



S P R A

2009 - 2010

Membership Directory

Southwestern Power Resources Association



Table of Contents

SPRA Profile	3
From the Executive Director	4-5
Officers & Board of Directors	6
Committees	7
SPRA Staff	8
National Associations	9
By-Laws	10-16
Membership - Alphabetical Listing	17
Arkansas Statewides & US Senators	18
Arkansas SPRA Members	19-25
Kansas Statewides & US Senators	26
Kansas SPRA Members	27-30
Louisiana Statewides & US Senators	31
Louisiana SPRA Members	32-39
Missouri Statewides & US Senators	40
Missouri SPRA Members	41-54
Oklahoma Statewides & US Senators	55
Oklahoma SPRA Members	56-58
Texas Statewides & US Senators	60
Texas SPRA Members	61-67
Members' Counsels / Consultants	68
Southwestern Power Administration	70-71
US Corps- Hdqt / Div / Dists / Powerhouses	72-73
Hydro Projects Marketed by SWPA	74-79

Since 1957, rural electric cooperatives and public power systems in the southwestern region have been joined together as members of the Southwestern Power Resources Association (SPRA). What began as the Committee on Power for the Southwest, SPRA continues as a voluntary organization of consumer-owned electric systems located in Arkansas, Kansas, Louisiana, Missouri, Oklahoma and Texas. These systems are customers of the Southwestern Power Administration, headquartered in Tulsa, Oklahoma, which markets hydroelectric power generated at 24 multi-purpose Corps of Engineers water projects in this region.

SPRA has a record of significant accomplishments on behalf of its membership. It supports appropriations for both the Corps of Engineers and the Southwestern Power Administration for water development studies, project construction, operation and maintenance (O&M), and the federal power marketing activities. We boast the first of its kind, tri-party Memorandum of Agreement (MOA), with Southwestern Power Administration and the US Army Corps of Engineers, allowing SPRA members to directly fund Corps non-routine O&M work necessary to ensure the reliability of hydropower projects.

SPRA has been a major force in defeating proposals to alter national policies requiring federal power be sold at cost and made available to nonprofit consumer-owned electric systems. These policies were enacted by Congress more than 90 years ago as a means to assure the benefits of national water resources development are retained by the public.

SPRA activities have benefited millions of rural and small town electric consumers in the Southwest region, while providing solid support for repayment of the federal investment in the power facilities in a consistent and timely manner. Grassroots support by its membership has assured the continued flow of federal power to the southwestern region on a not-for-profit basis.



The cover of SPRA's last Membership Directory featured a photo from the famous musical-movie "Singin' in the Rain." This edition boasts a cover photo of bright yellow rain boots. I think it is highly appropriate.

The work force is aging. SPRA's active membership is aging. I'm not the only one festooned with locks of silver-gray. (Ralph Gillis suggests "Just for Men". I'm sure he has first-hand knowledge, but he needs a much smaller bottle than I.) The fact is that the Baby Boomers (myself included) are marching to retirement.



*Ted Coombes
Executive Director*

Who is going to fill your boots? Your utility probably has a recruitment plan, some sort of vision for replacing the numbers of people who will be retiring - either early or at the newly revised Social Security full retirement age - within the next decade. But do you have a plan in place to pass on your personal knowledge of hydropower and the federal power program to a younger colleague to take your place within SPRA?

The hydropower industry has always been a complicated one, and the federal power system is even more complicated. And it's getting more so every day. Five years ago, who would have thought that we would be talking about using hydro to regulate large-scale wind generation?

You can't expect whoever is ultimately chosen to take your place to attend his or her first SPRA meeting and know what's going on. If you plan to retire during the next decade, you need to take several steps, both for the benefit of your utility and the benefit of your Association. First, identify someone (with the counsel of senior administration in your utility) who can be expected to

become the next SWPA hydro expert in your shop when you've moved on. Then begin bringing that colleague to SPRA meetings. Encourage him or her to become active in SPRA committees - where the issues facing our association are tackled. Encourage your designated replacement to make trips to Washington, D.C. during the American Public Power Association Legislative Rally in February or the National Rural Electric Cooperative's counterpart in May.

Even if you don't contemplate retirement within the next decade, start bringing some younger colleagues with you to SPRA meetings. We need younger blood; we need different ideas, alternative perspectives.

Every two years there are a lot of new boots to fill in Congress. Since I quit working for the U.S. House of Representatives in 1988, only one of eight Congressmen then serving from Oklahoma remains in office. When someone like Kay Bailey Hutchison retires from the Senate, her successor is probably going to know little if anything about the federal hydropower system. That means we have a lot of educating to do. They (and their staffs) need to know what preference power is, why our rates are cost-based, how the federal investment in hydropower facilities is recovered. If you've been a SPRA member for several years, you know the answers to these questions. It's time to share your knowledge.

Finally, don't forget as Nancy Sinatra used to remind us, that "These Boots Are Made for Walkin". Use 'em to take you to Washington Legislative Rallies, to the next SPRA meeting, and to the one after that. Use 'em to recruit new participants from your utility in SPRA activities. You, your utility, and your Association will be better for it.



Executive Committee

- Robert Williams, CWEP Carthage, MO - President
- Andrew Lachowsky, AECC Little Rock, AR - Vice President
- Brett Bradford, CLW&C Paragould, AR - Sec. / Treasurer
- Keith Hartner, AEI Springfield, MO - Immediate Past President
- Les Evans, KEPCo Topeka, KS - Executive Member
- Rick Henley, CWL Jonesboro, Ar - Executive Member
- Larry Jones, Kennett, MO - Executive Member
- Scott Williams, WFEC Anadarko, OK - Executive Member

Board of Directors

<u>Directors</u>	<u>State Co-op / Muni</u>	<u>Alternates</u>
Ricky Bittle	AR - Co-op	Andrew Lachowsky
Ron Bowen	AR - Muni	Hugh Harrison
Les Evans	KS - Co-op	(open)
Blake Elliott	KS - Muni	Neil Rowland
Leslie Falks	LA - Co-op	(open)
Ken Stinson	LA - Muni	David Riggins
Keith Hartner	Mo - Co-op	Jim Jura
Bob Williams	Mo - Muni	Larry Jones
Scott Williams	OK - Co-op	Gary Roulet
Walt Allen	OK - Muni	Drake Rice
Rick Tyler	TX - Co-op	John Kirkland
Bruce Halstead	TX - Muni	(open)

Federal Power Marketing Cmte.

