

# **Arizona Independent Scheduling Administrator Association**

Minutes from the Regular Meeting of the Board of Directors  
Wednesday, May 13, 2009 at 1:30 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 1:30 PM.

## **II. Determine Quorum**

Ms. Sandler announced that eight of ten directors were present, constituting a quorum of the Board.

The following Directors were present: Ed Beck, Kevin Higgins, Jennifer Chamberlin, Michael McElrath, David Getts, Cliff Cauthern, Mary Lynch and Vicki Sandler (Chair).

Eric Treese and Jerry Smith were absent.

Also present were Tasha Cycholl and Kathy Economy of Low & Childers, P.C., Greg Patterson, Linda Willowby and Leland Snook.

## **III. Welcome and Introductions**

All present were welcomed and introduced by Ms. Sandler. It was confirmed that all of the participants by teleconference could hear and be heard by all of the other participants.

## **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 Minutes of the January 21, 2009 Board of Directors Meeting**

The Board reviewed the Minutes for the January 21, 2009 Board of Directors Meeting. Ed Beck made, and Jennifer Chamberlin seconded, a motion to approve the minutes of

the January 21, 2009 Board of Directors Meeting. The Board unanimously approved the motion.

#### **VII. Resignation of Jerry Smith and appointment of new director**

Ms. Sandler announced that Jerry Smith has resigned as director of the Transmission Facilities Providers Class. Ms. Sandler introduced Leland Snook, who is also with Arizona Public Service Company, as a replacement for Mr. Smith. Mr. Smith was given an opportunity to advise the Board of his qualifications and to express his willingness to serve on the AISA Board as a director of the Transmission Facilities Providers Class. Kevin Higgins offered comment on Mr. Snook's contributions in the formative years of AISA. After a brief discussion, and in accordance with Section 4.6.2 of the AISA Bylaws, Kevin Higgins moved, and Mike McElrath seconded, a motion to appoint Leland Snook as director to fill the vacancy left by Jerry Smith until the Member Class chooses a successor at the next annual meeting. The Board unanimously approved the motion.

#### **VIII. Review of Financials**

Prior to the meeting the directors were provided with copies of the Statement of Financial Position as of December 31, 2008 and the First Quarter Financials. Ms. Sandler discussed the reports and noted several items which contributed to improvements in the budget: SRP loan forgiveness, reduction in insurance premium, reduced travel expenses and Low & Childers' agreement to maintain the annual legal retainer fee of \$5,000 for 2009.

#### **IX. Other Business**

Ms. Sandler provided the directors with a summary of the 1<sup>st</sup> Quarter 2009 Transmission Activities. She reported on her participation in various meetings and conferences, the state of the industry and upcoming activities. Mr. Getts commended Ms. Sandler on her efforts on behalf of AISA and his appreciation of the comprehensive summary.

Ms. Sandler reminded the Board of the necessity of each director executing a Conflict of Interest Statement yearly and noted that three directors still needed to provide her with their executed Statements.

#### **X. Notice of Next Board Meeting**

Ms. Sandler noted that the next meeting date would be September 9, 2009 for the Annual Meeting.

**XI. Adjourn**

The meeting was adjourned at approximately 2:20 PM.

Respectfully submitted,

Kathy Economy  
Corporate Secretary

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