



Minutes

Annual Meeting of the Members

December 2, 2021 • Cleveland, OH - WebEx

Open Session

Call to Order – Chair Simon Whitelocke called to order a duly noticed open Annual Meeting of the Members on December 2, 2021, at 9:00 am (ET). A quorum of the members of ReliabilityFirst Corporation (ReliabilityFirst) was present. A list of these members is set forth in Attachment A. A list of others present during the Annual Meeting of the Members is set forth in Attachment B.

Appoint Secretary to Record Minutes – Chair Whitelocke designated Niki Schaefer as the secretary to record the meeting minutes.

Antitrust Statement – Niki Schaefer advised all present that this meeting is subject to, and all attendees must adhere to, ReliabilityFirst's Antitrust Compliance Guidelines.

Chair's Remarks and Welcome – Chair Whitelocke welcomed all attendees to the meeting and introduced the Keynote.

Keynote Speaker – Jim Robb, President and CEO, NERC covered the rapid changes to the grid rooted in people and the economy and the inherent uncertainty and challenges these changes such as weather and decentralized weather pose for grid operators. He explained that 2020-2021 brought some clarity to existing risks, presenting examples from Extreme Weather, Supply Chain and ransomware and he noted the need for continued diligence and vigilance. Mr. Robb highlighted some of the major questions looking forward including balancing resources, necessary infrastructure, resilience tools and both cyber and people resources. He addressed additional focus items for the coming months beyond the day-to-day work of the industry as improving BES resilience, deepening planning and operations towards energy sufficiency, supply chain and low-impact assets and continuing to expand E-ISAC. Discussion followed including a question on the cold weather SAR philosophy and the outlook for reliability standards and a question on adapting to rapid change to find a path forward collectively to meet the needs in spite of the new challenges.

Presidents's Report – Tim Gallagher, President and CEO, announced the fifteen year anniversary of RF including his hope to celebrate it officially next year. Mr. Gallagher expressed his pride in the pandemic response, plans to evaluate before moving and continue providing the industry with advance notice of plans. He noted the pandemic impact on staffing including increased retirements and job changes. He requested these minutes reflect the sincere appreciation to Larry Bugh, who has been an outstanding and steadfast contributor to the reliability and security of our industry. He noted Mr.

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Annual Meeting of the Members**

Bugh's quest to learn and energy level and work ethic and that he was the Chair of the first NERC drafting team for the very first reliability standard that was approved. Mr. Gallagher thanked Mr. Bugh for the strong security culture he brought and his contributions to regional infrastructure and also his prior service in the armed forces. Mr. Gallagher then introduced Marcus Noel, who is joins RF from first energy, noting his talent and that he is excited to being working with him. Mr. Gallagher noted Board changes and looking forward to working with Nelson Peeler, Ken Seiler and Rachel Snead. He noted an upcoming session on the RF 5-year strategic plan led by a mix of independent and stakeholder directors and that he will be working with Jim Rob and the Regions to update NERC's ERO wide strategic plan. Mr. Gallagher drew attention to presentations at the Board meeting to follow including a presentation on cold weather and the focus on risk and response, RF's focus on diversity, equity and inclusion and the caliber of staff joining RF. He thanked Mr. Robb for his leadership, noted the recent NERC approval of all budgets, and discussed the 2022 enforcement actions on facilitating ratings meaning the risk is being addressed and that we can work to ensure there is a sustainable path forward.

Election of an At-Large Director and Independent Director – Bob Mattiuz presided over the election of the At-Large and Independent Directors. Mr. Simon Whitelocke was elected as at-large director and Ms. Joanna Burkey and Ms. Courtney Geduldig were elected as independent directors.

2021 Financial Position of ReliabilityFirst – Rob Eckenrod, Vice President Entity Engagement & Corporate Services noted the changes due to budget mainly due to travel and employee expenses due and staffing changes. He also Reported on year end projections.

