

November 19, 2014

VIA ELECTRONIC FILING

Ms. Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: Petition of the North American Electric Reliability Corporation for Approval of
Amendments to the Bylaws of the Florida Reliability Coordinating Council, Inc.
Docket No. RR15-___-000**

Dear Ms. Bose:

The North American Electric Reliability Corporation (“NERC”) hereby submits this petition requesting approval of amendment to the bylaws of the Florida Reliability Coordinating Council, Inc. (“FRCC”). This filing consists of various amendments to FRCC’s Bylaws found in Exhibit B of NERC’s Regional Delegation Agreement with FRCC. Among other things, these amendments are implemented to formally recognize two new FRCC committees, reorganize FRCC’s Standing Committee structure to improve efficiency, revise the current FRCC Board voting scheme, and add a confidentiality provision to the FRCC Bylaws to recognize the importance of discretion and confidentiality of information received through FRCC. The amendments to the FRCC Bylaws do not affect FRCC’s Regional Entity functions, and they continue to satisfy the five governance criteria in the Regional Delegation Agreement.

This filing consists of: (1) this transmittal letter, (2) the narrative text of the petition following this transmittal letter, and (3) Attachments 1 and 2 to the petition which contain a clean version and a redline version of the proposed amendments to the FRCC Bylaws in Exhibit

B of the Regional Delegation Agreement, respectively. All of these documents are transmitted in a single PDF file.

Please contact the undersigned if you have any questions concerning this filing.

Respectfully submitted,

/s/ Holly A. Hawkins

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UNITED STATES OF AMERICA
Before the
FEDERAL ENERGY REGULATORY COMMISSION

NORTH AMERICAN ELECTRIC)
RELIABILITY CORPORATION) **Docket No. RR15-____-000**

PETITION OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION
FOR APPROVAL OF AMENDMENTS TO THE BYLAWS OF THE FLORIDA
RELIABILITY COORDINATING COUNCIL, INC.

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November 19, 2014

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ATTACHMENTS

Attachment 1: Amended Exhibit B of the Regional Delegation Agreement Between North American Electric Reliability Corporation and Florida Reliability Coordinating Council, Inc. – Clean version

Attachment 2: Amended Exhibit B of the Regional Delegation Agreement Between North American Electric Reliability Corporation and Florida Reliability Coordinating Council, Inc. – Redline version

I. INTRODUCTION

Pursuant to § 215(e)(4) of the Federal Power Act¹ (“FPA”) and 18 C.F.R. §§ 39.8 and 39.10 (2013), the North American Electric Reliability Corporation (“NERC”) hereby requests the Federal Energy Regulatory Commission’s (“FERC” or “the Commission”) approval of amendments to the Regional Delegation Agreement between NERC and Florida Reliability Coordinating Council, Inc. (“FRCC”). Specifically, NERC is requesting approval of amendments to FRCC’s Bylaws which are in Exhibit B of NERC’s Regional Delegation Agreement with FRCC. The currently effective version of the FRCC Bylaws was filed at FERC by NERC in Docket No. RR12-4-000 and was approved on June 12, 2012.²

On August 14, 2014, the NERC Board of Trustees approved the amendments to the Regional Delegation Agreement that are the subject of this filing, namely the revised FRCC Bylaws. The FRCC Bylaws are “Regional Entity Rules” as defined in 18 C.F.R. § 39.10; thus, in accordance with 18 C.F.R. § 39.10 outlining the process for amending a Regional Entity Rule, revisions to the FRCC Bylaws require Commission approval. These amendments to the Regional Delegation Agreement make corrections and update procedures in various articles in the Bylaws. Specifically, the amendments to the FRCC Bylaws:

(a) add the Corporate Compliance Finance and Audit Committee as a Board-level committee;

(b) define the scope and responsibilities of the pre-existing but undefined Personnel and Compensation Committee ;

¹ 16 U.S.C. § 824o (2012).

² *North American Electric Reliability Corporation*, Docket No. RR12-4-000 (June 12, 2012) (unpublished delegated letter order).

(c) reorganize the FRCC's Standing Committee structure by eliminating the Compliance Committee and replacing it with a Regional Entity Committee and Compliance Forum and refocusing the FRCC Planning Committee and Operating Committee to only address Member Services Activities;

(d) add a confidentiality provision for information received through the activities of the FRCC; and

(e) revise the FRCC Board voting process to eliminate the requirement for a "majority" of voting members to be Services Members to elect Service Member Directors.

These amendments to the FRCC Bylaws do not raise any reliability-related issues, and the revised FRCC Bylaws continue to satisfy the five governance criteria in the Regional Delegation Agreement.

Attachments 1 and **2** to this petition are clean and redline versions, respectively, of the proposed amended Exhibit B of the FRCC Regional Delegation Agreement. **Attachment 2** shows the proposed amendments to Exhibit B of the FRCC Regional Delegation Agreement.

II. NOTICES AND COMMUNICATIONS

Notices and communications with respect to this filing may be addressed to the following:³

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*Persons to be included on the Commission's official service list

***Pending admission to the State Bar of Georgia*

³ Persons to be included on the Commission's service list are identified by an asterisk. NERC respectfully requests a waiver of Rule 203 of the Commission's regulations, 18 C.F.R. § 385.203 (2013), to allow the inclusion of more than two persons on the service list in this proceeding.

III. PROPOSED AMENDMENTS TO EXHIBIT B OF THE REGIONAL DELEGATION AGREEMENT BETWEEN NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION AND FLORIDA RELIABILITY COORDINATING COUNCIL, INC.

The proposed amendments to the FRCC Regional Delegation Agreement revise the Bylaws to address several FRCC-specific corporate governance matters by aligning the Bylaws with current practices and making stylistic edits and conformities therewith. The discussion in the following subsections describes the proposed amendments to the FRCC Bylaws in Exhibit B of the FRCC Regional Delegation Agreement.

A. ARTICLE I: MEMBERSHIP

The proposed revisions implement various stylistic and typographical changes, updates, and corrections, such as revising format throughout, improving sentence structure and grammar, and updating references to other sections of the Bylaws.

B. ARTICLE II: MEETINGS OF VOTING MEMBERS

In the description of “Special Meeting” in Section 2.2, a requirement is added to ensure that Voting Members who call Special Meetings are Regional Entity Members. A line is added to allow notice regarding the special meeting to be sent to all those eligible to attend using electronic communications.

The provision in Section 2.1 which defines the format of Voting Member meetings is relocated to Section 2.3, and a clarification on the physical location of the meetings is added to Section 2.3 to require that “[a]ll in-person meetings shall be held at or near the principal office of the FRCC in Tampa, Florida, or at such other place within or outside the State of Florida as shall

be determined from time to time by the Board.” The title of Section 2.3 is also revised to “Place and Manner of Meeting” to reflect these changes.

Limitations on the ability of Sectors to vote based on the participation of Voting Members within that Sector is moved from Section 6.6, “Minimum Sector Membership,” to Section 2.6, which now states that “If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Voting Members meeting.”

The proposed revisions implement various stylistic and typographical changes, updates, and corrections, such as revising format throughout, improving sentence structure and grammar, and updating references to other sections of the Bylaws.

C. ARTICLE III: BOARD OF DIRECTORS

The allocation of Directors among Sectors in Section 3.2(a) is reformatted from a numbered list to a table to improve organization. Similarly, the allocation of Board Votes by Sector is reformatted from a numbered list in Section 3.2(e)(1) to a table to improve organization.

In Section 3.2(e)(3), the qualifying definition of “Services Member Directors” is removed, and the requirement that a “majority” of the voting members of a sector be Services Members in order to elect Services Members Directors is eliminated. These amendments allow any director who has paid the Services Members fees to be classified as a Services Members Director and vote on services issues. Further, limitations on the ability of Sectors to vote in Board meetings based on the participation of Voting Members within that Sector is moved from Section 6.6 to Section 3.2(e)(5), which now states that “[i]f the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Board meeting.”

Under Section 3.2(f), several clarifications are made to identify particular parties, including the insertion of “Officer, employee, and agent” in place of representative and “Director or Alternate Director” instead of “representative of a Voting Member.” A line is added to require each Director and Alternate Director serving on the board to sign and adhere to the FRCC Board Code of Conduct. A line is added to Section 3.9 to inform the process of resignation of a Director or Alternate Director, and a reference is inserted in each subsection of Section 3.11 to Section 4.3 for a description of the Personnel and Compensation Committee. An additional responsibility is added to the description of “Secretary-Treasurer” under section 3.11(c) naming the Secretary-Treasurer Chair of the Corporate Compliance, Finance, and Audit Committee, as described in Section 4.2.

D. ARTICLE IV: BOARD COMMITTEES

Article IV is added as a new article to become the central location for the descriptions and requirements of all three board committees of the FRCC. Throughout Article IV, proposed revisions implement various stylistic and typographical changes, updates, and corrections. Substantive revisions and additions to each of the committee descriptions are explained in the following sections.

i. Section 4.1 – Board Compliance Committee

Board Compliance Committee (“BCC”), a committee definition originally located in Article IX Section 9.1, is moved to Article IV Section 4.1.

Several substantive requirements of the preexisting Section 9.1 have been revised. First, a provision has been added to allow the Vice Chair of the Board to select an additional member from the Sectors to constitute the BCC if the Chair of the Board is conflicted out. Also, the following provision has been added to Section 4.1 regarding an ineligible or inactive Director or

Alternate Director: “Should the BCC member be removed from, become ineligible for, or otherwise cease serving as either a Director or Alternate Director of the Board, the Chair of the Board (or Vice-Chair, if the Chair is conflicted out) shall have discretion as to the member’s continued service on the BCC and/or his or her replacement.”

The number of representatives from each sector in the FRCC is increased from one Voting Member from each Sector in Section 9.1 to two Directors or Alternate Directors from each Sector in Section 4.1 to serve in a BCC Candidate Pool. Further, Section 4.1 explicitly allows Directors or Alternate Directors to volunteer an unlimited number of times for the BCC Candidate Pool and provides that each member of the Candidate Pool must be a Voting Member.

ii. Section 4.2 – Corporate Compliance Finance and Audit Committee

Section 4.2 is added to Article IV to describe the newly-created Corporate Compliance Finance and Audit Committee (“CCFAC”) to “assist the Board in fulfilling its oversight responsibilities concerning (1) the integrity of FRCC’s financial statements, (2) the annual independent audit process, (3) FRCC’s systems of disclosure controls and procedures and internal accounting and financial controls, (4) the qualifications, independence, and performance of FRCC’s internal and independent external auditors, (5) FRCC’s compliance with legal and regulatory financial requirements, (6) FRCC’s policies and procedures for risk assessment and risk management, (7) FRCC’s ethics policy, and (8) FRCC’s budget process.” That section also enumerates situations attendance of a proxy at a CCFAC meeting is permitted. Finally, the requirement under former Article X requiring that the Board “engage a certified public accounting firm to audit the books and accounts of the FRCC for each fiscal year” is relocated to Section 4.2 to give the CCFAC this authority. Several proposed revisions implement various stylistic and typographical changes, updates, and corrections.

Additional proposed revisions implement various stylistic and typographical changes, updates, and corrections, such as revising format throughout, improving grammar, and updating references.

iii. Section 4.3 – Personnel and Compensation Committee

Section 4.3 is added to Article IV to further describe the Personnel and Compensation Committee, which is a committee of Board officers tasked with overseeing the compensation of the FRCC CEO and vice-presidents. Although this committee was already in existence, FRCC adds this section to reflect the existence of the committee and its responsibilities.

E. ARTICLE V: CHIEF EXECUTIVE OFFICER

Article V Section 5.1 is formerly Article IV Section 4.1, and it is minimally revised for grammatical purposes. Additional proposed revisions implement various stylistic and typographical changes, updates, and corrections.

F. ARTICLE VI: STANDING COMMITTEES

Article VI is formerly Article V, and the newly-revised Section and subsections are renumbered and renamed. Section 6.5, “Rules of Procedure,” is created from the last paragraph of former Section 5.5.

Changes to the FRCC Standing Committee structure were implemented in March 2014, and these amendments reflect this improvement of Standing Committee efficiency. As explained below, these changes restructured FRCC to replace its Compliance Committee with the Regional Entity Committee and Compliance Forum and to refocus the Planning Committee and Operating Committee to only address Member Services Activities.

Throughout Article VI, additional proposed revisions implement various stylistic and typographical changes, updates, and corrections, such as revising format throughout, improving grammar, and updating references.

i. Section 6.2 Planning Committee

The FRCC Planning Committee is revised to address only Member Services Activities on behalf of the Members with respect to the promotion of reliability of the bulk power system in the FRCC Region and the assessment and encouragement of generation and transmission adequacy. Appointment procedures, alternate voters' responsibilities, and voting rules of the representatives of the Services Members are also added to provide guidance for the Planning Committee. FRCC adds a requirement to the description of the Planning Committee meetings ensuring that the meetings are "open to all Services Members and such other invitees as the Planning Committee may deem appropriate."

ii. Section 6.3 Operating Committee

Similar to the FRCC Planning Committee, the FRCC Operating Committee is refocused to address only Member Services Activities on behalf of the Members with respect to coordination activities of operations and maintenance for reliable operations of the bulk power system in the FRCC Region. Appointment procedures, alternate voters' responsibilities, and voting rules of the representatives of the Services Members are also added to provide guidance for the Operating Committee. FRCC adds a requirement to the description of the Operating Committee meetings ensuring that the meetings are "open to all Services Members and such other invitees as the Operating Committee may deem appropriate."

iii. Section 6.4 Regional Entity Committee and Compliance Forum

The Compliance Committee is entirely replaced with the Regional Entity Committee and Compliance Forum (“Forum”) whose exclusive focus is on Regional Entity activities, including supporting the functions delegated to FRCC through the Regional Delegation Agreement between FRCC and NERC. FRCC also adds language to ensure that the Forum remains an environment for FRCC Members and invited FRCC staff to discuss issues and share ideas related to changing Reliability Standards and NERC programs. Appointment procedures, alternate voters’ responsibilities, and voting rules of the representatives of the Services Members are also added to provide guidance for the Forum. FRCC adds a requirement to the description of the Forum meetings ensuring that the meetings are “open to all Services Members and such other invitees as the Forum may deem appropriate.”

iv. Section 6.6 Quorum

The number of representatives required to constitute a quorum for each of the Standing Committees is changed to require participation of at least three (3) Sectors, comprising 60% or more of the total voting strength of the Standing Committee, for the transaction of any business at those meetings. Before this change, this quorum requirement was only necessary when action was required on matters dealing with the scope or funding of Member Services.

v. Section 6.7 Voting

The weights of each vote of a representative at any Standing Committee meeting are removed from the body of Section 6.7 and inserted into a “Sector Votes” chart in the same Section. A line is also added to require at least one Voting Member from each Sector to be present in order for that Sector to be entitled to a vote at the Standing Committee meetings.

vi. Section 6.8 Meetings

Because the descriptions of each of the Standing Committees were revised to include the requirement that the meetings of the committees will be open to all Members and any other invitees as each individual Board may deem appropriate, the general requirement in this section is removed.

G. ARTICLE VII: GENERAL PROVISIONS

Article VII is formerly Article VI, and the newly-revised Article is renumbered and Sections within are renamed as necessary.

There are two substantive changes in Article VII. First, in Section 7.4, the provision regarding the employment of FRCC staff to carry out objectives of the organization is changed to remove the requirement that, if the CEO is the chosen staff, the CEO be a non-voting Director of the Board. The other amendment in Article VIII removes former Section 6.6 defining “Minimum Sector Membership” which disallows a Sector from voting at the Voting Members meetings, Board of Directors Meetings, or the Standing Committee meetings if the number of Voting Members of that Sector is not greater than one (1). This requirement is no longer necessary in Article VII as it has been placed in Section 2.6.

Throughout Article VII there are several other proposed revisions that implement various stylistic and typographical changes, updates, and corrections.

H. ARTICLE VIII: AMENDMENTS

Article VIII is formerly Article VII, and it is renumbered as necessary. Throughout Article VIII there are several proposed revisions that implement various stylistic and typographical changes, updates, and corrections.

I. ARTICLE IX: OBSERVERS OF THE BOARD

Article IX is formerly Article VIII, and it is renumbered as necessary. Only minor stylistic and typographical updates and corrections are made in Section 9.1.

J. ARTICLE X: DISPUTE RESOLUTION PROCEDURES

Article X is formerly Article XI, and it is renamed and renumbered with minor spacing and typographical edits, as necessary. Former Section 11.4 is now titled “10.4 Resolution Steps.”

K. ARTICLE XI: MISCELLANEOUS PROVISIONS

Article XI is formerly Article XII, and it is renumbered and contains minor grammatical corrections, as necessary. Section 11.5, “Confidentiality of Information,” is added to Article XI to formally recognize the obligation and importance of maintaining confidentiality of information received through the activities of FRCC. The new section states that “[t]o the extent permitted by law, each FRCC participant (Members, Directors, Member Representatives, agents, officers or employees) must maintain the confidentiality of (1) any confidential or proprietary FRCC information disclosed or available to the participant; (2) any confidential or proprietary information of FRCC members or market participants to which the participant has access by virtue of his or her position with FRCC; (3) any confidential or proprietary information of others that has been provided to FRCC on condition of confidentiality; and (4) any information required to be held confidential per Section 1500 of NERC’s Rules of Procedure. Public information developed or acquired by an Entity shall be excluded from this provision.”

Throughout Article XI there are several other proposed revisions that implement various stylistic and typographical changes, updates, and corrections.

IV. CONCLUSION

NERC respectfully requests that the Commission approve the proposed amendments to the FRCC Bylaws, found in Exhibit B of the FRCC Regional Delegation Agreement and shown in clean and redline form in **Attachment 1** and **Attachment 2** to this petition, respectively, as amendments to Regional Entity Rules.

Respectfully submitted,

/s/ Holly A. Hawkins

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***Pending admission to the State Bar of
Georgia*

*Counsel for North American Electric
Reliability Corporation*

Dated: November 19, 2014

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing document upon all parties listed on the official service list compiled by the Secretary in this proceeding.

Dated at Washington, D.C. this 19th day of November, 2014.

