

Vacant
President

Katie Anderson
Vice President

**Dr. Craig
Greene**



1000 Center Street • PO Box 400
Little Rock, Ark

JP Morrell
Director

Jimmy Glotfelty
Director

Wayne Carr
Director

ENTERGY REGIONAL STATE COMMITTEE (E-RSC) BYLAWS

Adopted December 16, 2009

Amended October 20, 2010

Amended August 23, 2012

Amended August 12, 2014

Amended February 14, 2022

Amended October 30, 2024

ARTICLE I

1. NAME: The organization shall be known as the Entergy Regional State Committee (E-RSC). The principal office of the E-RSC shall be at such location, within the United States, as the E-RSC Board of Directors shall from time to time establish. The E-RSC may also maintain such branch offices and places of business as the E-RSC Board of Directors may deem necessary or appropriate in the conduct of its business.
2. PURPOSE: The E-RSC shall provide collective Entergy state regulatory agency input on the planning and operations of the Entergy Transmission System (ETS), including without limitation, participation in the activities of the Midcontinent Independent System Operator (MISO) regional transmission organization (RTO). Such input and participation shall include but not be limited to transmission planning and upgrades, appropriate mechanisms to increase the amount of transmission built, cost allocation methodologies, financial transmission rights, and seams agreements with neighboring regions or RTOs. As used in these Bylaws, the term “state” shall include the City of New Orleans and the term “state regulatory agency” shall include the Council of the City of New Orleans.
3. Nothing in the formation and operation of, or actions taken by, the E-RSC as a regional state committee pursuant to these Bylaws shall diminish existing state regulatory jurisdiction and authority or subject the E-RSC to the jurisdiction of the Federal Energy Regulatory Commission (FERC). Each state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

Membership shall be open to the official governmental entities that regulate the retail electricity or distribution rates or approve retail service areas of the Entergy operating companies, which as of December 16, 2009, are: the Arkansas Public Service Commission, the Louisiana Public Service Commission, the Mississippi Public Service Commission, the Public Utility Commission of Texas, and the Council of the City of New Orleans (E-RSC Members).

ARTICLE III – ANNUAL MEETING

The Annual Meeting of the E-RSC (Annual Meeting) shall be held each year in August or at such time as may be determined by the E-RSC Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member of the E-RSC not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article X. At the Annual Meeting, all member regulatory agencies may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the E-RSC Board of Directors as provided for in these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES:** The corporate business and affairs of the E-RSC shall be managed by the E-RSC Board of Directors, except as may be otherwise provided for in these Bylaws and/or the articles of incorporation (Articles of Incorporation) adopted by the E-RSC Board of Directors. The E-RSC shall also have such powers that may be subsequently approved by the Federal Energy Regulatory Commission (FERC).
2. **COMPOSITION:** Each member regulatory agency, as defined in Article II of these Bylaws, may designate one commissioner to serve on the E-RSC Board of Directors. In the case of member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that member, he or she shall be replaced on the E-RSC Board of Directors by another representative from his or her state regulatory agency. A member state regulatory agency may replace its Director by notifying the Secretary of the E-RSC by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the E-RSC Board of Directors.
3. **RESPONSIBILITIES:** The E-RSC Board of Directors shall elect the officers of the E-RSC and determine the general policies and direction of the E-RSC. No E-RSC Director shall be elected to more than three (3) consecutive terms as President. The E-RSC Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.
4. **REGULAR MEETINGS:** Regular meetings of the E-RSC Board of Directors shall be held at such time and place as may be determined by the E-RSC Board of Directors, except that the E-RSC Board of Directors shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the E-RSC not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article X. Public notice shall also be given at the same time that it is given to each Member and Associate Member of the E-RSC in accordance with Article X.
5. **SPECIAL MEETINGS:** The President may call a special meeting(s) of the E-RSC Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member of the E-RSC not less than three (3) calendar days prior to the meeting(s). Such special meetings may be held by telephone or by other electronic means.
6. **QUORUM:** If the Directors from a majority of the member state regulatory authorities are present (either in person, by authorized telephonic or electronic means, or by designated proxy), then a quorum exists for the transaction of business at any meeting of the E-RSC Board of Directors. If less than a majority of the

Directors is present, a majority of the members that are present may adjourn the meeting without further notice. The E-RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member state regulatory agency may allow a proxy to participate as a substitute for its designated E-RSC Director at a meeting(s) of the E-RSC Board of Directors by notifying the Secretary of the E-RSC as provided for in these Bylaws.