Andrew Lachowsky-AECC, AR
Ted Bellers-Malden, MO
Ricky Bittle-AECC, AR
Ron Bowen-Jonesboro, AR
Brett Bradford, Paragould, AR
Renee` Rigsby-Busiek-AECI, MO
Anthony Due-GRDA, OK
Blake Elliott - KCBPU, KS
Les Evans-KEPCo, KS
Leslie Falks-DEMCO, LA
David Finley-Piggott, AR
Ralph Gillis-VPPA, LA
Rick Henley-Jonesboro, AR
Keith Hartner-AECI, MO
Larry Jones-Kennett, MO
John Kirkland-Rayburn Country, TX
Drake Rice-OMPA, OK
Neil Rowland-KMEA, KS
John Stephens-Springfield, MO
Ed Throop - Sikeston, MO
Rick Tyler - NTEC, TX
Bob Williams-Carthage, MO
Scott Williams-WFEC, OK

Competing Uses Committee

Chairman Keith Hartner-AECI, MO
Ricky Bittle-AECC, AR
Brett Bradford - Paragould, AR
Renee`Rigsby-Busiek-AECI, MO
Blake Elliott-KCBPU, KS
Les Evans-KEPCo, KS
Bryan Feemster - Springfield, MO
David Finley-Piggott, AR
Kent Fletcher - WFEC, OK
Tom Gebhard-NE TX Co-ops
Ralph Gillis-SRMPA/VPPA
Brian Haley-Malden, MO
Rick Henley-Jonesboro, AR
Bob Williams-Carthage, MO

Hydropower Operations Cmte.

Chairman Brett Bradford-Paragould
Ted Bellers-Malden, MO
Renee Rigsby-Busiek - AECI, MO
Anthony Due-GRDA, OK
Blake Elliott-KCPBU, KS
Les Evans-KEPCo, KS
Leslie Falks-DEMCO, LA
David Finley-Piggott, AR
Tom Gebhard-NE TX Co-ops
Ralph Gillis-SRMPA/VPPA
Keith Hartner-AECI, MO
Rick Henley-Jonesboro, AR
Larry Jones-Kennett, MO
Andrew Lachowsky-AECC, AR
James Liao - WFEC, OK
Neil Rowland-KMEA, KS
John Stephens - Springfield, MO
Bob Williams-Carthage, MO
Mitch Williams-WFEC, OK

Transmission Committee

Chairman Rick Henley-CWL, AR
Ted Bellers - Malden, MO
Ricky Bittle-AECC, AR
Brett Bradford-Paragould, AR
Renee`Rigsby-Busiek-AECI, MO
Blake Elliott-KCPBU, KS
Les Evans-KEPCo, KS
Tom Gebhard - NE TX Co-ops
Brian Haley-Malden, MO
Larry Jones - Kennett, MO
Tom Littleton-OMPA, OK
Steve Rocky - GRDA, OK
Neil Rowland-KMEA, KS
John Stephens - Springfield, MO
Bob Williams - Carthage, MO
Mitchell Williams-WFEC, OK

SPRA Staff

SPRA Staff

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2009 - 2010 SPRA

American Public Power Association

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ARTICLE I
Membership

Section 1. Requirements for Membership.

Any electric cooperative, public power system, reclamation district which generates electricity, or association thereof, located or doing business within the states of Missouri, Oklahoma, Texas, Arkansas, Louisiana and Kansas (hereafter referred to as consumer-owned system), shall be eligible to apply for membership in the Southwestern Power Resources Association, Inc., (hereinafter referred to as the "Association") upon: (a) Filing a written application for membership in the Association; (b) Agreeing to comply with and be bound by the Articles of Incorporation and By-laws of the Association, and any rules and regulations adopted by its Board of Trustees (hereinafter referred to as the "Board"); and, the membership at annual meeting; (c) By paying and agreeing to pay the membership fee and annual dues as hereinafter specified; (d) Approval of the written application for membership by the Board.

Section 2. Associate Membership.

The Board may at its discretion accept as Associate Members without voting privileges, individuals, groups and organizations which agree to pay such annual membership fees as may be established by Board.

Section 3. Membership Certificates.

Membership in the Association shall be evidenced by a membership certificate which shall be in such form and contain such information as shall be determined by the Board.

Section 4. Membership Fees.

The membership fee shall be \$100.00 and shall not be refundable.

Section 5. Annual Dues.

In addition to the membership fee, each

member shall pay such annual dues to the Association as may be established by the Board.

Section 6. Voting-Members.

The right to vote shall be limited to Members in good standing. A Member in good standing shall satisfy the following requirements: (a) Payment of membership fee; (b) Acceptance and approval of membership by the Board; (c) Payment of the current year's dues; (d) Payment of the membership fee and annual dues by a generation and transmission cooperative or a municipal joint action agency shall entitle each of their respective individual Members to full voting membership.

Section 7. Withdrawal and Readmission to Membership.

Any Member may, by giving written notice to the Secretary of the Association on or before November 1 of any year withdraw from membership effective as of the end of the calendar year in which said notice is given; provided, such Member shall pay in full all of its debts and obligations to the Association and must comply with all of its contracts with the Association. The Board shall establish policies governing applications for membership from an entity that has previously withdrawn from the Association.

Section 8. Transfer of Membership.

Membership in the Association and certificates representing such membership shall not be transferable, except that in case of merger or consolidation of a Member with another corporation, district, system or association, membership may be vested in a successor corporation, district, system or association, provided the latter is eligible to apply for membership and is accepted by the Board.

Section 9. Expulsion and Removal of Members.

The Board may, by the affirmative vote of not less than two-thirds of the Members

thereof, expel any Member who shall have violated or refused to comply with any of the provisions of the Articles of Incorporation of the Association or these By-Laws or any rules or regulations adopted from time to time by the Board. Such expelled Member may be reinstated by the Board, after complying with the requirements made by the Board for reinstatement.

Section 10. Effect of Termination of Membership.

