



Board of Directors

Meeting Agenda Salt Lake City, Utah

[Link](#), Password: WECC

Dial-in Number: 1-415-655-0003

Attendee Access Code: 2630 728 6568

September 17, 2025

12:45 to 3:30 p.m. Mountain Time

1. Welcome, Call to Order—Ric Campbell

2. Review WECC Antitrust Policy—Jeff Droubay

The WECC Antitrust Policy can be found on wecc.org.

Please contact WECC legal counsel if you have any questions.

3. Approve Agenda

4. Consent Agenda

Approval Item: Minutes of the meeting on June 11, 2025

5. Review of September 17, 2025, Closed Session—Ric Campbell

6. Remarks and Reports

WECC President and CEO—Melanie Frye

Reliability and Security Oversight—Kim Israelsson

Member Advisory Committee—Brian Theaker

Western Interconnection Regional Advisory Body—Siva Gunda

Western Renewable Energy Generation Information System—Jillian Lessner

7. Public Comment

8. Board Committee Reports

Finance and Audit Committee—Richard Woodward

Governance Committee—Ian McKay

Approval Item: Amended WECC Bylaws

Human Resources and Compensation Committee—Felicia Marcus

WECC Standards Committee—Joe McArthur

9. Technical Activities Update

Reliability Planning and Performance Analysis—Branden Sudduth

Reliability Assessments Committee—Phil Augustin

Reliability Risk Committee—Meg Albright

10. Board Leadership Election—Ian McKay

11. Review New Action Items

12. Review Upcoming Meetings

December 9–10, 2025.....Salt Lake City, Utah

March 10–11, 2026Salt Lake City, Utah

June 9–10, 2026.....Salt Lake City, Utah

13. Adjourn



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Consent Agenda

Approval Item
Board of Directors Meeting
September 17, 2025

Board Resolution

The consent agenda for this meeting consists of:

Approval of June 11, 2025, minutes.

Recommendation

Staff believe this item does not require additional Board discussion and is non-controversial and appropriate for the consent agenda.



Board of Directors

Meeting Minutes
Salt Lake City, Utah

June 11, 2025

8:00 to 11:00 a.m. Mountain Time

1. Welcome, Call to Order

Ric Campbell, Board of Directors (Board) Chair, called the meeting to order at 8:00 a.m. MT on June 11, 2025. A quorum was present to conduct business. A list of attendees is attached as Exhibit A.

2. Review WECC Antitrust Policy

Chris Albrecht, Assistant General Counsel, read aloud the WECC Antitrust Policy statement. The policy can be found on wecc.org.

3. Approve Agenda

Mr. Campbell introduced the proposed meeting agenda.

On a motion by Richard Woodward, the Board approved the agenda.

4. Consent Agenda

Mr. Campbell introduced the consent agenda.

On a motion by Felicia Marcus, the Board approved the consent agenda, which consisted of:

Approval Item: Minutes of the meeting on March 12, 2025

Approval Item: 2026 Board and Annual Meeting Location

Approval Item: 2027 Board Meeting Dates

5. Review of June 10, 2025, Closed Session

Mr. Campbell reviewed the closed session held the morning of June 10, 2025.

6. NERC President and CEO Remarks

Jim Robb, NERC President and CEO, highlighted NERC's 2026 Business Plan and Budget (BP&B) process and planning, summarized the Modernization of Standards Processes and Procedures task force work, and commented on resource adequacy and load growth issues. Mr. Robb

responded to questions on the current political and economic environment, and implications of data center growth.

7. Remarks and Reports

- a. Melanie Frye, President and CEO, reflected on the Iberian Peninsula Blackout, summarized progress on Western Transmission Expansion Coalition (WestTEC) work, and highlighted FERC, NERC, regional, and international activities. Ms. Frye summarized Regional Delegation Agreement (RDA) revisions and noted that the RDA was circulated to the Board prior to NERC Board approval in May 2025.

On a motion by Ian McKay, the Board approved the following resolution:

Resolved, that the WECC Board of Directors (Board) acting on the recommendation of WECC's CEO and its General Counsel approves the Regional Delegation Agreement (RDA) as presented and attached.

Further resolved, that the Board authorizes WECC's CEO to execute the RDA and file it for regulatory approval, and to make any necessary non-material changes to the RDA prior to seeking said approval.

Ms. Frye closed with a brief update on 2025 Scorecard progress.

- b. Steven Noess, Vice President of Reliability and Security Oversight, provided an update on compliance trends, Inverter-based Resource (IBR) Work Plan milestones, cold weather preparedness activities, and self-certification work. Mr. Noess responded to questions about self-certifications and contract labor efforts to help with enforcement inventory reductions.
- c. Brian Theaker, Member Advisory Committee (MAC) Chair, summarized Nominating Committee (NC) work, the MAC Budget Subcommittee (MBS) BP&B recommendation, Section 4.9 Review discussions, and MAC leadership committee efforts.
- d. Mary Throne, Western Interconnection Regional Advisory Body (WIRAB) Chair, highlighted WIRAB advice on the 2026 BP&B and subsequent support for approval, efforts on addressing IBR risks, WIRAB 2026 strategic initiatives, and participation in the Section 4.9 Review Work Group.

8. Public Comment

Jim Shetler, General Manager, Balancing Authority of Northern California (BANC), commented that BANC had a recent WECC audit and shared that the new differentiated audit approach was a positive experience.

9. Board Committee Reports

Board Committee Reports were provided:

- a. **Finance and Audit Committee**



Richard Woodard, Finance and Audit Committee (FAC) Chair, reported on the previous day's meeting in which the FAC recommended the 2026 BP&B for Board approval and acceptance of the 2024 audited financial statements.

On a motion by Richard Woodward, the Board approved the following motion:

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the FAC at the meeting of the Board on June 11, 2025, approves the 2026 Business Plan and Budget (BP&B) as presented and attached.

Further resolved, that the Board authorizes the CEO to file the BP&B for regulatory approval when appropriate and to make changes to the BP&B as deemed necessary to prepare the BP&B for regulatory filing and approval.

On a motion by Richard Woodward, the Board approved the following motion:

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the FAC at the meeting of the Board on June 11, 2025, accepts the 2024 Audited Financial Statements as presented and attached.

b. Governance Committee

Ian McKay, Governance Committee (GC) Chair, reported on the GC meeting held the previous day in which the GC discussed possible director development opportunities and reviewed the Board self-evaluation questions and timeline. Mr. McKay closed with an update on Section 4.9 Review Work Group work and next steps.

c. Nominating Committee

Mr. McKay, Nominating Committee (NC) Chair, provided an update on NC work and thanked the committee for the collaborative and collegial work.

d. Human Resources and Compensation Committee

Felcia Marcus, Human Resources and Compensation Committee (HRCC) Chair, reviewed the previous day's closed session, which included executive succession planning, and the open session, where the committee received a mid-year human resources update.

e. WECC Standards Committee

Joe McArthur, WECC Standards Committee (WSC) Chair, reviewed the WSC recommendation to retire WECC Regional Standard BAL-002-WECC-3 and highlighted the NERC Modernization of Standards Processes and Procedures Task Force.

On a motion by Joe McArthur, the Board approved the following resolution:

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the WECC Standards Committee (WSC) at the meeting of the Board on June 11, 2025, approves the retirement of BAL-002-WECC-3 as presented and attached.

10. Technical Activities Update

Branden Sudduth, Vice President of Reliability Planning and Performance Assessment, provided a technical activities report, including highlighting the 2025 NERC Summer Reliability Assessment, wildfire and temperature outlook, supply chain issues, and proposed vs. completed resource builds. He closed by summarizing the WECC risk management process and external engagement work. Mr. Sudduth responded to questions on battery energy storage systems and limitations, supply chain issues, and resource builds.

Additional reports were provided as follows:

- a. Tim Reynolds, Reliability Risk Committee (RRC) liaison, reported on RRC activities and provided an update on the risk management process, including evaluating risks and discussing treatment plans. Mr. Reynolds responded to questions about risk management processes and external engagement efforts and the risk register report findings.
- b. Chelsea Loomis, Reliability Assessment Committee (RAC) Co-chair, provided an update on RAC activities, including long-term transmission planning, data and model quality focuses, and coordination with the RRC.

11. Review New Action Items

There were no new action items created during this meeting.

12. Review Upcoming Meetings

September 17–18, 2025.....Salt Lake City, Utah
December 9–10, 2025.....Salt Lake City, Utah
March 10–11, 2026Salt Lake City, Utah

13. Adjourn

Mr. Campbell adjourned the meeting without objection at 10:50 a.m.

Exhibit A: Attendance List

Members in Attendance

James Avery	Vice Chair
Ric Campbell	Chair
Melanie Frye	CEO
Felicia Marcus	Director
Joe McArthur	Director
Ian McKay	Director
David Morton	Director
Sarah Mugel	Director
Richard Woodward	Director



WECC Board of Directors
Review of September 17, 2025, Closed Session

Verbal Update
Ric Campbell, Chair
September 17, 2025

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CEO Report

Melanie Frye
President and CEO

**Electric Reliability
& Security for the West**

September 17, 2025

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FERC, NERC, and Regional Headlines

- **FERC**
 - Chair Mark Christie left Commission in August—David Rosner named as chair
 - David LaCerte and Loretta Swett nominated—pending Senate confirmation
- **NERC**
 - Response to June Executive Order—Empowering Commonsense Wildfire Prevention and Response
 - Level 2 NERC Alert issued—Large Load Interconnection, Study, Commissioning, and Operations
 - Modernization of Standards Processes and Procedures (MSPP) white paper—Potential Options for Transforming the Reliability Standards Development Framework; draft recommendations expected late October
 - 2025 ERO Reliability Risk Priorities Report issued
- **Regional**
 - Interregional transmission and electric-natural gas interdependencies top of mind
 - PNM announced they will join EDAM in 2027; EDAM market simulation underway for 2026 go-live
 - Markets+ began phase two governance with 40 participating entities

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WestTEC Update

- Some scheduling delays, but the project is essentially on track
- Deliverability Assessment & Congestion Assessment to be completed by September 16 (all of the power flow analyses)
- Final 10-year report expected by mid-December 2025
- Power flow and production cost model cases for 10-year analyses posted to wecc.org
 - WestTEC developed four reliability models that stressed the system in different ways
 - Team is focusing on interpretation of 10-year results and building consensus on conclusions
- Finalizing 20-year scenario specifics

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International

British Columbia

- WECC is conducting three remote compliance audits in 2025. Align has been fully implemented in BC and all BC audits will be conducted in Align going forward. WECC continues to work closely with the BCUC on various registration, compliance monitoring, enforcement-related activities, and provides outreach on key activities.

Alberta

- WECC is conducting one compliance audit in Alberta in 2025. WECC continues to work closely with the MSA on compliance monitoring and provides ongoing outreach on various activities requested by the MSA and the AESO.

Mexico

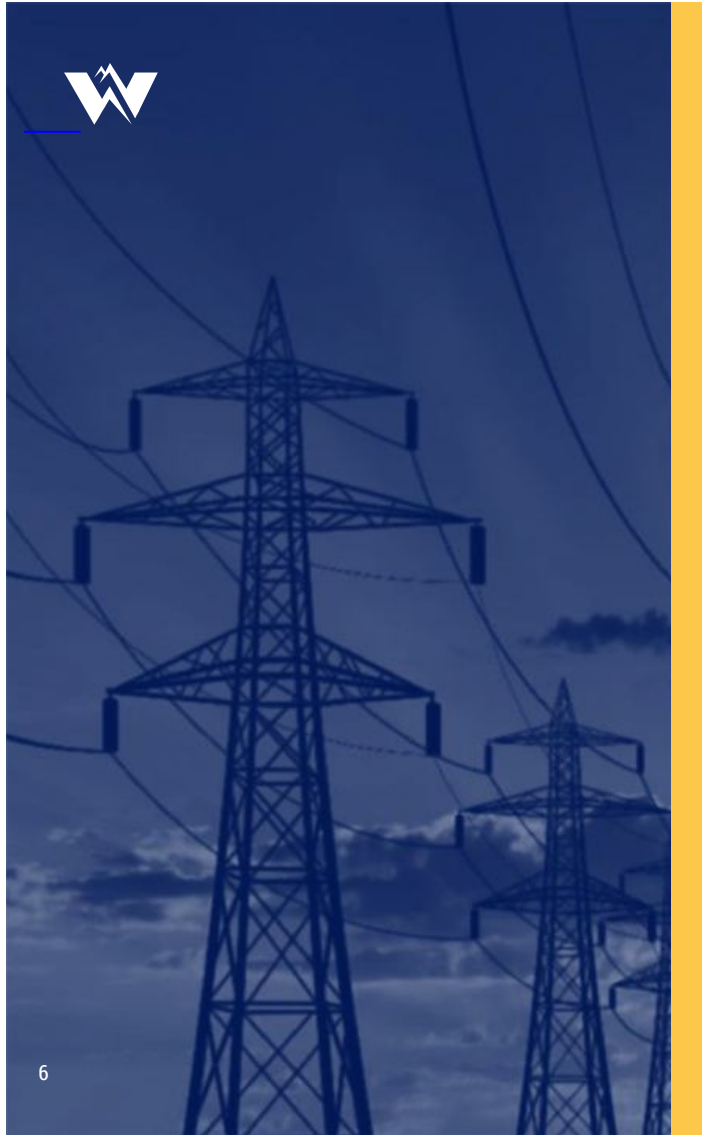
- WECC continues to engage with multiple stakeholders in Mexico City and Mexicali along with stakeholders in the U.S. No audits are scheduled for 2025 in Mexico.

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Artificial Intelligence and the ERO Enterprise

- AI requires a vastly different approach to adoption than past new technologies; like any powerful tool, its impact depends on how we choose to use it.
- Collectively, the ERO Enterprise is taking a conservative approach toward AI, ensuring industry data is safe and secure.
- NERC and all Regional Entities have adopted common AI Principles, aligned with the NIST AI risk management framework.
- Two pilot projects are being developed by NERC (standards summarization tool and internal chatbot, using only public data).
- Additional policies, user training, and controls must be deployed prior to any WECC implementation.



2025 Scorecard



IMPACT AREA

METRICS

INITIATIVES

IA1: Risk Mitigation—We are an organization aligned around risk reduction. Our holistic risk-based approach uses all the tools and skills available to deliver comprehensive risk mitigation strategies.



ON TRACK	COMPLETED	AT RISK	NOT COMPLETED
3	-	1	-

IA2: Partnership—We are sought after as a partner to address the most challenging reliability issues. We identify concerns and facilitate solutions with input from diverse and often conflicting stakeholder perspectives, focusing our resources on risks that pose the greatest threat to reliability and security.



ON TRACK	COMPLETED	AT RISK	NOT COMPLETED
2	-	-	-

IA3: Perspective—Our insights, analyses, and outreach promote industry action. We are renowned for providing clear and actionable communications supported by data and rigorous analysis.



ON TRACK	COMPLETED	AT RISK	NOT COMPLETED
3	-	-	-

IA4: Independence—Our resource and technology neutral, interconnection-wide perspective is respected and trusted to provide confidence to decision-makers that they have an independent partner to rely on.



ON TRACK	COMPLETED	AT RISK	NOT COMPLETED
3	-	-	-

IA5: People—Our highly skilled and engaged employees are champions for reliability.



ON TRACK	COMPLETED	AT RISK	NOT COMPLETED
1	-	2	-

Impact Area 1

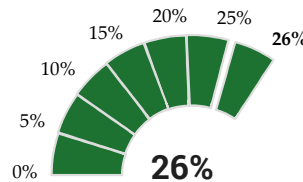
Risk Mitigation: We are an organization aligned around risk reduction. Our holistic risk-based approach uses all the tools and skills available to deliver comprehensive risk mitigation strategies.

Metrics

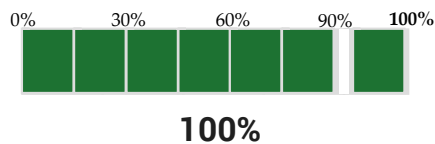
1. Number of Reliability Risk Priorities (RRP)s that have a set of *comprehensive/holistic* mitigation strategies
Target: 1



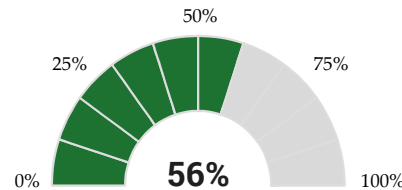
2. % reduction in violation inventory that is over two years old as of 1/1/25
Target: 25%



3. % of newly registered IBR entities that WECC has, within 90 days of registration, conducted outreach discussion
Target: 90%



4. % of completed mitigation and treatment strategies to address RRP's
Target: 100%



Initiatives

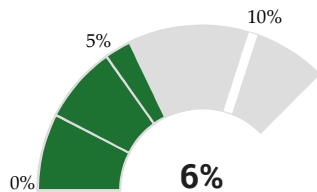
1. Move toward our vision of a holistic risk-based approach by piloting a multi-year integrated oversight and risk mitigation strategy for inverter-based resources (IBR). This strategy will be a model for other RRP's and the comprehensive, holistic strategies developed for them
2. Enhance WECC's capability to receive and incorporate technical advice from stakeholders in support of our holistic risk management process by targeted engagement with identified stakeholder groups
3. Improve resource adequacy (RA) assessments by expanding energy assessment capabilities and using results from transfer capability analysis to better model transmission constraints
4. Implement a collaborative extreme weather preparedness assurance program to facilitate the sharing of best practices and assessment of interconnection-wide readiness

Impact Area 2

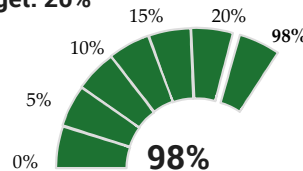
Partnership: We are sought after as a partner to address the most challenging reliability issues. We identify concerns and facilitate solutions with input from diverse and often conflicting stakeholder perspectives, focusing our resources on risks that pose the greatest threat to reliability and security.

Metrics

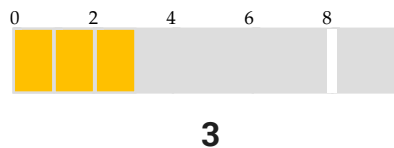
1. % increase in new products initiated in collaboration with stakeholders
Target: 10%



2. % reduction of the priority power flow model shortcomings identified in the previous year's operating cases
Target: 20%



3. # of requests to participate in Western Interconnection reliability in collaborative groups/forums
Target: 8



Initiatives

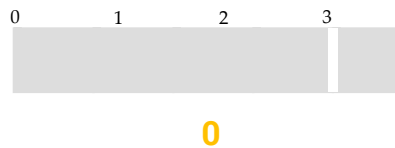
1. Implement a strategy for increasing engagement and responsiveness directly with WECC Member Representatives that specifically identifies the value to both WECC and WECC Members from such increased engagement
2. Increase the focus on risk mitigation across the Interconnection by implementing a single risk treatment strategy tracker that tracks, updates, and informs staff and stakeholders of prioritized treatment strategies that address known and emerging reliability and security risks within the Western Interconnection

Impact Area 3

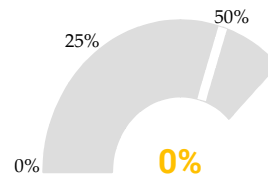
Perspective: Our insights, analyses, and outreach promote industry action. We are renowned for providing clear and actionable communications supported by data and rigorous analysis.

Metrics

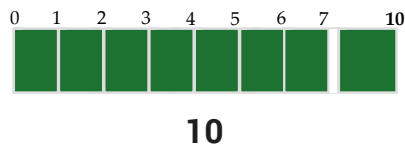
1. # of WECC recommendations for industry action that are specific, targeted, and tracked
Target: 3



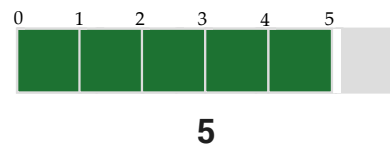
2. % of applicable stakeholders that have taken action to address WECC recommendations
Target: 50%



3. # of WECC efforts that are newly created or enhanced to align to WECC's stakeholder outreach strategy and RRP's
Target: 7



4. # of WECC multimedia products developed and posted regarding WECC's products
Target: 5



Initiatives

- ✓ 1. To further drive the rigor and quality of our analytical work, optimize our current industry-standard data management platform to create organization-wide governance of data management. This initiative will align with the ERO Enterprise Analytics strategy
- ✓ 2. Increase the impact of the recommendations contained in our technical work by ensuring the recommendations may be acted upon by industry, then following up with industry to verify progress on those recommendations. This initiative will include a recommendation vetting and tracking tool
- ✓ 3. Elevate our outreach by developing a holistic social media strategy including, but not limited to, targeted messaging through video presentations embedded in our products and posted separately on social media

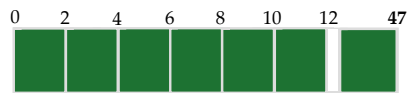
Impact Area 4

Independence: Our resource and technology neutral, interconnection-wide perspective is respected and trusted to provide confidence to decision-makers that they have an independent partner to rely on.

Metrics

1. # of external citations of or references to our technical work in identified publications or forums

Target: 12



47

2. # of requests to participate in or collaborate with targeted industry groups focused on reliability initiatives and topics

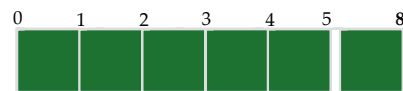
Target: 6



7

3. # of products that target a specific/identified group of decision-makers to educate them on our identified RRP

Target: 5



8

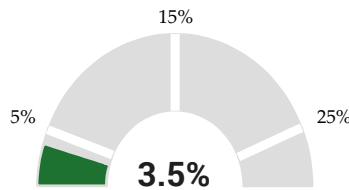
Initiatives

1. Implement an appropriate stakeholder relationship management tool to track engagement partners and activities that can assist in WECC's Mission
2. Develop metrics using data from the relationship management tool that enable us to measure our impact and respond quickly to the needs of stakeholders with the ability to mitigate key risks to reliability in the West. These metrics will include the tracking of citations, speaking engagements, collaborative partnerships, executive outreach, and outreach to identified stakeholders, etc.
3. Increase our impact and credibility with decision-makers by creating a series of Bulk Power Grid Reliability Basics video presentations with non-technical decision-makers, legislators, etc. as the target audience

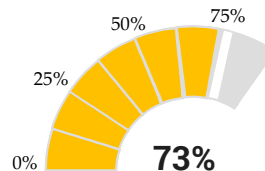
Impact Area 5 | People: Our highly skilled and engaged employees are champions for reliability.

Metrics

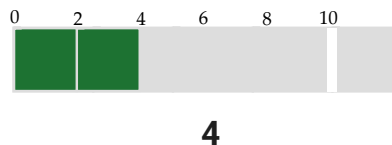
1. Voluntary employee turnover
Target: <15%



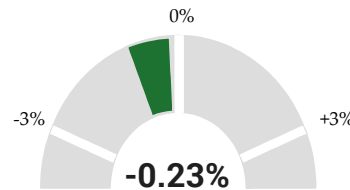
2. % of critical skills covered by staff expertise
Target: 75%



3. # of processes improved
Target: 10



4. % of statutory budgeted expenditures
Target: +/-3%



Initiatives

1. Further enhance employee engagement by:
 - a. Assembling a cross-functional team to develop and implement plans to improve two Denison indices, including milestones and monitoring
 - b. Develop and roll out a stay interview process to collect data related to employee engagement and departure risks, which includes action plans for addressing data gathered during the interviews
2. Build upon current college recruitment strategy by developing an internship program to create a pipeline of candidates, introduce students to WECC, and augment existing staff skillsets



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Reliability and Security Oversight Update

Kim Israelsson

Director, Oversight Planning and Analysis

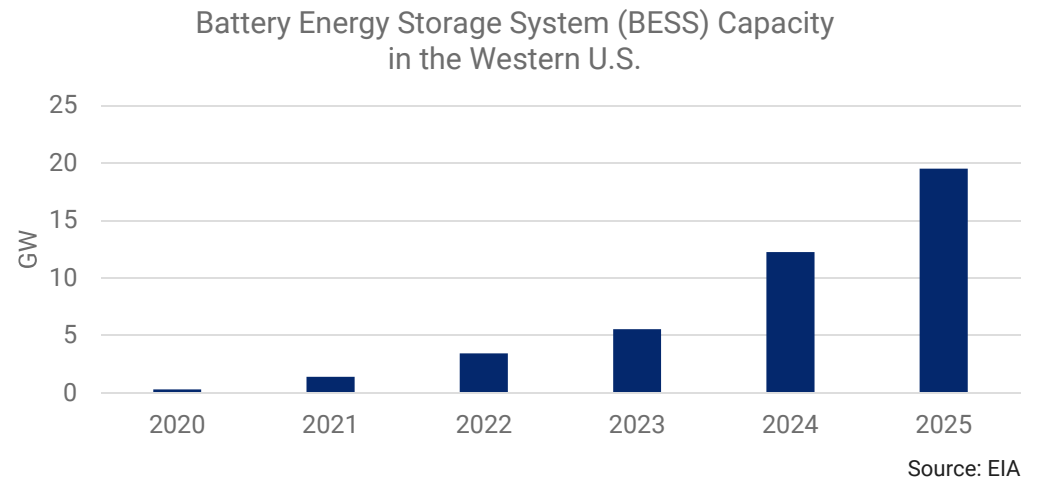
**Electric Reliability
& Security for the West**

September 17, 2025

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Trends Update

- [Q3 update now available](#)
- Observations—
 - BESS a growing share of IBR capacity
 - Security plan challenges for low-impact BCS



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Self-Logging Program

- Process improvements
- Outreach
- Website updates

Self-logging Program



About

The Self-logging Program allows eligible entities to assess, mitigate, and self-log instances of minimal-risk noncompliance for expedited processing. The program recognizes entity commitments to developing mature programs with a strong focus on internal controls. It differentiates the application of ERO Enterprise enforcement too a based on these investments.

Highlights



25 Entities
WECC has accepted 25 entities into the self-logging program.



34% of Intake
Self-logs make up more than one-third of noncompliance intake.



Faster Processing
On average, WECC processes self-logs 60% faster than self-reports.

Benefits to the Entity

- Demonstrated entity responsibility—Entities have demonstrated the ability to identify, correct, and assess risk, supporting a streamlined approach to minimal-risk issues.
- Efficient reporting of noncompliance—Entities continue to improve completing self-logs with all necessary information.
- Expedited disposition as a Compliance Exception

Benefits to the ERO Enterprise

- Focus on effective controls—Self-logging gives regulators confidence that industry is monitoring and addressing risks to reliability.
- Greater visibility and knowledge—Regulator confidence in entity programs triggers productive dialogue about the entity and potential mitigation expansion to prevent broader issues.
- Risk-based allocation of resources—Expedited review

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Inverter-based Resources

- Category 2 GO/GOP registration
- Ride-through standards approved
- Project 2024-01
- Milestone 3 standards development

IBR Work Plan Milestones

✓ Phase 1: May 2023–May 2024

- Revise registration-related sections of ROP
- Seek NERC Board and FERC approval
- Begin outreach and education with Category 2 GO and GOP candidates

✓ Phase 2: May 2024–May 2025

- Identify registration candidates
- Continue outreach and education
- Develop approach to establish applicable standards

Phase 3: May 2025–May 2026

- Complete registration activities for Category 2 GO and GOP candidates, including technology updates, training, and onboarding
- Notify entities of registration and compliance responsibilities



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Member Advisory Committee Report to the WECC Board of Directors

Brian Theaker, Chair
September 17, 2025

Highlights

- In September, the Member Advisory Committee (MAC), prompted by the recent retirement of two long-standing members, will initiate a discussion regarding eligibility to serve on the MAC. Should the MAC decide to make changes to its charter because of this discussion, the MAC will present those changes to the Board of Directors (Board) in December.
- Staff will brief the MAC on a proposal to retire the Reliability Risk Priorities process and enhance the Risk Management Program process to incorporate a broader stakeholder engagement strategy. The MAC will provide feedback to the Board on this proposal before the Board's December meeting.
- The MAC will elect new leadership in September, with current Vice Chair Chris Parker (Class 5) standing for election as chair, and Tim Kelley (Class 2) standing for election as vice chair.

Purpose

The MAC advises the Board on any matters the Board requests the committee to evaluate or consider, and advises the Board on policy, business planning, and budgetary matters as the committee deems appropriate. Per Section 6.4.4 of the WECC Bylaws, the MAC sets the annual compensation for the Board. The MAC Budget Subcommittee (MBS) also reviews and develops a recommendation on the Business Plan and Budget proposed for the following year; the MAC acts on that recommendation.

WECC Board Action Items

The MAC has no items for Board action at this meeting.

Current Year Goals

- Accomplish the bylaw-directed MAC responsibilities related to the Nominating Committee (NC) and the MBS.
- Advise the Board on the review of Section 4.9.
- Review WECC and other industry reports, analyses, and proposals, and, as appropriate, share the MAC's perspective on those things with the Board.

Major Accomplishments and Planned Activities

1. **Review of MAC member eligibility.** The MAC will discuss possible changes to its charter about the eligibility of individuals who have retired from the industry to serve on the MAC. The MAC intends to finalize any changes to its charter by December.
2. **Review of proposed WECC Risk Management process.** The MAC will review staff's proposal to enhance the Risk Management Program process and retire the Reliability Risk Priorities process, with the intent of providing the Board with feedback on this proposal by December.
3. **Upcoming:**
 - a. **MAC Elections.** The MAC will hold membership and leadership elections in September.



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- b. December Workshop.** The MAC will scope the topic and arrangements for its traditional December workshop. Last year's workshop focused on the initial set of proposed Bylaw revisions.



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Member Advisory Committee (MAC) Report

Brian Theaker
MAC Chair

**Electric Reliability
& Security for the West**

September 17, 2025

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MAC Activities

- MAC Leadership Committee recommendations for MAC leadership for '25–'26
 - Chair: Chris Parker (Class 5)
 - Vice Chair: Tim Kelley (Class 2)
- Review of charter provisions regarding eligibility to serve on the MAC
- Review of staff proposal to retire Reliability Risk Priorities process and enhance its Risk Management Program process



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WECC Board of Directors
Western Interconnection Regional Advisory Body

Verbal Update
Siva Gunda, Vice Chair
September 17, 2025



Future WREGIS Structure

July 15, 2025

Introduction

In June, WECC's Board of Directors (Board) instructed WECC's management to gather stakeholder feedback on a recommended corporate structure and governance for WREGIS as a stand-alone entity. This paper contains the recommendations of WECC's management, and we would like feedback on those recommendations. Stakeholders will be able to provide feedback through several avenues, including a four-week comment period in August, a town hall during the last week of July, and another town hall in August. Additional information regarding the comment period and the town hall meetings can be found at the end of this paper.

Background

WECC has been designated as a Regional Entity under the Federal Power Act and operates under a Regional Delegation Agreement with NERC. As a Regional Entity, WECC is responsible for monitoring and enforcing reliability standards in the Western Interconnection and for conducting reliability studies and event analyses for the interconnection (these functions are referred to as WECC's "statutory programs"). WECC's statutory programs are funded through assessments to Load-Serving Entities within the Western Interconnection.

WREGIS, WECC's only non-statutory program, is an independent, web-based tracking system for renewable energy certificates (REC) predominantly in the Western Interconnection and has been housed at WECC since 2006. WREGIS is funded through activity-based fees charged to its users. Although aligned with WECC's commitment to resource neutrality and interconnection-wide perspective, WREGIS's core activities are not part of WECC's core statutory business functions.

WREGIS's web-based tracking system operates using a third-party software solution. Until 2022, WREGIS contracted with APX for its tracking software. In November 2022, WREGIS went live with a new software provider, M-RETS (now known as CleanCounts). The transition to CleanCounts has not gone as planned, with users experiencing outages, gaps in functionality, and delays in meeting compliance deadlines. In October 2024, CleanCounts notified WECC that it would not renew its software agreement with WECC at the end of the agreement's term, December 31, 2027.

The expiration of WECC's software agreement with CleanCounts created an opportunity for WECC and its Board to evaluate how WREGIS can best meet the needs of its users and the programs it serves in the future. WECC's Board and management have undertaken a significant review of potential paths forward and have determined that separating WREGIS from WECC is the best path forward.

Rationale for Separating WREGIS from WECC

WECC's Board and management have determined that a stand-alone WREGIS offers the most focused, efficient, and sustainable long-term path for WREGIS. This structure allows WREGIS to own its software development, build the necessary infrastructure, and move quickly and nimbly to meet user needs and

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changes in state and provincial program requirements. As a stand-alone company, WREGIS's staff retains ownership and accountability for WREGIS operations, while WECC management will continue to provide transitional support to ensure continuity and success. This path also preserves the extensive institutional knowledge within WREGIS and supports a sole focus on WREGIS, free of internal competition for attention or resources.

The Structure of a Stand-Alone WREGIS

WECC's management recommends the following structure for a stand-alone WREGIS.

Corporate Structure

WECC recommends that WREGIS be established as a non-profit corporation under section 501(c)4 of the Internal Revenue Code. This recommendation is grounded in the following factors:

- Because neutrality and reputation are critical to the services WREGIS provides, organization as a nonprofit was deemed to be an imperative. This structure will allow WREGIS to operate free of financial conflicts and self-interest. It will also allow WREGIS to focus solely on providing stellar service without the distraction of delivering a financial result.
- As a 501(c)4 non-profit, WREGIS would establish itself as a mission-driven, social welfare organization focused solely on its mission. 501(c)4 nonprofits are required to further the common good and welfare of an entire community and not just benefit their members. This structure fits with WREGIS's mission of serving the community of renewable energy generators in the West as well as supporting RPS legislation in Western States.
- Organizing as a 501(c)4 will also permit WREGIS greater latitude in its interactions with key government stakeholder groups in the West. Other nonprofit structures are limited in their ability to advocate to government officials. As a 501(c)4, WREGIS will have the ability to advocate if the need arises.

Other Structures Considered

501(c)3 Non-profit	501(c)3 non-profits are typically public charitable institutions like religious organizations, educational institutions, scientific organizations, and charities. WECC management deems this structure a poor fit for WREGIS primarily because 1) WREGIS is funded through user fees, and 501(c)3 nonprofits must typically be funded, at least in part, by the general public or the government; and 2) WREGIS does not carry out a "charitable" mission.
501(c)6 Non-profit	501(c)6 non-profits are typically trade associations, business leagues (e.g., professional sports leagues), and other similar organizations. WECC management deems this structure a poor fit because 1) WREGIS is not a trade association with members and 2) 501(c)(6) nonprofits are constrained in the interaction they are permitted to have with government officials.



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Employee-Owned B-Corporation	An employee-owned B-Corp (or benefit corporation) is a for-profit structure that allows focus on a social-welfare mission while generating profits for growth. B-Corps are different than other for-profit corporations because they are required to consider their impacts on a broad range of stakeholders (including their employees), the environment, and community. They do not focus solely on profit. While WREGIS is well-suited to be organized as a B-Corp, WECC management ultimately rejected this structure because WREGIS's sole focus is on providing outstanding service to its users, not on sustainable growth. Moreover, the certification process for B-Corps can be onerous and time-consuming, which could take focus away from WREGIS's core function.
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Governance Structure

WECC management recommends that a stand-alone WREGIS be governed by a hybrid board of directors, comprising both independent and stakeholder directors, with the board being advised by a stakeholder advisory group. This recommendation is based upon the following rationale:

- Under a hybrid board, WREGIS will benefit from the industry expertise and stakeholder engagement/relationships brought to the board by its stakeholder board members while simultaneously benefiting from the focus on governance, independence, and fiduciary responsibilities brought by independent board members.
- A hybrid board will bring a diversity of views and experience.
- A hybrid board with a stakeholder advisory group will give WREGIS users confidence that the organization is not being run for the benefit of one or a subset of WREGIS's stakeholders while also allowing for more formal feedback loops to the board from stakeholders.

Other Structures Considered

Stakeholder Board	WECC management believes that a stakeholder-only board would not serve the best interests of an independent WREGIS. WREGIS's independence is one of its primary strengths, and a stakeholder-only board could potentially undermine this independence. Similarly, conflicts of interest within stakeholder boards are difficult to manage and address and could impair WREGIS's ability to make quick decisions in the best interests of all its stakeholders.
Independent Board	WECC management believes that a fully independent board is not optimal for an independent WREGIS. There is a risk that an independent board would be too far removed from the very specialized market and stakeholders that WREGIS serves. Moreover, independent directors must be paid, and paying all the members of a fully independent board will increase WREGIS's cost base.