/s/ Holly A. Hawkins

Holly A. Hawkins

*Counsel for North American Electric
Reliability Corporation*

Attachment 1:

Amended Exhibit B of the Regional Delegation Agreement
Between North American Electric Reliability Corporation and
Florida Reliability Coordinating Council, Inc.
– Clean version

**EXHIBIT B
TO PRO FORMA DELEGATION AGREEMENT**

**BYLAWS
Florida Reliability Coordinating Council, Inc.**

Amended May 22, 2014



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**BYLAWS OF
FLORIDA RELIABILITY COORDINATING COUNCIL, INC.**

ARTICLE I

Membership

Section 1.1 Eligibility.

(a) “**Membership**” in the Florida Reliability Coordinating Council, Inc. (“**FRCC**”) is open to any entity, without cost, that: (i) has a material interest in the reliability of the bulk power system in the FRCC region; (ii) satisfies the criteria for membership specified in this Section 1.1; (iii) qualifies for eligibility in one or more of the “**Sectors**” identified in Section 1.2; (iv) submits a written request for membership; and (v) agrees to comply with and be bound by these FRCC Bylaws (“**Bylaws**”) and other rules and regulations adopted by the FRCC Board of Directors, by execution of the appropriate form of Member Agreement set forth in Appendix A to these Bylaws (“**Member Agreement**”). Any person or entity that meets the foregoing requirements shall become a “**Member**” of FRCC.

(b) FRCC shall engage in two categories of activities:

(i) FRCC shall engage in the “**Regional Entity Activities**” specified in Section 1 of Exhibit E of the Delegation Agreement between FRCC and the North American Electric Reliability Corporation (“**NERC**”) dated May 2, 2007, as amended from time to time, with the agreement of NERC and the approval of the Federal Energy Regulatory Commission (“**Delegation Agreement**”). Under the Delegation Agreement, FRCC is the Regional Entity, as defined in Section 215 of the Federal Power Act, with delegated authority to propose and enforce Reliability Standards for the bulk power system in the FRCC Region. The “**FRCC Region**” is defined as the geographic area of Florida east of the Apalachicola River.

(ii) FRCC shall engage in certain “**Member Services Activities**,” under which it provides, coordinates, or administers a variety of services relating to the planning and operation of the bulk power system in the FRCC Region for or on behalf of its Members, and participates in the funding of such services as specified in these Bylaws. Member Services Activities are specified in the “**Business Plan and Budget**” approved by the Board of Directors in accordance with these Bylaws for submission to NERC under the Delegation Agreement, and as approved by NERC and the Federal Energy Regulatory Commission (“**FERC**”). Member Services are funded as specified in Section 7.2 of these Bylaws.

(c) FRCC shall have two types of Members:

(i) All Members of FRCC shall be “**Regional Entity Members**.” Regional Entity Members shall be eligible to participate in “**Regional Entity Activities**” of FRCC. Such participation shall be in accordance with these Bylaws, the Member Agreement, and the Delegation Agreement, as from time to time adopted or amended and approved, and such other requirements as govern FRCC as a Regional Entity.

(ii) All Members that participate in the generation, marketing, transmission or purchase for resale of electric energy, ancillary services or capacity on, from or to the bulk power system in the FRCC Region may choose to be “**Services Members**,” who may participate in Member Services Activities as specified in these Bylaws. Subject to the requirements of Section 1.2, only Services Members shall be eligible to participate in decisions governing the Member Services Activities of FRCC or the voting rights and funding obligations of Services Members.

Section 1.2 Voting Member.

A “**Voting Member**” is a Member that is not an Affiliate Member or an Adjunct Member, as defined in this Article. All Voting Members shall be eligible to vote on questions governing Regional Entity Activities. Only Voting Members that are Services Members shall be eligible to vote on questions governing Member Services or Member Services Activities. For purposes of the following Sector classifications, “**Load Serving Entity**,” whether standing alone or as part of another specified term, shall mean an entity that provides electric service to persons or entities other than the Load Serving Entity itself that purchase such service for their own use and not for resale. Voting Members shall be classified into one of the following Sectors, based on the primary nature of its activities in the FRCC Region relevant to Regional Entity Activities:

(a) “**Suppliers Sector**” - Any entity engaged in wholesale power marketing transactions in the FRCC Region, or a generating entity that is included in the NERC Compliance Registry as a generation owner or generation operator for a facility in the FRCC Region, or that owns or is developing generation greater than 20 MW located within the FRCC Region, and meets any of the following: (1) an entity with FERC-approved market-based rate authority, or (2) an exempt wholesale generator, or (3) a facility selling any output pursuant to a power purchase agreement (including fuel conversion arrangements), or (4) a FERC approved Qualifying Facility.

(b) “**Non-Investor Owned Utility Wholesale Sector**” - Generation and transmission cooperatives and municipal joint action agencies that sell electricity to non-investor owned Load Serving Entities with native load in the FRCC Region.

(c) “**Load Serving Entity Sector**” - Any Load Serving Entity that is not investor owned and that generates less than 25% of its energy requirements for retail sales or has an annual Full Requirements Energy for Load (FREL) of 1800 GWH or less in the FRCC Region.

(d) “**Generating Load Serving Entity Sector**” - Any Load Serving Entity that is not investor owned and that generates at least 25% of its energy requirements for retail sales, and that has an annual Full Requirements Energy for Load (FREL) greater than 1800 GWH in the FRCC Region.

(e) “**Investor Owned Utility Sector**” - Investor owned utilities generating and serving retail native load greater than 15,000 GWH in the FRCC Region.

(f) “**General Sector**” - Persons or entities that take delivery of energy within the FRCC Region that is not purchased for resale; agents or associations representing groups of such entities that are commercial or industrial entities; agents or advocate groups representing small customers; and other persons or entities owning assets or engaging in commercial activities in the FRCC Region.

Section 1.3 Affiliate Member.

An “**Affiliate Member**” is defined as an entity that (i) otherwise qualifies as a Voting Member pursuant to Section 1.1 and 1.2, and (ii) is an Affiliate of a Voting Member. For purposes of these Bylaws, being an “**Affiliate**” shall mean that (1) a Voting Member controls, is controlled by or is under common control with, such Affiliate Member, and (2) for any exempt wholesale generator, as defined the Public Utility Holding Company Act of 2005, as amended, the meaning provided in Section 214 of the Federal Power Act. Affiliate Members shall have no right to vote on any matter, nor any right to be elected or appointed to the Board. Except as to funding, Affiliate Members shall be bound by the same obligations as Voting Members and Adjunct Members of FRCC. Questions as to whether an entity is an Affiliate of a Voting Member shall be resolved by the Board.

Section 1.4 Adjunct Member.

A person or entity may be approved as an “**Adjunct Member**” by the Board if such person or entity has a material interest in the reliability of the bulk power system in the FRCC region but does not meet the definitions and requirements to join as a Voting Member or Affiliate Member. Adjunct Members shall have no right to vote on any matter, nor any right to be elected or appointed to the Board. Except as to funding, Adjunct Members shall be bound by the same obligations as Voting Members and Affiliate Members of FRCC.

Section 1.5 New Members.

The Board shall review and act upon applications for Membership. Prior to approving Membership, the Board shall certify that the applicant complies with the eligibility requirements.

Section 1.6 Membership Commitment.

Each Member of the FRCC shall be required to execute, in counterpart, a Member Agreement, as applicable, in the form shown in Appendix A to these Bylaws.

Section 1.7 Obligations.

(a) Each Member of the FRCC shall promote, support, and comply with the purposes and policies of the FRCC as set forth in its Certificate of Incorporation, Bylaws, and other documents governing the activities of FRCC identified in the Bylaws.

(b) Each Member of the FRCC shall appoint a representative as provided herein to receive notices from the FRCC and shall give to the FRCC Chief Executive Officer (“**CEO**”) in writing (signed by a duly authorized representative of the Member) the name, business address and electronic address of the person thus appointed. An appointed representative of a Member who is unable to attend a meeting may designate, in writing, alternate(s) or a proxy to act on behalf of the Member, as authorized in these Bylaws.

Section 1.8 Participation.

(a) For purposes of these Bylaws, an entity and all of its Affiliates shall be considered one “**Entity**.” No Entity shall simultaneously hold more than one Voting Member status, have more than one voting representative on a Standing Committee, or fill more than one seat on the Board.

(b) An Entity may join FRCC in any Sector in which it qualifies for Membership, provided that an Entity may join as a Voting Member in only one Sector. In the event that an Entity qualifies for more than one Sector, such Entity may join such other Sectors as an Affiliate Member upon payment of any applicable Affiliate Member Annual Fees in accordance with Article VII, Section 7.2(b)(ii) for each Sector in which such Entity desires to participate as an Affiliate Member. Once an Entity has elected to be a Voting Member of one Sector, the Entity must continue to vote in that Sector for a minimum of one (1) year. If, at any point, it is determined that an Entity no longer meets the qualifications for the Sector it selected, the Entity may not vote in that Sector; however, that Entity may then immediately elect to become a Voting Member in any Sector for which it does qualify. Questions as to whether an Entity meets the qualifications of a Sector shall be resolved by the Board.

(c) Subject to the requirements of these Bylaws and the Articles of Incorporation, each Voting Member in good standing is entitled to vote on each matter submitted to a vote of the Voting Members. A Member in good standing is one that (i) meets all qualifications for Membership as provided in these Bylaws, (ii) is not in arrears for payment of any applicable annual fees for Membership or payment of any other fees owed to FRCC (unless such payment is being disputed in good faith), and (iii) has not been found by a court to be in breach of any contract with FRCC. Voting Members that are not in good standing are not entitled to vote on any matter until they have regained good standing.

ARTICLE II

Meetings of Voting Members

Section 2.1 Annual Meeting of Voting Members.

Voting Members shall meet at least annually on a date and at a place to be established by the Board (“**Annual Meeting**”). The Voting Members from each Sector shall elect, by majority vote and with each Voting Member having one (1) vote, Directors and, if desired, Alternate Directors, who will represent their Sector on the Board. The Voting Members shall conduct such other business as may be properly brought before them. The Annual Meeting shall be open to Affiliate Members and Adjunct Members, and such other invitees as the Board may deem appropriate, provided that the Services Members, along with Affiliate and Adjunct Members that have paid the fees specified in Section 7.2(b)(ii) or (iii), may meet separately to consider matters relating to Member Services.

Section 2.2 Special Meetings.

A “**Special Meeting**” of the Voting Members, unless otherwise prescribed by the laws of the State of Florida, or by the Articles of Incorporation, may be called by the Chair of the Board for any purpose or purposes. Special Meetings of the Regional Entity Members shall be called upon request of six (6) or more Voting Members who are Regional Entity Members representing three (3) or more Sectors. Special Meetings of the Services Members shall be called upon request of six (6) or more Voting Members that are Services Members representing three (3) or more Sectors.

Notice stating the place, date, hour, and agenda for the Special Meeting shall be sent not less than three (3) business days before the meeting by electronic means to all eligible to attend using the electronic address specified in accordance with Section 1.7(b). The notice shall also state the purpose or purposes of the proposed Special Meeting, which shall be included as part of an agenda to be distributed with the Notice.

Section 2.3 Place and Manner of Meetings.

Meetings may be held in-person, by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other. All in-person meetings shall be held at or near the principal office of the FRCC in Tampa, Florida, or at such other place within or outside the State of Florida as shall be determined from time to time by the Board.

Section 2.4 Notice of Meetings.

(a) Notice of the Annual Meeting or any regular meeting of the Voting Members shall be sent by mail or electronic means to each Member’s representative at the business or electronic address specified in accordance with Section 1.7(b) at least ten (10) business days before the date of the meeting. The notice shall set forth a proposed agenda for the meeting, but any matter may be considered and acted upon at any meeting, whether or not the matter was listed in the proposed agenda, if addition of the item to the agenda is approved at the meeting by the vote of the eligible Voting Members whose votes equal 60% or more of the total weighted sector vote of the eligible Voting Members; provided, however, that at least three (3) Sectors are represented in the affirmative. Meetings may be held at any time without notice if all of the eligible Voting Members are present, or if those not present waive notice in writing either before or after the meeting.

(b) The record date for determining Members entitled to notice shall be one (1) month prior to the meeting date.

Section 2.5 Quorum.

Representation at any meeting of the Regional Entity Members of more than 50% of the Voting Members, or representation at any meeting of the Services Members of more than 50% of the Voting Members that are Services Members, shall constitute a quorum for the transaction of business at such meeting; provided, however, that in each case at least four (4) eligible Sectors are represented.

Section 2.6 Voting.

Voting by Voting Members shall be by the six (6) Sectors as defined in Section 1.2, except as otherwise provided herein. Each Voting Member within a Sector has one non-divisible vote. Each Sector shall have a “**Sector Vote**” in proportion to the voting rights specified in Section 3.2(e), which is to be split into an affirmative and a negative component, in the proportion that each component bears to the total votes of the Voting Members within that Sector. Action by the Voting Members shall require affirmative Sector Votes greater than 6.5.

If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Voting Members meetings.

Section 2.7 Action without Meeting.

Any action that may be taken at a meeting of the Regional Entity Members or the Services Members may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all Voting Members eligible to vote in such meeting before the action is taken.

Section 2.8 Remote Attendance.

Any Member otherwise eligible may participate in any meeting by telephone, videoconference communications equipment, or other means enabling all persons participating in the meeting to communicate with each other. A Member participating in a meeting by such means shall be deemed present in person at such meeting.

Section 2.9 Termination of Members.

(a) A Member may be terminated for non-payment of fees or monies due FRCC as provided in Section 7.3, or for a significant violation of obligations as set forth in Section 1.7. The Board may, by resolution, establish a fair and reasonable procedure to terminate a Member.

(b) A Member whose membership has been terminated shall be liable to FRCC for fees and any other monies due FRCC as a result of obligations incurred or commitments made prior to termination.

Section 2.10 Withdrawal.

Any other provision of these Bylaws notwithstanding, any Member may withdraw from participation in the activities of FRCC at any time upon written notice to the CEO, whereupon it shall cease to be a Member and shall cease to be entitled or obligated to participate in the activities of the Board, Standing Committees, or any subcommittees, and shall have no further obligations as a Member; provided, however, that if such notice is given more than thirty (30) days after such Member's receipt of its statement of fees and expenses for a fiscal year, the Member shall be obligated to pay its fees and other monies due to FRCC for the full fiscal year within which such termination is effective.

Section 2.11 Reinstatement.

A former Member shall be required to apply for Membership as set forth in Section 1.1. The Board may reinstate Membership on any reasonable terms that the Board deems appropriate.

Section 2.12 Property Ownership and Control.

Subject to applicable laws, rules, regulations, agreements, and FRCC protocols, each Member shall retain sole control of its own facilities and the use thereof, and nothing in these Bylaws shall require a Member to construct or dedicate facilities for the benefit of any other electric system or allow its facilities to be used by any other Member or to construct or provide any facilities for its own use, and nothing herein shall be deemed to impair the ability or right of any Member to take such actions or to fail to act, as it deems necessary or desirable, with respect to the management, extension, construction, maintenance and operation of its own facilities, present and future. A Member has no interest in the property of FRCC and waives the right to require a partition of any FRCC property.

ARTICLE III

Board of Directors

Section 3.1 Powers.

The affairs of FRCC shall be managed by the Board of Directors (the “**Board**”). The Board may exercise all such powers of the FRCC and do all such lawful acts and things as are not prohibited by the laws of the State of Florida, the Federal Power Act, the Articles of Incorporation, or these Bylaws.

Section 3.2 Number, Election, Tenure, and Governance.

(a) **Number.** The number of “**Directors**” shall be not less than sixteen (16), not including those additional Directors who may be elected pursuant to the third sentence of Section 3.2(b)(1). Directors shall be allocated among the Sectors as follows:

DIRECTORS by SECTOR		
1	Suppliers Sector	3 Directors
2	Non-Investor Owned Utility Wholesale Sector	2 Directors
3	Load Serving Entity Sector: <ul style="list-style-type: none">• Municipal• Cooperative	1 Director 1 Director
4	Generating Load Serving Entity Sector	3 Directors
5	Investor Owned Utility Sector	3 Directors
6	General Sector	2 Directors
7	The CEO of FRCC	Ex-officio non-voting Director

(b) **Election.**

(1) Directors, with the exception of the CEO, shall be elected as described herein. Directors allocated to a particular Sector shall be elected by the Voting Members of such Sector by majority vote. In addition, within each Sector, Voting Members from that Sector may, by majority vote, elect additional Directors, subject to a maximum of five (5) Directors representing such Sector. Finally, the Voting Members in a Sector may elect, by majority vote, an “**Alternate Director**” for each Director. Each Alternate Director shall be designated as an alternate for a particular elected Director of that Sector. To be eligible, an Alternate Director shall either be a direct report to the Director for which that person is the designated Alternate Director, or a senior officer or manager of the Voting Member represented by the Alternate Director. Notwithstanding the foregoing, under no circumstance shall the total votes of the Directors or their Alternate Directors for a Sector exceed the total votes of the Directors of such Sector specified in Section 3.2(e).

(2) Within each Sector, only Voting Members from a given Sector may elect Directors or Alternate Directors for that Sector.

(3) Within the Load Serving Entity Sector, Director(s) representing 0.5 votes shall all be from a municipal and Director(s) representing 0.5 votes shall be from a cooperative.

(c) **Alternate Director.** In the event that a Director or the Voting Member represented by a Director is unable to attend a Board meeting, his or her alternate Director shall be vested with all the powers and duties of the Director for which he or she serves as an alternate. Unless otherwise specified, references in these Bylaws to the powers, duties, or responsibilities of Directors shall include any Alternate Director acting in place of a Director. If the related Director is present at a Board meeting or Board committee meeting, the Alternate Director may attend such meeting, but shall not have any vote, nor have any authority to speak on any issue, absent recognition by the chair of the meeting.

(d) **Term.** The term for all Directors and Alternate Directors shall be two (2) years. Any Director or Alternate Director may be reelected for consecutive terms, without limitation. Directors and Alternate Directors within a Sector shall have staggered terms as determined by the Sector.