Termination of membership in any manner shall, except as provided in ARTICLE II hereof, operate as a release of all right and interest of said Member in the assets of the Association; provide however, that such termination of membership shall not release the Member from the debts or liabilities of such Member to the Association.

**ARTICLE II
Rights and Liabilities
Of Members**

Section 1. Property interest of Members.

The Association shall not be operated for profit and no dividend or distribution of property among its Members shall be made prior to the dissolution of the Association. Upon dissolution, if there is property remaining after payment of debts and liabilities the same shall be given to organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which said organizations shall qualify as tax exempt organizations under the Internal Revenue Code.

Section 2. Non-Liability for Debts.

Private property of the Members of the Association shall be exempt from execution for the debts or liabilities of the Association and no Member shall be liable or responsible for any debts or liabilities of the Association. This section

shall not be amended without the unanimous written consent of all the Members of the Association.

**ARTICLE III
Audit Of The Association
Records**

Section 1. Annual Audit.

An audit of the Association records by a certified public accountant shall be conducted upon the discretion of the Executive Committee, at least once every three years reconciling each year. Such audit shall be delivered to the Board of Directors prior to the annual meeting. Each audit shall be accompanied by a statement of the auditor concerning the financial condition of the Association.

**ARTICLE IV
Meetings of Members**

Section 1. Annual Meetings.

Annual meetings of Members of the Association shall be held in April each year at a place to be determined by the Board. The date of the annual meeting may be changed by the Board, if necessary.

Section 2. Special Meetings.

Special meetings of the Members may be called by resolution of the Board, or upon written request signed by any six Directors, by the President or by thirty percent or more of the Members, and it shall be the duty of the Secretary to cause notice of such meetings to be given as herein after provided. Special meetings of the Members may be held at any place at which annual meetings may be held.

Section 3. Notice of Members' Meetings.

Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting or annual meeting at which business requiring special

notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each Member. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service addressed to the Member at his address as it appears on the records of the Association, with the postage thereon prepaid. The failure of any Member to receive such notice shall not invalidate any action which may be taken by the Members at such meeting.

Section 4. Delegates.

Each Member shall select one voting delegate and one alternate to cast its vote at any meeting of the Members of the Association and shall notify the Secretary of the name of the persons thus selected to act as its voting delegate. Each Member may change its voting delegate or alternate at any time, provided that written notice of the change shall be given to the Secretary. Each Member may send as many representatives to the annual meeting in addition to the voting delegate and his alternate as a Member may deem desirable. A voting Member is defined to be a Member in good standing of the Association: Each consumer-owned system is deemed to be a Member and entitled to one vote.

Section 5. Quorum

The existence of a quorum shall be determined by the presiding officer.

Section 6. Voting at Membership Meeting.

Each Member shall be entitled to only one vote upon each matter submitted to a vote at the meeting of the Members and such vote shall be cast by its voting delegate, or by his alternate if the voting delegate is not present. All questions

shall be decided by a vote of the majority of the Members voting thereon, except as otherwise provided by law or by these By-Laws. Power supply agencies may cast the votes of their individual Members.

Section 7. Order of Business at Membership Meetings.

The order of business at the annual meeting and at any special meeting of the Members shall be as follows, except as otherwise determined by the Members in attendance at such meetings: (1) Report of the number of Members represented at the meeting by their voting delegate or alternates, in order to determine the existence of a Quorum; (2) Reading of unapproved minutes of previous meetings the Members and the taking of necessary action thereon; (3) Presentation and consideration of reports of officers, directors and committees; (4) Informational program; (5) Election of Directors; (6) Unfinished business; (7) Adjournment.

Section 8. Rules.

Roberts Rules of Order Shall prevail in matters of parliamentary procedure.

ARTICLE V

Board of Directors

Section 1. General Powers.

The business and affairs of the Association shall be managed by a Board of Directors consisting of two Members, one representing public power systems and one representing electric cooperatives from each of the States now or at any time hereafter named in Article I, Section 1 of these By-Laws. The Board shall exercise all of the powers of the Association except such as are by law or these By-Laws conferred upon or reserved to the Members.

Section 2. Election & Tenure of Office.

At the first annual meeting six Directors, one from each State, shall be elected by the Members to serve for a term of one year and six, one from each State shall be

lected to serve for a term of two years. Determination as to who shall serve for one year and who shall serve for two years shall be made by drawing lots. Thereafter, Directors shall be elected to serve or until their successor shall have been elected and qualified.

Section 3. Qualifications.

All persons elected to the Board of Directors of the Association shall be either retail consumers, elected or appointed officials of Members in good standing of the Association. Failure of any Member from which a Director has been elected to maintain its membership in good standing by payment of the current annual dues shall terminate the term of such Director and such Director shall be removed from office. Removal of such Director from office shall be effective thirty (30) days after notice of such removal has been given by registered mail to such Director and to the Member of the Association of which such Director is a retail consumer, elected or appointed official.

Section 4. Elections.

The voting delegates from each State shall meet in a caucus at each annual meeting and shall elect a Director and an alternate to succeed any Director and/or alternate from such State whose term will expire at such annual meeting.

Section 5. Vacancies.

Any vacancy in the Board of Directors shall be filled from the Members in good standing within the State in which such vacancy exists. At the next succeeding annual meeting, the Members shall elect a Director and/or alternate representing the State in which the vacancy was created nominated by the Members of such State, to fill the remainder of said term, if any, of the Director whose resignation or removal created the vacancy.

Section 6. Removal of Directors.

Any Member of the Board may bring charges against an officer or Director by

filing them in writing with the Secretary together with a petition signed by thirty percent (30%) of the Members, requesting the removal of the officer or Director in question. The removal shall be voted upon at the next regular or special meeting of the Members, and any vacancy created by such removal shall be filled by the Members from the State represented by the removed Director. The Director or officer against whom such charges have been brought shall be informed in writing of the charges at least fifteen days before such meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges shall have the same opportunity. Any Director who fails to attend three consecutive regular Board meetings may be removed from office by an affirmative vote of two-thirds (2/3) of the Members of the Board.

Section 7. Compensation of Directors.

Officers and Directors shall not receive compensation for their time or services but all officers may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties as determined by the Board.

Section 8. Committees.

