



**BYLAWS OF  
THE RETAIL OPERATIONS COUNCIL  
OF NEW HAMPSHIRE, INC.**

**(A New Hampshire Non-Stock, Non-Profit Corporation)**

**Approved on [insert date]**

## ARTICLE 1 OFFICES

Section 1.1 Principal Office. The principal office of the Retail Operations Council of New Hampshire, Inc., a New Hampshire non-stock, non-profit corporation (“ROC”), shall be located at such place in New Hampshire as the ROC Board of Directors (the “Board”) may determine. Additional offices may be established and maintained at such place or places as the Board may from time to time designate.

Section 1.2 Registered Office and Registered Agent. ROC will maintain a registered office and a registered agent in New Hampshire. The Board may change the registered office and the registered agent as permitted by the New Hampshire [insert code reference] thereof.

## ARTICLE 2 DEFINITIONS

For purposes of these Bylaws, the following definitions apply:

1. **Aggregator.** Aggregator shall mean any person or entity that aggregates but takes no ownership of the electricity needed to meet that aggregated load, as defined under Puc 2002.02.
2. **Affiliate.** Affiliate shall mean, with respect to any person, any other person who, directly or indirectly, through one or more intermediaries: (i) controls, is controlled by, or is under common control with such person, as set forth in Subsection (B) below; or (ii) exercises substantial influence over such person, is substantially influenced by such person, or is under common substantial influence with such person, as set forth in Subsection (C) below. Membership in ROC shall not create an affiliation with ROC.

(A) Construction

As used in this definition:

(x) “party” shall mean any individual, corporation, limited liability company, partnership, firm, joint venture, association, joint stock company, trust, unincorporated organization, or other entity;

(y) “person” shall mean any party, but shall exclude electric cooperatives and all of the entities listed in [insert code reference]; and

(z) “controls”, “controlled by”, or “under common control with” shall mean the possession by a person, directly or indirectly, through one or more intermediaries, of the power to direct or cause the direction of the

management and/or policies and procedures of another person, whether through voting securities, contract or otherwise.

(B) Affiliation Through Control

Ownership by a person of equity securities (whether publicly traded or not) of another person shall result in a presumption of no control for purposes of this definition if:

1. the holder owns (in its name or via intermediaries) less than 20 percent of the outstanding securities of the person; or
2. the holder owns (in its name or via intermediaries) 20 percent or more of the outstanding securities of the person, and:
  - a. the securities are held as an investment;
  - b. the holder does not have representation on the person's board of directors (or equivalent governing body) or vice versa; and
  - c. the holder does not in fact exercise influence over day to day management decisions.

An ownership interest of 20 percent or more without all of the conditions set forth in Subsection (B)(2)(a) through (c) above shall create a presumption of control that may be challenged pursuant to Subsection (D) below.

For purposes of determining whether two otherwise unrelated persons are affiliated based on a holder's ownership of equity securities of both persons, the holder's ownership interest shall not result in common control for purposes of this definition if such holder's ownership meets the foregoing conditions for either person.

(C) Affiliation Through Substantial Influence

A person who is not controlling, controlled by or under common control with another person as described in Subsection (B) above, may nonetheless be determined by the Board, pursuant to Subsection (D) below, to be an Affiliate of another person, if allegations brought before the Board are substantiated that such person, directly or indirectly, through one or more intermediaries, exercises substantial influence over such person, is substantially influenced by such person, or is under common substantial influence with such person. Such a determination may be made by the Board only after notice and an opportunity for hearing at a ROC Board meeting as set forth in Subsection (D).

(D) Procedure for Board Determinations Regarding Affiliation

1. Any party may challenge the presumption of control pursuant to Subsection (B) above, or allege substantial influence pursuant to Subsection (C) above, to the Board pursuant to the procedure set forth in this Subsection (D).
2. The challenging party shall submit written notice of the challenge to ROC's General Counsel. Such written notice shall identify any persons that are the subject of the challenge and shall include a detailed summary of the facts supporting the challenge. ROC's General Counsel will provide a recommendation to the Board on the challenge.
3. The Board will hear such matter at the next regularly-scheduled Board meeting that is at least ten (10) Business Days after the date the written notice of challenge is received by ROC's General Counsel. Notice of the Board's consideration of the challenge shall be given pursuant to Section 4.6(b) of these Bylaws.
4. The Board shall have discretion to determine whether the persons who are the subject of the challenge are Affiliates of one another for purposes of these Bylaws by reference to the factors set forth in this definition and other persuasive evidence. The challenging party shall bear the burden of proof.

(E) Changes in Affiliates

Members shall notify ROC of any change in Affiliates in accordance with Section 3.3(c) of these Bylaws.

2. **Community Power Aggregator ("CPA").** CPA has the meaning set forth in RSA 53-E:2, II, namely, "a municipality or county that engages in aggregation of electric customers within its boundaries" and shall mean a municipal or county aggregation established pursuant to RSA 53-E to group retail electric customers to provide, broker, or contract for electric power supply and energy services for such customers, including a group of such entities operating jointly pursuant to RSA 53-E:3, II(b) and RSA 53-A, as defined under Puc 2002.[insert code reference]
3. **Consumers.** Any entity meeting the definition for Residential Consumers, Commercial Consumers or Industrial Consumers as set forth in this Article.
4. **Commercial Consumers.** A commercial consumer in New Hampshire: (a) **Small and Medium Commercial Consumer** – A commercial consumer having a peak

demand of [insert number] kilowatts or less (or an organization representing such consumers); (b) **Large Commercial Consumer** – A commercial consumer having a peak demand of greater than [insert number] kilowatts. An entity applying for ROC membership as either a Small and Medium Commercial Consumer or a Large Commercial Consumer is ineligible if that entity has interests in the electric industry in any other capacity than as an end-use consumer or customer generator, as defined under RSA 362-A:1-a II-b, or represents the interests of another entity that has interests in the electric industry in any other capacity than as an end-use consumer or customer generator, as defined under RSA 362-A:1-a II-b, such as but not limited to, aggregators, competitive electric power suppliers, competitive natural gas suppliers, transmission or distribution companies, local distribution companies, cooperatives, municipals, or generators and the interest is of such an extent or nature that its decisions might be affected or determined by it. The three Consumer Directors have the right to determine by majority vote of the Consumer Directors whether any applicant or member is ineligible, as described above, to become or remain a member of the Consumer Segment.

5. **Competitive electric power supplier (CEPS).** CEPS shall mean any person or entity that sells or offers to sell electricity to retail customers by using the transmission and/or distribution facilities of any public utility in New Hampshire, as defined under Puc 2002.04. A competitive electric power supplier includes but is not limited to owners of electric generating facilities, marketers of electricity, and municipalities selling or offering to sell electricity.
6. **Cooperative.** An entity operating in New Hampshire that is a corporation organized under [insert code reference] and operating under that chapter.
7. **Director.** A member of the Board of ROC.
8. **Distributed Energy Resource Company.** Any entity that is not a T&D Entity or Affiliate of a T&D Entity and that [insert definition and code reference, if applicable].
9. **Limited Producer.** Any entity that is not a T&D Entity or Affiliate of a T&D Entity and that (i) owns or controls generation capable of operating up to 5 MW in the ISO-NE Region, or (ii) is preparing to operate and control generation of up to 5 MW, as defined under RSA 362-A:1-a, III.
10. **Electric Distribution Company (“EDC”).**
  - a. An investor-held, for-profit “electric distribution company” as defined in [insert code reference]; or
  - b. An Affiliate of any such electric distribution company; or
  - c. A public utility holding company of any such electric distribution company.

11. **Eligible Voting Director.** A Seated Director of the Board of ROC other than the *ex officio* Director who is the Chairman of the New Hampshire Public Utility Commission (“NHPUC”), pursuant to these Bylaws, who votes in person or by proxy at a meeting properly noticed and held pursuant to these Bylaws.
12. **Eligible Voting Representative.** A Seated Representative, pursuant to these Bylaws, who votes in person or by proxy at a meeting properly noticed and held pursuant to these Bylaws.
13. **Entity.** An Entity includes an organization and all of its Affiliates.
14. **ROC Protocols.** The document adopted by ROC and approved by the Public Utility Commission of New Hampshire, as amended from time to time that contains the operating and planning policies, rules, guidelines, procedures, standards, and criteria of ROC.
15. **ISO-NE Region.** The geographic area and associated transmission and distribution facilities that are synchronously interconnected with electric utilities operating within the jurisdiction of the Independent System Operator of New England.
16. **Industrial Consumers.** An industrial consumer is a consumer with at least one meter with average monthly demand greater than [insert number] kilowatts consumed within New Hampshire engaged in an industrial process.
17. **Local Distribution Company.** [insert definition and code reference]
18. **Market Participant.** For purposes of these Bylaws, a Market Participant is (i) any entity that engages in any activity that is in whole or in part the subject of the ROC Protocols and has, or should have, a contract regarding such activities with ROC or (ii) any entity that qualifies for ROC membership.
19. **Market Segment.** For purposes of these Bylaws, any of the segments (all of which are defined within this Article 2 of these Bylaws) as follows:
  - (1) Aggregator;
  - (2) Competitive Electric Power Supplier;
  - (3) Cooperative;
  - (4) Community Power Aggregator;
  - (5) Distributed Energy Resource Company;
  - (6) EDC and LDC;
  - (7) Limited Producer;
  - (8) Municipal; or
  - (9) Consumer (including: (1) Commercial Consumer comprised of Small Commercial Consumer and Large Commercial Consumer, (2) Industrial Consumer, or (3) Residential Consumer).
20. **Market Segment Director.** A Director who has been elected by one of the Market

Segments.

21. **Member.** A member of ROC, the New Hampshire non-stock, non-profit corporation, which has been approved by ROC to meet the applicable membership qualifications described in Sections 3.1 and 3.2 of these Bylaws, or the member's appointed representative, as the context so requires.
22. **Municipal.** An entity operating in New Hampshire that owns or controls transmission or distribution facilities, owns or controls dispatchable generating facilities, or provides retail electric service and is a municipal owned utility as defined in [insert code reference]
23. **Officer.** An individual elected, appointed, or designated as an officer of an entity by the entity's governing authority or under the entity's governing documents.
24. **NHPUC.** The New Hampshire Public Utility Commission, which is the New Hampshire state agency that has responsibility and oversight of the activities conducted by ROC.
25. **Residential Consumers.** The appointed Board Director representing residential consumer interests, an organization or agency representing the interests of residential consumers in New Hampshire, or the Residential Consumer Representative on the Technical Advisory Committee ("TAC"). An entity applying for ROC membership as a Residential Consumer is ineligible if that entity has interests in the electric industry in any other capacity than as an end-use consumer or customer generator, as defined under RSA 362-A:1-a II-b, or represents the interests of another entity that has interests in the electric industry in any other capacity than as an end-use consumer or customer generator, as defined under RSA 362-A:1-a II-b, such as but not limited to, aggregators, power marketers, retail electric providers, transmission or distribution companies, cooperatives, municipals, or generators. The three Consumer Directors have the right to determine by majority vote of the Consumer Directors whether any applicant or member is ineligible, as described above, to become or remain a member of the Consumer Segment.
26. **Seated Director.** A Director, or the Director's designated Segment Alternate when serving in the Director's stead (if applicable), who is currently serving, having been selected in accordance with these Bylaws, regardless of attendance at meetings. A vacant position shall not be considered a "Seated Director".
27. **Seated Representative.** A TAC Representative (as defined in Section 5.1 of these Bylaws) or a member of a subcommittee of TAC, or the TAC Representative's designated alternate representatives when serving in the TAC Representative's stead (if applicable), who is currently serving, having been selected in accordance with these Bylaws, regardless of attendance at meetings. A vacant position shall not be considered a "Seated Representative".

28. **Segment.** For purposes of these Bylaws, a “Segment” refers to a Market Segment as defined in this Article 2 of these Bylaws.
29. **Segment Alternate.** A designated alternate Board representative, duly elected by his respective Market Segment, who can attend and vote at meetings in the absence of the respective Market Segment Director (including while such Director is unable to attend a Board meeting or while such Director’s seat is vacant). Each Segment Alternate must meet all qualifications of a Director and shall receive all Board materials.
30. **Transmission and Distribution (“T&D”) Entity.** Any entity that is an EDC, Cooperative or Municipal that owns or controls transmission and/or distribution facilities in the ISO-NE Region or any entity that is a “[insert term],” as defined in [insert code reference], operating in the ISO-NE Region.
31. **Unaffiliated Director.** A Director who is unaffiliated with a Market Participant and who meets the requirements identified in Section 4.3(b).

## **ARTICLE 3 MEMBERS**

### Section 3.1 Membership.

- (a) Members must qualify in one of the following segments as defined in Article 2:
  - (1) Aggregator;
  - (2) Competitive Electric Power Supplier;
  - (3) Cooperative;
  - (4) Community Power Aggregator;
  - (5) Distributed Energy Resource Company;
  - (6) Electric Distribution Company and Local Distribution Company;
  - (7) Limited Producer;
  - (8) Municipal; or
  - (9) Consumer in one of three subsegments: (i) Residential, (ii) Small and Medium Commercial; and (iii) Large Commercial & Industrial.
- (b) Except for the Consumer Segment, Members must have an actual financial interest in the New Hampshire retail market or ISO-NE wholesale electric market and be able to do business in one of these markets. A Member must maintain its registration or certification by the NHPUC to the extent it is required to do so by statute or NHPUC rule.
- (c) The Board may adopt and amend Member application procedures.

Section 3.2 Membership Types and Voting Rights. ROC Members may be Full Members, Associate Members, or Adjunct Members as hereinafter described:

- (a) Full Members – shall have the rights and obligations as described in these Bylaws including the right to vote on all matters submitted to the general membership (such as election of Directors, election of TAC Representatives and amendments to the Certificate of Formation and these Bylaws).
- (b) Associate Members – shall have the rights and obligations as described in these Bylaws excluding the right to vote on any matter submitted to the general Membership (such as election of Directors, election of TAC Representatives and amendments to the Certificate of Formation and these Bylaws).
- (c) Adjunct Members – may be approved for Adjunct Membership by the Board if such entity does not meet the definitions and requirements to join as a Full or Associate Member. Adjunct Members shall have no right to vote on any matter submitted to the general Membership nor any right to be elected or appointed to the ROC Board, TAC or any subcommittee of the Board or TAC. Adjunct Members shall be bound by the same obligations as other Members of ROC.

### Section 3.3 Obligations of All Members.

- (a) Each Member must comply with any applicable planning and operating criteria, procedures and guides adopted by or under the direction of the Board to maintain the integrity of the intrastate market, coordinate planning, promote comparable access to the intrastate market by all users and to further the exempt purposes of ROC.
- (b) Consistent with applicable laws and regulations, Members must share information at ROC's request as necessary for the furtherance of the exempt purposes or activities of ROC and consistent with NHPUC rules relating to confidentiality.
- (c) Each Member shall fully disclose any Affiliates in its annual Membership application submitted pursuant to procedures adopted under Section 3.1(c). If a Member's Affiliates change prior to submission of the next year's Membership application, the Member shall notify ROC of any change in writing by letter to the General Counsel or by the online link found on ROC's website on the Membership page. When there is a change to Affiliates previously submitted to ROC, the notice must be submitted upon the earliest of: (i) promptly after the Member's designated representative has obtained actual knowledge; (ii) promptly after any Member's representative who serves on a ROC governing body or committee with Membership representation (such as, the Board of Directors, Technical Advisory Committee or TAC subcommittee) has obtained actual knowledge; or (iii) within 90 days of a change to the Member's Affiliates. A Member's designated and voting representatives are responsible for taking steps to remain informed about the Member's Affiliates and for conducting a reasonable inquiry if they have reason to believe that there may have been a change in Affiliates.

### Section 3.4 Annual Member Dues. Each Member annually shall pay dues to ROC (the

“Annual Member Dues”). Each Member shall pay its Annual Member Dues within thirty (30) days after receipt of ROC’s annual statement of such dues. Failure to do so shall constitute such Member as being in arrears. Except as provided below, Annual Member Dues for Full Members shall be \$2,000. Annual Member Dues for Associate Members shall be \$500. Annual Member Dues for Adjunct Members shall be \$500. The Annual Member Dues for Residential and Commercial Consumer Members shall be \$100 for Full Membership and \$50 for Associate Membership. Office of Consumer Advocate (“OCA”) and the appointed Residential Consumer TAC Representative(s) shall be eligible to be Full Members without the payment of Annual Member Dues. Any Member may request that the Member’s Annual Member Dues be waived by the Board of Directors for good cause shown.

Section 3.5 Representation. Each Member shall appoint a representative to receive notices from ROC and shall give to the ROC Chief Executive Officer (“CEO”) or his designee in writing (signed by a duly authorized representative of the Member) the name of the person thus appointed. For Full Members, such appointed representative shall also act on behalf of the Full Member at all meetings of the Full Members.

Section 3.6 Participation.

- (a) No Entity shall simultaneously hold more than one Full Membership. Any Entity may also simultaneously have a maximum of one seat on each of the following: the Board and TAC.
  - (1) Except for Adjunct Members, Members must qualify for Membership in a Segment. Entities may join ROC in any Segment in which they qualify for Membership provided that an Entity may join as a Full Member in only one Segment. In the event that an Entity qualifies for more than one Segment, such Entity may join such other Segments as an Associate Member upon payment of the Associate Annual Member Dues for each Segment in which such Entity desires to participate as an Associate Member. Once an Entity has applied to be and has been approved by ROC to meet the minimum qualifications as a Full Member of a Segment, the Entity must continue to vote in that Segment for a minimum of one year. If, at any point during the membership year, an Entity no longer meets qualifications for the Segment for which it was originally approved by ROC, the Entity may not vote in that Segment; however, that Entity may then immediately elect to become a Full Member in any Segment for which it does qualify. Except as otherwise provided in these Bylaws, an Associate Member may be selected by the Full Members of a Segment in which the Associate Member participates to serve as a voting member of the Board, TAC or any subcommittee of the Board or TAC.
- (b) Subject to any specific provisions in these Bylaws or the Certificate of Formation, each Full Member in good standing is entitled to one vote on each matter submitted to a vote of the Full Members. A Full Member in good standing is one that is not in arrears for payment of its Annual Member Dues for a Full

Membership or payment of any other fees owed to ROC unless in good faith disputed, is not in breach of any contract with ROC, and is not suspended or expelled as a Full Member as of the record date of the meeting. Full Members that are not in good standing are not entitled to vote on any matters unless and until they have regained good standing.

### Section 3.7 Meetings of the Full Members.

- (a) Full Members shall meet at least annually on a date to be established by the Board (“Annual Meeting”). Except for appointed Directors, the representatives of the Full Members shall confirm the members of the Board at the Annual Meeting, and conduct such other business as may be properly brought before them.
- (b) Special meetings of the Full Members may be called by the Board.
- (c) Written or printed notice of any meeting of the Full Members shall be delivered to each Member at least three weeks prior to the date of the meeting. Notice to Members of such meetings shall be by mail, facsimile, or email. Notice shall include an agenda explaining the purpose of the meeting and any business upon which the Full Members will be requested to vote.
- (d) The record date for determining Full Members entitled to notice shall be on the Friday which is at least thirty days but not more than thirty-six days prior to the meeting date.
- (e) Representation at any meeting of ROC of at least fifty-one percent (51%) of the Full Members, in person or by proxy, shall constitute a quorum for the transaction of business at such meeting; and abstentions do not affect calculation of a quorum. Except as otherwise provided in these Bylaws, an act of fifty-one percent (51%) of the Full Members shall be the act of the Full Members. For purposes of voting of the Full Members, Full Members who abstain from voting shall not have their votes included in the total number of votes from which the requisite percentage of affirmative votes is required for action.
- (f) Written proxies may be used for meetings of the Full Members in accordance with any relevant provisions in these Bylaws and the New Hampshire [insert code reference] thereof. For any meeting of the Full Members, proxies shall count towards a quorum.
- (g) Unless otherwise provided by law, any action required or permitted to be taken at any meeting of the Full Members may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Full Members as would be necessary to take that action at a meeting at which all of the Full Members were present and voted. Full Members may participate in and hold a meeting by means of a conference telephone or other similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any

combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Where action is taken without a meeting, notice of the proposed action shall be provided to Full Members in accordance with Section 3.7(c).