(e) **Voting Rights.**

(1) Except as provided for in subsections (2) through (5) below, each Sector shall have the number of votes as specified below:

BOARD VOTES by SECTOR:		
1	Suppliers Sector	2.5 Votes
2	Non-Investor Owned Utility Wholesale Sector	2.0 Votes
3	Load Serving Entity Sector:	
	• Municipal	0.5 Vote
	• Cooperative	0.5 Vote

4	Generating Load Serving Entity Sector	3.0 Votes
5	Investor Owned Utility Sector	3.5 Votes
6	General Sector	1.0 Vote
	TOTAL	13.0 Votes

- (2) Each Director, as defined in Section 3.2(a) and 3.2(b), shall have an equal proportional vote of that Sector's total voting strength. This provision shall apply separately to the municipal and cooperative Directors of the Load Serving Entity Sector.
- (3) Only Services Member Directors shall be eligible to vote on questions governing Member Services or Member Services Activities. Deliberations on such matters are limited to Services Member Directors, Voting Members that are Services Members, and Affiliate and Adjunct Members that have paid the fees specified in Section 7.2(b)(ii) or (iii).
- (4) The CEO of FRCC shall not have a vote.
- (5) If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Board meetings.

(f) **Limitations.** Each Director or Alternate Director serving on the Board shall be an officer, employee, or agent of a Voting Member. Unless otherwise provided in these Bylaws, a Director or Alternate Director elected to serve on the Board shall only be eligible to serve in such capacity so long as such person remains the officer, employee, or agent of said Voting Member. A Voting Member shall not have more than one (1) Director, but each Director may have an Alternate Director. Each Director and Alternate Director serving on the Board shall be required to sign and adhere to the FRCC Board Code of Conduct.

Section 3.3 Board Meetings.

Regular meetings of the Board shall be held at such times and places, within or outside the State of Florida, as may be determined by the Board. Special meetings of the Board may be called by the Chair of the Board. Special meetings shall be called upon request of six (6) or more Directors. Regular or special meetings may be held by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other. Except as specified in Section 3.2(e)(3), the meetings of the Board shall be open to all Members and such other invitees as the Board may deem appropriate. The Board may meet in closed session to discuss matters of a confidential nature, including but not limited to personnel matters, litigation, or commercially sensitive information of any person or entity.

Section 3.4 Notice of Board Meetings.

Notice of any regular or special meeting of the Board shall be sent by mail or electronic means to each Director, and to each Member, at such Director's and Member's usual place of business at least ten (10) business days, in the case of a regular meeting, or five (5) business days, in the case of a special meeting, before the date of the meeting. Such notice shall also be sent to

the observers of the Board specified in Section 9.1. The notice shall set forth a proposed agenda for the meeting. Subject to the requirements of Section 3.2(e)(3), no agenda item may be added to the agenda at any meeting of the Board which requires action by the Board unless all Directors are present and all agree to allow such an item to be put to a vote. Meetings may be held at any time without notice if all of the Directors of the Board (or the Alternate Directors for absent Directors) are present, or if those not present waive notice in writing either before or after the meeting.

Section 3.5 Quorum.

The presence at a meeting of the Directors or Alternate Directors whose votes equal 60% or more of the total voting strength of the Board, or in the case of matters governed by Section 3.2(e)(3), votes equal to 60% or more of the total voting strength of the Directors or Alternate Directors eligible to vote, shall constitute a quorum for any action of the Board, provided, however, that in each case at least one Director or Alternate Director from at least four (4) Sectors is present. If at any meeting a quorum shall fail to attend, a majority of those Directors or Alternate Directors present at the meeting may adjourn that meeting without further notice until a quorum shall attend. Once a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.6 Voting.

Action by the Board shall require approval of 60% or more of the total eligible voting strength of the Board.

Section 3.7 Remote Attendance.

Directors or Alternate Directors shall be deemed present and voting at a meeting of the Board if participating in the meeting by means of a conference telephone, video conferencing, or other means enabling all persons participating in the meeting to communicate with each other.

Section 3.8 Action without Meeting.

Any action that may be taken at a meeting of the Board may be taken without a meeting if consent is given prior to the taking of the action in a writing, which sets forth the action to be taken and is signed by all of the Directors (not the Alternate Directors) eligible to participate in such action.

Section 3.9 Vacancies and Removal.

A Director or Alternate Director may be removed with cause at any time by an affirmative vote of 60% of the Voting Members of the Sector that elected that Director or Alternate Director. In addition, the Board may remove a Director or Alternate Director for cause, upon at least 75% affirmative votes of the remaining total voting strength of the Board. A Director or Alternate Director may resign from the Board upon provision of written notice to the Secretary-Treasurer; such written notice shall be effective if provided by the Director, Alternate Director, or any officer of the Voting Member. The right to elect Directors or Alternate Directors may not be assigned, sold, pledged, or transferred in any manner. A vacancy may be filled only by the Voting Members

of the Sector in which the vacancy occurs. Any Director or Alternate Director so chosen shall hold office until his or her successor is duly elected or until his or her earlier resignation, ineligibility or removal.

Section 3.10 Officers.

At the Board meeting that immediately follows the Annual Meeting of the Voting Members (or, with respect to election of a replacement officer pursuant to Section 3.12, at any regular or special meeting described in Section 3.3), the Board shall elect from the Directors (excluding for these purposes the Alternate Directors) a Chair, Vice-Chair, and Secretary-Treasurer, all of whom shall be the officers of FRCC. No two (2) officers of FRCC shall be officers, employees, or agents of Voting Members of the same Sector or its Affiliates. The CEO of FRCC may not be elected to act as Chair, Vice-Chair, or Secretary-Treasurer.

(a) **Term of Office.** Each officer of the Board (other than a replacement officer pursuant to Section 3.12, who shall be elected to complete the term of the officer he or she is replacing) shall hold office for two (2) fiscal years and until his or her successor is duly elected and qualified.

(b) **Removal of Officers.** Any officer of the Board may be removed from office with or without cause at any time by the affirmative vote of 70% of the total voting strength of the Board.

(c) **Compensation.** There shall be no compensation paid to any officer of the Board of FRCC, provided that an officer serving on the staff of FRCC may be compensated for his or her services on the staff of FRCC.

Section 3.11 Responsibilities of Board Officers

(a) **“Chair.”** The Chair shall serve as the Chair of the Board. The Chair shall preside at all meetings of the Members and Board, provided that, if the Chair is not eligible to vote in a meeting governed by Section 3.2(e)(3), the Directors or Alternate Directors who are eligible shall select one of their number to preside at such meeting. The Chair shall be responsible for the preparation of the agenda for all meetings of the Members and Board. The Chair shall also be a member of, and preside over, the Personnel and Compensation Committee described in Section 4.3.

(b) **“Vice Chair.”** The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, subject to the provisions of Section 3.11(a), and shall perform such other duties and have such other powers as the Board may from time to time prescribe. The Vice Chair shall be a member of the Personnel and Compensation Committee described in Section 4.3.

(c) **“Secretary-Treasurer.”** The Secretary-Treasurer shall be responsible to assure that FRCC staff has adequate procedures to distribute the agenda of the meetings of the Voting Members and the Board, keep the minutes of the proceedings of said meetings, and maintain the financial books and records of FRCC, including disbursement of the funds of FRCC in accordance with the authorized annual budget. The Secretary-Treasurer shall be a member of the Personnel

and Compensation Committee described in Section 4.3. The Secretary-Treasurer shall also serve as Chair of the Corporate Compliance, Finance, and Audit Committee described in Section 4.2.

Section 3.12 Vacancy.

Any vacancy in a Board of Director officer occurring for any reason shall be filled as specified in Section 3.10.

ARTICLE IV

Board Committees

Section 4.1 Board Compliance Committee

(a) FRCC shall establish and maintain a hearing body with authority to conduct and render decisions in compliance hearings in which a Registered Entity may contest a finding of alleged violation, proposed penalty or sanction, or a proposed mitigation plan, which shall be the FRCC Board Compliance Committee (“**BCC**”), a compliance panel reporting directly to the Board.

(b) Each year, two (2) Directors or Alternate Directors from each Sector shall be asked to volunteer to serve in a “**BCC Candidate Pool.**” There is no limit to the number of times a Director or Alternate Director may volunteer for the BCC Candidate Pool. Each member of the BCC Candidate Pool shall be a Voting Member.

(c) When a hearing request is received, the Chair of the Board, or the Vice-Chair of the Board if the Chair is conflicted out, shall appoint from the BCC Candidate Pool one (1) member from each Sector to form the BCC for that hearing, as follows:

- One (1) Director from the Investor Owned Utility Sector;
- One (1) Director from the Suppliers Sector;
- One (1) Director from the Non-Investor Owned Utility Wholesale Sector;
- One (1) Director from the Load Serving Entity Sector;
- One (1) Director from the Generating Load Serving Entity Sector;
- One (1) Director from the General Sector.

The BCC Candidate Pool member(s) from the Registered Entity that has requested the hearing shall not be selected for that BCC. There shall be no proxies permitted for the BCC.

(d) In the event one (1) Sector declines to participate on the BCC, the Chair of the Board, or the Vice-Chair of the Board if the Chair is conflicted out, shall randomly select one (1) additional member from the remaining five (5) Sectors in the BCC Candidate Pool to constitute the BCC, and shall also appoint a Chair and Vice-Chair of the BCC. Terms of BCC members shall

be equivalent to the time it takes to complete the hearing for which they were selected. Should the BCC member be removed from, become ineligible for, or otherwise cease serving as either a Director or Alternate Director of the Board, the Chair of the Board (or Vice-Chair, if the Chair is conflicted out) shall have discretion as to the member's continued service on the BCC and/or his or her replacement.

(e) Decisions of the BCC shall require (i) a quorum to be present requiring at least 50% of the number of members assigned to the BCC provided, however, that in each case at least four (4) eligible Sectors are represented, and (ii) a majority vote of the members of the BCC voting on the decision.

Section 4.2 Corporate Compliance Finance and Audit Committee

There shall be a “**Corporate Compliance, Finance and Audit Committee**” whose purpose shall be to assist the Board in fulfilling its oversight responsibilities concerning (1) the integrity of FRCC's financial statements, (2) the annual independent audit process, (3) FRCC's systems of disclosure controls and procedures and internal accounting and financial controls, (4) the qualifications, independence, and performance of FRCC's internal and independent external auditors, (5) FRCC's compliance with legal and regulatory financial requirements, (6) FRCC's policies and procedures for risk assessment and risk management, (7) FRCC's ethics policy, and (8) FRCC's budget process. Attendance by proxy at a meeting of the Corporate Compliance, Finance and Audit Committee shall be permitted so long as:

- Any such proxy is either a Director or Alternate Director of the Board; and
- Notice of the proxy's attendance is provided to the CEO in writing in advance of the meeting.

The Corporate Compliance, Finance and Audit Committee shall engage a certified public accounting firm to audit the books and accounts of the FRCC for each fiscal year.

Section 4.3 Personnel and Compensation Committee

There shall be a “**Personnel and Compensation Committee**” whose purpose shall be to oversee the compensation of the FRCC CEO and vice-presidents. The Personnel and Compensation Committee shall be composed of the officers of the Board. There shall be no proxies permitted for Personnel and Compensation Committee members.

ARTICLE V

Chief Executive Officer

Section 5.1 CEO.

The Board shall hire a CEO who, under the Board's direction, shall carry on the general affairs of the FRCC. The CEO shall be a member of the staff of FRCC and shall be a non-voting Director. It shall be the CEO's duty to approve the expenditure of the monies appropriated by the Board in accordance with the Budget approved by the Board. The CEO shall make an annual

report and periodic reports to the Board concerning the activities of FRCC. The CEO shall serve as president of FRCC. The CEO shall comply with all directives of the Board. All agents and employees shall report, and be responsible, to the CEO. The CEO shall perform such other duties as may be determined from time to time by the Board.

ARTICLE VI

Standing Committees

Section 6.1 Committees.

There shall be a Planning Committee, an Operating Committee, and a Regional Entity Committee and Compliance Forum (collectively, “**Standing Committees**”), and such other committees, subcommittees, and task forces as the Board may appoint, when deemed necessary to carry out the purposes of the FRCC. Unless otherwise specified by the Board, neither the Standing Committees nor any other committee(s), subcommittee(s), and/or task force(s) shall be committees of the Board, and they shall have no authority to take action otherwise reserved to the Board.

Section 6.2 Planning Committee.

The “**Planning Committee**” is a Standing Committee that shall carry out Member Services Activities on behalf of the Members. The Planning Committee shall report directly to the Board and is charged with the responsibility of promoting the reliability of the bulk power system in the FRCC Region, and assessing and encouraging generation and transmission adequacy. The Planning Committee may establish subcommittees, working groups, and task forces as directed by the *Amended Rules of Procedure for FRCC Standing Committees*.

Each Services Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Services Member or representative, be empowered to serve on the Planning Committee and vote on behalf of the Services Member. Each Services Member shall be entitled to only one vote, even if the Services Member has more than one alternate representative designated and/or in attendance at any meeting of the Planning Committee. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Planning Committee, the alternates shall be responsible to identify to the Chair of the Planning Committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Planning Committee shall be open to all Services Members and such other invitees as the Planning Committee may deem appropriate.

Section 6.3 Operating Committee.

The “**Operating Committee**” is a Standing Committee that shall carry out Member Services Activities on behalf of the Members. The Operating Committee shall report directly to the Board and is charged with responsibility for the reliable operations of the bulk power system in the FRCC Region through coordination activities of operations and maintenance. The Operating Committee may establish subcommittees, working groups, and task forces as directed by the *Amended Rules of Procedure for FRCC Standing Committees*.

Each Services Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Services Member or representative, be empowered to serve on the Operating Committee and vote on behalf of the Services Member. Each Services Member shall be entitled to only one vote, even if the Services Member has more than one alternate representative designated and/or in attendance at any meeting of the Operating Committee. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Operating Committee, the alternates shall be responsible to identify to the Chair of the Operating Committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Operating Committee shall be open to all Services Members and such other invitees as the Operating Committee may deem appropriate.

Section 6.4 Regional Entity Committee and Compliance Forum.

The “**Regional Entity Committee and Compliance Forum**” is a Standing Committee that shall carry out Regional Entity Activities on behalf of the Members. The Regional Entity Committee and Compliance Forum shall report directly to the Board and is charged with supporting the functions performed by FRCC in its delegated responsibility pursuant to the approved Delegation Agreement with NERC. The Regional Entity Committee and Compliance Forum also provides a forum for FRCC Members and invited FRCC staff to discuss issues and share ideas related to changing reliability standards and NERC programs. The Regional Entity Committee and Compliance Forum may establish subcommittees, working groups, and task forces as directed by the *Amended Rules of Procedure for FRCC Standing Committees*.

Each Voting Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Voting Member or representative, be empowered to serve on the Regional Entity Committee and Compliance Forum and vote on behalf of the Voting Member. Each Voting Member shall be entitled to only one vote, even if the Voting Member has more than one alternate representative designated and/or in attendance at any meeting of the Regional Entity Committee and Compliance Forum. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Regional Entity Committee and Compliance Forum, the alternates shall be responsible to identify to the Chair of the committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Regional Entity Committee and Compliance Forum shall be open to all Members and such other invitees as the Regional Entity Committee and Compliance Forum may deem appropriate.

Section 6.5 Rules of Procedure.

The Standing Committees shall set Rules of Procedure, provided that quorum, voting rights, and voting shall be as specified in Sections 6.6 and 6.7. Such Rules of Procedure shall be approved by the Board. All action by any Standing Committee shall be reported as prescribed herein and shall be subject to revision, alteration, and approval by the Board.

Section 6.6 Quorum.

Representation at any Standing Committee meeting by at least three (3) Sectors, comprising 60% or more of the total voting strength of the Standing Committee shall constitute a quorum for the transaction of business at such meeting.

Section 6.7 Voting.

Each voting representative present at any Standing Committee meeting shall be assigned a vote equal to the voting strength of his or her Sector, as provided in Sector Votes chart below, divided by the number of voting representatives present in that Sector, as follows:

STANDING COMMITTEE VOTES by SECTOR:		
1	Suppliers Sector	2.5 Votes
2	Non-Investor Owned Utility Wholesale Sector	2.0 Votes
3	Load Serving Entity Sector: <ul style="list-style-type: none">• Municipal• Cooperative	0.5 Vote 0.5 Vote
4	Generating Load Serving Entity Sector	3.0 Votes
5	Investor Owned Utility Sector	3.5 Votes
6	General Sector	1.0 Vote
	TOTAL	13.0 Votes

No voting representative present at a meeting shall hold more than one (1) vote, regardless of the number of voting representatives absent from his or her Sector; except that a voting representative of the Investor Owned Utility Sector may have up to 1.167 votes.

Only representatives of Voting Members that are Services Members shall be eligible to vote on questions governing Member Services. Any action by a Standing Committee shall require an affirmative vote equal to or greater than 60% of the total eligible voting strength of the Standing Committee.

If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Standing Committee meetings.

Section 6.8 Meetings.

Regular meetings of the Standing Committees shall be held at such times and places, within or outside the State of Florida, as may be determined by the Standing Committees. Special

meetings of the Standing Committees may be called by the Chair or upon the request of representatives from three (3) different Sectors. Regular or special meetings may be held by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other.

ARTICLE VII

General Provisions

Section 7.1 Budget.

The Board shall annually adopt a budget for the FRCC for administrative expenses of the FRCC, including salaries, and for the costs associated with the various committees, subcommittees, professional services, projects, and studies. The budget may be amended from time to time during the fiscal year as determined by the Board, subject to the filing and approval requirements applicable to FRCC as a Regional Entity under the Delegation Agreement.

The Board shall approve the scope and funding of Member Services in accordance with the provisions of these Bylaws. The funding for Member Services special projects approved by the Board may be based on a special funding, with an equitable allocation of the costs for the special project as approved by the Board.

Section 7.2 Funding.

(a) The funding of FRCC's Regional Entity Activities shall be in accordance with the provisions of the Delegation Agreement at Section 9 and Exhibit E.

(b) Member Services shall be funded through an allocation of costs to all Members that are Services Members in accordance with the provisions of Sections 7.2(b) (i) - (iii) herein. The funding of all Member Services shall be kept separate from the funding of Regional Entity Activities as specified in the Business Plan and Budget.