The Board may establish an executive committee and such standing or temporary committees as are needed may be established by the Board. Members of the executive committee shall be members selected from the Board. Each person appointed to serve on any committee must be either a retail consumer, elected or appointed official of a Member in good standing of the Association.

Section 9. Policies, Rules and Regulations.

The Board shall have the power to make and adopt such policies, rules and regulations not inconsistent with the law of these By-Laws, as it deems necessary for the management, administration and regulation of the Association.

ARTICLE VI
Meetings of Directors

Section 1. Regular Meetings.

A regular meeting of the Board shall be held without notice immediately after, and at the same place as the annual meeting of the members. Regular meetings of the Board shall be held at least three times each year and at such other times as may be determined by the Board.

Section 2. Special Meetings.

Special Meetings of the Board may be called by the President, by resolution of the Board, or by a Petition signed by six of the Directors. The President, or the Board or the Directors calling the special meeting shall fix the time and place, which may be at any place within any of the States listed in ARTICLE I, SECTION I of these By-Laws, for the holding of the meetings.

Section 3. Notice of Board Meetings.

Written notice of the time, place and purpose of any regular or special meeting of the Board other than the regular meeting held immediately after and at the same place as the annual meeting of the Members, shall be delivered to each Director not less than five days previous thereto, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service, addressed to the Director at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 4. Quorum.

A majority of the Board shall constitute a Quorum for the transaction of business at any meeting of the Board; If less than a majority are present at the meeting, a majority of the Directors present may continue the meeting from time to time without further notice.

Section 5. Manner of Acting.

The act of the majority of the Directors present at a Board Meeting at which a Quorum is present shall be the act of the Board.

Section 6. Presence of Persons Other Than Directors.

At all regular or special meetings of the Board, duly authorized representatives of all Members shall be entitled to be present and have a voice in the proceedings, provided, however, only a Director or, if the Director is absent, the duly qualified alternate shall be entitled to vote.

Section 7. Representative of Director.

In the event that any Director is unable to attend a Board meeting, the elected alternate may attend such meeting with all the rights conferred on that Director by law or these By-Laws.

ARTICLE VII
Officers

Section 1. Number.

The officers of the Association shall be a President, Vice-President and Secretary/Treasurer.

Section 2. Election, Term of Office.

- (a) The officers shall be elected annually by the Board at the first meeting of the Board held immediately after, and at the same place as, the annual meeting of the Members.
- (b) Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the Members, subject to the provisions of these By-Laws relating to the removal of officers
- (c) The President and Vice-President shall be elected or appointed officials of Members in good standing of the Association.

Section 3. Vacancies.

Except as otherwise provided in these By-Laws, a vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 4. Duties.

Each officer shall perform all duties incident to that office as set forth herein and such other duties as may be prescribed by the Board:

1. **The President:**

- (a) Shall be principal officer of the Association and shall, if present, preside at all meetings of the Board and at all meetings of the Members.
- (b) Shall sign certificates of membership, the issuance of which shall have been authorized by the Board, and may sign any deed, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to another officer or agent of the Association, or shall be required by law to be otherwise signed or executed.
- (c) In addition, he shall perform all other duties incident to the office of President and such other duties as may be prescribed by the Board.

Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President and shall perform such other duties as may be prescribed by the Board.

3. **Secretary/Treasurer:** The Secretary/Treasurer shall:

- (a) Be responsible for the recordings of the minutes of the meetings of the Members and of the Board.

- (b) See that all notices are duly given in accordance with these By-Laws or as required by law.
- (c) Be responsible for the custody of the corporate records under the seal of the Association and see that the seal of the Association is affixed to all certificates of membership prior to the issuance thereof, and to all documents, the execution of which on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these By-Laws
- (d) Be responsible for a register of the Post Office address of each Member, which shall be furnished by such Member.
- (e) Sign, with the President, certificates of membership, the issuance of which shall have been authorized by resolution of the Board.
- (f) Be responsible for the books of the Association in which a record of each Member is kept.
- (g) Keep on file at all times a complete copy of the By-Laws of the Association, containing all amendments thereto, which copy shall always be open to the inspection of any Member, and, at the expense of the Association, forward a copy of the By-Laws and of all amendments thereto to each Member.
- (h) Be responsible for all funds and securities of the Association.
- (i) Be responsible for receiving and giving receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such financial institutions as shall be selected in accordance with the provisions of these By-Laws.
- (j) In addition, perform all the duties incident to the office of the Secretary/Treasurer and such other du-

ties as may be prescribed by the Board. The Secretary/Treasurer may assign such duties of this office as appropriate to the Executive Director subject to approval by the Board.

Section 5. Executive Director.

An Executive Director may be selected by the Board and shall perform such duties as the Board may require and shall have such authority as the Board may grant. The Executive Director shall be compensated such salary as may be established by the Board and shall serve at the pleasure of the Board.

Section 6. Bonds of Officers.

The Board shall require any officer or employee of the Association charged with the responsibility for the custody of any of its funds or property, to give bond in such sum and with such surety as the Board shall determine.

Section 7. Reports.

The officers of the Association shall submit an annual report to the Members, covering the business of the Association for the previous fiscal year and showing the condition of the Association at the close of such fiscal year.

ARTICLE VIII

Contracts, Checks and Deposits

Section 1. Contracts.

Except as otherwise provided in these By-Laws, the Board may authorize any officer, agent or employee to enter into any contact or execute and deliver any instruments in the name and on behalf of the Association. Such authority shall be defined and determined by resolution of the Board.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, agent or employee of the Association, and in such manner, as shall be determined by resolution of the Board.

Section 3. Deposits.

All funds of the Association shall be deposited to the credit of the Association in such financial institutions as the Board deems prudent and appropriate. Accounts in such financial institutions shall be insured by the Federal Deposit Insurance Corporation or its successor agencies.

ARTICLE IX

Waiver of Notice

Any Member, Director or officer may waive, in writing, before or after the meeting, any notice of meetings required to be given by these By-Laws.

ARTICLE X

Fiscal Year

The fiscal year of the Association shall begin on the first day of January of each year and end on the 31st day of December of the same year.

ARTICLE XI

Seal

The Corporate seal of the Association shall be in the form of a circle and shall have inscribed thereon the name of the Association.