7. PROXY: A request of a member state regulatory agency for recognition by the E-RSC Board of Directors of a proxy to participate in a meeting of the E-RSC Board of Directors must be received by the Secretary of the E-RSC at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the E-RSC and identify the date of the meeting of the E-RSC Board of Directors for which the proxy is authorized and identify by name, and position at or relationship to the member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the E-RSC must receive a new request for recognition of a proxy for each meeting of the E-RSC Board of Directors at which the proxy will be sought to be recognized. The E-RSC Board of Directors will not recognize, for more than one meeting at a time, a proxy request by a member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.
8. VOTING PROCEDURES: Each E-RSC Director present (either in person, by authorized telephonic or electronic means, or by representation of the member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. The voting requirements for approval of certain matters are as follows:
 - (a) ELECTIONS: Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.
 - (b) BYLAWS: Changes in the Bylaws shall require a unanimous vote consistent with Article XI of this document.
 - (c) POLICY STATEMENTS: Votes on policy statements shall require the unanimous approval of all E-RSC member Directors. Policy statements include, but are not limited to, collective Entergy state regulatory agency advisory input on the planning and operations of the ETS; the plans, activities, studies, seams agreements, and decisions of the MISO RTO that may affect the planning, operation, cost, cost allocation, and availability of transmission service on the ETS; and the exercise of any authority provided to the E-RSC to direct any Section 205 filings by Entergy.

- (d) **ADMINISTRATIVE AND PROCEDURAL MATTERS:** Votes regarding administrative, non-policy and procedural matters shall require the approval of a majority of Directors, unless otherwise provided for in these Bylaws. Administrative matters include the adoption of or amendments to an E-RSC Budget.
 - (e) **E-RSC AUTHORITY APPROVED BY FERC TO DIRECT ACTIONS TO BE TAKEN** - A unanimous vote of the E-RSC Board of Directors is required for the E-RSC to exercise any authority approved by FERC regarding (i) proposed cost allocation methodologies for transmission facilities and (ii) directions to Entergy to construct an upgrade to the ETS.
 - (f) **ELECTRONIC VOTING:** The President has the option and authority to conduct an electronic vote on non-policy, administrative matters, such as approval of minutes or appointment of the annual E-RSC auditor, or on policy matters that have been discussed during a prior E-RSC meeting.
9. **POSITIONS ON POLICY STATEMENTS:** The E-RSC Board of Directors will give direction to formation of issue policy statements pursuant to Art. IV, § 8(c) above, which will then be referred to member state regulatory agencies, Entergy, and customers that take service on the ETS. A position unanimously approved by the E-RSC Board of Directors may be issued as the E-RSC's position. Individual member state regulatory agencies retain all rights to, support, or otherwise comment on, issue statements of the E-RSC. The E-RSC Board of Directors may intervene in proceedings before federal regulatory agencies and in related judicial proceedings to express the E-RSC's positions, and may retain legal counsel to represent the E-RSC in such proceedings. Consistent with Article I, § 3 above, each individual state regulatory agency shall also retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

ARTICLE V - OFFICERS

1. **NUMBER AND TITLE:** The officers of the E-RSC shall be the President, Vice-President, and Secretary.
2. **ELECTION, TERM, VACANCIES:** The President, Vice-president, and Secretary shall be elected by the E-RSC Board of Directors for a term of one year, or until their successors are elected. No E-RSC Director shall be elected to more than three (3) consecutive terms as President. Officers shall be elected at the Annual Meeting, or at such other meeting designated for that purpose, to take office on the first day following the meeting at which elections are held. The E-RSC Board of Directors may fill a vacancy among the officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election. In the event of a vacancy or temporary inability to serve, the duties of the Secretary may be fulfilled by a designee of the E-RSC Board of Directors.

