



RESOLUTION NO. 2024-01

**Resolution for
Independent, At Large, and Industry Sector Director Elections**

WHEREAS, the Corporation's Bylaws provide that the Corporation's Industry Sectors may elect sector directors prior to the Annual Meeting of Members;

WHEREAS, At-Large Sector Director, Scott Etnoyer, resigned from the Board in November and Independent Director Courtney Geduldig resigned in December, so the elections for their replacements will be held with the other Industry Sector elections;

NOW, THEREFORE, BE IT RESOLVED, that the election of directors by the RTO, Transmission and Supplier sectors and a special election for the Independent and At Large Directors shall be conducted prior to the 2024 Annual Meeting of Members at a special telephonic meeting to be held on July 30, 2024, at 10:00 a.m., Eastern Time;

FURTHER RESOLVED, that the nominees selected by the Nominating and Governance Committee for the vacant at-large and independent directors shall be submitted to the Members in the notice of the election;

FURTHER RESOLVED, that the close of business on June 30, 2024 is designated as the record date for the determination of the Regular Members entitled to receive notice of, and to vote in, the election;

FURTHER RESOLVED, that members of each of the Industry Sectors must submit their nominees for directors to represent their respective Industry Sectors by June 30, 2024 to their respective Industry Sectors;

FURTHER RESOLVED, that the authorized officers, each acting alone or together with the other, are hereby authorized and directed to solicit and transmit a notice and proxy to each Regular Member entitled to receive notice of, and to vote, in the election;

FURTHER RESOLVED, that Niki Schaefer of the Corporation is hereby appointed and authorized to tabulate proxies on behalf of the Corporation and to act as inspectors of election in connection with the Election;

FURTHER RESOLVED, that the President or the Corporate Secretary, or such other officer of the Corporation as may be appointed by them, shall preside at the special meeting;

FURTHER RESOLVED, that all actions heretofore taken by the authorized officers of the Corporation in connection with the subject matter of any of the foregoing resolutions be, and they hereby are, approved, confirmed and ratified in all respects; and

FINALLY RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed to take all actions and execute all such documents as they deem necessary or appropriate to effectuate the foregoing resolutions.

As adopted on this 2nd day of May, 2024 by
the Board of Directors,

A handwritten signature in blue ink, appearing to read "Niki Schaefer".

Niki Schaefer
*Vice President, General Counsel & Corporate
Secretary*