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February 12, 2024

*Via Electronic Mail*

Members of ReliabilityFirst Corporation Small LSE Sector

**Re: NOTICE OF INDUSTRY SECTOR DIRECTOR ELECTIONS:  
Small LSE Sector  
Special Telephonic Meeting on March 8, 2024**

To the Members of the Sectors:

NOTICE IS HEREBY GIVEN that the Board of Directors of ReliabilityFirst Corporation has authorized a special telephonic meeting of the Members of the Small LSE Sector of ReliabilityFirst for the election of a director to the Board of Directors of ReliabilityFirst by the Industry Sector. The special meeting shall be held on March 8, 2024 at 10:00 a.m., Eastern Time, by telephone conference. The meeting call-in information is as follows:

1. Dial-in number: 1-469-850-4379
2. Meeting number: 230 267 862 136
3. [Click here to join the meeting](#)

The elected director for this sector will begin immediately following the election and serve through December 2026.

Proxies will be solicited and may be delivered to the Corporation by electronic transmission in accordance with ReliabilityFirst's Bylaws, as more fully described herein.

The Board of Directors has fixed the close of business on January 9, 2024, as the record date for determining the Regular Members entitled to notice of and to vote at the special meeting. To be counted, all proxies must be received by ReliabilityFirst by the time of the special meeting on March 8, 2024.

**IF YOU DO NOT EXPECT TO ATTEND THE SPECIAL TELEPHONIC MEETING, YOU ARE URGED TO RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE TO ENSURE YOUR REPRESENTATION AND THE PRESENCE OF A QUORUM AT THE MEETING. MEMBERS MAY VOTE BY MARKING, SIGNING, DATING AND RETURNING THE PROXY. IF YOU SEND IN YOUR PROXY AND THEN DECIDE TO ATTEND THE SPECIAL MEETINGS TO VOTE IN PERSON, YOU MAY STILL DO SO. YOUR PROXY IS REVOCABLE IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THIS NOTICE.**

## **GENERAL INFORMATION**

This notice is furnished to the Members of the Small LSE Sector of ReliabilityFirst in connection with the election of a director to the Board of Directors of ReliabilityFirst by those Industry Sectors.

### **Voting Procedures**

The Board of Directors has fixed the close of business on January 9, 2024, as the record date for determining the Regular Members of the Small LSE Sector entitled to notice of and to vote for sector directors at a special meeting of Members to be held by conference call on March 8, 2024, at 10:00 a.m., Eastern Time.

Each Regular Member of the Small LSE Sector on the record date is entitled to one vote for the director to be elected by its Industry Sector. To be counted, all votes must be received by ReliabilityFirst no later than the time of the special meeting. Voting will be conducted by proxies and written ballots submitted during the special meeting. Proxies and ballots may be submitted by electronic transmission.

Regular Members entitled to vote and not planning to attend the special meeting must fill out the proxy provided with this notice and return it by email or by facsimile to ReliabilityFirst by the time of the special meeting.

A quorum for the special meeting for each Industry Sector is a majority of the Regular Members of the Industry Sector. For a vote to be taken by the Small LSE, five Regular Members from that Industry Sector must attend the meeting in-person (telephonically) or by proxy. Assuming the requisite number of members are present, the nominee that receive a "plurality" of the votes will be elected. A plurality means receiving the most favorable number of "FOR" votes regardless of the number of withheld or "no" votes.

If two nominees for a single seat receive the same number of votes, neither candidate has received a plurality. A new vote would need to be taken until one nominee receives a plurality. If less than a quorum is present at a special meeting, no vote can be taken. A withheld vote is counted for purposes of determining whether a quorum exists in order to conduct the vote. Withheld votes otherwise are not taken into account and will have no effect on the election of directors.

### **Proxies**

Proxies that are received, properly marked, dated, executed, and not revoked will be voted at the special meeting. Any proxy given may be revoked by the person giving it at any time before it is exercised by delivering to ReliabilityFirst (to the attention of its Corporate Secretary) a notice of revocation in writing or by electronic transmission or a duly executed proxy bearing a later date, or by attending the special meeting and voting in person.

