



WESTERN MARKETS EXECUTIVE COMMITTEE CHARTER

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CONTENTS

REVISION HISTORY1

PURPOSE3

SCOPE OF ACTIVITIES3

REPRESENTATION 4

CHAIR AND VICE CHAIR RESPONSIBILITIES, NOMINATION, ELECTION & TERMS.....5

SPP STAFF INDEPENDENCE & SUPPORT5

ATTENDANCE, QUORUM & PROXY6

VOTING STRUCTURE6

WORKING GROUPS & COMMITTEES REPORTING TO THE WMEC7

AD HOC TASK FORCES7

DURATION 8

REPORTING..... 8

MEETINGS & MEETING SCHEDULE 8

PERIODIC REVIEW OF WMEC CHARTER 9

PURPOSE

The Western Markets Executive Committee (“WMEC”) is responsible, through its designated working groups, committees, and task forces, for developing and recommending policies, procedures, and system enhancements related to the administration of the Western Energy Imbalance Service (“WEIS”) market by SPP under the Western Joint Dispatch Agreement (“WJDA”) in the Western Interconnection.

SCOPE OF ACTIVITIES

In carrying out its purpose, the WMEC will:

1. Provide a forum for entities that have executed a Western Joint Dispatch Agreement with SPP (“WEIS Participants”) and other interested stakeholders to discuss issues related to the ongoing administration and advancement of market development in the Western Interconnection.
2. Approve or reject proposed amendments to the WEIS Tariff prior to the filing of such amendments at the Federal Energy Regulatory Commission.
3. Consider, approve, or reject market rules if such rules solely apply to the administration of the WEIS market and have no application to the SPP Integrated Marketplace or any other service provided by SPP. To the extent such rules do apply to the SPP Integrated Marketplace or any other service provided by SPP, the WMEC shall be afforded the opportunity to provide input to any other applicable SPP organizational group and the SPP Board of Directors.
4. Collaborate with SPP on the development of WEIS Tariff provisions, market protocols, business practices, and interregional agreements to promote transparency and efficiency in the operation of the WEIS market.
5. Evaluate and provide consultation to SPP on the WEIS market administration budget and budget allocation to WEIS Participants, including modifications or adjustments of the WEIS market Administration Rate, in accordance with the WJDA.
6. Review and recommend proposed amendments to the WJDA.
7. Conduct the dispute resolution process in accordance with the WJDA.

8. Review system or process enhancement proposals recommended by SPP, other WEIS Participants, or any designated working group, committee, or task force established by the WMEC. Recommendations to enhance systems or processes materially impacting SPP's administration of the WEIS market or the WEIS market administration budget must be approved per the WMEC Voting Structure process prior to beginning implementation of the enhancement.
9. Avoid activities that would result in marketing function employees of WEIS Participants gaining access to non-public transmission system information.

REPRESENTATION

Each WEIS Participant shall appoint one representative to the WMEC. Each representative designated shall be a senior level management employee with financial decision making authority. The WMEC representatives will appoint the chair and vice chair of the WMEC in accordance with the Chair and Vice Chair Responsibilities, Nomination, Election, and Terms process. Each representative of the WMEC may continue to be a representative thereof until the WEIS Participant appoints a successor representative. A WEIS Participant shall be eligible to appoint only one representative for itself and all its affiliates. Affiliate relationships are relationships between WEIS Participants that have one or more of the following attributes in common:

1. Are subsidiaries of the same company;
2. One WEIS Participant is a subsidiary of another WEIS Participant;
3. Have, through an agency agreement, turned over control of a majority of their generation facilities to another WEIS Participant;
4. Have, through an agency agreement, turned over control of a majority of their transmission system to another WEIS Participant, except to the extent that the facilities are turned over to an independent transmission company recognized by FERC;
5. Have an exclusive marketing alliance between WEIS Participants; or
6. Ownership by one WEIS Participant of ten percent or greater of another WEIS Participant.