ARTICLE XII

Amendments

These By-Laws, other than Section 2 of ARTICLE II, may be altered, amended, or repealed, by the affirmative vote of not less than two-thirds (2/3) of the Members present and voting at any regular or special meetings; provided, that notice of such meeting shall have contained a copy of the proposed alterations, amendment or repeal. After any alteration, amendment, or repeal of these By-Laws has been adopted, all Members shall be notified of such action as soon as is conveniently possible.

SPRA MEMBERSHIP

2009 - 2010 SPRA Membership

Arkansas Electric Cooperative
Associated Electric Cooperative, Missouri
Bentonville, Arkansas
Brazos Electric Cooperative, Texas
Carrollton City Utilities, Missouri
Carthage City Utilities, Missouri
Claiborne Electric Cooperative, Louisiana
Clarksville Water & Light, Arkansas
Dixie Electric Membership Corporation, Louisiana
Fulton City Utilities, Missouri
Grand River Dam Authority, Oklahoma
Hermann City Utilities, Missouri
Higginsville City Utilities, Missouri
Jefferson Davis Electric Cooperative, Louisiana
Jonesboro City Water & Light, Arkansas
Kansas City Board of Public Utilities
Kansas Electric Power Cooperative, Kansas
Kansas Municipal Energy Agency, Kansas
Kaw Valley Electric Cooperative, Kansas
Kennett City Utilities, Missouri
Lafayette Utilities System, Louisiana
Lamar City Utilities, Missouri
Louisiana Energy and Power Authority, Louisiana
Malden Board of Public Works, Missouri
Missouri Joint Municipal Electric Utility Commission
New Madrid Municipal Light & Power, Missouri
Northeast Louisiana Power Cooperative, Louisiana
Northeast Texas Electric Cooperative
Oklahoma Municipal Power Authority, Oklahoma
Paragould City Light & Water, Arkansas
Paris City Utilities, Arkansas
Piggott Municipal Light & Water, Arkansas
Poplar Bluff City Utilities, Missouri
Rayburn Country Electric Cooperative, Texas
Sam Rayburn Dam Electric Cooperative, Texas
Sam Rayburn G&T, Texas
Sam Rayburn Municipal Power Agency, Texas
Sikeston Board of Public Utilities, Missouri
Southwest Louisiana Electric Membership Co-op
Springfield Utilities, Missouri
Tex-La of Texas
Vinton Public Power Authority, Louisiana
West Plains City Utilities, Missouri
Western Farmers Electric Cooperative, Oklahoma

Arkansas Electric Cooperatives, Inc.

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1 Cooperative Way (72209-5433)
Little Rock, AR 72219-4208
Ph 501-570-2200 Fx 501-570-2240

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Mark Pryor (D)
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Generation & Transmission

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U.S. Representative

Vic Snyder (D-2nd)
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Washington, DC 20515
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www.house.gov/snyder

City of Bentonville

115 West Central Avenue
Bentonville, AR 72712-5256
Ph 479-271-3135 Fx 479-271-3137
www.bentonvillear.com
9,012 Customers

Contacts

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bmccaslin@bentonvillear.com
Paul Kellenbarger, Director of Utilities
pkellenbarger@bentonvillear.com

U.S. Representative

John Boozman (R-3rd)
1519 Longworth HOB
Washington, DC 20515
Ph 202-225-4301 Fx 202-225-5713
www.house.gov/boozman

Clarksville Light & Water

P.O. Box 1807
400 West Main
Clarksville, AR
Ph 479-754-3148 Fx 479-754-8181
4,096 Customers

Contacts

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U.S. Representative

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Washington, DC 20515
Ph 202-225-4301 Fx 202-225-5713
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Jonesboro City Water & Light

P.O. Box 1289
400 East Monroe Street (72401)
Jonesboro, AR 72403-1289
Ph 870-935-5581 Fx 870-930-3301
27,121 Customers

Contacts

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U.S. Representative

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2305 Rayburn HOB
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Ph 202-225-4076 Fx 202-225-5602
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Paragould City Light, Water & Cable

P.O, Box 9
1901 Jones Road (72450)
Paragould, AR 72451
Ph 870-239-7700 Fx 870-239-7798
www.clwc.com
11,677 Customers

Contacts

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City of Paris

P.O. Box 271
100 N. Express Street (72855-3210)
Paris, AR 72855-0271
Ph 479-963-2450 Fx 479-963-3807
1,781 Customers

Contacts

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Piggott Municipal Light, Water & Sewer

194 West Court
Piggott, AR 72454
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2,254 Customers

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Pat Roberts (R)

109 Hart

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Fx 202-224-3514

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Kansas City Board of Public Utilities

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Kansas City, KS 66101
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www.bpu.com
64,866 Customers

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1100 SW Auburn Road (66615)
Topeka, KS 66675-0640
Ph 785-478-3444 Fx 785-478-1088
7,787 Consumers

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www.kepco.org
Generation & Transmission

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Claiborne Electric Cooperative, Inc.

P.O. Box 719
12525 Highway 9
Homer, LA 71040
Ph 318-927-3504 Fx 318-927-6636
www.claiborneelectric.org
23,677 Consumers

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Dixie Electric Membership Cooperative

P.O. Box 15659
16262 Wax Road (70739-4964)
Baton Rouge, LA 70895-5659
Ph 225-261-1221 Fx 225-262-1750
www.demco.org
94,960 Consumers

Contacts

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U.S. Representative

Bill Cassidy (R-6th)
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Washington, DC 20515
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cassidy.house.gov

Jeff Davis Electric Cooperative

P.O. Drawer 1229
906 North Lake Arthur Ave. (70546-4630)
Jennings, LA 70546-1229
Ph 337-824-4330 Fx 337-824-8936
www.jdec.org
9,838 Consumers

Contacts

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U.S. Representative

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Lafayette Utilities System

P.O. Box 4017-C
1314 Walker Road (70506-1100)
Lafayette, LA 70502-4017
Ph 337-291-5804 Fx 337-291-8318
www.lus.org
61,588 Customers

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Louisiana Energy & Power Authority

210 Venture Way
Lafayette, LA 70507-5319
Ph 337-269-4046 Fx 337-269-1372
www..lepa.com
Wholesale Customers Only

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Northeast Louisiana Power Cooperative