## ELECTION OF DIRECTORS

### Composition of the Board

A total of 16 directors serve on ReliabilityFirst's Board of Directors. Eight directors are elected directly by the separate Industry Sectors. There are also three at-large directors and four independent directors on the Board. The CEO serves as a non-voting member. The number of directors elected by each Industry Sector is as follows:

Industry Sectors	No. of Directors
Suppliers	2
Transmission Companies	2
RTOs	1
Small LSEs	1
Medium LSEs	1
Large LSEs	1

At-large and independent directors are nominated by the Nominating and Governance Committee of the Board of Directors and are elected at the Annual Meeting by all the Industry Sectors voting together as a single class. The independent directors must be independent from ReliabilityFirst and any Member. No two directors may be employees of a single Member or any Affiliate or Related Party of a Member or any Affiliate. There will be no alternates or proxies for directors.

The directors are divided into three classes. The number of directors in each class is as equal as possible. At each Annual Meeting of Members, directors are chosen for a three-year term to succeed those whose terms expire. No two at-large directors and no two directors of the same Industry Sector shall be in the same class. The term of each of the directors currently serving on the Board is as follows:

Industry Sectors	Terms Expiring by Year		
	2024	2025	2026
Supplier	Rachel Snead		Antonio Smyth*
Transmission	Scott Hipkins		
RTOs	Nelson Peeler		
Small LSEs	Ken Seiler		Open
Medium LSEs		Steve Ambrose	
Large LSEs		Jennifer Sterling	
At-Large	Simon Whitelocke	Joe Trentacosta	Open
Independent	Courtney Geduldig	Joanna Burkey	Patrick Cass
		Lesley Evancho	

Biographical information for each of the current directors is attached.

## Nominees for Small LSE Sector Director

Members have nominated candidates for the Small LSE Sector director. The nominees for Industry Sector director for each Industry Sector receiving a plurality of the votes cast from the Regular Members shall be elected as the director for the applicable Industry Sector, provided the minimum required number of written ballots have been received.

The nominees for the Industry Sector director for the Small LSE Sector are:

- **Craig Grooms, Chief Operating Officer, Buckeye Power, Inc.**
- **William Pezalla, VP Regulatory Affairs, Old Dominion Electric Cooperative**

Biographical information for each of the nominees is attached. For further information, please do not hesitate to contact me.

Very truly yours,

**RELIABILITYFIRST CORPORATION**



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

## BIOGRAPHICAL INFORMATION FOR INDUSTRY SECTOR NOMINEES

### SMALL LSE (L-LSE) SECTOR

#### **CRAIG GROOMS**

*Chief Operating Officer, Buckeye Power, Inc.*



Craig Grooms has been with Buckeye Power since 2004. His specific responsibilities include oversight and management of Buckeye's commercial operations, power generation, RTO policy, information technology, power delivery engineering, reliability compliance and corporate facilities.

Prior to joining Buckeye Power, he worked for NRG Energy and Dayton Power & Light in a variety of positions related to energy marketing, electric system operations and natural gas system operations.

Craig received an MBA from Otterbein University and a Bachelor of Science in engineering technology from the University of Dayton. He is a graduate of the NRECA's Management Internship Program and a veteran of the U.S. Navy.

#### **WILLIAM PEZALLA**

*Vice President Regulatory Affairs*



Bill Pezalla is the Vice President of Regulatory Affairs for Old Dominion Electric Cooperative (ODEC), a generation & transmission electric cooperative providing service to eleven distribution entities in Virginia, Maryland and Delaware. Bill oversees all regulatory policy and advocacy activities. He is involved with activities at PJM, NERC, Reliability First, SERC, FERC, and the Virginia State Corporation Commission. Bill has been in charge of NERC compliance at ODEC since 2017. His technical expertise is in grid operation, transmission and distribution planning and cost allocation, and generator interconnections. Previously Bill was the Director of Transmission for ODEC.

Prior to joining ODEC, he managed the interconnection process for more than 50 wind projects simultaneously for a national wind developer in PJM, SPP, ERCOT, MISO, ISONE, and NYISO. Mr. Pezalla was the General Manager for a new distribution electric utility that he started on the Gila River Indian Reservation just south of Phoenix, AZ.

