

The MISO Transmission Owners Agreement provides that the Advisory Committee's member groups "shall propose to the Board their own methods of eligibility and voting." It also states that "[a]pproval of such procedures shall not unreasonably be withheld." (See Article Two, Section VI(A)(2)(d)). Pursuant to this provision, the Competitive Transmission Developers sector hereby presents the following governance guidelines for the Board's consideration.

## Transmission Developer Sector Governance Guidelines

### **I. Eligibility**

The Transmission Developer Sector is comprised of companies who are Members of MISO and have indicated their primary designation is that of Transmission Developer and can comply with the Mission Statement in II.A below. A list of the companies in this sector can be found on the MISO website. These companies have voting rights in this sector. Only representatives from such companies may represent this sector on MISO's Advisory Committee. Additional requirements for Sector Membership are outlined in II.B below.

### **II. Transmission Developer Sector Mission Statement and Business Model**

#### **A. Transmission Developer Mission Statement**

The Transmission Developer Sector ("Sector") members work together on a cooperative basis to maintain and/or develop independent, transparent, non-discriminatory, fully robust, competitive business rules on Order 1000 implementation and other transmission issues affecting the competitive bidding and solution development process. The sector members strive towards the goal of creating a "level playing field" within the decision making process at MISO, as a means of ensuring MISO and the MISO Board of Directors maintain their independence in order to protect Transmission Developer Sector members from the unintended consequences of undue influence from any other individual stakeholder group(s).

Sector membership has several obligations. Sector members are encouraged to devote resources aimed at active participation within the MISO stakeholder process to safeguard against unfair or anti-competitive changes to Order 1000 implementation, the Transmission Planning process or the implementation of new rules that would be unfair and/or unduly discriminatory to the sector member business interests, business objectives and our customer interests. Sector members seek a fair and unbiased transmission planning and competitive bidding/construction process and will work together on a collaborative basis to eliminate identified process deficiencies and the prioritization of high impact process enhancements that will increase value for the Sector members and their customers as a whole.

#### **B. Sector Requirements**

Any new company seeking membership in the Transmission Developer Sector will be asked to present its business interests with the sector at a sector meeting. For purposes of the presentation from a candidate company seeking membership within the Sector, the sector's basic business model criterion is set forth below:

- Sector members are required to be MISO members in good standing with MISO (the sector company is joining as required in Attachment FF of the MISO tariff).
- Sector members typically own transmission in other parts of North America or the world, are building or have developed transmission somewhere in the world or have filed in a regulated jurisdiction for a transmission project somewhere in North America or the world.
- Sector members participate in MISO's Transmission Proposal Request (TPR) process, transmission planning process (MEP, MVP and technical studies), and/or MISO planning technical meetings.
- Sector members have provided MISO a current Transmission Developer Application or will provide that application within the next Transmission Developer Application cycle. Failure to do so may require the company to withdraw from the sector in accordance with the previous paragraph.
- The Transmission Developer Sector specifically excludes entities that :
  - are Transmission Dependent Utilities within the MISO footprint;
  - cannot meet the requirements of the Transmission Developer Mission Statement
- There are no ownership limitations on membership in the Sector.
- Sector members do not have franchise service territories with an obligation to serve retail end-use customers – no captive rate base.

### **III. Transmission Developer Sector Meetings**

#### **A. Meetings**

From time to time the Transmission Developer Sector will hold confidential strategy meetings or conference calls. The Sector Chair will schedule, organize and lead these meetings in accordance with *Roberts Rules of Order*. In some instances these meetings may include members or representatives from other Sector such as the Transmission Owners, Environmental and Other sector, MISO senior management or the Organization of MISO States.

#### **B. Sector Chair Responsibilities**

The Sector Chair is responsible for coordinating the Sector and organizing the Sector's responses to MISO issues. The Sector Chair also serves as the MISO Advisory Committee representative for the Transmission Developer Sector. The Sector Chair also has the following responsibilities:

- i. Schedule calls to discuss Sector issues and before Advisory Committee meetings to determine the positions of Sector members;
- ii. Lead Sector meetings in accordance with *Roberts Rules of Order*;
- iii. Work with other Sector to advocate positions and understand issues important to Sector members;
- iv. Speak on behalf of the Sector in MISO forums;
- v. Other MISO related responsibilities as directed by the Sector members.