P.O. Box 1577
1411 Landis Street (71295-2644)
Winnsboro, LA 71295-2644
Ph 318-435-4523 Fx 318-435-3887
www.nelpco.coop
10,840 Members

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**Southwest Louisiana Electric Membership
Cooperative**

P.O. Box 90866
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Lafayette, LA 70509-0866
Ph 337-896-5384 Fx 337-896-2533
www.slemco.com
92,092 Consumers

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Vinton Public Power Authority

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Wholesale Customers Only

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U.S. Representative

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Missouri Statewides

Association of Missouri Electric Cooperatives

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2722 East McCarty Street (65101-4428)

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www.amec.org

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Missouri Public Utility Alliance:

Missouri Association of Municipal Utilities

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www.aeci.org
Generation & Transmission

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Carrollton Municipal Utilities

P.O. Box 460
500 South Main (64633)
Carrollton, MO 64633-0460
Ph 660-542-0360 Fx 660-542-1645
2,204 Customers

Contacts

James R. Paul, Superintendent

U.S. Representative

Sam Graves (R-6th)
1415 Longworth HOB
Washington, DC 20515
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graves.house.gov

Carthage Water & Electric Plant

P.O. Drawer 611
149 East 3rd Street (64836-1620)
Carthage, MO 64836-0611
Ph 417-237-7300 Fx 417-237-7310
7,423 Customers

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U.S. Representative

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City of Fulton

P.O. Box 130
18 East 4th Street
Fulton, MO 65251-0130
Ph 573-592-3111 Fx 573-592-3169
5,004 Customers

Contacts

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U.S. Representative

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City of Hermann

1902 Jefferson Street
Hermann, MO 65041-1573
Ph 573-486-5400 Fx 573-486-5432
1,567 Customers

Contacts

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City of Higginsville

P.O. Box 110
1922 North Main Street
Higginsville, MO 64037-1527
Ph 660-584-2106 Fx 660-584-2953
www.higginsville.org
2,344 Customers

Contacts

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www.house.gov/skelton

City of Kennett

303 South Anthony Street
Kennett, MO 63857-3016
Ph 573-888-2835 Fx 573-888-3312
www.clgw.net
6,014 Customers

Contacts

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U.S. Representative

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SPRA Members - MISSOURI

City of Lamar

1104 Broadway Street
Lamar, MO 64759-1759
Ph 417-682-5554 Fx 417-682-3288
2,552 Customers

Contacts

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Malden Board of Public Works

111 East Laclede Street
Malden, MO 63863-2296
Ph 573-276-2238 Fx 573-276-2239
2,465 Customers

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City of New Madrid

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1,789 Customers

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City of Poplar Bluff

P.O. Box 1268
3000 North Westwood Blvd.
Poplar Bluff, MO 63902-1268
Ph 573-686-8020
9,721 Customers

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Sikeston Board of Municipal Utilities

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Ph 573-471-3328 Fx 573-471-7288
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9,479 Customers

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Springfield City Utilities

P.O. Box 551
301 East Central Street (65802-3834)
Springfield, MO 65801-0051
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www.cityutilities.net
105,802 Customers

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City of West Plains

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West Plains, MO 65775
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5,839 Customers

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www.grda.com/grda/html
77 Customers

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2701 W. I-35 Frontage Road (73013)
Edmond, OK 73083-1960
Ph 405-340-5047 Fx 405-359-1071
www.ompacom
Wholesale Customers Only

Member Cities:

Comanche, Copan, Duncan, Eldorado,
Goltry, Granite, Hominy, Lexington,
Manitou, Olustee, Purcell, Ryan, Spiro,
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Western Farmers Electric Cooperative

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2008 U.S. Fuel Mix

Coal	51%
Nuclear	20%
Natural Gas	16%
HYDRO	8%
Other Renewables	3%
Fuel Oil	3%

Percentages Rounded Up**2008 National Energy
Foundation Statistics****HYDRO FACTS**

Today, hydro represents about 8 percent of all power in the United States and more than 90 percent of all the renewable power generated in the nation. Hydro provides more than 16 times as much energy as wind and solar power combined.

Of the 8 percent of hydropower produced in this country, nearly half is generated from 134 federal hydro projects. This energy is marketed by our nation's 4 power marketing administrations (PMAs). More than 50 million consumers - 500 publicly owned municipal electric systems and 600 electric cooperatives in 33 states - benefit from this renewable, cost-based, clean and "Made in America" energy. This prevents an estimated 85.5 million tons of carbon dioxide emissions from entering the atmosphere each year. Not only is hydropower an environmentally responsible energy source, but the federal hydropower program is a fiscally sound investment as PMA customers support 100 percent of the costs of these projects through their rates.

**United States Hydropower -**

In the early 1900s, provided 90 percent of the electricity generated.

In the 1950s, provided 40 percent of the electricity generated.

Today, provides 8 percent of the electricity generated,
of which 4 percent is generated at federal hydropower projects.

Membership Directory

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Generation & Transmission

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Key Congressional Committees & SPRA Delegation Members

Senate Committee on Appropriations (*Jurisdiction over appropriations of revenue for the support of the Government*)

Majority: Mary Landrieu (LA); Mark Pryor (AR) Minority: Kit Bond (MO); Kay Bailey Hutchison (TX); Sam Brownback (KS)

Energy and Water Development Subcommittee

(Jurisdiction over DOE, PMAs, Corps Civil Works)

Majority: Mary Landrieu (LA) Minority: Kit Bond; Kay Bailey Hutchison

Senate Committee on Energy and Natural Resources (*Jurisdiction over energy policy, regulation & conservation, Hydro power*)

Majority: Mary Landrieu (LA); Blanche Lincoln (AR) Minority: Sam Brownback (KS)

Water and Power Subcommittee (*Jurisdiction over PMAs*)

Majority: Blanche Lincoln (AR) Minority: Sam Brownback (KS)

Senate Committee on Environment and Public Works (*Jurisdiction over water resources and dams*)

Majority: none Minority: James Inhofe (OK) Ranking Minority Member; David Vitter (LA); Kit Bond (MO)