Section 3.8 Sanction, Suspension, Expulsion, or Termination of Members. No Member, either a Member organization or a Member representative, may be sanctioned, expelled or suspended, and no Membership or Memberships in ROC may be terminated or suspended except pursuant to the following procedure, which is intended to be fair and reasonable and carried out in good faith, absent a Board resolution providing an alternative procedure:

- (a) Written notice. An intent to terminate, expel or suspend a Member shall be preceded by twenty (20) days written notice of the date when a hearing will be held to determine whether the Member shall be expelled, suspended, terminated or sanctioned. Such notice shall set forth the reasons therefore. Said notice must be given by first class or certified mail sent to the last address of the Member to be expelled, suspended, terminated or sanctioned, as shown in ROC's records.
- (b) Hearing. An opportunity shall be provided for the Member to be heard, orally and in writing. The Member shall be entitled to have counsel present at and to participate in the hearing at his or its own expense, and to present and cross-examine any witnesses. The hearing shall be conducted at the next meeting of the Board for which there is time to give proper notice.
- (c) Liability. A Member who has been sanctioned, expelled, terminated or suspended shall be liable to ROC for fees as a result of obligations incurred or commitments made prior to sanction, expulsion, termination or suspension.
- (d) Challenges. Any proceeding challenging an expulsion, suspension, sanction or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, sanction or termination. Any such proceeding before the Board will be subject to the hearing requirements described in (b) of this section.

Section 3.9 Resignation. Any other provision of these Bylaws notwithstanding, any Member may withdraw from participation in the activities of ROC at any time upon written notice to the CEO, whereupon it shall cease to be a Member, shall cease to be entitled or obligated to participate in the activities of the Board, TAC or any subcommittee of the Board or TAC and shall have no further obligations as a Member; provided, however, that if such notice is given more than thirty (30) days after such Member's receipt of its statement of Annual Member Dues for a fiscal year, the Member shall be obligated to pay its Annual Member Dues for the full fiscal year within which such

termination is effective.

Section 3.10 Reinstatement. A former Member may submit a written request for reinstatement of Membership. The Board may choose to reinstate Membership on any reasonable terms that the Board deems appropriate.

Section 3.11 Property Ownership and Control. Subject to applicable laws, rules, regulations, agreements, and ROC Protocols, each Member shall retain sole control of its own facilities and the use thereof, and nothing in these Bylaws shall require a Member to construct or dedicate facilities for the benefit of any other electric system or allow its facilities to be used by any other Member, or to construct or provide any facilities for its own use, and nothing herein shall be deemed to impair the ability or right of any Member to take such actions or to fail to act, as it deems necessary or desirable, with respect to the management, extension, construction maintenance and operation of its own facilities, present and future. A Member has no interest in specific property of ROC and waives the right to require a partition of any ROC property.

## **ARTICLE 4 BOARD OF DIRECTORS**

Section 4.1 Powers. The affairs of ROC shall be managed by the Board (“Board”).

Section 4.2 The Board. The Board shall be composed of a total of eighteen (18) Directors as follows:

- (a) The Chair of the NHPUC as an *ex officio* non-voting Director;
- (b) The CEO as an *ex officio* voting Director;
- (c) Five (5) voting Directors selected as Unaffiliated Directors.
- (d) The Consumer Advocate of OCA as an *ex officio* voting Director representing Residential Consumers;
- (e) One (1) voting Director elected by the Large Commercial & Industrial Consumer Segment and one (1) Segment Alternate;
- (f) One (1) voting Director elected by the Small and Medium Commercial Consumer Segment and one (1) Segment Alternate; and
- (g) Eight (8) voting Directors elected by their respective Segments as follows:
  - 1. One (1) Aggregator and one (1) Segment Alternate;
  - 2. One (1) Competitive Electric Power Supplier and one (1) Segment Alternate;

3. One (1) Cooperative and one (1) Segment Alternate;
4. One (1) Community Power Aggregator and one (1) Segment Alternate;
5. One (1) Distributed Energy Resource Company and one (1) Segment Alternative
6. One (1) Electric Distribution Company and Local Distribution Company and one (1) Segment Alternate;
7. One (1) Limited Producer and one (1) Segment Alternate; and
8. One (1) Municipal and one (1) Segment Alternate.

Section 4.3 Selection, Tenure, and Requirements of Directors and Segment Alternates.

(a) Selection of Market Segment Directors and Segment Alternates.

- (1) For Consumer Directors, the following shall apply: The Director and Segment Alternate from the Small and Medium Commercial Consumer subsegment shall be elected by the Small and Medium Commercial Consumer Full Members. If there are no Small and Medium Commercial Consumer Full Members eligible or willing to serve, then the current Small and Medium Commercial Consumer Director shall appoint the Consumer Director and Segment Alternate. The Large Commercial and Industrial Consumer Director and Segment Alternate shall be elected by the Large Commercial and Industrial Consumer Full Members.
- (2) Within each Market Segment represented on the Board (except for the Consumer Segment which follows the process described in Section 4.3(a)(1)), only Full Members of the respective Membership Segment for the available Board seat shall be allowed to elect a Director and a Segment Alternate for that seat.
- (3) The Board shall establish procedures for the election and appointment of new Directors, Segment Alternates and Representatives of TAC. A Segment may choose an alternate election procedure for the year by an affirmative vote of at least two-thirds of members of that Segment and may conduct elections as needed to fill any Director or Segment Alternate vacancies.
- (4) With regard to eligibility of Consumer Directors (other than the *ex officio* Consumer Director representing Residential Consumers), Market Segment Directors and Segment Alternates, the following shall apply:

- (i) Each Director and Segment Alternate respectively elected by the Commercial and Industrial Consumer subsegments or the Aggregator, Competitive Electric Service Provider, Community Power Aggregator, Distributed Energy Resource Company, Electric Distribution Company and Local Distribution Company, or Limited Producer Market Segments must be an employee of:
  - a. a Full or Associate Member; or
  - b. an Affiliate of a Full or Associate Member of the respective Market Segment or subsegment which provides services through the Affiliate's employees to such Full or Associate Member.
- (ii) Each Director and Segment Alternate respectively elected by the Large Commercial Consumer subsegment as described in Section 4.3(a)(1) or by the Cooperative or Municipal Market Segments must be an employee of a Full or Associate Member.
- (iii) Unless otherwise provided in these Bylaws, if a Director or Segment Alternate is elected or appointed to serve on the Board, such person is only eligible to serve in such capacity so long as he or she is an employee of the same Member or Affiliate as described in Section 4.3(a)(4)(i) (as applicable), as he or she was at the time of such election or appointment. If the Member or Affiliate as described in Section 4.3(a)(4)(i)(b) (as applicable) is subject to a corporate restructure for tax or operational purposes which is not the result of a merger or acquisition, then such restructure shall not affect the eligibility of the Director or Segment Alternate.

(b) Selection of Unaffiliated Directors.

- (1) The Nominating Committee shall consist of all of the voting Directors, other than the CEO. The Chair and Vice-Chair of the Nominating Committee shall be the Chair and Vice-Chair of the Board, respectively, absent a request for an election of these positions by a member of the Nominating Committee.
- (2) The Nominating Committee shall retain an executive search firm to locate and present candidates with the required qualifications. Qualifications for Unaffiliated Directors shall be as follows:
  - (i) Experience in one or more of these fields: senior corporate leadership; professional disciplines of finance, accounting, engineering or law; regulation of utilities; risk management; and information technology.
  - (ii) Independence of any Market Participant in the ISO-NE Region. Requirements of such independence include, but are not limited to,

the following:

- a. An Unaffiliated Director or family member (any spouse, parent, spouse of a parent, child or sibling, including step and adoptive relatives and household member) shall not have the following:
    1. Current or recent ties (within the last two years) as a director, or Officer of a Market Participant or its Affiliates;
    2. Current or recent ties (within the last two years) as an employee of a ROC Member or NERC-Registered Entity operating in the ISO-NE Region;
    3. Direct business relationships, other than retail customer relationships, with a Market Participant or its Affiliates; and
    4. To the extent that an Unaffiliated Director or family member (any spouse, parent, spouse of a parent, child or sibling, including step and adoptive relatives) living in the same household or any other household member owns stocks or bonds of Market Participants, these must be divested or placed in a blind trust prior to being seated on the Board.
  - b. An Unaffiliated Director shall not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a ROC board member, including the Delegated Authority pursuant to these Bylaws.
    - (iii) Residence in the State of New Hampshire is preferred.
    - (iv) Other criteria as approved by the Board.
- (3) The Nominating Committee or its subcommittee shall interview the qualified candidates; and the Nominating Committee shall select, by at least a two-thirds majority, an Unaffiliated Director(s) (as such seat is vacant) to present to ROC Membership for its approval.
  - (4) The Membership shall vote by Segment as described in Section 13.1(d) in favor or against the proposed Unaffiliated Director(s) as needed to fill Unaffiliated Director positions. A proposed Unaffiliated Director(s) that is approved by at least five out of nine Segments shall be elected as an Unaffiliated Director(s). Upon election by the Membership, ROC staff shall file a petition for approval of the Unaffiliated Director(s) with the NHPUC.

- (5) The Membership-elected Unaffiliated Director(s) shall be seated only upon approval by the NHPUC. If elected by the Membership, an Unaffiliated Director shall not begin service for his initial term and be seated on the Board until the NHPUC approves such election. An Unaffiliated Director who has been elected by the Membership for any renewal term shall cease service on the Board upon expiration of the Unaffiliated Director's current term and shall not be re-seated on the Board for a renewal term until the NHPUC approves such election of the Unaffiliated Director for a renewal term. If the NHPUC does not approve of the Unaffiliated Director for any of the initial or renewal terms, then the Nominating Committee shall recommend another Unaffiliated Director candidate to the Membership for election and, if elected by the Membership, for approval by the NHPUC as soon as reasonably possible.
- (c) Terms. The term for all Market Segment Directors shall be for one year. Any Market Segment Director may be reappointed or reelected for consecutive terms. The term for all Unaffiliated Directors shall be three-year terms, which shall be staggered to the extent possible, unless changed by Amendment to these Bylaws. An Unaffiliated Director may be reelected for up to two consecutive terms. In order to serve on the Board during their terms, all Directors and Segment Alternates shall continuously remain in good standing and meet their respective minimum requirements and qualifications of their Director and Segment Alternate positions, respectively.
- (d) Director Voting Weights. All voting Directors shall have a single vote each.
- (e) Alternates and Proxies. Market Segment Directors with a Segment Alternate may not designate other alternate representatives and may not designate another Director as a proxy unless their Segment Alternate is unavailable. Unaffiliated Directors may designate another Director, preferably an Unaffiliated Director whenever possible, as a proxy if unable to attend a Board meeting. Consumer Directors and *ex officio* Directors may designate a proxy or an alternate representative who may attend meetings and vote (if applicable) in the absence of such Director.
- (f) Prohibitions on Certain Stakeholder Memberships and Representation. With the exception of the Consumer Advocate and representatives of OCA, no Director or Segment Alternate shall vote or otherwise become or hold themselves out as a member, representative or alternate of TAC; any of TAC's subcommittees, task forces or working groups; or any other group the decisions of which may ultimately be appealed to the Board. For a period of one year from the last date of service as an Unaffiliated Director, the former Unaffiliated Director shall not represent a Market Participant before the Board, TAC, any of TAC's subcommittees, task forces or working groups.

Section 4.4 Chair and Vice Chair. Annually and as needed, the Board shall elect, from the Board's membership, by an act of the Board as set forth in Section 4.7, a Chair and

a Vice Chair. The Chair shall be one of the Unaffiliated Directors. The Vice Chair shall be an Unaffiliated Director who may serve as needed in the Chair's absence (including a vacancy of the Chair position). The CEO shall not be qualified to act as the Vice Chair.

#### Section 4.5 Vacancies and Removal.

- (a) A vacancy of a Director or Segment Alternate position will occur if: (1) the respective Director, other than an Unaffiliated Director, or Segment Alternate elected or appointed is no longer employed by the Entity for which the Director or Segment Alternate was employed at the time of his election or appointment; (2) the respective Director or Segment Alternate resigns his Director or Segment Alternate position from the Board; or (3) the Director or Segment Alternate is removed from the Board in accordance with the provisions of Section 4.5(b).
- (b) A Director or Segment Alternate may be removed: (1) with or without cause at any time by whomever had the right to appoint such respective Director or Segment Alternate, or if elected, by an affirmative vote of sixty percent (60%) of the Members allowed to elect that Director or Segment Alternate; or (2) with cause by the Board upon at least seventy-five percent (75%) affirmative votes of the eligible, remaining voting Directors. Removal shall occur if: (1) a Director, other than an Unaffiliated Director, a Segment Alternate, or the organization that a Director, other than an Unaffiliated Director, or Segment Alternate represents no longer meets the criteria of their representative Segment; or (2) an Unaffiliated Director, a Director, a Segment Alternate, or the organization that a Director or Segment Alternate represents is: (A) found by the Board to have committed a prohibited act as identified in Section 9.3 of these Bylaws pursuant to and after completion of a hearing process as described in Section 9.3 of these Bylaws, and (B) the Board recommends removal of an Unaffiliated Director, a Director or a Segment Alternate from the Board. Any Board action to remove a Director or a Segment Alternate from the Board shall be subject to review by the NHPUC. An Unaffiliated Director may be removed by the NHPUC in accordance with applicable law.
- (c) The right to elect Directors or Segment Alternates may not be assigned, sold, pledged or transferred in any manner.
- (d) A vacancy may be filled only by the persons authorized to elect or appoint such Director or Segment Alternate.
- (e) The Chair of the Nominating Committee shall notify the NHPUC Commissioners when a vacancy of an Unaffiliated Director position occurs and shall provide information to the NHPUC Commissioners as required by the NHPUC.
- (f) Any Director or Segment Alternate so chosen shall serve in his respective Director or Segment Alternate position until the earlier of the expiration of his term, resignation, ineligibility, inability to serve or removal.

## Section 4.6 Meetings.

- (a) The Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members. Additional meetings of the Board shall be held at such time and at such place or (for meetings held in accordance with Section 4.7(e)) via such means as may from time to time be determined by the Board. Special meetings of the Board may be called by the Chair or Vice Chair of the Board, or the CEO or his designee. Special meetings of any subcommittee having at least one Director may be called by the Chair or Vice Chair of the subcommittee, or the CEO or his designee.
- (b) Notice stating the purpose, business to be transacted, place or (for meetings held in accordance with Section 4.7(e)) access information, date and hour of any meeting of the Board or any Board subcommittee where at least one Board Director is present shall be given to each Director and made available electronically to the public on the Internet not less than one week before the date of the meeting; provided, however, the Board or any subcommittee having at least one Director may meet on urgent matters on such shorter notice, not less than 1 hour, as the person or persons calling such meeting reasonably may deem necessary or appropriate for urgent matters. For purposes of these Bylaws, an urgent matter is an emergency or public necessity (including but not limited to an imminent threat to public health and safety or to the ROC market or system), or a reasonably unforeseen situation. A matter shall be considered an urgent matter if it would be difficult or impossible for a quorum of Directors or subcommittee members to physically convene in one location and failure to consider the matter without delay may result in operational (including but not limited to those activities and functions affecting the ROC market or system), regulatory, legal, organizational or governance risk.
- (c) The Board and its subcommittees having at least one Director may meet to consider urgent matters in accordance with Section 4.7(e). The Board must ratify any action taken on notice of less than one week or at a meeting held in accordance with Section 4.7(e) at its next regularly scheduled meeting.
- (d) The Board shall promulgate procedures allowing public access to meetings of the Board and Board subcommittees and allowing for members of the public to provide comment on the matters under discussion at public portions of meetings of the Board and subcommittees.
- (e) Meetings of the Board or Board subcommittees shall be open to the public provided that the Board or Board subcommittee on which at least one Board Director sits may, at its discretion, exclude any persons who are not Directors from any meeting or portion of any meeting held in Executive Session, including for purposes of voting. An Executive Session shall be held at the discretion of the Board or Board subcommittee for sensitive matters including, but not limited to, confidential personnel information, contracts, lawsuits, deliberation of purchase of real property, competitively sensitive information, deployment or implementation

of security devices or other information related to the security of New Hampshire's electrical and gas distribution network and discussion of any matters on which the Board receives legal advice from its attorney(s) in which the New Hampshire Disciplinary Rules of Professional Conduct impose on the attorney(s) a duty to preserve confidentiality, including but not limited to anticipated or pending litigation, administrative agency contested cases, and other regulatory matters.

- (f) The Secretary or his designee shall keep minutes of every Board meeting.

Section 4.7 Quorum; Action by Directors; Abstentions; Proxies; Seated Directors; and Meetings by Telephone.

- (a) Except as may be otherwise specifically provided by law, the Certificate of Formation or these Bylaws, at all meetings of the Board, fifty percent (50%) of the Seated Directors shall constitute a quorum for the transaction of business; and abstentions do not affect calculation of a quorum.
- (b) The act of: (i) at least two-thirds of the affirmative votes of the Eligible Voting Directors; and (ii) at least 50% of the total Seated Directors shall be the act of the Board, unless the act of a greater number is otherwise required by law, the Certificate of Formation, or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting.
- (c) For purposes of voting on the Board, Directors who abstain from voting shall not have their votes included in the total number of votes from which the requisite percentage of affirmative votes is required for action.
- (d) Written proxies may be used for meetings of the Board or any subcommittees of the Board in accordance with any relevant provisions in these Bylaws and the New Hampshire [insert code reference] thereof. For any meeting of the Board or any subcommittee of the Board, a Segment Alternate or designated alternate representative, where permitted by these Bylaws, attending in place of a member shall be counted towards a quorum, while proxies shall not be counted towards a quorum.
- (e) Directors (for urgent matters in accordance with Section 4.6) may participate in and hold a meeting by means of a conference telephone or other similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.8 Subcommittees. The Board shall confirm the Representatives of the

Technical Advisory Committee (TAC) and may appoint subcommittees as it deems necessary and appropriate to conduct the business of ROC. The designation of subcommittees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him by law.

Section 4.9 Other Appointments. The Board may elect, from among its members, or direct the TAC to elect, from among its members, persons to serve on NEPOOL and ISO-NE committees and associated subcommittees, task forces, and working groups. The selection of the representatives or delegation of the selection of the representatives to TAC shall require an act of the Board as set forth in Section 4.7. If more than one representative is requested or required, such representatives directly selected by the Board shall be from different Segments.

Section 4.10 Duties. It shall be the duty of the Board to initiate any specific action required, in its opinion, to fulfill the exempt purposes of ROC as stated in the Articles of Incorporation, within the limitations of the Certificate of Formation, applicable law, and these Bylaws. Such action may be taken by the Board, by such subcommittee(s) as may be formed by the Board, the CEO as directed by the Board or by individuals appointed by the Board provided that the following actions of the Board may not be delegated: (a) approval of the Budget (as defined in Section 10.3); (b) approval of the employment and terms for the CEO, as well as termination of CEO's employment; (c) ratification of other Officers of ROC; (d) annual selection of a qualified independent public accounting firm ("Auditor") to audit the financial statements of ROC; (e) approval of the initiation of any non-routine filing to a regulatory agency that requests regulatory action; and (f) initiation of any lawsuit. The Board shall adopt policies regarding the delegation of the following actions: (a) the acquisition of real property; (b) the sale of ROC assets; (c) the execution of contracts; (d) large purchases; and (e) borrowing money or establishing a line of credit in the name of ROC.