(i) **Services Members.** The allocation for Voting Members that are Services Members shall be based on the following calculation: $\text{Services Member Allocation} = 0.25 (1/N) + 0.25 (B/C) + 0.25 (D/E) + 0.25 (F/G)$. For the purposes of this calculation, the following factors and definitions shall apply:

N = Total number of voting Services Members;

B = Voting Services Member's previous-year Full Requirements Energy for Load* within the FRCC;

C = Total of Factor B for all voting Services Members;

D = Voting Services Member's Net Summer Generating Capacity** within the FRCC Region as of December 31 of the previous year, as defined in the FRCC Load and Resource Plan;

E = Total of Factor D for all voting Services Members;

F = Sum of Circuit Miles of Transmission Facilities*** (69kV and above) of voting Services Members within the FRCC Region times the respective operating

voltage as of December 31 of the previous year; and
G = Total of Factor F for all voting Services Members;

provided, however, that in no event shall any Services Member Allocation be less than \$20,000 per annum.

***Full Requirements Energy for Load (“FREL”)** The net electrical energy requirements of the Services Member's electric system, and the net electric energy requirements of all full requirements customers of the Services Member, except if a full requirements customer of a Services Member joins FRCC. In such case, the electrical energy requirements of such full requirements customer will only be counted for the funding calculation for that Services Member who is the full requirements customer, and not for the Services Member who is the supplier of the full requirements. There should be no double counting of FREL between Services Members.

****Net Summer Generating Capacity** The maximum summer rated capacity, modified for ambient limitations that a generating unit can sustain over a specified period, less the capacity used to supply the demand of station service or auxiliary needs. For jointly owned units, the Net Capacity will be allocated based on the ownership share of each Services Member who is a joint owner, unless otherwise mutually agreed by the joint owner Services Members.

*****Circuit Miles of Transmission Facilities** The distance (following the path of transmission facility) in miles between substations or switching stations times the number of circuits at the same voltage level. For jointly owned transmission facilities, the Circuit Miles of Transmission Facilities will be allocated based on the ownership share of each Services Member who is a joint owner, unless otherwise mutually agreed by the joint owner Services Members.

(ii) **Affiliate Members.** The fee for an Affiliate Member that wishes to participate in Member Services activities shall be \$5,000 per annum. The fee for an Affiliate Member, only participating in Regional Entity Activities, shall be waived.

(iii) **Adjunct Members.** The fees for an Adjunct Member that wishes to participate in Member Services activities shall be \$5,000 per annum. The fee for an Adjunct Member, only participating in Regional Entity Activities, shall be waived.

Section 7.3 Payment of Fees.

The Member Services membership fee shall be due and payable concurrent with the submission of the written application for membership. The initial membership fee shall be prorated on an annual basis depending upon the quarter in which a Member joins. Thereafter, membership fees shall be due and payable on or before January 1 of each year or in installments as determined

by the Board. The FRCC shall notify, in writing, any Member who is delinquent in the payment of any applicable membership fee. The notice shall provide a time certain, not to exceed thirty (30) days from the date of the written notice, during which any such delinquency may be cured. Failure to cure a delinquency within the stated time will result in the loss of all membership rights and designations. In the event of an uncured lapse in the payment of a fee, membership in the FRCC shall be terminated.

Section 7.4 Staff.

The FRCC shall employ a staff, including the CEO, to carry out the objectives of the organization.

Section 7.5 Expenses.

The personal expenses of each Member, Director, and Alternate Director participating in the activities of the FRCC and its committees and subcommittees shall be borne by the Member on whose behalf such person is acting, unless determined otherwise by the Board.

Section 7.6 Indemnification.

The FRCC shall indemnify and hold harmless, to the maximum extent permitted by law, any Member, Director, Alternate Director, Member representative, agent, officer or employee of the FRCC and the heirs, estates, successors or assigns of any of them, from any and all claims or liabilities, including costs or attorneys' fees for defending against assertion of any such claim or liability, arising from any act or failure to act of such person for, on behalf of, or at the direction of the FRCC, unless such act or failure to act constituted a willful violation of state, federal or local law, willful misconduct, or gross negligence. With the approval of the Board, the FRCC may reimburse costs, attorneys' fees, and other expenses for defending against assertions of any such claims or liabilities prior to the final disposition of any such proceeding. The foregoing rights to be indemnified, held harmless, or reimbursed shall not operate in derogation or prohibition of any other rights which the person indemnified, held harmless or reimbursed may have. The FRCC, by vote of the Board, shall purchase insurance against all or any part of the liabilities which may be incurred by the FRCC and may cause the FRCC to indemnify and hold harmless as and to the extent it may deem appropriate such other person or persons as it may deem appropriate.

Section 7.7 Fiscal Year.

The fiscal year of the FRCC shall be the twelve (12) month period of January 1 through December 31.

Section 7.8 Depositories.

All funds of the FRCC shall be deposited in the name of the FRCC in such bank(s) or other financial institutions as the CEO shall from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the FRCC by such person or persons as the Board shall from time to time designate.

ARTICLE VIII

Amendments

Section 8.1 Amendments.

Subject to the provision that no amendment to these Bylaws may limit the rights of a Member to resign from Membership, subject to the provisions of Section 1.2, these Bylaws may be amended, altered, or repealed through the following procedure:

(a) Any Voting Member, Director, or Alternate Director may suggest amendments to these Bylaws. Such suggestions must include a proposed amendment and any necessary supporting documents. They should be sent to the CEO for placement on the agenda for a Board meeting in the time and manner prescribed by the Board.

(b) If the proposal is approved by the Board, the Board shall place the proposal on the agenda of either the next Annual Meeting of the Voting Members, or, at the Board's discretion, at a Special Meeting of the Voting Members called for the purpose of considering amendments to these Bylaws.

(c) Voting Members shall vote to enact the Board-approved amendment in accordance with these Bylaws.

(d) Nothing stated herein shall be deemed to waive or excuse any requirements by NERC and FERC, which relate to the approval of Bylaws and are applicable to the FRCC as a Regional Entity.

Section 8.2 Review of Governance.

The Board shall appoint a task force to review these Bylaws and to submit recommendations to the Board on necessary amendments, at the discretion of the Board, or if any of the following events occurs:

(a) The number of Voting Members in a Sector is not greater than one (1).

(b) FERC approves a Regional Transmission Organization of any type to operate in the FRCC Region.

(c) Any federal or state legislation or regulatory action significantly alters the functions of the FRCC.

(d) Any new entity that has or is expected to have financial transactions in the wholesale electric market in the FRCC Region wishes to join the FRCC, and does not otherwise meet the membership requirements as then defined in these Bylaws.

Any task force assembled pursuant to this Section shall include representation from each Sector.

ARTICLE IX

Observers of the Board

Section 9.1 Observers of the Board.

The Chairman of the Florida Public Service Commission, or designee, shall be invited to attend meetings of the Board. The Board shall invite other observers as the Board deems appropriate.

ARTICLE X

Dispute Resolution Procedures

Section 10.1 Dispute Resolution.

These procedures are established for the equitable, efficient, and expeditious resolution of disputes. Except as stated in the next sentence, these procedures shall be used to resolve disputes between Members, between a Member and a consenting non-member, or between FRCC and any Member or consenting non-member (any of the foregoing being referred to hereinafter as a “party”), arising from an act or omission by FRCC, or from an act or omission by a party in its capacity as a FRCC member.

These procedures do not apply to disputes that are covered by the dispute resolution provisions of the FRCC Compliance Monitoring and Enforcement Program (Exhibit D to the Delegation Agreement between FRCC and NERC) or other NERC dispute resolution provisions, and do not supersede, unless agreed to by the parties, any dispute resolution agreement between the parties applicable to the dispute, including, without limitation, dispute resolution procedures set forth in Members' Open Access Transmission Tariffs.

These procedures supersede the dispute resolution provisions in the *FRCC Regional Transmission Planning Process*. Multiple parties with the same or substantially similar interests may be joined in the same proceeding. The parties are strongly encouraged take part in the complete process described in this Article XI prior to initiation of judicial proceedings or the utilization of other external dispute resolution processes, but the use of any of the steps of the process in this Article XI shall not be a required condition for the initiation of judicial or regulatory proceedings or the utilization of other external dispute resolution processes. FRCC shall be involved in the administration of a proceeding as provided in section 11.5 to coordinate with the parties to facilitate the resolution of the dispute, and to provide personnel, coordination, and meeting and other facilities as specified herein.

Section 10.2 Initiation.

Any Member or FRCC (the “Invoking Party”) may initiate these dispute resolution procedures by making a request in writing to the President with a copy to all other parties to the dispute; provided, however, that if FRCC initiates the dispute, FRCC shall make a request in writing to the Chair, with a copy to the Vice Chair and all other parties. The copy of the dispute resolution request for each party shall be sent to and accepted by the Member representative

appointed in accordance with Section 1.7 of these Bylaws. The President will inform the Board of Directors of the initiation of any dispute resolution proceedings, and the docket number, and title assigned to the dispute. The request must contain:

- (a) a statement of the issues in dispute;
- (b) the position of the party on each of the issues;
- (c) the relief sought by the party;
- (d) an explanation of the asserted right to such relief under an applicable tariff, contract, or other legal standard or obligation;
- (e) the dispute resolution step under Section 10.3 at which the party proposes to begin; and
- (f) any proposed modifications or specific additions to the proceedings described in these Bylaws by which the dispute may be resolved.

Each person or entity identified as party to the dispute (a “Noticed Party”) shall submit a response to the request to the President, the Chair and Vice Chair, and each other party to the dispute (the “Dispute Response”). Each response shall set forth the position of the party on each of the points identified above. A party shall have 20 business days from its receipt of the request to submit its Dispute Response.

Section 10.3 Dispute Resolution Process.

The dispute resolution process described herein shall be conducted and administered in accordance with these Bylaws and such other FRCC governing documents as may be relevant to the proceedings. These dispute resolution procedures outline a step-by-step process for the resolution of disputes. Parties are permitted to skip steps in the dispute resolution process described in Section 3.4 by mutual agreement, or as specified in the procedures for each step.

Section 10.4 Resolution Steps.

The four steps in the dispute resolution process are:

(a) **Step 1—Settlement Proceeding:** (i) Step 1 is a proceeding in which the parties shall meet in a good faith effort to resolve the dispute by mutual agreement (“Settlement Proceeding”). FRCC shall provide administrative support, such as making available meeting space, as requested by the parties. The parties shall be represented at settlement discussions by a person with full authority to resolve the dispute. A final resolution may be subject to corporate or regulatory or other government approvals, the requirements for which shall be disclosed by any party subject to an approval prior to agreement on a final resolution.

(ii) In the event that the parties cannot resolve their dispute in ninety (90) days from the submission of the dispute resolution request, or such later date as may be agreed to by the parties, the dispute shall proceed to the next step in the dispute resolution process. At any time

after thirty (30) days from the submission of the dispute resolution request the parties may mutually agree to end the process. Any statement relating to the dispute by any party during the course of or relating to the Settlement Proceeding may not be cited or offered into evidence for any purpose in any external proceeding by any party.

(b) **Step 2—Mediation Proceeding:** (i) Step 2 is a proceeding to assist the parties through active participation by a mediator in joint discussions and negotiations through which the parties attempt to resolve the dispute by mutual agreement (“Mediation Proceeding”). The Mediation Proceeding shall be conducted by an independent mediator selected and mutually agreed upon by the parties (“Mediator”). A Mediator shall have no affiliation with, financial or other interest in, or prior employment with any party or any of their parents, subsidiaries or affiliates, and shall have knowledge and experience relevant to the subject matter of the dispute. In the event that the parties cannot agree on a Mediator within 10 days following the termination of the Settlement Proceeding, the President of FRCC shall select a Mediator; provided, however, that if FRCC is a party the Mediator shall be selected by the Chair, unless the Chair is an officer or employee of a party, in which case the selection shall be made by the Vice Chair. At the request of the Mediator, the parties shall be represented at a mediation session by a person with full authority to resolve the dispute. A final resolution may be subject to corporate or regulatory or other government approvals, the requirements for which shall be disclosed by any party subject to an approval prior to agreement on a final resolution.

(ii) The Mediator shall not issue specific recommendations on resolution of the dispute or otherwise opine on the merits of the dispute except at the request of the parties. A party may request the Mediator to offer his or her views on the merits or any other aspect of the dispute to that party individually on a confidential basis. Any recommendation, opinion or other statement expressed by the Mediator or any party relating to the dispute during the course of or relating to the Mediation Proceeding shall be offered solely for purposes of resolution of the Mediation Proceeding, and may not be cited or offered into evidence for any purpose in any external proceeding by any party.

(iii) In the event that the parties cannot resolve their dispute in ninety (90) days from the selection of the Mediator, or such later date as may be agreed to by the parties with the concurrence of the Mediator, the dispute shall then proceed to the next step in the dispute resolution process. At any time after sixty (60) days from selection of the Mediator, the parties may mutually agree to end the process, or a party may request the Mediator to determine and declare that the Mediation Proceeding is at an impasse. If the Mediator determines that the Mediation Proceeding is not likely to result in a resolution of the dispute, the Mediator shall declare the Mediation Proceeding at an impasse, and if so the dispute shall proceed to the next step in the dispute resolution process.

(c) **Step 3—Arbitration Proceeding:** (i) Step 3 is a non-binding arbitration in which an arbitrator or an arbitration panel shall receive evidence from each disputing party on factual matters, and hear arguments, relating to the issues in dispute, make written findings and conclusions of fact and law, and issue specific recommendations, based on those findings and conclusions, for resolution of each issue in dispute (“Arbitration Proceeding”). Initiation of an Arbitration Proceeding shall require the mutual agreement of the parties. The Arbitration Proceeding shall be conducted before a single arbitrator selected by the parties. Alternatively, the

parties may agree to have the Arbitration Proceeding conducted by a panel of three arbitrators, with one designated by the Invoking Party or Parties, one designated by the Noticed Party or Parties, and a third selected by the two arbitrators designated by the parties. The parties may by mutual agreement engage a firm specializing in alternative dispute resolution to administer the Arbitration Proceeding, or may invoke the assistance of the Federal Energy Regulatory Commission's Dispute Resolution Service. Arbitrators shall have no affiliation with, financial or other interest in, or prior employment with any party or any of their parents, subsidiaries or affiliates, and shall have knowledge and experience relevant to the subject matter of the dispute. The parties shall have 10 business days after conclusion of or agreement to skip the Mediation Proceeding to select a single arbitrator, or to agree on the use of an arbitration panel and to make their respective arbitrator designations and to so notify the opposing party or parties, with the arbitrators so designated selecting the third arbitrator not later than five days after the last such designation. If the parties cannot agree on the selection of a single arbitrator, unless the parties agree otherwise the President of FRCC shall provide the parties with a list of not less than five candidates meeting the qualifications set forth above. The list shall summarize the qualifications of the candidates, by experience and education, to resolve the matters at issue. The parties shall convene a meeting or telephone conference call during which the parties shall alternate striking names from the list until a single name remains, the party with the first strike to be chosen by lot. If any person so selected is or becomes unwilling or unable to serve, the last person struck from the list shall be requested to serve. Subsequent procedures shall be determined by the arbitrator or arbitration panel, upon consideration of the recommendations of the parties, who shall seek to agree on a location for the arbitration and other procedures.

(ii) The arbitrator or arbitration panel shall issue findings of fact and law and recommendations for resolution of the dispute within ninety (90) days of appointment, unless a longer period shall be agreed to by the parties with the concurrence of the arbitrator or arbitration panel.

(d) **Step 4—Board Proceeding:** (i) Step 4 is a proceeding conducted by the FRCC Board (Board Proceeding) to hear formal evidence on factual matters related to the issues submitted, make written findings of fact and conclusions of law, and issue a recommended award or other resolution for each issue in dispute; provided, however, that if the parties have completed an Arbitration Proceeding as specified in Step 3, the Board shall accept the arbitrator's findings of fact except to the extent that a party demonstrates to the satisfaction of the Board that one or more findings of fact are erroneous. A party shall have 30 days from the completion of the Arbitration Proceeding to make a submission to the Board, with copies to all parties, contending that any of the findings of fact by the Arbitrator are erroneous, and any other party shall have 15 days from its receipt of the submission to respond to any such submission. Other procedures and schedules for the Board Proceeding shall be established by the FRCC Board.

(ii) The Board shall vote on the appropriate resolution of the dispute in accordance with the voting procedures described in these Bylaws. The Board shall publish the results of the vote and issue recommendations for resolution of the issues in dispute within ninety (90) days of initiation of the Board Proceeding, or such longer period as may be agreed to by the parties, with the concurrence of the Board.

(e) Further Proceedings. After 30 days from completion of the dispute resolution steps described above, to the extent that the parties have not agreed to resolution of any issue in dispute a party may seek resolution of the dispute through one of the following proceedings:

- (i) By agreement of the parties, binding arbitration.
- (ii) A regulatory proceeding before a state or federal regulatory agency having jurisdiction of all parties and the subject matter of the dispute.
- (iii) A judicial proceeding before a court of competent jurisdiction.

Section 10.5 Administration.

The following administrative procedures apply to the dispute resolution procedures described in 0(a)-(d):

At each step in the process, unless the parties otherwise agree the neutral person or persons conducting the dispute resolution process shall determine meeting arrangements and formats necessary to efficiently expedite the resolution of the dispute, and shall notify the parties of these details. The parties shall seek to agree on such matters, but if after endeavoring in good faith they are unable to agree, or if they request it, the neutral authority for the proceeding shall make decisions regarding such details. The President shall assign a member of the FRCC staff to assist those responsible for conducting the dispute resolution with the administration of the process. If the parties resolve their dispute in a proceeding prior to the Board Proceeding, the person or persons responsible for conducting the dispute resolution process shall notify the President and the Chair of its outcome. After consultation with the parties and the individuals responsible for conducting the dispute resolution process to confirm the completion of the process described in that step, the President, with the concurrence of the Chair if the FRCC initiated the dispute, shall discharge the person responsible for conducting the dispute resolution process, and notify the Board of the results.

Section 10.6 Expenses.

The parties to the dispute shall share equally all costs for meeting locations, administrative costs, and travel and related expenses of FRCC staff members, Mediators or arbitrators administering or conducting the dispute resolution process. The parties to the dispute shall also share equally all charges for time and expenses of a Mediator, an arbitrator(s), or an arbitration panel. The FRCC Controller shall, with the assistance of the FRCC staff member assigned to assist in the administration of the proceedings, account for these expenses. Each party to the dispute shall be responsible for its own costs and fees, including attorney fees, associated with participation in any of the proceedings described herein.

ARTICLE XI

Miscellaneous Provisions

Section 11.1 Headings.

The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

Section 11.2 Number and Gender.