Mr. Pezalla has a Master's degree in International Management, an MBA, and a Bachelor of Electrical Engineering.

## BIOGRAPHICAL INFORMATION FOR DIRECTORS WITH CONTINUING TERMS

### **ANTONIO SYMTH**

*Chair of the Board of Directors  
Supplier Member – Term Expires 2026*



Antonio Smyth is Senior Vice President of Transmission Ventures, Strategy and Policy at American Electric Power, which owns and operates the largest electric transmission grid in North America, and is President of Transource Energy, AEP's competitive electric transmission subsidiary.

In his current role, Mr. Smyth leads asset strategy, federal regulatory and policy, finance, and commercial development activities for AEP's \$20 billion electric transmission infrastructure business. Mr. Smyth is also responsible for project siting, outreach, right-of-way acquisition, and AEP's \$4 billion investment in multiple electric transmission joint venture companies. In addition to his role in electric delivery, Smyth currently plays a key role in the development of AEP's regulated renewable energy projects.

Mr. Smyth has extensive experience in executive leadership in the energy business. Throughout the past 20-years, he has held positions of increasing responsibility at AEP in both the Columbus, Ohio headquarters and the London, U.K. offices. He has testified as an expert on electric industry matters before the Federal Energy Regulatory Commission and state energy regulatory commissions. Prior to his current role, he led the development of AEP's transmission ventures business, which is responsible for the origination, ownership, and operation of several large-scale electric transmission infrastructure companies across the United States. Mr. Smyth has also served in key leadership roles in the strategic initiatives organization, which is responsible for corporate strategy and mergers and acquisitions, and in the corporate finance organization, which is responsible for debt and equity capital markets and rating agency activities.

Mr. Smyth currently serves on the board of Electric Transmission Texas, LLC, a \$3 billion electric infrastructure joint venture between AEP and Berkshire Hathaway, and is Vice-Chairman of the board of trustees of the Childhood League Center, Inc., a Columbus-based school committed to serving young children with developmental disabilities.

Mr. Smyth is a United States military veteran and earned both a Bachelor of Arts in economics and a Master of Science in applied economics from Ohio State University. He has also completed the executive program at the Fisher College of Business at Ohio State University and director education training through the National Association of Corporate Directors.

### **NELSON PEELER**

*Vice Chair of the Board of Directors  
Transmission Sector – Term Expires 2024*



Nelson Peeler serves as Duke Energy's Senior Vice President of Transmission and fuels strategy and policy. He leads the organization responsible for Duke Energy's fuel supply, system optimization, long-term transmission planning, and developing strategies and investment proposals to provide clean, affordable, and reliable energy.

Prior to assuming his current position in July 2020, Mr. Peeler was the company's Chief Transmission Officer. In this role since 2016, he oversaw the safe, reliable, and efficient operation of Duke Energy's electric transmission system, which includes over 32,000 miles of high-voltage power lines and more than 3,000 substations in six states.

Mr. Peeler has more than 30 years of experience in the energy industry. He joined Duke Energy in 1988 and has held a variety of leadership positions in power delivery, system planning and operations, performance support, engineering, construction, business planning, contract management, process improvement and training.

He served as Vice President of Transmission System Planning and Operations, where he had responsibility for real-time monitoring and control of the company's bulk electric transmission system. He also served on the merger integration teams leading up to Duke Energy's mergers with Cinergy in 2006 and Progress Energy in 2012.

The Faith, N.C., native graduated from North Carolina State University with a bachelor's degree in electrical engineering and an MBA from Queens University. He is a registered professional engineer in North Carolina and South Carolina.

Mr. Peeler currently serves on the boards of directors of the SERC Reliability Corporation and the Florida Reliability Coordinating Council. He is a current board member and former board chair of the North American Transmission Forum and serves as chair of the Reliability Issues Steering Committee (RISC) for the North American Electric Reliability Corporation (NERC). Additionally, he is president of the North Carolina State Engineering Foundation and a member of the N.C. State Electrical and Computer Engineering Hall of Fame. He and his wife, Lorie, have a son, daughter and two granddaughters.