## **ARTICLE 5 TECHNICAL ADVISORY COMMITTEE**

### Section 5.1 TAC Representatives.

- (a) For the purposes of this section, membership in the TAC shall be divided in accordance with the definitions of the Segments described in Section 3.1. TAC shall be comprised of the following ("Representatives"):
  - (1) Representatives of four Members elected from each of the nine Segments (other than as described for the Consumer Segment) listed in Section 3.1.
  - (2) For the Consumer Segment, Full Members of each subsegment shall elect its Representatives. For any subsegment in which there are no Full Members, the Consumer Director of that subsegment shall appoint such Representatives. For the Residential, Commercial and Industrial

subsegments, the TAC Representative seats are as follows:

- (i) The Consumer Advocate's designee as an *ex officio* voting member;
  - (ii) One Representative of Residential Consumers;
  - (iii) One Representative of Small & Medium Commercial Consumers;
  - (iv) One Representative of Large Commercial Consumers; and
  - (v) Two Representatives of Industrial Consumers.
- (b) Each TAC Representative shall be entitled to one vote on matters submitted to TAC.
- (c) Fifty-one percent (51%) of the eligible, Seated Representatives of TAC shall constitute a quorum for the transaction of business; and abstentions do not affect calculation of a quorum. Affirmative votes of: (i) two-thirds of the Eligible Voting Representatives of TAC; and (ii) at least 50% of the total Seated Representatives shall be the act of TAC. For purposes of voting on TAC, TAC Representatives shall not have their votes included in the total number of votes from which the requisite percentage of affirmative votes is required for action if: (i) they are not present and have not designated a proxy, or (ii) they abstain from voting.
- (d) Written proxies may be used for meetings of TAC or any subcommittees of TAC in accordance with any relevant provisions in these Bylaws and the New Hampshire [insert code reference] thereof. For any meeting of TAC or any subcommittee of TAC, where permitted by these Bylaws, attending in place of a member shall be counted towards a quorum, while proxies shall not be counted towards a quorum.
- (e) Unless otherwise provided by law, any action required or permitted to be taken at any meeting of TAC Representatives or any subcommittee of TAC may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of TAC Representatives or subcommittee members as would be necessary to take that action at a meeting at which all of the TAC Representatives and subcommittee members were present and voted. TAC Representatives or subcommittee members may participate in and hold a meeting by means of a conference telephone or other similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Where action is taken by TAC without a meeting, notice of the proposed action shall be provided to the TAC Representatives in accordance with Section 5.3.

- (f) Each Segment may choose to participate in “Participatory Voting” as described herein. If a Segment chooses to engage in Participatory Voting, each TAC Representative elected by that Segment shall be required to present the decision of the Full Members of that Segment. A Full Member may delegate an employee or agent other than the Member representative described in Section 3.5 to vote on its behalf for purposes of Participatory Voting. If a Full Member of a Segment using Participatory Voting is unable or does not wish to attend a TAC meeting that Member may deliver a written proxy, at any time prior to the start of the meeting at which it will be voted, to a Participatory Voting delegate of any Member of the same Segment. A Full Member delegate in attendance at a TAC meeting may give a written proxy to a Participatory Voting delegate of any Member of the same Segment during such meeting.
- (g) All TAC Representatives shall be appointed or elected annually by the Full Members of their respective Segments. The term for all TAC Representatives shall be one year. Any TAC Representative may be reappointed or reelected for consecutive terms, without limitation. A vacancy shall be filled by the same means used to elect or appoint the previous TAC Representative. No Entity shall participate in more than one Segment of TAC. The Representatives of TAC shall elect from amongst themselves a Chair and Vice Chair subject to confirmation by the Board. The Chair and Vice Chair shall provide full disclosure pursuant to Section 9.2 (Potential Conflicts of Interest) of these Bylaws during the confirmation process, and any person speaking on behalf of TAC before the Board shall provide full disclosure pursuant to Section 9.2 (Potential Conflicts of Interest) of these Bylaws before speaking on behalf of TAC.
- (h) Each person (other than the Residential Consumers Representative) serving on TAC or any subcommittee thereof must be an employee or agent of a Full or Associate Member. Unless otherwise provided in these Bylaws, if an employee or agent of a Member is elected or appointed to serve on TAC or any subcommittee thereof, such person is only eligible to serve in such capacity so long as he or she is an employee or agent of the same Member as he or she was at the time of such election or appointment.
- (i) In the event that a Small Commercial Consumer Representative cannot be identified to serve on TAC, that seat may be filled by any other Commercial Consumer representative appointed by the Consumer Director of the Small Commercial subsegment provided that such representative represents at least one consumer in New Hampshire. Any Representative of the Consumer Segment appointed to TAC by a Consumer Director, if not otherwise a Member of ROC, shall be allowed to vote on TAC without the payment of the Annual Member Service Fees. An appointed Commercial Consumer TAC Representative is eligible to serve in such capacity so long as he or she is an employee or representative of the same company as he or she was at the time of such appointment.

Section 5.2 Functions of TAC. TAC shall have the authority to create subcommittees, task forces and study groups (“subcommittees”). TAC shall determine the eligibility

requirements, quorum requirements and voting structure for each subcommittee. TAC shall (a) through its subcommittees make such studies and plans as it deems appropriate to accomplish the purposes of ROC, the duties of its subcommittees and the policies of the Board, (b) report the results of such studies and plans to the Board as required by the Board, (c) review and coordinate the activities and reports of its subcommittees, (d) make such recommendations to the Board as it deems appropriate or as required by the Board, (e) perform such other duties as directed by the Board and (f) make recommendations regarding ROC expenditures and projects. In accordance with ROC procedures and applicable law and regulations, certain guidelines, criteria and other actions approved by TAC may be effective upon approval by TAC; provided however, that such actions are reported to the Board for review and nothing herein shall affect the ability of the Board to independently consider such guidelines, criteria and actions, and to take such action with respect thereto as the Board deems appropriate, including revocation and remand with instructions.

Section 5.3 Meetings. TAC and its subcommittees shall meet as often as necessary to perform their duties and functions. All meetings of TAC and its subcommittees shall be called by their respective chairmen and all such meeting notices shall be sent in writing to each member at least one week prior to the meeting, unless an emergency condition should suggest otherwise (such emergency to be by mutual consent of a majority of the Seated Representatives of TAC or subcommittee). Any Member may request notification of any such meetings and may have an employee or a TAC-approved representative for that Member attend as an observer. Each Representative of TAC may designate in writing an alternate representative who may attend meetings in the absence of the Representative and vote on the Representative's behalf.

Section 5.4 Other Appointments. TAC shall elect representatives to the various NEPOOL and ISO-NE committees and associated subcommittees, task forces, and working groups, as directed by the Board. The selection of TAC representatives to NEPOOL and ISO-NE shall require an act of TAC as set forth in Section 5.1(c). If more than one representative is requested or required, TAC should consider selecting representatives from different Segments.

## **ARTICLE 6**

Intentionally Omitted.

## **ARTICLE 7 CHIEF EXECUTIVE OFFICER**

Section 7.1 CEO Hiring and Duties. The Board shall hire a Chief Executive Officer ("CEO") who, under the Board's supervision and direction shall carry on the general affairs of ROC. The CEO shall be a member of the staff of ROC and shall be an *ex officio* voting Director. It shall be his duty to approve the expenditure of the monies appropriated by the Board in accordance with the Budget approved by the Board. The CEO shall make an

annual report and periodic reports to the Board concerning the activities of ROC. The CEO shall serve as President of ROC. He or she shall comply with all orders of the Board. All agents and employees of ROC shall report, and be responsible, to the CEO. The CEO shall perform such other duties as may be determined from time to time by the Board.

Section 7.2 Notice of CEO Vacancy. The Board Chair or the Board Chair's designee shall notify the NHPUC Commissioners when a vacancy occurs for the CEO.

Section 7.3 CEO Selection. The Board Chair or the Board Chair's designee shall provide information to the NHPUC Commissioners regarding selection of the CEO requested by any of the NHPUC Commissioners as required by the NHPUC.

Section 7.4 CEO Compensation. The compensation of the CEO shall be approved by the Board.

## **ARTICLE 8 OFFICERS**

Section 8.1 General. The Officers of ROC shall consist of a President, one or more Vice Presidents, a Secretary, and such Officers and assistant Officers as the Board may create. The CEO shall serve as President of ROC. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A subcommittee duly designated may perform the functions of any officer and the functions of two or more officers may be performed by a single subcommittee.

Section 8.2 Tenure. The CEO of ROC shall be elected and the other Officers of ROC shall be ratified by the Board at such time and in such manner and for such a term not exceeding one (1) one year, as shall be determined from time to time by the Board. Any Officer may be re-elected or re-ratified for consecutive terms, without limitation. All Officers of ROC shall hold office until their successors are chosen and qualified or until their earlier resignation or removal. Any Officer elected or appointed may be removed by the persons authorized to elect or appoint such Officer whenever in their judgment the best interests of ROC will be served thereby.

## **ARTICLE 9 TRANSACTIONS OF CORPORATION**

Section 9.1 Deposits and Checks. All of ROC's funds will be deposited to the credit of ROC in banks, trust companies, or other depositories that the Board approves.

Section 9.2 Potential Conflicts of Interest. Each Director, Segment Alternate, TAC Representative and subcommittee member shall have an affirmative duty to disclose to the Board, TAC or subcommittee (as the case may be) any actual or potential conflicts of interest of the Director, Segment Alternate, TAC Representative or subcommittee

member or his employer where, and to the extent that, such conflicts or potential conflicts directly or indirectly affect any matter that comes before the Board, TAC or subcommittee, as the case may be. A Director or Segment Alternate with a direct interest in a matter, personally or via his employer, or by having a substantial financial interest in a person with a direct interest in a matter, shall recuse himself from deliberations and actions on the matter in which the conflict arises and shall abstain on any vote on the matter and not otherwise participate in a decision on the matter. A direct interest is a specific interest of a person or entity in a particular matter, provided that an interest that is common to entities in the Market Segment of a Director or Segment Alternate or a general interest of some or all Market Segment Directors or Segment Alternates in a matter does not constitute direct interest. Any disclosure of a direct interest by a Director or Segment Alternate shall be noted in the minutes of the Board meeting at which the direct interest is disclosed. Mere attendance at the meeting, if the Director, Segment Alternate, TAC Representative or subcommittee member recuses himself or herself from the deliberation and action on the matter in which the conflict arises, shall not constitute participation.

ROC may not make any loan to a Director, Segment Alternate or Officer of ROC. A Member, Director, Segment Alternate, TAC Representative, Officer, or subcommittee member of ROC may lend money to and otherwise transact business with ROC except as otherwise provided by these Bylaws, the Certificate of Formation, and applicable law. Such a person transacting business with ROC has the same rights and obligations relating to those matters as other persons transacting business with ROC. ROC may not borrow money from, or otherwise transact business with, a Member,

Director, Segment Alternate, TAC Representative, Officer, or subcommittee member of ROC unless the transaction is described fully in a legally binding instrument and is in ROC's best interests. ROC may not borrow money from, or otherwise transact business with, a Member, Director, Segment Alternate, Officer, TAC Representative or subcommittee member of ROC without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Section 9.3 Prohibited Acts. As long as ROC exists, no Member, Director, Segment Alternate, Officer, or subcommittee member of ROC may:

- (a) Do any act in violation of the Certificate of Formation or these Bylaws;
- (b) Do any act in violation of a binding obligation of ROC except with the Board's prior approval;
- (c) Do any act with the intention of harming ROC or any of its operations;
- (d) Receive an improper personal benefit from the operation of ROC;
- (e) Use ROC's assets, directly or indirectly, for any purpose other than in furtherance of ROC's exempt purposes;
- (f) Wrongfully transfer or dispose of ROC property, including intangible property

such as good will;

- (g) Use ROC's name (or any substantially similar name) or any trademark or trade name adopted by ROC, except on behalf of ROC in the ordinary course of its business or as a reference to the New Hampshire region;
- (h) Disclose any of ROC's or Members' business practices, trade secrets, or any other confidential or proprietary information not generally known to the business community to any person not authorized to receive it;
- (i) With regard to the Directors and Segment Alternates, do any act in violation of a ROC rule [as that term is defined in [insert code reference], or applicable statute.

Violations of these prohibited acts may lead to sanction, suspension, expulsion or termination after a hearing conducted using the same procedure as described in Article 3 of these Bylaws.

## **ARTICLE 10 EXPENSES, BOOKS AND RECORDS**

### Section 10.1 Member Representatives' Expenses and Compensation of Certain Directors and TAC Representatives.

- (a) Except as described below, ROC shall not bear the personal and travel expenses of each person who serves as a representative of a Member or as a Director, Segment Alternate, TAC Representative or subcommittee member. Except as provided below, no such person shall receive any salary or other compensation from ROC.
- (b) The Board shall have the authority to fix the compensation of its Unaffiliated Directors who may be paid a fixed sum plus reimbursement of travel expenses for attendance at each meeting of the Board, or a stated compensation as a member thereof, or any combination of the foregoing. Unaffiliated Directors, who are members of standing or special committees, may be allowed like compensation and reimbursement of travel expenses for attending committee meetings. Unaffiliated Directors and Consumer Directors may be reimbursed for registration, travel, lodging and related expenses for training activities and Unaffiliated Directors shall be reimbursed for travel lodging and related expenses for attending each meeting of the Board. The reimbursement of travel expenses by ROC shall be in accordance with ROC policies on the reimbursement of appropriate and reasonable, documented travel expenses.
- (c) The Board shall fix the compensation for the appointed Residential Consumer TAC Representative for attendance at each meeting of the Board, TAC, or any standing or special committee of such on an annual basis. Any Residential Consumer TAC Representative shall not be an agent of ROC for any purpose and shall not be considered to be serving at ROC's request, even though compensated by ROC.

Section 10.2 ROC Expenses. The expenses of ROC shall include, but not be limited to, administrative expenses, operational costs and debt service.

Section 10.3 Budget. A budget (the “Budget”) for ROC for the ensuing one or more fiscal years shall be adopted by the Board. In connection with the Board’s approval, the Budget, including cost of liability insurance, for ROC shall be compiled by the CEO and submitted to the Board. To be effective, the Budget must be approved by an act of the Board as set forth in Section 4.7. The representatives of each Member shall be promptly notified of the Budget following adoption of the Budget by the Board.

Section 10.4 Loans and Guarantees. Neither participation in the activities of ROC nor any provision of these Bylaws or of the Certificate of Formation shall be deemed to constitute a pledge or loan of the credit of any Member for the benefit of ROC or a guarantee by any Member of any obligation of ROC.

Section 10.5 Access to Books and Records. All Members of ROC will have access to the books and records of the organization, including financial statements and budgets; however, the Board shall establish procedures by which a Member, upon written demand stating the purpose of the demand may examine and copy the books and records of ROC. If necessary to protect the confidential information of ROC, a Member requesting examination of ROC’s books and records may be required to sign a confidentiality and non-disclosure agreement before viewing such information. The procedures shall include policies that provide reasonable protection against the unnecessary disclosure of information related to individual employees, including their compensation.

Section 10.6 Audit. At least annually, an audit of the financial statements of ROC shall be performed by the Auditor approved by the Board. The Auditor’s opinion and the audited financial statements will be made available to all Members as described in Section 10.5.

Section 10.7 Fiscal Year. The fiscal year of ROC shall be from January 1 through the following December 31, or as otherwise fixed by resolution of the Board.

## **ARTICLE 11 INDEMNIFICATION**

Section 11.1 Indemnification. EACH PERSON WHO AT ANY TIME SHALL SERVE, OR SHALL HAVE SERVED, AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ROC, OR ANY PERSON WHO, WHILE A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ROC, IS OR WAS SERVING AT ITS REQUEST AS A DIRECTOR, OFFICER, PARTNER, VENTURER, PROPRIETOR, TRUSTEE, EMPLOYEE, AGENT OR SIMILAR FUNCTIONARY OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, PARTNERSHIP, JOINT VENTURE, SOLE PROPRIETORSHIP, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE, SHALL BE ENTITLED TO INDEMNIFICATION AS, AND TO THE FULLEST EXTENT, PERMITTED BY [insert code reference] OF THE NEW HAMPSHIRE [insert code reference] OR ANY

SUCCESSOR STATUTORY PROVISION, AS FROM TIME TO TIME AMENDED, SUCH ARTICLE OR SUCCESSOR PROVISION, AS SO AMENDED, BEING INCORPORATED IN FULL IN THESE BYLAWS BY REFERENCE. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE TO BE INDEMNIFIED MAY BE ENTITLED AS A MATTER OF LAW OR UNDER ANY AGREEMENT, VOTE OF DISINTERESTED DIRECTORS, OR OTHER ARRANGEMENT.

## **ARTICLE 12 NOTICES**

Section 12.1 Form. Unless otherwise provided in these Bylaws, any notice required by these Bylaws to be given to a Member, Director, Segment Alternate, committee or subcommittee member, TAC Representative, member of a subcommittee of TAC, or Officer of ROC must be given by at least two of the following methods: mail, facsimile, email, or website posting. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his address as it appears on the corporate records, with postage prepaid. A person may change his address in the corporate records by giving written notice of the change to the CEO.

Section 12.2 Signed Waiver of Notice. Whenever any notice is required by law or under ROC's Certificate of Formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice that was to be given.

Section 12.3 Waiver of Notice by Attendance at a Meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 12.4 Objection. If any person, who is a voting member of a group holding a meeting, reasonably objects to the transaction of business regarding a specific issue, or issues, at a meeting on the grounds that the meeting is not properly called or convened or that the issue, or issues, was improperly noticed, the issue or issues in question may not be addressed at that meeting. The Chair of such meeting shall determine if such objection is reasonable.

## **ARTICLE 13 AMENDMENTS**

Section 13.1 Amendments to these Bylaws. Subject to the provision that no amendment to these Bylaws may limit the rights of a Member to resign from Membership and subject to approval by the NHPUC, these Bylaws may be amended, altered, or repealed by the voting Segments through the following procedure:

(a) Any Full Member suggesting amendments to these Bylaws must submit a

proposal of the amendment, including any necessary supporting documents, to the CEO.

- (b) The CEO shall place the proposal on the agenda for a Board meeting in the time and manner prescribed by the Board.
- (c) If the proposal is approved by an act of the Board as set forth in Section 4.7, the Board shall place the proposal on the agenda of the next Annual Meeting of the Full Members unless the Board in its discretion calls a Special Meeting of the Full Members to vote on the proposal or determines to seek Membership approval without a meeting as provided in Section 3.7(g).
- (d) Full Members must vote to enact the Board-approved amendment by the following voting procedure:
  - (1) For the purposes of voting on Bylaws, each Segment shall have one whole vote.
  - (2) Except for the Consumer Segment, an affirmative vote of at least two-thirds of the Full Members of a Segment present constitutes an affirmative vote by that Segment.
  - (3) For purposes of voting on Bylaws amendments, the Consumer Segment shall be subdivided into the following Consumer subgroups:
    - (i) Residential Consumers;
    - (ii) Commercial Consumers; and
    - (iii) Industrial Consumers.An affirmative vote of the majority of the Full Members within a Consumer subgroup shall constitute an affirmative vote of that subgroup. An affirmative vote of at least two of the three Consumer subgroups shall constitute an affirmative vote of the Consumer Segment.
  - (4) An affirmative vote by at least five of the nine Segments shall be necessary to amend these Bylaws.

Section 13.2 Amendments to the Certificate of Formation. In accordance with the procedures set forth in the New Hampshire [insert code reference], an affirmative vote of at least two-thirds of all Full Members shall be required to amend the Certificate of Formation.

## **ARTICLE 14 MISCELLANEOUS PROVISIONS**

Section 14.1 Legal Authorities Governing Construction of Bylaws. These Bylaws shall be

construed under New Hampshire law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 14.2 Legal Construction. Any question as to the application or interpretation of any provision of these Bylaws shall be resolved by the Board. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and these Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 14.3 Headings. The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

Section 14.4 Number and Gender. All singular words include the plural, and all plural words include the singular. All pronouns of one gender include reference to the other gender.

Section 14.5 Parties Bound. These Bylaws will bind and inure to the benefit of the Members, Directors, Segment Alternates, TAC Representatives, Officers, subcommittee members, employees, and agents of ROC and their respective administrators, legal representatives, successors, and assigns except as these Bylaws otherwise provide.

Section 14.6 Effective Date. The effective date of these Amended and Restated Bylaws is [insert date], provided that the Board may implement transition procedures before the effective date in order to ensure a smooth transition to the structure described in these Bylaws.

# Board Policies and Procedures Effective [insert date] By the ROC Board of Directors

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## **Preamble: Definitions**

- 0.1 The Definitions included in the Bylaws of the Retail Operations Council of New Hampshire, Inc. (the “Bylaws”) are incorporated by reference.