Stakeholder Participation

As noted above, WECC management recommends that a stand-alone WREGIS should have a stakeholder advisory group to advise its board. The requirement for such an advisory body should be built into WREGIS's bylaws. A stakeholder advisory group will be critical to WREGIS because:

- The group will provide additional transparency into WREGIS's decision-making.
- The group will provide perspectives and ideas that may be otherwise missing from board decision-making and provide for a formal feedback loop with the board.
- The group will foster a sense of joint ownership of key WREGIS issues.
- The board will be able to leverage relationships across WREGIS's community of stakeholders.

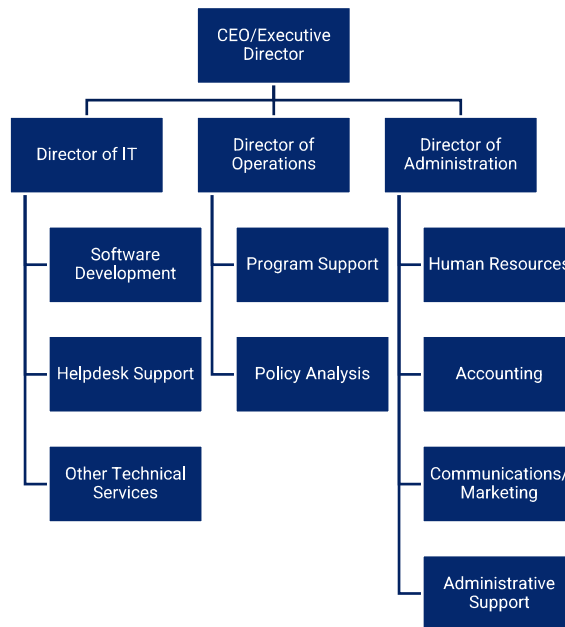
Summary of Proposed Standalone WREGIS Structure and Governance

501(c)4 Non-profit Corporation	• Non-profit structure allows WREGIS to be 100% mission driven • 501(c)4 designation fits with WREGIS's focus on serving renewables generators and state/provincial renewables programs • 501(c)4 designation provides greater flexibility in government interactions than other nonprofit designations
Hybrid Board	• WREGIS benefits from industry expertise and stakeholder engagement/relationships while simultaneously benefiting from the focus on governance and fiduciary responsibilities • A diversity of views, expertise, and experience • Confidence that the organization is not being run for the benefit of one or a subset of WREGIS's stakeholders
Stakeholder Advisory Group	• Transparency into WREGIS's decision-making • Perspectives and ideas that may be otherwise missing • A sense of joint ownership of key WREGIS issues • Leverage relationships across WREGIS's stakeholder community • Formal feedback mechanism for stakeholders with the board



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Organizational Structure



Opportunities to Engage

As noted previously, stakeholder feedback is critical to WECC as we shape WREGIS's future. Please join us for a town hall meeting on Monday, July 28, 2025, from 1:00-2:00 pm MT. This town hall is open to the public and is intended to provide a forum to answer stakeholder questions and receive feedback. To help us effectively use the time available, we encourage you to send questions in advance to engage@wecc.org. More details about the town hall can be found [here](#).

Additionally, we will open a comment period on the corporate structure and governance from August 1 to 29. Another town hall will also be scheduled during the open comment period in August.

We are maintaining a [Frequently Asked Questions](#) document, and we will continue to update this as new questions are raised. We encourage you to review this document.



WREGIS Comments Overview

September 2, 2025

Overview

During the comment period, which ran from August 1 through August 29, 11 sets of comments were received. The comments contain several common themes regarding the proposed separation of WREGIS from WECC and the transition to new tracking software. Commenters are largely aligned in their call for a transparent, inclusive, and methodical approach to restructuring WREGIS, with an emphasis on governance, meaningful program and user input, and a foundational focus on uninterrupted, cost-effective, and reliable service especially as the region faces significant evolution of clean energy policy and regulation.

Common Themes

Cautious, Deliberate Approach:

Commenters broadly caution against proceeding with separation or major changes before operational, governance, and cost details are fully developed and vetted. There is some concern that the rationale for independence, and its benefits relative to risks (cost, continuity, accountability), remains uncommunicated.

Governance and Stakeholder Involvement:

There is support for a 501(c)(4) nonprofit structure with a hybrid board that ensures formalized representation for states and regulatory agencies. Many call for advisory groups, public meetings, and clearly-defined, transparent board selection and decision-making processes.

Stakeholder Engagement and Transparency:

Nearly all commenters stress the necessity of inclusive, ongoing, and meaningful engagement for all participants including states, utilities, small producers, and public interest groups. Several commenters are particularly concerned about insufficient time or opportunity for substantive input to date.

Software Functionality and Transition Risks:

There is agreement that WREGIS's core functions should be maintained during and after the software transition. Stakeholders request careful prioritization of features, cost control, robust user testing, and contingency plans to avoid service disruption.

Financial Prudence:

Multiple states and utilities emphasize the need for more transparency regarding costs, projected user fees, and the impacts of both separation and software redevelopment. Cost control and value for

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ratepayers are seen as paramount, especially in states like Oregon and California, where WREGIS underpins statutory clean energy programs.

Continuity and Institutional Knowledge:

Several commenters noted concern with the risk of losing institutional knowledge, data integrity, and operational expertise during any transition. Commenters emphasize the necessity of thorough planning and strong continuity measures.



LOGIN



WREGIS Comment Form Submissions

- Submitted: 08/29/2025
Last Name: Chin
First Name: Greg
Organization: California Energy Commission
Comments: Please see attached.
File Attachment(s):
 - [CEC Comments on WREGIS Proposed Corporate and Governance Structure.pdf](#)
- Submitted: 08/29/2025
Last Name: Sliger
First Name: Joni
Organization: Oregon Department of Energy
Comments: The Oregon Department of Energy offers these comments to reflect its perspective as a Program Administrator in WREGIS since the enactment of Oregon's Renewable Portfolio Standard in 2007.

WREGIS serves a critical role in Oregon's regulatory and policy landscape. Pursuant to administrative rules adopted by ODOE, WREGIS has been and remains today the only system of renewable energy certificates that can be used to establish compliance with the Oregon RPS. WREGIS also enables Oregon utilities to provide voluntary REC offerings to customers.

With WREGIS's software vendor contract set to expire in December 2027, action is needed to ensure the WREGIS platform's continued viability. ODOE appreciates and supports WECC and WREGIS's prompt attention to this matter. For ODOE, the most important outcome is that the WREGIS platform continues to offer the functions and services necessary for the Oregon RPS at a reasonable cost to Oregon ratepayers. The loss of the WREGIS platform could have potentially devastating cost impacts to renewable energy facilities that are critical to meeting Oregon's clean energy goals and which

already face severe headwinds from federal policy changes. At the same time that the platform is maintained, costs must be carefully evaluated before investing in platform functionalities that are not necessary for regulatory needs.

ODOE understands the WECC Board has determined that separating WREGIS from WECC is helpful to further the continued viability of the WREGIS platform. The proposal to form a stand-alone WREGIS as a non-profit corporation with a hybrid board of directors advised by a stakeholder advisory group could be a reasonable course of action. Again, the ultimate test must be whether the WREGIS platform, under that governance, is able to continue to offer the functions and services necessary for the Oregon RPS at a reasonable cost to Oregon ratepayers.

ODOE appreciates this opportunity to engage and will continue to follow these proceedings with interest.

- Submitted: 08/29/2025
Last Name: Weskamp
First Name: Rebecca
Organization: Carbon Solutions Group
Comments: We would like additional consideration be given to the proposed separation of WREGIS from WECC. Of particular concern, there is no indication that such a move would support the upcoming software transition—a transition that is central to maintaining confidence in the registration and tracking of renewable energy credits. Until there are clear details on how a stand-alone WREGIS would operate, it is difficult to assess whether separation would strengthen outcomes or, instead, compromise accountability and reliability. We believe it is essential that these details be determined in advance of any decision, and that the WECC Board establish a transparent process for stakeholders to raise issues and provide input, ensuring that the future of WREGIS reflects the needs of all parties who rely on accurate registration and tracking.
- Submitted: 08/29/2025
Last Name: Jones
First Name: Todd
Organization: Center for Resource Solutions (CRS)
Comments: Please see the PDF attached for CRS's complete set of comments.

File Attachment(s):

- [CRS WREGIS Comments 8-29-2025.pdf](#)

- Submitted: 08/29/2025

Last Name: Welter

First Name: Sydney

Organization: Western Resource Advocates

Comments: WRA appreciates the opportunity to provide feedback and provides the attached comments addressing the recommended corporate structure and governance for WREGIS and the future of WREGIS software.

File Attachment(s):

- [2025-08-29 WRA Comments to WREGIS.pdf](#)

- Submitted: 08/29/2025

Last Name: Kikuyama

First Name: Rhett

Organization: Pacific Gas and Electric Company

Comments: See Attachment for Comments

File Attachment(s):

- [WREGIS Stakeholder Letter \(PGE\).pdf](#)

- Submitted: 08/29/2025

Last Name: Dyer

First Name: Cameron

Organization: Public Utilities Commission of Nevada

Comments: The Public Utilities Commission of Nevada ("Commission") and the Regulatory Operations Staff of the Commission ("Staff") appreciate WECC's efforts in preparing a RFP for a new vendor to support WREGIS, as well as the proposal for WREGIS to be an independent entity to better serve stakeholders' interests. We have read the "Request for Proposal: WREGIS Software Platform Development" put forward by WECC and agree that a minimum viable product is an appropriate starting point to ensure a smooth transition to a new platform. We have also reviewed the materials published on WECC's website related to making WREGIS a stand-alone entity. The Commission and Staff respectfully submit the following comments in response to the proposals:

1. In recent years, Staff has had very little visibility regarding companies' compliance with the Nevada Renewable Portfolio Standard ("RPS"). To get the insight necessary for Staff and the Commission to vet utilities' claimed compliance with the Nevada

RPS, Staff is required to perform additional work. The Commission and Staff request that WREGIS, as a stand-alone entity or in its current structure, work with regulators to develop a more efficient product in the future.

2. At the onset of the Nevada RPS, the program had fewer than 100 residential and small business producers. Those producers sold their Portfolio Energy Credits ("PECs") directly to their load serving entity, which was required to purchase the PECs. There are currently thousands of residential and small business renewable energy producers in Nevada. The reporting requirements and the necessity to aggregate production to sell the attributes mean that, as far as Staff and the Commission are aware, not a single residential or small business credit has been sold since 2013. Staff and the Commission request that WREGIS expand credit aggregating and trading for smaller producers throughout its footprint.

3. Regarding the structure of an independent WREGIS, the Commission and Staff urge WREGIS and/or WECC to maintain an equitable balance of state representation with at least one representative voted on by the members and one representative seat provided to the state with the largest volume of transactions. However, the Commission and Staff would be interested in exploring alternative structures to balance the interests of western states' interests.

Thank you,

Cameron Dyer, Deputy General Counsel

- Submitted: 08/29/2025
Last Name: Allen
First Name: Clarissa
Organization: Bonneville Power Administration
Comments: Hello - Please see attached PDF document for comments from Bonneville Power Administration.
File Attachment(s):
 - [WREGIS Comments 20250829.pdf](#)
- Submitted: 08/29/2025
Last Name: Stewart
First Name: Ana
Organization: Tesla, Inc.

Comments: See attached.

File Attachment(s):

[Tesla Comments re- WREGIS as Independent Organization](#)

◦ [FINAL.pdf](#)

- Submitted: 08/29/2025

Last Name: Kline

First Name: Kelcy

Organization: Carbon Solutions Group LLC

Comments: We believe additional consideration should be given to the proposed WREGIS/WECC split. Stakeholders were not properly consulted ahead of the WECC Board's June decision to explore separation, and no evidence has been provided that such a move would improve oversight or accountability. There is also no evidence that separating from WECC would enhance the upcoming software transition, which is a major stakeholder concern, and it could instead mean losing the guidance, stability, and institutional support that WECC has historically provided during this critical time. Without clear details on how a stand-alone WREGIS would function, it is impossible to assess whether separation would strengthen outcomes or instead reduce accountability. These details are critical and should be determined before any decision is made. The WECC Board should also establish a clear and effective process for stakeholders to raise issues and concerns related to WREGIS, ensuring that feedback leads to meaningful, actionable outcomes that reflect all stakeholder input.

- Submitted: 08/28/2025

Last Name: Scharff

First Name: Austin

Organization: Washington State Department of Commerce

Comments: See attached.

File Attachment(s):

◦ [WA_Energy_Policy_Office_WREGIS_Governance_Structure_Comments_25.8.28.p](#)

 [Calendar](#)

 [Contacts](#)

 [Careers](#)

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CALIFORNIA ENERGY COMMISSION



August 29, 2025

Melanie Frye
WECC President and CEO
Western Electricity Coordinating Council
155 North 400 West, Suite 200
Salt Lake City, Utah 84103

Subject: California Energy Commission Staff Comments on Proposed Establishment of WREGIS as a Stand-Alone Entity

President Frye:

The California Energy Commission (Energy Commission) staff appreciates the opportunity to comment on the proposed separation of the Western Renewable Energy Generation Information System (WREGIS) from the Western Electricity Coordinating Council (WECC), as well as its proposal to run a Request for Proposals (RFP) process for the development of a new custom Renewable Energy Certificate (REC) tracking platform.

The Energy Commission is leading California to a 100 percent clean energy future for all. As the state's primary energy policy and planning agency, the Energy Commission is committed to reducing energy costs and environmental impacts of energy use while ensuring a safe, resilient, and reliable supply of energy.

The Energy Commission recognizes WECC's urgency in preparing for forthcoming changes to WREGIS and we commend WECC for initiating new processes to share information and receive feedback. However, we believe stakeholders should have additional time and opportunity to provide feedback beyond the current August 29 comment deadline before any substantive decisions are made.

The Energy Commission has significant interest in ensuring a successful outcome to the WREGIS transition underway. An operational and robust REC tracking system is critical to maintaining the success and credibility of clean energy programs like Renewables Portfolio Standard (RPS) programs across the West upon which significant capital investment has been and will be made. The Energy Commission has a statutory mandate to develop and ensure a functioning REC tracking system for California's RPS program. While California is not obligated by statute to use WREGIS as the REC

tracking system for its RPS program, it has invested millions of dollars and significant staff resources into the development, launch, and ongoing operation of the tracking system. The success of this transition is consequential to all of California and the West.

As a preliminary matter, the Energy Commission requires more time to provide adequate input on the governance structure and RFP process before WECC makes any substantive decisions. The August 29 deadline is insufficient for stakeholders to organize resources to provide the level of feedback warranted for a matter as consequential and far-reaching as the future of the REC tracking system for the Western Interconnection and the fourth largest economy in the world. As has been identified in various venues regarding the transition, once funds have been allocated toward a specific pathway, it is extremely challenging to change course.

With the understanding that more time for substantive feedback must be provided, the following is a list of priorities that will guide the Energy Commission's continued participation related to WECC's proposed transition.

As the largest user of WREGIS, both in terms of regulatory RECs retired, as well as obligated reporting entities, the Energy Commission seeks a successful outcome to the WREGIS transition and looks forward to ongoing open dialogue and engagement with WECC, WREGIS, and other stakeholders in the Western Interconnection.

The Energy Commission has the following priorities regarding the WREGIS transition.

Ensure that the approach taken best serves California's state policy objectives

As a threshold matter, it is unclear at this time whether the separation of WREGIS from WECC and the development of a new custom REC system are actions that would benefit users of WREGIS and support California meeting its reliability and clean energy mandates at least cost.

The Energy Commission encourages WECC to consider all options for how WREGIS can be best positioned to meet the needs of users across the Western Interconnection. The Energy Commission is seriously concerned about the loss of institutional knowledge, experience, and data integrity that is possible during a transition of this sort.

Ensure that the governance structure reflects California's priorities in ongoing organizational decision-making

In light of California's significant share of WREGIS activities and the Energy Commission's vital role in RPS program administration, the governance structure should maintain an active and defined role for the Energy Commission in decision-making and oversight.

Ensure Californians receive the best value for the highest level of service

It is the Energy Commission's understanding that a new custom software product and development of a stand-alone entity are projected to result in increased user fees, which could result in increased costs to Californians. The Energy Commission would like to better understand the costs and possible impacts of the proposed and alternative options.

Ensure transparency and that the perspectives and expertise of all stakeholders are reflected in decision-making

WECC and WREGIS should continue communicating with stakeholders on a regular basis throughout this process, including frequent and consistent updates to ensure all stakeholders are aware of potential impacts and can prepare as needed.

WREGIS users and regulatory bodies have deep and varied expertise that spans energy programs and policies to software and database development. The process should center and value the perspectives of these users and create consistent opportunities for users to provide input and engage meaningfully in the decision-making process throughout the planning and into the implementation phase.

Ensure foresight and redundancy for continued seamless functioning and performance of the existing REC tracking system

It is unclear whether WECC and WREGIS have contemplated and planned for the potential that the software development process and WREGIS transition may take longer than planned in the documentation shared to date. The Energy Commission recommends thorough articulation and commitment to the maintenance of the current level of WREGIS functionality throughout the transition.

Thank you for considering these comments and for the ongoing collaboration.

Sincerely,

/s/ Sean A. Simon

--

Sean Simon

Director (Acting)

Siting, Transmission and Environmental Protection Division



August 29, 2025

Ms. Andrea Coon

Western Renewable Energy Generation Information System (WREGIS)

Western Electricity Coordinating Council (WECC)

155 N 400 W, Suite 200

Salt Lake City, UT 84103-1111

RE: Feedback from Center for Resource Solutions on corporate structure and governance to establish WREGIS as a stand-alone company

Dear Ms. Coon,

Center for Resource Solutions (CRS) appreciates this opportunity to provide feedback on the recommended corporate structure and governance for WREGIS as a stand-alone entity, along with our priorities for a new software solution, minimum viable product (MVP), and future WREGIS functionality. We are grateful to be able to provide CRS's unique perspective on these matters as the administrator of the Green-e® program, as the administrator of the Clean Energy Tracking Collaborative (CETC), and as a nonprofit whose mission is to create policy and market solutions to advance sustainable energy.

CRS's Foundational Role in WREGIS and Leadership in Renewable Energy Tracking

CRS is a 501(c)(3) nonprofit organization with over 25 years of experience advancing robust, market-based solutions to support clean energy deployment and credible renewable energy tracking across the U.S. and internationally. We provide independent technical expertise, analytical tools, and programmatic solutions that enable reliable and transparent approaches to renewable energy tracking, accounting, procurement, and deployment goals.

CRS works with state agencies, system operators, utilities, energy producers, market participants, tracking systems, and other functional support entities to address the challenges of aligning diverse and evolving state policy, electricity market, and voluntary market goals. We specialize in the design and evaluation of renewable energy tracking systems, renewable energy programs, and GHG accounting frameworks, as well as the interaction of environmental attribute tracking systems with

Center for Resource Solutions
1012 Torney Ave, 2nd Floor
San Francisco, CA 94129

w : www.resource-solutions.org
p : 415.561.2100

energy markets, and the treatment of renewable energy certificates (RECs) in regulatory and voluntary programs.

On behalf of the California Energy Commission and the Western Governors Association, CRS was the lead contractor for the design of WREGIS in the early 2000s. CRS was the technical lead for the Operating Rules Committee, a multi-stakeholder committee including generators, utilities, control system operators, and state regulators from throughout the WECC that drafted the technical requirements and operating rules for WREGIS.

CRS is currently part of the WREGIS Stakeholder Advisory Committee (SAC) and regularly interacts with the system as a voluntary program administrator for the Green-e® Energy program—the leading independent certification for renewable electricity in North America. Green-e® Energy supports voluntary action and market integrity through rigorous standards and third-party verification. That program certifies over 143 million megawatt-hours (MWh) of renewable energy sales annually, serving about one million purchasers, including 78,000 businesses. In the West, this includes more than 36 million MWh of certified retail sales to over 650,000 customers—among them 18,000 businesses—with nearly 13 million MWh of WECC generation supplying these sales each year.

Finally, CRS has recently launched the new Clean Energy Tracking Collaborative (CETC), which will develop guidance and produce implementable specifications in collaboration with regional tracking systems to enhance tracking system data and capabilities to serve both state and voluntary clean energy objectives. The engagement of regional tracking systems, including WREGIS, will be essential to CETC's success. Active participation from WREGIS will help ensure that emerging standards and specifications are aligned with system functionality and stakeholder needs in the West, and that CETC's outcomes are both practical and widely adopted.

Comments on WREGIS Corporate and Governance Structure

WECC's recommendation to establish WREGIS as a nonprofit corporation under section 501(c)(4) of the Internal Revenue Code would align its structure with CleanCounts, the only other regional tracking system in the U.S. operating as a stand-alone nonprofit. While this structure would give WREGIS greater latitude to engage with government officials, we urge it to uphold its long-standing commitment to policy neutrality so that it can continue to serve all states, programs, and account holders equitably, despite their differing objectives and interests.

CRS supports WECC's recommendation that a stand-alone WREGIS be governed by a hybrid board of directors including both independent and stakeholder members, advised by a stakeholder advisory group (SAG). Given WREGIS's central role in serving state programs in the West, we recommend that at least half of the board seats be held by state regulators. In transitioning from the current elected WREGIS Committee, with its rules on seat representation, WREGIS should seek to maintain a

comparable level of transparency and balanced representation in its new organizational and governance structure.

The current SAC has been effective in providing account holders with transparency into WREGIS's decision-making and in ensuring that stakeholder perspectives and formal feedback are incorporated by the WREGIS Committee and staff. It will be important for the new governance structure to include a comparable SAG that is open to all account holders and governed by similar rules regarding leadership elections, turnover, and term limits. In addition, consideration should be given to maintaining a separate group or subgroup for program administrators, whose needs differ from those of other account holders. Finally, structural features that promote direct interaction between advisory bodies and the governing board should be preserved, such as the current practice of including the SAC Chair in the WREGIS Committee, to ensure the SAG retains a meaningful role in the new board structure.

Comments on Features and Functionality Objectives for WREGIS

In designing and implementing a new custom software solution for WREGIS, it will be essential to ensure opportunities for direct interaction between users and the third-party software provider, both during development and after implementation. Ongoing dialogue will help ensure that the system reflects user needs, addresses challenges as they arise, and remains flexible to accommodate future enhancements.

A number of core features and requirements should be preserved in a new WREGIS platform, consistent with the general requirements found in Section V.B. of the *Green-e® Framework for Renewable Energy Certification (Version 1.0, July 7, 2017)*,¹ including safeguards to prevent double issuance of certificates; publication of statistics and public lists of registered generators and account holders; functionality to indicate retirements for Green-e® certified sales; issuance of certificates based on system operator data; open and non-discriminatory access; and independent verification of generator attributes at registration. These requirements also ensure that all attributes of a megawatt-hour remain with the certificate and that key generator and generation information is recorded and available to participants and auditors.

Additionally, existing retirement and transfer reports should continue to provide the full breadth of tracked information and maintain current functionality. The ability to support multiple retirement accounts is also critical, enabling organizations to distinguish between retirements across different programs, products, and years—for example, for state Renewable Portfolio Standard compliance versus voluntary sales. This functionality is especially important for Green-e® verification processes. Program administrators must also continue to be able to confirm sets of serial numbers during verification.

¹ Available at: <https://www.green-e.org/programs/energy/documents>.

Collectively, these features have proven to be foundational to WREGIS's credibility and should remain intact in the new system.

While many elements of WREGIS are working well, several improvements should be prioritized for inclusion in the MVP. A high priority is improving retirement procedures. CRS specifically requests implementation of a dedicated Green-e® retirement reason, with a reporting year drop-down and an additional details field. This need was previously identified in a program administrator work group session in September 2020 and a subsequent questionnaire in December 2020. At that time, stakeholders noted that retirement options were vague, prone to errors, and overly reliant on open-text fields. Redesigning the retirement page with program-dependent dropdown lists, reduced reliance on open-text fields, and improved specificity would benefit both Green-e® and state programs. Although it is unclear whether this exploration led to substantive changes during or after the transition to MRETS software, such an enhancement remains a priority for a new customized WREGIS system.

CRS also emphasizes the importance of restoring and improving the "WREGIS Public Report Active Generators." This report, previously available as a web-based resource, is currently available in an Excel file format, which we find to be less accessible and user-friendly than the previous iteration. Restoring this functionality in a web-based format would improve usability and transparency. CRS also generally supports the development of APIs to allow greater connectivity with external databases, enabling integration and data-sharing opportunities as needs evolve.

The new WREGIS platform should also be built with a forward-looking design that facilitates expansion and anticipates future functionality changes. While we do not expect these functionality changes to be implemented immediately or included in the MVP, it is critical that the new platform be designed with them in mind—creating a foundation that can support future enhancements without requiring significant rework or dismantling of core structures. These areas for future development include hourly tracking, storage tracking, clean fuels tracking, tracking of market allocation data, and eventually all-generation tracking.

There is increasing demand from both states and voluntary buyers for more granular generation data, particularly hourly data, to better match clean energy procurement with grid operations. To meet this need, WREGIS should plan for the capability to include hourly generation data on certificates and, eventually, to mint hourly, fully transferrable certificates. Building in the capacity for hourly tracking in the future would align WREGIS with emerging state policy requirements and voluntary market trends, providing account holders with greater precision and flexibility in demonstrating the timing of renewable energy use.

All-generation tracking in particular merits serious consideration. While WREGIS currently tracks only renewable generation, other systems—such as the New England Power Pool Generation Information

System (NEPOOL-GIS), the PJM Generation Attribute Tracking System (PJM-GATS), and the New York Generation Attribute Tracking System (NYGATS)—have successfully implemented all-generation certificate tracking. This approach enables precise accounting of delivered power, residual mixes, and emissions, supporting a range of state and market needs including renewable portfolio standards, power source disclosure policies, cap-and-trade programs, and carbon-free standards. Expanding WREGIS to track all generation could reduce costs for states, market operators, and utilities, while enhancing the accuracy and credibility of accounting across the Western Interconnect.

In addition, as we have emphasized recently with the SAC, CRS recommends addressing emerging challenges around market allocation data from new greenhouse gas emissions allocation frameworks from the California Independent System Operator (CAISO) and the Southwest Power Pool (SPP). These frameworks will allocate generation and associated emissions to retail load for reporting purposes, affecting the same generation tracked in WREGIS and creating risks of double counting. To safeguard the integrity of renewable energy claims, CRS recommends that WREGIS incorporate monthly allocation data directly onto certificates from affected generators. Making this information transparent to account holders and program administrators would enable informed decision-making, protect renewable claims, and ensure consistency with state and voluntary program requirements.²

We would be happy to provide additional information about any or all of the future improvements and functionality expansions described above.

CRS commends WREGIS staff for their dedication and perseverance in addressing recent software challenges while balancing the diverse needs of stakeholders and programs, and for their steady leadership in navigating a complex set of internal transitions and external developments. Please let me know if we can provide any further information or answer any other questions.

Sincerely,

_____/s/____

Todd Jones
Head of Policy

² For more information, see Center for Resource Solutions. (2024, November 7). *Letter to the Western Renewable Energy Generation Information System (WREGIS) Stakeholder Advisory Committee regarding GHG accounting frameworks and coordination with WREGIS*. San Francisco, CA.



Staff Contact

Sydney Welter, Regional Markets Policy Advisor
sydney.welter@westernresources.org

August 29, 2025

WRA Comments to WREGIS

Western Resource Advocates (WRA) is a 501(c)(3) non-profit that works to promote a decarbonized Interior West that sustains grid reliability and mitigates climate change. WRA is a Class 4 Member of the Western Electricity Coordinating Council (WECC). WRA appreciates WECC's solicitation of stakeholder feedback and provides the following comments addressing (1) the recommended corporate structure and governance for the Western Renewable Energy Generation Information System (WREGIS) and (2) the future of WREGIS software. As WREGIS becomes a separate entity focused on software development, there is an opportunity to enhance the functionality of renewable energy tracking in the West.

PART ONE: RECOMMENDED CORPORATE STRUCTURE AND GOVERNANCE FOR WREGIS

WRA supports WREGIS pursuing 501(c)(4) nonprofit designation so that WREGIS can be mission-driven and further the good of the entire community, as opposed to focusing on furthering the financial interests of members. A 501(c)(4) structure is the best of the available options and there is precedent in entities like WECC and the Midwest Renewable Energy Tracking System (M-RETS) operating as 501(c)(4) nonprofits.

WRA supports pursuing a hybrid board structure with independent and stakeholder members to represent a diversity of views. WRA recommends ongoing stakeholder engagement regarding the development of Board bylaws and procedures. This includes further clarification of the Board selection process and requirements, including details regarding financial independence from WREGIS entities. Stakeholder development of guiding principles for WREGIS governance may aid in this process.

The following recommendations, which reflect broader good governance principles, are provided as a starting point. First, Board meetings should be open to the public whenever possible, with sparing use of and clear guidelines for executive sessions. Second, meeting agendas and summaries should be public. Third, all voting should be on the record. Fourth, Board of Directors search criteria should include diversity of qualifications, geographic locations, and identities. Experience with emerging technologies and in the public interest sector should be valued professional qualifications. Diverse perspectives should also be included in the Board selection process, such as through a nominating committee with diverse stakeholder representation, including expertise in clean energy accounting.

WRA strongly supports the establishment of a stakeholder advisory group to advise the Board and provide transparency in decision-making. Diverse perspectives should be part

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of all stakeholder processes, including a significant role for state regulators and public interest organizations. There should be no unreasonable dues or attendance policies established for the stakeholder advisory group that would prohibit participation of stakeholder entities with limited resources. To support meaningful stakeholder engagement, WREGIS should establish a well-organized and easy-to-use website to share meeting materials in a timely manner.

WRA looks forward to the future home for WREGIS. To avoid repeating past challenges, WRA suggests, where possible, sharing further insights from the process of the WECC consultant in determining “what is best for WREGIS and its many stakeholders.”

PART TWO: THE FUTURE OF WREGIS SOFTWARE

WRA recognizes the challenge of developing a new software system that meets user needs while simultaneously establishing a new entity. Maintaining and improving the renewable energy certificate (REC) tracking system for the Western Interconnection is essential to addressing the current and future needs of U.S. states, Canadian provinces, and voluntary programs. This is particularly critical as the region anticipates a substantial increase in transactions through wholesale electricity markets.

WRA urges WREGIS to adopt a forward-looking approach. The new software vendor will be the third to provide WREGIS’s services since 2022. Delivering a Minimum Viable Product (MVP) by the end of 2027 is a crucial first step. This MVP must be designed to scale efficiently and accommodate the diverse needs of WREGIS’s users. The development process must prioritize ongoing user feedback to ensure the system meets user expectations.

In selecting a vendor and developing the MVP, WRA recommends that WREGIS carefully consider both current and future needs for REC tracking enhancements. These enhancements should include: (1) increased granularity in tracking capabilities; and (2) Application Programming Interface (API) integration to facilitate more efficient data exchange and improve data accuracy. The July user survey indicated that the areas of highest current dissatisfaction, which include essential functions, are: (1) creating and updating Distributed Generation Group (DGG) registrations; (2) initiating retirement or reserve transactions; (3) inputting meter/fuel allocations; (4) matching e-Tags; (5) report downloads; and (6) viewing e-Tags.

Additionally, WRA encourages WREGIS to evaluate the potential for the new software to expand into broader functionalities, such as all-generation certificate tracking with emissions data. As state and regional needs evolve, WRA anticipates that a system capable of aligning RECs with greenhouse gas (GHG) allocations will become increasingly important, especially as wholesale electricity market transactions continue to grow. WREGIS, state regulators – potentially through forums such as the Western Interstate Energy Board (WIEB), and stakeholders should collaborate to anticipate and discuss future system requirements.

WRA appreciates the ongoing efforts of WECC, WREGIS, and CleanCounts/M-RETS staff to maintain and improve WREGIS’s services. Open and effective communication between these entities, users, and other stakeholders will be critical to the success of this transition. To avoid repeating past challenges, WRA suggests a review of the factors that prevented agreement in earlier phases to improve processes for future collaboration.

Pacific Gas and Electric Company (“PG&E”) appreciates the opportunity to provide comments on WECC’s proposal to separate the Western Renewable Energy Generation Information System (“WREGIS”) from WECC. Since 2006, before WREGIS was formally launched, the organization has been a part of WECC, and PG&E views the Board’s decision as premature and recommends reconsideration of the key conclusion that WREGIS should be restructured as an independent entity. From PG&E’s perspective, separation imposes costs and risks on customers and regulators that currently rely on WREGIS to meet state mandated and/or voluntary renewables procurement targets. As WECC contemplates a new structure for WREGIS, PG&E recommends consultation with the California Energy Commission (“CEC”) and other regulatory bodies that provided advisory and financial support that was integral to WREGIS’ launch to weigh the merits and potential alternatives of an independent WREGIS. PG&E also recommends that WECC provide additional financial information detailing the anticipated costs to separate WREGIS and its associated impacts on stakeholders. Lastly, once these additional financial details are provided to stakeholders, WECC should solicit feedback on the separation plan itself, not just the structure of the separate entity, as is requested as part of these comments, prior to determining WREGIS’ structure going forward.

A well-functioning WREGIS is necessary under California’s current Renewables Portfolio Standard (“RPS”) compliance framework. WREGIS was designed to fulfill the CEC’s statutory obligation to track and verify renewable energy generation. As WECC’s July 15, 2025 “Future WREGIS Structure” document indicates, in recent years, WREGIS has suffered outages, gaps in functionality, and delays. From PG&E’s perspective, the WECC organization and its accountable leadership team have been central to navigating these and other WREGIS system issues. While PG&E recognizes WECC’s view that its role in overseeing WREGIS through recent challenges has placed a burden on WECC, PG&E cannot conclude that a fully independent WREGIS entity is the best solution for stakeholders.

Notably, an independent WREGIS entity will impose new risks that are likely to increase the costs of using WREGIS as a compliance and tracking tool. First, PG&E understands that under the WECC plan, existing WREGIS reserves will both be used to fund a new software program to fully replace the current M-RETS system, as well as to fund expenses for establishing a new company. As WECC’s FAQs indicate, it is expected that user fees may change as a result of these two activities.

PG&E anticipates the costs of establishing and operating an independent organization will necessarily result in increased user fees. At a minimum, separation introduces the loss of operational and administrative efficiencies that have resulted in the accumulation of WREGIS’ reserve funds. PG&E recommends that WECC communicate to stakeholders the estimated costs associated with separation that will be funded by reserves, as well as the anticipated budget for the first fiscal year associated with the corporate structure recommended by the WECC Board for further feedback. This information is critical for stakeholders concerned that the proposed structure could result in increased costs for customers.

Next, PG&E is concerned that separation poses risks to stakeholders presently reliant on WREGIS to fulfill current regulatory and voluntary renewables energy commitments. WREGIS’ operational challenges can lead to the delay of issuance of compliance instruments, resulting in

compliance risks under current backward-looking regulatory frameworks. PG&E is concerned that the establishment of an independent entity and its attendant governing structure can be time consuming and resource intensive. The future WREGIS structure contemplated by WECC does not provide any confidence that a newly independent organization and governance structure will be well positioned to successfully launch a new organization while simultaneously navigating those operational challenges recently experienced by WREGIS.

In summary, PG&E recommends further study on the costs and benefits of separation, as well as consideration of alternatives to an independent WREGIS entity. PG&E looks forward to coordinating with WECC, the CEC, and other stakeholders this Fall through stakeholder processes to determine the best outcome.