With respect to the Western Area Power Administration, the WAPA Divisions, who are signatories to the WJDA (the Colorado River Storage Project Management Center (WAPA-CRSP MC), the Rocky Mountain Region (WAPA-RMR), and the Upper Great Plains Region (WAPA-UGP)) will collectively be represented by two voting representatives on the WMEC. WAPA-RMR, WAPA-CRSP MC and WAPA-UGP represent the WEIS Participants as set forth in Section 12 of the WJDA.

CHAIR AND VICE CHAIR RESPONSIBILITIES, NOMINATION, ELECTION & TERMS

The chair of the WMEC shall be responsible for presiding over WMEC meetings, generally following the rules and guidelines established in Robert's Rules of Order. The chair ensures that the WMEC functions within the scope of this Charter, that there is full participation during meetings, that all relevant matters are discussed, and that effective decisions are made and carried out. The chair may establish any working groups, committees, and ad hoc task forces as necessary to fulfill the mission of the WMEC, as approved by the WMEC.

The vice chair of the WMEC shall act for the chair:

1. At the request of the chair;
2. If the chair becomes unable to discharge the functions of the position; or
3. Until a new chair takes office if the position of chair becomes vacant.

WMEC representatives may nominate themselves or may be nominated by another WMEC representative to be considered for the office of chair or vice chair.

The chair and vice chair will be elected by an affirmative vote by the WMEC. Terms of office for the chair and vice chair will be two years.

SPP STAFF INDEPENDENCE & SUPPORT

Each working group, committee, or task force reporting to the WMEC shall be assigned an SPP staff member, who shall attend all meetings and act as secretary to the group. Staff secretaries of all working groups, committees, and task forces shall be non-voting. The secretary shall keep minutes of pertinent discussions, business transacted, decisions reached, and actions taken at each meeting. Minutes shall be published within seven calendar days following a meeting but in any event in advance of the next meeting, and considered final documents upon their approval by the working group, committee, or task force.

SPP shall strive to provide support to all working groups, committees, and task forces while taking into account the WEIS market administration budget and other priorities of the SPP organization. Should it become necessary for SPP to hire additional staff or augment staffing to maintain the expected level of support, SPP will advise the WMEC of any budgetary impacts.

ATTENDANCE, QUORUM & PROXY

If a representative is unable to attend a WMEC meeting, he/she may, in writing to the chair, vice chair, and staff secretary, appoint a proxy representative who shall have such rights to participate and vote as the representative specifies. The proxy representative may be another member of the WMEC or another person who has the authority to act on behalf of the representative.

The quorum for a meeting of the WMEC or any working group, committee, or task force reporting to the WMEC shall be one-half of the representatives thereof, but not less than three representatives; provided, that a lesser number may adjourn the meeting to a later time. A representative participating by phone is considered to be in attendance of the meeting for the purpose of quorum. The quorum for a meeting must be established and maintained throughout the meeting in order for the group to take any binding action(s). Notwithstanding the above, any actions taken before a quorum is lost are considered valid and binding. A proxy will serve to meet the quorum requirements as follows:

- A proxy provided to another representative of the WMEC will not be recorded as attendance at the meeting and will not serve to meet or maintain the quorum requirements.
- A proxy provided to another person with the authority to act on behalf of the representative will be recorded as attendance at a meeting for the purpose of meeting or maintaining the quorum requirements.

VOTING STRUCTURE

Each representative will have one vote. Voting will utilize a "House and Senate" style approach. The "House" vote will be weighted based on each representative's Net Energy for Load ("NEL"), including the NEL that the host BA registers, as a proportion of the total NEL of all WEIS Participants. The "House" vote will generally require an affirmative vote of 75% or greater of the total NEL of all WEIS Participants before a resolution will be deemed to pass the "House" vote. A resolution will also be deemed to pass the "House" vote if only one representative is the dissenting vote, even if 75% of the voting NEL is not in the affirmative.

The "Senate" vote will be equally weighted for all WMEC representatives. The "Senate" vote will generally require an affirmative vote of 75% or greater of all WMEC representatives before a resolution will be deemed to pass the "Senate" vote with the following exception:

- For modifications to Attachment D and Schedule 2 of the WEIS Tariff, approval of 100% of the voting representatives who are also NERC-registered Transmission Service Providers would also be required.