### **I. Meeting Procedures**

- 1.1 Meeting Schedule. Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.
- 1.2 Meeting Notice. Notice of each full Board meeting with the Board agenda shall be given consistent with the Bylaws.
- 1.3 Board Agenda Items. A Director is entitled to place matters the Director reasonably considers important on the Board agenda if notification of such matters and background materials are received by the Secretary of the Corporation no later than 5 p.m. Eastern Prevailing Time eleven days before the date of the Board meeting (e.g., normally on the Friday before the second Tuesday of the month during which the Board is scheduled to meet). ROC Members and Market Participants, with permission of the Chair, may request that matters be placed on the Board agenda if notification of such matters and background materials are received by the Secretary of the Corporation no later than 5 p.m. Eastern Prevailing Time eleven days before the date of the Board meeting (e.g., normally on the Friday before the second Tuesday of the month during which the Board is scheduled to meet).
- 1.4 Board Packet. When a Board agenda contemplates the Board taking specific actions, ROC staff will provide Directors a “Board Packet” with all appropriate information at least seven (7) days prior to the meeting to allow study of and reflection on the issue raised. If such information is not available seven (7) days in advance of the meeting, ROC staff shall send information to the Directors as soon as such information is reasonably available. Information that ROC staff provides to the Directors which is not “sensitive” (as described in Section 4.6(e) of the Bylaws) must also be made available electronically to the public on the Internet, along with the agenda of the meeting. A Director may request that the Board defer action if he or she requires additional information or additional time to review appropriate information.
- 1.5 Minutes. Minutes shall be kept for all meetings of the full Board, Board Committees, TAC and TAC subcommittees. Such minutes, except those which are held in Executive Session, shall be posted on ROC’s website for at least one year following the date of the meeting. ROC shall maintain a permanent record of the minutes of full Board meetings. ROC shall maintain records of meetings of TAC and TAC subcommittees for five years.

- 1.6 Executive Session. The Board may meet in Executive Session for purposes consistent with governing law and with the Bylaws. The notice for Executive Session discussion items may be worded such that the sensitive nature of the item is not compromised or disclosed. Except for acting to approve the minutes of prior Executive Sessions, the Board shall emerge from Executive Session before voting or taking any action on any Executive Session noticed items or based on Executive Session discussions.

## II. **Responsibilities, Qualifications, and Compensation of the Board of Directors**

- 2.1 Annual Goals and Objectives. In keeping with its fiduciary duties to ROC, the Board shall establish the overall direction and affirm the annual goals and objectives developed by ROC staff. The Board shall review such goals and objectives on an ongoing basis, and may issue policies and resolutions setting forth direction of ROC management actions to attain such goals and objectives. The Board's primary responsibility is to ensure that ROC maintains reliability and operates in a fair, efficient and non-discriminatory manner. The Board is also responsible for overseeing ROC's administration of the ROC Protocols.
- 2.2 Duties. The Board shall faithfully discharge its duties by conducting its affairs in a highly ethical and sound business manner. The Board, collectively and severally, will not direct the policies and actions of ROC from perspectives of private gain or personal advantage.
- 2.3 Chief Executive Officer and Management. Subject to applicable approval by the New Hampshire Public Utilities Commission (NHPUC), the Board shall retain a Chief Executive Officer ("CEO") with the capabilities to execute Board policies. The Board delegates to the CEO all general powers and duties necessary to accomplish ROC's purpose, goals, and objectives as established by the Board, except for those specifically reserved to the Board by the Bylaws or herein. The CEO and management are required to supply Directors with sufficient information to keep Directors properly informed about the business and affairs of ROC.
- 2.4 Matters Reserved for Board Approval. Except for and subject to those matters which require NHPUC approval or are mandated by the NHPUC without Board approval, the Board expressly reserves the following matters for Board approval:
- 2.4.1 Those matters reserved by the Bylaws.
- 2.4.2 Approval of the initiation of any non-routine filing that seeks regulatory action by a regulatory agency; provided that emergency situations may require immediate regulatory filings to protect the interests of ROC and may be filed by the General Counsel in its reasonable discretion without prior approval of the Board if there is concurrence of the CEO, General Counsel, the Chair and Vice Chair of the Board for such filing, and provided that the Board is notified as soon as practicable.
- 2.4.3 Initiation of any lawsuit; provided that emergency situations may require

immediate legal action including the initiation of a lawsuit to protect the interests of ROC. Such a lawsuit may be initiated by the General Counsel without prior approval of the Board if there is concurrence of the CEO, General Counsel, the Chair and Vice Chair of the Board for such filing, and provided that the Board is notified as soon as practicable and the Board subsequently ratifies the filing.

2.4.4 Approval of the purchase of goods or services for ROC's use, or of a contract for such purchase, with a value of over \$[insert amount] if such purchase or contract is not contemplated in ROC's Board-approved Budget. With regard to this section, exceptions for such approval are as follows:

2.4.4.1 NHPUC-Directed Goods or Services. If ROC is directed, required or ordered to purchase goods or services by contract or otherwise by the NHPUC, no Board approval is required.

2.4.4.2 Emergency Business-Continuity Purchases. If ROC needs to make emergency purchases up to \$[insert amount] which are necessary to meet business continuity or other immediate needs that, if not met, may result in an interruption to ROC's normal business, such purchases may be made according to ROC's procedures without seeking prior approval; however, ratification of such purchases must be sought at the next Board meeting.

2.4.5 Approval of the sale or pledge of any ROC assets valued in excess of one million dollars \$[insert amount].

2.4.6 Establishment of any line of credit, loans, or other forms of indebtedness in the name of ROC exceeding \$[insert amount].

2.5 CEO Delegations. The Board shall exercise reasonable diligence to ensure that the delegations to the CEO provided in this policy statement are properly implemented. The Board will articulate clear and coherent goals and statements of its expectations through its policies and the adoption of the Budget. The CEO is responsible for fulfilling these commitments and managing the organization.

2.6 Individual Director Duties. Each Director shall, individually, have the following duties:

2.6.1 Attend all regular, special and urgent meetings of the Board when notified, unless circumstances prevent the Director from attending. If attendance is not possible, Bylaws procedures for Segment Alternates, Proxies and Alternate Representatives shall be followed.

2.6.2 Participate in the selection of the members of all committees and subcommittees of the Board represented by his or her particular Market Segment.

- 2.6.3 Not disclose the confidential information of ROC to unauthorized people.
  - 2.6.4 Handle any actual or potential conflict of interest in accordance with Bylaws Section 9.2.
  - 2.6.5 Consistent with the fiduciary duty of care in overseeing, monitoring, and supervising the affairs of ROC, prepare for and participate to the best of his or her ability in determination of policy and other matters coming before the Board.
  - 2.6.6 Set policy and make decisions in the best interest of the ROC organization and the ROC market.
  - 2.6.7 Upon joining the Board and annually thereafter, sign the ROC Director Ethics Agreement.
- 2.7 Director Qualifications. Each Director shall meet the following qualifications:
- 2.7.1 Have a willingness to serve the Membership of ROC and to commit the time and resources necessary to carry out the duties of a Director.
  - 2.7.2 Be willing to work cooperatively with ROC Members.
  - 2.7.3 For Market Segment Directors, possess significant electric energy-related work experience in a senior or executive management level in the Market Segment he or she represents, and meet employment qualifications as required by the Bylaws.
  - 2.7.4 Meet all qualifications defined by the Bylaws or required by the NHPUC or New Hampshire or other governing law.
- 2.8 Compensation and Expense Reimbursement for Unaffiliated Directors.
- 2.8.1 Unaffiliated Director Compensation. Each Unaffiliated Director will receive the following:
    - 2.8.1.1 Annual Retainer. The Annual Retainer shall be \$[insert amount] and shall cover a full calendar year (January to December) and shall be paid to each Unaffiliated Director in equal monthly installments of \$[insert amount].
    - 2.8.1.2 Board Committee Chair Compensation. Each Unaffiliated Director who serves as the Chair of a Committee of the Board shall be paid \$[insert amount ] in additional to the Annual Retainer.
    - 2.8.1.3 Board Vice Chair Compensation. Each Unaffiliated Director who serves as the Vice Chair of the Board shall be paid \$[insert amount]

in addition to the Annual Retainer.

2.8.1.4 Board Chair Compensation. Each Unaffiliated Director who serves as the Chair of the Board shall be paid \$[insert amount] per year, in addition to the Annual Retainer.

2.8.2 Expense Reimbursement.

2.8.2.1 Affiliated Directors. Affiliated Directors are generally expected to be reimbursed by their employers. Unaffiliated Directors, and Affiliated Directors who may receive limited reimbursement from time to time, shall comply with the ROC Business Expense Reimbursement Corporate Standard.

2.8.2.2 Business Expense Reimbursement. General Counsel shall provide Directors with the Business Expense Reimbursement Corporate Standard and a summary thereof, upon new Directors joining the Board and also whenever modifications are made to the Standard.

2.9 Compensation for Residential Consumer TAC Representative.

2.9.1 Retainer, Meeting Fees and Compensation Cap. Compensation for the Residential Consumer TAC Representative shall be as follows: (i) a retainer of \$[insert amount] per month; and (ii) \$[insert amount] per TAC or other standing or special TAC subcommittee meeting actually attended. Total compensation for the Residential Consumer TAC Representative shall not exceed \$[insert amount] per month.

2.9.2 Business Expense Reimbursement. The Residential Consumer TAC Representative shall be eligible for reimbursement of reasonable business expenses associated with attending meetings of TAC or other standing or special TAC subcommittee, but shall comply with the ROC Business Expense Reimbursement Corporate Standard.

**III. Delegation of Authority to the Chief Executive Officer**

3.1 CEO Responsibility and Authority. Consistent with the goals, objectives, policies, and specific directions of the Board, and the Bylaws, the CEO is responsible for carrying out the business activities of ROC. The CEO shall have the authority to execute contracts and agreements, establish lines of credit, and take all other lawful actions, as he may deem expedient and proper in conducting the business of ROC, except as may be limited by the Board.

3.2 CEO Delegation to Officers and Employees. The CEO may delegate his authority to other ROC officers or employees in his discretion, except as limited by the Board. The CEO shall issue appropriate management procedures setting forth the direction of staff management and other employee actions to fulfill the goals, objectives, policies and other directions of the Board.

- 3.3 Budget. The CEO will present to the Board by October of each year when the Budget is to be approved, or at such other time as directed by the Board, a Budget to carry out the Board's directives for the following year or longer as directed by the Board. The Budget will include projections of ROC's overall financial performance and financing plans, and describe the services, projects, programs, and the associated revenues and expenditures for the next fiscal year. Adoption of the Budget by the Board and as approved by the NHPUC authorizes the CEO to complete work plans and make associated expenditures as provided for in accordance with the Budget.
- 3.4 Information for the Board. The CEO is responsible for bringing policy matters to the attention of the Board when its current policies give inadequate direction for ROC operations or leave ROC at a disadvantage because of changing conditions. The CEO will provide thorough, well-organized information to the Board in a timely manner. Communications to the Board will be made forthrightly and with candor in the evaluation of the conduct of business and operations of ROC. In the discretion of the CEO, significant contracts, agreements, or other major decisions may be brought to the Board for specific approval. In coordination with the General Counsel, the CEO shall represent ROC in communicating the position and interests of ROC to legislative bodies.
- 3.5 Internal Controls. Consistent with the Board's guidance and the ROC Internal Control Management Program, the CEO will approve and enforce appropriate policies, standards and procedures for ROC, to ensure adequate internal controls for ROC business and operations.

#### **IV. the Sale of ROC Assets**

- 4.1 Sale of Assets. Personal property that is no longer necessary, convenient or of beneficial use to the business of ROC, and that has a fair market value of \$[insert amount] or less may be sold, transferred, auctioned, or conveyed by the CEO for its fair market value. ROC shall use revenues from the sale of its property to offset ROC expenses.

#### **V. Termination or Liquidation of ROC**

- 5.1 Termination or Liquidation. Upon termination or liquidation of ROC, the Board shall, consistent with applicable federal and state regulatory requirements, liquidate ROC, and dispose of its property and assets in the manner required by its governing documents and New Hampshire law applicable to non-profit corporations.

#### **VI. Member Examination of the Corporate Financial Books and Records of ROC**

- 6.1 Member Right of Inspection. Every Member shall have the right at any reasonable time to inspect ROC's corporate financial books and records of account subject to the following Procedures:

- 6.1.1 The Member representative must be acting upon the authority of the Member, as evidenced in writing by the representative designated and listed in ROC's records for that Member.
  - 6.1.2 The writing must state a legitimate business purpose for the inspection and identify the documents the Member desires to inspect.
  - 6.1.3 The writing must state the date and time of the inspection, such date and time to be no less than 10 days after ROC receives the request and shall be during ROC's normal business hours.
  - 6.1.4 If the information requested is determined to be Confidential Information of ROC, ROC shall require the Member to sign a Confidentiality and Non-Disclosure Agreement in a form acceptable to ROC. Non-public information relating to individual ROC employees, including compensation, shall not be subject to disclosure. ROC retains the right to withhold information that is confidential by law or by contract.
  - 6.1.5 If the information requested is determined to be Confidential Information of a ROC Member, ROC shall not disclose such information except as provided in the ROC Protocols.
  - 6.1.6 If Confidential Information is requested by the Member or a Market Participant who provided ROC the information, ROC shall provide copies of such information to the Member or Market Participant, or its designee upon written authorization by the Member or Market Participant.
- 6.2 Prohibition against Dissemination of Confidential Information. No Member shall use or disseminate any information obtained as a result of any such inspection in its capacity as a Member, for his or her own personal gain, to the detriment of ROC or its staff, or to the detriment of any competitors of any Entity with which the Member is affiliated, except in connection with the enforcement of a tariff, contract or applicable law and consistent with the Protocols and ROC's policy regarding Confidential Information.

## **VII. Selection of New Board Members, Board Chair and Vice Chair, and TAC Representatives**

- 7.1 Annual Meeting and Record Date. At least two months prior to the Annual Meeting of the Full Members, the ROC Board will set the date and location for the Annual Meeting. The Record Date for determining the Full Members entitled to notice of and representation at the Annual Meeting is set forth in the Bylaws.
- 7.2 Elections of TAC Representatives, Market Segment Directors and Segment Alternates. For TAC Representatives, Market Segment Directors and Segment Alternates, as appropriate, to be elected by their respective Market Segments, one of two procedures shall apply: (a) ROC will provide all Full Members of the Segment or Subsegment with advance notice that the Segment or Subsegment

will be holding the election, and follow-up notice of election results; or (b) ROC will directly facilitate the election according to the following procedures:

- 7.2.1 On the next business day after the Record Date, ROC will send a list of all the Members in each Segment or Subsegment, by membership level (*i.e.*, Full, Associate or Adjunct) to ROC Members.
  - 7.2.2 ROC will request that Full Members of each Segment or Subsegment nominate Directors, Segment Alternates, as appropriate, and TAC Representatives and forward their nominations to ROC.
  - 7.2.3 With the nominations provided, ROC will then create and provide ballots to Full Members for return to ROC.
  - 7.2.4 ROC will facilitate a meeting of the Segment or Subsegment to assist in the nomination and election process if requested.
  - 7.2.5 Only Full Members may participate in the election of Directors, Segment Alternates, as appropriate, and TAC Representatives for the Segment or Subsegment in which they are members.
  - 7.2.6 Each seat shall be filled by the person receiving the most votes (proxies allowed) of eligible Full Members.
- 7.3 Selection and Election of Unaffiliated Directors. For Unaffiliated Directors, subject to applicable law, statute or NHPUC rule, the following procedures shall apply:
- 7.3.1 All new Unaffiliated Directors shall be selected in accordance with the process established in the Bylaws.
  - 7.3.2 Six months prior to the expiration of an Unaffiliated Director's term, such Director shall indicate whether he or she wishes to remain on the Board for another term (if applicable). If the Unaffiliated Director desires to remain on the Board, the Nominating Committee will vote on whether such Unaffiliated Director may be nominated again for the Board.
  - 7.3.3 If an Unaffiliated Director elects to leave the Board or, due to the upcoming expiration of an Unaffiliated Director, the Nominating Committee otherwise elects to seek potentially a new Unaffiliated Director, the Nominating Committee shall retain an executive search firm to begin the candidate selection process, pursuant to the Bylaws.
  - 7.3.4 Where feasible, elections for Unaffiliated Directors will be held and approval by the NHPUC sought within a timeframe that will allow such Directors to be seated on the Board so as to avoid or minimize the length of Unaffiliated Director vacancies on the Board.
- 7.4 Appointment of Residential Consumer TAC Representatives. Notwithstanding

Section 7.2, for the Residential Consumer Subsegment, the Consumer Advocate shall appoint Residential Consumer TAC Representative(s). ROC will assist, if requested, in providing potential candidates for such seats. The Consumer Advocate shall identify their appointees to ROC at least one week prior to the Annual Meeting. ROC will notify new Consumer appointees of the information necessary to attend the Annual Meeting.

- 7.5 Facilitation of Election. If a Segment is unable to elect a Director, Segment Alternate, as appropriate, or TAC Representative at least two weeks prior to the Annual Meeting, ROC will notice a meeting of the Segment to facilitate the election.
- 7.6 Election Results and Confirmation. Prior to the Annual Meeting of Full Members, ROC will determine the results of the elections. At the Annual Meeting, the new Directors, Segment Alternates and TAC Representatives will be announced and confirmed. The new Directors, Segment Alternates and TAC Representatives will be seated according to their elected terms.
- 7.7 Election and Terms of Board Chair and Vice Chair. The Board shall elect the Board Chair and Vice Chair pursuant to the Bylaws. The Board Chair and Vice Chair shall be elected to serve in their positions until their respective successors are elected in the following year to avoid any break in service of Board leadership.

## **VIII. Participation by Parties Opposing Actions Recommended by TAC or ROC Staff**

- 8.1 Procedural Situations Addressed by this Section. Any ROC Member, Market Participant, NHPUC Staff, or ROC staff may: (a) appeal a TAC action to reject, defer, remand or refer a matter that would have proceeded to the Board for consideration had it been recommended for approval by TAC, and requires a TAC recommendation as part of the approval process, directly to the ROC Board (“TAC Appeal”); or (b) submit written comments requesting a Board action to reject, defer, remand, or refer a matter that is before the Board for consideration, and requires a TAC recommendation as part of the approval process (“TAC Recommendation Opposition”); or (c) submit written comments opposing a voting item recommended by ROC staff that does not require a TAC recommendation prior to Board action (“ROC Recommendation Opposition”). Board consideration of TAC Appeals and TAC or ROC Recommendation Oppositions will be conducted pursuant to the process and timelines provided in this Section VIII.
- 8.2 Advance Notice of TAC Appeals, TAC Recommendation Oppositions, or ROC Recommendation Oppositions. It is the policy of the Board that important arguments and information relating to a TAC Appeal or a TAC or ROC Recommendation Opposition be available to the Board in writing far enough in advance to enable informed decisions on such matters. The Board, and its members, may discount arguments and information that are provided out of time and/or that were not provided to TAC.

8.3 Procedural Timeline for TAC Actions Not Designated as Urgent. Written notice of TAC Appeals or TAC Recommendation Oppositions on matters that have not been granted Urgent status as part of the TAC review and recommendation process or that the Board Chair or Vice-Chair or a NHPUC Commissioner designates as urgent must be submitted to ROC's General Counsel within ten (10) Business Days after the date of the TAC action which serves as the basis for the TAC Appeal or Comments on TAC Recommendation. The Board will hear such matter at the next regularly-scheduled Board meeting that is at least ten (10) Business Days after the date of the TAC Appeal or TAC Recommendation Opposition. The following deadlines will apply to the parties involved:

8.3.1 The TAC Chair or Vice-Chair shall designate a TAC Advocate to defend the TAC action at least eight (8) Business Days before the Board meeting.

8.3.2 ROC shall post notice of the TAC Appeal or TAC Recommendation Opposition, and identify the TAC Advocate on the ROC website, and notify TAC of the same, at least seven (7) Business Days before the Board meeting.

8.3.3 The party appealing or contesting the TAC recommendation and the TAC Advocate must, and any other interested Entity may, provide a position statement, with or without supporting data, to ROC's General Counsel at least six (6) Business Days before the Board meeting.

8.3.4 ROC will distribute all timely position statements to the Board in the Board Packet as described in Section 1.2 above.

The Board Chair or Vice-Chair may override any deadline in this Section 8.3 for good cause shown.