Department of Energy

Bonneville Power Administration
Seattle Customer Service Center
915 2nd Avenue, Suite 3360
Seattle, Washington 98174-3360

August 29, 2025

Filed via web portal: <https://www.wecc.org/form/wregis-comment-form>

ATTN: WREGIS

Re: Comments on WREGIS corporate structure and governance and software development

The Bonneville Power Administration (BPA) appreciates the opportunity to comment on future WREGIS structure and software development. BPA is a federal power marketing administration within the Department of Energy. BPA markets wholesale electrical power from 31 federal hydroelectric dams in the Northwest, one nonfederal nuclear plant and several small nonfederal power plants. In 2024, BPA marketed over 56 million megawatt hours of renewable hydroelectric power generated from the federal system to utilities across the West. BPA currently transfers the Renewable Energy Credits (RECs) created by efficiency improvements to the federal hydro system and RECs from two wind projects to over 75 customers and expects the number of customers to grow to be well over 100 in the 2030s. While REC-eligible resources make up a relatively small portion of the federal system today (less than 1 percent), BPA expects the entire federal hydropower system will generate RECs in the 2030s given Washington's Clean Energy Transformation Act (CETA), likely making BPA one of the single largest users of WREGIS in the future.

1. Software Development Needs

BPA would like to ensure that certain capabilities are provided by the software developer at go-live and in a user-friendly platform. The software must be developed to accommodate a variety of existing and future state requirements; different state programs utilize RECs for different purposes. Additionally, the software should be scalable to the anticipated volume of REC creation in the 2030s given Washington's CETA significantly expands the volume of REC-eligible generation by including legacy hydropower as a qualifying resource.

To meet BPA's minimum anticipated use needs, BPA requests that a minimum viable software product include the following features. First, the software must be able to

support mass transfer of RECs from multiple generating units to multiple accounts. Second, the software must enable the ability to transfer RECs to another user's account and to a subaccount within another user's account. Third, the software must be able to support the batching of transfers, notifications, and transfer acceptance. These features are critical given BPA will continue to transfer RECs to a large number of its customers and at a much higher volume in the 2030s given Washington's CETA requirements.

In addition, BPA requests that WREGIS ensure that REC creation for hydro efficiency upgrades is accurate and that the software is capable of marking RECs as eligible or ineligible for certain state programs. Since the implementation of the M-RETS WREGIS updates, the WREGIS functionality that marks some of BPA's incremental hydro RECs as Oregon RPS eligible no longer works. BPA has not received an estimate of when this functionality will be repaired.

To ensure these critical features work, BPA requests to be included in any user acceptance and beta testing offered for the software. BPA urges WREGIS to get the software running in a timely manner to work out any issues prior to December 2027. BPA was one of the users that experienced issues with the M-RETS software updates and does not want to repeat that situation.

In addition, in the future (by the 2030s), it would also be useful for users to have the ability to mark some RECs as ineligible for certain state programs. For example, it would be useful for BPA to have the ability to mark a portion of federal system RECs as ineligible for utilities to use for compliance with Washington's CETA because of CETA double counting prohibitions.

Finally, BPA is aware that there has been discussion in the last year about potential future uses of RECs, including the creation of hourly RECs and matching of e-tags and organized market dispatch to WREGIS-registered generation. BPA does not believe it is prudent for WREGIS to prioritize those capabilities in the initial phase(s) of software development. Rather, WREGIS should prioritize ensuring the software is capable of meeting existing user needs when scaled to the demand for REC creation in the 2030s.

2. Corporate Structure and Governance

BPA is concerned about continuity of operations and increased costs if WREGIS becomes a new, independent corporate entity. BPA requests that WECC provide oversight of WREGIS software development, WREGIS administration and WREGIS

operations until at least a minimally viable software (including the features BPA states above) has been implemented and confirmed by users to be fully operational. BPA also requests WECC provide estimates of the additional start-up and ongoing costs associated with the proposal to structure WREGIS as its own entity before a final decision is made. Additionally, BPA funded the mass transfer feature of the APX software and BPA wants WECC's commitment that any corporate transition will not impact delivery and that the future WREGIS software will support this feature.

Please contact me at caallen@bpa.gov if you have any questions regarding these comments.

Sincerely,

Clarissa Allen
Public Utilities Specialist (Analyst)
Requirements Marketing | Power Account Services
Bonneville Power Administration
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August 29, 2025

Chair Richard Campbell
President and CEO Melanie Frye
WECC
155 North 400 West, Suite 200
Salt Lake City, Utah 84103

Subject: Tesla Comments Regarding Potential Establishment of WREGIS as an Independent, Standalone Organization

Chair Campbell and President Frye:

Tesla appreciates the opportunity to submit these comments regarding the proposal to establish WREGIS as an independent, stand-alone organization as discussed in the “Future WREGIS Structure” summary document issued on June 15, 2025. This report was developed at the direction of the WECC board by WREGIS management and premised on the rationale that as WECC’s only non-statutory program and given WREGIS’s specific mission, establishing WREGIS as a standalone entity that operates independently of WECC will enable WREGIS to more effectively serve those entities that rely on WREGIS. As framed, the question before stakeholders appears less on whether WREGIS should separate from and become independent of WECC, which appears to have been decided, and instead, on how WREGIS, once it is spun off, will function, in terms of its corporate and governance structure. As discussed further below, the process to date has not afforded stakeholders sufficient notice or details on critical aspects of the proposed change to allow a meaningful assessment of whether establishing WREGIS as an independent, standalone organization is reasonable and is in the best interest of the stakeholder community that WREGIS serves.

THE CURRENT PROPOSAL LACKS CRITICAL DETAILS AND HAS NOT PROVIDED SUFFICIENT OPPORTUNITY FOR STAKEHOLDER REVIEW

Regarding whether or not WREGIS should become a stand-alone, independent entity, Tesla is currently evaluating. However, we have a number of concerns regarding the process leading up to the decision to establish WREGIS as a standalone organization and the lack

of detail and vision regarding how that organization will function in a way that enhances the responsiveness of WREGIS to stakeholder concerns and will ensure continuity of service. Per Tesla's understanding, factors leading to the decision to establish a stand-alone entity were known as early as late 2024, however limited to no effort was made to make the larger stakeholder group aware.

Following the WECC Board's June 2025 meeting, an announcement was sent informing all WREGIS members of the decision to explore a stand-alone WREGIS entity, which since then has been a matter framed as all but decided as there has been limited opportunity for stakeholders to voice concerns with this direction and influence the outcome. Indeed, the lack of meaningful stakeholder engagement before de facto deciding that WREGIS should become a separate, standalone organization is part and parcel of a more general concern that Tesla has with WREGIS, where, notwithstanding the various stakeholder forums that members can avail themselves of, including the Stakeholder Advisory Group and the WREGIS Committee, the ability of stakeholders to effectively surface issues and concerns to WREGIS management and, critically, have any confidence that issues raised in these forums will translate into action by WREGIS or the WECC Board to address those concerns is, in practice, quite limited. For example, concerns around the current process for registering distributed generator systems continues to be a topic regularly raised during WREGIS SAC meetings, however it is unclear if these concerns have translated into action and if so, whether they have resulted in measurable improvements to the registration processes.

Tesla understands that WECC management is in part motivated to establish WREGIS as an independent organization as a way to address this very concern and make WREGIS more responsive and accountable to stakeholder concerns, a motivation that Tesla fully and strongly supports. As articulated in the Future WREGIS Structure document, this organizational independence from WECC will "[allow] WREGIS to own its software development, build the necessary infrastructure and move quickly and nimbly to meet user needs and changes in state and provincial program requirements" while ensuring that "staff retains ownership and accountability for WREGIS operations". Tesla agrees that these are potential positive outcomes relative to the status quo, but given the lack of detail regarding the specific manner in which a newly independent WREGIS management and board will solicit input from stakeholders, establish priorities and execute on reforms and other operational matters, it's challenging if not impossible to assess if separating WREGIS from WECC oversight will lead to improved outcomes or, instead result in less accountability than exists at present.

BEFORE RENDERING ANY DECISION TO ESTABLISH WREGIS AS A STANDALONE ENTITY, KEY GOVERNANCE DETAILS AND MODES OF STAKEHOLDER ENGAGEMENT SHOULD BE DEFINED AND MADE AVAILABLE FOR REVIEW AND FEEDBACK

To that end, we would respectfully ask that WECC and WREGIS management take a more deliberative approach in pursuing this potential change. We believe that the current high-level overview, as reflected in the Future of WREGIS Structure document, of what is envisioned for an independent WREGIS is simply insufficient to meaningfully ascertain whether the new structure will yield better outcomes and/or an organization that is better able to serve the interests of those that rely on WREGIS. For example, while the proposed board of an independent WREGIS is recommended to be a hybrid structure, comprised of both independent board members and stakeholder representatives, the specific composition of that board and how board members will be selected, as well as the length of terms and other key elements of how this board will function are not detailed and it is not clear how and when such considerations will be formulated and how stakeholders will weigh-in to shape those determinations. Tesla submits that such details are critical and need to be determined in advance of any decision to spin the organization off into an independent body. While our impression is that the WECC Board largely defers to WREGIS staff currently, it nonetheless plays an important role in making sure WREGIS management and staff are ultimately held accountable to some governing body. The envisioned board for an independent WREGIS could and would be expected to take on this responsibility, but Tesla feels it would be premature for WECC to relinquish its overarching role overseeing the activities of WREGIS until the specifics of board composition, selection process and governance responsibilities have been spelled out, with any move to spin WREGIS off contingent on some set of basic governance structure, principles, and process included in the founding charter.

Relatedly, Tesla would feel more comfortable with the notion of WREGIS as a stand-alone entity if the escalation paths for stakeholders were further spelled out and addressed some of the current challenges that we've observed. For instance, while there are clear paths for raising topics for discussion in WREGIS SAC & WREGIS Committee meetings, there is currently no process for tracking what concerns have been previously raised and what progress is being made. Additionally, if there are improvements the larger stakeholder group feels strongly about implementing in WREGIS, there is currently no process for stakeholders to put forth binding proposals to be voted upon for implementation. Furthermore, we think it would benefit WREGIS, whether it stays under WECC or becomes an independent entity, for there to be a clear way to propose, but more importantly, implement binding resolutions that address stakeholder concerns. Again, such

improvements are best made in advance of spinning WREGIS off into a separate organization and included in the founding charter.

CONCLUSION

Tesla reiterates our appreciation for the opportunity to submit these brief comments regarding the future structure of WREGIS. Recognizing the critically important role that WREGIS plays in the clean energy space, and degree to which a growing number of entities that rely on WREGIS across the western region including private entities and regulatory bodies, it is imperative that changes like those currently being contemplated are fully thought through before moving forward. Tesla understands that some of the specific details, including things like the full set of bylaws and other key governing documents will need to be established by a newly constituted board. That said, we think it is critical that the composition of the board, its selection process, and certain key structural aspects and stakeholder engagement pathways be established through a stakeholder vetted process to provide a basic framework and service continuity before any decision to establish WREGIS as a standalone entity is made, much less executed.

Best regards,

A handwritten signature in black ink, appearing to read 'Ana Stewart', with a stylized, cursive script.

Ana Stewart

Tesla, Inc.



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August 28, 2025

VIA ELECTRONIC FILING

Melanie Frye
WECC President and CEO
Western Electric Coordinating Council

Andrea Coon
WREGIS Director
Western Renewable Energy Generation Information System (WREGIS)

Dear Ms. Frye and Ms. Coon,

The Washington Energy Policy Office appreciates the opportunity to comment on the proposed [future WREGIS structure](#) and development of a new tracking renewable energy tracking system.

The Washington Energy Policy Office, within the Washington State Department of Commerce, is the WREGIS program administrator for Washington's renewable and clean electricity standards and designates the renewable energy system tracking system for use under those standards. The Office regularly uses and oversees the Western Renewable Energy Generation Information System (WREGIS) to track renewable energy credits (RECs) and has chaired the WREGIS Committee over the past several years. The Office has greatly appreciated working with WREGIS and WECC staff and have found staff capable, competent, trustworthy, and stakeholder-oriented over the last several years.

Renewable energy tracking systems are the crucial hardware that make achieving state climate laws and corporate sustainability initiatives possible. Washington state would not be able to track renewable energy procurements under its renewable portfolio standard, the Energy Independence Act (EIA, I-937) or 100% clean electricity law, the Clean Energy Transformation Act (CETA), without a renewable energy tracking system. Tracking systems impact policy and regulatory decisions, and the costs of these systems are borne by their users and in most cases trickle down to ratepayers. For these reasons, and many others, renewable energy tracking systems are very important to state energy offices and regulators.

The Office recognizes the need for WREGIS and WECC to move quickly to issue an RFP for a software provider to create a new renewable energy tracking system, following CleanCounts decision not to renew its contract with WECC. Not having a renewable energy tracking system would be catastrophic to our state and other entities who rely on these systems to uphold clean energy laws and corporate climate commitments. The Office thanks WREGIS for presenting a viable plan to avoid this outcome and acting on it.

We commend WREGIS and WECC staff for hosting multiple WREGIS and Stakeholder Advisory Committee meetings and two town halls, along with conducting a customer survey that got nearly 200 responses. We encourage WREGIS to continue to engage with state energy offices, regulators, other users of WREGIS, and the public.

We offer comments below recognizing there will be more opportunities to provide more detailed feedback on governance and software developments.

WREGIS Governance

We support WREGIS being organized as a 501(c)(4) for the reasons stated in the July 15, 2025, WREGIS Future Structure proposal. We further recognize that CleanCounts is organized as a 501(c)4 and believe that WREGIS should be structured similarly.

An open, transparent, and accountable governance framework is critical for ensuring a credible, durable renewable energy accounting and tracking system. From the perspective of a state program administrator, it is crucial that states with renewable or clean energy mandates have representation on the governing board and that each state with clean energy requirements have a position on a formal advisory committee. There are two principal reasons for a strong and explicit role for states in the governance framework. First, states need to make sure the tracking system operates effectively and, second, limits costs to ratepayers.

We believe that the current structure of the WREGIS Committee and Stakeholder Committee, where state program administrators have designated positions, as do business sectors, are good models for the Hybrid Board and Stakeholder Advisory Group, which we support. As it is today, the Office would recommend that the chair of the Hybrid Board be a state that has designated WREGIS as its renewable energy tracking system.

Concluding remarks

The Office greatly appreciates WREGIS staff for responding to the announcement that CleanCounts would not renew its contract with WREGIS and the Office appreciates staff for quickly putting together multiple forums for public comment and providing the WREGIS Committee an opportunity to review the minimal viable product specifications and RFP responses.

The organizational and software changes at WREGIS come at a time of profound change across the Western Interconnection, including the development of competing day-ahead markets, state climate and clean energy policies, and new demands for clean power from regulated utilities and corporate buyers. It will be important for WREGIS to maintain the central role of states programs through these changing developments in its governance framework and provide a software that first meets the needs of stakeholders and will further enable states and corporations to advance their climate and clean energy goals.

Sincerely,

DocuSigned by:

410677A43BF745F...

Glenn Blackmon, Energy Policy Director

8/28/2025 | 8:49 AM PDT

Date

<Public>



WREGIS Path Forward

Jillian Lessner

Chief Financial and Administrative Officer

**Electric Reliability
& Security for the West**

September 17, 2025

<Public>



Update on Activities Since June

- Conducted outreach on software project and WREGIS separation from WECC
 - Virtual: monthly town halls, monthly participation in WREGIS Committee and Stakeholder Advisory Committee meetings
 - Written: LinkedIn, WECC Weekly, wecc.org announcements, WREGIS page announcements, August comment period, email
 - In Person: CEC meeting attended by Melanie Frye, Jeff Droubay, Kris Raper
- Posted structure and governance recommendations for stand-alone WREGIS for comment
- Prepared a preliminary Year-1 Budget for stand-alone WREGIS

<Public>



Summary of Recommended Structure and Governance

501(c)4 Nonprofit Corporation	• Nonprofit structure allows WREGIS to be 100% mission-driven • Fits with WREGIS's focus on serving renewable generators and state and provincial renewables programs • Provides greater flexibility in government interactions than other nonprofit designations
Hybrid Board	• WREGIS benefits from the industry expertise and stakeholder engagement and relationships while simultaneously benefiting from the focus on governance and fiduciary responsibilities • Diversity of views, expertise, and experience • Confidence that the organization is not being run for the benefit of one or a subset of WREGIS's stakeholders
Stakeholder Advisory Committee	• Transparency into WREGIS's decision-making • Perspectives and ideas that may be otherwise missing • A sense of joint ownership of key WREGIS issues • Leverage relationships across WREGIS's stakeholder community

<Public>



Stakeholder Comment Period Feedback

- Sought comments on recommended corporate structure and governance, August 1–29
- Received 11 sets of comments
- Themes:
 - Transparent, inclusive, thorough approach to separation
 - Ample stakeholder involvement in board selection, decision-making, and advisory group establishment processes
 - Transparent information on organizational costs and projected user fees
 - Cost-effective and reliable software service
 - Careful prioritization of software features, costs, and user testing
 - Thorough planning and strong continuity measures

<Public>



WREGIS Preliminary Draft Year-1 Budget—Major Assumptions

- 10% revenue growth based on trending
- Six additional positions and shifts of existing budgeted roles
 - To be hired before separation from WECC
 - IT and development resources, CEO, accounting, HR, comms/marketing
- Elimination of overhead allocation and system licensing fees covers incremental costs associated with separation
 - Software development costs to be funded with reserves prior to separation
- Future engagement with stakeholders on budget and fee increases vs. use of reserves

<Public>



WREGIS Preliminary Year-1 Draft Budget

Western Electricity Coordinating Council

WREGIS Standalone Budget Year 1

As of September 7, 2025

	2024 Actual	2025 Forecast	2026 Budget	Yr 1 Standalone	2026 Budget v Yr 1 Standalone		Notes
					\$ Inc (Dec)	% Inc (Dec)	
User Fees	3,148,803	3,642,994	3,385,000	3,723,500	338,500	10.00%	10% activity increase
Interest Income	357,251	285,711	180,000	24,000	(156,000)	-86.67%	Lower reserve balances due to software development
Workshops	1,150	550	2,500	-	(2,500)	-100.00%	Assumes free trainings initially
Total Other Funding	3,507,204	3,929,255	3,567,500	3,747,500	180,000	5.05%	
Total Total Funding	(3,507,204)	(3,929,255)	(3,567,500)	(3,747,500)	(180,000)	5.05%	
Salaries	895,619	1,203,835	1,390,198	3,259,371	1,869,173	134.45%	16-->22 FTE and shifts in roles
Payroll Taxes	68,502	62,709	85,687	183,000	97,313	113.57%	Fluctuates with FTE
Benefits	90,119	103,735	201,563	339,011	137,448	68.19%	Fluctuates with FTE
Retirement Costs	79,455	95,625	110,736	293,344	182,608	164.90%	Fluctuates with FTE
Total Personnel Expenses	1,133,695	1,465,904	1,788,184	4,074,726	2,286,542	127.87%	
Meetings & Conference Calls	1,250	838	5,400	35,000	29,600	548.15%	Board meetings, training sessions
Travel	22,363	26,748	46,080	70,000	23,920	51.91%	CEO outreach, audit travel, Board travel
Total Meeting Expenses	23,613	27,586	51,480	105,000	53,520	103.96%	
Consultants & Contracts	-	419,128	100,000	216,000	116,000	116.00%	Technology, accounting, HR, comms/marketing
Office Rent	-	-	-	24,000	24,000		Coworking space
Office Costs	989,565	1,004,901	1,247,972	477,320	(770,652)	-61.75%	No system licensing; accounting, HRIS, O365, e-Tag licensing
Professional Services	-	-	-	308,000	308,000		Board retainers, business insurance, outside counsel
Total Operating Expenses	989,565	1,424,029	1,347,972	1,025,320	(322,652)	-23.94%	
Total Direct Expenses	2,146,873	2,917,519	3,187,636	5,205,046	2,017,410	63.29%	
Indirect Expenses	1,001,817	999,547	1,437,341	-	(1,437,341)	-100.00%	No WECC G&A allocation
Other Non-Operating Expenses	-	-	-	-	-		
Total Expenses	3,148,690	3,917,066	4,624,977	5,205,046	580,069	12.54%	
Fixed Asset Additions	5,041	14,787	12,884	-	(12,884)	-100.00%	No WECC FA allocation
Total Budget	3,153,731	3,931,853	4,637,861	5,205,046	567,185	12.23%	
Total Change in Working Capital	(353,473)	2,598	1,070,361	1,457,546	387,185	36.17%	
FTE	9	12	16	22	6	37.5%	

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Upcoming Activities

- Separation of WREGIS
 - Additional stakeholder engagement
 - Refined recommendations on structure and governance
 - Board composition and selection protocols
 - Advisory group composition and selection protocols
 - Stakeholder representation
 - Voting
 - Bylaws and other governing documents
 - Budget
- Software Development
 - Vendor selection and announcement
 - Additional stakeholder engagement during development
 - Project kick-off



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**WECC Board of Directors
Finance and Audit Committee**

Verbal Update
Richard Woodward, FAC Chair
September 17, 2025



Financial Results as of July 2025

Jillian Lessner

September 17, 2025

Summary

As of July 31, 2025, statutory programs were under budget by a net of \$160,000, and the non-statutory program was under budget by a net of \$428,000. The primary drivers of the net statutory underrun relate to higher-than-budgeted rates of return on investments and actual vacancy rates compared to budget.

In addition, there is a minor timing difference for penalty revenue recognition allowed under Generally Accepted Accounting Principles (GAAP). For financial reporting purposes, WECC recognizes penalties when FERC approves them, and for budgeting purposes, WECC recognizes penalties in the year in which the penalties offset assessments. Penalties revenue is greater than budget by \$37,000 per GAAP treatment.

Variances greater than \$100,000 are explained in subsequent sections. Two versions of the statutory year-to-date results are provided. The first table (Figure 1) represents GAAP reporting, with the penalty revenue recognition variance included. The second table (Figure 2) represents results without the penalty variance, which mirrors the budget and financial reports provided to NERC and FERC.

Statutory Year-to-Date Results

Figure 1: Statutory Year-to-Date Results (GAAP)

	Actual 2025	Budget 2025	Variance (over) /under
Funding			
ERO Funding	33,057,745	33,020,400	37,345
Other Funding	1,072,957	918,107	154,850
Total Funding	34,130,702	33,938,507	192,195
Expenses			
Personnel Expenses	16,477,429	16,740,492	263,063
Meeting & Travel Expens	732,752	823,930	91,178
Operating Expenses	4,506,707	4,376,730	(129,977)
Indirect Allocation	(426,110)	(573,436)	(147,326)
Total Expenses	21,290,778	21,367,716	76,938
Fixed Assets	181,962	110,000	(71,962)
Total Expenditures	21,472,740	21,477,716	4,976
Funding Less Expenditure	12,657,962	12,460,791	197,171

Figure 2: Statutory Year-to-Date Results (Excluding Penalty Variance)

	Actual 2025	Budget 2025	Variance (over) /under
Funding			
ERO Funding	33,020,400	33,020,400	-
Other Funding	1,072,957	918,107	154,850
Total Funding	34,093,357	33,938,507	154,850
Expenses			
Personnel Expenses	16,477,429	16,740,492	263,063
Meeting & Travel Expens	732,752	823,930	91,178
Operating Expenses	4,506,707	4,376,730	(129,977)
Indirect Allocation	(426,110)	(573,436)	(147,326)
Total Expenses	21,290,778	21,367,716	76,938
Fixed Assets	181,962	110,000	(71,962)
Total Expenditures	21,472,740	21,477,716	4,976
Funding Less Expenditure	12,620,617	12,460,791	159,826

Major Variances

- Other Funding: \$155K over budget due to higher-than-budgeted rates of return on cash and investments.
- Personnel Expenses: \$263,000 under budget primarily due to actual vacancy rates compared to budget.
- Operating Expenses: \$130,000 over budget primarily due to the net of:
 - Consultants: \$465,000 over budget primarily due to the timing of actual expenses compared to budget for the WestTEC and data management projects; and



- Computer/Software Maintenance & Licenses: \$217,000 under budget due to annual licensing fee escalations compared to budget and actual software tools in service compared to budget.
- Indirect Allocation: \$147,000 under budget due to lower actual allocable expenses in the Corporate Services program area and several vacant positions in the non-statutory program area compared to budget.

Statutory Year-end Forecast

**Figure 3: Statutory Year-end Forecast
(GAAP)**

	Forecast 2025	Budget 2025	Variance (over) /under
Funding			
ERO Funding	33,057,745	33,020,400	37,345
Other Funding	2,005,272	1,703,541	301,731
Total Funding	35,063,017	34,723,941	339,076
Expenses			
Personnel Expenses	30,445,552	31,121,337	675,785
Meeting & Travel Expens	1,647,340	1,697,461	50,121
Operating Expenses	7,768,819	7,502,719	(266,100)
Indirect Allocation	(999,546)	(1,146,873)	(147,327)
Total Expenses	38,862,165	39,174,644	312,479
Fixed Assets	247,462	150,713	(96,749)
Total Expenditures	39,109,627	39,325,357	215,730
Funding Less Expenditure	(4,046,610)	(4,601,416)	554,806

**Figure 4: Statutory Year-end Forecast
(Excluding Penalty Variance)**

	Forecast 2025	Budget 2025	Variance (over) /under
Funding			
ERO Funding	33,020,400	33,020,400	-
Other Funding	2,005,272	1,703,541	301,731
Total Funding	35,025,672	34,723,941	301,731
Expenses			
Personnel Expenses	30,445,552	31,121,337	675,785
Meeting & Travel Expens	1,647,340	1,697,461	50,121
Operating Expenses	7,768,819	7,502,719	(266,100)
Indirect Allocation	(999,546)	(1,146,873)	(147,327)
Total Expenses	38,862,165	39,174,644	312,479
Fixed Assets	247,462	150,713	(96,749)
Total Expenditures	39,109,627	39,325,357	215,730
Funding Less Expenditure	(4,083,955)	(4,601,416)	517,461

Major Variances

- Other Funding: \$302,000 over budget due to higher-than-budgeted rates of return on cash and investments.
- Personnel Expenses: \$676,000 under budget primarily due to actual vacancy rates compared to budget and lower-than-budgeted participation in benefit plans.
- Operating Expenses: \$266,000 over budget primarily due to the net of:
 - Consultants: \$583,000 over budget primarily due to the timing of actual expenditures for the data management and WestTEC projects compared to budget, and
 - Computer/Software Maintenance & Licenses: \$335,000 under budget due to due to actual licensing fee escalations compared to budget and actual software tools in service compared to budget.
- Indirect Allocation: \$147,000 under budget primarily due to actual vacancies in the non-statutory program area compared to budget.



Non-statutory Year-to-Date Results

Figure 5: Non-statutory Year-to-Date Results

	Actual 2025	Budget 2025	Variance
Funding			
ERO Funding	-	-	-
Other Funding	2,664,255	2,224,558	439,697
Total Funding	2,664,255	2,224,558	439,697
Expenses			
Personnel Expenses	654,975	787,234	132,259
Meeting & Travel Expenses	11,495	27,190	15,695
Operating Expenses	884,685	578,065	(306,620)
Indirect Allocation	426,110	573,436	147,326
Total Expenses	1,977,265	1,965,925	(11,340)
Fixed Assets	-	-	-
Total Expenditures	1,977,265	1,965,925	(11,340)
Funding Less Expenditures	686,990	258,633	428,357

Major Variances

- Other Funding: \$440,000 over budget mainly due to:
 - Higher-than-budgeted certificate activity, and
 - Higher-than-budgeted rates of return on investments.
- Personnel Expenses: \$132,000 under budget due to actual vacancy rates compared to budget.
- Operating Expenses: \$307,000 over budget primarily due to unbudgeted technology and project consulting.

Non-statutory Year-end Forecast

Figure 6: Non-statutory Year-end Forecast

	Forecast 2025	Budget 2025	Variance
Funding			
ERO Funding	-	-	-
Other Funding	3,929,255	3,259,875	669,380
Total Funding	3,929,255	3,259,875	669,380
Expenses			
Personnel Expenses	1,465,904	1,488,694	22,790
Meeting & Travel Expenses	27,586	52,030	24,444
Operating Expenses	1,424,029	990,968	(433,061)
Indirect Allocation	999,547	1,146,873	147,326
Total Expenses	3,917,066	3,678,565	(238,501)
Fixed Assets	-	14,787	(14,787)
Total Expenditures	3,917,066	3,693,352	(253,288)
Funding Less Expenditures	12,189	(433,477)	445,666

Major Variances

- Other Funding: \$669,000 over budget primarily due to:



- Higher-than-budgeted certificate activity; and
- Higher-than-budgeted interest rates and investment income.
- Operating Expenses: \$433,000 over budget primarily due to unbudgeted technology and project consulting.





Meeting of WECC Board of Directors

Report on Section 4.9 Review and Approval Item

September 17, 2025

Board Resolution

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Governance Committee Section 4.9 Review Work Group at the meeting of the Board on September 17, 2025, approves the Amended WECC Bylaws as presented and attached.

Background

Section 4.9 of WECC's Bylaws requires that WECC's Board of Directors (Board) conduct a governance and structure review every five years to assess whether WECC is fulfilling its purposes "in a manner that is consistent with its mission and vision, and the provisions of Section 2.2 of these Bylaws" (the 4.9 Review).

At its meeting on December 11, 2024, the Board approved the scope of the 2025 4.9 Review. Specifically, the Board approved the following (among other things):

- The scope of the 4.9 Review would be a comprehensive review and update of WECC's Bylaws.
- WECC's Governance Committee (GC) would conduct the 4.9 Review with the participation of Melanie Frye, WECC's President and CEO; Jeff Droubay, WECC's General Counsel; WECC's Member Advisory Committee (MAC), represented by Chris Parker; and the Western Interconnection Regional Advisory Body (WIRAB), represented by Mary Throne and Laura Rennick. (This group is referred to hereinafter as "the 4.9 Work Group.")
- The Chair of the GC would regularly brief and take direction from the Board.

Activities of the 4.9 Review Work Group

Since its formation, the 4.9 Review Work Group has met seven times to discuss potential revisions to the Bylaws. These meetings were all public and open to public comment. In addition to the 4.9 Review Work Group meetings, the following outreach was conducted:

- WECC's General Counsel attended two meetings of WECC's MAC to discuss the review and proposed revisions to the Bylaws.
- WECC's General Counsel attended one meeting of WIRAB to discuss the review and proposed revisions to the Bylaws.
- WECC conducted a town hall to discuss the review and take comments on proposed revisions to the bylaws.

- WECC's General Counsel and Assistant General Counsel attended a joint meeting of the RRC and RAC to discuss the review and proposed revisions to the Bylaws.
- WECC held a 30-day public comment period on the proposed revisions to the Bylaws.

The 4.9 Review Work Group considered all input received from these outreach efforts and made further revisions and refinements to the Bylaws based upon this input.

The Strategic Intent of the Proposed Bylaws Revisions

The 4.9 Review Work Group was guided by a recognition that WECC and its purpose have evolved significantly since WECC's formation. WECC (then WSCC) was originally a trade association, organized with a large stakeholder board. Board members outnumbered staff. The Board ran the trade association, and staff were employed to carry out the instructions of the association's members. The Bylaws at the time reflected this structure.

In early 2007, WECC attained Regional Entity status under the Federal Power Act. At that time, WECC's Board transitioned from a stakeholder board to a hybrid board. In 2009 WECC took on the role of Reliability Coordinator (RC).

In 2014, WECC divested its RC function and from this time forward has been solely focused on its responsibilities as a Regional Entity under the direction of a fully independent board. WECC's Bylaws were revised in 2014 and again in 2018. Although WECC's Bylaws have been revised periodically to reflect WECC's changing purpose and structure, there are still some provisions in the Bylaws that have carried over and are no longer applicable or best practice for an organization like WECC.

The proposed changes also consider the maturity that WECC's governance structures have gained since 2014. For example:

- WECC has a dedicated Governance Committee, which is tasked on an ongoing basis with ensuring that WECC is properly governed and has robust governance processes in place. This Committee conducts an annual review of WECC's compliance with the delegation agreement.
- WECC goes through a business plan and budget (BP&B) process annually with extensive input from the MAC Budget Subcommittee, WIRAB, and other stakeholders. The explicitly stated purpose of the BP&B process is to ensure that WECC has sufficient resources and is organized in a way that enable it to effectively fulfill its delegated responsibilities.
- The BP&B are reviewed by WECC's Board, NERC, and FERC, who also ensure that WECC is organized and has sufficient resources to effectively meet its mission.
- WECC has a Corporate Scorecard that ensures WECC is continuously improving and stretching itself as it fulfills its purpose.
- WECC has a Long-Term Strategy (LTS) that has been developed with input from the MAC, WIRAB, and other stakeholders. The LTS is reviewed by the Board. The LTS makes certain that WECC is moving in the right direction over the medium term to effectively meet its mission.

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- WECC has a robust Reliability Risk Program that again incorporates MAC, WIRAB, and stakeholder input. This Program focuses WECC's work on the most significant risks facing the bulk power system.
 - WECC has an Enterprise Risk Management (ERM) system, with top risks to WECC being reviewed by the Board quarterly.

All these processes and checks have the same purpose: to ensure that WECC is effectively fulfilling its purpose and mission, and that it is functioning in a highly effective way. The 4.9 Work Group believes that the revisions it is proposing are consistent with both WECC's purpose as a Regional Entity and its maturity as a well-governed and well-managed organization.

Specific Revisions

A table included with the Board materials highlights the most significant revisions being recommended by the 4.9 Work Group. A redline showing all changes is also included with the Board materials.





Table of Proposed Bylaws Revisions

September 17, 2025

The following table summarizes proposed significant revisions to WECC's Bylaws. The table does not summarize all changes, as many of the changes were editorial or minor changes.

Section ¹	Topic	Changes	Requires Member Vote
1	Vision and Mission	WECC's Vision and Mission have been removed from the Bylaws and replaced with a statement of WECC's "Purpose." The change is consistent with Utah law and the practice of other Regional Entities.	Yes
2	Organizational Characteristics	This section has been eliminated in favor of the statement of purpose in section 1.	No
3.3 and 5.2.1, 5.4.1	Annual Member Meeting	Changes to these sections eliminate the requirement for an annual member meeting. Special member meetings can be called as needed. Changes throughout the Bylaws remove references to the Annual Meeting and clarify timing requirements.	No
3.15	Standing Committees	All references to "Standing Committees" have been deleted to make the Bylaws consistent with WECC's current committee structure. WECC no longer has "Standing Committees." It has technical committees.	No
3.20	Registered Entity	This definition has been revised to make it consistent with the NERC Rules of Procedure.	No

¹ All references to section numbers in this table reference the numbers in the Bylaws currently in effect.

4.9	WECC Structure and Governance Review	These revisions eliminate the requirement for a periodic structure and governance review. WECC has robust governance and feedback processes in place, rendering this requirement redundant.	No
5.1	Quorum	Quorum requirements for Member decisions are altered so that quorum is constituted of the Members in attendance at a meeting or the Members voting on a given issue.	No
5.1, 5.2, and 6.4.3	Voting	Action may be taken by majority vote of those Members voting + a majority of the members voting in 3 of 5 classes, except as otherwise identified	No
5.3	Subclasses	This provision removes reference to subclasses, as there are no subclasses within WECC's membership.	No
5.7	Minimum Participation Requirement	These proposed revisions eliminate the minimum participation requirement for Members. There will no longer be an "active" vs. "inactive" status for Members or termination of Membership for inactivity.	No
6.2	Board Member Qualifications	The changes to this section eliminate the current director qualification requirements, which are proscriptive, in favor of a more general statement on qualifications that gives the NC and Members more flexibility to nominate and elect directors with the substantive experience needed to ensure WECC continues to fulfill its purpose.	Yes
6.3	Term Limits	The Term Limits provision has been revised to include a four (4) term limitation on the number of terms a director may serve.	Yes
6.4	Nominating Committee	- The language precluding Board members from serving on the NC if their terms are expiring has been clarified. The preclusion applies only to Board members who are seeking re-election during the applicable NC year. Board members whose terms are expiring and who are not seeking reelection may serve on the NC. - The language has been revised to permit international representatives on the MAC to participate as voting members of the NC.	Yes

6.5	Removal of Directors	This language has been revised to clarify what is required to remove a WECC director.	Yes
6.7	Filling Vacant Director Positions	This language has been revised to give the NC more flexibility to fill a vacancy on the Board more quickly, if necessary.	Yes
6.8.1	Duties of Directors	This language has been revised to make this provision consistent with the Revised Utah Nonprofit Corporations Act.	Yes
6.10	Delegation of Board Authority	The language of this section has been revised to simplify and add clarity, particularly to the rights of Members to appeal a delegation of Board authority.	No
7.6	Closed Meetings	This section has been revised to provide greater clarity regarding when the Board may meet in closed session.	No
9.4	CEO's Duties	This section has been revised to be consistent with changes made to sections 1 and 2.	No
10	Dispute Resolution	This section is being eliminated, as WECC no longer has dispute resolution procedures.	Yes
11.1	Funding of Reliability Activities	The language in this section related to international entities is revised to make a distinction between membership in WECC and funding of WECC activities. As WECC currently operates, an international entity could apply and be accepted as a member of WECC without paying a contractually negotiated assessment to "fund" reliability activities.	No
12	Amendments to Bylaws	This section has been revised to provide greater clarity on the process for amending and for appealing amendments of WECC's Bylaws and to bring these provision in line with the new proposed quorum and voting requirements.	Yes
13	Termination of Organization	The proposed revisions to this section reflect the fact that WECC is no longer a trade association but is instead a 501(c)4 social welfare organization, whose purpose is to perform the functions of a Regional Entity. WECC may only be dissolved as an organization pursuant to applicable law.	No

15	Incorporation	Consistent with the proposed revisions to section 13, this section removes a reference to Members taking action to impede WECC's Purpose.	No
Appendices	Standards of Conduct	Remove these from the Bylaws and make them Board approved standards/policies. This will enable us to amend them more easily as needed.	No
General	Other Changes	Minor revisions are still needed throughout the document to address typos, fix internal references, and to add clarity. All of these will be done in redline for full transparency and to permit any comment on the changes.	No



Bylaws: Western Electricity Coordinating Council

<<MM DD, YYYY>>

1 Purpose

The Western Electricity Coordinating Council or “WECC” is a nonprofit corporation organized under the laws of the State of Utah. WECC’s purpose is to identify, mitigate, and communicate risks relating to the reliability and security of the Western Interconnection Bulk Power System. WECC carries out its purpose under a regional delegation agreement with the Electric Reliability Organization (ERO).