### **SCOTT AMBROSE**

#### ***Medium LSE Sector – Term Expires 2025***



Steven Ambrose is Vice President and Chief Information Officer for DTE Energy and is responsible for securing, operating, and applying the company's information technology assets toward achieving the company's strategic objectives. In this role, he oversees enterprise IT utility and non-utility operations, IT project portfolio execution, cyber security and technology compliance activities including SOX, NERC CIP, TSA, and PCI, and serves as the chair of DTE's technology investment committee. Ambrose also engages in the utility technology industry through the UNITE Consortium, Edison Electric Institute's CEO Executive Advisory and Security and Technology Committees.

In addition to his technology responsibilities, Ambrose serves on DTE's Project Management Excellence committee, NERC Executive committee, Financial Controls Assessment committee, Improving Customer Relationships committee and is the executive sponsor for the Asian and Middle Eastern American (AMEA) Employee Energy Group.

Prior to his current role, Ambrose was director of Enterprise Performance Management where he was responsible for the oversight of corporate performance and served as the chief of staff to the CEO where he coordinated various corporate wide initiatives.

Ambrose joined DTE Energy in 1998 and served in a variety of progressively more responsible information technology (IT) roles including the oversight of the company's enterprise business systems, the IT operations of DTE Energy's non-utility affiliates and the stewardship of the company's IT strategy and enterprise architecture.

Ambrose engages in board service for Michigan's entrepreneurial technology sector including the Michigan Israel Business Accelerator (MIBA), DTE's joint venture Powerley and previously TechTown Detroit. In addition, he supports STEM education through board service with FIRST in Michigan (FIRST Robotics), United Way's Tech United and the Michigan Science Center.

Ambrose earned an MBA with high distinction from the University of Michigan, a Project Management Professional (PMP) certification and a bachelor's degree in business administration from Bellevue College. He also served in the United States Air Force earning the rank of Staff Sergeant and an honorable discharge.

**JOANNA BURKEY***Independent Member – Terms Expires 2025*

Joanna Burkey currently leads global cybersecurity efforts for HP, Inc. where she is responsible for the organization's cybersecurity program, including IT infrastructure, technology platforms and business units. Her career has been dedicated to cybersecurity and technology, spending roles in engineering, product strategy, security evangelism and business development. She is a publicly recognized thought leader and speaker who is passionate about growing diversity throughout technology roles.

Ms. Burkey returned to HP in April of 2020 after several years with Siemens AG where she was most recently the Global Head for Cyber Defense responsible for cybersecurity defense across IT/OT infrastructure as well as products, solutions, and services. Her previous roles have included software engineering, product strategy, and security evangelism. She studied computer science/mathematics at The University of Texas at Austin and Angelo State University.

**PATRICK CASS***Lead Independent Member – Term Expires 2026*

Patrick Cass has over 35 years of experience in the accounting and advisory services industry. He most recently worked as Executive in Residence at the University of Louisville College of Business, teaching in the undergraduate and masters accounting programs.

Mr. Cass worked from 2002 to 2009 for Ernst & Young LLC, where he served as an office managing partner, audit partner, advisory services partner, and regional leader of the energy industry practice. Prior to 2002, he worked for Andersen Worldwide for 29 years, where he ultimately served as an office managing partner, audit partner, and regional utility industry leader.

Mr. Cass has experience serving audit committees of the boards of over 20 public companies in four United States markets, and has over 25 years of experience serving as a board member on non-profit organizations and their associated audit, finance and executive committees. Mr. Cass holds a bachelor's degree in accounting from Bowling Green State University. He is a member of the American Institute of Certified Public Accountants.

**LESLEY EVANCHO***Independent Member – Term Expires 2025*

Lesley Evancho is the Chief Human Resources Officer (CHRO) for EQT, which is one of the largest natural gas producers in the country. In her current role, Ms. Evancho's responsibilities include HR strategy and innovation, total rewards, employee/labor relations, organizational transformation, mergers and acquisitions, culture, talent, HR Operations, risk, and compliance. She also serves as the Management lead for the Compensation and Development Committee at EQT.

