

I hereby certify the attached notation is a copy of the minutes of the annual meeting of the Board of Directors of the POLLUTION CONTROL CORPORATION of the county of Cochise, for conducting the election of a member to the Board.

Patricia Pinson
Secretary-Treasurer
POLLUTION CONTROL CORPORATION

SUBSCRIBED to before me this 8th day of October, 2014.

My commission expires

9-2-15



Bonnie H. St. Clair Notary Public
NOTARY PUBLIC - ARIZONA
COCHISE COUNTY
My Commission Expires
September 02, 2015

Bonnie St. Clair

MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS
POLLUTION CONTROL CORPORATION OF THE COUNTY OF COCHISE

A political subdivision of the State of Arizona

October 6, 2014

The Board of Directors of the Pollution Control Corporation of the County of Cochise met on October 6, 2014, in the board room of the Arizona Electric Power Cooperative Inc., Apache Station, Cochise, Arizona.

The meeting was called to order at 10:00a.m. by president Borgnaes. It was noted that in accordance with the open meeting law, should members of the Public be present, they should address the chair. Present were Gary Pierson, Manager of Financial Services, Lynn Moreen, Senior Financial Analysis Manager, and Charles Alves, Attorney. All are employees of Arizona Electric Cooperative and remained throughout the meeting.

The president noted that the meeting had been called pursuant to (A) written notices sent to each director, the Board of Supervisors of Cochise County and (B) public notices posted in Bisbee, Benson, Willcox and Pearce and notices published in the Arizona Range News on September 24, 2014 and October 1, 2014.

The president called the roll and all board members were present and then asked for approval of the agenda. It was moved and seconded that the agenda be Approved. Motion carried.

The president then asked for the reading of the minutes of the previous meeting which were then read by the secretary. It was moved by Mary Dobers and seconded by Edward Borgnaes that they be approved as read. Motion carried.

The next order of business was the election of two board members whose terms were expiring. Mary Dober and Patricia Pinson, both verified to be qualified voters for the county. It was moved and seconded that their reelection be ratified. Motion carried.

The next item of business was the election of officers. The following officers were elected:

President: Edward Borgnaes
Vice President: Mary Dobers
Sec.-Treas: Patricia Pinson

The annual financial report was presented, as well as a letter from the Internal Audit Manager, Kathleen Ortega. It was moved and seconded the report be approved. Motion carried.

The report to the Arizona Corporation Commission was presented which had been completed and filed, along with their invoice. That invoice plus the yearly statutory agent fee had been paid by Check #207.

A report of the correspondence that had transpired during the year was presented. It was moved and seconded that the annual meeting expenses be paid. Motion carried.

Gary Pierson, Manager of Financial Services for AEPCO, discussed AEPCO's ongoing pollution control efforts. He noted that AEPCO will be injecting activated charcoal into the flue stream as well as the use of chemical sprays on the coal as it comes off the stockpile to meet the increased requirements for control of mercury emissions. AEPCO will begin using the activated charcoal in the mid 2015 time frame. Mr. Pierson also noted that the EPA has proposed to accept AEPCO'S Better than Best Available Retrofit Technology Proposal for compliance with the EPA's Regional Haze Rules. The EPA has published the proposal in the Federal Register in September and AEPCO expects the proposal to be approved in November. Mr. Pierson also discussed that the EPA has issued a new Greenhouse Gas Rule which calls for a nation-wide 30% reduction in carbon dioxide emissions by the year 2030. In the case of Arizona, the EPA proposes a 52% reduction in carbon dioxide emissions which could mean the closure of every coal-fired generation plant in Arizona to meet the EPA's goals. AEPCO has met with the EPA and will be submitting written comments to the proposed rule. Meanwhile, AEPCO is developing strategies in connection with the proposed rule.

Mr. Pierson also explained that AEPCO is moving toward the adoption of an indenture to replace its current mortgage. As part of that process Southwest Transmission Cooperative will merge into AEPCO and the Sierra Southwest Cooperative Services employees will be transferred over to AEPCO. As a result of the merger activities, AEPCO will need to issue a Remarketing Circular for its Series 1994A Solid Waste Disposal Bonds which will describe the indenture and merger activities. AEPCO will propose that a special meeting of the Pollution Control Corporation of the County of Cochise be held during the week of November 17th to November 21st. AEPCO will further coordinate with the Pollution Control Corporation of the County of Cochise bearing in mind the two week notice provisions for the special meeting.

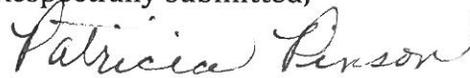
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Mr Pierson further discussed the levels of the coal stockpile at the Apache Station.

There being no further business to come before the board, the meeting was Adjourned at 10:35 a.m.

Gabriela Cartmell was invited to come in and notarize the necessary documents.

Respectfully submitted,

A handwritten signature in cursive script that reads "Patricia Pinson".

Patricia Pinson
Secretary-Treasurer