In furtherance of its delegated responsibilities WECC:

- Proposes Reliability Standards, including regional variances or regional Reliability Standards;
- Monitors compliance with and enforces Reliability Standards in the Western Interconnection;
- Conducts reliability assessments;
- Conducts analysis of events that have impacted or may impact the reliability and security of the Bulk Power System in the Western Interconnection; and
- Performs other related activities.

2 Definitions

The capitalized terms used in these Bylaws shall have the meanings set forth below, or if not set forth below, shall have the meanings given to them in the Glossary of Terms Used in NERC Reliability Standards.

2.1 Affiliate

An Entity that directly or indirectly through one (1) or more intermediaries, controls, or is controlled by, or is under common control with, another Entity. An Entity “controls” any Entity in which it has the power to vote, directly or indirectly, 5 percent or more of the voting interests in such Entity or, in the case of a partnership, if it is a general partner. Notwithstanding the foregoing definition, for purposes of these Bylaws:

- 1) electric distribution cooperatives that are member-owners of a generation and transmission cooperative are not Affiliates of the generation and transmission cooperative or of each other;
- 2) an Entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or U.S. federal or Canadian or Mexican national government will not be considered an Affiliate of any other entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or federal government;
- 3) separate agencies of a single state or province, or of the U.S. federal or Canadian or Mexican national government will not be considered Affiliates of each other, regardless of any commonality of political control;
- 4) members of any joint powers authority, and such joint powers authority, will not be considered Affiliates of each other; and
- 5) members of a Regional Transmission Organization (RTO) will not be considered

Affiliates of such RTO or of each other solely as a result of such membership.

2.2 Alternate Member Representative

In the absence of the Member Representative, the Alternate Member Representative may take any action reserved for the Member Representative. All references in these Bylaws to action by the Alternate Member Representative assume the absence of the Member Representative. The Alternate Member Representative is designated in accordance with procedures approved by the Secretary.

2.3 Applicable Regulatory Authority

FERC or any national, state or provincial government agency with jurisdiction to regulate or directly affect the transmission of electricity within the Western Interconnection.

2.4 Board Committee

A committee comprised partly or solely of members of WECC's Board of Directors.

2.5 Bulk Power System

The term Bulk Power System shall have the definition set forth in Section 215 of the Federal Power Act.

2.6 Class

A grouping of Members described in Sections 3.2.

2.7 Day(s)

Except where otherwise explicitly defined, the term "day" or "days" shall refer to calendar days.

2.8 Delegation Agreement

An agreement between the ERO and WECC pursuant to Section 215 of the Federal Power Act by which the ERO delegates to WECC designated powers, rights, and responsibilities regarding the reliability of the Western Interconnection.

2.9 Electric Line of Business

The generation, transmission, distribution, or trading of electricity or the provision of related energy services in the Western Interconnection.

2.10 Electric Reliability Organization (ERO)

The organization certified by FERC under 18 C.F.R. §39.3, the purpose of which is to establish

and enforce Reliability Standards for the Bulk Electric System in the United States, subject to FERC review.

2.11 Entity

Any individual, person, corporation, partnership, association, governmental body, or organization of any kind.

2.12 FERC

The Federal Energy Regulatory Commission or any successor.

2.13 Meeting

A gathering in person, by telephone, or by other means of communication by which all persons participating can hear each other, of the members of an officially designated WECC group (e.g., Board of Directors (Board), committee, or other group) to deliberate and take action through a vote of the group's members. Votes, decisions and actions by any WECC group can only be taken during Meetings held in accordance with the requirements contained in these Bylaws or by following the requirements for written and electronic ballots as approved by the Board of Directors.

2.14 Member

Any entity that has applied and been accepted for membership in WECC.

2.15 Member Representative

The Member Representative, or Alternate Member Representative or designated Proxy in the absence of the Member Representative, is the only person authorized to cast the Member's ballot in elections for Director, Member Advisory Committee (MAC) Representative, or proposed Bylaw amendments. WECC consultation with and communications to Members are performed via public postings and emails to the Member Representative and Alternate Member Representative. Only the Member Representative, or designated Alternate Member Representative, may submit comments to WECC on behalf of the Member—the Member Representative represents and speaks for the Member. The Member Representative is designated in accordance with procedures approved by the Secretary.

2.16 NERC or the ERO

The corporation which has been designated by FERC as the Electric Reliability Organization.

2.17 Proxy

The person designated in accordance with procedures established by the Secretary to represent a Member in person at a Meeting of the Members or a Class and to cast a ballot in person on behalf of that Member in elections for Director, MAC Representative, or proposed

Bylaws amendments whenever the Member Representative and Alternate Member Representative cannot be present to cast a ballot.

2.18 Regional Criteria

The term Regional Criteria shall have the definition set forth in the NERC Rules of Procedure as may occasionally be amended.

2.19 Regional Entity (RE)

An entity having enforcement authority pursuant to 18 C.F.R. §39.8.

2.20 Registered Entity

An owner, operator, or user of the Bulk Power System, or the entity registered as its designee for the purpose of compliance, that is included in the NERC Compliance Registry.

2.21 Reliability Standard

A requirement approved by FERC under Section 215 of the Federal Power Act, to provide for reliable operation of the Bulk Electric System in the United States. Regional Reliability Standards are specific to the Western Interconnection and shall be established using the WECC Reliability Standards Development Procedures.

2.22 Reliability Standards Development Procedures

The FERC-approved process for developing and approving WECC Regional Reliability Standards (or its successor).

2.23 Western Interconnection

The geographic area containing the synchronously operated electric transmission grid in the western part of North America, which includes in the United States—Arizona, California, Idaho, Nevada, Oregon, Utah, and Washington as well as parts of Montana, Nebraska, New Mexico, South Dakota, Texas, Wyoming, and Colorado; parts of the Canadian provinces of British Columbia and Alberta; and Baja California Norte, Mexico.

3 Members and Membership

3.1 Voluntary Membership

Except as otherwise may be required by applicable authority, membership in WECC is voluntary. A Member may withdraw its membership upon giving the Secretary thirty (30) days' advance written notice. However, such notice of withdrawal will not relieve the Member from fulfilling any outstanding Member obligations. Nothing herein will relieve any Member withdrawing from WECC from any obligation it may have under applicable law including, but not limited to, Section 215 of

the Federal Power Act. A Member that withdraws is obligated to pay any unpaid dues owed through the remainder of the calendar year in which its withdrawal becomes effective.

3.2 Eligibility for Membership

Subject to Section 3.3, any Entity that meets the criteria for membership in the membership classes described in Sections 3.2.1 through 3.2.5 may be a Member of WECC:

- 3.2.1 Class 1. Electric Line of Business Entities owning, controlling or operating more than 1000 circuit miles of transmission lines of 115kV and higher voltages within the Western Interconnection.
- 3.2.2 Class 2. Electric Line of Business Entities owning, controlling or operating transmission or distribution lines, but not more than 1,000 circuit miles of transmission lines of 115 kV or greater, within the Western Interconnection.
- 3.2.3 Class 3. Electric Line of Business Entities doing business in the Western Interconnection that do not own, control or operate transmission or distribution lines in the Western Interconnection, including power marketers, independent power producers, Load Serving Entities, any other Entities whose primary business is the provision of energy services, and those Entities that are not eligible for membership in the other Classes and who have a substantial interest in the purposes of WECC.
- 3.2.4 Class 4. End users of significant amounts of electricity in the Western Interconnection, including industrial, agricultural, commercial and retail entities as well as organizations in the Western Interconnection that represent the interests of a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public or the environment.
- 3.2.5 Class 5. Representatives of nations, states and provinces in the Western Interconnection, provided that such representatives will have policy or regulatory roles and do not represent national, state or provincial agencies and departments whose function involves significant direct participation in the market as end users or in Electric Line of Business activities.

3.3 Designation of Membership Class

A Member of WECC may not belong to more than one Class. An applicant for membership will designate the Class for which it qualifies based on the criteria for membership set forth in Section 3.2. However, any Member owning, controlling or operating transmission facilities or distribution facilities must belong to Class 1 or 2 unless WECC grants the Member's petition for a change in Class pursuant to the provisions of Section 3.4 of these Bylaws. Applications for membership will be submitted to WECC, which will review the application to verify eligibility for membership and Class designation. An applicant whose request has been rejected or any

Member that disputes WECC's determination regarding the appropriate Class designation may request review by WECC's CEO. If the applicant or any Member disagrees with the CEO's decision, the applicant or such Member may appeal this decision to WECC's Board.

3.4 Changes in Membership Class

Notwithstanding any other provision of these Bylaws, upon a petition from a Member, WECC (subject to review by the CEO and appeal to the Board) may allow the Member to change Class if the interest of the Member is more closely aligned with the proposed Class than the Member's current Class.

3.5 Affiliates and Distinct Business Entities

An Affiliate of a Member may also become a Member if the Affiliate satisfies the qualifications for membership.

- 3.5.1 An entity applying for membership must disclose all of its Affiliates that are WECC Members and the Classes to which the Affiliates belong. Every Member will promptly notify WECC whenever it becomes, or ceases to be, an Affiliate of any other Member.
- 3.5.2 Affiliates may be members of the same Class; however, a group of Affiliates within a single Class may only have one vote in any WECC forum. Except as set forth in the Reliability Standards Development Procedures, a group of Affiliates within a single Class may, by providing at least three (3) business days written notice to the Secretary, split their single vote equally among all Affiliates or designate a single Affiliate as the group's voting Member.
- 3.5.3 For good cause shown and with the express approval of the Board, a company or organization containing functionally distinct entities within it may obtain separate memberships for such entities, provided that such entities will be considered Affiliates.
- 3.5.4 The Board may adopt a policy regarding whether Members may share the benefits of membership with a non-Member Affiliate.

3.6 Rights and Obligations of Membership

Except as otherwise provided in these Bylaws or other applicable authority, Members have the following general rights and obligations:

- 3.6.1 The right to elect and remove Directors as described in Sections 5.4 and 5.5;
- 3.6.2 The right to amend these Bylaws, and to review and rescind any Board amendment of these Bylaws, in accordance with Section 10;
- 3.6.3 The right to receive applicable Meeting notices, as well as reports and

information produced by WECC;

- 3.6.4 The right to attend, participate and vote in all Member Meetings and the right to attend Board Meetings (other than closed sessions) and to comment upon all matters considered in such Meetings;
- 3.6.5 The right to be a voting member of Committees, subject to the charters applicable to those committees, the limitations of these Bylaws, and such other reasonable limitations as the Board may adopt;
- 3.6.6 The right to petition the Board to take any action consistent with applicable law (including Section 215 of the Federal Power Act and its implementing orders and regulations), these Bylaws, and the articles of incorporation and to have such petition voted on in a reasonable and timely manner;
- 3.6.7 The obligation to abide by these Bylaws, and all decisions of WECC, subject to the exceptions set forth in Section 3.7 and the enforcement provisions of Section 3.8.
- 3.6.8 The obligation to designate a Member Representative and an Alternate Member Representative;
- 3.6.9 The obligation to pay in a timely manner any membership dues pursuant to Sections 3.1, 9.2, and, where applicable, 9.3
- 3.6.10 The obligation to provide system data that the Board has determined is necessary for WECC functions and does not impose an undue burden on the Members; provided, that the Board shall adopt appropriate limitations on this obligation or procedures that protect and avoid unnecessary collection of confidential, privileged, trade secret, cybersecurity, or critical energy infrastructure information or other information that the Board determines merits such protection consistent with applicable law; and
- 3.6.11 The obligation to support surfacing identifying minority and majority opinions or views within their Class, along with supporting rationale to enable the Board of Directors to make decisions based on informed judgment aligned with WECC's purpose and these Bylaws.

3.7 Limitations on Member Obligations

- 3.7.1 The obligation of Members pursuant to Section 3.6 will not require any Member to take any action which the Member in good faith determines would:
 - 1) exceed the physical capabilities of the Member's electric system (or any part of another's electric system that the Member has the legal right to cause to comply with a WECC action governed by Section 3.6);

- 2) create serious and immediate risks to public health or safety (provided, that the shedding of load shall not in and of itself be deemed a serious and immediate risk to public health and safety for the purpose of this Section);
 - 3) create an immediate risk of serious damage to facilities or equipment within its electric system or cause it to operate any of its electric facilities or equipment in an unsafe manner;
 - 4) cause the Member to violate or improperly implement an applicable law, regulation, rule, order, FERC license provision, or other legal obligation; or
 - 5) conflict with any non-power requirement applicable to the Member (including without limitation any obligation under environmental laws, regulations, court and administrative decisions, or biological opinions).
- 3.7.2 Each Member shall retain sole control of its facilities and the use thereof, and a Member shall not be required to construct or dedicate facilities for the benefit of any other Member, or be required to take action, or refrain from action, as may be deemed necessary to maintain reliable service to its own customers and/or to fulfill its obligations to third parties; provided, that a Member shall comply with duly-adopted reliability standards applicable to its system and shall comply with any directives under existing security coordination agreements. Nothing in these Bylaws is intended to preclude application of Section 210 or 211 of the Federal Power Act.
- 3.7.3 The above limitations shall not be construed as altering a Member's obligation, if any, to comply with applicable Reliability Standards or enforcement orders, or any other obligation arising under 18 C.F.R. Part 39.

3.8 Compliance and Enforcement

- 3.8.1. The power of WECC to enforce Member obligations other than compliance with Reliability Standards and other obligations arising under 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements is limited to suspension or termination of membership as set forth in this Section 3.8; provided, that:
- 1) nothing in this Section 3.8 will limit the power of Members to agree to additional enforcement provisions in separate contracts; and
 - 2) nothing in this Section 3.8 will limit WECC's delegated authority under Section 215 of the Federal Power Act and 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements to enforce Reliability Standards and perform other delegated or contractual functions within the Western Interconnection.
- 3.8.2. The Board may suspend or, to the extent consistent with applicable law, terminate the membership of any Member for a material failure to meet any obligation of membership set forth in these Bylaws, including, but not limited to:

- 1) non-payment of dues sixty (60) days after the dues become delinquent; or
- 2) intentionally or repeatedly violating any provision of these Bylaws; or
- 3) materially breaching or intentionally violating any FERC Order; or
- 4) willfully obstructing any lawful purpose or activity of WECC.

3.8.3 The Board will give the affected Member not less than twenty-one (21) days prior written notice of any proposed suspension or termination, which will include the specific basis for the proposed action and, if applicable, instructions on curing the problem. Prior to terminating a membership, the Board will consider any information provided by the Member in response to the notice described herein.

3.8.4 Suspension. The suspension of a Member will not affect the Member's rights and obligations other than that the Member will not be entitled to vote at any Meeting of the Members, Classes, or any committee until the suspension is removed, except that a suspended Member may participate in the WECC Reliability Standards Development Procedure.

3.8.5 Termination. The termination of membership will have the same effect, and be subject to the same continuing obligations, as such Member's withdrawal pursuant to Section 3.1, except that it will be effective as of the issuance date of the notice provided pursuant to Section 3.8.3.

4 Procedures for Members Decisions

4.1 Quorum and Voting

With the exception of voting on Regional Reliability Standards and Regional Criteria under the Reliability Standard Development Procedures or as otherwise provided by law or herein, Members may conduct business and take votes only at duly noticed Member Meetings or by duly noticed action by written or electronic ballot.

- 4.1.1 Quorum and Voting. At a Meeting of the Members, the Members that are represented for any purpose at the Meeting constitute a quorum of the Members for action on a matter. For action by written or electronic ballot, the number of votes cast by written or electronic ballot constitutes a quorum for action on the matter. Except as otherwise identified herein, any action may be approved by both (1) a majority vote of those Members voting, and (2) a majority vote of those Members voting in at least three (3) of the five (5) Member Classes. Each Member will have one vote, unless other Bylaw provisions provide for the allocation of the Member's vote.
- 4.1.2 Alternate Member Representative or Absentee Voting. If a Member Representative cannot attend a Meeting of the Members or a Class meeting in person where Directors are being elected or amendments to these Bylaws are considered for approval, the Alternate Member Representative may attend and vote in place of the

Member Representative. Alternatively, the Member Representative or Alternate Member Representative, may cast an absentee ballot pursuant to procedures established by the Secretary. In the absence of both the Member Representative and the Alternate Member Representative, a Member may designate a Proxy pursuant to the procedures established by the Secretary.

4.2 General Membership Meetings

All business of the Members acting as a whole may be conducted at Meetings called by advance notice to all Members provided in accordance with Section 4.4. The chair of the Board will preside over all Member Meetings.

4.2.1 Annual Member Meeting. WECC will not hold an annual Member Meeting.

4.2.2 Special Member Meetings. Members may hold Special Member Meetings whenever called by the Board. The Board will call Special Member Meetings upon receipt of a written demand for such meeting that is signed by at least 15 Members representing at least three (3) of the five (5) Member Classes or at such other times as it deems appropriate. The chair of the Board will preside over all Special Member Meetings.

4.3 Class Meetings

An individual Class may hold a Meeting for any purpose relevant to the interests of Class members. Such Meetings will be initiated by request of one or more Class member(s), and agreement by at least 5 Class members.

4.4 Notice of Member Meetings

4.4.1 Member Meetings. The Secretary will provide notice of Member Meetings to each Member at least ten (10) days before the Meeting.

4.4.2 Public Notice. Public notice of each Member Meeting will be placed on WECC's website at least ten (10) days before the Meeting.

4.5 Open Meetings

All Member Meetings are open to observation by the public.

4.6 Policymaking Authority

The Board of Directors may adopt policies for the interpretation and implementation of the Meeting and voting procedures established in this Section 4.

5 Governance

5.1 Board of Directors

Subject to those matters expressly requiring approval by the Members, a Board of Directors elected by the Members will govern WECC. The Board will elect its own chair and vice chair from those individuals serving as Directors.

5.2 Composition of the Board and Board Member Affiliations

The Board of Directors shall consist of nine (9) Directors. It is the intent of WECC that the Board be comprised of individuals whose backgrounds and expertise reflect the breadth and depth of experience and expertise necessary for the governance of WECC. Such backgrounds may include, but not be limited to, expertise in the areas of electricity, including electricity transmission, transmission planning, generation, and operations; reliability, including compliance, or standards; regulatory, legal, and governance matters; financial matters; information technology, including cyber; cybersecurity and physical security; environmental matters; familiarity with regional system operations issues; public sector; matters of importance to end users; and such other areas of expertise and experience as may be identified by the Board.

- 5.2.1 It is the intent of WECC that the Board be comprised of individuals whose backgrounds also reflect the geographical diversity necessary for the governance of WECC, with at least one Director possessing experience in British Columbia or Alberta and residing in Canada.
- 5.2.2 Notwithstanding the foregoing, or any Director vacancies, the Board of Directors shall at all times retain its authority and ability to govern WECC so long as a properly constituted quorum is established in accordance with Section 6.1.
- 5.2.3 Director Affiliation Restrictions. A Director may not be a full-time employee of a Registered Entity, of an affiliate of a Registered Entity, of NERC, or of any other Regional Entity. A Director may not be affiliated with any Member or Registered Entity operating in the Western Interconnection, with NERC, or with any other Regional Entity.

For the purposes of this Section, "affiliated" shall mean (1) an employee of, (2) a contractor for, (3) an employee of a contractor for, or (4) an equity owner of or a Director for, a Registered Entity, Member, NERC, or any other Regional Entity. For purposes of determining whether a Director is "affiliated," the term "Director" shall include a spouse and/or minor child of the Director.

- 5.2.3.1 A Director with an equity interest in private or publicly traded companies that are end-users of electricity in the Western Interconnection but who are not otherwise "affiliated" pursuant to the restrictions set forth in Section 5.2.3 shall not be considered "affiliated."

- 5.2.3.2 A Director with an equity interest in a broadly diversified mutual fund which

may include interests in one of the types of organizations described in Section 5.2.3, shall not be considered affiliated provided that such equity interest cannot confer a controlling interest in a Member or Registered Entity within the Western Interconnection.

5.2.3.3 A Director receiving post-employment compensation, which compensation is not indexed to the success of the disbursing entity shall not be considered "affiliated."

5.2.3.4 A Director shall not be considered "affiliated" solely by having a contractual relationship with a state government that has one or more agencies that are Members, provided that the Director cannot be affiliated with the Member agency or agencies.

5.2.3.5 A Director shall not be considered "affiliated" for being a residential or small business end-user of electricity or for being affiliated with, a member of, or a contributor to an organization that represents a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public interests or the environment, but a Director shall be considered "affiliated" if the Director is an employee of, or serves as a director, trustee, or officer or in any other policy-setting capacity with respect to any such organization.

5.2.3.6 The affiliation restrictions set forth in this Section are not all encompassing. Candidates and Board members are expected to disclose all known potential financial or relationship conflicts, including any known relationships between companies they have affiliation with and/or entities described in Section 5.2.3. Furthermore, the Nominating Committee will be expected to investigate and evaluate all potential conflicts, whether financial or otherwise.

5.2.4 In addition, the Board may, by resolution, appoint the Chief Executive Officer ("CEO") of WECC to be a voting member of the Board, provided that the CEO may not be a member of a Board Committee or cast either a tie-breaking vote or a vote that creates a tie. The CEO may not serve as the chair or vice chair of the Board.

5.3 Terms of Office and Limitations on Terms

Directors will hold office for staggered terms of three (3) years, with three Directors' terms ending each year. Each term shall commence, and subsequently end, on the adjournment of the Board Meeting occurring in the third quarter of each calendar year, or if no Board Meeting is held during the third quarter of an applicable calendar year, on September 30 of the calendar year. This may result in some Director terms that are longer or shorter than exactly three years. An individual may not serve as a WECC director for more than four terms. If a director serves a term that is two years or longer, but less than three years, such shortened term will be deemed a term for purposes of the limitations contained in this Section. If a director serves a term that is shorter than two years, such shortened term will not be deemed a term for purposes of the limitations

contained in this Section. This limitation will not be applied to preclude a director from continuing to serve during a holdover period, to cure a procedural vacancy, or to serve as a temporary director as described herein for a period which would extend beyond this limitation.

5.4 Nomination, Selection and Compensation of Directors

5.4.1 Nominating Committee. Candidates for a Director position shall be nominated by a Nominating Committee. The Nominating Committee shall consist of seven members. Three voting members shall be Directors, designated by the Board chair, who are not seeking re-election for the term under consideration. The remaining four voting Nominating Committee members shall be Member Advisory Committee members selected by the MAC, with two (2) members being from Classes 1, 2, or 3, and two (2) members being from Classes 4, 5, or an international member of the MAC. The MAC shall also select as non-voting members of the Nominating Committee one member from each of the Classes and from its international members who are not voting members of the Nominating Committee. Quorum for the Nominating Committee will be a majority of voting members.

5.4.1.1 If the MAC does not designate MAC members to serve on the Nominating Committee within 30 days of being notified of the Board chair's designation of the three Directors to serve on the Nominating Committee, the Board chair may designate MAC members to serve.

5.4.1.2 A Nominating Committee shall be formed each calendar year by the end of the third quarter. A Nominating Committee will continue to function until a replacement Nominating Committee is formed, but may not continue for a period longer than twelve (12) months from its creation, unless the Board, by resolution, authorizes a Nominating Committee to function beyond twelve (12) months.

5.4.2 Director Candidate Nominations.

5.4.2.1 The Nominating Committee shall develop candidate pools and make candidate nominations to the Members. The Nominating Committee may consider any qualified applicant in developing the candidate pool, and may identify applicants through the following process:

- 1) selecting and using an independent search firm to provide the Nominating Committee with a list of qualified applicants for each Director position subject to election;
- 2) consider an incumbent Director who is willing to stand for reelection, including a review of such Director's tenure on the Board of Directors;

- 3) consider director nominees from pools developed by prior Nominating Committees; and
- 4) consider external nominations.

5.4.2.2 Any party may recommend candidates (self-recommendations and third-party recommendations) to the Nominating Committee for consideration by submitting the following:

- the candidate's resume,
- a summary of the candidate's relevant experience,
- a disclosure statement from the candidate, and
- a letter of interest from the candidate.

All candidate recommendations must be submitted to the Nominating Committee no later than the deadline established by the Nominating Committee.

5.4.2.3 The Nominating Committee shall review the qualifications of the potential candidates and put forth one nominee for each Director position up for election.

5.4.2.4 Five (5) affirmative votes of the Nominating Committee shall be necessary to put forth a nominee for election by the Members.

5.4.2.5 At least 45 days in advance of the scheduled commencement of the voting process for Directors by the Members, the Nominating Committee chair shall forward to the Board chair the name(s) of the nominee(s). The Board chair will inform and work with the Secretary to establish an election for the nominee(s) to be completed prior to the date that the director(s) is scheduled to take office. If the Nominating Committee is unable to achieve five (5) affirmative votes for a nominee for any vacant director position, the Nominating Committee chair will inform the Board chair, in which case the Board chair may form a new Nominating Committee with different Board and MAC members who shall be tasked with nominating a candidate(s) for the remaining open Director position(s).

5.4.3 Director Elections. Members will vote for each nominee separately.

Should a candidate fail to receive the required vote of the Members or Classes, the Board may conduct a new election for an alternate candidate put forward by the Nominating Committee, if any. Alternatively, the Board may ask the Board chair to establish a new Nominating Committee to recommence the nomination and election process. Where a candidate has not received the required vote of the Members and

Classes, the Director position shall remain vacant until a candidate is elected, except as provided in Section 5.7.2.

Member elections for Directors may occur through the submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process or in conjunction with a Special Member Meeting as described elsewhere in these Bylaws.

5.4.4. Annual Compensation of Directors. Each year the Nominating Committee will make a Director compensation recommendation for the calendar year following the establishment of that Nominating Committee. WECC staff will initiate a Director compensation study performed by a firm with expertise in director compensation at least every other year. The latest survey so procured shall be considered by the Nominating Committee in formulating its independent annual compensation recommendation. Any such recommendation shall require five (5) affirmative votes of Nominating Committee members. The Nominating Committee shall provide its recommendation to the MAC as soon as reasonably possible after its formation. The MAC shall then set the compensation for the Directors at its next regularly scheduled meeting. When making this decision, the MAC shall consider the recommendation of the Nominating Committee and any other material relevant to setting Director compensation. If the Nominating Committee is unable to reach the five (5) vote majority necessary to make a compensation recommendation, the MAC may make changes to the compensation paid Directors notwithstanding.

5.5 Removal of Directors

The Members or the Board may remove a Director before completion of the Director's term of office pursuant to the following provisions.

5.5.1. Removal by the Members.

5.5.1.1 Directors may be removed by the Members only for gross negligence, violation of local, state, provincial, or federal laws, gross misconduct, or failure to meet the duties of Directors as described in Section 5.8.

5.5.1.2 A vote to consider removal of a Director will occur upon submission to the Secretary of a petition for such a vote signed by the Member Representatives of at least 20 percent of the Members from a majority of the Classes. Removal may only take place at a Special Member Meeting called for that purpose by notice provided in accordance with the notice requirements for Member Meetings. Removal of a Director by the Members must be approved by a vote of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).

- 5.5.2 Removal by the Board. The Board may remove any Director for gross negligence; violation of local, state, provincial, or federal laws; gross misconduct; or failure to meet the duties of Directors as described in Section 5.8. Such removal will only occur upon the affirmative vote of a majority of non-conflicted Directors.

5.6 Resignation

Any Director may resign at any time by written notice to the Board delivered to the Board chair. The acceptance of a resignation will not be required to make it effective.

5.7 Procedures for Filling Vacant Director Positions

5.7.1 Filling Director Vacancies.

5.7.1.1 If the position of any Director becomes vacant prior to the expiration of its normal term, the Nominating Committee will—within thirty (30) days—begin the process of choosing a successor candidate for nomination and election. The applicable requirements of this Section 5 shall apply to this nominating process, except those regarding the timing of certain actions. If, within nine (9) months of the occurrence of a vacancy, the Nominating Committee has failed to notify the Board chair of a nominee for that vacancy, the Board chair shall appoint a new Nominating Committee, with different Board and MAC members, which will commence work immediately to select a nominee for said vacancy. The term of a Director elected according to this Section 5.7.1.1 shall commence immediately upon election and end consistent with the original expiration of the vacant position.

5.7.1.2 Alternatively, if less than one (1) year remains in the term of the vacant Director position, and it is impracticable to fill the applicable vacant position in accordance with the process outlined in Section 5.7.1.1 above, the position may remain vacant until filled consistent with the typical annual Director nomination and election processes described elsewhere in this Section 5, unless a temporary Director is appointed as permitted by Section 5.7.3.

5.7.2 Holdover to Cure Procedural Vacancies. Whenever an incumbent Director is a candidate for a Director position and is not re-elected due to a procedural deficiency, that Director may continue to serve, for no more than twelve (12) months from the original expiration date of the Director's term, until a valid election has been conducted.

5.7.3 Appointment of Temporary Director(s).

5.7.3.1 Should the number of Directors fall below seven (7), the Board may appoint one or more individuals to serve as temporary Directors until new Directors can be elected by the Members.

5.7.3.2 In appointing temporary Directors, the Board shall select individuals whose experience ensures the Board composition requirements of Section 5.2 are satisfied.

5.8 Duties of Directors

The Directors will have the following duties:

- 5.8.1. Standards of Conduct: All Directors shall discharge their duties to WECC in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of WECC. Directors will at all times act in conformance with these Bylaws and any such standards or standards of conduct as may be approved by the Board.
- 5.8.2. Preserve Non-Affiliated Status: Throughout their terms, Directors will have a duty to avoid any affiliation that is inconsistent with the qualifications for Directors in Section 5.2.3 of these Bylaws. If a Director becomes aware of any disqualifying conflict or affiliation, the Director must either resign or eliminate the disqualification (e.g., dispose of securities) within sixty (60) days.

5.9 Powers of Directors

The management of all the property and affairs of WECC is vested in the Board of Directors. The Board will hold annual elections to select a Board chair and vice chair and to fill any other Board officer positions that may be created by the Board or required by applicable law. The Board may exercise all the powers of WECC and do all lawful acts and things (including the adoption of such rules and regulations for the conduct of its Meetings, the exercise of its powers and the management of WECC) as are consistent with these Bylaws and the Articles of Incorporation. When deliberating policy matters, the Board will give serious consideration to the recommendations of the Member Advisory Committee and the Western Interconnection Regional Advisory Body (or any successor).

5.10 Delegation of Board Authority

5.10.1 The Board may by resolution delegate to any person or any committee any or all of its powers and authority except any power that it may not delegate pursuant to applicable Utah law, and the power to:

- 1) adopt any Reliability Standard;
- 2) approve budgets;
- 3) form committees;
- 4) amend the Bylaws;
- 5) elect the Board chair and other officers of the Board; and
- 6) hire, fire or set the terms of employment of the CEO.

Within seven (7) days of any delegation (other than to a Board Committee), the

Secretary shall ensure that email notice of such delegation is provided to the delegate(s) and all Members and is posted on the WECC website.

5.10.2 Appeals by Members. Any Member may appeal a Board delegation (other than to a Board Committee) within 30 days of the notice of delegation by delivering a letter to the CEO that describes in reasonable detail the grounds for appeal.

5.10.3 Board Review. Board delegations (other than to a Board committee) will be reviewed by the Board at the request of any Director upon delivery of such a request to the Secretary.

5.10.4 A request for review of a delegation will stay the effect of the delegation pending review unless the Board in making the delegation expressly determines otherwise. The Board will review the delegation at its next regularly scheduled Meeting or at an earlier Board Meeting, subject to applicable notice requirements.

6 Procedures for Board Decisions

6.1 Quorum

No business will be conducted by the Board unless at least five (5) Directors are present, or six (6) Directors if the CEO has been appointed to the Board and is counted to determine a Board quorum.

6.2 Majority Vote

A decision of the Board will require an affirmative vote of a majority of Directors present and not abstaining or conflicted; provided that no decision of the Board shall be made with fewer than three (3) affirmative votes, or four (4) affirmative votes if the CEO has been appointed to the board and is counted to determine a majority. Directors may not vote by proxy or by absentee ballot, but Directors may participate in Board Meetings as provided in Section 6.3 of these Bylaws.

6.3 Attendance at Board Meetings by Teleconference

Any or all of WECC's Directors may participate in any Meeting of the Board by telephone conference or any other means of communication that enable all Directors participating in the Meeting to simultaneously hear one another. Every Director participating in a Meeting in the manner described in the preceding sentence will be deemed to be present in person at that Meeting.

6.4 Board Action by Unanimous Consent

Unless WECC's Articles of Incorporation or applicable law provides otherwise, action required or permitted to be taken at a Meeting of the Board may be taken without a Meeting through one or more written consents describing the action taken. Any Board action taken by written consent must be signed by all Directors in office at the time the action is taken. Such actions require three (3) business days' prior notice to Members and Members must be given an opportunity to

comment through electronic mail, comments on the website, or other appropriate means. All Board actions by written consent must be filed with the Board Meeting minutes. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Any action by written consent has the same effect as a Meeting vote and may be described as such in any document.

6.5 Notice of Board Meetings

- 6.5.1. Regular Meetings. Except as set forth in Section 6.5.2 regarding urgent business, all regular business of the Board will occur at Board Meetings, with at least twenty-one (21) days' notice by the Secretary to all Directors and all Members via email and posting to the WECC website. Notice will include an agenda that will identify those matters on which a vote will be taken at the Meeting. The foregoing requirement shall not preclude the Board from taking an action that is different from the specific proposed action identified in the agenda, if the relevant subject matter has been reasonably identified in the agenda. The Directors will establish a regular Meeting schedule that will be made available to the Members. The schedule will include not less than two Meetings of the Board annually.
- 6.5.2. Special Meetings. Whenever the Board chair or any three (3) Directors find that there is urgent business requiring Board action before the next regular Board Meeting, a special Meeting of the Board may be called. Such special Meetings will be held upon as much written notice to each Director and all Members as is possible under the circumstances, but shall be no less than three (3) days. However, notice of a special Meeting may be waived if: 1) the waiver is by a writing signed by a quorum of Directors; and 2) as much notice of the Meeting as practicable has been given to Members via electronic mail and posted on the WECC website.