Transportation and Infrastructure (*Jurisdiction over WRDA & National Dam Safety Program*)

Minority: James Inhofe (OK); David Vitter (LA)

House Committee on Appropriations (*Jurisdiction over appropriations of revenue for the support of the Government*)

Majority: Chet Edwards (TX); Marion Berry (AR) Minority: Todd Tiahrt (KS); Jo Ann Emerson (MO); Tom Cole (OK)

Energy and Water Development Subcommittee (*Jurisdiction over DOE; Corps - Civil Works*)

Majority: Chet Edwards (TX); Marion Berry (AR) Minority: None

House Committee on Energy and Commerce (*Jurisdiction over general management of DOE and FERC*)

Majority: Mike Ross (AR) Minority: Joe Barton (TX) Ranking Minority Member; Ralph Hall (TX); Roy Blunt (MO); John Sullivan (OK)

Energy and Environment (*Jurisdiction over renewable energy*

resources) Majority: Mike Ross (AR) Minority: Ralph Hall (TX); Roy Blunt (MO); John Sullivan (OK)

House Committee on Natural Resources

Majority: Dan Boren (OK) Minority: Louie Gohmert (TX)

Water and Power (*Jurisdiction over generation & marketing of electric power from federal water projects*) No SPRA Delegation

House Committee on Transportation and Infrastructure (*Jurisdiction over WRDA*)

Majority: Russ Carnahan (MO) Minority: Jerry Moran (KS); Sam Graves (MO); John Boozman (AR); Mary Fallin (OK);

Water Resources & Environment (*Jurisdiction over water resources programs of the Corps, and WRDA*)

Majority: Russ Carnahan (MO) Minority: John Boozman (AR)

Southwestern Power Administration

Southwestern was established in 1943 by the Secretary of the Interior as a Federal Agency that today operates within the Department of Energy as authorized by Section 5 of the Flood Control Act of 1944.

As one of four Power Marketing Administrations in the United States, Southwestern markets hydroelectric power in Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas from 24 U.S. Army Corps of Engineers multipurpose dams with a generating capacity of approximately 2,174 MW.

By law, Southwestern's power is marketed and delivered to not-for-profit municipal utilities and rural electric cooperatives. Southwestern has over one hundred such "preference" customers, and these entities ultimately serve over eight million end-use customers.

Southwestern operates and maintains 1,380 miles of high-voltage transmission lines, 24 substations, and a communications system that includes microwave, VHF radio, and state-of-the-art fiber optics. Southwestern's staff of 179 work from its headquarters located in Tulsa, Oklahoma and field offices located in Gore, Oklahoma; Jonesboro, Arkansas; and Springfield, Missouri. Power scheduling and plant dispatching are conducted on a 24-hour basis from the Springfield Operations Center.

Annual revenue for Southwestern has averaged approximately \$133 million over the last five years. This revenue is used to pay the cost of operating and maintaining the generation and transmission facilities and to repay the principal and interest on the Federal Investment.

Southwestern's mission is to market and reliably deliver Federal hydroelectric power with preference to public bodies and cooperatives. This is accomplished by maximizing the use of Federal assets to repay the Federal investment and participating with other water resource users in an effort to balance their diverse interests with power needs within broad parameters set by the U.S. Army Corps of Engineers, and implementing public policy.

Southwestern Power Administration

U.S. Department of Energy

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Jo-Ellen Darcy

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LTG Robert Van Antwerp, Jr.

Commander, Chief of Engineers (Rm 3K05)

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Steven L. Stockton

Director of Civil Works (Rm 3L92)

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Divisions

Mississippi Valley Division

BG Michael Walsh

Division Engineer

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Public Affairs Officer: Mr. Robert Anderson

601/634-5760 / Next Change of Command 2011

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817/886-1309 / Next Change of Command 2012

USACE, Kansas City District

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USACE, Little Rock District

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501/324-5551 / Next Change of Command 2010

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Broken Bow	Steve Timmons	580-494-6379 / 580-494-6668
Bull Shoals	Steve Fernandes	870-431-5391 x3021 / 870-431-5350
Clarence Cannon	Sandra Spence	573-735-4097 / 573-735-2750
Dardanelle	Rosalie Colley	479-968-5008 x243 / 501-324-6446
DeGray	Dusty Wilson	501-246-7676
Denison	Tom McGrath	903-465-6263
Eufaula	Johnny Bray	918-484-5439
Ft. Gibson	Ray Harrison	918-683-6466 / 918-683-6469
Greers Ferry	Kurt Kueter	501-362-3214 / 501-362-2417
Harry S Truman	Greg Hutinger	816-389-3303 / 660-438-2034
Keystone	Samuel Patterson	918-865-2919 / 918-865-5053
Narrows	Dusty Wilson	501-767-2401 x3023 / 501-767-2270
Norfolk	<i>Remote -Bull Shoals</i>	870-499-5361 / 870-499-5280
Ozark	Rosalie Colley	479-667-2149 x123 / 501-324-6446
Robert S. Kerr	Steve Mills	918-775-3474 x 1 / 918-775-9230
Sam Rayburn	Mike Carver	409-384-5292 / 409-384-9754
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Table Rock	Stan Jones	417-334-4101 x3048
Tenkiller	Chris Keeler	918-487-5988
Webbers Falls	Howard Davidson	918-464-2122
Whitney	Robert Lewis	254-622-3268

SWPA's 17— Dam

<i>Project</i>	<i>FY On-Line</i>	<i>Installed Capacity (kW)</i>	<i>Est. Avg. Annual Energy (Millions kWh)</i>
Beaver (AR)	1965	112,000	172
Broken Bow (OK)	1970	100,000	129
Bull Shoals (AR)	1953	340,000	785
Clarence Cannon (MO)	1985	58,000	90
Dardanelle (AR)	1965	124,000	613
Eufaula (OK)	1965	90,000	260
Ft. Gibson (OK)	1953	45,000	191
Greers Ferry (AR)	1964	96,000	189
Keystone (OK)	1968	70,000	228



