporation and oversee the timely filing of all required tax returns. The review function of the Audit Committee serves to replace a formal audit that otherwise would be conducted by a certified public accountant. The Administrative Committee determined that a review conducted by an Audit Committee, instead of a formal audit conducted by a certified public accountant, was sufficient and appropriate for the Corporation in view of the simplicity of the Corporation's finances and the high cost of a formal audit.

A motion was made and seconded to approve the 2007 Operating Budget of the Corporation. Discussion was permitted but none occurred. To facilitate counting of votes, Jeffrey Atkinson, Vice Chairman, reported that members of the Executive Committee representing nineteen (19) members were in physical attendance, and that thirty-four (34) proxies for thirty-four (34) other members were submitted to the Administrative Committee prior to the meeting.

It was **RESOLVED**, by acclamation of more than 90% of the members in attendance and voting by proxy, to approve the proposed Operating Budget for 2007 without modification.

Amie Podgorsky, legal counsel for the Corporation, reported on recent decisions issued by the Federal Energy Regulatory Commission and various courts that are pertinent to the WSPP Agreement or of possible interest to members of the Corporation. Mr. Podgorsky also reported on the activities and subjects under consideration by the Contracting Subcommittee of the Operating Committee.

The Secretary/Treasurer presented the Administrative Committee's Strategic Plan, the written version of which is attached and included in these Minutes. Mr. Lobdell addressed the Corporation's mission, the environment in which it operates, and its goals, initiatives, and market positioning alternatives (including expansion into the East), and whether expansion would require a different form of the WSPP Agreement or associated schedules). Mr. Lobdell also reported on considerations regarding the name of the Corporation and how the name related to market positioning alternatives. The Chairman also addressed reasons to change the name, discussed different alternatives that had been considered during the past two years, and suggested that the name be changed Western Systems Power Pool, Inc. to WSPP Inc.

With respect to the legal procedures applicable to a change of the Corporation's name, Mr. Farmer explained that the name could be changed by passage of two motions followed by legal filings. Under the first motion the members would propose the name change to the Executive Committee. Under Utah law, this motion could be passed only by ten percent (10%) of all members of the Corporation, of which there are three hundred and twelve (312), thereby requiring an affirmative vote of thirty-two (32). Under the second motion, the Executive Committee would determine to amend the Articles of Incorporation of the Corporation to change the name stated in the Articles. This motion would require passage under the customary ninety percent (90%) approval requirement of the Corporation. Mr. Farmer explained that under the Bylaws of the Corporation, a meeting of the Executive Committee is a meeting of the members of the Corporation (see Article 3, Section 3.4) and of the Board of Directors of the Corporation, such that the Executive Committee had authority to act upon both of the motions required to be passed to effect a change of the name.

A motion was made and seconded that the members of the Corporation propose to the Executive Committee that the Executive Committee amend the Articles of Incorporation of the Corporation to change the name of the Corporation from Western Systems Power Pool, Inc. to WSPP Inc. Discussion was had on the motion. Discussion included a question whether the Operating Budget for 2007 covered the cost of legal work required to effect a name change. Mr. Podgorsky responded that the change would be effected by a ministerial submission to the Secretary of State of Utah and a brief filing with the Federal Energy Regulatory Commission to change the name on the WSPP Agreement, and that the costs of these actions would be modest and covered by the Operating Budget.

It was **RESOLVED**, by a vote of fifty-two (52) in favor, zero (0) opposed, and one (1) abstention, which vote included thirty-four (34) votes submitted by proxy in favor of the motion, to propose to the Executive Committee that the Executive Committee amend the Articles of Incorporation of the Corporation to change the name of the Corporation from Western Systems Power Pool, Inc. to WSPP Inc.

A motion was made and seconded that the Executive Committee amend the Articles of Incorporation of the Corporation to change the name of the Corporation from Western Systems Power Pool, Inc. to WSPP Inc., to be made effective at the time a filing would be made during 2007 with the Federal Energy Regulatory Commission concerning the change of name.

It was **RESOLVED**, by a vote of fifty-one (51) in favor, zero (0) opposed, and two (2) abstentions, which vote included thirty-four (34) votes submitted by proxy in favor of the motion, to amend the Articles of Incorporation of the Corporation to change the name of the Corporation from Western Systems Power Pool, Inc. to WSPP Inc., to be made effective at the time a filing would be made in 2007 with the Federal Energy Regulatory Commission concerning the change of name.

Jeffrey Atkinson, Vice Chairman, reported on changes that had been made to the internet site of the Corporation and improvements that were expected, that Public Service New Mexico had offered to assume duties of redesigning and operating the web site, and that the Administrative Committee would explore that offer.

Amie Podgorsky, legal counsel, reported on matters concerning trademarks of the Corporation. Discussion followed concerning unauthorized use of the Corporation's email lists posted on the internet site, and possible security solutions balanced against concerns that Members have ready access to the internet site. There was discussion about creating a logo for the Corporation in conjunction with revising the appearance of the internet site.

The Chairman reported on planned meetings by the Officers of the Corporation with the Commissioners of the Federal Energy Regulatory Commission. It appeared that the Officers would have an opportunity to meet with at least three (3) of the five Commissioners.

The Operating Agent reported on the scheduled Spring 2007 meeting of the Operating Committee of the Corporation, to be hosted by Trans Alta at Banff Springs Resort, a Fairmont Hotel, on March 21-23, 2007.

There was general discussion about whether or not the Corporation should develop certain financial terms that Members could readily use in conjunction with the WSPP Agreement, but which terms would not be a part of the WSPP Agreement as filed and approved by the Federal Energy Regulatory Commission, and that this was a subject for the Contract Subcommittee of the Operating Committee to address.


The Chairman reported that the terms of the Officers of the Corporation would expire on December 31, 2006, and that the Administrative Committee proposed the following persons to serve in the following positions as the Officers of the Corporation, for terms of two (2) years, commencing January 1, 2007.

Jeffrey Atkinson, Chairman  
William Gaines, Vice Chairman  
James Lobdell, Secretary/Treasurer

The Chairman solicited additional nominations from the floor. No additional nominations were made.

A motion was made and seconded to accept the slate nominated by the Administrative Committee. The motion was passed by acclamation of those members present at the meeting and by the thirty-four (34) proxies also voted in favor of the motion.

A motion was made to adjourn the meeting and seconded. The motion was passed by acclamation.

  
James Lobdell  
Secretary/Treasurer  
Western Systems Power Pool, Inc.