6.6 Open Meetings

- 6.6.1. Except as provided in Section 6.6.2, all regular and special Meetings of the Board will be open to observation by any Member and the public.
- 6.6.2. Closed Session. Notwithstanding the provisions of Section 6.6.1, on an affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present, the Board may meet in closed session:
- 1) to consider the employment, performance, or dismissal of an employee of WECC and to deliberate regarding decisions the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board of Directors;
 - 2) to discuss whether a director has a potential or actual conflict of interest;
 - 3) to discuss pending or proposed litigation or to receive other confidential attorney-client communications from legal counsel; and
 - 4) to receive and discuss any information that is Confidential Information under Section 1500 of the NERC Rules of Procedure, protected from

public disclosure by law, regulation or court order, or that the Board determines should be confidential to protect a legitimate public interest.

6.6.2.1. Attendance by an Affected Director. Closed sessions of the Board may not be attended by a Director when the Director or the Board determines that:

- 1) the qualifications or performance of the Director or potential conflicts related to the Director or the Director's spouse or children are being discussed;
- 2) the Director or an entity employing the Director is or is likely to become a party to the litigation being discussed; or
- 3) the Director would have a potential or actual conflict of interest by becoming privy to information that is to be presented to the Board in closed session.

6.6.2.2. Announcement of Closed Session. Before adjourning into closed session, the Board chair will announce the purpose of the closed session in a manner that provides the public an understanding of the general subject matter to be discussed but which does not reveal confidential, sensitive, or personal information. The Board must not discuss additional items outside the scope of this description.

6.6.2.3. Confidentiality of Closed Session. All Directors and others present will maintain the confidentiality of discussions held and decisions made in closed session. The Board will appoint a secretary for each closed session to keep minutes recording the subject matter discussed in closed session and any actions taken in closed session. After a closed session has ended, the Board chair shall provide the public a general description of the business conducted during the closed session, without breaching the confidentiality of the information discussed.

6.7 Waiver of Procedures

For any specific action at any noticed Meeting of the Board, and under exigent or unusual circumstances, the Board by unanimous vote of those present may waive any procedural requirement applicable to Board decision-making, including any requirement for notice of a specific potential action, except for the following:

- 1) the requirement for notice of the time and place of the Meeting pursuant to Section 6.5;
- 2) the quorum and voting requirements of Sections 6.1 and 6.2; and
- 3) any non-procedural limitation on the power of the Board to make a decision, including, but not limited to, those restrictions limiting the power to delegate and limiting the power to amend the Bylaws.

Whenever such action is taken, a statement describing the action, the exigent or unusual circumstances, the specific procedure waived, the basis for the waiver, and the votes of all

Directors present, shall be posted on the website and communicated in writing or by e-mail to all Members within five (5) days.

7 Committees

WECC will have the following committees:

7.1 Member Advisory Committee

The MAC shall be constituted and operated in accordance with a charter approved by the Board. In accordance with its charter, the MAC shall advise the Board on any matters the Board requests the MAC to evaluate or consider and advise the Board on policy, business planning, and budgetary matters as the MAC deems appropriate.

- 7.1.1 The MAC shall be comprised of three representatives from each of the five (5) Classes, and one representative each for British Columbia, Alberta, and Mexico.
- 7.1.2 Reporting to the Board. The MAC Chair, or designee, shall provide a report to the Board at each Board Meeting detailing the business carried out by the MAC and advising the Board of MAC recommendations on matters as set forth in Section 7.1 herein. If there are dissenting MAC member opinions regarding a matter in which the MAC is advising or providing recommendations to the Board, the MAC Chair, or designee, shall present dissenting opinions and rationales in conjunction with the respective MAC advice or recommendations.

7.2 Nominating Committee

The Nominating Committee shall be constituted and operate as described in Section 5.4 of these Bylaws.

7.3 Other Committees

The Board may establish Board Committees and other committees to advise and make recommendations to the Board related to accomplishing WECC's mission within the Western Interconnection. The membership, responsibilities, and operation of all committees shall be described in a Board-approved charter which may contain such other details pertinent to the governance and functioning of the committee as the Board deems appropriate.

7.4 Open Meetings

All committee Meetings will be open to all Members and the public, except as set forth in these Bylaws or in Board-approved policies or committee charters describing the criteria for entering into closed session.

8 The Chief Executive Officer, Officers, and Employees

8.1 Designation of Officers and Terms of Office

WECC will have a CEO, a Secretary, and any other officers appointed by the Board. Each officer will serve for the term of office specified in the Board action appointing the officer or until a successor is appointed. If an officer is also an employee of WECC, the officer's appointment will automatically end upon termination of such employment. Any two or more offices may be held by the same person except the offices of CEO and Secretary.

8.2 Standards Applicable to All Employees

8.2.1. A person may not be an officer or employee of WECC if:

- 1) the person is also the employee of or has a contractual relationship with any Entity, or any Affiliate of any Entity, that is eligible for membership in WECC; or
- 2) the person has a financial interest that, in the judgment of the Board or the CEO, creates the potential for bias, undue influence, or lack of objectivity regarding any action or decision of WECC.

8.2.2. The Board shall approve Standards of Conduct setting forth the duty of care, duty of loyalty, duty to avoid conflicts of interest, and related matters, intended to promote officer and employee neutrality, objectivity and professionalism.

8.2.3. Exemptions:

8.2.3.1. Status as a residential electricity customer will not disqualify a person from employment with WECC;

8.2.3.2. A candidate for employment will not be disqualified for owning shares in a mutual fund that owns an interest in a Registered Entity, Member or an Affiliate;

8.2.3.3. A candidate for employment will not be disqualified for receiving payments from a pension plan if the pension plan payments bear no relationship to the economic performance of a Registered Entity, Member or Affiliate.

8.2.4. If an officer or employee possesses securities in any Registered Entity, Member or Affiliate that, in the judgment of the Board or the CEO, creates the potential for bias, undue influence, or lack of objectivity, the officer or employee must resign or dispose of such securities within six (6) months.

8.3 Employment

The CEO will be appointed by the Board of Directors and will serve at the Board's pleasure. Any contract of employment with a CEO must permit the Board to dismiss the officer with or without cause.

8.4 Chief Executive Officer's Duties

Subject to the Board's direction and delegation, the CEO shall have the authority necessary to plan, organize, staff, and manage WECC. Subject to limitation by the Board, the CEO may delegate these authorities in whole or in part to other WECC employees.

8.5 Secretary's Duties

In addition to any delegation from the Board, the Secretary shall have the authority and responsibilities specified in applicable Utah law pertaining to nonprofit corporations.

9 Costs and Finances

9.1 Funding of Reliability Activities

- 9.1.1 U.S. Statutory Funding. WECC shall fund all activities undertaken pursuant to Section 215 of the Federal Power Act in accordance with the funding provisions and procedures of that law and related FERC regulations and orders. The Board shall approve a budget for such activities in time for submission to the ERO and to FERC for approval of such funding in accordance with applicable requirements.
- 9.1.2 International Funding. WECC shall fund international reliability activities undertaken in accordance with any agreements it enters into with Canadian or Mexican Entities. Specifically, A Canadian or Mexican Entity may elect to negotiate an agreement with WECC that provides the terms upon which that Entity will fund WECC. In such a case and unless agreed otherwise, the Canadian or Mexican Entity shall not have an obligation to fund activities undertaken by WECC until the terms of such agreement are executed. Funding or a lack thereof shall have no bearing on whether and how an entity may participate as a Member.
- 9.1.3 Equitable Allocation of Funding. In adopting budgets for the costs of reliability activities, the Board shall endeavor to achieve an equitable allocation as between funding through Sections 9.1.1 and 9.1.2 based on the net energy to load and other relevant factors consistent with applicable law, the Delegation Agreement, and any applicable agreements with Canadian or Mexican authorities.

9.2 Dues

The Board may require Members to pay nominal annual dues consistent with applicable FERC requirements (or those contained in applicable agreements with Canadian or Mexican authorities) to cover reasonable costs of membership that are not funded through Sections 9.1.1 or 9.1.2. Initial dues of a Member will be submitted with a completed application for membership and will be prorated based on the Member's actual months of membership in the calendar year. In determining nominal dues, the Board may consider all relevant factors including, but not limited to, the ability of different Classes to pay such dues.

The Board may also reduce, defer, or eliminate the dues obligation of an individual Member for good cause shown.

9.3 Funding of Other Activities

To the extent that WECC elects to fund any activities not eligible for funding pursuant to Sections 9.1.1 and 9.1.2 or 9.2, it shall do so through the use of service fees, charges, or dues applicable to the persons or entities that voluntarily participate in such activities. Participation in or funding of such activities shall not be a condition of membership in WECC.

10 Amendments to these Bylaws

These Bylaws may be amended by either the Board or by the Members in accordance with the following procedures.

10.1 Amendment by the Board

10.1.1. Except for those provisions described below, the Board may approve an amendment of the Bylaws after providing not less than thirty (30) days' notice of the proposed amendment to all Members. Approval of such an amendment requires the affirmative votes of not less than two-thirds ($\frac{2}{3}$) of the Directors in office. Such amendment will be considered final thirty (30) days after its approval by the Board unless the vote is appealed by the Members prior to the thirtieth day.

To lodge an appeal, a Member may file a petition, signed by at least 15 Members, with the Secretary. An appeal will stay implementation of the amendment pending Member vote on the appeal. The Members will vote on whether to rescind the Board approved amendment at a Special Member Meeting called by the Board or upon thirty days' notice through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process. An appeal will only be successful if approved by both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).

If the appeal vote is not successful, then the amendment will be deemed final as of the day of the failed Members vote. If subsequent regulatory approval is required for the amendment, then the amendment shall be effective upon the effective date of such approval.

10.1.2 Notwithstanding the foregoing, both Board and Member approvals are required to amend provisions of these Bylaws concerning Sections 1; Section 3.2; Sections 5.2 through 5.8, inclusive; Section 6.2; Section 7; Sections 10.1 through 10.4, inclusive; and any other sections as may be required by Utah law. In such case, the Board shall first vote on the proposed amendment. If approved by the Board, the amendment must then

be noticed to Members at least thirty (30) days prior to any vote on any proposed amended provision. Such vote may occur at a Special Member Meeting called by the Board or through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process.

10.2 Amendment by the Members

Upon a petition being filed with the Secretary by any Member or Director, the Members may vote to amend any provision of these Bylaws; provided:

- 1) the proposed amendment has first been presented to the Board and not adopted;
- 2) Members have received not less than thirty (30) days' notice of the proposed amendment, the reasons therefor, and a statement of the Board's position; and
- 3) the amendment receives the affirmative votes of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).

10.3 Amendments Proposed by FERC

FERC, upon its own motion or upon complaint, may propose an amendment to these Bylaws pursuant to 18 C.F.R. § 39.10(b).

10.4 Remote Member Voting on Amendments Permitted

In all cases where a Member vote is required for approval of a proposed Bylaws amendment, that vote may occur in conjunction with a Special Member Meeting or through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process, provided that in such cases the proposed amendment has been noticed to Members at least thirty (30) days prior to the beginning of balloting.

11 Termination of Organization

WECC may be terminated in accordance with applicable law, including the Utah Nonprofit Corporations Act, the Federal Power Act, and the Delegation Agreement. Upon such a termination, the Board will, after paying all debts of WECC, distribute any remaining assets in accordance with the requirements of Utah law, the Internal Revenue Code, and these Bylaws.

12 Miscellaneous Provisions

12.1 Limitation of Liability

It is the express intent, understanding and agreement of the Members that the remedies for nonperformance expressly included in Section 3.8 hereof shall be the sole and exclusive remedies available hereunder for any nonperformance of obligations under these Bylaws. Subject to any applicable state or federal law that may specifically limit a Member's ability to limit its liability, no Member, its directors, members of its governing bodies, officers, or employees shall

be liable to any other Member or Members or to third parties for any loss or damage to property, loss of earnings or revenues, personal injury, or any other direct, indirect, or consequential damages or injury that may occur or result from the performance or nonperformance of these Bylaws, including any negligence, gross negligence, or willful misconduct arising hereunder. This Section 12.1 of these Bylaws applies only to such liability as might arise between Members under these Bylaws. This Section 12.1 does not apply to parties to the Agreement Limiting Liability Among Western Interconnected Systems ("WIS Agreement") with respect to matters covered by the WIS Agreement, and does not apply to any liability under any other agreement.

12.2 Indemnification

WECC shall indemnify and hold harmless its Directors, officers, and employees against any and all damages, losses, fines, costs, and expenses (including attorneys' fees and disbursements), resulting from or relating to, in any way, any claim, action, proceeding or investigation, instituted or threatened, arising out of or in any way relating to any action taken or omitted to have been taken (or alleged to have been taken or omitted to have been taken) by such person in connection with actions on behalf of WECC, and against any and all damages, losses, fines, costs and expenses (including attorneys' fees and disbursements), incurred in connection with any settlement of any such claim, action, proceeding or investigation, unless such action of such person is determined to constitute fraud, gross negligence, bad faith, or willful misconduct with respect to the matter or matters as to which indemnity is sought.

12.3 No Third-Party Beneficiaries

Nothing in these Bylaws shall be construed to create any duty to, any standard of care with respect to, or any liability to, any third party.

12.4 Other Agreements

Nothing in these Bylaws shall preclude, apply to, or alter arrangements or agreements between WECC and a Member or between two or more Members on matters outside the scope of these Bylaws.

13 Incorporation

WECC organized itself as a non-profit corporation pursuant to the laws of the state of Utah regarding non-profit corporations under the name "Western Electricity Coordinating Council." The Board has adopted these Bylaws as the Bylaws of WECC as a non-profit corporation.

WECC is intended to qualify as an organization described in Section 501(c)(4) of the Internal Revenue Code. No part of any net earnings of WECC shall inure to the benefit of any Member or individual. Upon liquidation, to the extent consistent with the Internal Revenue Code and Utah law, any monies remaining from assessments or dues paid by Members for the costs of WECC shall be rebated to Members in proportion to their payments. Any remaining assets of WECC shall be transferred to another organization exempt from tax under Section 501(a) of the Internal Revenue

Code, or a government agency promoting the same purposes as WECC, as determined by the Board.

14 Governing Law

These Bylaws shall be governed under the laws of the State of Utah. Unless otherwise agreed, if any conflict of law arises under these Bylaws among the Members, the laws of the United States of America shall govern, as applicable. The venue for any legal action initiated under these Bylaws shall be the courts located in the State of Utah.

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Bylaws: Western Electricity Coordinating Council

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WECC Bylaws

Table of Contents

1. Vision and Mission.....1

1.1 Vision.....1

1.2 Mission.....1

2. Organizational Characteristics.....1

3. Definitions.....1

3.1 Affiliate.....2

3.2 Alternate Member Representative.....2

3.3 Annual Member Meeting.....2

3.4 Applicable Regulatory Authority.....2

3.5 Bulk Power System.....3

3.6 Class.....3

3.7 Compliance Hearing Body.....3

3.8 Day(s).....3

3.9 Delegation Agreement.....3

3.10 Electric Line of Business.....3

3.11 Electric Reliability Organization (ERO).....3

3.12 Entity.....3

3.13 FERC.....4

3.14 Meeting.....4

3.15 Member.....4

3.16 Member Representative.....4

3.17 Proxy.....4

3.18 Regional Criteria.....5

3.19 Regional Entity (RE).....5

3.20 Registered Entity.....5

3.21 Reliability Standard.....5

3.22 Reliability Standards Development Procedures.....5



<Limited Disclosure>

WECC Bylaws

3.23 Western Interconnection5

4. Members and Membership.....5

4.1 Voluntary Membership.....5

4.2 Eligibility for Membership.....6

4.3 Designation of Membership Class.....7

4.4 Changes in Membership Class.....7

4.5 Affiliates and Distinct Business Entities.....7

4.6 Rights and Obligations of Membership.....8

4.7 Limitations on Member Obligations.....9

4.8 Compliance and Enforcement.....10

4.9 WECC Structure and Governance Review.....11

5. Procedures for Member Decisions.....11

5.1 Quorum and Alternative Voting.....11

5.2 General Membership Meetings.....12

5.3 Member Class and Subclass Meetings.....12

5.4 Notice of Member Meetings.....13

5.5 Open Meetings.....13

5.6 Policymaking Authority.....13

5.7 Minimum Participation Requirement.....13

6. Governance.....14

6.1 Board of Directors.....14

6.2 Composition of the Board and Board Member Qualifications.....14

6.3 Term of Office.....17

6.4 Nomination, Selection and Compensation of Directors.....17

6.5 Removal of Directors.....20

6.6 Resignation.....20

6.7 Procedures for Filling Vacant Director Positions.....20

6.8 Duties of Directors.....21

6.9 Powers of Directors.....21



<Limited Disclosure>

WECC Bylaws

6.10	Delegation of Board Authority.....	22
7.	Procedures for Board Decisions.....	23
7.1	Quorum.....	23
7.2	Majority Vote.....	23
7.3	Attendance at Board Meetings by Teleconference.....	23
7.4	Board Action by Unanimous Consent.....	23
7.5	Notice of Board Meetings.....	23
7.6	Open Meetings.....	24
7.7	Waiver of Procedures.....	25
8.	Committees.....	26
8.1	Member Advisory Committee.....	26
8.2	Nominating Committee.....	26
8.3	Other Committees.....	26
8.4	Open Meetings.....	26
9.	The Chief Executive Officer, Officers, and Employees.....	27
9.1	Designation of Officers and Terms of Office.....	27
9.2	Standards Applicable to All Employees.....	27
9.3	Employment.....	28
9.4	Chief Executive Officer's Duties.....	28
9.5	Secretary's Duties.....	28
10.	Dispute Resolution.....	28
11.	Costs and Finances.....	28
11.1	Funding of Reliability Activities.....	28
11.2	Dues.....	29
11.3	Funding of Non Statutory Activities.....	29
12.	Amendments to these Bylaws.....	30
12.1	Amendment by the Board.....	30
12.2	Amendment by the Members.....	31
12.3	Amendments proposed by FERC.....	31



<Limited Disclosure>

WECC Bylaws

12.4 Remote Member Voting on Amendments Permitted31

13. Termination of Organization31

14. Miscellaneous Provisions31

14.1 Limitation on Liability31

14.2 Indemnification32

14.3 No Third Party Beneficiaries32

14.4 Informal Inquiries for Information32

15. Incorporation33

16. Governing Law33

Appendix A: Standards of Conduct for Members of the WECC Board of Directors34

Appendix B: Officers and Employee Standards of Conduct38



~~<Limited Disclosure>~~

~~WECC Bylaws~~

~~1. Vision and Mission~~

~~1.1. Vision~~

~~A reliable and secure Bulk Power System in the Western Interconnection.~~

~~1.2. Mission~~

~~To effectively and efficiently<<MM DD, YYYY>>~~



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WECC Bylaws

1 Purpose

The Western Electricity Coordinating Council or "WECC" is a nonprofit corporation organized under the laws of the State of Utah. WECC's purpose is to identify, mitigate, and communicate risks relating to the reliability and security of the Western Interconnection Bulk Power System while carrying out the responsibilities of the Regional Entity.

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2 Organizational Characteristics

As WECC carries out activities to fulfill its mission, it will seek to develop and maintain the following characteristics:

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- 1) dedication to serving the individuals, businesses, and other organizations that generate, transmit, distribute, market, use electrical energy, and regulate and develop public policy in the Western Interconnection;
- 2) efficiency in its administration, decision-making, policy and standards development, and dispute resolution processes;
- 3) the ability to maintain status as an Interconnection-wide Regional Entity and be afforded deference and purpose under a regional delegation by ERO (or successor organization); agreement with the Electric Reliability Organization (ERO).

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- 4) fair and open processes through which practices, policies, and standards are developed and implemented based on sound technical and policy analysis; and
- 5) allow access to WECC data by individuals who can demonstrate a legitimate business need for the data, provided such individuals agree to such protections and non-disclosure restrictions that may be necessary due to the nature of the data sought to be accessed and agree to pay the incremental costs of providing the data which may be requested.

In furtherance of its delegated responsibilities WECC:

- Proposes Reliability Standards, including regional variances or regional Reliability Standards;
- Monitors compliance with and enforces Reliability Standards in the Western Interconnection;
- Conducts reliability assessments;
- Conducts analysis of events that have impacted or may impact the reliability and security of the Bulk Power System in the Western Interconnection; and
- Performs other related activities.

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32 Definitions

The capitalized terms used in these Bylaws shall have the meanings set forth below, or if not set forth below, shall have the meanings given to them in the Glossary of Terms Used in NERC Reliability Standards.

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WECC Bylaws

3.2.1 Affiliate

An Entity that directly or indirectly through one (1) or more intermediaries, controls, or is controlled by, or is under common control with, another Entity. An Entity "controls" any Entity in which it has the power to vote, directly or indirectly, 5 percent or more of the voting interests in such Entity or, in the case of a partnership, if it is a general partner. Notwithstanding the foregoing definition, for purposes of these Bylaws:

- 1) electric distribution cooperatives that are member-owners of a generation and transmission cooperative are not Affiliates of the generation and transmission cooperative or of each other;
- 2) an Entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or U.S. federal or Canadian or Mexican national government will not be considered an Affiliate of any other entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or federal government;
- 3) separate agencies of a single state or province, or of the U.S. federal or Canadian or Mexican national government will not be considered Affiliates of each other, regardless of any commonality of political control;
- 4) members of any joint powers authority, and such joint powers authority, will not be considered Affiliates of each other; and
- 5) members of a Regional Transmission Organization (RTO) will not be considered Affiliates of such RTO or of each other solely as a result of such membership.

3.2.2 Alternate Member Representative

In the absence of the Member Representative, the Alternate Member Representative may take any action reserved for the Member Representative. All references in these Bylaws to action by the Alternate Member Representative assume the absence of the Member Representative. The Alternate Member Representative is designated in accordance with procedures approved by the Secretary.

3.3 Annual Member Meeting

~~The annual membership meeting of WECC, as described in Section 5.2.1.~~

3.4.2.3 Applicable Regulatory Authority

~~The~~

FERC or any national, state or provincial government agency with jurisdiction to regulate or directly affect the transmission of electricity within the Western Interconnection.

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WECC Bylaws

2.4 Board Committee

A committee comprised partly or solely of members of WECC's Board of Directors.

3.52.5 Bulk Power System

The term Bulk Power System shall have the definition set forth in ~~section~~Section 215 of the Federal Power Act.

3.62.6 Class

A grouping of Members described in Sections ~~4.3.2, 4.1 through 4.2.5 and 4.3,~~

3.7 Compliance Hearing Body

~~The hearing body that provides a balanced compliance panel to conduct hearings for the resolution of disputes concerning compliance with or enforcement of Reliability Standards that may arise between WECC (acting as Compliance Enforcement Authority for the Western Interconnection) and a Registered Entity.~~

3.82.7 Day(s)

Except where otherwise explicitly defined, the term "day" or "days" shall refer to calendar days.

3.92.8 Delegation Agreement

An agreement between the ERO and WECC pursuant to Section 215 of the Federal Power Act by which the ERO delegates to WECC designated powers, rights, and responsibilities regarding the reliability of the Western Interconnection.

3.102.9 Electric Line of Business

The generation, transmission, distribution, or trading of electricity or the provision of related energy services in the Western Interconnection.

3.112.10 Electric Reliability Organization (ERO)

The organization certified by FERC under 18 C.F.R. §39.3, the purpose of which is to establish and enforce Reliability Standards for the Bulk Electric System in the United States, subject to FERC review.

3.122.11 Entity

Any individual, person, corporation, partnership, association, governmental body, or organization of any kind.

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WECC Bylaws

3.132.12 FERC

The Federal Energy Regulatory Commission or any successor.

3.142.13 Meeting

A gathering in person, by telephone, or by other ~~permitted~~ means of communication by which all persons participating can hear each other, of the members of an officially designated WECC group (e.g., Board of Directors (Board), committee, or other group) to deliberate and take action through a vote of the group's members. Votes, decisions and actions by any WECC group can only be taken during ~~meetings~~ Meetings held in accordance with the requirements contained in these Bylaws or by following the requirements for written and electronic ballots as approved by the Board of Directors.

3.152.14 Member

Any entity that has applied and been accepted for membership in WECC.

3.162.15 Member Representative

The Member Representative, or Alternate Member Representative or designated Proxy in the absence of the Member Representative, is the only person authorized to cast the Member's ballot in elections for Director, Member Advisory Committee (MAC) Representative, or proposed Bylaw amendments. WECC consultation with and communications to Members are performed via public postings and emails to the Member Representative and Alternate Member Representative. Only the Member Representative, or designated Alternate Member Representative, may submit comments to WECC on behalf of the Member—the Member Representative represents and speaks for the Member. ~~Standing Committee members represent and vote on behalf of their respective members, but only on matters directly before those committees.~~ The Member Representative is designated in accordance with procedures approved by the Secretary.

2.16 NERC or the ERO

The corporation which has been designated by FERC as the Electric Reliability Organization.

3.172.17 Proxy

The person designated in accordance with procedures established by the Secretary to represent a Member in person at a ~~meeting~~ Meeting of the ~~membership~~ Members, or a ~~Member~~ Class and to cast a ballot in person on behalf of that Member in elections for Director, MAC Representative, or proposed Bylaws amendments whenever the Member Representative and Alternate Member Representative cannot be present to cast a ballot.

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WECC Bylaws

3.182.18 Regional Criteria

The term Regional Criteria shall have the definition set forth in the NERC Rules of Procedure as may occasionally be amended.

3.192.19 Regional Entity (RE)

An entity having enforcement authority pursuant to 18 C.F.R. §39.8.

3.202.20 Registered Entity

An owner, operator, or user of the Bulk ~~Electric Power~~ System, or the ~~entity~~ entity registered as ~~their delegate~~ its designee for the purpose of compliance in the North American Electric Reliability Corporation Compliance Registry or similar Entity operating in Canada or Mexico and which could be registered, that is included in the NERC Compliance Registry if it operated in the United States.

3.212.21 Reliability Standard

A requirement approved by FERC under ~~section~~ Section 215 of the Federal Power Act, to provide for reliable operation of the Bulk Electric System in the United States. Regional Reliability Standards are specific to the Western Interconnection and shall be established using the WECC Reliability Standards Development Procedures.

3.222.22 Reliability Standards Development Procedures

The FERC-approved process for developing and approving WECC Regional Reliability Standards (or its successor).

3.232.23 Western Interconnection

The geographic area containing the synchronously operated electric transmission grid in the western part of North America, which includes in the United States—Arizona, California, Idaho, Nevada, Oregon, Utah, and Washington as well as parts of Montana, Nebraska, New Mexico, South Dakota, Texas, Wyoming, and Colorado; parts of the Canadian provinces of British Columbia and Alberta; and Baja California Norte, Mexico.

4.3 Members and Membership

4.13.1 Voluntary Membership

Except as otherwise may be required by applicable authority, membership in WECC is voluntary. A Member may withdraw its membership upon giving the Secretary thirty (30) days' advance written notice. However, such notice of withdrawal will not relieve the Member ~~from fulfilling~~ from fulfilling any outstanding Member obligations. Nothing herein will relieve any Member withdrawing from



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WECC Bylaws

WECC from any obligation it may have under applicable law including, but not limited to, Section 215 of the Federal Power Act. A Member that withdraws is obligated to pay any unpaid dues owed through the remainder of the calendar year in which its withdrawal becomes effective.

4.2.3.2 Eligibility for Membership

Subject to Section 4.53.3, any Entity that meets the criteria for membership in the membership classes described in Sections 4.3.2.1 through 4.3.2.5 may be a Member of WECC:

4.2.3.2.1 Class 1. Electric Line of Business Entities owning, controlling or operating more than 1000 circuit miles of transmission lines of 115kV and higher voltages within the Western Interconnection.

4.2.3.2.2 Class 2. Electric Line of Business Entities owning, controlling or operating transmission or distribution lines, but not more than 1,000 circuit miles of transmission lines of 115 kV or greater, within the Western Interconnection.

4.2.3.2.3 Class 3. Electric Line of Business Entities doing business in the Western Interconnection that do not own, control or operate transmission or distribution lines in the Western Interconnection, including power marketers, independent power producers, Load Serving Entities, any other Entities whose primary business is the provision of energy services, and those Entities that are not eligible for membership in the other Member Classes and who have a substantial interest in the purposes of WECC.

4.2.3.2.4 Class 4. End users of significant amounts of electricity in the Western Interconnection, including industrial, agricultural, commercial and retail entities as well as organizations in the Western Interconnection that represent the interests of a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public or the environment.

4.2.3.2.5 Class 5. Representatives of nations, states and provinces in the Western Interconnection, provided that such representatives will have policy or regulatory roles and do not represent national, state or provincial agencies and departments whose function involves significant direct participation in the market as end users or in Electric Line of Business activities.

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WECC Bylaws

4.33.3 Designation of Membership Class

A Member of WECC may not belong to more than one Class. An applicant for membership will designate the Class for which it qualifies based on the criteria for membership set forth in Section 4.3.2. However, any Member owning, controlling or operating transmission facilities or distribution facilities must belong to Class 1 or 2 unless ~~the Board~~WECC grants the Member's petition for a change in Class pursuant to the provisions of Section 4.3.4 of these Bylaws. Applications for membership will be submitted to WECC, which will review the application to verify eligibility for membership and Class designation. An applicant whose request has been rejected or any Member that disputes ~~the~~WECC's determination regarding the appropriate ~~Member~~Class designation may request review by ~~the~~WECC's CEO. If the applicant or any Member disagrees with the CEO's decision, the applicant or such Member may appeal this decision to ~~the~~WECC's Board.

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4.43.4 Changes in Membership Class

Notwithstanding any other provision of these Bylaws, upon a petition from a Member, ~~the~~WECC (subject to review by the CEO and appeal to the Board) may allow the Member to change Class if the interest of the Member is more closely aligned with the proposed Class than the Member's current Class.

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4.53.5 Affiliates and Distinct Business Entities

An Affiliate of a Member may also become a Member if the Affiliate satisfies the qualifications for membership.

1. ~~The Affiliate~~An entity applying for membership must disclose all of its Affiliates that are WECC Members and the Classes to which the Affiliates belong. Every Member will promptly notify WECC whenever it becomes, or ceases to be, an Affiliate of any other Member.

4.5.23.5.2 Affiliates may be members of the same Class; however, a group of Affiliates within a single Class may only have one vote in any WECC forum. Except as set forth in the Reliability Standards Development Procedures, a group of Affiliates within a single Class may, by providing at least three (3) business days written notice to the Secretary, split their single vote equally among all Affiliates or designate a single Affiliate as the group's voting Member.

4.5.33.5.3 For good cause shown and with the express approval of the Board, a company or organization containing functionally distinct entities within it may obtain separate memberships for such entities; provided that such entities will be considered Affiliates.



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WECC Bylaws

~~4.5.43.5.4~~ The Board may adopt a policy regarding whether Members may share the benefits of membership ~~(including the right to receive information that is only available to Members)~~ with a non-memberMember Affiliate.

4.6.3.6 Rights and Obligations of Membership

Except as otherwise provided in these Bylaws or other applicable authority, ~~WECC~~ Members have the following general rights and obligations:

~~4.6.13.6.1~~ The right to elect and remove Directors as described in Sections ~~65.4~~ and ~~65.5~~;

~~4.6.23.6.2~~ The right to amend these Bylaws, and to review and rescind any Board amendment of these Bylaws, in accordance with Section ~~42.10~~;

~~4.6.33.6.3~~ The right to receive ~~appropriate meeting~~applicable Meeting notices, as well as reports and information produced by WECC;

~~4.6.43.6.4~~ The right to attend, participate and vote in all ~~WECC~~-Member ~~meetings~~Meetings and the right to attend Board ~~meetings~~Meetings (other than closed sessions) and to comment upon all matters considered in such ~~meetings~~Meetings;

~~4.6.53.6.5~~ The right to be a voting member of Committees, subject to the charters applicable to those committees, the limitations of these Bylaws, and such other reasonable limitations as the Board may adopt;

~~4.6.6~~ The right to invoke the dispute resolution provisions of these Bylaws;

~~4.6.73.6.6~~ The right to petition the Board to take any action consistent with applicable law (including Section 215 of the Federal Power Act and ~~its~~ implementing orders and regulations), these Bylaws, and the articles of incorporation and to have such petition voted on in a reasonable and timely manner;

~~4.6.83.6.7~~ The obligation to abide by these Bylaws, and all decisions of WECC, subject to the exceptions set forth in Section ~~43.7~~ and the enforcement provisions of Section ~~43.8~~.

~~4.6.93.6.8~~ The obligation to designate a Member Representative and an Alternate Member Representative;

~~4.6.103.6.9~~ The obligation to pay in a timely manner ~~the any~~ membership dues pursuant to Sections ~~43.1~~, ~~44.9.2~~, and, where applicable, ~~44.9.3~~;

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WECC Bylaws

~~4.6.11~~3.6.10 The obligation to provide system data that the Board has determined is necessary for WECC functions and does not impose an undue burden on the Members; provided, that the Board shall adopt appropriate limitations on this obligation or procedures that protect and avoid unnecessary collection of confidential, privileged, trade secret, cybersecurity, or critical energy infrastructure information or other information that the Board determines merits such protection consistent with applicable law; and

~~4.6.12~~3.6.11 The obligation to support surfacing ~~identifying~~ minority and majority opinions or views within their Class, along with supporting rationale to enable the Board of Directors to make decisions based on informed judgment aligned with WECC's ~~vision and mission, purpose~~ and these Bylaws.

~~4.7~~3.7 Limitations on Member Obligations

~~4.7.13~~3.7.1 The obligation of Members pursuant to Section ~~43.6-8~~ will not require any Member to take any action which the Member in good faith determines would:

- 1) exceed the physical capabilities of the Member's electric system (or any part of another's electric system that the Member has the legal right to cause to comply with a WECC action governed by Section ~~43.6-8~~);
- 2) create serious and immediate risks to public health or safety (provided, that the shedding of load shall not in and of itself be deemed a serious and immediate risk to public health and safety for the purpose of this ~~section~~Section);
- 3) create an immediate risk of serious damage to facilities or equipment within its electric system or cause it to operate any of its electric facilities or equipment in an unsafe manner;
- 4) cause the Member to violate or improperly implement an applicable law, regulation, rule, order, FERC license provision, or other legal obligation; or
- 5) conflict with any non-power requirement applicable to the Member (including without limitation any obligation under environmental laws, regulations, court and administrative decisions, or biological opinions).

~~4.7.2~~ Each Member shall retain sole control of its facilities and the use thereof, and a Member shall not be required to construct or dedicate facilities for the benefit of any other Member, or be required to take action, or refrain from action, as may be deemed necessary to maintain reliable service to its own customers and/or to fulfill its obligations to third parties; provided, that a Member shall comply with duly-adopted reliability standards applicable to its system and shall comply with any directives under

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WECC Bylaws

3.7.2 existing security coordination agreements. Nothing in these Bylaws is intended to preclude application of Section 210 or 211 of the Federal Power Act.

4.7.33.7.3 The above limitations shall not be construed as altering a Member's obligation, if any, to comply with applicable Reliability Standards or enforcement orders, or any other obligation arising under 18 C.F.R. Part 39.

4.83.8 Compliance and Enforcement

3.8.1. The power of WECC to enforce Member obligations other than compliance with Reliability Standards and other obligations arising under 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements is limited to suspension or termination of membership as set forth in this Section 3.8; provided, that:

a)1) nothing in this Section 3.8 will limit the power of Members to agree to additional enforcement provisions in separate contracts; and

b)2) nothing in this Section 3.8 will limit WECC's delegated authority under Section 215 of the Federal Power Act and 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements to enforce Reliability Standards and perform other delegated or contractual functions within the Western Interconnection.

3.8.2. The Board may suspend or, to the extent consistent with applicable law, terminate the membership of any Member for a material failure to meet any obligation of membership set forth in these Bylaws, including, but not limited to:

a)1) non-payment of dues sixty (60) days after the dues become delinquent; ~~or~~

b)2) intentionally or repeatedly violating any ~~WECC Bylaw; provision of these Bylaws; or~~

c)3) materially breaching or intentionally violating any FERC Order ~~or arbitration decision issued pursuant to these Bylaws; or~~

d) willfully obstructing any lawful purpose or activity of WECC; ~~or~~

e)4) ~~remaining inactive as described in Section 5.7.~~

3.8.3 The Board will give the affected Member not less than twenty-one (21) days prior written notice of any proposed suspension or termination, which will include the specific basis for the proposed action and, if applicable, instructions on curing the problem. Prior to terminating a membership, the Board will consider any information provided by the Member in response to the notice described herein.