Ms. Evancho has extensive experience in human capital planning, total rewards, talent management, and culture. Since joining EQT, her accomplishments include dramatically improving employee satisfaction scores, helping the company create its new values statement, and navigating the current "war on talent" through improvements in leadership capability and overhauling goals and reviews. Ms. Evancho previously served as the Vice President, Global Talent Management and Corporate Human Resources at Westinghouse Electric Company and prior to that she held a variety of human resource roles at Thermo Fisher Scientific, Rice Energy, and MSA Safety.

Ms. Evancho holds a Bachelor of Science in Human Resources from Florida State University. Ms. Evancho also serves in leadership roles at Pittsburgh CLO, a nonprofit centered around the city's performing arts community, while also participating in the diversity and inclusion and Covid-19 sub-committees.



**M. SCOTT HIPKINS***Transmission Sector – Term Expires 2024*

Scott Hipkins is the VP, Cyber Security and Chief Information Security Officer (CISO) at FirstEnergy Corp. Scott's responsibilities include cybersecurity policy, governance, training, protections, controls, incident response and monitoring.

Mr. Hipkins began his utility career with FirstEnergy Service Company in 1998 on the IT Security team. He has held various leadership positions in IT Operations, Cyber Security and NERC CIP Compliance. During his tenure, Mr. Hipkins has led strategic efforts to implement both FirstEnergy's network operations center (NOC) and integrated security operations center (SOC).

Mr. Hipkins holds a Bachelor of Science degree in Computer Science and Mathematics from Youngstown State University. He is a Certified Information Systems Security Professional (CISSP). Mr. Hipkins is also an active participant in the Electric Power Research Institute's (EPRI) Cybersecurity Program (P183), the Edison Electric Institute's cybersecurity program efforts, the North American Transmission Forum's (NATF) Security Practices Group.

**KENNETH SEILER***RTO Sector – Term Expires 2024*

Ken Seiler leads PJM's System Planning Division. He is responsible for all activities related to resource adequacy, generation interconnection, interregional and transmission planning, including the development of the Regional Transmission Expansion Plan.

Previously Mr. Seiler was Executive Director, System Operations and was responsible for the reliable operation and coordination of the bulk power system, including PJM's real time dispatch operations and near-term reliability studies. Mr. Seiler oversaw the dispatcher training and certification functions, as well as the markets coordination function to ensure the efficient and most cost-effective dispatch of the generation fleet.

Mr. Seiler served as chair of the PJM Planning Committee and previously chaired the Operating Committee and the Senior Leadership Team at PJM. He worked in the Information Technology (I.T.) division as Sr. Director of Infrastructure and Operations. He also led the integration teams at PJM on the new energy management system and market management systems as part of the advanced control center (AC2) program. He also held various management roles in the System Planning and System Operations divisions, as well as serving on the RFC Reliability Committee, PJM Relay Subcommittee, the PJM Transmission and Substation Design Subcommittee, the PJM Interconnection Project Management Working Group and the PJM Transformer Working Group. Mr. Seiler served on the board of directors for the Philadelphia Education Fund, which is the largest and most comprehensive provider of college access and career success programming in the city – offering services and resources targeting students, teachers, schools and the larger Philadelphia community. He is also on the board of directors for PJM Environmental Information Services, Inc. He currently serves as a mentor and instructor for the Mayfly Project which teaches fly fishing to foster children in central Pennsylvania. In his spare time, he is an avid fly fisherman and actively fishes across North America. He also enjoys hiking and camping.

Prior to joining PJM, Mr. Seiler was employed by Metropolitan Edison Co./GPU for nearly 14 years. He held the positions of Operations Manager, Transmission Engineering Manager, Relay Protection and Control Engineer, Substation/Transmission Construction and Maintenance Engineer. Mr. Seiler earned an MBA from Lebanon Valley College and a Bachelor of Science in electrical engineering from Pennsylvania State University.