3. GEOGRAPHIC BALANCE: The officers elected shall be E-RSC Directors from different jurisdictions.
4. DUTIES: The duties of the officers shall be as follows:
 - (a) The PRESIDENT shall be the principal officer of the E-RSC and shall preside at the Annual Meeting and all meetings of the E-RSC Board of Directors, shall be responsible for seeing that the lines of direction given by the E-RSC Board of Directors are carried into effect – including the representation and presentation of all E-RSC majority positions and minority reports and dissenting opinions of the member state regulatory authorities, and shall have such other powers and perform such other duties as may be assigned by the E-RSC Board of Directors; including but not limited to: performing or delegating presentations/speeches on behalf of the E-RSC, designating member state regulatory agency staff members proposed by the state regulatory agency to carry out functions and operations of the E-RSC, and requesting technical support from Entergy and/or MISO as necessary.
 - (b) In the temporary absence or disability of the President, the VICE-PRESIDENT shall preside at meetings of the E-RSC Board of Directors and have such other powers and perform such other duties as performed by the President. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the E-RSC Board of Directors.
 - (c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices and agendas of all meetings of the E-RSC Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the E-RSC Board of Directors.
5. REMOVAL: An officer of the E-RSC may be removed with or without cause by the written vote of all E-RSC Member Directors not represented by that officer.

ARTICLE VI – MEMBER STATE REGULATORY AGENCY REPRESENTATIVE PARTICIPATION

Member state regulatory agency staff and representatives may participate at the discretion of their respective member state regulatory agency, including but not limited to: attendance at E-RSC meetings in support of or in lieu of member state regulatory agency Director(s), attendance and active participation in assigned committees, working groups and task forces (including providing summaries of meetings and reporting to the E-RSC members), active representation of the majority positions and minority reports or

dissenting opinions of the E-RSC member state regulatory authorities, and attending and actively participating in assigned E-RSC committees created by the E-RSC Board of Directors (including providing summaries of meetings and reporting to the E-RSC members).

ARTICLE VII - COMMITTEES

1. ESTABLISHED: The E-RSC Board of Directors may establish subordinate committees as it deems necessary and provide for their governance.
2. COMPOSITION AND APPOINTMENT: Directors shall appoint members of E-RSC committees. All E-RSC committees shall be composed of one staff member or representative of each E-RSC member unless the Board of Directors approves otherwise. Unless otherwise provided by the E-RSC Board of Directors, a committee may elect its chair. Members may participate in the work of committees.

ARTICLE VIII – MEMBERS NOT BOUND

No vote of, or resolution passed by, the E-RSC Board of Directors shall have any binding effect upon any member state regulatory agency in the exercise of that entity's powers.

ARTICLE IX - PARLIAMENTARY AUTHORITY

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the E-RSC Board of Directors and all committees, subject to the laws of the state where the E-RSC is incorporated, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the E-RSC.

ARTICLE X - OPEN MEETINGS

The Annual Meeting and all meetings of the E-RSC Board of Directors and subordinate committees for which a majority of the E-RSC Board of Directors are members of the subordinate committees shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

- (a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a

change to the Bylaws or otherwise affect the substantive rights of Members.

- (b) Minutes of the E-RSC Board of Directors and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.
- (c) The public may attend all open meetings of the E-RSC.
- (d) The E-RSC Board of Directors may provide for participation by telephone or electronic means.

ARTICLE XI – MEMBERSHIP WITHDRAWAL

Any E-RSC Member may withdraw from the E-RSC and the E-RSC Board of Directors at any time.

Any E-RSC Member ceases to be an E-RSC member on the effective date of that withdrawal or on the effective date that any or all of the Entergy operating companies it regulates withdraws membership from the RTO in which the other Entergy operating companies are members.