8.4 Expedited Procedural Timeline for Urgent TAC Actions. Notwithstanding Section 8.3, an expedited process shall apply to TAC Appeals or TAC Recommendation Oppositions of: (a) TAC actions related to decisions on items designated as Urgent; or (b) any other TAC action that the Board Chair or Vice-Chair or a NHPUC Commissioner designates as urgent. Written notice of such TAC Appeals or TAC Recommendation Oppositions must be submitted to ROC's General Counsel within forty-eight (48) hours after the end of the relevant TAC meeting and those TAC Appeals or TAC Recommendation Oppositions shall be heard at the next Board meeting, and the TAC Chair and Vice-Chair shall work with ROC's General Counsel to preserve the intent of Sections 8.2 and 8.3 above as fully as possible, given that such matters will be heard on less than ten Business Days' notice.

8.5 Procedural Timeline for ROC Recommendation Oppositions. The process for ROC Recommendation Oppositions applies to situations in which the Board agenda includes a voting item that does not require a TAC recommendation before it comes before the Board for a vote. If a party seeks Board consideration

of its comments opposing a ROC Recommendation for Board action, and requests that ROC include the comments in the Board Packet, the party must provide written notice to ROC's General Counsel at least ten (10) Business Days before the date of the Board meeting where the issue will be on the agenda and submit its comments with ROC's General Counsel at least eight (8) days before the date of the Board meeting where the issue will be on the agenda. If a party seeks to submit comments after the Board Packet has been delivered to Board members, the timing of the publication and distribution of the comments (as well as of any comments supporting the ROC Recommendation) will be at the discretion of the Board Chair or Vice-Chair.

## **IX. Board Policy on Approval of User Fees**

9.1 User Fees Approval Process. The Board may authorize ROC to charge reasonable user fees for services provided by ROC to any Market Participant or other Entity. A new user fee must be approved by the Board pursuant to the Revision Request process set forth in Section 2 of the Protocols. User fees charged by ROC must be identified in the ROC Fee Schedule included in the Protocols.

9.2 New User Fee Criteria. The Board retains the full authority to adopt user fees for services provided by ROC, including fees currently included in the Protocols, but establishes the following policy guidelines for establishing user fees which are not currently included in the Protocols:

9.2.1 Material Impact. A new user fee should produce revenue in excess of \$[insert amount] annually, or materially improve ROC operations.

9.2.2 Incremental Revenues. The revenues recovered by a new user fee should be incremental to revenue recovered through the System Administration Fee.

9.2.3 Limited Beneficiaries. A new user fee should be for a service that benefits a relatively few discrete Market Segments or Market Participants rather than providing general benefit to most Market Segments or Market Participants.

## **X. Determination of Affiliate Relationship for Membership**

10.1 Membership Applicant Procedure. Any applicant for Membership (Membership Applicant) shall follow the procedure in this section to request Board determination of whether entities are Affiliates of one another for the purpose of determining Member Segment and voting rights pursuant to the definition of "Affiliate" in the Bylaws (Article 2, Paragraph 1).

10.2 Verified Letter or Affidavit. The Membership Applicant shall send to the Board Chair with a copy to the General Counsel either (1) a letter verified by an authorized representative of the Membership Applicant or (2) an affidavit

executed by an authorized representative of the Membership Applicant, requesting Board determination of Affiliate relationship for purposes of the definition of “Affiliate”. The verified letter or affidavit must provide sufficient facts of relevant corporate relationships of the Membership Applicant to allow for the Board’s review of corporate relationships in consideration of the definition of “Affiliate”.

- 10.3 Deadline for Submission. The Membership Applicant must send the verified letter or affidavit to be received no later than the submission date for the Board Packet materials for the Board meeting preceding the Membership application deadline for the following Membership year.

## **XI. Review and Reaffirmation**

- 11.1 Review and Reaffirmation. The Board may amend this document at any time by a vote that complies with Bylaws requirements, but at a minimum the Policies and Procedures shall be reviewed and reaffirmed annually, at or before the annual Strategic Planning Meeting.

**Retail Operations Council of New Hampshire**

**Technical Advisory Committee**  
**Procedures**

**TAC Approved: [insert date]**

**Effective as of [insert date]**

**ROC**  
**Technical Advisory Committee Procedures**

These Technical Advisory Committee (TAC) Procedures are based upon incorporated provisions of the ROC Bylaws. Upon amendment of the ROC Bylaws, these Procedures should be reviewed to ensure consistency with any Bylaws revisions.

**I. FUNCTIONS OF TAC**

A. Duties

The TAC shall make recommendations to the Board as it deems appropriate or as required by the Board and perform any other duties as directed by the Board. TAC shall have the authority to create subcommittees, task forces and work groups, as it deems necessary and appropriate to conduct the business of TAC. TAC shall review and coordinate the activities and reports of its subcommittees.

B. Studies

The TAC shall itself, through its subcommittees, or through ROC staff, make and utilize such studies or plans as it deems appropriate to accomplish the purposes of ROC, the duties of its subcommittees and the policies of the Board. Results of such studies and plans shall be reported to the Board as required by the Board.

C. Prioritization of Projects Proposed by the Market

The TAC shall be responsible for setting the priority of projects approved through the Platform Change Request (PCR), Protocol Revision Request (PRR) and Market Guide Revision (MGR) processes. TAC may delegate the responsibility for recommending the priority of market projects to one of its subcommittees.

**II. MEMBERSHIP**

A. Qualifications and Appointment

TAC Representatives, as defined in the ROC Bylaws Section 3.1, TAC Representatives, shall be elected or appointed according to the provisions of the ROC Bylaws and procedures established by the ROC Board. An Entity and its affiliates that are Members of ROC shall have no more than one representative on TAC.

B. Term of Representatives

TAC Representatives shall be selected annually in December of each year for service in the following calendar year.

C. Membership

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The TAC shall be comprised of Representatives of Members from each Market Segment as defined in the ROC Bylaws: Aggregators, Competitive Electric Service Providers, Community Power Aggregators, Distributed Energy Resource Companies, Electric Distribution Companies and Local Distribution Companies, Limited Producers, and Consumers. The Full Members of each Segment are responsible for electing or appointing their Representatives to TAC. In addition, the ROC Chief Executive Officer (CEO) or the ROC CEO's designee shall be an ex-officio, non-voting member of TAC. If a Member elects to engage a consultant to represent them at TAC and/or TAC subcommittees, such consultant shall disclose the Entity or Entities it is representing at each meeting.

D. Vacancies

Vacancies shall be filled in the manner prescribed by the ROC Bylaws.

**III. CHAIR AND VICE-CHAIR**

A. Qualifications and Appointment

As provided in the ROC Bylaws, the Chair and Vice-Chair shall be elected by TAC and confirmed by the ROC Board.

B. Duties

The Chair shall be responsible for setting the agenda and presiding over all TAC meetings. The Chair shall also report to the Board on behalf of TAC. The Vice-Chair shall act as Chair at TAC meetings in absence of the Chair.

C. Election Process

ROC staff will open the floor for nominations for the Chair. Once nominations have been closed, TAC Representatives will cast votes on the nominations for Chair. If there is more than one nomination, ballots will be used for casting votes. Each TAC Representative will be allowed one vote. The candidate receiving a simple majority (51%) of TAC Representatives voting will be elected. If no simple majority is reached, ROC staff will identify the two candidates receiving the most votes and conduct another vote. Votes will be conducted until either a simple majority of the TAC is reached or an acclamation of TAC. Following election of the Chair, the Chair election process will be utilized for selecting the Vice-Chair.

**IV. MEETINGS**

A. Quorum and Action

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As provided in the ROC Bylaws: Fifty-one percent (51%) of eligible, Seated Representatives of TAC shall constitute a quorum required for the transaction of business; and abstentions do not affect calculation of a quorum. Each voting member represented on TAC may designate, in writing, an Alternate Representative who may attend meetings, vote on the member's behalf and be counted toward establishing a quorum. Each voting member represented on TAC may designate in writing a proxy who may attend meetings and vote on the member's behalf, but shall not be counted toward establishing a quorum. If the TAC Representative wishes to designate an Alternate Representative or proxy, a notification of the designation of such Alternate Representative or proxy must be sent to ROC and shall be valid for the time period designated by the TAC Representative. TAC Representatives may participate in the meeting via telephone, but may not vote via telephone and participation via telephone shall not count towards a quorum.

**B. Meeting Schedule**

The TAC and its subcommittees shall meet as often as necessary to perform their duties and functions.

**C. Participatory Voting:**

As provided in the ROC Bylaws, each Segment may choose to utilize "Participatory Voting" as follows:

If a Segment chooses to engage in Participatory Voting, each TAC Representative elected to serve and present at the meeting shall be required to vote the decision of the majority of Full Members of their Segment in attendance at a TAC meeting. A Full Member may delegate an employee or agent other than the Member representative to vote on its behalf for purposes of Participatory Voting. If a Full Member of a Segment using Participatory Voting is unable or does not wish to attend a TAC meeting, such Member may deliver a written proxy, at any time prior to the start of the meeting to a Participatory Voting delegate of any Member of the same Segment. A Full Member delegate in attendance at a TAC meeting may give written proxy to a Participatory Voting delegate of any Member of the same Segment during such meeting. If the consumer Segment chooses to utilize "Participatory Voting", each consumer type (retail, commercial and industrial) with representative(s) present shall each have equal voting strength in determining how the TAC Representatives of the Segment shall vote.

**D. Notification**

As provided in the ROC Bylaws, all meetings of the TAC shall be called by the Chair and all such meeting notices shall be sent in writing (including e-mail or fax) to each member at least one week prior to the meeting. All agenda items requiring a vote of TAC must be noticed for a vote with supporting documentation published at least one week prior to the meeting.

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Material that becomes available less than one week prior to the meeting may be considered if a majority of the TAC agrees to consider the additional material. An emergency meeting of the TAC may be held with less than one week notice if a majority of the members of TAC consent to the meeting. Any ROC Member may request notification of TAC meetings.

**E. Conduct of Meetings**

The Chair shall preside at all meetings and is responsible for preparation of agendas for such meetings. In the absence of the Chair, the Vice-Chair or another TAC Representative shall preside at the meeting. The Chair, or the presiding Member, shall be guided by Appendix A, ROC Meeting Rules of Order, in the conduct of the meetings. ROC staff shall be responsible for recording minutes of TAC meetings and distributing such minutes and other communications to all members of TAC and for posting such information on the ROC website. TAC meetings and TAC subcommittee meetings may be attended by any interested observers; provided, however, persons may be excluded from portions of TAC meetings and TAC subcommittee meetings where third party confidential information is presented or discussed (e.g., confidential vendor or bid information and generation unit and distributed energy resource asset information). Participants shall disclose the Entity or Entities they are representing at each TAC and/or TAC subcommittee meeting.

**F. Voting**

In matters determined by the Chair to require a vote of TAC, or when any TAC Representative requests a vote on an issue, each TAC Representative shall have one vote. As provided in the ROC Bylaws, an act of TAC requires affirmative votes of: (i) two-thirds of the Eligible Voting Representatives of TAC; and (ii) at least 50% of the total Seated Representatives. For purposes of voting on TAC, TAC representatives shall not have their votes included in the total number of votes from which the requisite percentage of affirmative votes is required for action if: (i) they are not present and have not designated a proxy, or (ii) they abstain from voting.

**G. Electronic Mail Voting**

In matters determined by the Chair to require a vote of TAC which are urgent or otherwise require action prior to the next meeting, a vote via electronic mail (e-mail vote) may be utilized. A request for an e-mail vote can only be initiated by the Chair or Vice Chair. An e-mail vote is permitted provided a notification is distributed to the TAC distribution list that includes a detailed description of the issue or proposition and accompanied by supporting documentation. For e-mail votes, a quorum of Standing Representatives must participate in the vote. Participation requires casting a vote or abstaining. Votes shall be submitted to ROC for tallying by the close of two Business Days after

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notification of the vote. Votes are tallied in the same manner as a regular meeting. The final tally shall be distributed to the TAC distribution list and posted on the ROC website.

**V. SUBCOMMITTEES**

**A. Duties**

Subcommittees shall make recommendations to TAC as they deem appropriate or as required by TAC and shall perform any other duties as directed by TAC.

**B. Alternate Representatives and Proxies**

Each Standing Representative of a subcommittee may designate in writing an Alternate Representative who may attend meetings, vote on the Standing Representative's behalf and be counted toward establishing a quorum. Each Standing Representative of a subcommittee (except for the Platform and Protocol Subcommittee (P&PS)) may designate, in writing, a proxy who may attend meetings and vote on the member's behalf, but shall not be counted toward establishing a quorum. If the Standing Representative wishes to designate an Alternate Representative or proxy, a notification of the designation of such Alternate Representative or proxy must be sent to ROC and shall be valid for the time period designated by the Standing Representative. Alternate Representatives, if not employed by the voting member thereby represented, must be confirmed in writing by such member (signed by a duly authorized representative of the member).

**C. Chair and Vice Chair**

Unless otherwise directed by TAC, the Standing Representatives of each subcommittee shall elect a Chair and Vice-Chair from the subcommittee's standing membership for a term of one year on a calendar year basis. The Chair and Vice-Chair shall be confirmed by TAC. Each Chair shall be responsible for setting the agenda and presiding over respective subcommittee meetings. The Chair shall also report on subcommittee activities and present recommendations to TAC. The Vice-Chair shall act as Chair at subcommittee meetings in the absence of the Chair.

**D. Meetings and Notification**

The subcommittee Chair is responsible for calling meetings as often as necessary for the subcommittee to perform its duties and functions. Meeting notices shall be sent to each Standing Representative, the subcommittee distribution list, and posted on the ROC website at least one week prior to the meeting, unless an emergency condition requires a shorter notice.

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In addition, subcommittee meetings are attended by ROC Staff person(s) who coordinate ROC support of the meeting, including meeting arrangements, meeting minutes, and ROC Staff participation in the meeting.

**E. Appeal Procedures**

Any Entity that demonstrates it is affected by a TAC subcommittee decision may appeal the TAC subcommittee vote to TAC utilizing the following process:

1. Any appeal (including requested relief) must be submitted to ROC (insert email address) within seven days after the date of the TAC subcommittee vote.
2. Appeals shall be heard at the next regularly scheduled TAC meeting that is at least seven days after the date of the requested appeal.
3. The appropriate TAC subcommittee Chair or Vice-Chair shall designate a TAC subcommittee advocate to defend the TAC subcommittee vote prior to the TAC meeting.
4. ROC shall notify the TAC and the relevant TAC subcommittee of the appeal and the TAC subcommittee advocate.
5. The appealing party and the TAC subcommittee advocate shall provide a position statement to ROC prior to the TAC meeting. Any other interested Entity may also provide a position statement to ROC prior to the TAC meeting. Position statements should be submitted to ROC by no later than 1700 Eastern Prevailing Time on the day prior to the TAC meeting.
6. ROC will distribute all position statements to the TAC.
7. The TAC Chair or Vice-Chair will allocate a designated amount of time on the agenda for consideration of the appeal allowing for the appealing party, TAC subcommittee advocate, and any Entities providing position statements to address the TAC on the TAC subcommittee vote.
8. An appeal of a TAC subcommittee vote does not require a motion by the TAC. TAC shall vote on the appealing party's requested relief after consideration of the appeal. If the TAC vote fails to grant the appealing party's requested relief, the appeal shall be deemed rejected by TAC unless at the same meeting TAC later votes to recommend approval of, defer, remand or refer the issue. The rejected appeal as well as any other TAC votes shall be subject to appeal pursuant to ROC Board Policies and Procedures, Section VIII. Appeal Procedures.
9. The TAC Chair or Vice-Chair may override any deadline in this Section for good cause shown.

An expedited process may be utilized for appeals of (a) TAC subcommittee votes related to decisions on items designated as Urgent; or (b) any other TAC subcommittee vote that the TAC Chair or Vice-Chair designates as urgent. Such appeals must be submitted to ROC (insert email address) within

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48 hours after the end of the relevant TAC subcommittee meeting and shall be heard at the next regularly scheduled TAC meeting.

F. Working Group/Task Force

1. Comments or Revision Requests. Working groups and task forces must obtain approval from the governing TAC subcommittee (or TAC if the working group or task force reports directly to TAC) prior to submitting to ROC for official posting of new Revision Requests or comments on Revision Requests when the governing TAC subcommittee (or TAC if the working group or task force reports directly to TAC) is not the next approval authority of such new Revision Requests or comments.
2. Chair and Vice Chair. Participants at working group and task force meetings will offer nominations for Chair and Vice Chair which will be subject to approval by TAC or the governing TAC subcommittee.

G. Standing TAC Subcommittees

There shall be four standing TAC subcommittees with representatives as follows:

1. Intrastate Market Subcommittee (IMS); Operations and Performance Subcommittee (OPS); and Regional Markets Integration Subcommittee (RMIS)

Membership: Membership shall consist of one to four Standing Representatives from each Segment elected or appointed by the voting members of the respective Segment, with the exception of the Consumer Segment. The Consumer Segment shall consist of three subsegments (Residential, Small and Medium Commercial, and Large Commercial and Industrial). The number of Standing Representatives for each Segment shall be determined by the TAC members representing that Segment. Standing Representatives, if not employed by the voting member thereby represented, must be confirmed in writing by such member (signed by a duly authorized representative of the member). These will be the voting members of the subcommittee. ROC shall appoint appropriate staff member(s) to attend and participate in the subcommittee meetings. A Member entity and its affiliates that are also ROC Members shall have no more than one representative per TAC subcommittee as it pertains to Section V. G. 1.

Quorum: At least one Standing Representative from each of four Segments and a majority of the Standing Representatives must be

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present at a meeting to constitute a quorum. Standing Representatives may participate in the meeting and vote via telephone, but participation via telephone shall not count towards a quorum.

**Votes:** Each Segment shall have a Segment Vote of 1.0 except the Consumer Segment, which shall have a Segment Vote of 1.5. Segment Votes shall be equally divided into Fractional Segment Votes among the Standing Representatives, designated Alternate Representatives and proxies of each Segment that cast a vote. The Consumer Segment Vote shall be equally divided into a Fractional Segment Vote of 0.5 for each of the three subsegments. The Fractional Segment Vote for each subsegment of the Consumer Segment is allocated to the Standing Representatives, designated Alternate Representatives, and proxies of the subsegment casting a vote. For the Consumer Segment, if no Standing Representative from a subsegment is present at a meeting, the Consumer Segment vote is allocated equally to the subsegment(s) that cast a vote. If a representative from a subsegment abstains from a vote, the fraction of the Consumer Segment Vote allocated to such representative is not included in the vote tally.

**Voting:** Only Standing Representatives, their designated Alternate Representative, or proxy may vote. A motion of the subcommittee passes when a majority (unless a two-thirds vote is required for the motion as prescribed in Appendix A, ROC Meeting Rules of Order) of the aggregate of the Fractional Segment Votes are (i) affirmative, and (ii) a minimum total of three. The results of all votes taken will be reported to TAC, whether or not the vote passed.

**Abstentions:** In the event that a voting member, their designated Alternate Representative, or proxy, is not present during a roll call vote, or abstains from voting, that member's fractional vote will be reallocated equally among the remaining voting members of that Segment; except for the Consumer Segment.

**E-Mail Voting:** An e-mail vote is permitted provided a notification is distributed to the subcommittee distribution list that includes a detailed description of the issue or proposition. A request for an e-mail vote can only be initiated by the Chair or Vice Chair. A quorum of Standing Representatives must participate in the e-mail vote. Participation requires casting a vote, or abstaining. Votes shall be submitted to ROC for tallying by the close of two Business Days after notification of the vote. Votes are tallied in the same manner as a regular meeting. The final tally shall be distributed to the subcommittee distribution list and posted on the ROC website.

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2. Platform & Protocol Subcommittee (P&PS)

The P&PS is mandated by the ROC Protocols.

**Membership:** Membership shall consist of two Standing Representatives from each Segment with the exception of the Consumer Segment. The Consumer Segment shall consist of three Standing Representatives (Residential, Commercial, and Industrial). Each Standing Representative may designate in writing an Alternate Representative who may attend meetings, vote on the Standing Representative's behalf and be counted toward establishing a quorum. However, Standing Representatives at P&PS may not assign proxy.

**Quorum:** In order to take action, a quorum must be present. A quorum is defined as at least one Standing Representative in each of at least four Segments.

