

# **Arizona Independent Scheduling Administrator Association**

Minutes from the Special Board of Directors Meeting (Telephonic)  
Monday, May 12, 2008 at 2:15 PM (MST)

## **I. Call to Order**

Vicki Sandler, Interim Executive Director (“ED”), called the Board of Directors (“Board”) Meeting of the Arizona Independent Scheduling Administrator Association (“AISA”) to order at approximately 2:15 PM.

## **II. Determine Quorum**

Ms. Sandler determined that a quorum of the Board was present.

The following Directors were present: Kevin Higgins, Jennifer Chamberlin, Eric Treese, Jerry Smith, Michael McElrath and Vicki Sandler (Chair).

Ed Beck and David Getts were absent. Bill Chen has resigned.

Also present were S. David Childers and Kathy Economy of Low & Childers, P.C.

## **III. Welcome and Introductions**

All present were welcomed and introduced by Ms. Sandler.

## **IV. Appoint Meeting Secretary**

Kathy Economy of Low & Childers, P.C. was appointed as Corporate Secretary for the meeting.

## **V. Approve Board Agenda**

A motion was made and seconded to approve the proposed Agenda. The Board unanimously approved the Agenda.

## **VI. Approve February 4, 2008 Special Board Meeting Minutes**

The Board reviewed the Minutes for the February 4, 2008 Special Meeting of the Board. Ed Treese, made and Jennifer Chamberlin seconded, a motion to approve the minutes from the February 4, 2008 Special Board Meeting. The Board unanimously approved the motion.

## **VII. Financial**

Ms. Sandler raised the following transition items for discussion by the Board and invited Mr. Wasser to comment and answer questions:

Long term liabilities: Mr. Wasser advised that in May 2001 when the loan from SRP in the amount of \$597,139.30 was originated, SRP indicated that it would forgive the loan if SRP did not become a member of AISA again but if it did become a member it would have the right to collect on the funds. Mr. Wasser would like to receive something in writing confirming that SRP has no plan to again become a member of AISA and that they are forgiving the loan. Mr. Wasser advised that forgiveness of the loan would eliminate a large liability on the balance sheet resulting in the Association having a large negative net worth. Ms. Chamberlin and Mr. McElrath suggested that no action should be taken on this matter.

Refundable advances: Mr. Wasser stated that refundable advances of \$1225 from Citizen's Communications (acquired by Unisource) would be applied against tariff dues.

The General Session of this Special Meeting of the Board of Directors was temporarily adjourned and went into Executive Session.

At the request and unanimous direction of the Board, the Executive Session shall remain confidential and no written minutes shall be prepared.

The Board adjourned its Executive Session and resumed its regular session of the Special Meeting.

Mr. Wasser left the meeting at this time.

## **VIII. Industry Meetings**

Ms. Sandler reported that AISA is now being viewed more as an important part of the transmission group. She would like guidance from the Board about what issues to raise at the meetings and which meetings are most valuable to AISA. Ms. Chamberlin said that the individual companies should advise Ms. Sandler. Ms. Sandler stated that she is trying to keep travel expenses controlled. Mr. McElrath offered that Ms. Sandler is doing a "great job."

## **IX. Resignation of Bill Chen**

Ms. Sandler informed the Board that Mr. Chen has resigned his position on the Board. Mr. Childers advised the Board that pursuant to Section 4.6.2 of the AISA Bylaws, in the event that a Board member's position becomes vacant (by resignation or otherwise) the board may choose a successor to hold office until a successor is duly elected by his or her Member Class. Accordingly, the Board may (but is not required to) appoint a successor to Mr. Chen if that is the desire of the group. Although all Board members are elected

from their member classes per the provisions of Section 4.4 of the Bylaws, the Bylaws do not specifically require that an interim Board member be from the same class as the resigning member. The Board engaged in discussion of potential replacements for Mr. Chen. It was suggested that the Board members should solicit recommendations or volunteers within its members. The Board agreed to take no action now but to bring its recommendations to the next meeting and vote on Mr. Chen's replacement at that time.

**X. Corporate Existence Termination Date**

Ms. Sandler advised the Board that the current Amended Articles of Incorporation reflect that AISA will terminate its existence on September 15, 2008. She suggested that the Board approve an amendment to the Articles to extend the duration of the company for another 5 years. Mr. Smith stated that he would vote against an extension of the existence. Ms. Sandler reported that since the agenda only advised the Board members of a "potential amendment" but did not address "voting" at this meeting on the amendment, the issue was tabled until the next meeting.

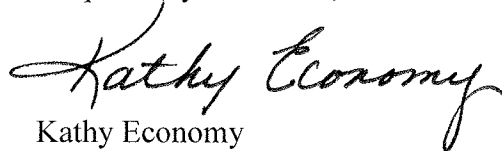
**XI. Notice of Next Board Meeting**

The next Board meeting will be held on Friday, June 13, 2008 at 1:30 P.M.

**XII. Adjourn**

The meeting was adjourned at approximately 3:30 PM.

Respectfully submitted,



Kathy Economy  
Meeting Secretary