Interconnected System

<i>Project Authorized Purposes</i>	<i>Basin</i>	<i>Date of Final Allocation</i>	<i>Capital Joint Use Power %</i>	<i>O&M Joint Use Power %</i>
flood control, hydropower & water supply	WHITE	11-15-78	68.88%	67.84%
flood control, hydropower & incidental recreation	RED	07-02-84	11.10%	7.72%
flood control, hydropower, water supply, fish & wildlife & recreation	WHITE	12-13-57	52.29%	49.10%
flood control & hydropower	MISS	08-25-98	1.87%	0.01%
hydropower & navigation	ARK	08-30-76	51.97%	53.33%
flood control, hydropower, navigation, water supply, fish & wildlife & recreation	ARK	09-27-83	16.37%	14.39%
flood control, hydropower incidental recreation & incidental navigation	ARK	12-13-57	19.14%	48.05%
flood control, hydropower, water supply for Heber Springs	WHITE	11-11-76	62.21%	59.02%
flood control, hydropower, navigation, water supply, fish & wildlife, & inc. rec.	ARK	02-04-81	6.33%	10.94%

SWPA's 17— Dam

<i>Project</i>	<i>FY On-Line</i>	<i>Installed Capacity (kW)</i>	<i>Est. Avg. Annual Energy (Millions kWh)</i>
Norfolk (AR)	1944	80,550	184
Ozark (AR)	1973	100,000	429
Robert S. Kerr (OK)	1971	110,000	459
Stockton (MO)	1973	45,200	55
Table Rock (MO)	1959	200,000	495
Tenkiller (OK)	1954	39,100	95
Harry S Truman (MO)	1982	160,000 53,300 (actual)	244
Webbers Falls (OK)	1974	60,000	213



Interconnected System *(cont.)*

<i>Project Authorized Purposes</i>	<i>Basin</i>	<i>Date of Final Allocation</i>	<i>Capital Joint Use Power %</i>	<i>O&M Joint Use Power %</i>
flood control, hydropower & recreation	WHITE	12-13-57	29.04%	36.00%
hydropower, navigation, fish & wildlife & recreation	ARK	05-15-82	13.46%	17.84%
hydropower, navigation, fish & wildlife & recreation	ARK	01-12-81	18.35%	32.35%
flood control, hydropower & recreation	MISSOURI	05-08-97	18.95%	0.04%
flood control, hydropower & recreation	WHITE	04-16-76	68.94%	72.92%
flood control, hydropower, water supply & incidental recreation	ARK	12-13-57	25.65%	34.59%
flood control, hydropower, recreation & fish & wildlife	MISSOURI	05-03-03	10.60% 18.6%	20.80% 36.7%
navigation, hydropower, recreation & fish & wildlife	ARK	02-27-81	4.96%	15.76%

Hydropower Projects Marketed by SWPA

2 Dams Marketed under Exchange Energy Arrangements

<i>Project</i>	<i>FY On-Line</i>	<i>Installed Capacity (kW)</i>	<i>Est. Avg. Annual Energy (Millions kWh)</i>	➔
Blakely Mountain (AR)	1956	75,000	169	
DeGray (AR)	1972	68,000	97	

5 Isolated Projects Marketed as Project Sales

<i>Project</i>	<i>FY On-Line</i>	<i>Installed Capacity (kW)</i>	<i>Est. Avg. Annual Energy (Millions kWh)</i>	➔
Denison (OK & TX)	1945	70,000	219	
Narrows (AR)	1950	25,500	30	
Robert D. Willis (TX)	1989	7,350	37	
Sam Rayburn (TX)	1966	52,000	114	
Whitney (TX)	1955	30,000	73	

2 Dams Marketed under Exchange Energy Arrangements

<i>Project Authorized Purposes</i>	<i>Basin</i>	<i>Date of Final Allocation</i>	<i>Capital Joint Use Power %</i>	<i>O&M Joint Use Power %</i>
flood control, hydropower & incidental recreation	RED	12-13-57	65.48%	51.40%
flood control & hydropower	RED	06-21-82	15.67%	12.83%

5 Isolated Projects Marketed as Project Sales

<i>Project Authorized Purposes</i>	<i>Basin</i>	<i>Date of Final Allocation</i>	<i>Capital Joint Use Power %</i>	<i>O&M Joint Use Power %</i>
flood control, hydropower, water supply, streamflow reg. navigation, recreation	RED	12-13-57	14.45%	49.20%
flood control, hydropower & incidental recreation	RED	12-13-57	26.76%	21.88%
hydropower, flood control & fish & wildlife	NECHES	No Cost Allocation	0%	0%
flood control, hydropower, streamflow reg., f&w, water supply & inc. recreation	NECHES	09-27-96	16.67%	0.11%
hydropower, flood control, streamflow reg. & incidental recreation	BRAZOS	12-13-57	5.44%	22.21%

Water Facts

The earth is a closed system, similar to a terrarium, meaning that it rarely loses or gains extra matter. The same water that existed on earth millions of years ago is still present today.

Somewhere between 70% and 75% of the earth's surface is covered with water; about 326 million cubic miles of water.

Each day the sun evaporates a trillion tons of water.

Less than 1% of the water supply on earth can be used as drinking water.

Over 90% of the world's supply of fresh water is located in Antarctica.

Most of the world's people must walk at least 3 hours to fetch water.

A quarter of the world's population is without safe drinking water. Each day almost 10,000 children under the age of 5 in Third World countries die as a result of illnesses contracted by use of impure water.

Over 70,000 different water contaminants have been identified.

Americans use five times the amount of water that Europeans use. Americans use 80-100 gallons of water per day. Flushing the toilet takes up the largest amount of this water.

Roughly 70% of an adult's body is made up of water.

A person can only live about a week without water. A person must consume 2 liters of water daily to live healthily.

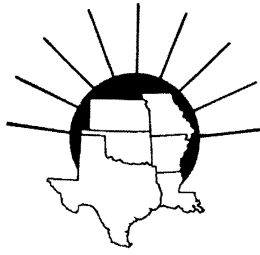
Water leaves the stomach five minutes after consumption.

By the time a person feels thirsty, his or her body has lost over 1% of its total water amount.

Apx. 85% of U.S. residents receive their water from public water facilities. The remaining 15% supply their own water from private wells or other sources.

Less than 1% of the water treated by public water systems is used for drinking and cooking.

Bottled water can be up to 1000 times more expensive than tap water and it may not be as safe.



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