Any continuing obligation after withdrawal of an E-RSC Member, or cessation of membership of an E-RSC Member (both "former E-RSC Member") regarding unanimous decisions made during the former E-RSC Member's tenure will be decided at the time the unanimous decision is made. Finally, after withdrawal or cessation of membership, the remaining E-RSC Members cannot bind the former E-RSC Member nor bind or obligate the Entergy Operating Company or Companies the former E-RSC Member regulates as a result of any prospective decisions made, unanimous or otherwise. This provision is not intended to affect obligations and cost allocations among the Entergy Operating Companies pursuant to the Entergy System Agreement.

ARTICLE XII – EXERCISE OF SECTION 205 AUTHORITY

The E-RSC and the E-RSC Board of Directors have no authority to issue policy statements, including the right to direct any Section 205 filings, except upon a unanimous vote as set forth in Article IV.8(c). If any of the following occur, the E-RSC and the E-RSC Board of Directors relinquish the authority to issue policy statements and the right to direct any Section 205 filings: (1) the FERC, now or in the future, makes any changes to the tariff that permits the E-RSC to direct Entergy to make Section 205 filings unless such change is agreed to by all E-RSC members; (2) the FERC issues any statement, Notice of Proposed Rulemaking, opinion or order indicating that it has or will exercise jurisdiction, or exercises jurisdiction over the E-RSC, its Bylaws or the E-RSC processes or operations; (3) the FERC or any state or federal court changes the unanimity requirement in Article IV.8(c) above, or (4) an E-RSC Member withdraws from the E-RSC, but the transmission facilities of the Entergy Operating Company(s) regulated by such Member remain under the operational control of the RTO.

ARTICLE XIII – AMENDMENTS

Except as otherwise stated herein, these Bylaws may be amended only by unanimous vote of the Directors at the Annual Meeting and any regular meeting of the E-RSC Board of Directors, provided that the proposed amendment(s) must have been included in the notice of the meeting in which such changes were to be considered.

ARTICLE XIV – ENTERGY REGIONAL STATE COMMITTEE WORKING GROUP (E-RSC WG)

1. Purpose – The E-RSC WG shall coordinate with and assist the E-RSC in providing collective Entergy state regulatory agency input on the planning and operations of the ETS, including without limitation, participation in the activities of the MISO RTO. Such input and participation shall include but not be limited to transmission planning and upgrades, appropriate mechanisms to increase the amount of transmission built, cost allocation methodologies, financial transmission rights, and seams agreements with neighboring regions or RTOs.
2. Membership – The E-RSC WG shall be comprised of at least one staff member or representative of each E-RSC member.
3. E-RSC WG Chair - The E-RSC shall appoint a E-RSC WG Chair. The E-RSC WG Chair shall preside over all meetings of the E-RSC WG, shall be responsible for seeing that the lines of direction given by the E-RSC Board of Directors and the E-RSC WG are carried into effect – including the representation and presentation of all E-RSC and E-RSC WG majority positions and minority reports and dissenting opinions of the member state regulatory authorities, and shall have such other powers and perform such other duties as may be assigned by the E-RSC Board of Directors; including but not limited to: performing or delegating presentations/speeches on behalf of the E-RSC and E-RSC WG, and requesting technical support from Entergy and/or MISO as necessary.
4. Meetings – The E-RSC WG will hold quarterly public work sessions with interested stakeholders to receive presentations, statements and questions on matters related to the ETS, the MISO RTO, seams agreements with neighboring regions and/or RTOs, and other related matters. Notice of the time and place of each E-RSC WG quarterly work session shall be provided by mail, facsimile transmission and/or electronic means to each E-RSCWG WG Member not less than twenty-one (21) calendar days prior to the meeting. Public notice and a request for stakeholder presentations shall also be given at the same time that it is given to the E-RSC WG Members. Such meetings may be held by telephone or by other electronic means. Stakeholder presentations must be submitted to the E-RSC WG Chair not less than seven (7) business days prior to the meeting. If no stakeholder responds to the request for presentations, statements and questions, the E-RSC WG Chair may cancel the work session. The E-RSC WG may also conduct closed meetings as necessary to discuss matters related to the to the ETS, the MISO RTO, neighboring regions and/or RTOs, and other related issues.