

NORTHERNGRID

ENROLLED PARTIES AND STATES COMMITTEE

CHARTER

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ENROLLED PARTIES AND STATES COMMITTEE CHARTER

OF

NORTHERNGRID

(An Unincorporated Association)

This document sets forth the charter of the NorthernGrid Enrolled Parties and States Committee (“Committee”).

12 ARTICLE 1. PURPOSE AND LIMITATIONS

1.1 Purpose. The Committee, made up of representatives appointed pursuant to Section 3.2 below, shall carry out the responsibilities assigned to the Committee in the Regional Planning section of the Enrolled Parties’ Attachment K of the Open Access Transmission Tariffs (“Attachment K”). Capitalized terms that are not otherwise defined and that are used in this charter have the same meaning as in the Attachment K. The Committee shall act in accordance with the Attachment K, this charter, and applicable legal and regulatory requirements. The Committee operates independently of any other NorthernGrid committee.

1.2 Limitations. The Committee does not have the authority to amend, alter or repeal any Attachment K. Nothing in this charter shall prevent any representative appointed to this Committee from acting in accordance with any legal requirement.

1.3 Confidential Information. Any confidential information is to be treated in accordance with Attachment K or other applicable confidentiality agreements.

13 ARTICLE 2. PARTICIPATION

2.1 Participant Classes. The Committee is composed of representatives of two classes, Enrolled Parties and States.

2.2 Definition of Classes. Enrolled Parties are entities that are identified in the list of Enrolled Parties in Attachment K. States are states in which any Enrolled Party provides retail load service.

2.3 Stakeholder Participation; Eligibility to Vote. Any stakeholder may participate in Committee meetings. However, only the representatives (or, consistent with Sections 3.3 and 3.4, the applicable alternate) of Enrolled Parties and States appointed to the Committee are eligible to vote on matters before the Committee.

14 ARTICLE 3. **REPRESENTATIVES**

3.1 General Powers. The business and affairs of the Committee shall be carried out through representatives appointed to the Committee in accordance with Section 3.2. The Committee's functions are to carry out the purpose as set forth in Section 1.1.

3.2 Appointment of Representatives or Alternates. Each Enrolled Party may appoint one (1) representative and one (1) alternate to the Committee. Each State may appoint up to two (2) representatives and one (1) alternate for each representative so appointed by that State. Each Enrolled Party or State may appoint the individuals they choose as representative(s) or alternate(s), but it is contemplated that individuals appointed would have skills or roles relevant to the work of this Committee. As examples, Enrolled Parties might appoint individuals with roles in transmission planning; States might appoint individuals from agencies such as state utility commissions, state customer advocates, or state transmission siting agencies. An Enrolled Party or State may appoint and/or change its own representative(s) or alternate(s) at any time; provided, however, a representative or alternate must be appointed at least one (1) business day in advance of a meeting for that person to be eligible to participate in decision making at the meeting. Notices of appointment and contact information for each representative and alternate shall be submitted through the NorthernGrid website, www.northerngrid.net. A list of each representative and alternate and their contact information shall be maintained on the NorthernGrid website. If an entity ceases to be an Enrolled Party, that entity's previously appointed representative and alternate shall no longer be on the Committee.

3.3 Alternates. Except as provided in Section 5.1 as to eligibility for election as a co-chair, all references in this charter to a representative include his or her alternate acting when that representative is absent. For clarity, whenever a given representative is absent, the alternate appointed by the applicable entity for that position may act and has all authority, and the alternate is considered as the representative for all purposes of that meeting (including establishing a quorum), or any actions taken or considered at such meeting; provided however, when the person appointed as representative is present, the alternate for that representative has no role or authority.

3.4 Authority. An appointed representative has authority to act on this Committee on behalf of his or her appointing Enrolled Party or State.

3.5 Representative Disclaimer. Actions or positions taken or not taken by a representative of a State through this Committee do not constitute a prejudgment of any issue in any proceeding at any time before any agency of that representative's State.

3.6 Non-Attendance. If neither a given representative, nor his or her alternate, attends three (3) consecutive meetings, that position no longer counts for purposes of establishing a quorum on this Committee. At such time as the representative or a newly appointed representative attends a meeting, that position again counts for purposes of establishing a quorum.

3.7 No Compensation from NorthernGrid. Representatives shall not receive compensation or reimbursement of expenses from NorthernGrid; rather, a representative may be compensated or reimbursed by his or her appointing Enrolled Party or State.

15 ARTICLE 4. **REPRESENTATIVE MEETINGS**

4.1 Open Meetings and Limitations. Public meetings held by the Committee are open to stakeholder participation; provided, however, that attendance may be restricted at a meeting to the extent necessary to address non-public information, critical energy infrastructure information, or other legal or regulatory requirements.