**Votes:** At all meetings, each Segment shall have one Segment Vote. The representative of each Voting Entity, present at the meeting and participating in the vote, shall receive an equal fraction of its Segment's Vote, except for the Consumer Segment which shall be divided into three subsegments (Residential, Small and Medium Commercial, and Large Commercial and Industrial) that receive one third of the Consumer Segment Vote. Within each Consumer Segment subsegment, the representative of each Voting Entity casting a vote shall receive an equal fraction of its subsegment's vote. For the Consumer Segment, if no representative from a subsegment casts a vote, such subsegment's fractional vote is allocated equally to the subsegment(s) that cast(s) a vote. For purposes of counting votes in the Consumer Segment, an abstention shall not be considered as a cast vote.

**Voting Entities:** Entities entitled to vote (Voting Entities) are ROC Full Members, ROC Associate Members, and ROC Adjunct Members. Voting Entities must align themselves each calendar year with a Segment for which they qualify or, for Adjunct Members, a Segment to which they are similar. Voting Entities that align themselves with a Segment must be aligned with that same Segment for all TAC subcommittees, and remain aligned with that Segment for the entire calendar year. For each Subcommittee that is part of Section V. G. 2., a Member entity and its affiliates that are also ROC Members must designate one Segment in which to participate and vote for the Subcommittee term regardless of the Segment for which the entity or its affiliate qualifies. Once the designation is made an entity and its affiliates may not vote in another Segment for

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one calendar year in that Subcommittee; provided, however, that if due to changed circumstances Members subject to such designation become no longer affiliated, the Members no longer affiliated shall each, upon notifying ROC, thereafter be eligible to participate and vote in the Subcommittee in a Segment for which it is eligible. If multiple affiliates attend a meeting, the Full Member shall designate the Voting Entity.

If Alternate Representatives are not employed by the voting member thereby represented, they must be confirmed in writing by such member (signed by a duly authorized representative of the member). Voting Entities must be present at the meeting to vote as they are not allowed to vote via the telephone or to designate a proxy.

Voting: Only one representative of each Voting Entity present at the meeting may vote. Voting Entities may be represented by a direct employee, or may file a letter of agency designating an individual not directly employed by the Voting Entity to vote on its behalf. Agents holding letters of agency for more than one Voting Entity may vote on behalf of only one Voting Entity at any particular meeting.

A motion of the subcommittee passes when a majority (unless a two-thirds vote is required for the motion as prescribed in Appendix A, ROC Meeting Rules of Order) of the aggregate of the fractional Segment Votes are (i) affirmative, and (ii) a minimum total of three. The results of all votes taken will be reported to TAC, whether or not the vote passed.

Abstentions: In the event that a representative of a Voting Entity abstains from a vote, the Segment Vote is allocated among the members casting a vote. Abstentions within the Consumer Segment shall be addressed as described above.

E-Mail Voting: An e-mail vote is permitted provided a notification is distributed to the subcommittee distribution list that includes a detailed description of the issue or proposition. E-mail votes for P&PS are primarily conducted for administrative purposes. A request for an e-mail vote can only be initiated by the Chair or Vice Chair. For e-mail votes, each Standing Representative shall have one vote and a quorum of Standing Representatives must participate in the vote. Participation requires casting a vote or abstaining. The affirmative votes of eight Standing Representatives shall be the act of the subcommittee by e-mail vote. Votes shall be submitted to ROC for tallying by the close of two Business Days after notification of the vote. A P&PS e-mail vote on a request for Urgent Status shall be submitted to ROC for tallying within 48 hours. The

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final tally shall be distributed to the subcommittee distribution list and posted on the ROC website.

**VI. VOTING AT REMOTE MEETINGS FOR TAC AND TAC SUBCOMMITTEES UNDER EXTENUATING CIRCUMSTANCES DECLARATION**

Under extenuating circumstances (an emergency or public necessity, including but not limited to an imminent threat to public health or safety, or a reasonably unforeseen situation) and after consulting with the TAC Chair and Vice Chair, the ROC General Counsel may declare that remote voting is permitted for TAC and TAC Subcommittee duties and functions. A notice will be sent to all ROC Members and a Market Notice will be sent to all Market Participants when such a declaration begins and when the return to normal meeting procedures resumes. Any such meeting must use conference telephone or other similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons in the meeting. Participation in a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. In such meetings, TAC and TAC Subcommittees may vote via such electronic communications system. If necessary as determined by the Chair and Vice Chair, validation of the votes taken via such electronic communications system will be conducted after the meeting.

**VII. AMENDMENT**

These Procedures may be amended upon motion by any member of TAC and approval of that motion by vote of TAC, provided such amendment may not be in conflict with the ROC Bylaws, Board Procedures, or Board resolutions. The ROC Board may, upon its own motion, amend these Procedures upon reasonable notice to the TAC membership.

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**Appendix A, ROC Meeting Rules of Order**

**Introduction:**

These rules of order provide parliamentary procedure at all TAC and TAC Subcommittee meetings and are intended to ensure order and fairness in the decision-making process. The minimum quorum to convene a meeting shall be as described in the TAC Procedures for each respective stakeholder group. The Standard Code of Parliamentary Procedure shall guide stakeholder meetings in all areas not addressed by the ROC Protocols, ROC Bylaws, TAC Procedures, subcommittee charters, or these rules. Any conflicts between these rules and Robert’s Rules of Order shall be determined in favor of these rules.

**Main Motions**

Main motions are used to present new business, such as action to be taken on Revision Requests, concepts, and methodologies.

Main Motion Examples:

<b>YOU WANT TO:</b>	<b>YOU SAY:</b>	<b>2ND?</b>	<b>DEBATE?</b>	<b>AMEND?</b>
Endorse “X” methodology	I move to endorse “X” methodology	Yes	Yes	Yes
Take action as defined in a revision request (e.g., recommend approval, reject, defer decision, refer or remand)	I move to recommend approval of revision request	Yes	Yes	Yes

**Secondary Motions**

Secondary motions address procedural issues and assist with the order and management of the meeting. They are applicable to pending main motions and discussion items equally.

Secondary Motion Examples:

<b>YOU WANT TO:</b>	<b>YOU SAY:</b>	<b>2ND?</b>	<b>DEBATE?</b>	<b>AMEND?</b>
Close the meeting	I move to adjourn	Yes	No	No
Take break	I move to recess for	Yes	No	Yes
Lay aside temporarily	I move to table/defer	Yes	Yes	Yes
Return to a previously tabled item	I move to remove from the table the item regarding*	Yes	Yes	Yes

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Stop debate and vote	I call the question*	Yes	No	No
Limit or extend debate	I move that debate be limited/extended to*	Yes	No	No
Refer to another stakeholder group	I move to refer the motion/discussion to	Yes	Yes	Yes
Modify the wording of a motion	Will you accept a friendly amendment to	No	No	No
Modify the wording of a motion	I move to amend the motion to	Yes	Yes	Yes
Withdraw motion	I withdraw my motion	No	No	No
Reconsider a previous motion	I move to reconsider	Yes	Yes	Yes
Ask a question on the rules	Question on the rules/point of order	No	No	No
Suspend the rules of Notice	I move to waive notice for*	Yes	Yes	No

\* Requires a two-thirds vote in favor for approval.

**Motion Descriptions:**

**Table:**

This motion postpones a discussion item indefinitely or for a specified time. If a time is specified, the group may return to the discussion item prior to the expiration of the specified time with the adoption of a motion to *take from the table*. If no time to return to the item was specified, the chair may direct the return to the item at their discretion.

**Call the question:**

This motion closes debate and is applicable only to the immediately pending motion. Once adopted, no further debate is allowed and a vote on the pending question must immediately be conducted. If a *motion to call the question* is adopted while an amendment is pending, then a vote is taken immediately on the amendment. Once the vote on the amendment is complete, then debate on the main motion may continue. To be applicable to a main motion, a *motion to call the question* must be adopted while the main motion is immediately pending. This motion requires a two-thirds vote in favor for approval.

**Limit/Extend debate:**

The *motion to limit debate* requires that all debate regarding a particular pending motion be completed before the expiration of a specified amount of time. The allotted time for discussion may be extended through a *motion to extend debate*. The chair

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must immediately conduct a vote on the pending motion at the expiration of time. This motion requires a two-thirds vote in favor for approval.

**Refer:**

The Chair may, without objection by any voting member, direct any discussion item to any working group or task force of the subcommittee, or request review by any other TAC Subcommittee. If adopted, this motion requires the Chair to take this action per the direction of the motion.

**Friendly Amendment:**

This is a request to revise the language of a pending motion and is directed at the mover and second of a pending motion. If accepted by the mover and the second, the pending motion is amended without the need for action by the group. If the friendly amendment is opposed by either the pending motion mover or the second, then the pending motion remains in its original form. If the friendly amendment is accepted by the mover, but opposed by the main motion second, and the second is withdrawn, the Chair may solicit an alternate second. If an alternate second is provided, the pending motion is amended without the need for action by the group. This motion has the same class and rank order as the more formal *motion to amend*. A pending motion may also be amended through the formal amendment process (see “Amend” below).

**Amend:**

If adopted, this motion revises the language of the pending motion regardless of opposition by the pending motion mover or second. This motion itself requires a second and is adopted by a vote of the group per TAC Procedures.

**Waive Notice:**

The usual course of business for TAC and TAC Subcommittees is to post and distribute a meeting agenda indicating items upon which respective groups will be voting at least one week in advance. Adoption of a *motion to waive notice* authorizes a vote upon items with insufficient notice. This motion requires a two-thirds vote in favor for approval.

**Withdraw:**

This is a unilateral action by the mover or the second of a pending motion. If the mover withdraws, the pending motion is terminated. If the second withdraws, then the motion remains as a properly laid motion without a second for which any other member may second. A *withdrawal* by either the mover or the second ceases to be available once the Chair has begun the vote on the motion or while a *motion to call the question* is pending.

**Reconsider:**

This motion renews consideration of a particular item or motion previously considered during the current meeting. The mover of a *motion to reconsider* must be a member

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that voted on the prevailing side of the motion to be reconsidered, and must clearly identify the motion or action to be reconsidered. Once a *motion to reconsider* has been adopted by the committee, any member may move to void, amend or, reinstate the motion or decision that is reconsidered. If a *motion to reconsider* has been adopted regarding a particular item, but no further action is then taken, the previous motion or decision remains in effect as if the *motion to reconsider* had not been adopted. For the purposes of this paragraph, a meeting held over multiple days shall be considered as a single meeting if it is held by the same stakeholder group and the days of the meeting are contiguous.

# **ROC Protocols**

## **Section 1: Platform & Protocol Revision Request and Budgeting Process**

[insert date]

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# 1 REVISION REQUEST AND BUDGETING PROCESS

## 1.1 Introduction

- (1) A request to make additions, edits, deletions, revisions, or clarifications to the ROC Protocols, including any attachments and exhibits to the ROC Protocols, is called a Protocol Revision Request (PRR). Except as specifically provided otherwise in the following sentence or in other sections of these Protocols, Sections 1.2, Submission of a Protocol Revision Request or Platform Change Request, through 1.8, Review of Guide Changes, apply to all PRRs. ROC Members, Market Participants, New Hampshire Public Utilities Commission (NHPUC) Staff, the Interstate Market Monitor (IMM), the Independent System Operator of New England (ISO-NE), the New England Power Pool (NEPOOL), the ROC Board, and any other Entities are required to utilize the process described herein prior to requesting, through the NHPUC or other Governmental Authority, that ROC make a change to these Protocols, except for good cause shown to the NHPUC or other Governmental Authority.
- (2) A request that ROC change its Statewide Platform that does not require a revision to the Protocols is called a Platform Change Request (PCR). Except as specifically provided in other sections of these Protocols, Sections 1.2 through 1.7, Review of Project Prioritization and Annual Budget Process, apply to all PCRs.
- (3) The “next regularly scheduled meeting” of the Platform and Protocol Subcommittee (P&PS), the Technical Advisory Committee (TAC), an Assigned TAC Subcommittee (as defined below), or the ROC Board shall mean the next regularly scheduled meeting for which required notice can be timely given regarding the item(s) to be addressed, as specified in the appropriate ROC Board or committee procedures.
- (4) ROC may make non-substantive corrections at any time during the processing of a particular PRR. Under certain circumstances, however, the Protocols can also be revised by ROC rather than using the PRR process outlined in Section 1.4, Protocol Revision and System Change Procedure.
  - (a) This type of revision is referred to as an “Administrative PRR” or “Administrative Changes” and shall consist of non-substantive corrections, such as typos (excluding grammatical changes), internal references (including table of contents), improper use of acronyms, and references to ROC Protocols, NHPUC Substantive Rules, the Independent System Operator of New England (ISO-NE) rules, New England Power Pool Generation Information System (NEPOOL GIS), North American Electric Reliability Corporation (NERC) regulations, Federal Energy Regulatory Commission (FERC) rules, etc. Additionally, updates to Section 23, Forms, may also be processed as Administrative PRRs.
  - (b) ROC shall post such Administrative PRRs to the ROC website and distribute the PRR to P&PS at least ten Business Days before implementation. If no Entity submits comments to the Administrative PRR in accordance with paragraph (1) of Section 1.4.4, Platform and Protocol Subcommittee Review and Action, ROC

shall implement it according to paragraph (4) of Section 1.6, Protocol Revision Implementation. If any ROC Member, Market Participant, NHPUC Staff, Independent System Operator of New England (ISO-NE) staff, New England Power Pool (NEPOOL) staff, the IMM, or ROC submits comments to the Administrative PRR, then it shall be processed in accordance with the PRR process outlined in Section 1.4.

## **1.2 Submission of a Protocol Revision Request or Platform Change Request**

- (1) The following Entities may submit a Protocol Revision Request (PRR) or Platform Change Request (PCR) (“Revision Request”):
  - (a) Any Market Participant;
  - (b) Any ROC Member;
  - (c) New Hampshire Public Utilities Commission (NHPUC) Staff;
  - (f) The Interstate Market Monitor (IMM);
  - (g) The Independent System Operator of New England (ISO-NE);
  - (h) The New England Power Pool (NEPOOL);
  - (i) The ROC Board; and
  - (h) Any other Entity that meets the following qualifications:
    - (i) Resides (or represents residents) in New Hampshire or operates in the ISO-NE electricity market; and
    - (ii) Demonstrates that Entity (or those it represents) is affected by the [insert relevant protocol references, e.g. Customer Registration, etc.] sections of these Protocols.

## **1.3 Platform and Protocol Subcommittee**

- (1) The Platform and Protocol Subcommittee (P&PS) shall review and recommend action on formally submitted Protocol Revision Requests (PRRs) and Platform Change Requests (PCRs) (“Revision Requests”) provided that:
  - (a) P&PS meetings are open to ROC, ROC Members, Market Participants, the Independent System Operator of New England (ISO-NE), The New England Power Pool (NEPOOL), the IMM and NHPUC Staff;
  - (b) Each Market Segment is allowed to participate; and

- (c) Each Market Segment has equal voting power.
- (2) Where additional expertise is needed, the P&PS may refer a Revision Request to working groups or task forces that it creates or to existing Technical Advisory Committee (TAC) subcommittees, working groups or task forces for review and comment on the Revision Request. Suggested modifications—or alternative modifications if a consensus recommendation is not achieved by a non-voting working group or task force—to the Revision Request should be submitted by the chair or the chair’s designee on behalf of the subcommittee, working group or task force as comments on the Revision Request for consideration by P&PS. However, the P&PS shall retain ultimate responsibility for the processing of all Revision Requests.
- (3) ROC shall consult with the P&PS chair to coordinate and establish the meeting schedule for the P&PS. The P&PS shall meet at least once per month and shall ensure that reasonable advance notice of each meeting, including the meeting agenda, is posted on the ROC website.

## **1.4 Protocol Revision and System Change Procedure**

### ***1.4.1 Review and Posting of Protocol Revision Requests***

- (1) Protocol Revision Requests (PRRs) shall be submitted electronically to ROC by completing the designated form provided on the ROC website. Excluding ROC-sponsored PRRs, ROC shall provide an electronic return receipt response to the submitter upon receipt of the PRR.
- (2) The PRR shall include the following information:
  - (a) Description of requested revision and reason for suggested change;
  - (b) Impacts and benefits of the suggested change on ROC market structure, ROC operations, and Market Participants, to the extent that the submitter may know this information;
  - (c) List of affected Protocol Sections and subsections;
  - (d) General administrative information (organization, contact name, etc.); and
  - (e) Suggested language for requested revision.
- (3) ROC shall evaluate the PRR for completeness and shall notify the submitter, within five Business Days of receipt, if the PRR is incomplete, including the reasons for such status. ROC may provide information to the submitter that will correct the PRR and render it complete. An incomplete PRR shall not receive further consideration until it is completed. In order to pursue the PRR, a submitter must submit a completed version of the PRR.

- (4) If a submitted PRR is complete or upon completion of an PRR, ROC shall post the PRR on the ROC website and distribute to the Platform and Protocol Subcommittee (P&PS) within three Business Days.
- (5) For any ROC-sponsored PRR, ROC shall also post an initial Impact Analysis on the ROC website, and distribute it to P&PS. The initial Impact Analysis will provide P&PS with guidance as to potential ROC computer systems, operations, or business functions that could be affected by the submitted PRR.

#### ***1.4.2 Review and Posting of Platform Change Requests***

- (1) Platform Change Requests (PCRs) shall be submitted electronically to ROC by completing the designated form provided on the ROC website. Excluding ROC-sponsored PCRs, ROC shall provide an electronic return receipt response to the submitter upon receipt of the PCR.
- (2) The PCR shall include the following information:
  - (a) Description of desired additional system functionality or the additional information desired and reason for suggested change;
  - (b) Impacts and benefits of the suggested change to ROC market structure, ROC operations and Market Participants, to the extent that submitter may know this information;
  - (c) General administrative information (organization, contact name, etc.); and
  - (d) Summary of requested changes to ROC systems.
- (3) ROC shall evaluate the PCR to determine whether the request should be submitted as an PRR. If ROC determines that the PCR should be submitted as an PRR, ROC will notify the submitter within five Business Days of receipt, and the submitter shall withdraw its PCR and may submit an PRR in its place. If ROC deems it necessary for further review beyond the five Business Days, ROC shall notify the submitter.
- (4) ROC shall evaluate the PCR for completeness and shall notify the submitter, within five Business Days, if the PCR is incomplete, including the reasons for such status. ROC may provide information to the submitter that will correct the PCR and render it complete. An incomplete PCR shall not receive further consideration until it is completed. In order to pursue the PCR requested, the submitting Entity must submit a completed version of the PCR.
- (5) If a submitted PCR is complete or upon completion of an PCR, ROC shall post the PCR on the ROC website and distribute to the P&PS within three Business Days.
- (6) For any ROC-sponsored PCR, ROC shall also post an initial Impact Analysis on the ROC website, and distribute it to P&PS. The initial Impact Analysis will provide P&PS with

guidance as to potential ROC computer systems, operations, or business functions that could be affected by the submitted PCR.

#### **1.4.3 *Withdrawal of a Protocol Revision Request or Platform Change Request***

- (1) A submitter may withdraw or request to withdraw an PRR or PCR (“Revision Request”) by submitting a completed Request for Withdrawal form provided on the ROC website. ROC shall post the submitter’s Request for Withdrawal on the ROC website within three Business Days of submittal.
- (2) The submitter of a Revision Request may withdraw the Revision Request at any time before P&PS recommends approval of the Revision Request. If P&PS has recommended approval of the Revision Request, the request for withdrawal must be approved by the Technical Advisory Committee (TAC) if the Revision Request has not yet been recommended for approval by TAC. If TAC has recommended approval of the Revision Request, the request for withdrawal must be approved by the ROC Board if the Revision Request has not yet been approved by the ROC Board. Once approved by the ROC Board, a Revision Request cannot be withdrawn.