Comments from Members – Chair Whitelocke provided an opportunity for Members to provide comments.

Future Meeting for 2022 – Chair Whitelocke announced the tentative scheduled for Dec 8, tentatively in DC.

Adjourn – Upon a motion duly made and seconded, Chair Whitelocke adjourned the Annual meeting at 10:00 am (ET).

As approved on this 9th day of March, 2022 by
the Board of Directors



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

Attachment A

Dan Snider On Behalf of American Electric Power Service Corp
Paul J. Roehr On Behalf of American Transmission Company LLC
Ryan Strom On Behalf of Buckeye Power Inc.
Brett Kruse On Behalf of Calpine Energy Services, LP
Brian Lavey On Behalf of Cloverland Electric Cooperative
Timothy Sparks On Behalf of Consumers Energy
Don Gebele On Behalf of Dayton Power and Light Company
Timothy Hohenstatt On Behalf of Duke Energy Shared Services, Inc.
Elisa Labriola On Behalf of Duquesne Light Company
Dan Roethemeyer On Behalf of Dynegy Inc.
Robert Mattiuz On Behalf of FirstEnergy
Becky Webb On Behalf of Exelon Corporation
Chris Blunk On Behalf of Hoosier Energy Rural Electric Coop, Inc.
Michael Ayotte On Behalf of International Transmission Company
Caitlin Chavez On Behalf of Lansing Board of Water and Light
Patrick Devon On Behalf of Michigan Public Power Agency
Kristina Pacovsky On Behalf of Midcontinent Independent System Operator
Karen Kochonies On Behalf of Morgan Stanley Capital Group, Inc.
Silivia Parada Mitchell On Behalf of NEXTERA Energy Resources
Scott Cunningham On Behalf of Ohio Valley Electric Corp
Jenjira Knernschiold On Behalf of Old Dominion Electric Cooperative
Michael Del Viscio On Behalf of PJM Interconnection LLC
Michelle Longo On Behalf of PPL Electric Utilities Corporation
Nicholas Kowalczyk On Behalf of Rockland Electric Company
David Viar On Behalf of Southern Maryland Electric Cooperative, Inc.
Scott Etnoyer On Behalf of Talen Energy Supply, LLC
Daniela Hammons On Behalf of Vectren Energy Delivery of Indiana, Inc.
Susan Sosbe On Behalf of Wabash Valley Power Association, Inc.
Thomas Breene On Behalf of WEC Energy Group
Andrew Anderson On Behalf of Wolverine Power Supply Cooperative, Inc.

Others Present During the Annual Meeting of Members

Carol Baskey • ReliabilityFirst
Larry Bugh • ReliabilityFirst
Joanna Burkey • Independent
Patrick Cass • Independent
Jeff Craigo • ReliabilityFirst
Michelle Cross • ReliabilityFirst
Jennifer Curran • MISO
Rob Eckenrod • ReliabilityFirst
Chelsey Eppich • ReliabilityFirst
Kent Feliks •
Scott Etnoyer • Talen Energy
Ben Felton • DTE
Tim Gallagher • ReliabilityFirst, President & CEO
Megan Gambrel • • ReliabilityFirst
Courtney Geduldig • Independent
Brenton Greene • Independent
Christine Kane •
Jason Marshall • Walbash Valley Power Association
Robert Mattiuz • FirstEnergy
Mary Agnes Nimes • FERC
Marcus Noel • ReliabilityFirst
Tony Purgar • ReliabilityFirst
Jim Robb • ReliabilityFirst
Tom Scanlon • ReliabilityFirst
Niki Schaefer • ReliabilityFirst
Ken Seiler • ReliabilityFirst
Antonio Smyth • AEP
Rachel Snead • Dominion Energy
Jennifer Sterling • Exelon
Brian Thiry • ReliabilityFirst
Matt Thomas • ReliabilityFirst
Jody Tortora • ReliabilityFirst
Joe Trentacosta • SMECO
Jim Uhrin • ReliabilityFirst
Wendy Weaver • ReliabilityFirst
Becky Webb • Exelon
Simon Whitelocke • ITC Holding
Lynnae Wilson • Center Point Energy