For a resolution to be approved, it must pass both the "House" and the "Senate" vote.

WMEC representatives with affiliate relationships as described in the Representation section shall only have one vote. The WMEC may determine to vote on an issue by email. The outcome of any email vote will be recorded in the minutes for the group.

WORKING GROUPS & COMMITTEES

REPORTING TO THE WMEC

Through an affirmative vote in accordance with the Voting Structure process, the WMEC may establish working groups or committees to assist with its mission. Prior to voting on the establishment of a working group or committee, the WMEC should consider potential financial impacts in excess of those contemplated in the WJDA (e.g., additional SPP staff to support the group, meeting costs, etc.). Working group and committee representative appointments shall be made with consideration of the various types and expertise of representatives, also taking into consideration their geographic locations in an attempt to obtain diverse representation.

AD HOC TASK FORCES

Through an affirmative vote in accordance with the Voting Structure process, the chair of the WMEC may establish ad hoc task forces as necessary to fulfill its mission. Upon establishment of a task force reporting to the WMEC, the chair of the WMEC shall appoint a chair of the task force to preside over meetings. Any ad hoc task forces established by the WMEC chair shall be temporary and shall have the scope of its activities limited to a specific purpose. Prior to the establishment of an ad hoc task force, the chair should consider any potential financial impacts in excess of those contemplated in the WJDA (e.g., additional SPP staff to support the group, meeting costs, etc.).

Ad hoc task force representative appointments shall be made with due consideration of the various types and expertise of representatives, also taking into consideration their geographic locations in an attempt to obtain diverse representation.

DURATION

The WMEC will commence upon a WEIS Participant's signature of the WJDA and remain in effect until no WEIS Participants remain in the WJDA.

Individual WEIS Participant representatives will be maintained as members to the WMEC as long as the WEIS Participant remains a party to the WJDA or until the WEIS Participant appoints a successor representative.

REPORTING

The WMEC is the highest level of authority for representation by WEIS Participants. The SPP Board of Directors shall provide independent oversight of SPP's administration of the WEIS market under the WJDA. If the WMEC approves an action and such action is not appealed to the SPP Board of Directors, the action is deemed to be approved by the SPP Board of Directors, and SPP staff is authorized to submit any applicable required regulatory filing(s). Any action, or inaction, taken by the WMEC may be brought before the SPP Board of Directors for ultimate resolution.

State Commission Liaisons to the WMEC

One commissioner from the regulatory commission of each state in which a WEIS Participant or a Market Participant under the WEIS Tariff, has generation or load participating in the WEIS market in that state, may participate as a state liaison with the WMEC. A state liaison will provide advice on all matters pertinent to the participation in the WEIS market of the WEIS Participant or Market Participant under the WEIS Tariff. The state liaison's direction and input shall be provided within the context of the WMEC meetings. SPP staff will assist the liaison by providing information and support relevant to the WEIS market. The state liaison will not have a voting role on the WMEC but may participate in an advisory capacity.

MEETINGS & MEETING SCHEDULE

Meetings of the WMEC are open to all interested parties; and written notice of the date, time, place and purpose of each meeting will be provided as described below. However, the WMEC may limit attendance during specific portions of a meeting by an affirmative vote of the WMEC in order to discuss issues that require confidentiality.

At a minimum, meetings will be scheduled such that there will be an official meeting biannually. Annually, there will be at least one face-to-face meeting.

Representatives and stakeholders shall be given at least 15 calendar days by written notice and public posting of the date, time, place and purpose of each regular meeting. Agendas for regular meetings will be publicly posted no less than seven days prior to the meeting.

Telephone conference meetings may be called by the chair of the WMEC with prior notice of at least one business day.

PERIODIC REVIEW OF WMEC CHARTER

The WMEC Charter shall be reviewed at least annually by the committee. Any modifications to the WMEC Charter shall be approved in accordance with the Voting Structure of the WMEC.