All singular words include the plural, and all plural words include the singular. All pronouns of one gender include reference to the other gender.

Section 11.3 Parties Bound.

These Bylaws will bind and inure to the benefit of FRCC, any Member, Director, Member representative, agent, officer, or employee, as well as their respective administrators, legal representatives, successors, and assigns, except otherwise provided herein.

Section 11.4 Minority Positions.

Any Voting Member or Standing Committee Representative who has a minority opinion on any significant issue may present the minority opinion to the Board in a manner as prescribed by the Board.

Section 11.5 Confidentiality of Information

To the extent permitted by law, each FRCC participant (Members, Directors, Member Representatives, agents, officers or employees) must maintain the confidentiality of (1) any confidential or proprietary FRCC information disclosed or available to the participant; (2) any confidential or proprietary information of FRCC members or market participants to which the participant has access by virtue of his or her position with FRCC; (3) any confidential or proprietary information of others that has been provided to FRCC on condition of confidentiality; and (4) any information required to be held confidential per Section 1500 of NERC's Rules of Procedure. Public information developed or acquired by an Entity shall be excluded from this provision.

APPENDIX A

Voting Member Agreement - _____ Division

_____, hereby agrees to comply with and be bound by, and to
(Voting Member)
promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and
Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council
applicable to Voting Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

APPENDIX A

Affiliate Member Agreement – _____ Division

_____, hereby agrees to comply with and be bound by, and to
(Affiliate Member)
promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and
Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council
applicable to Affiliate Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

APPENDIX A

Adjunct Member Agreement – _____ Division

_____, hereby agrees to comply with and be bound by, and to
(Adjunct Member)
promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and
Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council
applicable to Adjunct Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

HISTORY OF REVISIONS

January, 1998

Amended December 19, 2001

Amended March 2, 2006

Amended September 25, 2007

Amended June 27, 2008

Amended February 6, 2009

Amended February 10, 2010

Amended May 5, 2010

Amended July 26, 2011

Amended October 25, 2011

Amended TBD, 2014

Attachment 2:

Amended Exhibit B of the Regional Delegation Agreement
Between North American Electric Reliability Corporation and
Florida Reliability Coordinating Council, Inc.
– Redline version

**EXHIBIT B
TO PRO FORMA DELEGATION AGREEMENT**

**BYLAWS
Florida Reliability Coordinating Council, Inc.**

Amended May 22, 2014~~October 25, 2011~~



~~3000 Bayport Drive, 1408 N. Westshore Blvd., Suite 6001002, Tampa, Florida 33607-84074512~~
Phone 813.289-5644 * Fax 813.289-5646
www.frcc.com

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**BYLAWS OF
FLORIDA RELIABILITY COORDINATING COUNCIL, INC.**

ARTICLE I

Membership

Section 1.1 Eligibility.

(a) **“Membership”** in the Florida Reliability Coordinating Council, Inc. (**“FRCC”**) is open to any entity, without cost, that: (i) has a material interest in the reliability of the bulk power system in the FRCC region; (ii) satisfies the criteria for membership specified in this Section 1.1; (iii) qualifies for eligibility in one or more of the **“Sectors”** identified in Section 1.2; (iv) submits a written request for membership; and (v) agrees to comply with and be bound by these FRCC Bylaws (**“Bylaws”**) and other rules and regulations adopted by the FRCC Board of Directors, by execution of the appropriate form of Member Agreement set forth in Appendix A to these Bylaws (**“Member Agreement”**). Any person or entity that meets the foregoing requirements shall become a **“Member”** of FRCC.

(b) FRCC shall engage in two categories of activities:

(i) FRCC shall engage in the **“Regional Entity Activities”** specified in Section 1 of Exhibit E of the Delegation Agreement between FRCC and the North American Electric Reliability Corporation (**“NERC”**) dated May 2, 2007, as amended from time to time, with the agreement of NERC and the approval of the Federal Energy Regulatory Commission (**“Delegation Agreement”**). Under the Delegation Agreement, FRCC is the Regional Entity, as defined in ~~Section~~ See 215 of the Federal Power Act, with delegated authority to propose and enforce Reliability Standards for the bulk power system in the FRCC Region. The **“FRCC Region”** is defined as the geographic area of Florida east of the Apalachicola River.

(ii) FRCC shall engage in certain **“Member Services Activities,”** under which it provides, coordinates, or administers a variety of services relating to the planning and operation of the bulk power system in the FRCC Region for or on behalf of its Members, entities meeting the criteria in Section 1.1(e)(ii) and participatesparticipating in the funding of such services as specified in these Bylaws. ~~The~~ **“Member Services Activities”** are specified in the **“Business Planbusiness plan and Budget”budget** approved by the Board of Directors in accordance with these Bylaws for submission to NERC under the Delegation Agreement, and as approved by NERC and the Federal Energy Regulatory Commission (**“FERC”**). ~~Business Plan and Budget”~~. Member Services are funded as specified in Section ~~7~~ 6.2 of these Bylaws.

(c) FRCC shall have two types of Members:

(i) All Members of FRCC shall be “**Regional Entity Members.**” Regional Entity Members shall be eligible to participate in “~~the Regional Entity Activities~~” of FRCC. Such participation shall be in accordance with these Bylaws, the Member Agreement, and the Delegation Agreement, as from time to time adopted or amended and approved, and such other requirements as govern FRCC as a Regional Entity.

(ii) All Members that participate in the generation, marketing, transmission or purchase for resale of electric energy, ancillary services or capacity on, from or to the bulk power system in the FRCC Region may choose to be “**Services Members,**” ~~who~~ and may participate in ~~FRCC~~ Member Services Activities as specified in these Bylaws. Subject to the requirements of Section 1.2, only ~~Members that are~~ Services Members shall be eligible to participate in decisions governing the Member Services Activities of FRCC; or the voting rights and funding obligations of Services Members.

Section 1.2 Voting Member.

A “**Voting Member**” is a Member that is not an Affiliate Member or an Adjunct Member, as defined in this Article. All Voting Members shall be eligible to vote on questions governing Regional Entity Activities. Only Voting Members that are Services Members shall be eligible to vote on questions governing Member Services or Member Services Activities. For purposes of the following Sector classifications, “**Load Serving Entity,**” whether standing alone or as part of another specified term, shall mean an entity that provides electric service to persons or entities other than the Load Serving Entity itself that purchase such service for their own use and not for resale. Voting Members shall be classified into one of the following Sectors, based on the primary nature of its activities in the FRCC Region relevant to Regional Entity Activities:

(a) “**Suppliers Sector**” - ~~Any—any~~ entity engaged in wholesale power marketing transactions in the FRCC Region; or a generating entity that is included in the NERC Compliance Registry as a generation owner or generation operator for a facility in the FRCC Region, or that owns or is developing generation greater than 20 MW located within the FRCC Region, and meets any of the following: (1) an entity with FERC-approved market-based rate authority, or (2) an exempt wholesale generator, or (3) a facility selling any output pursuant to a power purchase agreement (including fuel conversion arrangements), or (4) a FERC approved Qualifying Facility.

(b) “**Non-Investor Owned Utility Wholesale Sector**” - ~~Generation—generation~~ and transmission cooperatives and municipal joint action agencies that sell electricity to non-investor owned Load Serving Entities with native load in the FRCC Region.

(c) “**Load Serving Entity Sector**” - ~~Any—any~~ Load Serving Entity that is not investor owned and that generates less than 25% of its energy requirements for retail sales or has an annual Full Requirements Energy for Load (FREL) of 1800 GWH or less in the FRCC Region.

(d) “**Generating Load Serving Entity Sector**” - ~~Any—any~~ Load Serving Entity that is not investor owned and that generates at least 25% of its energy requirements for retail sales,

and that has an annual Full Requirements Energy for Load (FREL) greater than 1800 GWH in the FRCC Region.

(e) **“Investor Owned Utility Sector”** - ~~Investor~~—investor owned utilities generating and serving retail native load greater than 15,000 GWH in the FRCC Region.

(f) **“General Sector”** - ~~Persons~~—persons or entities that take delivery of energy within the FRCC Region that is not purchased for resale; agents or associations representing groups of such entities that are commercial or industrial entities; agents or advocate groups representing small customers; and other persons or entities owning assets or engaging in commercial activities in the FRCC Region.

Section 1.3 Affiliate Member.

An **“Affiliate Member”** is defined as an entity that (i) otherwise qualifies as a Voting Member pursuant to Section 1.1 and 1.2, and (ii) is an Affiliate of a Voting Member. For purposes of these Bylaws, being an **“Affiliate”** shall mean that (1) a Voting Member controls, is controlled by or is under common control with, such Affiliate Member, and (2) for any exempt wholesale generator, as defined the Public Utility Holding Company Act of 2005, as amended, the meaning provided in Section 214 of the Federal Power Act. Affiliate Members shall have no right to vote on any matter, nor any right to be elected or appointed to the Board. Except as to funding, Affiliate Members shall be bound by the same obligations as Voting Members and Adjunct Members of FRCC. Questions as to whether an entity is an Affiliate of a Voting Member shall be resolved by the Board.

Section 1.4 Adjunct Member.

A person or entity may be approved as an **“Adjunct Member”** by the Board if such ~~person or~~ entity has a material interest in the reliability of the bulk power system in the FRCC region but does not meet the definitions and requirements to join as a Voting Member or Affiliate Member. Adjunct Members shall have no right to vote on any matter, nor any right to be elected or appointed to the Board. Except as to funding, Adjunct Members shall be bound by the same obligations as Voting Members and Affiliate Members of FRCC.

Section 1.5 New Members.

The Board shall review and act upon ~~membership~~ applications for Membership. - Prior to ~~approving Membership~~~~membership~~, the Board shall certify that ~~thean~~ applicant complies with the eligibility requirements.

Section 1.6 Membership Commitment.

Each Member of the FRCC shall be required to execute, in counterpart, a Member Agreement, as applicable, in the form shown in Appendix A to these Bylaws.

Section 1.7 Obligations.

(a) Each Member of the FRCC shall promote, support, and comply with the purposes and policies of the FRCC as set forth in its Certificate of Incorporation, ~~and~~ Bylaws, and ~~the~~ other documents governing the activities of FRCC identified in the Bylaws.

(b) Each Member of the FRCC shall appoint a representative as provided herein to receive notices from the FRCC and shall give to the FRCC Chief Executive Officer (“CEO”) in writing (signed by a duly authorized representative of the Member) the name, business address and electronic address of the person thus appointed. An appointed representative of a Member who is unable to attend a meeting may designate, in writing, ~~an~~ alternate(s) or a proxy to act on behalf of the Member, as authorized in these Bylaws.

Section 1.8 Participation.

(a) For purposes of these Bylaws, an entity and all of its Affiliates shall be considered one ~~“”~~ Entity.” No Entity shall simultaneously hold more than one Voting Member status, ~~or~~ have more than one voting representative on a Standing Committee, or fill more than one seat on the Board.

(b) An Entity may join FRCC in any Sector in which it qualifies for Membership, provided that an Entity may join as a Voting Member in only one Sector. In the event that an Entity qualifies for more than one Sector, such Entity may join such other Sectors as an Affiliate Member upon payment of any applicable Affiliate Member Annual Fees in accordance with Article ~~VII, VI~~ Section 76.2(b)(ii) for each Sector in which such Entity desires to participate as an Affiliate Member. Once an Entity has elected to be a Voting Member of one Sector, the Entity must continue to vote in that Sector for a minimum of one (1) year. If, at any point, it is determined that an Entity no longer meets the qualifications for the Sector it selected, the Entity may not vote in that Sector; however, that Entity may then immediately elect to become a Voting Member in any Sector for which it does qualify. Questions as to whether an Entity meets the qualifications of a Sector shall be resolved by the Board.

(c) Subject to the requirements of these Bylaws and the Articles of Incorporation, each Voting Member in good standing is entitled to vote on each matter submitted to a vote of the Voting Members. A Member in good standing is one that (i) meets all qualifications for ~~Membership~~ membership as provided in these Bylaws, (ii) is not in arrears for payment of any applicable annual fees for ~~Membership~~ membership or payment of any other fees owed to FRCC (unless such payment is being disputed in good faith), ~~and~~ and (iii) has not been found by a court to be in breach of any contract with FRCC. Voting Members that are not in good standing are not entitled to vote on any matter until they have regained good standing.

ARTICLE II

Meetings of Voting Members

Section 2.1 Annual Meeting of Voting Members.

Voting Members shall meet at least annually on a date and at a place to be established by the Board (“**Annual Meeting**”). The Voting Members from each Sector shall elect, by majority vote ~~and with~~, each Voting Member having one (1) vote, Directors and, if desired, Alternate Directors, ~~to the Board~~ who will represent their Sector on the Board. The Voting Members shall conduct such other business as may be properly brought before them. ~~Meetings may be held by telephone conferencing, video conferencing or by other means enabling all participants in the meeting to communicate with each other.~~ The Annual Meeting shall be open to Affiliate Members and Adjunct Members, and such other invitees as the Board may deem appropriate, provided that the Services Members, along with Affiliate and Adjunct Members that have paid the fees specified in Section 76.2(b)(ii) or (iii), may meet separately to consider matters relating to Member Services.

Section 2.2 Special Meetings.

A “Special Meeting” ~~meetings~~ of the Voting Members, ~~for any purpose or purposes~~, unless otherwise prescribed by the laws of the State of Florida, or by the Articles of Incorporation, may be called by the Chair of the Board for any purpose or purposes. ~~Special Meetings~~ ~~meetings~~ of the Regional Entity Members shall be called upon request of six (6) or more Voting Members who are Regional Entity Members representing three (3) or more Sectors. ~~Special Meetings~~ ~~meetings~~ of the Services Members shall be called upon request of six (6) or more Voting Members that are Services Members representing three (3) or more Sectors. ~~Notice of a special meeting stating the place, date, hour and agenda for the special meeting shall be given to the Voting Members not less than three (3) business days before the meeting. Such request for a special meeting shall state the purpose or purposes of the proposed special meeting, which shall be included as part of an agenda to be distributed to the Voting Members not less than three (3) business days before the meeting. Meetings may be held by telephone conferencing, video conferencing or by other means enabling all participants in the meeting to communicate with each other.~~

Notice stating the place, date, hour, and agenda for the Special Meeting shall be sent not less than three (3) business days before the meeting by electronic means to all eligible to attend using the electronic address specified in accordance with Section 1.7(b). The notice shall also state the purpose or purposes of the proposed Special Meeting, which shall be included as part of an agenda to be distributed with the Notice.

Section 2.3 Place and Manner of Meetings.

~~Section 2.3—Meetings may be held in-person, by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other. All in-person~~ Place of Meeting.

~~All~~ meetings shall be held at or near the principal office of the FRCC in Tampa, Florida, or at such other place within or outside the State of Florida as shall be determined from time to time by the Board.

Section 2.4 Notice of Meetings.

(a) Notice of the Annual Meeting or any regular ~~or special~~ meeting of the Voting Members shall be sent by mail or electronic means to each Member's representative at the business or electronic address specified in accordance with Section 1.7(b) at least ten (10) business days before the date of the meeting. The notice shall set forth a proposed agenda for the meeting, but any matter may be considered and acted upon at any meeting, whether or not the matter was listed in the proposed agenda, if addition of the item to the agenda is approved at the meeting by the vote of the eligible Voting Members whose votes equal ~~sixty percent (60%)~~ or more of the total weighted sector vote of the eligible Voting Members; provided, however, that at least three (3) Sectors are represented in the affirmative. Meetings may be held at any time without notice if all of the eligible Voting Members are present, or if those not present waive notice in writing either before or after the meeting.

(b) The record date for determining Members entitled to notice shall be one (1) month prior to the meeting date.

Section 2.5 Quorum.

Representation at any meeting of the Regional Entity Members of more than 50% of the Voting Members, or representation at any meeting of the Services Members of more than 50% of the Voting Members that are Services Members, shall constitute a quorum for the transaction of business at such meeting; provided, however, that in each case at least four (4) eligible Sectors are represented.

Section 2.6 Voting.

Voting by Voting Members shall be by the six (6) Sectors as defined in Section 1.2, except as otherwise provided herein. Each Voting Member within a Sector has one non-divisible vote. Each Sector shall have a "**Sector Vote**" in proportion to the voting rights specified in Section 3.2(e), which is to be split into an affirmative and a negative component, in the proportion that each component bears to the total votes of the Voting Members within that Sector. Action by the Voting Members shall require affirmative Sector Votes greater than ~~6.5.50.~~

If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Voting Members meetings.

Section 2.7 Action without Meeting.

Any action that may be taken at a meeting of the Regional Entity Members or the Services Members may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all Voting Members eligible to vote in such meeting before the action is taken.

Section 2.8 Remote Attendance.

Any Member otherwise eligible may participate in any meeting by telephone, videoconference communications equipment, or other means enabling all persons participating in the meeting to communicate with each other. A Member participating in a meeting by such means shall be deemed present in person at such meeting.

Section 2.9 Termination of Members.

(a) A Member may be terminated for non-payment of fees or monies due FRCC as provided in Section 76.3, or for a significant violation of obligations as set forth in Section 1.7. The Board may, by resolution, establish a fair and reasonable procedure to terminate a Member.

(b) A Member whose membership has been terminated shall be liable to FRCC for fees and any other monies due FRCC as a result of obligations incurred or commitments made prior to termination.

Section 2.10 Withdrawal.

Any other provision of these Bylaws notwithstanding, any Member may withdraw from participation in the activities of FRCC at any time upon written notice to the CEO, whereupon it shall cease to be a Member and shall cease to be entitled or obligated to participate in the activities of the Board, Standing Committees, or any subcommittees, and shall have no further obligations as a Member; provided, however, that if such notice is given more than thirty (30) days after such Member's receipt of its statement of fees and expenses for a fiscal year, the Member shall be obligated to pay its fees and other monies due to FRCC for the full fiscal year within which such termination is effective.

Section 2.11 Reinstatement.

A former Member shall be required to apply for Membership as set forth in Section 1.1. The Board may reinstate Membership on any reasonable terms that the Board deems appropriate.

Section 2.12 Property Ownership and Control.