4.8.1 Suspension. The suspension of a Member will not affect the Member's rights and obligations other than that the Member will not be entitled to vote at any ~~meeting~~ Meeting of the

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WECC Bylaws

3.8.4 Members, Classes, ~~subclasses~~, or any committee until the suspension is removed, except that a suspended Member may participate in the WECC Reliability Standards Development Procedure.

4.8.23.8.5 Termination. The termination of membership will have the same effect, and be subject to the same continuing obligations, as such Member's withdrawal pursuant to Section 4.3.1, except that it will be effective as of the issuance date of the notice provided pursuant to Section 4.3.8.3.

4.9—WECC Structure and Governance Review

At least each five (5) years, the Board of Directors, in collaboration with the Member Advisory Committee and the Western Interconnection Regional Advisory Body, will conduct a thorough assessment of whether WECC fulfill its purposes in a manner that is consistent with its mission and vision, and the provisions of Section 2.2 of these Bylaws. As part of this assessment, the Board will consider whether the standards, obligations, processes and decisions WECC imposes on its Members are timely, fair, effective, and reasonable in view of the commercial, legal, regulatory, and economic needs and objectives of the affected Members. The assessment required by this Section 4.9 will be accompanied by recommendations for any changes the Board determines are warranted by the assessment. If any recommendations require Member approval prior to implementation, the assessment and recommendations prepared by the Board in accordance with this Section 4.9 will be submitted in writing to the Members at the first Annual Meeting held after the review is completed.

54 Procedures for Member Decisions

5.14.1 Quorum and Alternative Voting

With the exception of voting on Regional Reliability Standards and Regional Criteria under the Reliability Standard Development Procedures or as otherwise provided by law or herein, Members may conduct business and take votes only at duly noticed Member meetings. ~~Members may not conduct any business of the membership as a whole at any meeting unless a quorum is first established. Meetings or by duly noticed action by written or electronic ballot.~~

5.1.1 Quorum. A majority of all Members, including a majority in at least three (3) Classes, will constitute a quorum for all meetings of the membership as a whole, including for the election of Directors. A majority of the Members of a Class or subclass will constitute a quorum for all Class or subclass meetings. Members participating through a designated Alternate Member Representative or through submission of an absentee ballot will be counted in determination of a quorum. Inactive Members, as defined in Section 5.7 of these Bylaws, will not be counted in determining a quorum at Member, Class or subclass meetings. A quorum, once established, will be deemed to continue for the balance of

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WECC Bylaws

~~any Member, Class, or subclass meeting.~~

4.1.1 Quorum and Voting. At a Meeting of the Members, the Members that are represented for any purpose at the Meeting constitute a quorum of the Members for action on a matter. For action by written or electronic ballot, the number of votes cast by written or electronic ballot constitutes a quorum for action on the matter. Except as otherwise identified herein, any action may be approved by both (1) a majority vote of those Members voting, and (2) a majority vote of those Members voting in at least three (3) of the five (5) Member Classes. Each Member will have one vote, unless other Bylaw provisions provide for the allocation of the Member's vote.

5.1.24.1.2 Alternate Member Representative or Absentee Voting. If a Member Representative cannot attend a ~~meeting~~Meeting of the ~~Membership~~Members or a Class meeting in person where Directors are being elected or amendments to these Bylaws are considered for approval, the Alternate Member Representative may attend and vote in place of the Member Representative. Alternatively, the Member Representative or Alternate Member Representative, may cast an absentee ballot pursuant to procedures established by the Secretary. In the absence of both the Member Representative and the Alternate Member Representative, a Member may designate a Proxy pursuant to the procedures established by the Secretary.

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5.24.2 General Membership Meetings

All business of the Members acting as a whole ~~will may~~ be conducted at ~~meetings~~Meetings called by advance notice to all WECC Members provided in accordance with Section 5.4. ~~Unless stated otherwise in these Bylaws, decisions at all meetings of the Members, Classes, or subclasses will be by simple majority vote of the Members present or otherwise represented in accordance with these Bylaws, with each Member having one vote, unless other Bylaw provisions provide for the allocation of the Member's vote.~~ 4. The chair of the Board will preside over all ~~general membership meetings~~Member Meetings.

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5.2.1 ~~Annual~~ Annual Member Meetings. WECC will hold an Annual Member Meeting at a time and place determined by the Board. At the Annual Member Meeting, and at other times as provided for in these Bylaws, in addition to such other actions the Members may take, the Members and Classes will elect Directors for vacant Director positions (as provided in Section 6.4.3).

4.2.1 Member Meeting. WECC will not hold an annual Member Meeting.

5.2.2 Special Member Meetings. Members may hold ~~special meetings~~Special Member Meetings whenever called by the Board. The Board will call ~~special Member meetings~~ whenever a majority of the Members of any Class request a special meeting. Special Member Meetings upon receipt of a written demand for such meeting that is signed by at least 15 Members representing at least three (3) of the five (5) Member Classes or at such other times as it deems appropriate. The chair of the Board will preside over all



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WECC Bylaws

~~special Member meetings.~~

~~5.34.2.2 Special Member Class and Subclass Meetings.~~

4.3 Class Meetings

An individual Class ~~or subclass~~ may hold a ~~meeting~~Meeting for any purpose relevant to the interests of Class ~~or subclass~~ members. Such ~~meetings~~Meetings will be initiated by request of one or more Class ~~or subclass~~ member(s), and agreement by at least ~~fifty (50) percent of 5~~ Class ~~or subclass~~ members.

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WECC Bylaws

5.4.4.4 Notice of Member Meetings

5.4.1 ~~Annual Member Meeting~~ Meetings. The Secretary will provide at least thirty (30) days' notice to all Members and the Board of the date, place and time of the Annual of Member Meeting and an agenda of the business Meetings to be conducted at such meeting.

5.4.24.4.1 ~~Other~~ each Member Meetings. The Secretary will provide notice of regularly scheduled and special meetings to the Members not less than at least ten (10) days before the meeting Meeting.

5.4.34.4.2 Public Notice. Public notice of each meeting of the Members Member Meeting will be placed on WECC's website at least ten (10) days before such meeting the Meeting.

5.54.5 Open Meetings

All Members' meetings Member Meetings are open to observation by the public.

5.64.6 Policymaking Authority

The Board of Directors may adopt policies for the interpretation and implementation of the meeting Meeting and voting procedures established in this Section 54.

5.7 Minimum Participation Requirement

To be counted for quorum purposes at a meeting of the Members as a whole, Class, or subclass, a Member must actively participate at least once each calendar year either by attending a WECC meeting or voting in a WECC election. If the Member does not meet this minimum participation requirement, the Member will be considered an "inactive" Member until its active status is restored by participation as described above. An inactive Member will not be counted toward the total number of Members when establishing a quorum requirement for the Members as a whole, a Class, or a subclass. A Member may at any time designate itself an inactive Member. Such designation will be effective until the Member is reinstated to "active" status. If a Member does not participate for twenty four (24) consecutive months, the membership will be terminated. If a membership is so terminated, reapplication for membership may be made at any subsequent time.

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WECC Bylaws

65 Governance

6.15.1 Board of Directors

Subject to those matters expressly requiring approval by the ~~Membership~~Members, a Board of Directors elected by the Members will govern WECC. The Board will elect its own chair and vice chair from those individuals serving as Directors.

6.25.2 Composition of the Board and Board Member

QualificationsAffiliations

~~6.2.1 The Board of Directors shall consist of nine (9) Directors. At all times, subject to temporary vacancies, it is the intent of WECC that the Board of Directors shall include at least three Directors who each have at least ten years of experience and expertise necessary for the governance of WECC. Such backgrounds may include, but not be limited to, expertise in the utility industry at the senior management or officer level, preferably in the Western Interconnection areas of electricity, including:~~

- ~~1) at least one Director who has electricity transmission operations experience,~~
- ~~2) at least one Director who has transmission planning experience, and~~
- ~~3) at least one Director who has generation, and operations; reliability, including compliance, or standards; regulatory, legal, and governance matters; financial matters; information technology, including cyber; cybersecurity and physical security; environmental matters; familiarity with regional system operations experience; issues; public sector; matters of importance to end users; and such other areas of expertise and experience as may be identified by the Board.~~

~~5.2.1 At least one Director shall possess. It is the intent of WECC that the Board be comprised of individuals whose backgrounds also reflect the geographical diversity necessary for the governance of WECC, with at least one Director possessing experience in British Columbia, or Alberta, or Mexico, and also be a resident of one these jurisdictions, and residing in Canada.~~

~~5.2.2 Notwithstanding the foregoing requirements, or any Director vacancies, the Board of Directors shall at all times retain its authority and ability to govern WECC so long as a properly constituted quorum is established in accordance with section 7Section 6.1.~~

~~6.2.1.1 Transmission operations experience shall preferably include experience in control-center operations.~~

~~6.2.1.2 Transmission planning experience shall preferably include experience in modeling and/or planning transmission facilities, including economic and reliability modeling.~~

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~~6.2.1.3 Generation operations experience shall preferably include experience in development or operation of generation facilities, including economic and reliability modeling.~~

~~6.2.1.4 Experience in the Canadian provinces of British Columbia and/or Alberta, and/or Mexico shall preferably include, but not be limited to, those types of experience described in sections 6.2.2.1 through 6.2.2.7 below.~~

~~6.2.2 The remaining members of the Board of Directors shall be selected to ensure diversity of background and experience. Desirable categories of experience include: regulatory or legal; accounting, finance or economics; environmental; end-user advocacy; information technology; compliance or standards; and public sector.~~

~~6.2.2.1 Regulatory or legal experience shall preferably include at least one of the following types of experience: state, provincial or federal industry regulation; significant litigation experience ideally at the appellate level; evaluation of complex legal arguments; and advising clients with respect to settlements.~~

~~6.2.2.2 Accounting, finance or economic experience shall preferably include experience as a chief financial officer, a chief accounting officer, a corporate risk officer, a certified public accountant, or the equivalent thereof.~~

~~6.2.2.3 Environmental experience shall preferably include experience advocating environmental interests before local, state or federal agencies or boards, and/or leadership experience in representing environmental interests in relation to energy issues.~~

~~6.2.2.4 End-user advocacy experience shall preferably include experience advocating end-user economic interests before local, state or federal ratemaking agencies or boards.~~

~~6.2.2.5 Information technology experience shall preferably include experience as a senior level manager responsible for integrating information technology services with organizational needs in areas such as capacity planning, budget and finance, acquisition and deployment, operations, change management, application development, trade ally relationships, user support, data quality, security and similar areas.~~

~~6.2.2.6 Compliance or standards experience shall preferably include experience as a senior level officer or manager for corporate compliance with internally and/or externally imposed requirements, rules or standards.~~

~~6.2.2.7 Public sector experience shall preferably include experience representing the public interests with respect to energy issues.~~



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WECC Bylaws

~~6.2.35.2.3~~ Director Affiliation Restrictions. A Director may not be a full-time employee of a Registered Entity, ~~or, of an affiliate of a Registered Entity, of NERC, or of any other Regional Entity. A Director may, a Director not~~ be affiliated with any Member or Registered Entity operating in the Western Interconnection, ~~with NERC, or with any other Regional Entity.~~

~~6.2.3.1~~ For the purposes of this ~~section~~Section, "affiliated" shall mean (1) an employee of, (2) a contractor for, (3) an employee of a contractor for, or (4) an equity owner of or a Director for, a Registered Entity ~~or, Member, NERC, or any other Regional Entity.~~ For purposes of determining whether a Director is "affiliated," the term "Director" shall include a spouse and/or minor child of the Director.

~~6.2.3.1.1~~~~5.2.3.1~~ A Director with an equity interest in private or publicly traded companies that are end-users of electricity in the Western Interconnection but who ~~is~~are not otherwise "affiliated" pursuant to the restrictions set forth in Section ~~65.2.3~~ shall not be considered "affiliated."

~~6.2.3.1.2~~~~5.2.3.2~~ A Director with an equity ~~ownership~~interest in a broadly diversified mutual fund which may include interests in one of the types of organizations described in Section ~~65.2.3~~, shall not be considered affiliated provided that such equity interest cannot confer a controlling interest in a Member or Registered Entity within the Western Interconnection.

~~6.2.3.1.3~~~~5.2.3.3~~ A Director receiving post-employment compensation, which compensation is not indexed to the success of the disbursing entity shall not be considered "affiliated."

~~6.2.3.1.4~~~~5.2.3.4~~ A Director shall not be considered "affiliated" solely by having a contractual relationship with a state government that has one or more agencies that are Members, provided that the Director cannot be affiliated with the Member agency or agencies.

~~6.2.3.1.5~~~~5.2.3.5~~ A Director shall not be considered "affiliated" for being a residential or small business end-user of electricity or for being affiliated with, a member of, or a contributor to an organization that represents a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public interests or the environment, but a Director shall be considered "affiliated" if the Director is an employee of, or serves as a director, trustee, or officer or in any other policy-setting capacity with respect to any such organization.

~~6.2.3.1.6~~~~5.2.3.6~~ The affiliation restrictions set forth in this Section are not all encompassing. Candidates and Board members are expected to disclose all known potential financial or relationship conflicts, including any known relationships between companies they have affiliation with and/or entities

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WECC Bylaws

described in Section 6.2.3. Furthermore, the Nominating Committee will be expected to investigate and evaluate all potential conflicts, whether financial or otherwise.

6.2.45.2.4 In addition, the Board may, by resolution, appoint the Chief Executive Officer ("CEO") of WECC to be a voting member of the Board, provided that the CEO may not be a member of a Board ~~committee~~Committee or cast either a tie-breaking vote or a vote that creates a tie. The CEO may not serve as the chair or vice chair of the Board.

6.35.3 TermTerms of Office and Limitations on Terms

Directors will hold office for staggered terms of three (3) years, with three Directors' terms ending each year. Each term shall commence, and subsequently end, on the adjournment of the Annual Member Board Meeting occurring in the third quarter of each calendar year, or if no Board Meeting is held during the third quarter of an applicable calendar year, on September 30 of the calendar year. This may result in some Director terms that are longer or shorter than exactly three years. An individual may not serve as a WECC director for more than four terms. If a director serves a term that is two years or longer, but less than three years, such shortened term will be deemed a term for purposes of the limitations contained in this Section. If a director serves a term that is shorter than two years, such shortened term will not be deemed a term for purposes of the limitations contained in this Section. This limitation will not be applied to preclude a director from continuing to serve during a holdover period, to cure a procedural vacancy, or to serve as a temporary director as described herein for a period which would extend beyond this limitation.

5.4 Nomination, Selection and Compensation of Directors

6.4.15.4.1 Nominating Committee. Candidates for a Director position shall be nominated by a Nominating Committee. The Nominating Committee shall consist of seven members. Three voting members shall be Directors, designated by the Board chair, ~~whose terms who~~ are not ~~expiring at seeking re-election for the next Annual Member Meeting~~term under consideration. The remaining four voting Nominating Committee members shall be Member Advisory Committee members selected by the MAC, with two (2) members being from Classes 1, 2, ~~and/or 3, and two or 3, and two (2) members being from Classes 4, 5, or an international member of the MAC. The MAC shall also select as non-voting members of the Nominating Committee one member from each of the Classes and from its international members who are not voting members of the Nominating Committee. Quorum for the Nominating Committee will be a majority of voting members.~~
~~(2) members being from Classes 4 and/or 5. The MAC shall also select, as non-voting members of the Nominating Committee, an international member and one member~~

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WECC Bylaws

~~from each of the Classes that are not voting members of the Nominating Committee. Quorum for the Nominating Committee will be a majority of voting members.~~

~~6.4.1.15.4.1.1~~ If the ~~Member Advisory Committee~~MAC does not designate MAC members to serve on the Nominating Committee within 30 days of being notified of the Board chair's designation of the three Directors to serve on the Nominating Committee, the Board chair may designate MAC members to serve.

~~6.4.1.25.4.1.2~~ A Nominating Committee shall be formed each ~~calendar year not less than 180 days prior to by the Annual Member Meeting~~end of the third quarter. A Nominating Committee will continue to function until a replacement Nominating Committee is formed, but may not continue for a period longer than twelve (12) months from its creation, unless the Board, by resolution, authorizes a Nominating Committee to function beyond twelve (12) months.

~~6.4.25.4.2~~ Director Candidate Nominations.

~~6.4.2.5.4.2.1~~ The Nominating Committee shall develop candidate pools and make candidate nominations to the Members. The Nominating Committee may consider any qualified applicant in developing the candidate pool, and may identify applicants through the following process:

- 1) selecting and using an independent search firm to provide the Nominating Committee with a list of qualified applicants for each Director position subject to election;
- 2) consider an incumbent Director who is willing to stand for reelection, including a review of such Director's tenure on the Board of Directors; ~~and~~
- 3) ~~consider director nominees from pools developed by prior Nominating Committees; and~~
- 3) ~~4)~~ consider external nominations.

~~6.4.2.25.4.2.2~~ Any party may recommend candidates (self-recommendations and third-party recommendations) to the Nominating Committee for consideration; by submitting the following:

- the candidate's resume,
- a summary of the candidate's relevant experience,
- a disclosure statement from the candidate, and
- a letter of interest from the candidate.

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WECC Bylaws

All candidate recommendations must be submitted to the Nominating Committee no later than the deadline established by the Nominating Committee.

~~6.4.2.35.4.2.3~~ The Nominating Committee shall review the qualifications of the potential candidates and put forth one nominee for each Director position up for election.

~~6.4.2.45.4.2.4~~ Five (5) affirmative votes of the Nominating Committee shall be necessary to put forth a nominee for election by the Members.

~~6.4.2.55.4.2.5~~ At least ~~sixty (60)~~45 days in advance of the ~~Annual Member Meetings~~scheduled commencement of the voting process for Directors by the ~~Members~~, the Nominating Committee chair shall forward ~~the list of nominees~~ to the Board chair. ~~the name(s) of the nominee(s)~~. The ~~Nominating Committee chair shall advise the~~ Board chair ~~if will inform and work with the~~ Secretary to establish an election for the nominee(s) to be completed prior to ~~the date that the director(s) is scheduled to take office~~. If the Nominating Committee is unable to ~~agree on~~achieve five (5) affirmative votes for a ~~complete list of nominees~~. Thenominee for any vacant director position, the ~~Nominating Committee chair will inform the Board chair, in which case the~~ Board chair may form a new Nominating Committee with different Board and MAC members who shall be tasked with nominating ~~candidate~~a candidate(s) for the remaining open Director ~~positions~~.position(s).

~~6.4.35.4.3~~ Director Elections. Members will vote for each nominee separately. ~~A candidate will be elected to the Board on receiving a majority vote of the Members as a whole in addition to a majority of the Classes (three of the five) having a majority vote from the Members of the individual Class.~~

Should a candidate fail to receive the required vote of the Members or ~~Member~~ Classes, the Board may conduct a new election for an alternate candidate put forward by the Nominating Committee, if any. Alternatively, the Board may ask the Board chair to establish a new Nominating Committee to recommence the nomination and election process. Where a candidate has not received the required vote of the Members and Classes, the Director position shall remain vacant until a candidate is elected, except as provided in Section ~~65.7.2~~.

~~Election by Members Without a Meeting.~~ Member elections for Directors may occur, ~~in conjunction with an Annual or Special Member Meeting as described elsewhere in these Bylaws, or voting may occur in whole or in part through~~through the submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process. ~~or in~~

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conjunction with a Special Member Meeting as described elsewhere in these Bylaws.

6.4.45.4.4. Annual Compensation of Directors. Each year the Nominating Committee will make ~~an~~ Director compensation recommendation for the ~~following~~ calendar year. ~~The Board shall direct following the establishment of that Nominating Committee,~~ WECC staff ~~to~~will initiate a Director compensation study ~~for the Nominating Committee performed by a firm with expertise in director compensation at least~~ every other year. The latest survey so procured shall be ~~used~~considered by the Nominating Committee in formulating its ~~independent~~ annual compensation recommendation, ~~which shall provide an independent review of Director compensation.~~ Any such recommendation shall require five (5) affirmative votes of Nominating Committee members. ~~This~~The Nominating Committee shall provide its recommendation ~~shall be presented~~ to the MAC ~~no later than one hundred fifty (150) days prior to the Annual Member Meeting as soon as reasonably possible after its formation.~~ The MAC shall ~~then~~ set the compensation for the Directors at ~~least one hundred and twenty (120) days prior to the Annual Member Meeting~~its next regularly scheduled meeting. When making this decision, the MAC shall consider the recommendation of the Nominating Committee and any other material relevant to setting Director compensation. If the Nominating Committee is unable to reach the five (5) vote majority necessary to make a compensation recommendation, the MAC ~~shall~~may make ~~no~~ changes to the compensation paid Directors ~~for the following calendar year notwithstanding.~~

6.5.5 Removal of Directors

The Members or the Board may remove a Director before completion of the Director's term of office pursuant to the following provisions.

5.5.1. Removal by the Members.

6.5.1.5.1.1 Directors may be removed ~~by the Members~~ only for gross negligence, violation of local, state, provincial, or federal laws, gross misconduct, or failure to meet the ~~fiduciary obligations~~duties of Directors ~~as described in Section 5.8.~~

6.5.1.5.1.2 ~~Removal of a Director will be by a vote of a majority of all the Members, not just those Members voting, in addition to a majority vote from at least three of the five Classes. Removal may only take place at a meeting called for that purpose by notice provided in accordance with the notice requirements for Member meetings. A vote to consider removal of a Director will occur based on~~A vote to consider removal of a Director will occur upon submission to the Secretary of a petition for such a vote signed by the Member Representatives of at least 20 percent of the Members ~~in three of the five~~

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~~Classes from a majority of the Classes. Removal may only take place at a Special Member Meeting called for that purpose by notice provided in accordance with the notice requirements for Member Meetings. Removal of a Director by the Members must be approved by a vote of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).~~

~~6.5.25.5.2~~ Removal by the Board. The Board may remove any Director for gross negligence; violation of local, state, provincial, or federal laws; gross misconduct; or failure to meet the ~~fiduciary obligations~~ duties of Directors as described in Section 5.8. Such removal will only occur upon the affirmative vote of ~~not less than six (6)~~ a majority of non-conflicted Directors.

6.65.6 Resignation

Any Director may resign at any time by written notice to the Board delivered to the Board chair. The acceptance of a resignation will not be required to make it effective.

6.75.7 Procedures for Filling Vacant Director Positions

5.7.1 Filling Director Vacancies.

~~5.7.1.1~~ If the position of any Director becomes vacant prior to ~~the expiration of its normal term~~ expiration and there is more than one (1) year remaining in said term, the Nominating Committee will—within ~~a reasonable amount of time~~ thirty (30) days—begin the process of choosing a successor candidate for nomination and election. The applicable requirements of this Section ~~65~~ shall apply to this nominating process, except those regarding the timing of certain actions. ~~The Nominating Committee chair shall advise the Board chair of the Nominating Committee's nomination.~~ If, within ~~six (6)~~ nine (9) months of the occurrence of a vacancy, the Nominating Committee has failed to notify the Board chair of a nominee for that vacancy, the Board chair shall appoint a new Nominating Committee, with different Board and MAC members, which will commence work immediately to select a nominee for said vacancy. ~~The term of a Director elected according to this Section 5.7.1.1 shall commence immediately upon election and end consistent with the original expiration of the vacant position.~~

~~6.7.15.7.1.2~~ Alternatively, if less than one (1) year remains in the term of the vacant Director position, ~~the position will and it is impracticable to fill the applicable vacant position in accordance with the process outlined in Section 5.7.1.1 above, the position may remain vacant, unless a temporary Director is~~

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WECC BYLAWS

23

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WECC Bylaws

appointed as permitted by section 6.7.3, until filled in conjunction consistent with the typical annual Director nomination and election processes described elsewhere in this Section 6.5, unless a temporary Director is appointed as permitted by Section 5.7.3.

6.7.25.7.2 Holdover to Cure Procedural Vacancies. Whenever an incumbent Director is a candidate for a Director position and is not re-elected due to a lack of quorum or other procedural deficiency, that Director may continue to serve, for no more than twelve (12) months from the original expiration date of the Director's term, until a valid election has been conducted.

5.7.3 Appointment of Temporary Director(s).

6.7.35.7.3.1 Should the number of serving Directors fall below seven (7), the Board may appoint one or more individuals to serve as temporary Directors until replacement new Directors can be elected by the Members.

6.7.3.45.7.3.2 In appointing temporary Directors, the Board shall select individuals whose experience ensures the Board composition requirements of Section 6.5.2 are satisfied.

6.85.8 Duties of Directors

The Directors will have the following duties:

1. Fiduciary Obligation to WECC Standards of Conduct: All Directors, will have a fiduciary obligation shall discharge their duties, to WECC consistent in good faith, with the requirements for care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of WECC, Directors of Utah non-profit corporations. Members of the Board will at all times act in conformance with such requirements, these Bylaws and the Standards of Conduct set forth in Appendix A any such standards or standards of conduct as may be approved by the Board.

6.8.2 Preserve Non-Affiliated Status: Throughout their terms, Directors will have a duty to avoid any affiliation that is inconsistent with the qualifications for Directors in Section

5.8.2. 6.5.2.23 of these Bylaws. If a Director becomes aware of any intervening disqualification, he/she disqualifying conflict or affiliation, the Director must either resign or eliminate the disqualification (e.g., dispose of securities) within sixty (60) days.

6.95.9 Powers of Directors

The management of all the property and affairs of WECC is vested in the Board of Directors. The Board will hold annual elections to select a Board chair and vice chair and to fill any other Board

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WECC Bylaws

officer positions that may be created by the Board or required by applicable law. The Board may exercise all the powers of WECC and do all lawful acts and things (including the adoption of such rules and regulations for the conduct of its ~~meetings~~ Meetings, the exercise of its powers and the management of WECC) as are consistent with these Bylaws and the Articles of Incorporation. When deliberating policy matters, the Board will give serious consideration to the recommendations of the Member Advisory Committee and the Western Interconnection Regional Advisory Body (or any successor).

6.105.10 Delegation of Board Authority

5.10.1 The Board may ~~by resolution~~ delegate to any person or any committee any or all of its powers and authority except any power that it may not delegate pursuant to applicable Utah law, and the power to:

- 1) adopt any Reliability Standard;
- 2) approve budgets;
- 3) form committees;
- 4) amend the Bylaws;
- 5) elect the Board chair and other officers of the Board; and

~~6) hire, fire or set the terms of employment of the Chief Executive Officer~~CEO.

~~These powers are subject to the right of any a Board Committee.~~ Within seven (7) days of any delegation (other than to the Secretary shall ensure that email notice of such delegation is provided to the delegee(s) and all Members and is posted on the WECC website.

5.10.2 Appeals by Members. Any Member ~~to may~~ appeal any of such decisions to the Board ~~delegation (other than to a Board Committee)~~ within 30 days of the ~~committee vote on the decision by writing~~notice of delegation by delivering a letter to the Chief Executive OfficerCEO that describes in reasonable detail the grounds for appeal, and requests that the appeal be considered by the Board at its next regularly scheduled meeting, subject to applicable notice requirements. Delegation will be by resolution. Any Director may call for a vote to rescind such delegation at any time.

~~6.10.1 Notice to Members. Within seven (7) days of any decision delegated to a Member committee pursuant to Section 6.10, the subject Member committee must notify all Members of the decision by electronic mail, posting on the WECC website and any other means determined appropriate by the Board.~~

5.10.3 Board Review of Delegated Decisions. Decisions delegated pursuant to Section 6.10. Board delegations (other than to a Board committee), will be reviewed by the Board at the request of any Director, ~~provided upon delivery of such a request is lodged with the Secretary within thirty (30) days of the notice. Whenever it determines that a~~

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WECC Bylaws

matter requires an urgent decision, the Board may shorten the deadline for requests for review, provided that: 1) the notice and opportunity for review will be reasonable under the circumstances; and 2) notices to Members will always contain clear notification of the procedures and deadlines for Board review to the Secretary.

6.10.25.10.4 A request for review of a ~~decision~~delegation will stay the effect of the ~~decision~~delegation pending review unless the Board in making the delegation expressly determines otherwise. The Board will review the delegation at its next regularly scheduled Meeting or at an earlier Board Meeting, subject to applicable notice requirements.

76 Procedures for Board Decisions

7.16.1 Quorum

No business will be conducted by the Board unless at least five (5) Directors are present, or six (6) Directors if the CEO ~~has been appointed to the Board and~~ is counted to determine a Board quorum.

7.26.2 Majority Vote

A decision of the Board will require an affirmative vote of a majority of Directors present and not abstaining ~~or conflicted~~; provided that no decision of the Board shall be made with fewer than three (3) affirmative votes, or four (4) affirmative votes if the CEO ~~has been appointed to the board and~~ is counted to determine a ~~Board quorum~~majority. Directors may not vote by proxy or by absentee ballot, but Directors may participate in Board ~~meetings~~Meetings as provided in Section 76.3 of these Bylaws.

7.36.3 Attendance at Board Meetings by Teleconference

Any or all of WECC's Directors may participate in any ~~meeting~~Meeting of the Board by telephone conference or any other means of communication that enable all Directors participating in the ~~meeting~~Meeting to simultaneously hear one another. Every Director participating in a ~~meeting~~Meeting in the manner described in the preceding sentence will be deemed to be present in person at that ~~meeting~~Meeting.

7.46.4 Board Action by Unanimous Consent

Unless WECC's Articles of Incorporation or applicable law provides otherwise, action required or permitted to be taken at a ~~meeting~~Meeting of the Board may be taken without a ~~meeting~~Meeting through one or more written consents describing the action taken. Any Board action taken by written consent must be signed by all Directors in office at the time the action is taken. Such actions require three (3) business days' prior notice to Members and Members must be given an opportunity to comment through electronic mail, comments on the website, or other appropriate

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WECC Bylaws

means. All Board actions by written consent must be filed with WECC's the Board meetingMeeting minutes. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Any action by written consent has the same effect as a meetingMeeting vote and may be described as such in any document.

7.56.5 Notice of Board Meetings

~~7.5.16.5.1.~~ Regular Meetings. Except as set forth in Section ~~7.6.5.2~~ regarding urgent business, all regular business of the Board will occur at Board meetingsMeetings, with at least twenty-one (21) days' notice of which has been provided by the Secretary to all Directors and all Members via email and posting to the WECC website. Notice will include an agenda that will identify those matters on which a vote will be taken at the meetingMeeting. The foregoing requirement shall not preclude the Board from taking an action that is different from the specific proposed action identified in the agenda, if the relevant subject matter has been reasonably identified in the agenda. The Directors will establish a regular meetingMeeting schedule that will be made available to the Members. The schedule will include not less than two meetingsMeetings of the Board annually.

~~7.5.26.5.2.~~ Special Meetings. Whenever the Board chair or any three (3) Directors find that there is urgent business requiring Board action before the next regular Board meetingMeeting, a special meetingMeeting of the Board may be called. Such special meetingsMeetings will be held upon as much written notice to each Director and all Members as is possible under the circumstances, but shall be no less than three (3) days. However, notice of a special meetingMeeting may be waived if: 1) the waiver is by a writing signed by a quorum of Directors; and 2) as much notice of the meetingMeeting as practicable has been given to Members via electronic mail and posted on the WECC website.

7.66.6 Open Meetings

~~6.6.1.~~ Except as provided in Section ~~7.6.46.2~~, all regular and special meetingsMeetings of the Board will be open to observation by any Member and any member of the public.

~~7.6.16.6.2.~~ Closed Session. Notwithstanding the provisions of Section ~~7.6.6.1~~, on an affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present, the Board may meet in closed session:

- 1) to consider the employment, evaluation of performance, or dismissal of an employee of WECC and to deliberate regarding decisions the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board of Directors;
- 2) to discuss whether a director has a potential or actual conflict of interest;

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WECC Bylaws

~~2)3)~~ to discuss pending or proposed litigation or to receive other confidential attorney-client communications from legal counsel; and

~~3)4)~~ to receive and discuss any information that is ~~privileged, trade secret, cybersecurity, critical energy infrastructure information (as defined by the FERC), Confidential Information under Section 1500 of the NERC Rules of Procedure~~, protected from public disclosure by law, ~~regulation or court order~~, or that the Board determines should be confidential to protect a legitimate public interest.

~~7.6.1.16.6.2.1.~~ Attendance by an Affected Director. Closed sessions of the Board may not be attended by a Director ~~under the following circumstances when the Director or the Board determines that:~~

- 1) ~~where~~ the qualifications or performance of the Director or ~~potential conflicts related to the Director or~~ the Director's spouse or children are being discussed;
- 2) ~~where the Director or an entity employing the Director is employed by an entity that is~~ or is likely to become a party to the litigation being discussed; ~~and/or~~
- 3) ~~where the Director or the Board determines that~~ the Director would have a ~~serious and substantial potential or actual~~ conflict of interest by becoming privy to ~~confidential attorney-client or trade secret~~ information that is to be presented to the Board in closed session.

~~7.6.1.26.6.2.2.~~ Announcement of Closed Session. Before adjourning into closed session, the Board chair will announce the purpose of the closed session in a manner that provides the public an understanding of the general subject matter to be discussed but which does not reveal ~~confidential~~, sensitive, or personal information. The Board ~~will must~~ not discuss additional items outside the scope of this description.

~~7.6.1.36.6.2.3.~~ Confidentiality of Closed Session. All Directors and others present will maintain the confidentiality of discussions ~~held~~ and decisions made in closed session. The Board will appoint a secretary for each closed session to keep minutes; recording the subject matter discussed in closed session and any actions taken in closed session. After a closed session has ended, the Board chair shall provide the public a general description of the business conducted during the closed session, without breaching the confidentiality of the information ~~used in the session~~ discussed.

7.76.7 Waiver of Procedures

For any specific action at any noticed ~~meeting~~ Meeting of the Board, and under exigent or unusual circumstances, the Board by unanimous vote of those present may waive any procedural

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WECC Bylaws

8.37.3 Other Committees

The Board may establish Board Committees and other committees to advise and make recommendations to the Board related to accomplishing WECC's mission within the Western Interconnection. The membership, responsibilities, and operation of all Committees committees shall be described in a Board-approved charter which may contain such other details pertinent to the governance and functioning of the committee as the Board deems appropriate.

8.47.4 Open Meetings

All committee meetings Meetings will be open to all Members and the public, except as set forth in these Bylaws or in Board-approved policies or committee charters describing the criteria for entering into closed session applicable to the committee in question.

98 The Chief Executive Officer, Officers, and Employees

9.18.1 Designation of Officers and Terms of Office

WECC will have a Chief Executive Officer CEO, a Secretary, and any other officers specified by the Board. Each officer will be appointed by the Board and. Each officer will serve for the term of office specified in the Board action appointing the officer and/or until a successor is appointed. If an officer is also an employee of WECC, the officer's appointment will automatically end upon termination of such employment. Any two or more offices may be held by the same person except the offices of Chief Executive Officer CEO and Secretary.

9.28.2 Standards Applicable to All Employees

8.2.1. A person may not be an officer or employee of WECC if:

- 1) the person is also the employee of or has a contractual relationship with any Entity, or any Affiliate of any Entity, that is eligible for membership in WECC; or
- 2) the person has a financial interest that, in the judgment of the Board or the Chief Executive Officer CEO, creates the fact or appearance of potential for bias, undue influence, or lack of objectivity regarding any action or decision of WECC.

8.2.2. The Officers and Employees Board shall approve Standards of Conduct attached hereto as Appendix B setting forth the duty of care, duty of loyalty, duty to avoid conflicts of interest, and related matters, intended to promote officer and employee neutrality, objectivity and professionalism.

9.2.18.2.3. Exemptions:

9.2.1.18.2.3.1. Status as a residential electricity customer will not disqualify a person from employment with WECC.



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WECC Bylaws

~~9.2.1.28.2.3.2.~~ A candidate for employment will not be disqualified for owning shares in a mutual fund that owns an interest in a Registered Entity, Member or an Affiliate.

~~9.2.1.38.2.3.3.~~ A candidate for employment will not be disqualified for receiving payments from a pension plan ~~of a Member or an Affiliate in a form other than securities of such Member or Affiliate~~ if the pension plan payments bear no relationship to the economic performance of ~~the~~ Registered Entity, Member or Affiliate.