RELIABILITYFIRST CORPORATION ANNUAL MEETING OF MEMBERS

December 2, 2021

CERTIFICATE OF MAILING

The undersigned hereby certifies that upon request of ReliabilityFirst Corporation, a Notice for the Annual Meeting of Members, a copy of which is attached hereto and made a part hereof, was emailed to the authorized representative of each member of record of ReliabilityFirst Corporation and posted on the website of ReliabilityFirst on October 29, 2021.

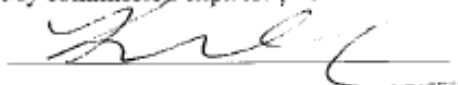
DATED this 1st day of December, 2021.

By: 

STATE OF OHIO)
)
County of Mahoning)

Subscribed and sworn to before me this 1st day of December, 2021.

Notary Public

My commission expires: NA




KRISTEN M. CADY
Attorney at Law
Notary Public, State of Ohio
My commission has
no expiration date.
Section 147.03 O.R.C.

RELIABILITYFIRST CORPORATION ANNUAL MEETING OF MEMBERS

December 2, 2021

OATH OF INSPECTOR OF ELECTION

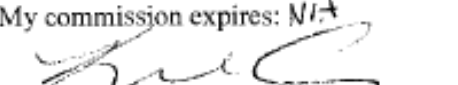
The undersigned Inspector of Election hereby promises to faithfully execute the duties of an Inspector of Election at the 2021 Annual Meeting of Members of ReliabilityFirst Corporation, with strict impartiality and according to the best of her abilities.



STATE OF OHIO)
)
County of Mahoning)

Subscribed and sworn to before me this 1st day of December, 2021.

Notary Public

My commission expires: N/A




KRISTEN M. CADY
Attorney at Law
Notary Public, State of Ohio
My commission has
no expiration date.
Section 147.03 O.R.C.

**RELIABILITYFIRST CORPORATION
SPECIAL TELEPHONIC MEETING OF THE MEMBERS
OF THE SMALL LSE, SUPPLIER AND TRANSMISSION INDUSTRY SECTORS**

December 2, 2021

CERTIFICATE OF INSPECTOR OF ELECTION

The undersigned, the duly appointed Inspector of Election at the Annual Meeting of the Members of ReliabilityFirst Corporation held on December 2, 2021, 9:00 am Eastern Time, hereby certifies that:

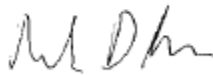
1. The following number of Regular Members were present at the Annual Meeting of the Members, in person or by proxy:

Industry Sectors	No. of Members Present
Suppliers	5
Transmission Companies	12
RTOs	2
Small LSEs	6
Medium LSEs	2
Large LSEs	2

2. The number of Regular Members of each Industry Sector present at the Annual Meeting of the Members constituted a quorum.

3. I tabulated and inspected the proxies and ballots for the election of directors at the Annual Meeting of Members, the results being as follows:

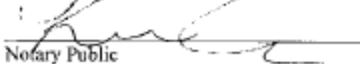
Election of Industry Sector Directors	Votes FOR	%	Votes Withheld	%
At-Large Director – Simon Whitelocke	29	96.67	1	3.33
Independent Director – Joanna Burkey	29	96.67	1	3.33
Independent Director – Courtney Geduldig	29	96.67	1	3.33



Inspector of Election

STATE OF OHIO)
)
County of Cuyahoga)

Subscribed and sworn to before me this 12/2/21



Notary Public
My commission expires: N/A



KRISTEN M. CADY
Attorney at Law
Notary Public, State of Ohio
My commission has
no expiration date.
Section 147.03 O.R.C.