Subject to applicable laws, rules, regulations, agreements, and FRCC protocols, each Member shall retain sole control of its own facilities and the use thereof, and nothing in these Bylaws shall require a Member to construct or dedicate facilities for the benefit of any other electric system or allow its facilities to be used by any other Member or to construct or provide any facilities for its own use, and nothing herein shall be deemed to impair the ability or right of any Member to take such actions or to fail to act, as it deems necessary or desirable, with respect to the management, extension, construction, maintenance and operation of its own facilities, present and future. A Member has no interest in the property of FRCC and waives the right to require a partition of any FRCC property.

ARTICLE III

Board of Directors

Section 3.1 Powers.

The affairs of FRCC shall be managed by the Board of Directors (the “Board”). The Board may exercise all such powers of the FRCC and do all such lawful acts and things as are not prohibited by the laws of the State of Florida, ~~by~~ the Federal Power Act, ~~by~~ the Articles of Incorporation, or ~~by~~ these Bylaws.

Section 3.2 Number, Election, Tenure, and Governance.

(a) **Number.** The number of “Directors” shall be not less than sixteen (16), not including those additional Directors ~~whothat~~ may be elected pursuant to the third sentence of Section 3.2(b)(1). Directors shall be allocated among the Sectors as follows:

<u>DIRECTORS by SECTOR</u>		
<u>1</u>	<u>Suppliers Sector</u>	<u>3 Directors</u>
<u>2</u>	<u>Non-Investor Owned Utility Wholesale Sector</u>	<u>2 Directors</u>
<u>3</u>	<u>Load Serving Entity Sector:</u> <ul style="list-style-type: none"><u>• Municipal</u><u>• Cooperative</u>	<u>1 Director</u> <u>1 Director</u>
<u>4</u>	<u>Generating Load Serving Entity Sector</u>	<u>3 Directors</u>
<u>5</u>	<u>Investor Owned Utility Sector</u>	<u>3 Directors</u>
<u>6</u>	<u>General Sector</u>	<u>2 Directors</u>
<u>7</u>	<u>The CEO of FRCC</u>	<u>Ex-officio non-voting Director</u>

~~(1) Suppliers Sector three (3) Directors~~

~~(2) Non-Investor Owned Utility Wholesale Sector two (2) Directors~~

~~(3) Load Serving Entity Sector
-Municipal one (1) Director
-Cooperative one (1) Director~~

~~(4) Generating Load Serving Entity Sector three (3) Directors~~

~~(5) Investor Owned Utility Sector Three (3) Directors~~

~~(6) General Sector Two (2) Directors~~

~~(7) The CEO of FRCC an ex-officio non-voting Director.~~

(b) **Election.**

(1) Directors, with the exception of the CEO, shall be elected as described herein. Directors allocated to a particular Sector shall be elected by the Voting Members of such Sector, by majority vote. In addition, within each Sector, Voting Members from that Sector may, by majority vote, elect additional Directors, subject to a maximum of five (5) Directors representing such Sector. Finally, the Voting Members in a Sector may elect, by majority vote, an **“Alternate Director”** for each Director. Each Alternate Director shall be designated as an alternate for a particular elected Director of that Sector. To be eligible, an Alternate Director shall either be a direct report to the Director for which that person is the designated Alternate Director, or a senior officer or manager of the Voting Member represented by the Alternate Director. Notwithstanding the foregoing, under no circumstance shall the total votes of the Directors or their Alternate Directors for a Sector exceed the total votes of the Directors of such Sector specified in Section 3.2(e).

(2) Within each Sector, only Voting Members from a given Sector may elect Directors or Alternate Directors for that Sector.

(3) Within the Load Serving Entity Sector, Director(s) representing 0.5 votes shall all be from a municipal and Director(s) representing 0.5 votes shall be from a cooperative.

(c) **Alternate Director.** ~~In the event that a Director or the Voting Member represented by a Director is unable to attend a Board meeting, his or her alternate~~ Each Alternate Director shall be vested with all the powers and duties of the Director for which he or she serves as an alternate. ~~in the event that such Director or the Voting Member represented by such Director notifies FRCC in writing (by letter, email or facsimile) in advance that the Director is unable to attend a particular Board meeting or Board committee meeting.~~ Unless otherwise specified, references in these Bylaws to the powers, duties, or responsibilities of Directors shall include any Alternate Director acting in place of a Director. If the related Director is present at a Board meeting or Board committee meeting, the Alternate Director may attend such meeting, but shall not have any vote, nor have any authority to speak on any issue, absent recognition by the chair of the meeting.

(d) **Term.** The term for all Directors and Alternate Directors shall be two (2) years. Any Director or Alternate Director may be reelected for consecutive terms, without limitation. Directors and Alternate Directors within a Sector shall have staggered terms as determined by the Sector.

(e) **Voting Rights.**

(1) Except as provided for in subsections (2) ~~through (5)~~ ~~and (3)~~ below, each Sector shall have the number of votes as specified below:

<u>BOARD VOTES by SECTOR:</u>		
<u>1</u>	<u>Suppliers Sector</u>	<u>2.5 Votes</u>
<u>2</u>	<u>Non-Investor Owned Utility Wholesale Sector</u>	<u>2.0 Votes</u>
<u>3</u>	<u>Load Serving Entity Sector:</u>	
	• <u>Municipal</u>	<u>0.5 Vote</u>
	• <u>Cooperative</u>	<u>0.5 Vote</u>
<u>4</u>	<u>Generating Load Serving Entity Sector</u>	<u>3.0 Votes</u>
<u>5</u>	<u>Investor Owned Utility Sector</u>	<u>3.5 Votes</u>
<u>6</u>	<u>General Sector</u>	<u>1.0 Vote</u>
	<u>TOTAL</u>	<u>13.0 Votes</u>

- ~~Suppliers Sector~~ ~~2.5 Votes~~
- ~~Non-Investor Owned Utility Wholesale Sector~~ ~~2.0 Votes~~
- ~~Load Serving Entity Sector~~
 - ~~-Municipal~~ ~~0.5 Votes~~
 - ~~-Cooperative~~ ~~0.5 Votes~~
- ~~Generating Load Serving Entity Sector~~ ~~3.0 Votes~~
- ~~Investor Owned Utility Sector~~ ~~3.5 Votes~~
- ~~General Sector~~ ~~1.0 Vote~~

~~Total~~ ~~13.0 Votes~~

(2) Each Director, as defined in Section 3.2(a) and 3.2 (b), shall have an equal proportional vote of that Sector's total voting strength. This provision shall apply separately to the municipal and cooperative Directors of the Load Serving Entity Sector.

~~(3) (3) If the majority of the Voting Members of a Sector are Services Members, Directors elected by that sector shall be deemed "Services Member Directors." Only Services Member Directors shall be eligible to vote on questions governing Member Services or Member Services Activities. Deliberations on such matters are may be limited to Services Member Directors, Voting Members that are Services Members, and Affiliate and Adjunct Members that have paid the fees specified in Section 76.2(b)(ii) or (iii)., upon the vote of the Services Member Directors.~~

(4) The CEO of FRCC shall not have a vote.

~~(5) If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Board meetings.~~

(f) **Limitations.** Each Director or Alternate Director serving on the Board shall be an officer, employee, or agent ~~a representative~~ of a Voting Member. Unless otherwise provided in these Bylaws, a Director or Alternate Director ~~if a representative of a Voting Member is~~ elected to serve on the Board, ~~such person~~ shall only be eligible to serve in such capacity so long as such person remains the officer, employee, or agent ~~representative~~ of said Voting Member. A Voting Member shall not have more than one (1) ~~officer, employee or agent serving as a~~

Director, but each Director may have an Alternate Director. Each Director and Alternate Director serving on the Board shall be required to sign and adhere to the FRCC Board Code of Conduct.

Section 3.3 Board Meetings.

Regular meetings of the Board shall be held at such times and places, within or outside the State of Florida, as may be determined by the Board. Special meetings of the Board may be called by the Chair of the Board. Special meetings shall be called upon request of six (6) or more Directors. Regular or special meetings~~Special Meetings~~ may be held by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other. Except as specified in Section 3.2(e)(3), the meetings of the Board shall be open to all Members, and such other invitees as the Board may deem appropriate. The Board may meet in closed session to discuss matters of a confidential nature, including but not limited to personnel matters, litigation, or commercially sensitive information of any person or entity.

Section 3.4 Notice of Board Meetings.

Notice of any regular or special meeting of the Board shall be sent by mail or electronic means to each Director, and to each Member, at such Director's and Member's usual place of business at least ~~(ten (10))~~ business days, in the case of a regular meeting, or ~~(five (5))~~ business days, in the case of a special meeting, before the date of the meeting. Such notice shall also be sent to the observers of the Board specified in Section 98.1. The notice shall set forth a proposed agenda for the meeting. Subject to the requirements of Section 3.2(e)(3), no agenda item may be added to the agenda at any meeting of the Board which requires action by the Board unless all Directors are present and all agree to allow such an item to be put to a vote. Meetings may be held at any time without notice if all of the Directors of the Board (or the Alternate Directors for absent Directors) are present, or if those not present waive notice in writing either before or after the meeting.

Section 3.5 Quorum.

The presence at a meeting of the Directors or Alternate Directors whose votes equal ~~sixty percent (60%)~~ or more of the total voting strength of the Board, or in the case of matters governed by Section 3.2(e)(3), votes equal to ~~sixty percent (60%)~~ or more of the total voting strength of the Directors or Alternate Directors eligible to vote, shall constitute a quorum for any action of the Board, provided, however, that in each case at least one Director or Alternate Director from at least four (4) Sectors is present. If at any meeting a quorum shall fail to attend, a majority of those Directors or Alternate Directors present at the meeting may adjourn that meeting without further notice until a quorum shall attend. Once a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.6 Voting.

Action by the Board shall require approval of ~~sixty percent (60%)~~ or more of the total eligible voting strength of the Board.

Section 3.7 Remote Attendance.

Directors or Alternate Directors shall be deemed present and voting at a meeting of the Board if participating in the meeting by means of a conference telephone, video conferencing, or other means enabling all persons participating in the meeting to communicate with each other.

Section 3.8 Action without Meeting.

Any action that may be taken at a meeting of the Board may be taken without a meeting if consent is given prior to the taking of the action in a writing, which sets~~setting~~ forth the action ~~so to be taken and is, shall be signed before the action~~ by all of the Directors (not the Alternate Directors) eligible to participate in such action.

Section 3.9 Vacancies and Removal.

A Director or Alternate Director may be removed with cause at any time by an affirmative vote of 60% of the Voting Members of the Sector that elected that Director or Alternate Director. In addition, the Board may remove a Director or Alternate Director for cause, upon at least ~~seventy five percent (75%)~~ affirmative votes of the remaining total voting strength of the Board. A Director or Alternate Director may resign from the Board upon provision of written notice to the Secretary-Treasurer; such written notice shall be effective if provided by the Director, Alternate Director, or any officer of the Voting Member. The right to elect Directors or Alternate Directors may not be assigned, sold, pledged, or transferred in any manner. A vacancy may be filled only by the Voting Members of the Sector in which the vacancy occurs. Any Director or Alternate Director so chosen shall hold office until his or her successor is duly elected ~~and qualified~~ or until his or her earlier resignation, ineligibility or removal.

Section 3.10 Officers.

At the Board ~~of Directors~~ meeting that immediately follows~~following~~ the Annual Meeting of the Voting Members (or ~~at any Regular or Special Meeting~~, with respect to election of a replacement officer pursuant to Section 3.12, at any regular or special meeting described in Section 3.3), the Board shall elect from the Directors (excluding for these purposes the Alternate Directors) a Chair, Vice Chair, and Secretary-Treasurer, all of whom~~who~~ shall be the officers of ~~the~~ FRCC. No two (2) officers of FRCC shall be officers, employees, or agents of Voting Members of the same Sector or its Affiliates. The CEO of FRCC may not be elected to act as Chair, Vice-Chair, or Secretary-~~Treasurer~~.

(a) **Term of Office.** Each officer of the Board ~~of Directors~~ (other than a replacement officer pursuant to Section 3.12, who shall be elected to complete the term of the officer he or she is replacing) shall hold office for two (2) fiscal years, and until his or her successor is duly elected and qualified.

(b) **Removal of Officers.** Any officer of the Board ~~of Directors~~ may be removed from office with or without cause at any time by the affirmative vote of ~~seventy percent (70%)~~ of the total voting strength of the Board.

(c) **Compensation.** There shall be no compensation paid to any officer of the Board of ~~Directors of~~ FRCC, provided that an officer serving on the staff of FRCC may be compensated for his or her services on the staff of FRCC.

Section 3.11 Responsibilities of Board ~~of Director~~ Officers

(a) **“Chair.”** The Chair shall serve as the Chair of the Board. The Chair shall preside at all meetings of the Members and Board, provided that, if the Chair is not eligible to vote in a meeting governed by Section 3.2(e)(3), the Directors or Alternate Directors ~~who~~ that are eligible shall select one of their number to preside at such meeting. The Chair shall be responsible for the preparation of the agenda for all meetings of the Members and Board. The Chair shall also be a member of, and preside over, ~~the~~ a Personnel and Compensation Committee described in Section 4.3., which shall have responsibilities for such matters relating to staff.

(b) **“Vice Chair.”** The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, subject to the provisions of Section 3.11(a), and shall perform such other duties and have such other powers as the Board may from time to time prescribe. The Vice Chair shall be a member of ~~the~~ a Personnel and Compensation Committee described in Section 4.3., which shall have responsibilities for such matters relating to staff.

(c) **“Secretary-Treasurer.”** The Secretary-Treasurer shall be responsible to assure that ~~the~~ FRCC staff has adequate procedures to distribute the agenda of the meetings of the Voting Members and the Board, keep the minutes of the proceedings of said meetings, and maintain the financial books and records of ~~the~~ FRCC, including disbursement of the funds of ~~the~~ FRCC in accordance with the authorized annual budget. The Secretary-Treasurer shall be a member of the Personnel and Compensation Committee described in Section 4.3. The Secretary-Treasurer shall also serve as Chair of the Corporate Compliance, Finance, and Audit Committee described in Section 4.2., which shall have responsibilities for such matters relating to staff.

Section 3.12 Vacancy.

Any vacancy in a Board of Director officer occurring for any reason shall be filled as specified in Section 3.10.

ARTICLE IV

Board Committees

Section 4.1 Board Compliance Committee

(a) FRCC shall establish and maintain a hearing body with authority to conduct and render decisions in compliance hearings in which a Registered Entity may contest a finding of alleged violation, proposed penalty or sanction, or a proposed mitigation plan, which shall be the FRCC Board Compliance Committee (“BCC”), a compliance panel reporting directly to the Board.

(b) Each year, two (2) Directors or Alternate Directors from each Sector shall be asked to volunteer to serve in a “BCC Candidate Pool.” There is no limit to the number of times a Director or Alternate Director may volunteer for the BCC Candidate Pool. Each member of the BCC Candidate Pool shall be a Voting Member.

(c) When a hearing request is received, the Chair of the Board, or the Vice-Chair of the Board if the Chair is conflicted out, shall appoint from the BCC Candidate Pool one (1) member from each Sector to form the BCC for that hearing, as follows:

- One (1) Director from the Investor Owned Utility Sector;
- One (1) Director from the Suppliers Sector;
- One (1) Director from the Non-Investor Owned Utility Wholesale Sector;
- One (1) Director from the Load Serving Entity Sector;
- One (1) Director from the Generating Load Serving Entity Sector;
- One (1) Director from the General Sector.

The BCC Candidate Pool member(s) from the Registered Entity that has requested the hearing shall not be selected for that BCC. There shall be no proxies permitted for the BCC.

(d) In the event one (1) Sector declines to participate on the BCC, the Chair of the Board, or the Vice-Chair of the Board if the Chair is conflicted out, shall randomly select one (1) additional member from the remaining five (5) Sectors in the BCC Candidate Pool to constitute the BCC, and shall also appoint a Chair and Vice-Chair of the BCC. Terms of BCC members shall be equivalent to the time it takes to complete the hearing for which they were selected. Should the BCC member be removed from, become ineligible for, or otherwise cease serving as either a Director or Alternate Director of the Board, the Chair of the Board (or Vice-Chair, if the Chair is conflicted out) shall have discretion as to the member’s continued service on the BCC and/or his or her replacement.

(e) Decisions of the BCC shall require (i) a quorum to be present requiring at least 50% of the number of members assigned to the BCC provided, however, that in each case at least four (4) eligible Sectors are represented, and (ii) a majority vote of the members of the BCC voting on the decision.

Section 4.2 Corporate Compliance Finance and Audit Committee

There shall be a “Corporate Compliance, Finance and Audit Committee” whose purpose shall be to assist the Board in fulfilling its oversight responsibilities concerning (1) the integrity of FRCC’s financial statements, (2) the annual independent audit process, (3) FRCC’s systems of disclosure controls and procedures and internal accounting and financial controls, (4) the qualifications, independence, and performance of FRCC’s internal and independent external auditors, (5) FRCC’s compliance with legal and regulatory financial requirements, (6) FRCC’s policies and procedures for risk assessment and risk management, (7) FRCC’s ethics policy, and

(8) FRCC's budget process. Attendance by proxy at a meeting of the Corporate Compliance, Finance and Audit Committee shall be permitted so long as:

- Any such proxy is either a Director or Alternate Director of the Board; and
- Notice of the proxy's attendance is provided to the CEO in writing in advance of the meeting.

The Corporate Compliance, Finance and Audit Committee shall engage a certified public accounting firm to audit the books and accounts of the FRCC for each fiscal year.

Section 4.3 Personnel and Compensation Committee

There shall be a "Personnel and Compensation Committee" whose purpose shall be to oversee the compensation of the FRCC CEO and vice-presidents. The Personnel and Compensation Committee shall be composed of the officers of the Board. There shall be no proxies permitted for Personnel and Compensation Committee members.

ARTICLE V

Chief Executive Officer

Section ~~5~~4.1 CEO.

The Board shall hire ~~at~~the CEO who, under the Board's direction, shall carry on the general affairs of the FRCC. The CEO shall be a member of the staff of FRCC and shall be a non-voting Director. It shall be the CEO's duty to approve the expenditure of the monies appropriated by the Board in accordance with the Budget approved by the Board. The CEO shall make an annual report and periodic reports to the Board concerning the activities of FRCC. The CEO shall serve as ~~president~~President of FRCC. The CEO shall comply with all directives of the Board. All agents and employees shall report, and be responsible, to the CEO. The CEO shall perform such other duties as may be determined from time to time by the Board.