### **C. Consultant Participation in this Sector:**

- i. A person/company (“Consultant”) representing a Transmission Development Sector member may only represent the client company in a single sector which may or may not be within the Transmission Developer Sector. The intent of this limitation is to prevent representation of multiple Sector outside of the Transmission Developer Sector in order to maintain a level of confidentiality of information, positions, and business of the Sector members.
- ii. AA Consultant representing a Transmission Developer Sector member is eligible to participate in this Sector only if the Transmission Developer Sector member and the Consultant provide a written attestation that:
  1. Confirms the Consultant has authority to represent the indicated Sector member;
  2. Confirms the Consultant will only represent a company(s) from the Transmission Developer Sector;
  3. Affirms intent to comply with item (i) and the Mission Statement above;
  4. Indicates whether or not the Consultant has been delegated authority to vote on behalf of the indicated Sector member(s) that the Consultant represents. A document signed by an officer of the represented Sector member clearly stating such authorization must be provided to the Sector Chair.
  5. Such written attestation shall be sent to the Sector Chair at least one business day prior to the Consultant’s participation in any Sector activity. (It is the Sector Chair’s responsibility to notify the Sector of the new Consultant’s participation in this Sector).
  6. It is the responsibility of the Sector member company to which the Consultant represents to notify, in a timely manner, the Sector Chair of termination of the Consultant’s role.
  7. In the event it is determined that a Consultant is not representing this Sector in an appropriate manner or is not adhering to item (i) or the Mission Statement above a recall election may be held. Any one Sector member may request an election to remove a Consultant with a second from another Sector member at a Sector meeting or by email to all Sector members. The Sector Chair shall coordinate the election or, if the Sector Chair has a conflict of interest, will appoint another Sector member that does not have a conflict to coordinate the election. At least one weeks’ notice must be provided to all Sector members prior to the vote. The Consultant will not be removed from participation in the Sector unless 66% or more of the votes are cast in support of removal.

#### **IV. Voting**

Only an employee (or designated Consultant noted above) of the Sector member may vote in this Sector and must be a MISO member in good standing to cast a vote. Decisions will pass on the basis of a simple majority. Voting will be conducted in accordance with MISO guidelines with the following additions:

- i. Abstentions - shall count as a vote cast but separate from the Yea and Nay votes;
- ii. Weighting - all Sector member votes shall be weighted equally. One sector member company equals one vote.

Those Eligible Companies comprising the minority position may request their Sector representative(s) to split this Sector's vote on a specific issue before the Advisory Committee, the Planning Advisory Committee or other MISO Committee which has sector votes. Minority position votes have the right to record the rationale for their minority vote.

#### **V. Elections**

Elections will be held for representation on MISO's Advisory Committee in December of each year as current Advisory Committee representative's terms expire. Observing consecutive term limitation provisions (outlined below), only employees of Sector members are eligible to represent this Sector on MISO's Advisory Committee. A representative and an alternate will be elected for the Advisory Committee. The representative and alternate must be from different companies within the Sector membership. All other committee representation (PAC, in particular or new committees) will take nominations for Sector rep and alternate. The representative and alternate must also be from different companies within the Sector.

The Advisory Committee Member from the Sector will also serve as the Sector Chair and will be responsible for providing the Secretary of MISO's Advisory Committee with the election results as noted in III.B.

At any time that an elected representative, Sector Chair or elected alternate representative can no longer fulfill their obligation to serve on MISO's Advisory Committee or other MISO sector voting committee (PAC in particular), a special election for a replacement to serve for the remainder of that term shall be held as soon as reasonably possible. The representative whose is vacating their term shall serve as the election coordinator and shall provide for at least one weeks' notice for nominations with an election at least one week later. If the representative who is vacating their term is unable or unwilling to serve as the election coordinator, the Sector Chair shall coordinate the election or, if the Sector Chair has a conflict of interest, will appoint another Sector member that does not have a conflict to coordinate the election. The Sector Chair will also be responsible for providing the Secretary of MISO's Advisory

Committee with the election results. The consecutive term limitations provisions do not apply in instances where the sector is replacing a representative for the remainder of a specific term. A simple majority of the votes cast will determine the election of the needed replacement.