**RACHEL SNEAD***Transmission Sector – Term Expires 2024*

Rachel Snead serves as the Director, NERC Reliability Compliance & NERC Policy, Electric Transmission for Dominion Energy Virginia. Ms. Snead is responsible for the oversight and direction of Electric Transmission North American Reliability Council compliance program and is the Primary Compliance Contact for NERC Operations and Planning and CIP Standards. She has a senior leadership role in evolving NERC regulatory policy for Dominion Energy and collaborates with various stakeholders, regulators, and governmental entities on reliability issues.

Ms. Snead previously served as Manager, Environmental, Dominion Energy Environment and Sustainability. She also previously held roles managing electric T&D projects, public policy projects and regulatory projects.

Ms. Snead earned a B.S. in Business Administration from James Madison University and an M.S. in Business Administration from the Virginia Commonwealth University.

**JENNIFER STERLING***Large LSE Sector – Term Expires 2025*

Jennifer Sterling is the Vice President of NERC Compliance & Security for Exelon Corporation (Exelon). She holds a Bachelor of Science degree in Electrical Engineering, as well as a Master of Science degree in Electrical Engineering, both from the University of Illinois – Urbana-Champaign. She is a registered Professional Engineer in the State of Illinois.

In her current role, she is responsible for the oversight of the NERC Reliability Standards Compliance Program for all the Exelon NERC Registered Entities. In addition, she is responsible for the oversight of the physical security programs and projects for the Exelon Utilities' electric and gas facilities, as well as office buildings. She has also held positions as the Exelon Director of Transmission Planning and in ComEd's System Planning, Bulk Power Operations, Transmission Policy and Regulatory & Strategic Services Departments.

Ms. Sterling is an active participant in industry working groups and forums including NERC Standards Drafting Teams and the EEI Reliability Executive Advisory Committee. She has served as a member of the NERC Standards Committee and is the past Chair of the NERC Project Management and Oversight Subcommittee.

She is currently one of the two Investor-Owned Utility Sector representatives on the NERC Member Representatives Committee.

**JOE TRENTACOSTA***At-Large Sector – Term Expires 2025*

Joe Trentacosta is Senior Vice President and Chief Information Officer (CIO) for Southern Maryland Electric Cooperative (SMECO). He directs SMECO's Customer and Enterprise Services Department consisting of the Information Technology (IT), Customer Service, Security, and Safety divisions. This includes managing the development and maintenance of the IT infrastructure and all IT business systems, implementing IT support strategies, and negotiating technology support and maintenance contracts.

Mr. Trentacosta is also responsible for the overall development and maintenance of the SMECO's security/compliance and safety programs, managing the operation of SMECO's 24/7 customer care center, and directing the corporate credit and collection's function.

Mr. Trentacosta serves on the IT Program Advisory Council for both the College of Southern Maryland (CSM) and St. Mary's County Public Schools. Most recently, he served as Board President for the Center for Children. He has also served on the Marcey House Advisory Board, the St. Mary's County Human Services Council, the Father Andrew White School Advisory Board (Chairman), and the Calvert Career Center Local Advisory Council. Mr. Trentacosta holds an MBA in Finance from New York University, a BS in Information Systems from Fordham University and is a graduate of the Leadership Maryland Class of 2011.

**SIMON WHITELOCKE**

*At-Large Member – Term Expires 2024*



Simon Whitelocke is the Vice President of ITC Holdings Corp. and President of ITC Michigan, which includes the responsibility for both ITC Transmission and METC operating companies. Prior to this role, he was Vice President and Chief Compliance Officer for ITC Holdings Corporation, where he was responsible for the corporate compliance functions of the company.

Mr. Whitelocke previously served as Vice President for Regulatory and External Affairs for ITC. Prior to that position, he served as the Executive Director for ITC Transmission and METC, where he was responsible for the overall performance of both subsidiaries and as the Director, Internal Audit, where he was responsible for the company's internal audit function. Prior to joining ITC, Mr. Whitelocke served as a Principal Financial Consultant for DTE Energy.

Mr. Whitelocke earned a Bachelor of Commerce degree in Accounting from the University of Toronto and an MBA in finance and management from Michigan State University. He is a member of the Board of Trustees of Detroit Public Television.