ARTICLE IVARTICLE VI

Standing Committees

~~Section 5.1~~Section 6.1 Standing Committees.

There shall be a Planning Committee, an Operating Committee, and a Regional Entity Committee and a Compliance Forum (collectively, "Standing Committees").~~Committee,~~ and such other committees, subcommittees, and task forces as the Board may appoint, when deemed necessary to carry out the purposes of the FRCC. Unless otherwise specified by the Board, neither the Standing Committees nor anyone of the Planning Committee, Operating Committee, Compliance Committee, or such other committee(s), subcommittee(s),~~committees, subcommittees,~~ and/or task force(s)~~forces~~ shall be committees~~a committee~~ of the Board, and they~~no such committee~~ shall have no~~any~~ authority to take action otherwise reserved to the Board by statute.

Section 5.2Section 6.2 Planning Committee.

~~The “**Planning Committee**” is a Standing Committee that shall carry out Member Services Activities on behalf of the Members. Each Voting Member may appoint one (1) representative, empowered to vote on behalf of the Voting Member, to serve on the Planning Committee. A representative may, if unable to attend a meeting, designate, in writing, an alternate to act on behalf of the representative. Affiliate Members and Adjunct Members may appoint a non-voting representative to serve on the Planning Committee. Quorum and Voting Rights shall be as defined in Sections 5.7 and 5.8. The Planning Committee shall report directly to the Board and is charged with the responsibility of promoting the reliability of the bulk power system in the FRCC Region, and assessing and encouraging generation and transmission adequacy. The Planning Committee may establish subcommittees, working groups, and task forces as ~~directed~~deemed necessary by the Amended Rules of Procedure for FRCC Standing Committees.its membership.~~

Each Services Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Services Member or representative, be empowered to serve on the Planning Committee and vote on behalf of the Services Member. Each Services Member shall be entitled to only one vote, even if the Services Member has more than one alternate representative designated and/or in attendance at any meeting of the Planning Committee. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Planning Committee, the alternates shall be responsible to identify to the Chair of the Planning Committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Planning Committee shall be open to all Services Members and such other invitees as the Planning Committee may deem appropriate.

Section 5.3Section 6.3 Operating Committee.

~~The “**Operating Committee**” is a Standing Committee that shall carry out Member Services Activities on behalf of the Members. Each Voting Member may appoint one (1) representative, empowered to vote on behalf of the Voting Member, to serve on the Operating Committee. A representative may, if unable to attend a meeting, designate, in writing, an alternate to act on behalf of the representative. Affiliate Members and Adjunct Members may appoint a non-voting representative to serve on the Operating Committee. Quorum and Voting Rights shall be as defined in Sections 5.7 and 5.8. The Operating Committee shall report directly to the Board and is charged with responsibility for the reliable~~coordination~~, operations planning, ~~operation and maintenance~~ of the bulk power system in the FRCC Region through coordination activities of operations and maintenance. The Operating Committee may establish subcommittees, working groups, and task forces as directed by the Amended Rules of Procedure for FRCC Standing Committees.deemed necessary by its membership.~~

Each Services Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Services Member or representative, be empowered to serve on the Operating Committee and vote on behalf of the Services Member. Each Services Member shall be entitled to only one vote, even if the Services

Member has more than one alternate representative designated and/or in attendance at any meeting of the Operating Committee. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Operating Committee, the alternates shall be responsible to identify to the Chair of the Operating Committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Operating Committee shall be open to all Services Members and such other invitees as the Operating Committee may deem appropriate.

Section 6.4 Regional Entity Committee and Compliance Forum.

The “Regional Entity Committee and Compliance Forum” is a Standing Committee that shall carry out Regional Entity Activities on behalf of the Members. The Regional Entity Committee and Compliance Forum shall report directly to the Board and is charged with supporting the functions performed by FRCC in its delegated responsibility pursuant to the approved Delegation Agreement with NERC. The Regional Entity Committee and Compliance Forum also provides a forum for FRCC Members and invited FRCC staff to discuss issues and share ideas related to changing reliability standards and NERC programs. The Regional Entity Committee and Compliance Forum may establish subcommittees, working groups, and task forces as directed by the *Amended Rules of Procedure for FRCC Standing Committees*.

Each Voting Member may appoint one (1) representative, plus one or more alternate representatives, who shall, without any further action required by the Voting Member or representative, be empowered to serve on the Regional Entity Committee and Compliance Forum and vote on behalf of the Voting Member. Each Voting Member shall be entitled to only one vote, even if the Voting Member has more than one alternate representative designated and/or in attendance at any meeting of the Regional Entity Committee and Compliance Forum. Where there is more than one alternate representative designated and/or in attendance at a meeting of the Regional Entity Committee and Compliance Forum, the alternates shall be responsible to identify to the Chair of the committee, in advance of the meeting, which of the alternates shall be entitled to vote.

The meetings of the Regional Entity Committee and Compliance Forum shall be open to all Members and such other invitees as the Regional Entity Committee and Compliance Forum may deem appropriate.

Section 6.5 Rules of Procedure.

~~Section 5.4—Compliance Committee.—~~

~~The FRCC Regional Entity compliance staff is responsible for the effective and efficient implementation of the NERC Compliance Monitoring and Enforcement Program to meet the guidance of NERC and FERC. The Compliance Committee is charged with the responsibility of promoting reliability of the bulk power system within the FRCC region through compliance related activities. Each Voting Member may appoint one (1) representative, empowered to vote on behalf of the Voting Member, to serve on the Compliance Committee. A representative may, if unable to attend a meeting, designate, in writing, an alternate to act on behalf of the representative. Quorum and Voting Rights shall be as defined in Sections 5.7 and 5.8. The Compliance Committee shall report directly to the Board and is separate and distinct from the Board Compliance Committee which is primarily a “hearing body” and has a different voting structure as outlined in Exhibit D of the Delegation Agreement between the North American Electric Reliability Corporation and FRCC. The Compliance Committee may establish subcommittees and task forces as deemed necessary by its membership.~~

~~Section 5.5—Rules of Procedure.—~~

~~Each~~The Standing Committee shall set Rulesits rules of Procedureproeedure, provided that quorum, voting rights, and voting shall be as specified in Sections 6.65-7 and 6.75-8. Such Rules of Procedure shall be ~~as~~ approved by the Board. All action by any Standing Committee shall be reported as prescribed herein and shall be subject to revision, alteration, and approval by the Board.

~~Section 5.6~~Section 6.6 Quorum.

Representation at any ~~meeting of a~~ Standing Committee meeting by at least three (3) Sectors, comprising of sixty percent (60%) or more of the total voting strength of the Standing Committee shall constitute a quorum for the transaction of business at such meeting.; ~~provided, however, that action on matters dealing with the scope or funding of Member Services shall require sixty percent (60%) or more of the total voting strength of members of the Standing Committee representing Voting Members that are Services Members; and provided further that a quorum shall require that at least three (3) Sectors are represented, all three of which shall be Sectors a majority of the members of which are Services Members in the case of a quorum for action on matters governing Member Services.—~~

~~Section 5.7~~Section 6.7 Voting. Voting is by Sector.—

Each voting representative present at any Standing Committee a meeting shall be assigned a vote equal to the voting strength of his or her Sector, as provided in Sector Votes chart belowthis section, divided by the number of voting representatives present in that Sector, as follows:

<u>STANDING COMMITTEE VOTES by SECTOR:</u>		
<u>1</u>	<u>Suppliers Sector</u>	<u>2.5 Votes</u>
<u>2</u>	<u>Non-Investor Owned Utility Wholesale Sector</u>	<u>2.0 Votes</u>
<u>3</u>	<u>Load Serving Entity Sector:</u>	
	• <u>Municipal</u>	<u>0.5 Vote</u>
	• <u>Cooperative</u>	<u>0.5 Vote</u>
<u>4</u>	<u>Generating Load Serving Entity Sector</u>	<u>3.0 Votes</u>
<u>5</u>	<u>Investor Owned Utility Sector</u>	<u>3.5 Votes</u>
<u>6</u>	<u>General Sector</u>	<u>1.0 Vote</u>
	<u>TOTAL</u>	<u>13.0 Votes</u>

~~No~~ ~~except that no~~ voting representative present at a meeting shall ~~hold~~~~have~~ more than one (1) vote, ~~regardless of the number of voting representatives absent from his or her Sector; except that a~~ ~~except an Investor Owned Utility Sector~~ voting representative of the Investor Owned Utility Sector may have up to 1.167 votes.

~~who may have up to 1.167 votes. Action by a Standing Committee shall require an affirmative vote equal to or greater than sixty percent (60%) of the total eligible voting strength of the Standing Committee.~~

~~Sector Votes-~~

(1) Suppliers Sector	2.5 Votes
(2) Non-Investor Owned Utility Wholesale Sector	2.0 Votes
(3) Load Serving Entity Sector	
Municipal	0.5 Vote
Cooperative	0.5 Vote
(4) Generating Load Serving Entity Sector	3.0 Votes
(5) Investor Owned Utility Sector	3.5 Votes
(6) General Sector	1.0 Vote
Total	13.0 Votes

Only representatives of Voting Members that are Services Members shall be eligible to vote on questions governing Member Services. Any action by a Standing Committee shall require an affirmative vote equal to or greater than 60% of the total eligible voting strength of the Standing Committee.

If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Standing Committee meetings.

~~Section 5.8~~ **Section 6.8** **Meetings.**

Regular meetings of the Standing Committees shall be held at such times and places, within or outside the State of Florida, as may be determined by the Standing Committees. Special meetings of the Standing Committees may be called by the Chair or upon the request of

representatives from three (3) different Sectors. Regular or ~~special meetings~~Special Meetings may be held by telephone conferencing, video conferencing, or by other means enabling all participants in the meeting to communicate with each other. ~~The meetings of the Standing Committees shall be open to all Members, and such other invitees as the Board may deem appropriate.~~

~~ARTICLE V~~ARTICLE VII

General Provisions

~~Section 6.1~~Section 7.1 Budget.

The Board shall annually adopt a budget for the FRCC for administrative expenses of the FRCC, including salaries, and for the costs associated with the various committees, subcommittees, professional services, projects, and studies. ~~The budget may be amended from time to time during the fiscal year as determined by the Board, subject to the filing and approval requirements applicable to FRCC as a Regional Entity under the Delegation Agreement.~~ The Board shall approve the scope and funding of Member Services; in accordance with the provisions of these Bylaws. The funding for Member Services special projects approved by the Board may be based on a special funding, with an equitable allocation of the costs for the special project as approved by the Board. ~~The budget may be amended from time to time during the fiscal year as determined by the Board, subject to the filing and approval requirements applicable to FRCC as a Regional Entity under the Delegation Agreement.~~

~~Section 6.2~~Section 7.2 Funding.

(a) The funding of FRCC's Regional Entity Activities shall be in accordance with the provisions of ~~Exhibit E and the section numbered eight (8) of the Delegation Agreement~~ at Section 9 and Exhibit E.

(b) ~~The Member Services of FRCC~~ shall be funded through an allocation of ~~their~~ costs to all Members that are Services Members in accordance with the provisions of Sections 7~~subsections 6.2(b) (i) - (iii) hereinbelow.~~ The funding of all Member Services shall be kept separate from the funding of Regional Entity Activities as specified in the Business Plan and Budget.

(i) Services Members. The allocation for Voting Members that are Services Members shall be based on the following calculation: Services Member Allocation = 0.25 (1/N) + 0.25 (B/C) + 0.25 (D/E) + 0.25 (F/G). For the purposes of this calculation, the following factors and definitions shall apply; ~~provided, however, that in no event shall the allocation be less than \$20,000 per annum.~~

$$\text{Services Member Allocation} = 0.25 (1/N \underline{=}) + 0.25 (B/C) + 0.25 (D/E) + 0.25 (F/G)$$

N — Total number of voting Services Members ;

B = Voting Services Member's previous-year Full Requirements Energy for

- Load*-(FREL) within the FRCC ;
- C ≡ Total of ~~Factor~~ B for all voting Services Members;
- D ≡ Voting Services Member's Net Summer Generating Capacity** within the FRCC Region as of December 31 of the previous year, as defined in the FRCC Load and Resource Plan;
- E ≡ Total of ~~Factor~~ D for all voting Services Members;
- F ≡ Sum of Circuit Miles of Transmission Facilities*** (69kV and above) of voting Services Members within the FRCC Region times the respective operating voltage as of December 31 of the previous year; and
- G ≡ Total of ~~Factor~~ F for all voting Services Members ;

provided, however, that in no event shall any Services Member Allocation be less than \$20,000 per annum.

***Full Requirements Energy for Load (“(FREL)”)** The net electrical energy requirements of the Services Member's electric system, and the net electric energy requirements of all full requirements customers of the Services Member, except if a full requirements customer of a Services Member joins FRCC. In such case, the electrical energy requirements of such full requirements customer will only be counted for the funding calculation for that Services Member who is the full requirements customer, and not for the Services Member who is the supplier of the full requirements. There should be no double counting of FREL between Services Members.

****Net Summer Generating Capacity** The maximum summer rated capacity, modified for ambient limitations; that a generating unit can sustain over a specified period, less the capacity used to supply the demand of station service or auxiliary needs. For jointly owned units, the Net Capacity will be allocated based on the ownership share of each Services Member who is a joint owner, unless otherwise mutually agreed by the joint owner Services Members.

*****Circuit Miles of Transmission Facilities** The distance (following the path of transmission facility) in miles between substations or switching stations times the number of circuits at the same voltage level. For jointly owned transmission facilities, the Circuit Miles of Transmission Facilities will be allocated based on the ownership share of each Services Member who is a joint owner, unless otherwise mutually agreed by the joint owner Services Members.

(ii) Affiliate Members. The fee for an Affiliate Member that wishes to participate in Member Services activities shall be \$5,000 per annum. The fee for an Affiliate Member, only participating in Regional Entity Activities, shall be waived.

(iii) Adjunct Members. The fees for an Adjunct Member that wishes to participate in Member Services activities shall be \$5,000 per annum. The fee for an Adjunct Member, only participating in Regional Entity Activities, shall be waived.

~~Section 6.3~~ **Section 7.3** Payment of Fees.

The Member Services membership fee shall be due and payable concurrent with the submission of the written application for membership. The initial membership fee ~~shall~~ will be prorated on an annual basis depending upon the quarter in which a Member joins. Thereafter, membership fees shall be due and payable on or before January ~~1st~~ 1st of each year or in installments as determined by the Board. The FRCC shall notify, in writing, any Member who is delinquent in the payment of any applicable membership fee. The notice shall provide a time certain, not to exceed thirty ~~days~~ (30) days from the date of the written notice, during which any such delinquency may be cured. Failure to cure a delinquency within the stated time will result in the loss of all membership rights and designations. In the event of an uncured lapse in the payment of a fee, membership in the FRCC shall be terminated.

~~Section 6.4~~ **Section 7.4** Staff.

The FRCC shall employ a staff, including the CEO, to carry out the objectives of the organization. ~~The CEO shall be a non-voting Director of the Board. The duties of the CEO are as defined in Article IV, Section 4.1.~~

~~Section 6.5~~ **Section 7.5** Expenses.

The personal expenses of each Member, Director, and Alternate Director participating in the activities of the FRCC and its committees and subcommittees shall be borne by the Member on whose behalf such person is acting, unless determined otherwise by the Board.

~~Section 6.6~~ ~~Minimum Sector Membership.~~

~~If the number of Voting Members of a Sector is not greater than one (1), such Sector shall not be entitled to a vote at the Voting Members meetings, Board of Directors meetings, or the Standing Committee meetings.~~

~~Section 6.7~~ **Section 7.6** Indemnification.

The FRCC shall indemnify and hold harmless, to the maximum extent permitted by law, any Member, Director, Alternate Director, Member representative, agent, officer or employee of the FRCC and the heirs, estates, successors or assigns of any of them, from any and all claims or liabilities, including costs or attorneys' fees for defending against assertion of any such claim or liability, arising from any act or failure to act of such person for, on behalf of, or at the direction of the FRCC, unless such act or failure to act constituted a willful violation of state, federal or local law, willful misconduct, or gross negligence. With the approval of the Board, the FRCC may reimburse costs, ~~attorneys'~~ attorneys fees, and other expenses for defending against assertions of any such claims or liabilities prior to the final disposition of any such proceeding. The foregoing rights to be indemnified, held harmless, or reimbursed shall not operate in derogation or prohibition of any other rights which the person indemnified, held harmless or

reimbursed may have. The FRCC, by vote of the Board, shall purchase insurance against all or any part of the liabilities which may be incurred by the FRCC and may cause the FRCC to indemnify and hold harmless as and to the extent it may deem appropriate such other person or persons as it may deem appropriate.

~~Section 6.8~~Section 7.7 **Fiscal Year.**

The fiscal year of the FRCC shall be the twelve (12) month period of January ~~1st~~ through December ~~31st~~.

~~Section 6.9~~Section 7.8 **Depositories.**

All funds of the FRCC shall be deposited in the name of the FRCC in such bank(s), ~~banks~~ or other financial institutions as the CEO shall from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the FRCC by such person or persons as the Board shall from time to time designate.

~~ARTICLE VI~~ARTICLE VIII

Amendments

~~Section 7.1~~Section 8.1 **Amendments.**

Subject to the provision that no amendment to these Bylaws may limit the rights of a Member to resign from Membership, subject to the provisions of Section 1.2, ~~and subject to the requirements for approval by NERC and the Federal Energy Regulatory Commission applicable to the FRCC as a Regional Entity~~, these Bylaws may be amended, altered, or repealed through the following procedure:

(a) Any Voting Member, Director, or Alternate Director may suggest amendments to these Bylaws. Such suggestions must include a proposed amendment, and any necessary supporting documents. They should be sent to the CEO ~~of FRCC~~ for placement on the agenda for a Board meeting in the time and manner prescribed by the Board.

(b) If the proposal is approved by the Board ~~of Directors~~, the Board shall place the proposal on the agenda of either the next Annual Meeting of the Voting Members, or, at the Board's ~~pursuant to Board~~ discretion, at a Special Meeting of the Voting Members called for ~~the~~that purpose of considering amendments to these Bylaws.

(c) Voting Members shall vote to enact the Board-approved amendment in accordance with these Bylaws.