In the event it is determined that an elected representative or elected alternate representative is not representing this Sector in an appropriate manner, a recall election may be held. Any one Sector member may request a recall election with a second from another Sector member at a Sector meeting or by email to all Sector members. The Sector Chair shall appoint a Sector member not affiliated with the elected representative or the members requesting or seconding the recall vote to coordinate the election. At least one week's notice must be provided to all Sector members prior to the vote. The representative in question will not be removed unless 66% or more of the votes cast agree to replace this representative. In the event it is determined that the representative should be replaced, then an election for a replacement representative will be held (as outlined above).

## **VI. Advisory Committee Representation**

Only employees from a Sector member company may represent this Sector on MISO's Advisory Committee. In addition, the same Sector member company may not hold a position on MISO's Advisory Committee for more than two consecutive full terms. For example, if ABC Company represents this Sector on MISO's Advisory Committee in years 1 and 2 (i.e. one full term), then ABC Company is not eligible to represent this Sector on MISO's Advisory Committee in year 3. The only exceptions to the consecutive term limitation provisions are as follows:

- i. The elected representative of another Sector member cannot fulfill their commitment to serve on MISO's Advisory Committee. In this case, a special election (described below) will be held to fill this vacancy for the remainder of the unfulfilled term.
- ii. The elected alternate representative is unavailable to substitute for another elected representative for a single Advisory Committee meeting.
- iii. The Sector unanimously decides to override the provisions for consecutive term limitations.

The Sector Chair (AC Representative for the Transmission Developers Sector) has the obligation and responsibility to schedule and attend Sector meetings / calls to discuss upcoming MISO Advisory Committee agenda items and to vote as directed by this Sector. Any minority position may be written and provided to the elected representative who shall submit it for the record of the Advisory Committee. In the event, that impromptu issues, motions, or decisions are put before the Advisory Committee, elected representatives are encouraged to solicit the Advisory Committee Chairman for an opportunity to consult with their sector prior to a vote of the Advisory Committee.

## **VII. Hot Topic Papers and Sector Position Papers**

### **A. Designation of Majority, Minority, & Company Specific Hot Topic Papers**

Hot Topic Papers will be designated on simple majority. If more than one company supports a paper dissenting from the majority, the second paper will be designated as the minority position. Dissenting companies must identify themselves in the Minority position as well as what percentage of the Sector represents the minority. If only one company supports a paper dissenting from the majority, the sole company supporting the paper will submit the paper to the Advisory Committee and MISO Board of Directors as a standalone company specific paper.

At least 33% (1/3<sup>rd</sup>) of the time available for Hot Topic oral presentations will be allocated to a minority position paper, allowing those endorsing the minority position to explain their differences with the majority position (e.g., for a 10 minute time allotment, approximately 3 minutes will be allocated for discussion of the minority differences to the majority position). In the event there are more than one minority positions or company specific papers, the differences from the majority position will be addressed within those 3 minutes (summary of all the differences to the majority opinion).

### **B. MISO Requested Stakeholder Feedback Papers**

Occasionally, MISO will request stakeholder feedback on issues affecting Sector members. A Sector member may request a Sector response through the Sector Chair. The requesting member has the responsibility and obligation to prepare the Sector response, schedule calls and meetings to get consensus among the members and submit the response to the Sector representative for the committee or working group requesting the stakeholder feedback. The Sector representative is responsible for reasonably assuring consensus among the members before a feedback paper is submitted. If consensus consisting of the support of at least 50% of the participating Sector members cannot be reached as determined by the Sector representative for that stakeholder group (PAC for example), the paper shall not be submitted on behalf of the Sector but may be submitted as a company(s) stakeholder feedback. Any Sector stakeholder feedback paper submission does not prevent individual members from providing their own stakeholder feedback paper.