4.2 Regular Meetings; Notice and Minutes. The Committee shall hold regular meetings at such times and locations as the Committee shall from time-to-time establish. The schedule of such meetings will be posted on NorthernGrid's website stating dates, times, and locations. Special meetings of the Committee may be called at any time by the co-chairs. Notice of all meetings shall be transmitted by or on behalf of the co-chairs to all representatives and alternates not less than seven (7) calendar days before each meeting. Such notice shall be transmitted by email to the representatives and alternates and posted on NorthernGrid's website, and contain the date, time and location of the special meeting. Meeting materials, if any, shall be posted on the NorthernGrid website prior to meeting. The co-chairs shall cause minutes, including a list of attendees, of each meeting held pursuant to this section to be taken and posted on NorthernGrid's website.

4.3 Other Sessions. The co-chairs may convene non-public sessions as may be necessary or as requested by any representative. Notice of any separate non-public meetings shall be transmitted via email by or on behalf of the co-chairs to all representatives and alternates not less than seven (7) calendar days before each such meeting. Such notice shall also be posted on NorthernGrid's website, and contain the date, time and location of the non-public meeting.

4.4 Procedure. The co-chairs shall establish the agenda for all meetings.

4.5 Representative List. The co-chairs shall update and post the representative list including appointed alternates on the NorthernGrid's website one (1) business day in advance of

each meeting, and the updated list will be used to determine the persons whose presence (in any approved manner) will be counted for establishing a quorum at that upcoming meeting.

4.6 Quorum. Subject to the provisions of Section 3.6, seventy-five percent (75%) of the representatives in each class must participate in a meeting for a decision to occur at the meeting.

4.7 Decision Making. Except as provided for in Article 5, at any meeting of the Committee at which a quorum is achieved, any business under the Committee's authority may be transacted, and the Committee may exercise all of its powers. The Committee shall strive to make its decisions by consensus. A representative may request that a vote be conducted, however, and, once requested, a vote shall be taken. Except as provided for in Article 5, if a vote is required, the affirmative vote of seventy-five percent (75%) of the representatives in attendance of each class is required to act at a meeting. When only a single class approves of a proposed action, that class may provide a report detailing the issue and positions to the Planning Committee for their consideration.

4.8 Remote Participation. Representatives may participate in Committee meetings by means of communications equipment where all persons may participate and be heard. Participation of a representative by such means constitutes presence at the meeting.

16 ARTICLE 5. **OFFICERS**

5.1 Officers, Election, and Term. The officers of the Committee shall be the co-chairs. On a biannual basis coinciding with the first meeting of the Committee in an even-numbered calendar year, the Enrolled Parties shall elect, by majority vote, from among the Enrolled Party representatives a co-chair. On a biannual basis coinciding with the first meeting of the Committee in an odd-numbered calendar year, the States shall elect, by majority vote, from among the State representatives a co-chair. Co-chair terms are for two (2) years, except as provided in the next sentence. At the beginning of the first biennial Planning Cycle commencing on January 1, 2020, a co-chair from each class will be elected, and that first State co-chair term will be for one (1) year. The name and contact information of the co-chairs shall be posted on the NorthernGrid website.

5.2 Co-Chairs. A co-chair shall preside at all meetings of the Committee. The co-chairs shall otherwise perform the other duties usually inherent in such office, including representation of the decisions made by this Committee in other NorthernGrid committees, as may be necessary and appropriate.

5.3 Removal. The Committee, acting as a whole, may remove any officer from the officer position whenever a quorum as defined in Section 4.6 exists and, by an affirmative vote

of seventy-five percent (75%) of the representatives present, it is decided that removal will serve the best interests of the Committee.

5.4 Resignation. Any officer may resign from the co-chair position at any time by giving written notice to the Committee. Any resignation shall take effect on the date and time specified by that notice. The acceptance of the resignation is not necessary to make it effective. The resignation of a position as co-chair does not itself remove that representative from the Committee.

5.5 Vacancies. Vacancies in any office arising from any cause shall be filled by the class of representatives from which the vacant position arose, at the next meeting by a majority vote of the representatives as provided in Section 5.1. The newly appointed officer will complete the vacancy term.

5.6 Participation in Other Committees. The co-chairs are representatives to the Member Planning Committee and the Enrolled Parties Planning Committee.

17 ARTICLE 6. **MISCELLANEOUS**

6.1 Taskforce. The co-chairs shall convene the Cost Allocation Taskforce within ten (10) business days upon a co-chair's receipt of a Project Sponsor's Request for Cost Allocation. Appointment of the participants on the Cost Allocation Taskforce shall occur in the manner defined in the Cost Allocation Taskforce Charter.

6.2 Dispute Resolution. Disputes shall be subject to the dispute resolution process outlined in Attachment K.

6.3 Amendments. This charter may be amended in whole or in part by the Enrolled Parties. Periodically, the Committee should review this charter and may propose changes to this charter to the Enrolled Parties. All amendments to this charter shall be set forth in writing and effective upon approval by the Committee or such other date as may be set by the Federal Energy Regulatory Commission.