~~(e)~~(d) Nothing stated herein shall be deemed to waive or excuse any requirements by NERC Sections 2.5 and FERC, which relate 2.6, and subject to the approval provisions of Bylaws and are applicable to Section 1.2 of the FRCC as a Regional Entity. Bylaws.

~~Section 7.2~~ **Section 8.2** Review of Governance.

The Board shall appoint a task force to review these Bylaws, and to submit recommendations to the Board on necessary amendments, at the discretion of the Board, or if any of the following events occurs: ~~Such task force shall include representation from each Sector.~~

- (a) The number of Voting Members in a Sector is not greater than one (1).
- (b) ~~FERC approves a~~ Regional Transmission Organization of any type ~~is approved by the Federal Energy Regulatory Commission~~ to operate in the FRCC Region.
- (c) Any federal or state legislation or regulatory action ~~that~~ significantly alters the functions of the FRCC.
- (d) Any new entity that has or is expected to have financial transactions in the wholesale electric market in the FRCC Region wishes to join the FRCC, and does not otherwise meet the membership requirements as then defined in these Bylaws.

Any task force assembled pursuant to this Section shall include representation from each Sector.

~~ARTICLE VII~~ **ARTICLE IX**

Observers of the Board

~~Section 8.1~~ **Section 9.1** Observers of the Board.

The Chairman of the Florida Public Service Commission, or designee, shall be invited to attend meetings of the Board. The Board shall invite other observers as the Board deems appropriate.

~~ARTICLE VIII~~

~~Board Compliance Committee~~

~~Section 9.1~~ Board Compliance Committee.

~~(a) FRCC shall establish and maintain a hearing body with authority to conduct and render decisions in compliance hearings in which a Registered Entity may contest a finding of alleged violation, proposed penalty or sanction, or a proposed mitigation plan, which shall be the FRCC Board Compliance Committee (BCC), a balanced compliance panel reporting directly to the FRCC's Board of Directors.~~

~~(b) The BCC will consist of one (1) representative of a Voting Member from each of the six (6) sectors in the FRCC, who shall be a member of the Board of Directors. Each year, two (2) Directors (including Alternate Directors) from each Sector will volunteer to serve in a~~

~~BCC pool. At the time a hearing request is received, the Chair of the FRCC Board of Directors will appoint one member from each Sector to form the BCC for that hearing. The Board Member from the Registered Entity that has requested the hearing will not be selected for that BCC. In the event one (1) Sector of the FRCC declines to participate on the BCC, the Chair of the Board of Directors shall randomly select one (1) additional BCC member from the remaining five (5) Sectors to constitute the BCC. The Chair of the FRCC Board of Directors will appoint a Chair and Vice Chair of the BCC. Terms of BCC members will be equivalent to the time it takes to complete the hearing for which they were selected. Members may be re-appointed to subsequent terms without any limits to the number of terms they serve.~~

~~(e) — FRCC Industry Sectors are as follows:~~

- ~~• One (1) Member from the Investor Owned Utility Sector~~
- ~~• One (1) Member from the Suppliers Sector~~
- ~~• One (1) Member from the Non Investor Owned Utility Wholesale Sector~~
- ~~• One(1) Member from the Load Serving Entity Sector~~
- ~~• One (1) Member from the Generating Load Serving Entity Sector~~
- ~~• One (1) Member from the General Sector~~

~~Each member of the BCC shall be a full voting member. There will be no proxies for the BCC members. Decisions of the BCC shall require (i) a quorum to be present requiring at least fifty (50) percent of the number of members assigned to the BCC provided, however, that in each case at least four (4) eligible Sectors are represented and (ii) a majority vote of the members of the BCC voting on the decision.~~

~~ARTICLE IX~~

~~Audit~~

~~Section 10.1 — Audit.~~

~~The Board shall engage a certified public accounting firm to audit the books and accounts of the FRCC for each fiscal year.~~

~~ARTICLE XI~~

~~ARTICLE X~~

~~Dispute Resolution Procedures~~

~~Section 11.1~~

~~Section 10.1 Dispute Resolution.~~

These procedures are established for the equitable, efficient, and expeditious resolution of disputes. Except as stated in the next sentence, these procedures shall be used to resolve disputes between Members, between a Member and a consenting non-member, or between FRCC and any Member or consenting non-member (any of the foregoing being referred to hereinafter as a “party”), arising from an act or omission by FRCC, or from an act or omission by a party in its capacity as a FRCC member. These procedures do not apply to disputes that are covered by the dispute resolution provisions of the FRCC Compliance Monitoring and Enforcement Program (Exhibit D to the Delegation Agreement between FRCC and NERC) or other NERC dispute resolution provisions, and do not supersede, unless agreed to by the parties, any dispute resolution agreement between the parties applicable to the dispute, including, without limitation, dispute resolution procedures set forth in Members' Open Access Transmission Tariffs. These procedures supersede the dispute resolution provisions in the *FRCC Regional Transmission Planning Process*. Multiple parties with the same or substantially similar interests may be joined in the same proceeding. The parties are strongly encouraged take part in the complete process described in this Article ~~XIXH~~ prior to initiation of judicial proceedings or the utilization of other external dispute resolution processes, but the use of any of the steps of the process in this Article ~~XIXH~~ shall not be a required condition for the initiation of judicial or regulatory proceedings or the utilization of other external dispute resolution processes. FRCC shall be involved in the administration of a proceeding as provided in section ~~113.5~~ to coordinate with the parties to facilitate the resolution of the dispute, and to provide personnel, coordination, and meeting and other facilities as specified herein.

~~Section 11.2~~

Section 10.2 Initiation.

Any Member or FRCC (the “Invoking Party”) may initiate these dispute resolution procedures by making a request in writing to the President with a copy to all other parties to the dispute; provided, however, that if FRCC initiates the dispute, FRCC shall make a request in writing to the Chair, with a copy to the Vice Chair and all other parties. The copy of the dispute resolution request for each party shall be sent to and accepted by the Member representative appointed in accordance with Section 1.7 of these ~~Bylaws~~bylaws. The President will inform the Board of Directors of the initiation of any dispute resolution proceedings, and the docket number, and title assigned to the dispute. The request must contain:

- (a) a statement of the issues in dispute;
- (b) the position of the party on each of the issues;
- (c) the relief sought by the party;
- (d) an explanation of the asserted right to such relief under an applicable tariff, contract, or other legal standard or obligation;
- (e) the dispute resolution step under Section ~~10.3-4~~ at which the party proposes to begin; and

(f) any proposed modifications or specific additions to the proceedings described in these Bylaws by which the dispute may be resolved.

Each person or entity identified as party to the dispute (a “Noticed Party”) shall submit a response to the request to the President, the Chair and Vice Chair, and each other party to the dispute (the “Dispute Response”). Each response shall set forth the position of the party on each of the points identified above. A party shall have 20 business days from its receipt of the request to submit its Dispute Response.

~~Section 11.3~~

Section 10.3 Dispute Resolution Process.

The dispute resolution process described herein shall be conducted and administered in accordance with these Bylaws and such other FRCC governing documents as may be relevant to the proceedings. These dispute resolution procedures outline a step-by-step process for the resolution of disputes. Parties are permitted to skip steps in the dispute resolution process described in Section 3.4 by mutual agreement, or as specified in the procedures for each step.

~~Section 11.4~~

Section 10.4 Resolution Steps.

The four steps in the dispute resolution process are:

(a) **Step 1—Settlement Proceeding:** (i) Step 1 is a proceeding in which the parties shall meet in a good faith effort to resolve the dispute by mutual agreement (“Settlement Proceeding”). FRCC shall provide administrative support, such as making available meeting space, as requested by the parties. The parties shall be represented at settlement discussions by a person with full authority to resolve the dispute. A final resolution may be subject to corporate or regulatory or other government approvals, the requirements for which shall be disclosed by any party subject to an approval prior to agreement on a final resolution.

(ii) In the event that the parties cannot resolve their dispute in ninety (90) days from the submission of the dispute resolution request, or such later date as may be agreed to by the parties, the dispute shall proceed to the next step in the dispute resolution process. At any time after thirty (30) days from the submission of the dispute resolution request the parties may mutually agree to end the process. Any statement relating to the dispute by any party during the course of or relating to the Settlement Proceeding may not be cited or offered into evidence for any purpose in any external proceeding by any party.

(b) **Step 2—Mediation Proceeding:** (i) Step 2 is a proceeding to assist the parties through active participation by a mediator in joint discussions and negotiations through which the parties attempt to resolve the dispute by mutual agreement (“Mediation Proceeding”). The Mediation Proceeding shall be conducted by an independent mediator selected and mutually agreed upon by the parties (“Mediator”). A Mediator shall have no affiliation with, financial or other interest in, or prior employment with any party or any of their parents, subsidiaries or affiliates, and shall have knowledge and experience relevant to the subject matter of the dispute.

In the event that the parties cannot agree on a Mediator within 10 days following the termination of the Settlement Proceeding, the President of FRCC shall select a Mediator; provided, however, that if FRCC is a party the Mediator shall be selected by the Chair, unless the Chair is an officer or employee of a party, in which case the selection shall be made by the Vice Chair. At the request of the Mediator, the parties shall be represented at a mediation session by a person with full authority to resolve the dispute. A final resolution may be subject to corporate or regulatory or other government approvals, the requirements for which shall be disclosed by any party subject to an approval prior to agreement on a final resolution.

(ii) The Mediator shall not issue specific recommendations on resolution of the dispute or otherwise opine on the merits of the dispute except at the request of the parties. A party may request the Mediator to offer his or her views on the merits or any other aspect of the dispute to that party individually on a confidential basis. Any recommendation, opinion or other statement expressed by the Mediator or any party relating to the dispute during the course of or relating to the Mediation Proceeding shall be offered solely for purposes of resolution of the Mediation Proceeding, and may not be cited or offered into evidence for any purpose in any external proceeding by any party.

(iii) In the event that the parties cannot resolve their dispute in ninety (90) days from the selection of the Mediator, or such later date as may be agreed to by the parties with the concurrence of the Mediator, the dispute shall then proceed to the next step in the dispute resolution process. At any time after sixty (60) days from selection of the Mediator, the parties may mutually agree to end the process, or a party may request the Mediator to determine and declare that the Mediation Proceeding is at an impasse. If the Mediator determines that the Mediation Proceeding is not likely to result in a resolution of the dispute, the Mediator shall declare the Mediation Proceeding at an impasse, and if so the dispute shall proceed to the next step in the dispute resolution process.

(c) **Step 3—Arbitration Proceeding:** (i) Step 3 is a non-binding arbitration in which an arbitrator or an arbitration panel shall receive evidence from each disputing party on factual matters, and hear arguments, relating to the issues in dispute, make written findings and conclusions of fact and law, and issue specific recommendations, based on those findings and conclusions, for resolution of each issue in dispute (“Arbitration Proceeding”). Initiation of an Arbitration Proceeding shall require the mutual agreement of the parties. The Arbitration Proceeding shall be conducted before a single arbitrator selected by the parties. Alternatively, the parties may agree to have the Arbitration Proceeding conducted by a panel of three arbitrators, with one designated by the Invoking Party or Parties, one designated by the Noticed Party or Parties, and a third selected by the two arbitrators designated by the parties. The parties may by mutual agreement engage a firm specializing in alternative dispute resolution to administer the Arbitration Proceeding, or may invoke the assistance of the Federal Energy Regulatory Commission’s Dispute Resolution Service. Arbitrators shall have no affiliation with, financial or other interest in, or prior employment with any party or any of their parents, subsidiaries or affiliates, and shall have knowledge and experience relevant to the subject matter of the dispute. The parties shall have 10 business days after conclusion of or agreement to skip the Mediation Proceeding to select a single arbitrator, or to agree on the use of an arbitration panel and to make their respective arbitrator designations and to so notify the opposing party or parties, with the arbitrators so designated selecting the third arbitrator not later than five days

after the last such designation. If the parties cannot agree on the selection of a single arbitrator, unless the parties agree otherwise the President of FRCC shall provide the parties with a list of not less than five candidates meeting the qualifications set forth above. The list shall summarize the qualifications of the candidates, by experience and education, to resolve the matters at issue. The parties shall convene a meeting or telephone conference call during which the parties shall alternate striking names from the list until a single name remains, the party with the first strike to be chosen by lot. If any person so selected is or becomes unwilling or unable to serve, the last person struck from the list shall be requested to serve. Subsequent procedures shall be determined by the arbitrator or arbitration panel, upon consideration of the recommendations of the parties, who shall seek to agree on a location for the arbitration and other procedures.

(ii) The arbitrator or arbitration panel shall issue findings of fact and law and recommendations for resolution of the dispute within ninety (90) days of appointment, unless a longer period shall be agreed to by the parties with the concurrence of the arbitrator or arbitration panel.

(d) **Step 4—Board Proceeding:** (i) Step 4 is a proceeding conducted by the FRCC Board (Board Proceeding) to hear formal evidence on factual matters related to the issues submitted, make written findings of fact and conclusions of law, and issue a recommended award or other resolution for each issue in dispute; provided, however, that if the parties have completed an Arbitration Proceeding as specified in Step 3, the Board shall accept the arbitrator's findings of fact except to the extent that a party demonstrates to the satisfaction of the Board that one or more findings of fact are erroneous. A party shall have 30 days from the completion of the Arbitration Proceeding to make a submission to the Board, with copies to all parties, contending that any of the findings of fact by the Arbitrator are erroneous, and any other party shall have 15 days from its receipt of the submission to respond to any such submission. Other procedures and schedules for the Board Proceeding shall be established by the FRCC Board.

(ii) The Board shall vote on the appropriate resolution of the dispute in accordance with the voting procedures described in these Bylaws. The Board shall publish the results of the vote and issue recommendations for resolution of the issues in dispute within ninety (90) days of initiation of the Board Proceeding, or such longer period as may be agreed to by the parties, with the concurrence of the Board.

(e) **Further Proceedings.** After 30 days from completion of the dispute resolution steps described above, to the extent that the parties have not agreed to resolution of any issue in dispute a party may seek resolution of the dispute through one of the following proceedings:

(i) By agreement of the parties, binding arbitration.

(ii) A regulatory proceeding before a state or federal regulatory agency having jurisdiction of all parties and the subject matter of the dispute.

(iii) A judicial proceeding before a court of competent jurisdiction.

~~Section 11.5~~

Section 10.5 Administration.

The following administrative procedures apply to the dispute resolution procedures described in ~~Section 0~~~~Section 11.4~~(a)-(d):

At each step in the process, unless the parties otherwise agree the neutral person or persons conducting the dispute resolution process shall determine meeting arrangements and formats necessary to efficiently expedite the resolution of the dispute, and shall notify the parties of these details. The parties shall seek to agree on such matters, but if after endeavoring in good faith they are unable to agree, or if they request it, the neutral authority for the proceeding shall make decisions regarding such details. The President shall assign a member of the FRCC staff to assist those responsible for conducting the dispute resolution with the administration of the process. If the parties resolve their dispute in a proceeding prior to the Board Proceeding, the person or persons responsible for conducting the dispute resolution process shall notify the President and the Chair of its outcome. After consultation with the parties and the individuals responsible for conducting the dispute resolution process to confirm the completion of the process described in that step, the President, with the concurrence of the Chair if the FRCC initiated the dispute, shall discharge the ~~person~~~~persons~~ responsible for conducting the dispute resolution process, and notify the Board of the results.

~~Section 11.6~~

Section 10.6 Expenses.

The parties to the dispute shall share equally all costs for meeting locations, administrative costs, and travel and related expenses of FRCC staff members, Mediators or arbitrators administering or conducting the dispute resolution process. The parties to the dispute shall also share equally all charges for time and expenses of a Mediator, an arbitrator~~(s)~~, or an arbitration panel. The FRCC Controller shall, with the assistance of the FRCC staff ~~member~~~~members~~ assigned to assist in the administration of the proceedings, account for these expenses. Each party to the dispute shall be responsible for its own costs and fees, including attorney fees, associated with participation in any of the proceedings described herein.

~~ARTICLE XII~~

ARTICLE XI

Miscellaneous Provisions

~~Section 12.1~~

Section 11.1 Headings.

The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

~~Section 12.2~~

Section 11.2 Number and Gender.

All singular words include the plural, and all plural words include the singular. All pronouns of one gender include reference to the other gender.

~~Section 12.3~~

Section 11.3 Parties Bound.

These Bylaws will bind and inure to the benefit of FRCC, any MemberMembers, Director, Member representative, agent, officer, or employee, as well as of the FRCC and their respective administrators, legal representatives, successors, and assigns, except as these Bylaws otherwise provided hereinprovide.

~~Section 12.4~~

Section 11.4 Minority Positions.

Any Voting Member or Standing Committee Representative who has a minority opinion on any significant issue may present the minority opinion to the Board in a manner as prescribed by the Board.

Section 11.5 Confidentiality of Information

To the extent permitted by law, each FRCC participant (Members, Directors, Member Representatives, agents, officers or employees) must maintain the confidentiality of (1) any confidential or proprietary FRCC information disclosed or available to the participant; (2) any confidential or proprietary information of FRCC members or market participants to which the participant has access by virtue of his or her position with FRCC; (3) any confidential or proprietary information of others that has been provided to FRCC on condition of confidentiality; and (4) any information required to be held confidential per Section 1500 of NERC's Rules of Procedure. Public information developed or acquired by an Entity shall be excluded from this provision.

APPENDIX A

Voting Member Agreement - _____ Division

_____, hereby agrees to comply with and be bound by, and to

(Voting Member)

promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council applicable to Voting Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

APPENDIX A

Affiliate Member Agreement – _____ Division

_____, hereby agrees to comply with and be bound by, and to

(Affiliate Member)

promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council applicable to Affiliate Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

APPENDIX A

Adjunct Member Agreement – _____ Division

_____, hereby agrees to comply with and be bound by, and to

(Adjunct Member)

promote and support, the Florida Reliability Coordinating Council Articles of Incorporation and Bylaws, and all acts, decisions or obligations of the Florida Reliability Coordinating Council applicable to Adjunct Member taken or entered into in accordance with the foregoing documents.

(Name)

DATE: _____

WITNESS:

HISTORY OF REVISIONS

January, 1998

Amended December 19, 2001

Amended March 2, 2006

Amended September 25, 2007

Amended June 27, 2008

Amended February 6, 2009

Amended February 10, 2010

Amended May 5, 2010

Amended July 26, 2011

Amended October 25, 2011

Amended TBD, 2014