#### **1.4.4 *Platform and Protocol Subcommittee Review and Action***

- (1) Any ROC Member, Market Participant, the NHPUC Staff, the Independent System Operator of New England (ISO-NE), the New England Power Pool (NEPOOL), the IMM, or ROC may comment on a Revision Request.
- (2) To receive consideration, comments must be delivered electronically to ROC in the designated format provided on the ROC website within 14 days from the posting date of the Revision Request. Comments submitted after the 14-day comment period may be considered at the discretion of P&PS after these comments have been posted. Comments submitted in accordance with the instructions on the ROC website—regardless of date of submission—shall be posted to the ROC website and distributed to the P&PS within three Business Days of submittal.
- (3) The P&PS shall consider the Revision Request at its next regularly scheduled meeting after the end of the 14-day comment period. At such meeting, the P&PS may take action on the Revision Request. The quorum and voting requirements for P&PS action are set forth in the Technical Advisory Committee Procedures. In considering action on a Revision Request, P&PS may:
  - (a) Recommend approval of the Revision Request as submitted or as modified;
  - (b) Reject the Revision Request;
  - (c) Defer decision on the Revision Request; or

- (d) Refer the Revision Request to another TAC subcommittee, working group, or task force as provided in Section 1.3, Platform and Protocol Subcommittee.
- (4) If a motion is made to recommend approval of a Revision Request and that motion fails, the Revision Request shall be deemed rejected by P&PS unless at the same meeting P&PS later votes to recommend approval of, defer, or refer the Revision Request. The rejected Revision Request shall be subject to appeal pursuant to Section 1.4.11.1, Appeal of Platform and Protocol Subcommittee Action.
- (5) Within three Business Days after P&PS takes action, ROC shall post a P&PS Report reflecting the P&PS action on the ROC website. The P&PS Report shall contain the following items:
- (a) Identification of submitter of the Revision Request;
  - (b) Protocol language or summary of requested changes to ROC systems, recommended by the P&PS, if applicable;
  - (c) Identification of authorship of comments;
  - (d) Proposed effective date(s) of the Revision Request;
  - (e) Priority and rank for any Revision Requests requiring a ROC project for implementation; and
  - (f) P&PS action.
- (6) The P&PS chair shall notify TAC of Revision Requests rejected by P&PS.

#### **1.4.5 *Comments to the Platform and Protocol Subcommittee Report***

- (1) Any ROC Member, Market Participant, NHPUC Staff, the Independent System Operator of New England (ISO-NE), the New England Power Pool (NEPOOL), the IMM, or ROC may comment on the P&PS Report. Comments submitted in accordance with the instructions on the ROC website—regardless of date of submission—shall be posted on the ROC website and distributed to the committee(s) (i.e., P&PS and/or TAC) considering the Revision Request within three Business Days of submittal.
- (2) The comments on the P&PS Report will be considered at the next regularly scheduled P&PS or TAC meeting where the Revision Request is being considered.

#### **1.4.6 *Revision Request Impact Analysis***

- (1) If P&PS recommends approval of a Revision Request, ROC shall prepare an Impact Analysis based on the proposed language or proposed system changes in the P&PS Report. If ROC has already prepared an Impact Analysis, ROC shall update the existing

Impact Analysis, if necessary, to accommodate the language or system changes recommended for approval in the P&PS Report.

- (2) The Impact Analysis shall assess the impact of the proposed Revision Request on ROC staffing, computer systems, operations, or business functions and shall contain the following information:
  - (a) An estimate of any cost and budgetary impacts to ROC for both implementation and on-going operations;
  - (b) The estimated amount of time required to implement the Revision Request;
  - (c) The identification of alternatives to the Revision Request that may result in more efficient implementation; and
  - (d) The identification of any manual workarounds that may be used as an interim solution and estimated costs of the workaround.
- (3) Unless a longer review period is warranted due to the complexity of the proposed P&PS Report, ROC shall post an Impact Analysis on the ROC website, for a Revision Request for which P&PS has recommended approval of, prior to the next regularly scheduled P&PS meeting, and distribute to P&PS. If a longer review period is required by ROC to complete an Impact Analysis, ROC shall submit comments with a schedule for completion of the Impact Analysis.

#### ***1.4.7 Platform and Protocol Subcommittee Review of Impact Analysis***

- (1) After ROC posts the results of the Impact Analysis, P&PS shall review the Impact Analysis at its next regularly scheduled meeting. P&PS may revise its P&PS Report after considering the information included in the Impact Analysis or additional comments received on the P&PS Report.
- (2) Within three Business Days of P&PS consideration of the Impact Analysis and P&PS Report, ROC shall post the P&PS Report on the ROC website. If P&PS revises the P&PS Report, ROC shall update the Impact Analysis, if necessary, post the updated Impact Analysis on the ROC website, and distribute it to the committee(s) (i.e., P&PS and/or TAC) considering the Impact Analysis. If a longer review period is required for ROC to update the Impact Analysis, ROC shall submit comments with a schedule for completion of the Impact Analysis.
- (3) If the Revision Request requires a ROC project for implementation, at the same meeting, P&PS shall assign a recommended priority and rank for the associated project.

#### 1.4.8 *Technical Advisory Committee Vote*

- (1) TAC shall consider any Revision Requests that P&PS has submitted to TAC for consideration for which both a P&PS Report and an Impact Analysis (as updated if modified by P&PS under Section 1.4.7, Platform and Protocol Subcommittee Review of Impact Analysis) have been posted on the ROC website. The following information must be included for each Revision Request considered by TAC:
  - (a) The P&PS Report and Impact Analysis;
  - (b) The recommended P&PS priority and rank, if a ROC project is required; and
  - (c) Any comments timely received in response to the P&PS Report.
- (2) The quorum and voting requirements for TAC action are set forth in the Technical Advisory Committee Procedures. In considering action on a P&PS Report, TAC shall:
  - (a) Recommend approval of the Revision Request as recommended in the P&PS Report or as modified by TAC, including modification of the recommended priority and rank if the Revision Request requires a project;
  - (b) Reject the Revision Request;
  - (c) Defer decision on the Revision Request;
  - (d) Remand the Revision Request to P&PS with instructions; or
  - (e) Refer the Revision Request to another TAC subcommittee or a TAC working group or task force with instructions.
- (3) If a motion is made to recommend approval of a Revision Request and that motion fails, the Revision Request shall be deemed rejected by TAC unless at the same meeting TAC later votes to recommend approval of, defer, remand, or refer the Revision Request. If a motion to recommend approval of a Revision Request fails via email vote according to the Technical Advisory Committee Procedures, the Revision Request shall be deemed rejected by TAC unless at the next regularly scheduled TAC meeting or in a subsequent email vote prior to such meeting, TAC votes to recommend approval of, defer, remand, or refer the Revision Request. The rejected Revision Request shall be subject to appeal pursuant to Section 1.4.11.2, Appeal of Technical Advisory Committee Action.
- (4) Within three Business Days after TAC takes action on the Revision Request, ROC shall post a TAC Report reflecting the TAC action on the ROC website. The TAC Report shall contain the following items:
  - (a) Identification of the submitter of the Revision Request;
  - (b) Modified Revision Request language proposed by TAC, if applicable;

- (c) Identification of the authorship of comments;
  - (d) Proposed effective date(s) of the Revision Request;
  - (e) Priority and rank for any Revision Requests requiring a ROC project for implementation;
  - (f) P&PS action;
  - (g) TAC action; and
  - (h) ROC's position on the Revision Request.
- (5) If TAC recommends approval of a Revision Request, ROC shall forward the TAC Report to the ROC Board for consideration pursuant to Section 1.4.10, ROC Board Vote.

#### **1.4.9 ROC Impact Analysis Based on Technical Advisory Committee Report**

- (1) ROC shall review the TAC Report and, if necessary, update the Impact Analysis as soon as practicable. ROC shall distribute the updated Impact Analysis, if applicable, to TAC and post it on the ROC website. If a longer review period is required for ROC to update the Impact Analysis, ROC shall submit comments with a schedule for completion of the Impact Analysis.

#### **1.4.10 ROC Board Vote**

- (1) Upon issuance of a TAC Report and Impact Analysis to the ROC Board, the ROC Board shall review the TAC Report and the Impact Analysis at the next regularly scheduled meeting. For Urgent Revision Requests, the ROC Board shall review the TAC Report and Impact Analysis at the next regularly scheduled meeting, unless a special meeting is required due to the urgency of the Revision Request.
- (2) The quorum and voting requirements for ROC Board action are set forth in the ROC Bylaws. In considering action on a TAC Report, the ROC Board shall:
- (a) Approve the Revision Request as recommended in the TAC Report or as modified by the ROC Board;
  - (b) Reject the Revision Request;
  - (c) Defer decision on the Revision Request; or
  - (d) Remand the Revision Request to TAC with instructions.
- (3) If a motion is made to approve a Revision Request and that motion fails, the Revision Request shall be deemed rejected by the ROC Board unless at the same meeting the ROC Board later votes to approve, defer, or remand the Revision Request. The rejected

Revision Request shall be subject to appeal pursuant to Section 1.4.11.3, Appeal of ROC Board Action.

- (4) Within three Business Days after the ROC Board takes action on a Revision Request, ROC shall post a Board Report reflecting the ROC Board action on the ROC website.

#### **1.4.11 Appeal of Action**

- (1) The following processes are to be used to appeal an action related to a Revision Request.

##### **1.4.11.1 Appeal of Platform and Protocol Subcommittee Action**

- (1) Any ROC Member, Market Participant, NHPUC Staff, the Independent System Operator of New England (ISO-NE), the New England Power Pool (NEPOOL), the IMM, or ROC may appeal a P&PS action to reject, defer or refer a Revision Request, directly to the TAC. Such appeal to the TAC must be submitted electronically to ROC by completing the designated form provided on the ROC website within seven days after the date of the relevant P&PS appealable event. ROC shall reject appeals made after that time. ROC shall post appeals on the ROC website within three Business Days of receiving the appeal. Appeals shall be heard at the next regularly scheduled TAC meeting that is at least seven days after the date of the requested appeal. An appeal of a Revision Request to TAC suspends consideration of the Revision Request until the appeal has been decided by TAC.

##### **1.4.11.2 Appeal of Technical Advisory Committee Action**

- (1) Any ROC Member, Market Participant, NHPUC Staff, the Independent System Operator of New England (ISO-NE), the New England Power Pool (NEPOOL), the IMM, or ROC may appeal a TAC action to reject, defer, remand or refer a Revision Request directly to the ROC Board. Appeals to the ROC Board shall be processed in accordance with the ROC Board Policies and Procedures. An appeal of a Revision Request to the ROC Board suspends consideration of the Revision Request until the appeal has been decided by the ROC Board.

##### **1.4.11.3 Appeal of ROC Board Action**

- (1) Any ROC Member, Market Participant, NHPUC Staff, the Independent System Operator of New England (ISO-NE), or the New England Power Pool (NEPOOL), or the IMM may appeal any decision of the ROC Board regarding a Revision Request to the NHPUC. Such appeal to the NHPUC must be made within any deadline prescribed by the NHPUC, but in any event no later than 35 days of the date of the relevant ROC Board appealable event. Notice of any appeal to the NHPUC or other Governmental Authority must be provided, at the time of the appeal, to ROC's General Counsel. If the NHPUC rules on the Revision Request, ROC shall post the ruling on the ROC website.

## 1.5 Urgent and Board Priority Protocol Revision Requests and Platform Change Requests

- (1) The party submitting a Protocol Revision Request (PRR) or Platform Change Request (PCR) (“Revision Request”) may request that the Revision Request be considered on an urgent timeline (“Urgent”) only when the submitter can reasonably show that an existing Protocol or condition is impairing or could imminently impair ROC retail market operations, or is causing or could imminently cause a discrepancy between a ISO-NE settlement formula and a provision of these Protocols.
- (2) The Platform and Protocol Subcommittee (P&PS) may designate the Revision Request for Urgent consideration upon a valid motion in a regularly scheduled meeting of the P&PS or at a special meeting called by the P&PS leadership. Criteria for designating a Revision Request as Urgent are that the Revision Request requires immediate attention due to:
  - (a) Serious concerns about ROC market operations under the unmodified language or existing conditions; or
  - (b) The crucial nature of ISO-NE settlement activity conducted pursuant to any settlement formula.
- (3) The ROC Board may designate any existing Revision Request a Board Priority Revision Request. If the ROC Board directs ROC Staff to file a Revision Request, it may further direct that a Revision Request be designated a Board Priority Revision Request. All Board Priority Revision Requests will be considered on an Urgent timeline.
- (4) ROC shall prepare an Impact Analysis for Urgent and Board Priority Revision Requests as soon as practicable.
- (5) The P&PS shall consider the Urgent or Board Priority Revision Request and Impact Analysis, if available, at its next regularly scheduled meeting, or at a special meeting called by the P&PS leadership to consider the Urgent or Board Priority Revision Request.
- (6) If recommended for approval by P&PS, ROC shall post a P&PS Report on the ROC website within three Business Days after P&PS takes action. The TAC chair may request action from TAC to accelerate or alter the procedures described herein, as needed, to address the urgency of the situation.
- (7) Any Urgent or Board Priority Revision Requests shall be subject to an Impact Analysis pursuant to Section 1.4.9, ROC Impact Analysis Based on Technical Advisory Committee Report, and ROC Board consideration pursuant to Section 1.4.10, ROC Board Vote.

## 1.6 Protocol Revision Implementation

- (1) Upon ROC Board approval, ROC shall implement Protocol Revision Requests (PRRs) on the first day of the month following ROC Board approval, unless otherwise provided in the Board Report for the approved PRR.
- (2) For such other PRRs, the Impact Analysis shall provide an estimated amount of time required to implement the PRR and ROC shall provide notice as soon as practicable, but no later than ten days prior to actual implementation, unless a different notice period is required in the Board Report for the approved PRR.
- (3) If the ROC Board approves changes to the Protocols, such changes shall be, in accordance with rules and procedures adopted by the NHPUC:
  - (a) Either filed with the NHPUC for informational purposes as soon as practicable, but no later than one day before the effective date of the changes; or
  - (b) Submitted to the NHPUC for review and approval or denial by a Hearing Officer, as appropriate; and
  - (b) Subsequently incorporated into the Protocols and posted on the ROC website as soon as practicable, but no later than one day before the effective date of the changes.
- (4) ROC shall implement an Administrative PRR on the first day of the month following the end of the ten Business Day posting requirement outlined in Section 1.1, Introduction.

## 1.7 Review of Project Prioritization and Annual Budget Process

- (1) The Platform and Protocol Subcommittee (P&PS) shall recommend to the Technical Advisory Committee (TAC) an assignment of a project priority for each approved Protocol Revision Request (PRR) and Platform Change Request (PCR) (“Revision Request”) that requires an associated project.
- (2) Annually during the ROC budget process, the P&PS shall review the priority of all market-requested projects and recommend new or revised project priorities for market-requested projects.
- (3) TAC shall consider the project priority of each Revision Request and make recommendations to the ROC Board.
- (4) The ROC Board shall take one of the following actions regarding the project prioritization recommended by TAC:
  - (a) Approve the TAC recommendation as originally submitted or as modified by the ROC Board;

- (b) Reject the TAC recommendation;
- (c) Remand the TAC recommendation to TAC with instructions; or
- (d) Defer consideration of the TAC recommendation.

### **1.8 Review of Guide Changes**

- (1) The revision process for the ROC market guides shall be governed by the individual guides and assigned subcommittees. The Platform and Protocol Subcommittee (P&PS) shall review changes to market guides proposed by other subcommittees that may conflict with existing Protocols and report the results of its review to the submitting subcommittee.

**Public Service of New Hampshire d/b/a Eversource Energy  
Docket No. DE 19-197**

**Date Request Received: 09/22/2020**

**Date of Response: 10/02/2020**

**Request No. STAFF 1-024**

**Page 1 of 1**

**Request from: New Hampshire Public Utilities Commission Staff**

**Witness: Christine Riley Hastings, Justin Eisfeller**

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**Request:**

Reference Testimony at Page 50 of 55 describing a governance model including an Operations Committee.

- a. Please describe which responsibilities of the proposed Operations Committee would need approval from the Governance Working Group and/or Commission via semi-annual proposals and why.
- b. Please describe which responsibilities would be entirely under the authority of the Operations Committee and why.

**Response:**

- a. The Operations Committee (OC) would need approval of the Governance Working Group (GWG) for draft or revised operating policies and procedures; platform scoping and pricing changes; operating and capital budget revisions; and final decisions on security restrictions on users of the platform. The OC and GWG would need approval of the Commission on governance changes, and operating and capital budget approvals, as those items relate to the core mandate of the Commission's authority.
- b. The Operations Committee (OC) would make decisions on day-to-day operations and security including short term restrictions on platform access due to immediate cyber concerns; platform change management categorization (there is an expectation that change management approvals will vary with change complexity and risk); and cyber event classification and incident response. The OC would also be responsible for making technical design decisions where the decision affects the operations or security of the platform.

AUGUST 12, 2020



# Market Participation of Distributed Energy Resources

*EPRI-Stanford Digital Grid Webinar*

Tongxin Zheng

TECHNICAL DIRECTOR



# ISO New England (ISO) Has More Than Two Decades of Experience Overseeing the Region's Restructured Electric Power System

## Energy Market

**Electric Energy:** The Day-Ahead and Real-Time Energy Markets are forward and spot markets for trading **electric energy**. Energy prices **fluctuate** throughout the day and at different locations in New England, reflecting the amount of consumer demand, constraints on the system, and the price of fuel that resources use to generate electricity.

## Ancillary Markets

**Short-Term Reliability Services:** Resources compete in the ancillary markets to provide backup electricity as well as services needed to support the physical operation of the system, such as frequency regulation and voltage support. These services are **critical** during periods of heavy demand or system emergencies.

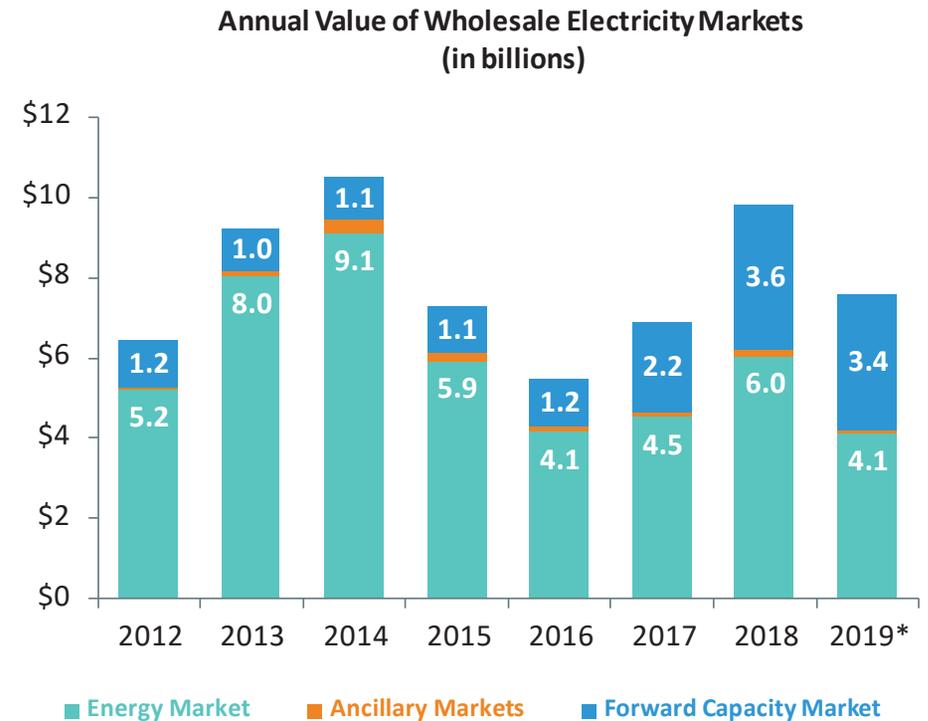
## Forward Capacity Market

**Long-Term Reliability Services:** Resources compete to sell **capacity** to the system in three years' time through annual Forward Capacity Auctions. The Forward Capacity Market works in tandem with the Energy Markets to **attract** and **sustain** needed power resources today and into the future.



