



RELIABILITY FIRST

PUBLIC

Minutes

Annual Meeting of the Members

December 5, 2024

North American Electric Reliability (NERC) Offices
1401 H St NW, Suite 410
Washington, DC 20005

Open Session

Call to Order – Chair Antonio Smyth called to order a duly noticed open Annual Meeting of the Members on December 5, 2024, at 9:46 am (ET). A quorum of the members of ReliabilityFirst Corporation (RF) 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 Smyth designated Niki Schaefer, RF’s Vice President and General Counsel, as the secretary to record the meeting minutes.

Antitrust Statement – Ms. Schaefer advised all present that this meeting is subject to, and all attendees must adhere to, RF’s Antitrust Compliance Guidelines.

Chair’s Remarks and Welcome – Chair Smyth welcomed all attendees to the meeting.

Election of an Independent Director – Rachel Snead, Chair of the Nominating & Governance Committee, presided over the election of the At-Large, Large LSE, and Supplier Sector directors. Ms. Snead announced that Vinit Gupta was elected as At-Large Director; Craig Creamean was elected as Large LSE Director; and Joan Soller was elected as Supplier Director.

Overview of Financial Position– Beth Dowdell, RF’s Senior Director of Corporate Services and Treasurer, provided an overview of the company’s 2024 financial information. She reported on the Third Quarter financials, noting that RF was \$1.07M (4.53%) under budget with a year-end projection to be \$555K (1.8%) under budget. Ms. Dowdell then discussed key variances, noting that funding and investments were doing better than expected and that healthcare expenses were slightly below what was expected.

Comments from Members – Chair Smyth provided an opportunity for members to provide comments, and no additional comments were made.

Future Meeting – Chair Smyth announced the next Annual Meeting of Members was tentatively scheduled for December 4, 2025, in Washington DC.

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Adjourn – Upon a motion duly made and seconded, Chair Smyth adjourned the Annual Meeting of Members at 9:51 am (ET).

As approved on this 1st day of May, 2025 by
the Board of Directors,

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

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

Attachment A

Zachary McCullough On Behalf of American Electric Power Service Corp
Troy Brumfield On Behalf of American Transmission Company
Ryan Strom On Behalf of Buckeye Power Inc.
Brett Kruse On Behalf of Calpine Energy Services, LP
Daniela Hammons On Behalf of CenterPoint Energy Indiana South
Richard Blumenstock On Behalf of Consumers Energy
Leo Bernier On Behalf of Dayton Power and Light Company
Nelson Peeler On Behalf of Duke Energy
Hugh Conley On Behalf of Duquesne Light Company
Dan Roethemeyer On Behalf of Dynegy Inc.
Gregory Campbell On Behalf of Exelon Corporation
Olenger Pannell On Behalf of FirstEnergy Corp.
Michael Ayotte On Behalf of International Transmission Company
Rhonda Jones On Behalf of Invenergy LLC
Caitlin Chavez On Behalf of Lansing Board of Water and Light
Patrick Devon On Behalf of Michigan Public Power Agency
Alision Archer On Behalf of Midcontinent Independent System Operator
Silivia Parada Mitchell On Behalf of NEXTERA Energy Resources
Nick Privette On Behalf of Ohio Valley Electric Corporation
William Pezalla 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
Sean Cavote On Behalf of Public Service Enterprise Group, Inc.
David Viar On Behalf of Southern Maryland Electric Cooperative, Inc.
Scott Berry On Behalf of Wabash Valley Power Association, Inc.
Christine Kane On Behalf of Wisconsin Electric Power Company
Andrew Anderson On Behalf of Wolverine Power Supply Cooperative, Inc.

Others Present During the Annual Meeting of Members

Steve Ambrose • DTE Energy
Steve Belle • Dominion Energy
Joanna Burkey • Independent
Melika Carroll • Independent
Sean Cavote • PSEG
Jeff Craigo • ReliabilityFirst
Dr. Renuka Chatterjee • MISO
Craig Creamean • Exelon
Hue DeLuca • ReliabilityFirst
Beth Dowdell • ReliabilityFirst
Chelsey Eppich • ReliabilityFirst
Lesley Evancho • EQT
Tim Gallagher • ReliabilityFirst, President & CEO
Craig Grooms • Buckeye Power
Vinit Gupta • ITC Holdings
Scott Hipkins • FirstEnergy Corp.
Diane Holder • ReliabilityFirst
Christi Klein • ReliabilityFirst
Marcus Noel • ReliabilityFirst
Matthew Parker • Dominion Energy
Nelson Peeler • Duke Energy
William Pezalla • Old Dominion Electric
Niki Schaefer • ReliabilityFirst
Ken Seiler • ReliabilityFirst
Kristen Senk • ReliabilityFirst
Joan Soller • Wabash Valley Power
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
Becky Webb • Exelon
Simon Whitelocke • ITC Holdings

PUBLIC

RELIABILITYFIRST CORPORATION ANNUAL MEETING OF MEMBERS

December 5, 2024

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 November 5, 2024.

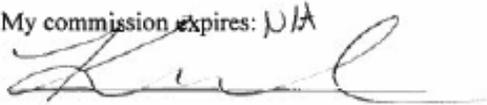
DATED this 5th day of December, 2024.

By: 

STATE OF OHIO)
)
County of Mahoning)

Subscribed and sworn to before me this 5th day of December, 2024

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 ANNUAL MEETING OF MEMBERS

December 5, 2024

OATH OF INSPECTOR OF ELECTION

The undersigned Inspector of Election hereby promises to faithfully execute the duties of an Inspector of Election at the 2024 Annual Meeting of Members of ReliabilityFirst Corporation, with strict impartiality and according to the best of her abilities.

[Handwritten Signature]

STATE OF OHIO)
)
County of Mahoning)

Subscribed and sworn to before me this 5th day of December, 2024, _____.

Notary Public

My commission expires: N/A
[Handwritten Signature]



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

PUBLIC

**RELIABILITYFIRST CORPORATION
ANNUAL MEETING OF THE MEMBERS
December 5, 2024**

CERTIFICATE OF INSPECTOR OF ELECTION

The undersigned, the duly appointed Inspector of Election at the Annual Meeting of Members of ReliabilityFirst Corporation held on December 5, 2024 Eastern Time, hereby certifies that:

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

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

2. The number of Regular Members of each Industry Sector present at the Annual Meeting of 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 At-Large Director | Votes FOR | % | Votes Withheld | % |
|-------------------------------|-----------|----|----------------|---|
| Vinit Gupta | 28 | 71 | 0 | 0 |

| Election of Large LSE Director | Votes FOR | % | Votes Withheld | % |
|--------------------------------|-----------|-----|----------------|---|
| Craig Creamean | 2 | 100 | 0 | |

| Election of Supplier Director | Votes FOR | % | Votes Withheld | % |
|-------------------------------|-----------|----|----------------|---|
| Joan Soller | 5 | 55 | 0 | |

