

END USE CUSTOMER SECTOR GOVERNANCE

1. Purpose

This document serves to codify the methods of eligibility and voting of the end use customer sector pursuant to the Midcontinent Independent System Operator, Inc. ("MISO") Transmission Owner Agreement.

2. Eligibility and Participation

The end use customer sector consists of companies (including groups of companies) that are eligible MISO end use customer members as defined in the MISO Transmission Owner Agreement. End use customer members will be represented by their employees, outside consultants or Attorneys. A current list of end use customer members of MISO can be found on MISO's website.

The end use customer sector shall designate three members annually to serve as sector representatives on MISO's Advisory Committee. In addition, other members shall be designated as alternates in the event a primary sector member is not able to participate in an Advisory Committee meeting or other activity. Sector representatives or their alternates will hold voting rights for any matter brought before the Advisory Committee. Selection of the sector members annually will be by consent of the majority of end use customer sector members.

The end use customer sector shall designate one member annually to serve as sector representative on MISO's Planning Advisory Committee. In addition, other members may be designated as alternates in the event a primary sector member is not able to participate in a Planning Advisory Committee meeting or other activity. Sector representatives or their alternates will hold voting rights for any matter brought before the Planning Advisory Committee.

Participation in all other MISO committees, subcommittees, working groups and task forces is at the discretion of each end use customer sector member.

3. Voting

In all committees, subcommittees, working groups and task forces, except the Advisory Committee and the Planning Advisory Committee, each end use customer sector member may exercise the vote they are entitled to as a MISO member at their own discretion.

Each end use customer sector member is entitled to a single vote in any matter brought before the sector for formal consideration.

In any matter brought before the Advisory Committee, the three sector votes may be split into a fractional vote in the event the sector members fail to reach consensus. The fractional vote shall be split in proportion to the number of end use customer sector members conveying a vote with no split vote receiving less than one-half of a sector representative vote. For example, if the end use customer sector has three Advisory Committee votes (or six votes of one-half each) and the number of end use customer sector members supporting a minority position is less than one-sixth of the total number of voting end use customer sector members, the end use customer sector's Advisory Committee votes will not be split and all three votes will be cast for the majority position.

In any matter brought before the Planning Advisory Committee, the single sector vote may be split into a fractional vote in the event the sector members fail to reach consensus. The fractional vote shall be split in proportion to the number of end use customer sector members conveying a vote with no split vote receiving less than one-half of a sector representative vote. For example, if the end use customer sector has a single Planning Advisory Committee vote (or two votes of one-half each) and the number of end use customer sector members supporting a minority position is less than one-half of the total number of voting end use customer sector members, the end use customer sector's Planning Advisory Committee votes will not be split and a single vote will be cast for the majority position.

End use customer sector members may designate another end use customer sector member as their proxy.

4. Sector Chair

There shall be at all times a Sector Chair selected by the majority of end use customer sector MISO members. The Sector Chair will be responsible for scheduling and conducting any required voting and/or meetings within the end use customer sector. The Sector Chair will also be responsible for coordinating any sector response to a request for written comments. The Sector Chair may designate an alternate to schedule and conduct any required voting, meetings or other business in the event the Sector Chair is temporarily unavailable.

5. Sector Position Papers

A simple majority of end use customer sector MISO members will approve any written position papers submitted to the MISO Board of Directors. Each written position paper submitted to the MISO Board of Directors will identify each of member of the end use customer sector that affirmatively supports the written position paper. Each member not supporting the written position paper may elect to submit written comments reflecting a dissenting opinion from the majority.

The end use customer sector may include in the development of its written position papers participation from MISO stakeholders that are not currently MISO members, but would be members of the end use customer sector if they were MISO

members. If such MISO stakeholders participate in the development of and ultimately support a particular end use customer written position paper approved by the sector's MISO members, they can be identified in the written position paper as supporting non-MISO member stakeholders.

APPROVED BY THE END USE CUSTOMER SECTOR OCTOBER 13, 2014

Approved by MISO Board of Directors on 12-11-2014