~~9.2.28.2.4.~~ If an officer or employee ~~comes into possession of~~ possesses securities in any ~~Member or Affiliate~~ Registered Entity, Member or Affiliate that, in the judgment of the Board or the CEO, creates the potential for bias, undue influence, or lack of objectivity, the officer or employee must resign or dispose of such securities within six (6) months ~~of the date of receipt. Within six (6) months of the time a new Member is added in which an officer or employee owns securities, the officer or employee will resign or dispose of those securities.~~

9.38.3 Employment

The ~~Chief Executive Officer~~ CEO will be ~~employed~~ appointed by the Board of Directors and will serve at the Board's pleasure. ~~Any contract of employment with a Chief Executive Officer will~~ CEO must permit the Board to dismiss the officer with or without cause.

9.48.4 Chief Executive Officer's Duties

Subject to the Board's direction and delegation, the ~~Chief Executive Officer~~ CEO shall have the authority necessary to plan, organize, staff, and manage WECC ~~to achieve its mission and to perform the activities specified in Section 2 of these Bylaws.~~ Subject to limitation by the Board, the CEO may delegate these authorities in whole or in part to other WECC employees.

9.58.5 Secretary's Duties

~~In addition to any delegation from the Board, the Secretary shall have the authority and responsibilities specified in applicable Utah law pertaining to nonprofit corporations.~~

2—10 Dispute Resolution

~~The Board may adopt reasonable dispute resolution procedures applicable to WECC members and staff.~~

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WECC Bylaws

39 11 Costs and Finances

9.1 Funding of Reliability Activities

9.1.1 U.S. Statutory Funding. WECC shall fund all activities undertaken pursuant to Section 215 of the Federal Power Act in accordance with the funding provisions and procedures of that law and related FERC regulations and orders. The Board shall approve a budget for such activities in time for submission to the ERO and to FERC for approval of such funding in accordance with applicable requirements.

9.1.2 International Funding. WECC shall fund international reliability activities undertaken in accordance with any agreements it enters into with Canadian or Mexican Entities. Specifically:

9.1.39.1.2 Subject to (b), if a Canadian or Mexican Entity seeks membership in WECC, that Entity may elect to negotiate an agreement with WECC that provides the terms upon which that Entity will become a Member and, among other things, participate in and/or fund WECC. In such a case and unless agreed otherwise, the Canadian or Mexican Entity shall not be a Member of WECC and shall not have an obligation to fund activities undertaken by the WECC until the terms of such agreement are executed. Funding or a lack thereof shall have no bearing on whether and how an entity may participate as a Member.

1) Section 11.1.2(a) shall not apply to any Canadian or Mexican Entity that is a Member as of the date of the approval of these WECC Bylaws. Existing Canadian or Mexican Members shall continue as Members in accordance with the terms and conditions of their membership as of the date of the approval of the WECC Bylaws, including the terms and conditions of any agreements in place as of the date of the approval of these WECC Bylaws. Nothing in the Section precludes existing Canadian or Mexican Members from negotiating an agreement with WECC that modifies the terms of their participation in and funding of WECC at any time.

9.1.49.1.3 Equitable Allocation of Funding. In adopting budgets for the costs of reliability activities, the Board shall endeavor to achieve an equitable allocation as between funding through Sections 11.1 and 11.2 based on the net energy to load and other relevant factors consistent with applicable law, the Delegation Agreement, and any applicable agreements with Canadian or Mexican authorities.

9.2 Dues

The Board may require Members to pay nominal annual dues consistent with applicable FERC requirements (or those contained in applicable agreements with Canadian or Mexican

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WECC BYLAWS

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WECC Bylaws

authorities) to cover reasonable costs of membership that are not funded through Sections 149.1.1 or 149.1.2. Initial dues of a Member will be submitted with a completed application for membership and will be prorated based on the Member's actual months of membership in the calendar year. In determining nominal dues, the Board may consider all relevant factors including, but not limited to, the ability of different ~~classes of membership~~ Classes to pay such dues.

The Board may also reduce, defer, or eliminate the dues obligation of an individual Member for good cause shown.

9.3 Funding of ~~Non-Statutory~~ Other Activities

To the extent that WECC elects to fund any activities not eligible for funding pursuant to Sections 149.1.1 and 149.1.2 or 9.2, it shall do so through the use of service fees, charges, or dues applicable to the persons or entities that voluntarily participate in such activities. Participation in or funding of such activities shall not be a condition of membership in WECC.

410 12 Amendments to these Bylaws

These Bylaws may be amended by either the Board or by the Members in accordance with the following procedures.

12.10.1 Amendment by the Board

10.1.1. Except for those provisions described below, the Board may approve an amendment of the Bylaws after providing not less than thirty (30) days' notice of the proposed amendment to all Members. Approval of such an amendment requires the affirmative votes of not less than two-thirds ($\frac{2}{3}$) of the Directors in office. Such amendment will ~~become effective sixty (60) days after its approval by the Board unless the vote is appealed by the Members prior to the thirtieth day.~~

1) ~~the vote is appealed by the Members prior to the sixtieth day, or~~

2) ~~subsequent regulatory approval is required.~~

To lodge an appeal, a ~~majority of any Class Member~~ may file a petition, signed by at least 15 Members, with the Secretary. An appeal will stay implementation of the amendment pending Member vote on the appeal. The ~~membership~~ Members will vote on whether to rescind the Board approved amendment at ~~the next Annual Member Meeting unless the Board calls an earlier~~ Special Member Meeting, called by the Board or upon thirty days' notice through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process. An appeal will only be successful if approved by both (1) a majority of all Members, and a ~~majority~~ (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in

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WECC Bylaws

~~at least three of five(3) of the five (5) Member Classes vote to rescind the amendment-).~~

If the appeal vote is not successful, then the amendment will be deemed ~~approved~~final as of the day of the failed ~~Membership~~Members vote. If subsequent regulatory approval is required for the amendment, then the amendment shall be effective upon the effective date of such approval.

~~12.1.1~~ 10.1.2 Notwithstanding the foregoing, both Board and Member approvals are required to amend provisions of these Bylaws concerning Sections 1.~~1~~ and 1.2; Section 4.2; Sections

6.5.2 through 6.8, inclusive; Section 6.2; ~~Section 7.2; Section 8; Section 10;~~ Sections 12.10.1 through 12.10.4, inclusive; and any other sections as may be required by Utah law. In such case, the Board shall first vote on the proposed amendment. If approved by the Board, the amendment must then be noticed to Members at least ~~sixty (60)~~thirty (30) days prior to ~~the Annual Member Meeting or any vote on any proposed amended provision. Such vote may occur at a~~ Special Member Meeting ~~at which called by the Board or through submission of written or electronic ballots in accordance with procedures determined by the Member vote will occur. The amendment will then be approved if it receives~~Secretary to ensure the affirmative vote of at least two thirds (2/3) integrity of the ~~Members who vote upon such amendment voting process.~~

12.210.2 Amendment by the Members

Upon a petition being filed with the Secretary by any Member or Director, ~~at any Annual Member Meeting or Special Member Meeting,~~ the Members may vote to amend any provision of these Bylaws; provided:

- 1) the proposed amendment has first been presented to the Board and not adopted;
- 2) Members have received not less than ~~sixty (60)~~thirty (30) days' notice of the proposed amendment, the reasons ~~there for~~therefor, and a statement of the Board's position regarding it; and
- 3) ~~the amendment receives the affirmative votes of not less than two thirds (2/3) both (1) a majority of all~~
- 3) ~~Members, and a majority of (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes-).~~

12.310.3 Amendments ~~proposed~~Proposed by FERC

FERC, upon its own motion or upon complaint, may propose an amendment to these Bylaws pursuant to 18 C.F.R. § 39.10(b).

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WECC Bylaws

~~12.4~~10.4 Remote Member Voting on Amendments Permitted

In all cases where a Member vote is required for approval of a proposed Bylaws amendment pursuant to section 12.1.1, that vote may occur in conjunction with an Annual or a Special Member Meeting as described in section 12.1.1, or voting may occur in whole or in part, through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process, provided that in such cases the proposed amendment has been noticed to Members at least thirty (30) days prior to the beginning of balloting.

511 ~~13~~ Termination of Organization

WECC may be terminated on a vote of a majority of the Members in accordance with applicable law, including the provisions of Utah law, Nonprofit Corporations Act, the Federal Power Act, and the Delegation Agreement and applicable agreements with Canadian or Mexican authorities. Immediately upon, Upon such a vote termination, the Board will, after paying all debts of WECC, distribute any remaining assets in accordance with the requirements of Utah law, the Internal Revenue Code, and these Bylaws.

612 ~~14~~ Miscellaneous Provisions

~~14.1~~12.1 Limitation on of Liability

It is the express intent, understanding and agreement of the Members that the remedies for nonperformance expressly included in Section 43.8 hereof shall be the sole and exclusive remedies available hereunder for any nonperformance of obligations under these Bylaws. Subject to any applicable state or federal law that may specifically limit a Member's ability to limit its liability, no Member, its directors, members of its governing bodies, officers, or employees shall be liable to any other Member or Members or to third parties for any loss or damage to property, loss of earnings or revenues, personal injury, or any other direct, indirect, or consequential damages or injury that may occur or result from the performance or nonperformance of these Bylaws, including any negligence, gross negligence, or willful misconduct arising hereunder. This Section 4412.1 of these Bylaws applies only to such liability as might arise between Members under these Bylaws. This Section 4412.1 does not apply to parties to the Agreement Limiting Liability Among Western Interconnected Systems ("WIS Agreement") with respect to matters covered by the WIS Agreement, and does not apply to any liability provision in under any other agreement.

~~14.2~~12.2 Indemnification

WECC shall indemnify and hold harmless its Directors, officers, and employees, agents and advisers against any and all damages, losses, fines, costs, and expenses (including attorneys'

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35

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WECC Bylaws

fees and disbursements), resulting from or relating to, in any way, any claim, action, proceeding or investigation, instituted or threatened, arising out of or in any way relating to any action taken or omitted to have been taken (or alleged to have been taken or omitted to have been taken) by such person in connection with actions on behalf of WECC, and against any and all damages, losses, fines, costs and expenses (including attorneys' fees and disbursements), incurred in connection with any settlement of any such claim, action, proceeding or investigation, unless such action of such person is determined to constitute fraud, gross negligence, bad faith, or willful misconduct with respect to the matter or matters as to which indemnity is sought.

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~~14.3~~ 12.3 No Third-Party Beneficiaries

Nothing in these Bylaws shall be construed to create any duty to, any standard of care with ~~reference~~ respect to, or any liability to, any third party.

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~~14.4~~ Informal Inquiries for Information

12.4 Other Agreements

Nothing in these Bylaws shall preclude:

1) ~~apply to, or alter arrangements or agreements between WECC and a Member from making an informal inquiry for information or between two or more Members on matters outside of the procedures outlined in Section 4.6.11 hereof to another Member and scope of these Bylaws.~~

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2) ~~that other Member from responding voluntarily to that informal inquiry, provided, however, that any such response to an informal inquiry for information shall not be binding upon that other Member and shall be used by the Member making the informal inquiry for informational purposes only.~~

713 15 Incorporation

WECC ~~shall organize~~ organized itself as a non-profit corporation pursuant to the laws of the state of Utah regarding non-profit corporations under the name "Western Electricity Coordinating Council." ~~All Members agree to take no actions that would contravene the ability of WECC to maintain its status as a non-profit corporation existing pursuant to the Utah Act.~~ The Board ~~shall adopt~~ has adopted these Bylaws as the Bylaws of WECC as a non-profit corporation.

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WECC is intended to qualify as an organization described in Section 501(c)(4) of the Internal Revenue Code. No part of any net earnings of WECC shall inure to the benefit of any Member or individual.

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Upon liquidation, to the extent consistent with the Internal Revenue Code and Utah law, any monies remaining from assessments ~~or dues~~ paid by Members for the costs of WECC shall be rebated to Members in proportion to their payments. Any remaining assets of WECC shall be transferred to another organization exempt from tax under Section 501(a) of the Internal Revenue

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36

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WECC Bylaws

Code, or a government agency, promoting the same purposes as WECC, as ~~designated~~determined by the Board.

814 16 Governing Law

~~These Bylaws shall be governed under the laws of the State of Utah.~~ Unless otherwise agreed, if any conflict of law arises under these Bylaws among the Members, the laws of the United States of America shall govern, as applicable. The venue for any legal action initiated under these Bylaws shall be the ~~city and state (or province)~~courts located in ~~which the headquarters~~State of WECC is located.

Utah.

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37

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Section 4.9 Review

Ian McKay

Chair Section 4.9 Review Work Group

**Electric Reliability
& Security for the West**

September 17, 2025

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Background

Section 4.9 of WECC's Bylaws requires that WECC's Board of Directors (Board) conduct a governance and structure review every five years to assess whether WECC is fulfilling its purposes "in a manner that is consistent with its mission and vision, and the provisions of Section 2.2 of these Bylaws" (the 4.9 Review).

On December 11, 2024, the WECC Board Directed the following for the 4.9 Review:

- The 4.9 Review would be a comprehensive review and update of WECC's Bylaws.
- The WECC Governance Committee (GC), with the participation of Melanie Frye, WECC's President and CEO; Jeff Droubay, WECC's General Counsel; WECC's Member Advisory Committee (MAC), represented by Chris Parker; and the Western Interconnection Regional Advisory Body (WIRAB), represented by Mary Throne and Laura Rennick, would undertake the 4.9 Review of WECC. (This group is referred to hereinafter as "the 4.9 Work Group.")

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Strategic Intent

- WECC and its purpose have evolved significantly since WECC's formation.

Trade Association ➡ **Regional Entity/RC** ➡ **Regional Entity**

- WECC's Bylaws were revised in 2014 and again in 2018. Although WECC's Bylaws have been revised periodically to reflect WECC's changing purpose and structure, there were still some provisions in the Bylaws that were carried over and were no longer applicable or best practice for an organization like WECC.
- The proposed changes also consider the maturity that WECC's governance structures have gained.

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Activities of the 4.9 Work Group

- The work group met seven times over the past nine months.
- WECC's General Counsel attended two meetings of the MAC and one meeting of WIRAB to provide updates and gather input.
- WECC staff conducted a town hall meeting to discuss proposed revisions and gather feedback.
- WECC's General Counsel and Assistant General Counsel attended a joint meeting of the RRC and RAC to discuss the review and proposed revisions to the Bylaws.
- WECC held a 30-day public comment period on the proposed revisions to the Bylaws.
- The 4.9 Review Work Group considered all input received from these outreach efforts and made further revisions and refinements to the Bylaws based upon this input.
- A table highlighting the most significant Bylaws revisions as well as a full redline are included in the Board materials.

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Resolution

Resolved, that the WECC Board of Directors (Board), acting on the recommendation of the Governance Committee Section 4.9 Review Work Group at the meeting of the Board on September 17, 2025, approves the Amended WECC Bylaws as presented and attached and proceed with all other required actions to have these Bylaws ultimately formally approved by FERC.



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WECC Board of Directors
Human Resources and Compensation Committee

Verbal Update
Felicia Marcus, HRCC Chair
September 17, 2025



WECC Standards Committee Report to the WECC Board of Directors

Joe McArthur, WSC Chair

Steve Rueckert, WECC Director of Standards

September 17, 2025

Highlights

- The WSC seated a drafting team (DT) for revisions to the WECC Regional Variance to NERC PRC-006-5 Automatic Underfrequency Load Shedding. Page 2.
- A Standard Authorization Request (SAR) for Project WECC-0158 Mandatory five-year review of the WECC Variance to NERC IRO-002-7 Reliability Coordination—Monitoring and Analysis was accepted by the WSC. Page 2.
- A SAR for Project WECC-0159 Mandatory five-year review of WECC Regional Reliability Standard IRO-006-WECC-3 Qualified Path Unscheduled Flow (USF) Relief was accepted by the WSC. Page 2.
- New or returning members of the WECC Standards Committee (WSC) were announced. Page 2–3.

Purpose

The purpose of the WSC is to oversee the implementation of the WECC Reliability Standards Development Procedures (Procedures).

The WSC will—

1. Maintain and administer the Procedures, including:
 - a. Due process,
 - b. Balloting,
 - c. Annual review of the WECC Glossary of Terms and Naming Conventions, and
 - d. Meeting the quality control attributes of FERC Order 672.
2. Administer each SAR to ensure the project:
 - a. Is within WECC's authority to develop,
 - b. Is appropriate for development by WECC, and that it,
 - c. Remains within the scope of the SAR, as may be changed by the WSC.
3. Monitor and manage drafting teams, including:
 - a. Team selection, and
 - b. Provision of general oversight and guidance to include a description and explanation of the project to be drafted and time prioritization where needed.
4. Monitor and manage the development of projects created per the Procedures, including prioritization.
5. Perform other duties assigned by the Board of Directors (Board).

WECC Board Action Items

The WSC has no approval items for the Board. For this report, the WSC has only notifications.

Current Year Goals

- Keep the WECC Standards Development Process moving forward by overseeing the drafting teams.
- Act on requests and recommendations from the drafting teams.



- Review the WSC Charter and WECC Procedures to revise and improve them.

Major Accomplishments and Planned Activities

1. **WECC-0157 DT seated. WECC Regional Variance to NERC PRC-006-5 Automatic Underfrequency Load Shedding.**

Members of the WECC Underfrequency Loadshedding Work Group (UFLSWG) noted that the language in the WECC Variance to the NERC Standard PRC-006-5 was incorrect. Several members of the work group developed a SAR to review and modify the language. The WSC accepted the SAR and a DT was solicited. The approved members of the DT are:

- Kevin Conway, Western Power Pool
- Curtis Crews, WECC
- Mark Pigman, Tacoma Power
- Jay Largo, Bonneville Power Administration
- Jim Smith, Bonneville Power Administration
- Nathan Bean, Southwest Power Pool
- Christopher Fuchs, California ISO
- Majes Keller, WAPA—RMR
- Mark Willis, WECC

2. **WECC-0158 SAR for a five-year review of the WECC Regional Variance to NERC IRO-002-7 Accepted.**

The SAR to conduct a five-year review of the WECC Regional Variance to the NERC IRO-002-7 Reliability Standard was received on August 15, 2025. No problems have been identified, but the WECC Reliability Standard Development Procedures call for a five-year review. The WSC accepted the SAR, and a DT will be sought. A finding of no changes needed is allowed.

3. **WECC-0159 SAR Revisions to WECC Regional Reliability Standard BAL-004-WECC-3 approved by FERC.**

The SAR to conduct a five-year review of the WECC Regional Reliability Standard IRO-006-WECC-3 was received on August 15, 2025. No problems have been identified but the WECC Reliability Standard Development Procedures call for a five-year review. The WSC accepted the SAR, and a DT will be sought. A finding of “no changes needed” is allowed.

4. **The WSC membership was announced.**

Each year, half of the WSC membership is renewed at the end of the September Annual Meeting. This year, Standards Voting Segments (SVS) 1, 4, 7, 8, and 9 were concluding. In addition, SVS 3 and 8 were open due to retirements. The WSC Charter states that if only one



nominee is received for a segment, that individual will be appointed without a ballot. All but SVS 7 were filled. The representatives are:

Ron Sporseen, Bonneville Power Administration.....SVS 1 Transmission (member through 2027)
Alan Wahlstrom, Southwest Power Pool SVS 2 RSO/ITO (member through 2026)
Curtis Pavard, Burbank Water and Power..... SVS 3 Load Serving Entities (member through 2026)
Kevin Conway, Western Power PoolSVS 4 TDU (member through 2027)
Adrian Andreoiu, BC Hydro SVS 5 Generators (member through 2026)
Tim Kelley, SMUD SVS 6 Broker/Aggregator/Marketers (member through 2026)
Vacant SVS 7 Large Electricity End Users (seeking nominations)
Kellie Macpherson, Radian Generation..... SVS 8 Small Electricity Users (member through 2027)
Chris McLean, California Energy CommissionSVS 9 Gov. Entities (Member through 2027)
Steven Rueckert, WECC..... SVS 10 Regional Entities (member through 2026)
Joe McArthur, Chair..... Non-Affiliated Director through 2025 Annual Meeting



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WECC Standards Committee (WSC)

Joe McArthur
WSC Chair

Steve Rueckert
Director of Standards

**Electric Reliability
& Security for the West**

September 17, 2025

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WSC Report to the Board



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New/Renewing WSC Members

- Terms of Service for Standards Voting Segments (SVS) 1, 4, 7, 8, and 9 conclude at the close of the 2025 WECC Annual Meeting
- SVS 3 and 8 currently stand vacant due to retirements
- The WSC Charter states if only one nominee is received for a segment, that individual will be appointed without a ballot
 - It is assumed they would vote for themselves

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WSC Membership

Ron Sporseen, Bonneville Power Administration.....SVS 1 Transmission (member through 2027)
Alan Wahlstrom, Southwest Power Pool.....SVS 2 RSO/ITO (member through 2026)
Curtis Pavard, Burbank Water and Power.....SVS 3 Load Serving Entities (member through 2026)
Kevin Conway, Western Power Pool.....SVS 4 TDU (member through 2027)
Adrian Andreoiu, BC Hydro.....SVS 5 Generators (member through 2026)
Tim Kelley, SMUD.....SVS 6 Broker/Aggregator/Marketers (member through 2026)
Vacant.....SVS 7 Large Electricity End Users (seeking nominations)
Kellie Macpherson, Radian Generation.....SVS 8 Small Electricity Users (member through 2027)
Chris McLean, California Energy Commission.....SVS 9 Gov. Entities (Member through 2027)
Steven Rueckert, WECC.....SVS 10 Regional Entities (member through 2026)
Joe McArthur, Chair.....Non-Affiliated Director through 2025 Annual Meeting

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Drafting Teams (DT) and Standards Authorization Requests (SAR)

- A DT for project WECC-0157 was seated at the August 22, 2025, WSC meeting. This project is to correct some erroneous language in the WECC Variance to the NERC Standard PRC-006 Automatic Underfrequency Load Shedding.
- Drafting will start shortly
- Two new SARs were accepted at the August 22, 2025, WSC meeting
 - WECC-0158 for the required five-year review of the WECC variance in NERC standard IRO-002
 - A DT will be solicited
 - WECC-0159 for the required five-year review of the WECC Regional Standard IRO-006-WECC-3
 - A DT will be solicited
 - No problems have been identified in either of these standards, and a finding of “no changes required” is acceptable



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Technical Activities Update to the WECC Board of Directors

Branden Sudduth—VP of Reliability Planning and Performance Analysis

Kris Raper—VP of Strategic Engagement and External Affairs

Philip Augustin and Chelsea Loomis—RAC Co-chairs

Dede Subakti and Margaret Albright—RRC Co-chairs

September 17, 2025

This report is a compilation of activities being undertaken by the Reliability Planning and Performance Analysis department, the Strategic Engagement and External Affairs department, and the WECC technical committees.

New Initiatives and Recent Activity Highlights

Extreme Weather Preparedness Efforts

As part of this year's scorecard objectives, WECC staff was asked to develop and implement an Extreme Weather Preparedness Assurance Program. To achieve this, the assigned team worked with internal subject matter experts and assembled an external advisory group comprising representatives from other regions, NERC, utility stakeholders, and state commissioners. This advisory group was instrumental in shaping the proposed approach and providing valuable outside perspectives.

With guidance from this group, the program was successfully launched, and two rounds of Requests for Information (RFI) have been distributed to over 20 entities. Responses from the first round of RFIs have been received and are under review. The team is assessing whether follow-up calls or potential site visits are necessary to gather additional insights.

To enhance transparency and knowledge-sharing, a dedicated [website](#) has been created. It will host a continually updated report detailing best practices and challenges encountered by entities as they prepare generation sites to operate under extreme conditions.

Additionally, Recommendation 3 of the Winter Storm Elliott report directs NERC and the Regional Entities to conduct a readiness review of the black start generation fleet across North America. This effort is in the final review stage. A report is expected to be posted at the end of September.

Western Interconnection Wildfire Update

As part of real-time situation awareness responsibilities, WECC staff continues to monitor and assess how wildfires affect the reliable operation of the BPS. Additionally, staff has completed the analysis of the 2024 data collected through the Annual Wildfire Data Request. An important observation made in 2024 was the recognition that there were four wildfire-related events during which major transmission facilities were affected, placing the system into a "Potential Open Loop" condition. While no open loop conditions developed, major transmission paths were derated, affecting the ability to transfer energy during peak periods. This correlates with the findings from the 2024 data analysis showing an increase in wildfire-related events on WECC Major Paths and 500-kV facilities from previous years. Similarly, there have been two "Potential Open Loop" events so far in 2025 due to wildfires. It is worth noting that 40 Transmission Operators in the Western Interconnection reported they have Wildfire Mitigation Plans, and 30 of those entities reported their plan includes some form of pre-emptive de-energization program (i.e., Public Safety Power Shutoffs (PSPS)) to minimize the potential for electrical facilities to cause or contribute to a wildfire. This compared to 16 entities in 2024 that reported having PSPS plans.

Above-normal temperatures and below-normal precipitation, especially in the northern half of the interconnection, are predicted through the rest of the summer. These conditions are contributing to above-normal significant fire potential for much of the northwestern U.S. through September. Above-normal fire potential is forecast for most of the state of California through September as well.



Reliability in the West Discussion Series

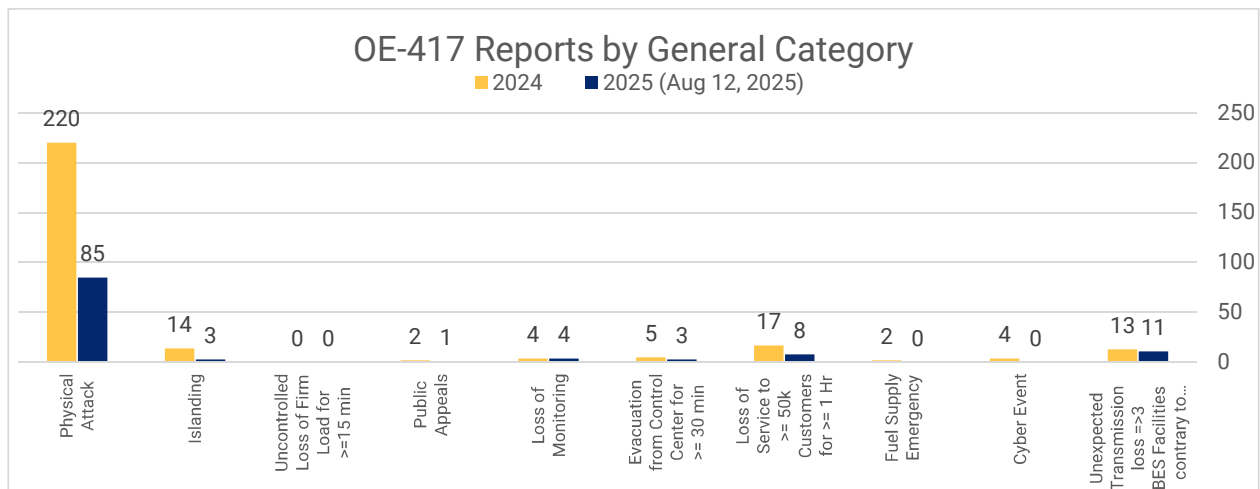
After taking off the July meeting in honor of Independence Day, WECC continued its “Reliability in the West” Discussion Series in August and September with discussions about public safety power shutoffs and the interdependencies between natural gas and the electric grid.

- August: Public Safety Power Shutoffs—electric utilities have dedicated the past century to ensuring uninterrupted power for their customers, which makes the concept of power shutdowns particularly challenging. This session stressed the importance of having a strong safety culture within utilities as they work to minimize outages and safeguard communities. Panelists represented organizations at different stages of their PSPS programs; Southern California Edison (SCE) with an extensive history, PacifiCorp, whose service territory is encountering PSPS in new ways, and Public Service Company of New Mexico, whose PSPS program was recently implemented.
- September: Natural Gas and Electric Interdependencies—this session brought together experts from organizations including the Pacific Northwest Utilities Conference Committee (PNUCC), Williams (Pipeline), Arizona Public Service, and Portland General Electric. These panelists highlighted a range of challenges and shared contrasting experiences. The discussion explored the essential relationship between the gas and electric sectors, addressed natural gas system challenges, and emphasized the need for close coordination to prevent incidents that put communities at risk. The panel also identified ways WECC can promote collaboration and coordination between the two industries.

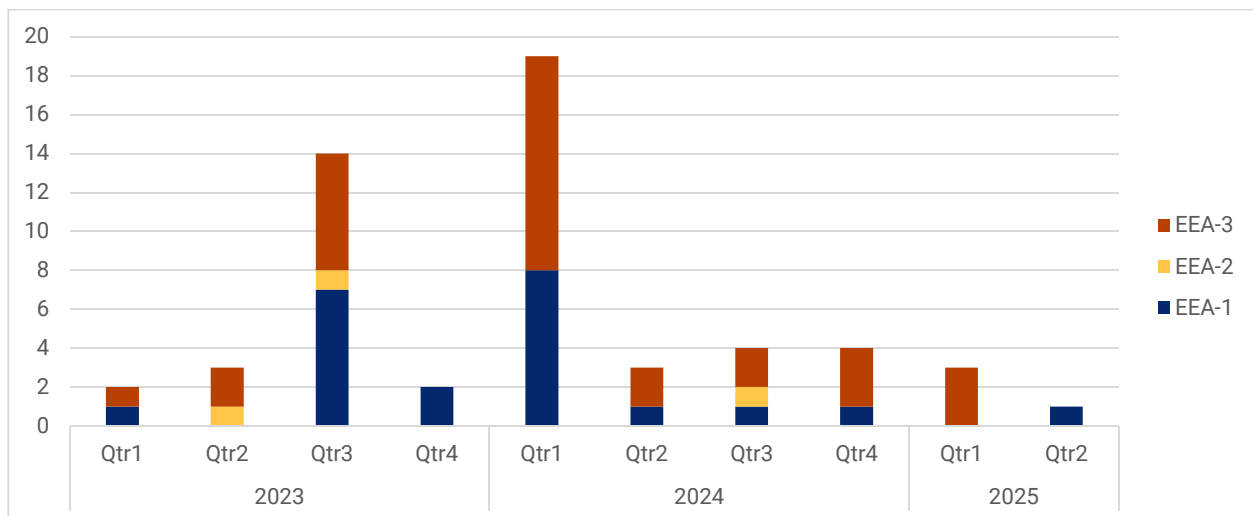
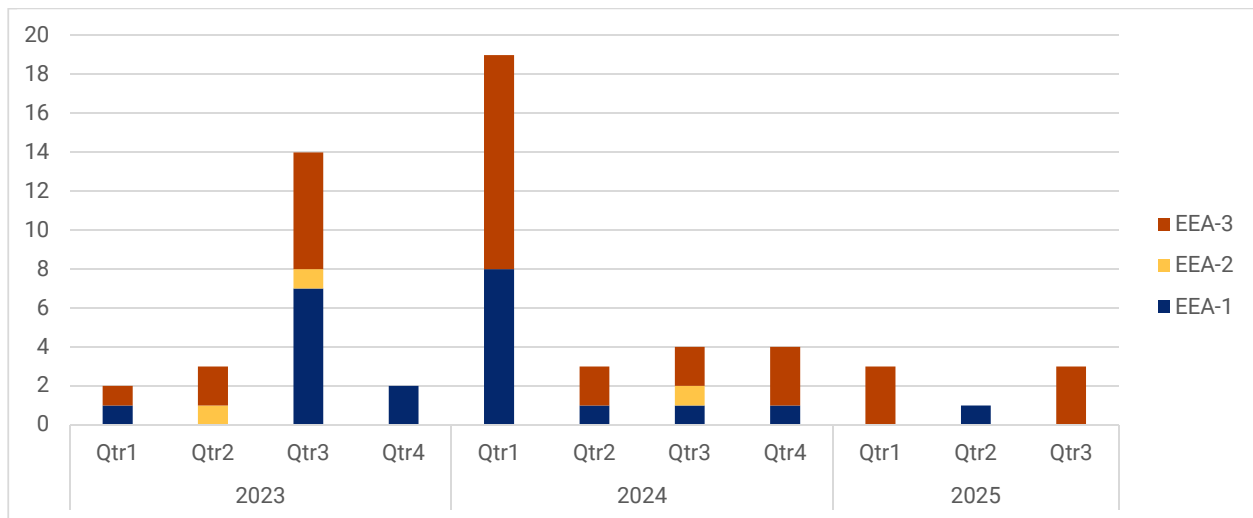
System Performance Data and Metrics

Event Analysis (EA)/Situation Awareness (SA)

WECC maintains situation awareness through various means, including mandatory reporting of events through the Department of Energy’s OE-417 and the NERC Reliability Standard’s EOP-004-4 processes. Physical attacks are the most common type of event reported, however, the most of them have no system impact and involve substation break-ins for copper or equipment theft.



There have been four Energy Emergency Alerts (EEA) declared since the last Board meeting. Three were level 3 alerts and one was level 1. The three level 3 alerts in Q3 were all in the same week. The cause was forced outages and derates at multiple generating sites. The entity had all available generation online and was still short on contingency reserves. All seven EEA's in 2025 have been from the same Balancing Authority. This is an entity that has limited ties to the rest of the interconnection because of its location. No load shed was required during any of these events.



Summary of FIDVR Load Loss Events

On July 9, August 7, and August 11, an entity in the Western Interconnection experienced significant load loss due to Fault-Induced Delayed Voltage Recovery (FIDVR) following normally cleared system faults. Each incident resulted in the loss of over 1,300 MW of load, representing approximately 40% of the entity's total system load. The ambient temperatures exceeded 118° F during each occurrence. The highly inductive A/C load on the system contributed to the delayed voltage recovery and allowed undervoltage load shedding protection to drop load to assist in voltage recovery. The main concern that

the EA/SA team has is the significant load loss occurring after the loss of a single element with system protection operating as designed. WECC staff is working with the entity and NERC EA staff to analyze these events further.

Report on 2024 Inverter-based Resource (IBR) reduction events

There were four IBR generation reduction events that WECC investigated in 2024. Each of these had generation reductions of over 500 MW. WECC staff is preparing a report sharing the details of these events. This report will also relay the partnership between WECC, NERC, and CAISO in analyzing these events and the steps taken to improve plant performance. These efforts are aimed at improving device settings so IBRs respond optimally during future system events. The report is on track to be published by the end of October.

Moss Landing Battery Energy Storage System (BESS) Fire

WECC is leading an effort with the FERC/ERO Enterprise team to analyze the January 16, 2025, fire at the Moss Landing BESS. This analysis aims to uncover valuable lessons for entities planning to integrate BESS within the Bulk Power System (BPS).

As part of the analysis, the team has engaged with a broad range of stakeholders, including battery operators, original equipment manufacturers (OEM), and fire safety organizations. Moss Landing was among the earliest large-scale BESS installations, and the landscape of BESS fire safety and design has advanced significantly in the past five years.

The final report, which will outline key findings and recommendations, is slated for publication by the end of 2025.

Status of Ongoing Activities

Base Case Development

Table 1: Base Case Activity (as of 8/15/2025)

Base Case Name	Status	Date Posted
2026 Heavy Spring 1	Final	5/23/2025
2030-31 Heavy Winter 2	Final	7/9/2025
2026 Heavy Summer 4 Specialized	In Review	8/6/2025
2026 Heavy Summer 3	Final	8/7/2025
2035-36 Heavy Winter 1	In Review	8/8/2025
2036 Heavy Summer 1	In Review	8/12/2025



Base Case Data Quality

WECC has a 2025 scorecard metric to achieve a 20% reduction of the priority power flow model shortcomings identified in the previous year's operating cases versus this year's operating cases. Achieving a reduction in model shortcomings enhances the quality of the cases and allows users to spend more time evaluating reliability risks. WECC, in coordination with base case data submitters, has identified four types of model shortcomings that are targeted for improvement in 2025:

1. Generator terminal bus voltages outside the range of 0.95 to 1.05 pu when regulating a non-terminal bus.
2. Loads missing long ID.
3. Loads missing BA.
4. Generators missing turbine type.

The 20% reduction has been achieved. The 2026 Heavy Summer 3 Operating case is complete and available on wecc.org.