# Many Resources Compete to Supply Electricity in New England's Wholesale Markets

- Close to **500** buyers and sellers in the markets
- **\$7.6 billion** in wholesale electricity market transactions in 2019
  - **\$4.1 billion** in the energy market
  - **\$100 million** in the ancillary services markets
  - **\$3.4 billion** in the capacity market

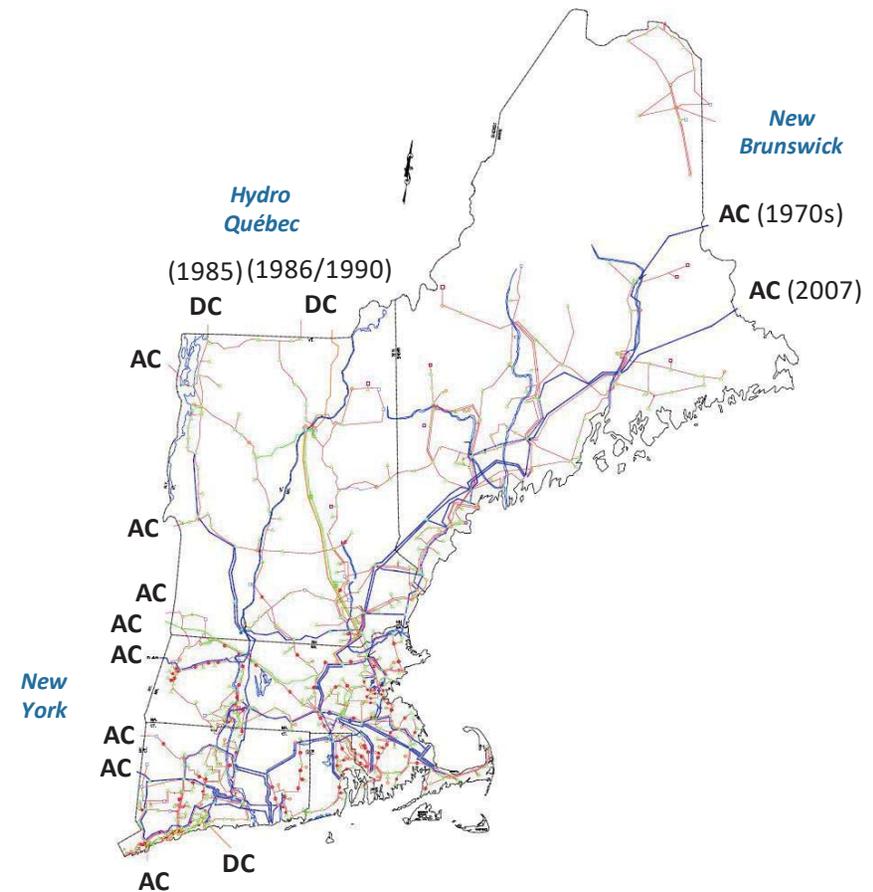


\* 2019 data are subject to adjustment



## Key Facts About ISO New England Grid

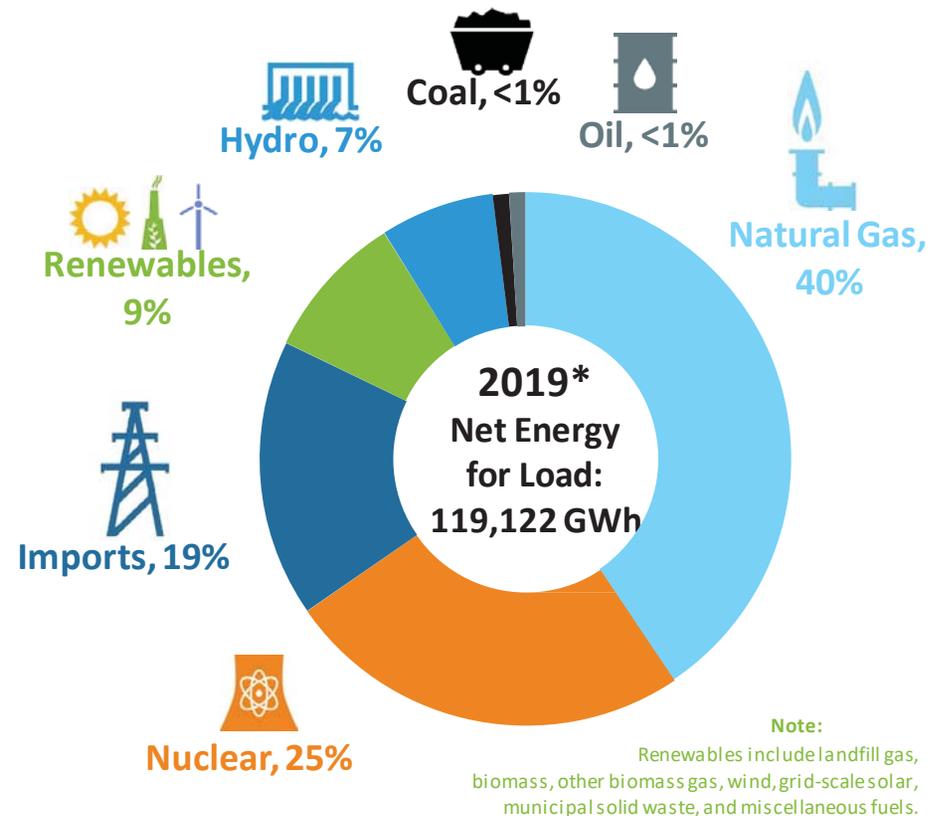
- **7.2 million** retail electricity customers drive the demand for electricity in New England (14.8 million population)
  - Region's all-time summer peak demand: **28,130 MW** on August 2, 2006
  - Region's all-time winter peak demand: **22,818 MW** on January 15, 2004
- Transmission system is tied to neighboring power systems in the U.S. and Eastern Canada:
  - New York (8 AC ties, 1 DC tie)
  - Hydro Québec (2 DC ties)
  - New Brunswick (2 AC ties)
- **19%** of the region's energy needs were met by imports in 2019



Note: AC stands for Alternating Current and DC stands for Direct Current

# Generation and Demand Resources Are Used to Meet New England's Energy Needs

- 350 dispatchable generators in the region
- 31,500 MW of generating capacity
- Over 20,000 MW of proposed generation in the ISO Queue
  - Mostly wind proposals
- Roughly 7,000 MW of generation have retired or will retire in the next few years
- 580 MW of active demand response and 2,630 MW of energy efficiency with obligations in the Forward Capacity Market\*



\* In the Forward Capacity Market, demand-reduction resources are treated as capacity resources.

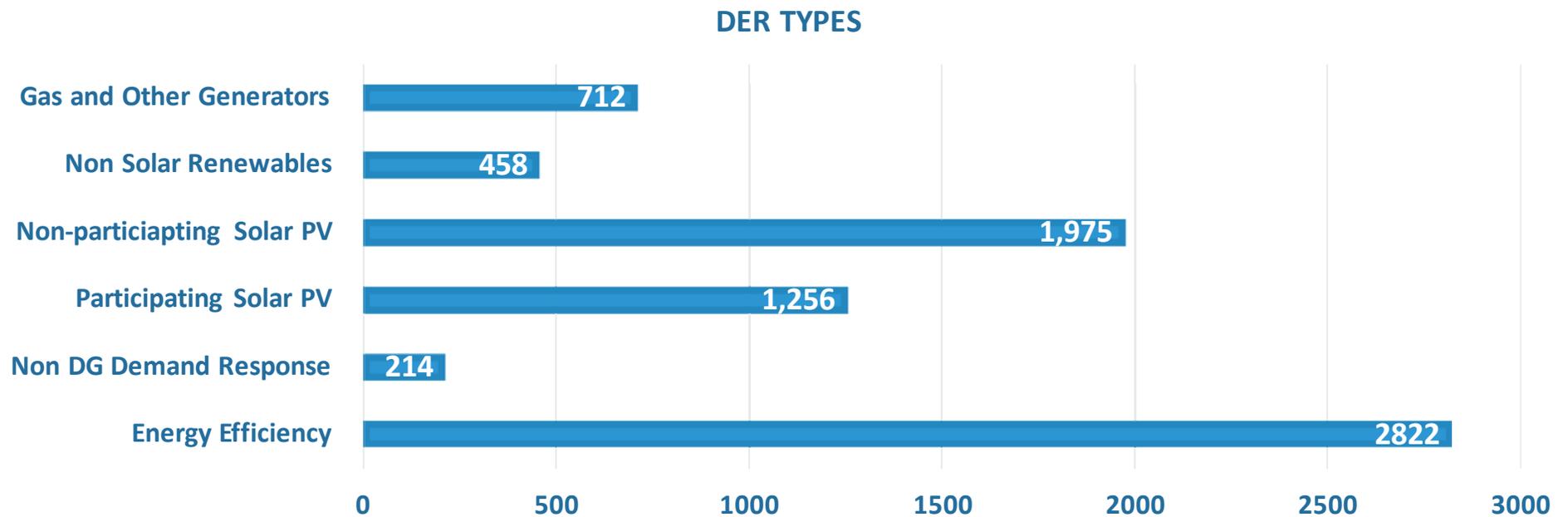
\*Data is subject to adjustment

ISO-NE PUBLIC

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# Distributed Energy Resources in ISO NE System

- 7437 MW, 19% of operating capacity



Data as of 9/1/2019, source: [https://www.iso-ne.com/static-assets/documents/2019/10/rm18-9\\_resp\\_to\\_der\\_data\\_req.pdf](https://www.iso-ne.com/static-assets/documents/2019/10/rm18-9_resp_to_der_data_req.pdf)

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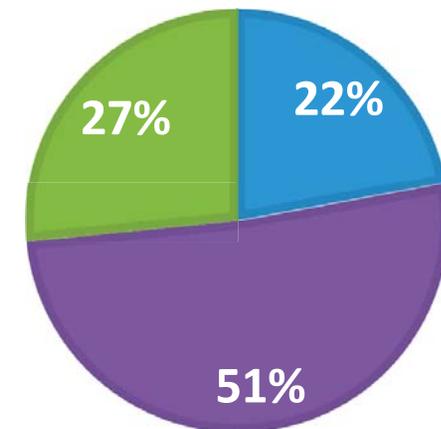
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# Current DER Market Participation

- Market participation programs
  - Demand Response (DR)
    - Passive demand resources
      - On-peak
      - Seasonal On-peak
    - Active demand resources
      - Price responsive demand (PRD)
  - Settlement Only Generator (SOG)
  - Energy Storage

DER MARKET PARTICIPATION

■ SOG ■ DR ■ Non Market Participation



# PRD Program

- Product Eligibility
  - Capacity, Energy and Ancillary Services
  - Metering and baseline calculation are required
- DR aggregation at a DR zone
  - 20 DR zones
  - Registered resource with multiple assets within the same DR zone
  - Capable of 0.1MW demand reduction
  - No individual asset with Max Interruptible Capacity  $\geq$  5MW
- DR resource at a single location
  - Capable of 0.1MW demand reduction
  - Max Interruptible Capacity  $\geq$  10kW
  - Single Retail Delivery Point and Pricing Node

Reference: ISO New England Market Rule 1, Section III.8.1

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# SOG Program

- SOG scheme is basically a settlement construct
  - Capacity resource
  - Not explicitly considered in system operations and market clearing
  - Does not receive ISO dispatch signal
  - Self schedule by owners
  - Receive energy revenue
  - Settle at a designated pricing location
- Eligibility
  - Interconnected below 115kV
  - Less than 5MW

Reference: Operating Procedure 14, Section II.A

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# Energy Storage

- Program is established under FERC Order 841
- Qualification
  - One or more storage facilities at the same point of interconnection
  - Must be able to inject/consume at least 0.1MW
- Products offered
  - Capacity, Energy, and Ancillary Services
- Registered as both a generator and a dispatchable demand
- Can be either a “Binary Storage Facility” or a “Continuous Storage Facility”
  - Depends on the choice of regulation service provision

Reference: Market Rule 1, Section III.1.10.6

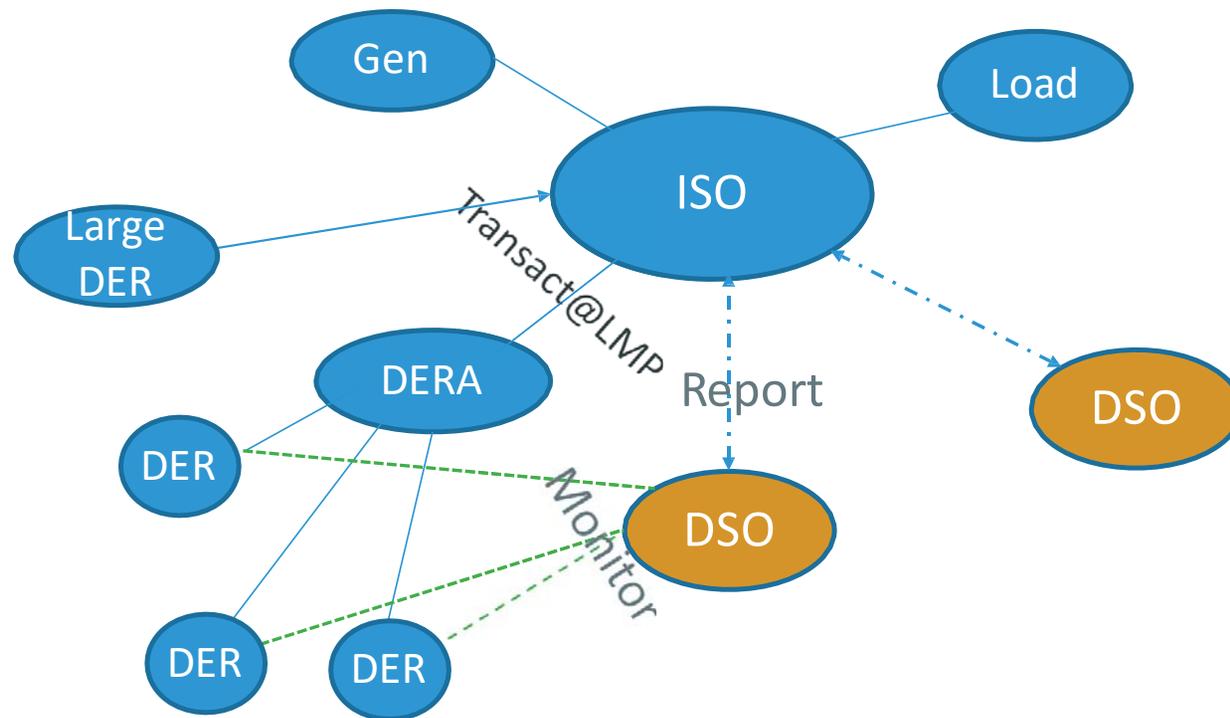


# Challenges of DER Integration

- Distribution resource planning
- Transmission system planning
- Grid operation
- DER control and operation
- Market participation
- State and federal policy

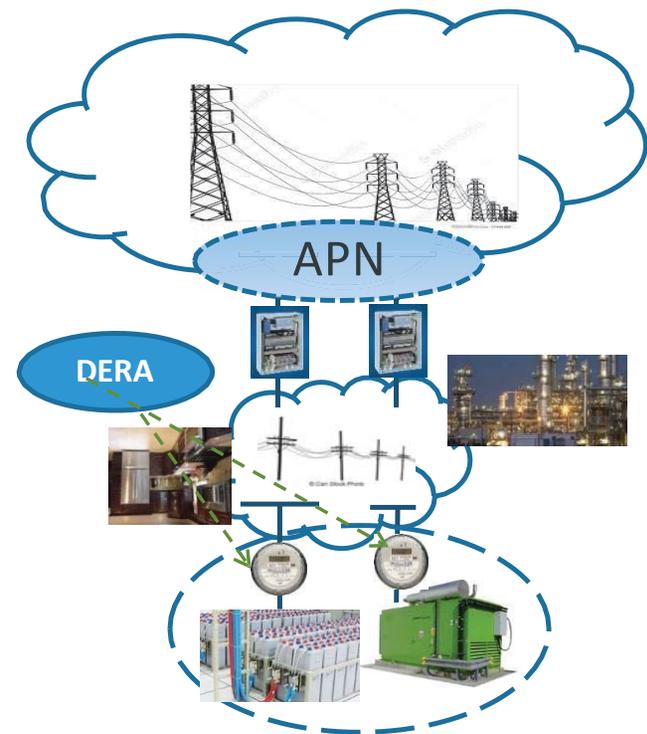
# Current Market Structure for DER Integration

- ISO/DSO wholesale only market



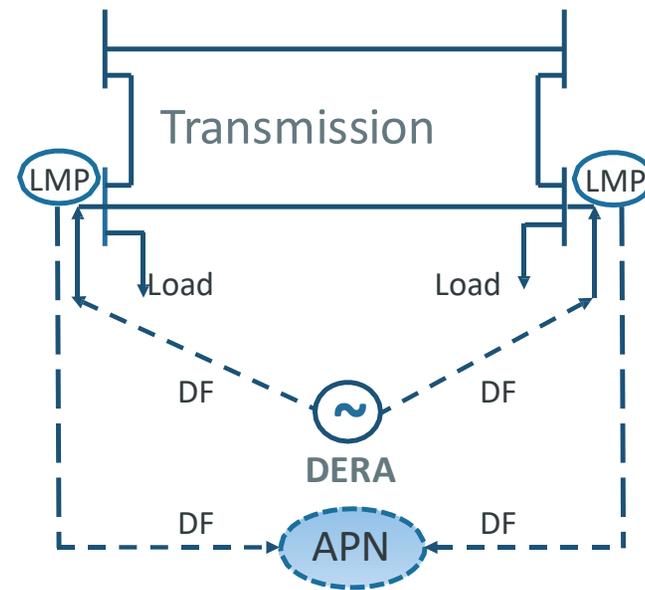
# Thoughts on DER Aggregation Model

- A prosumer model
  - Individual DER participates the wholesale market through a DER aggregator
  - Provide energy, ancillary services, and capacity products
  - Aggregator is responsible for
    - Submitting bids to buy and offer to sell at an aggregation level
    - Following ISO dispatch instruction and disaggregating ISO dispatch signal for each DER
    - Reporting DERA telemetry
    - Communicating with ISO on distribution limitation on DERA output
  - No double compensation or double charge such as net metering
- TO/DSO should communicate with ISO on its operational issues and its requirements on DER dispatch and commitment



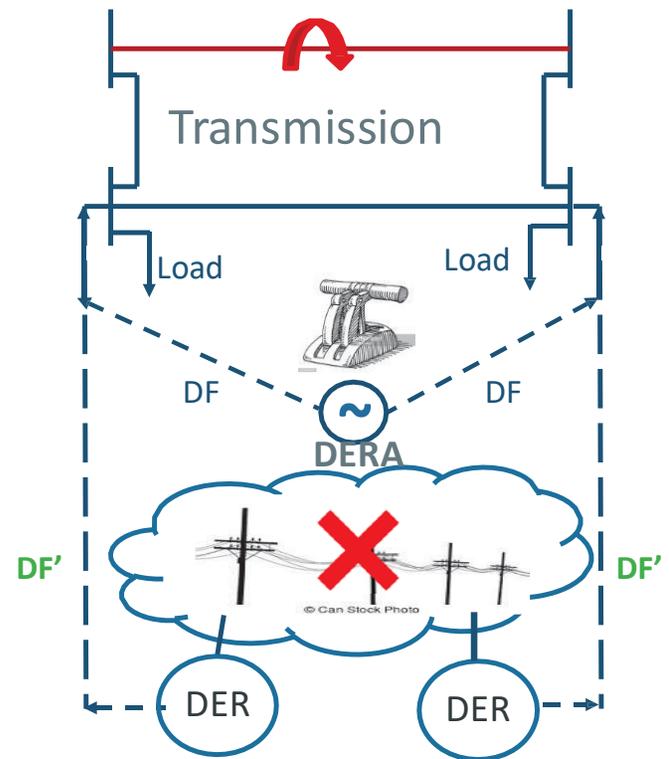
# Challenges with the Aggregation Model

- DER visibility
  - ISO Market model is at the transmission system level
  - An aggregated resource is modeled at a virtual location through distribution factors (DFs)
  - No observability of distribution system creates challenges
    - DER to POI mapping
    - Dynamics of DF
    - Mismatch between the market model and the physical model



# Challenges with the Aggregation Model

- Dispatch efficiency and transmission congestion management
  - Actual DER responses to the control room dispatch signal may not be consistent with what the dispatch model predicts.
  - Local congestion may require significant adjustment of an aggregated DER's output rather than a small set of DERs.
  - DER aggregator's control may result in issues in distribution system.
    - Feeder congestion
    - Voltage
    - Power quality





## Conclusion

- A DER aggregation model should be considered for the future DER integration of wholesale electricity markets
- Direct participation of DERA in the wholesale markets requires a proper ISO/DSO/DERA coordination, and can be efficient in the short-run
- To fully resolve the TSO/DSO coordination issue, local energy markets could be established in the future when a large number of DERs participate in the wholesale markets



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# Questions