2025 Reliability Assessments

Winter Reliability Assessment (WRA)

The NERC WRA is underway. Like the other assessments, WECC's new subregions will be used and last year's results will be aggregated into the new subregions to provide a comparison between last year and this year. The WRA is expected to be published in November. Similar to the NERC Summer Reliability Assessment (SRA), WECC will publish a separate and complementary winter reliability assessment to highlight the specific findings and items of interest to the West.

Long-Term Reliability Assessment (LTRA)

The 2025 NERC LTRA work is complete, and results are out for review. New this year, WECC is working with NERC to meet with entities inside any subregion that NERC has identified as High or Elevated risk. The purpose is to maintain trust between the entities and WECC and give an opportunity to correct any flaws in the data or analysis before publishing.

WECC continues to work with the ERO Enterprise on the 2025 LTRA pilot assessment in preparation for the new and improved 2026 production LTRA. The LTRA pilot is a highly cooperative effort across the ERO Enterprise to incorporate consistent transfer capability analysis and energy assessment tools and methodologies across the ERO Enterprise. WECC has completed the transfer capability portion of the pilot and the energy assessment portion is progressing with no major issues identified.

Western Assessment of Resource Adequacy

The 2025 WECC Western Assessment of Resource Adequacy (Western Assessment) continues to make progress, including the sensitivities on resource additions and load sensitivities in response to increasing questions about load uncertainty created, primarily, by large data centers.



WECC Event Assessment Process

Prompted by a sustained low-frequency event seen in May 2024, WECC developed a screening tool to help analyze the governor response and inertia levels to determine whether further power flow base case/stability assessments are called for.

WECC Risk Management Program Update

The WECC Risk Management Program (RMP) continues to evolve as the foundation for addressing reliability risks to the Western Interconnection. This year, WECC is improving the process to include expanded stakeholder engagement, which will ultimately allow the enhanced RMP to replace the WECC Reliability Risk Priorities process. WECC aims to identify specific and sustainable ways of engaging with a range of stakeholders through the RMP and will be discussing these enhancements with the MAC, WIRAB, and the technical committees in the coming months. Branden Sudduth will give an overview of these changes during the “Technical Activities Update.” A business case for potentially retiring the Reliability Risk Priorities process is attached to this report as appendix A.

WECC staff continues to be instrumental in working with NERC and other regions to create an ERO Enterprise Risk Management Process (i.e., ERO Work Priority #1a). As WECC improved its program to include additional criteria to quantify and prioritize risks, these improvements have become part of the foundation to help establish the new ERO process. WECC expects to have NERC and Regional Management review a draft document—which is being worked on—over the next couple of months, with a start date of January 1, 2026.

WECC Power Systems Security Conference

WECC hosted the third annual Power Systems Security Conference on August 12–14 at the WECC office in Salt Lake City. The conference was structured into two main sessions—physical security and cybersecurity—each lasting a day and a half. The conference speakers included security experts from government and industry partners, including CISA, FBI, DOE CESER, E-ISAC, INL, BHE, PGAE, and SNPD.¹ There were also four speakers from WECC.

There were 59 registered attendees for the physical security session, 47 registered attendees for the cybersecurity session, and 35 attended both sessions.

Attendees were asked to complete an online survey for each session. The initial results were very positive.

¹ **CISA**—Cybersecurity and Infrastructure Security Agency (Department of Homeland Security)
FBI—Federal Bureau of Investigation (Department of Homeland Security)
DOE CESER—Department of Energy, Office of Cybersecurity, Energy Security, and Emergency Response
E-ISAC—Electricity—Information Sharing and Analysis Center
INL—Idaho National Laboratory
BHE—Berkshire Hathaway Energy
PGAE—Pacific Gas & Electric Company
SNPD—Snohomish County Public Utility District

IBR Risk

In June 2024, NERC issued a Level 2 Recommendation to industry for IBR Model Quality Deficiencies, specifically requesting responses from Generator Owners (GO), Transmission Planners (TP), and Planning Coordinators (PC). The alert was posted publicly on NERC's website. GOs provided a Data Submission Worksheet to NERC with information about the IBRs, such as dynamic parameters. NERC developed a [report](#) based on the information gathered. WECC is using that information to verify that it has the same dynamic models in its base cases.

Energy Policy Risk

WECC has created an internal screening tool to help gain insight into resource adequacy as it relates to state Renewable Portfolio Standards (RPS) for clean energy. These RPS standards dictate the forward-looking percentage of load in each state that must be served by renewable resources. This new tool aggregates each state's RPS standards and examines the available renewable resources hourly at the interconnection level, looking at each hour over 10 years (2026–2035) to identify whether any clean energy shortfall is expected during that period and when that clean energy shortfall may occur. The assessment focuses on the annual balance of clean energy supply and clean energy demand; it does not include transmission constraints and does not identify what regions or states would be short on clean energy. This new screening tool is beneficial because it provides insight into RPS feasibility and identifies times when other non-renewable resources may be required to meet RPS standards.

Modeling and Data Quality Risk

The Electromagnetic Transient (EMT) Strategic Workshop has been announced to the western TPs and PCs. The workshop will be opened to the public once the targeted entities have a chance to register. The workshop is designed to foster collaboration and to align best practices for EMT modeling, model validation, performance testing, and regional EMT assessment strategies.

Workshop Goals and Highlights:

- Create a common understanding of EMT modeling needs, drivers, and challenges across the Western Interconnection.
- Facilitate dialogue to standardize EMT modeling requirements, model validation, and system study methodologies.
- Collect stakeholder feedback on potential regional guidelines, variances, or recommended practices.
- Share updates on NERC's development of EMT Standards and discuss the implications for Western entities and WECC's role in supporting the effort.
- Provide opportunities to learn from peer utilities and ISOs/RTOs implementing EMT modeling and screening programs.
- Offer a forum for senior leaders and technical experts to align strategy and direction.



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RPPA and the Reliability and Security Oversight program areas continue to collaborate to explore ways that these departments can work together to enhance model data quality.

Large Loads Risk

WECC is participating in the NERC Large Loads Task Force as well as multiple project teams under the ESIG Large Loads Task Force (LLTF). The NERC Large Loads Task Force has published its first white paper to define characteristics and risks of emerging large loads. The second white paper, which is out for review, is on the assessment of gaps in existing practices, requirements, and Reliability Standards for large loads.

WECC is exploring the options to study large loads with its current data and models. A project is kicking off to explore boundary conditions for potential issues with large load behavior. In particular, this project will look at sub-second cycling similar to what AI training loads reportedly do. This should test whether WECC's existing models indicate that there could be interaction issues with the loads themselves or with the Inter-Area Oscillatory modes that exist in the Western Interconnection.





Appendix A

Potential Retirement of Reliability Risk Priorities Process

Purpose of this Paper

WECC seeks input from the Board of Directors (Board) on a proposal to retire the Reliability Risk Priorities (RRP) process. Specifically, WECC is proposing to replace the RRP process, which has relied almost exclusively on stakeholder input to rank risks, with the Risk Management Program that incorporates robust analytical work and stakeholder input.

WECC is not seeking a decision from the Board at this time but is asking for the Board's input.

Background

WECC's Current RRP Process

WECC's Mission is to effectively and efficiently mitigate risks to the reliability and security of the Western Interconnection's bulk power system (BPS). To ensure that it fulfills this mission, WECC has, for the last several years, adhered to a biennial, stakeholder-input-driven process for establishing RRP's. This biennial process was most recently approved by the Board in conjunction with the Section 4.9 Review conducted in 2020. The RRP Process relies heavily on stakeholder input to identify priority risks that then shape WECC's risk mitigation work for the following two years.

WECC's Risk Management Program Process

In 2023, WECC implemented a robust risk management process to address reliability and security risks. This process is data driven, employing data analytics and technical expertise from WECC's stakeholders (primarily through the Reliability Risk Committee (RRC)) to identify, evaluate, and rank reliability and security risks to the BPS. Through this process, WECC creates a risk register in which all identified risks to the BPS are described, ranked, and tracked.

WECC then develops treatment plans to address the risks on the risk register. In an initiative on its 2025 Corporate Scorecard, WECC took a further step in its risk mitigation efforts by developing and piloting a multi-year integrated oversight and risk mitigation strategy for inverter-based resources. This mitigation strategy will be a model for additional integrated risk mitigation strategies that will address the highest priority risks (not all risks) to the reliability and security of the BPS.

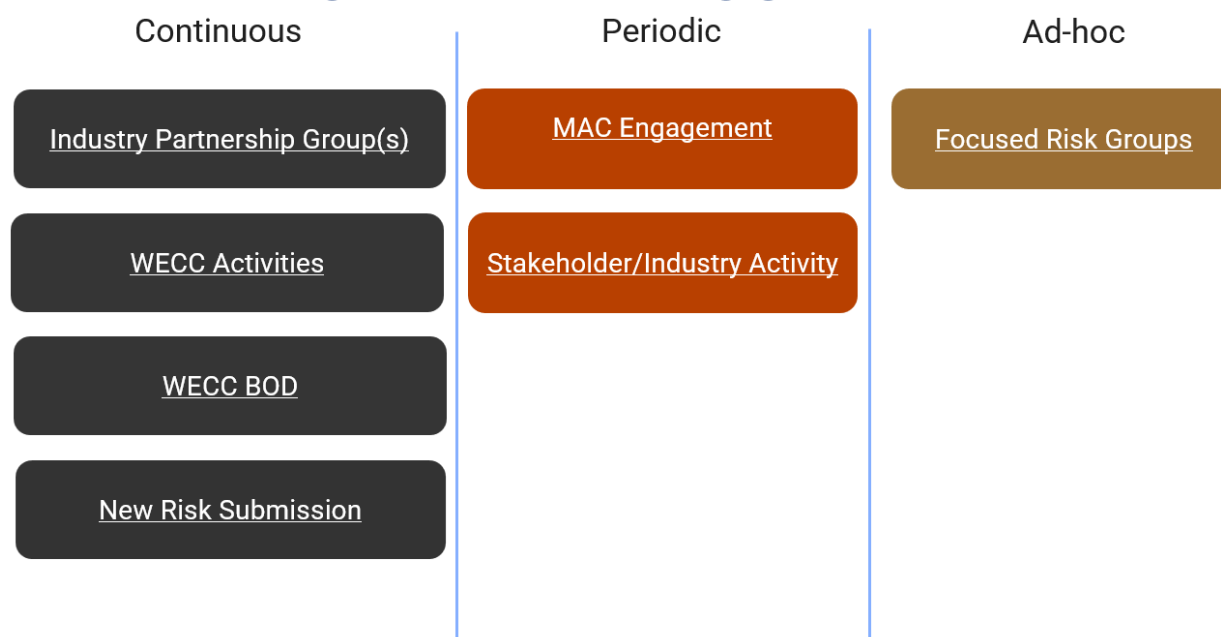
This process of identifying, ranking, tracking, and mitigating reliability and security risks is the foundation of WECC's Risk Management Program (RMP).

Retirement of the RRP Process

As discussed above, the current RRP process relies heavily on stakeholder input to rank reliability and security risks, meaning the rankings may lack the analytical foundation that is a key part of a world-class risk management program. Moreover, running parallel risk ranking processes could lead to duplicative and inconsistent work and results.

For this reason, WECC proposes to retire the RRP process and replace it with the current RMP, while adding a robust stakeholder input component to the RMP. Currently, the primary source of stakeholder input to the RMP is the RRC. As part of the RMP, WECC would continue to gather input on reliability and security risks from the RRC, while adding the following to gather additional stakeholder input:

WECC Risk Program – Stakeholder Engagement



Next Steps

WECC has engaged stakeholders, specifically WIRAB and MAC, about how they might ideally contribute to the evaluation of reliability risks now that a more quantitative analysis exists for determining high priority risks. WECC intends to propose two options for stakeholder input. Between now and the December meeting, we will incorporate feedback from the Board (gathered during its September meeting) and engage stakeholders to determine the best means for stakeholders to weigh in on an evaluation of the risks. Specifically, WECC will meet with WIRAB and MAC, in addition to holding an open webinar for the broader group of stakeholders to be able to contribute to the discussion. WECC intends to bring a final proposal for retirement of the RRP process to the Board in December.



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Technical Activities Update

Branden Sudduth
VP, RPPA

Philip Augustin
RAC Co-chair

Margaret Albright
RRC Co-chair

**Electric Reliability
& Security for the West**

September 17, 2025

<Public>

The Business Case for Data Integrity



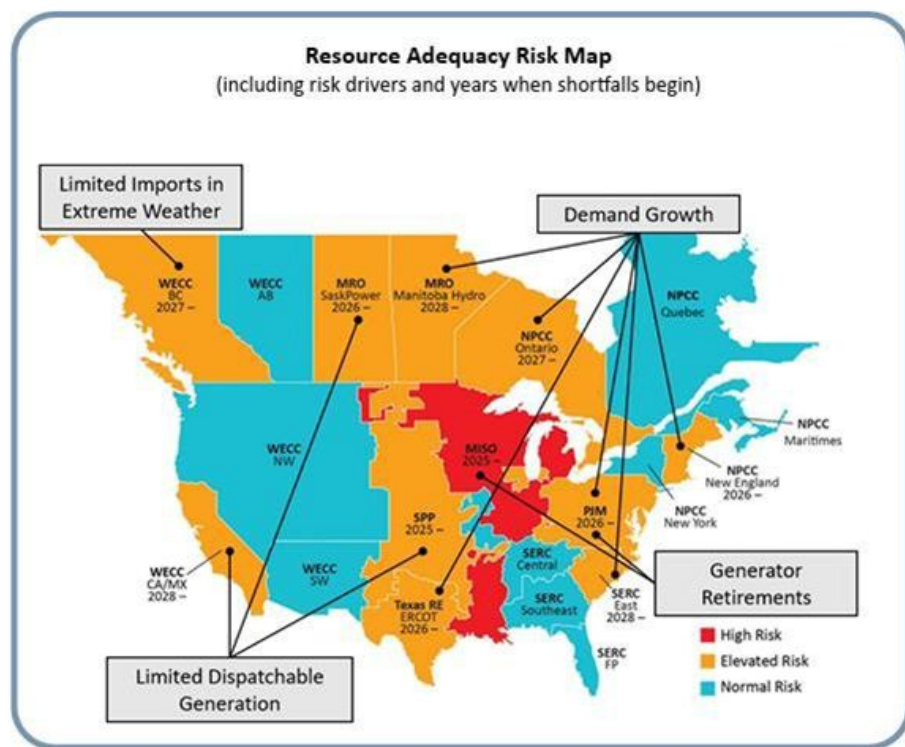
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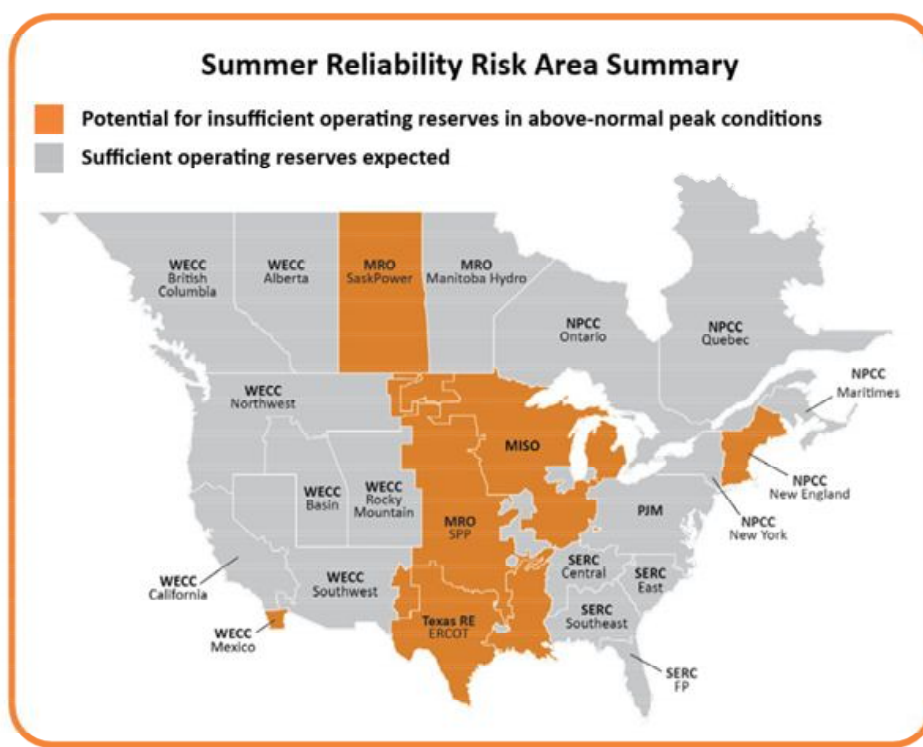


NERC Reliability Assessments

2024 Long-Term Reliability Assessment



2025 Summer Reliability Assessment



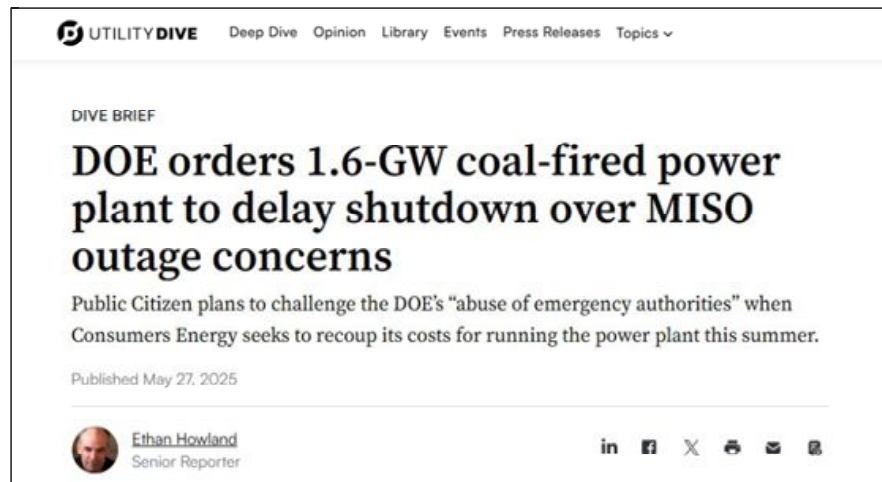
*Note: The 2024 LTRA risk map is being updated to reflect a lower risk level for MISO

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DOE Section 202(c) Authority

- Grants the Secretary of Energy certain authority over the temporary operation of the grid during emergencies
- Order required a delay in the retirement of the J.H. Campbell coal-fired power plant (originally scheduled to cease operations on May 31, 2025)



<Public>



NERC Statement on the 2024 Long-Term Reliability Assessment

“While this data mismatch went unnoticed by MISO and the Midwest Reliability Organization (MRO) that initially collects and vets the data, NERC is ultimately responsible for ensuring the accuracy of its independent reliability assessments and is working to improve its review process. Currently, the control process calls for extensive checks by submitting entities and the Regional Entities as well as peer review by the Reliability Assessment Subcommittee. Going forward, NERC, MRO, and MISO are all committed to improving the data validation process to ensure accuracy. A corrected version of the 2024 LTRA will be posted soon.”

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WECC's Focus on Data Integrity

- 2025 Scorecard IA3 I1
 - “To further drive the rigor and quality of our analytical work, optimize our current industry-standard data management platform to create organization-wide governance around data management. This initiative will align with the ERO Enterprise Analytics strategy.”
- Current Reliability Risk Priorities
 - Modeling Quality and Input Validation
- Loads and Resources Data Outreach
 - NERC and WECC CEO letter to Balancing Authority CEOs
 - L&R data submittal report cards

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Reliability Risk Priority Process Retirement

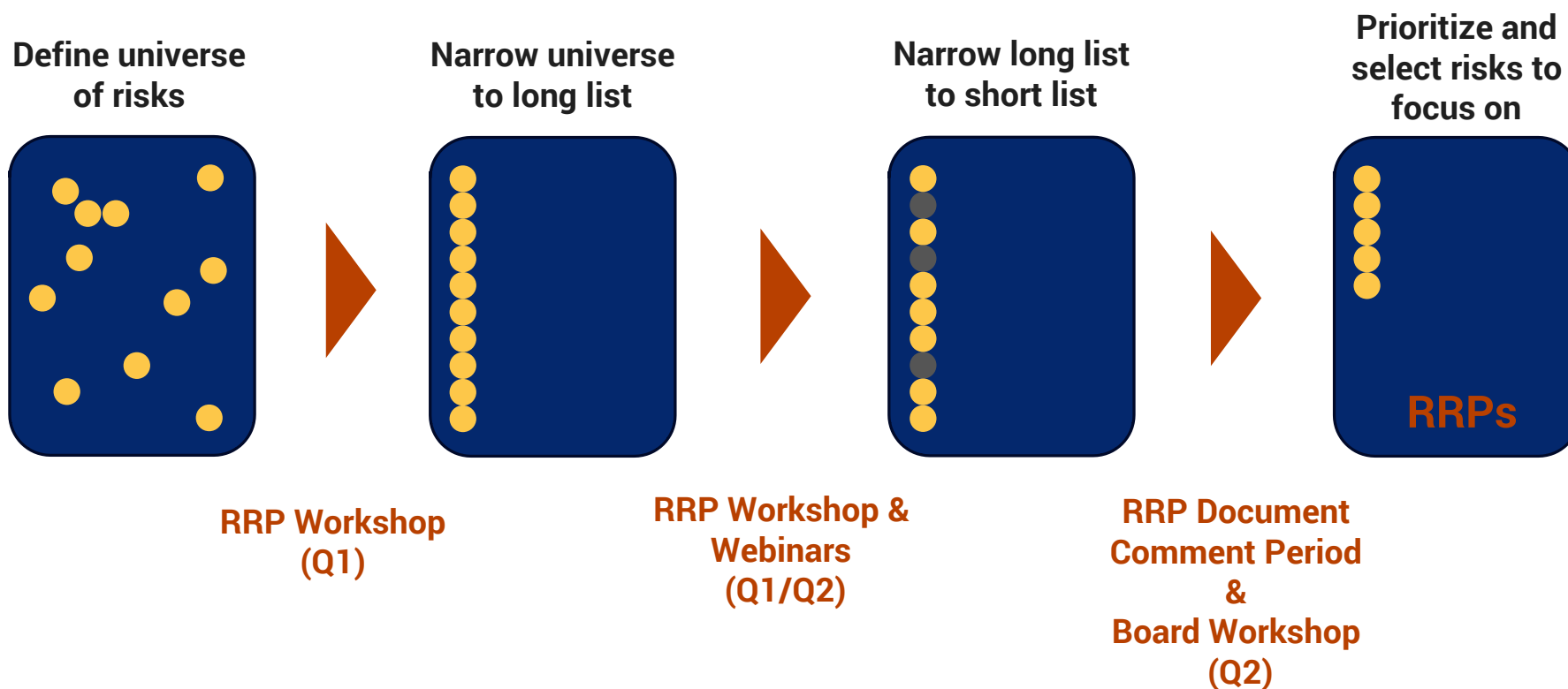


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Reliability Risk Priorities & Risk Management Program Background

Reliability Risk Priorities (RRP) Development Process



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RRP Process Evaluation

Worked Well

- Created opportunities for stakeholders to discuss risks
- Provided opportunity for stakeholders to give input to the Board of Directors on risk prioritization
- Resulted in clear list of priority risks to help focus organizational efforts

Needed Improvement

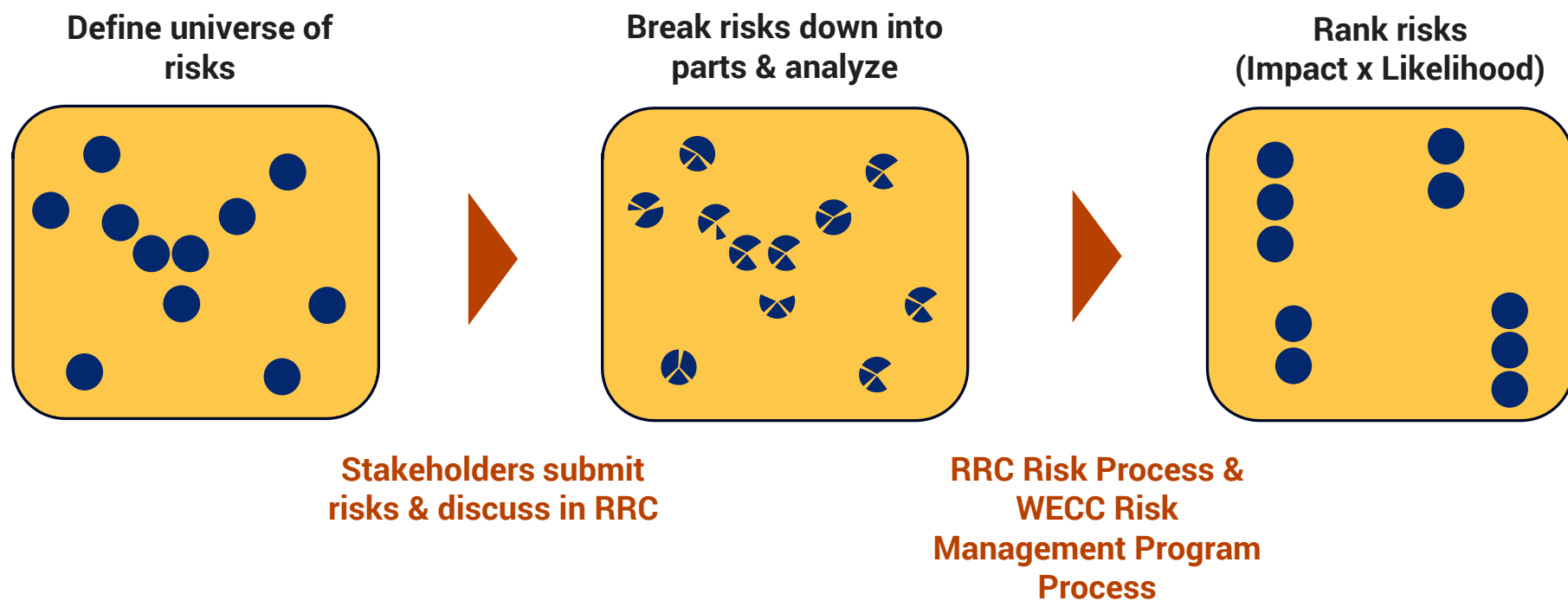
- Lacked analytically robust method to narrow the universe of risks (done largely by stakeholder opinion)
- Tended to be driven by a small number of stakeholder voices
- Limited involvement opportunities to two quarters every other year
- Lacked tracking of risk status and mitigation efforts

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Reliability Risk Priorities & Risk Management Program Background

Risk Management Program (RMP) Process



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RMP Process Evolution

Initial Buildout

- Applied standardized risk analysis techniques
- Involved subject matter experts to help evaluate risks
- Created robust framework for objective analysis of risks to the BPS
- Allows for collection of risks as they emerge

Areas for Growth

- Stakeholder involvement at levels beyond technical subject matter experts
- Stakeholder involvement opportunities beyond the submission form and RRC meetings
- Method to prioritize the risks based on WECC's role, resources, and focus
- Risk tracking (developed through 2025)

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Combined Needs

- Analytically robust selection and evaluation of reliability risks
- Analytically-backed risk ranking process
- Mechanisms for stakeholders of different technical expertise and decision-making responsibilities to learn about and provide input
- Increased opportunities for stakeholders to provide input
- Method to track risk status and mitigation efforts

***The best parts of the Reliability Risk Priorities process
will be merged into WECC's Risk Management Program.***

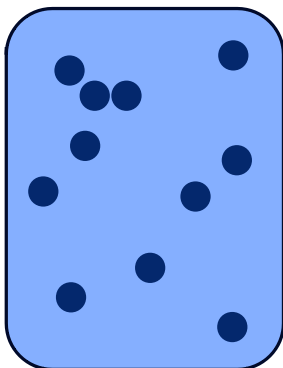
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Merged Processes: Risk Management Program

Proposed Risk Management Program Process

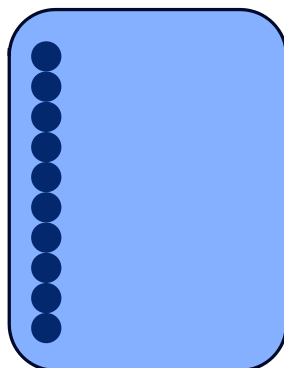
Define universe
of risks



Continuous
mechanisms to
add risks



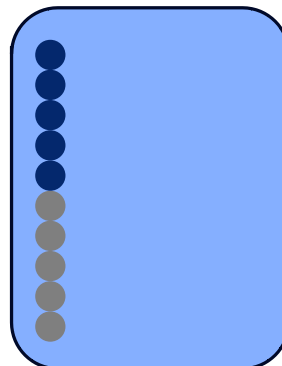
Evaluate and
rank risks



Risk Analysis
Work



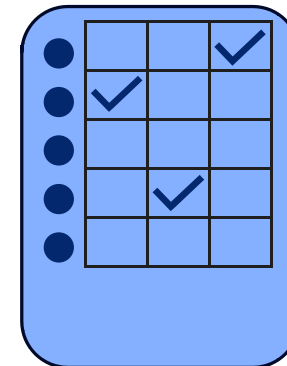
Prioritize
risks



RMP
Stakeholder
Engagement



Track risk status
& treatment

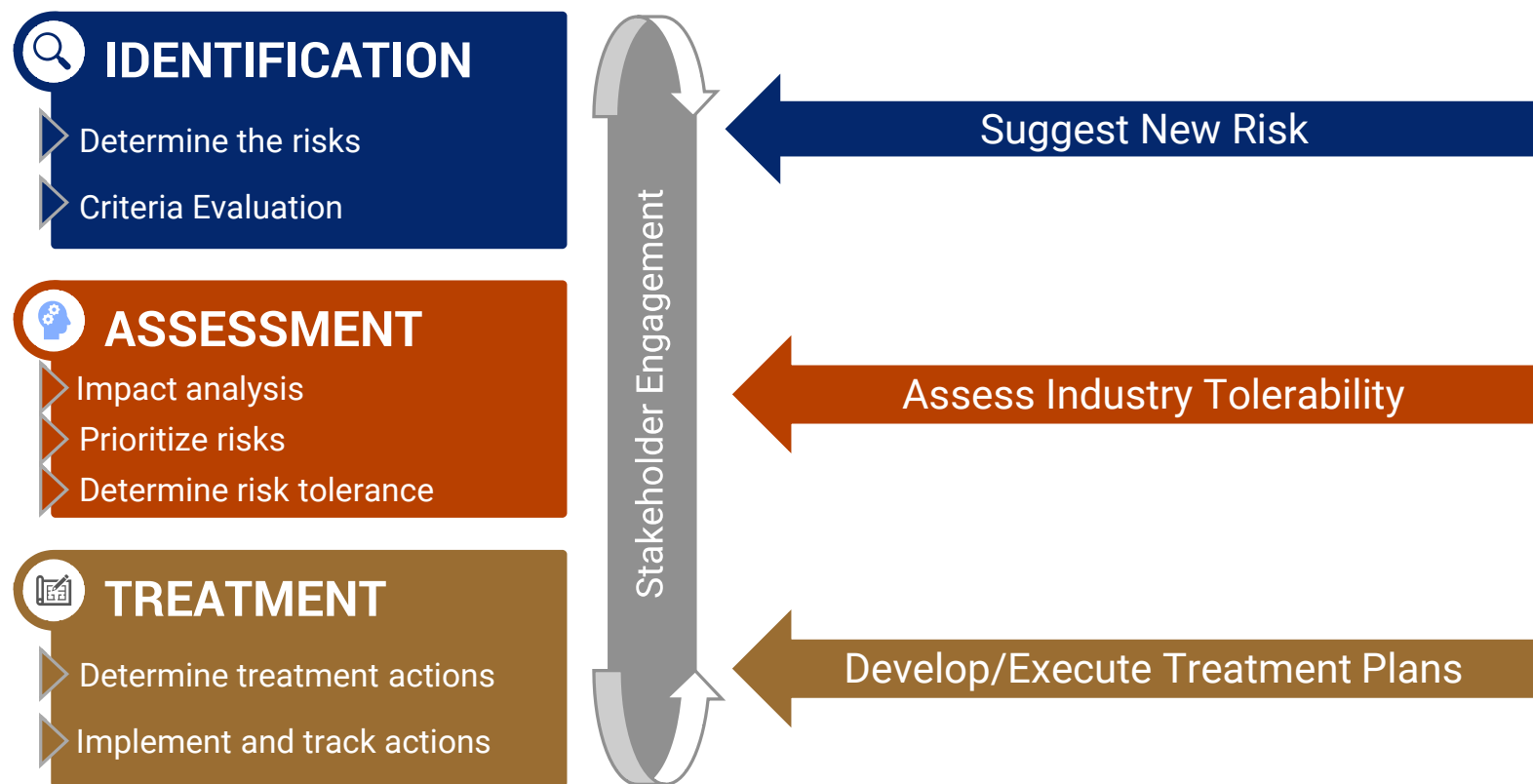


RMP Risk
Register & Risk
Treatment
Tracker

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WECC Risk Management Program—Stakeholder Engagement



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WECC Risk Management Program—Stakeholder Engagement

Continuous

Industry Partnership Group(s)

WECC Activities

WECC BOD

New Risk Submission

Periodic

MAC Engagement

Stakeholder/Industry Activity

Ad-hoc

Focused Risk Groups

<Public>



New RMP: Stakeholder Engagement Opportunities

Continuous

- WECC Engagement
 - Regular communication mechanisms, e.g., social media, the Weekly, quarterly newsletter, educational/informational videos
 - Regular events and webinars, e.g., Reliability in the West Discussion Series
 - Analytical work products, e.g., Western Assessment of Resource Adequacy
- Risk Submission
 - Submission form always available for stakeholders to use
- Partnership Group
 - Ongoing group with connection to technical subject matter experts who work on risk analysis
 - SEEKING INPUT: What might this group look like? Who might be involved?
- Risk analysis and status tracking
 - Risk Register and Risk Treatment Tracker

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New RMP: Stakeholder Engagement Opportunities

Periodic

- Board of Directors Updates and Discussion
 - Updates as part of technical report at Board meetings
- MAC Engagement
 - SEEKING INPUT: What does this look like? How often does it occur? What are the primary objectives of the engagement?
- WIRAB Engagement
 - SEEKING INPUT: What does this look like? When does it occur?
- Topic-specific Input Requests
 - SEEKING INPUT: What methods? What kind of input? How often?
 - E.g., quarterly survey, ongoing chat feature

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New RMP: Stakeholder Engagement Opportunities

Annual

- Snapshot of risk status
 - SEEKING INPUT: What form does this take? How often is it provided/updated? What information does it provide?
- Stakeholder engagement on risk prioritization
 - Annual meeting discussions
 - E.g., MAC, Class meetings
 - September Board Meeting decision
- Annual creation of plans to address prioritized risks
 - Risk strategy development input (between September and December)

<Public>

Reliability Assessment Committee and Reliability Risk Committee Updates

<Public>



Reliability Assessment Committee Update

- Long-term Transmission Planning Task Force is dissolved
 - Completed all activities
 - Assignments distributed to ongoing groups
 - Year 20 models will be developed with existing methods



Strategic
Electromagnetic
Transient Model
Workshop in November

How WECC can
best support
industry in the
emerging need



RAC supporting WIRAB

Harmonizing IBR
Interconnection
Requirements
across the West

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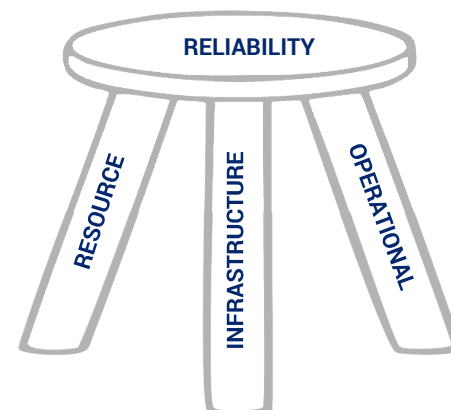
Reliability Risk Committee Update

Approved Items

- Updated:
 - [Digital Circuits Synchronization Guideline](#)
- Retirement:
 - [Merchant Alert Protocol Guideline](#)
(Effective October 1, 2025)

Risk Process Update

- Contact WECC staff directly to submit a risk (risk@wecc.org)
- Criteria to measure risks





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