



VELCO Operating Committee Bylaws

Adopted on February 15, 2024

These bylaws describe the purpose, membership, practices and authority of the Operating Committee of Vermont Electric Power Company (“VELCO”) and Vermont Transco (“VT Transco”).

1. Purpose

- A. The VELCO Operating Committee or “OpCom” is designed to function in the manner of an owners’ committee. The goals of the OpCom include assisting VT Transco in being responsive and accountable to its DU members, and reviewing and advising on VELCO and VT Transco transmission practices including, but not limited to, tariff administration, operations management, and strategic review. VELCO provides administrative and technical staff support for OpCom activities as required.
- B. The principle responsibilities of the OpCom include, but are not limited to:
 - Addressing the nature and regulation of the industry as it affects VELCO and VT Transco;
 - Ensuring that, together with the DUs, VELCO considers the interests of Vermont electric utility customers and the broader public interest when planning changes to and/or expanding the transmission system in Vermont;
 - Making recommendations and reviewing changes to the Transmission Administration Manual (“V-TAM”); and
 - Determining cost allocations for upgrades pursuant to the V-TAM in circumstances in which benefiting DUs have not negotiated a cost allocation agreement as a step in the cost allocation process set forth in Section 3 of the V-TAM.
- C. The responsibilities of the OpCom also include:
 - Facilitating information exchange, coordination, and understanding of short-term and long-range transmission and related distributionsystem operating challenges and needs;

- Providing of a forum for input into the VELCO Long-Range Transmission Plan so that the plan fully incorporates and coordinates information held by all DUs and reflects the reliability and adequacy needs of VELCO's owners;
- Reviewing and providing input on short-term and long-term transmission projects;
- Reviewing transmission and related distribution system operating reliability performance and developing recommendations for improvements;
- Reviewing reliability standards and responsibilities within the state of Vermont pursuant to NERC and FERC requirements;
- Reviewing, evaluating and recommending to VELCO and the Vermont DUs opportunities for broad based cost savings in the delivery of energy to Vermont electric utility customers.

2. Composition and Membership

A. Composition

Members of the OpCom are appointed by the various DUs and VPPSA in consultation with the CEO of VELCO. The OpCom shall consist of:

- a. Three members from VELCO (pursuant to Section 4.D , however the three VELCO representatives shall not have a vote on any OpCom business except that they collectively shall have one vote in cost allocation determinations only);
- b. One member from VPPSA; and
- c. One member from each DU with an ownership interest in VT Transco that elects to participate directly and regularly in the OpCom.

A single individual may serve as the member from VPPSA and one DU.

These members shall be considered the "permanent voting members."

B. Composition During a Cost Allocation Negotiation

Additional members will be appointed to join the permanent OpCom voting members for certain cost allocation decisions if a benefiting DU does not have a member representing its interest in the OpCom, resulting in a specially convened OpCom. Such DU shall appoint a special member from that DU to serve on the specially convened OpCom (in consultation with the CEO of VELCO) during that cost allocation determination. If the specially convened OpCom has an even number of votes, the CEO of VELCO will appoint one additional DU representative to serve on the specially convened OpCom. If a DU is represented by VPPSA in the OpCom, it may nevertheless appoint a special member to represent its interests in a cost allocation

negotiation. In all other circumstances, there will be no more than one participant from any DU in the OpCom during a cost allocation negotiation.

C. Members and Alternates

A DU shall nominate a possible member to the OpCom for final approval and appointment in consultation with the CEO of VELCO by sending written notice to the DUs pursuant to the notice provisions set forth in Section 2.80 herein. In addition, the DU shall nominate for appointment, in consultation with the CEO of VELCO, an alternate member to serve in the OpCom if the original member is unable to serve. That alternate member shall have all the powers of the member, including, when the member is absent, the power to vote. DUs that do not have a permanent voting member on the OpCom shall nominate a representative for appointment when they are notified that their organization has been elected to serve on a particular cost allocation resolution.

D. Term of Members and Alternates

Each permanent OpCom member and alternate shall serve on the OpCom until the DU appoints a new member in consultation with the CEO of VELCO, until the member or alternate's relationship with his or her respective DU terminates, or unless the member or alternate is dismissed by the OpCom for cause. A member or alternate representing a DU that does not have a permanent member on the OpCom shall serve on the OpCom for the duration of the cost allocation negotiation for which those DUs were selected to serve.

E. Appointment of Replacement

Should an OpCom member or alternate leave the OpCom before a new member is selected, the member's alternate shall serve on the OpCom until the DU nominates a new member in consultation with the CEO of VELCO.

3. Officers

A. Chair

The Chair of the OpCom shall be appointed by and serve at the discretion of the CEO of VELCO. The Chair shall preside at meetings of the OpCom and have such powers and duties as are usually incident to such office.

B. Vice Chair

The Vice Chair of the OpCom shall be elected by and serve at the discretion of a majority through a motion and vote of the DU representatives of the OpCom. The Vice Chair shall assist the Chair in the performance of his or her powers and duties, including acting as Chair if the Chair is unable to attend an OpCom meeting.

C. Secretary

The Chair shall designate a secretary whose responsibilities shall include, but are not limited to, taking meeting minutes, making required postings on the VELCO.com website, and maintaining Appendix I of the V-TAM.

4. Meetings

A. Notice and Convening of the OpCom: Generally

Notice to the OpCom members shall be deemed to have been given as follows: (1) if personally delivered, notice shall be deemed given upon delivery to the member, or alternate, or their designee; (2) if mailed, postage prepaid, to the member or alternate at his or her designated mail address, notice shall be deemed given when received; (3) if sent electronically or by facsimile to the member or alternate at his or her designated electronic mail address or facsimile number, notice shall be deemed given when transmitted electronically or by facsimile. To the extent practicable, notices, agendas and supporting materials shall be circulated to the members and alternates electronically.

Members and alternates of the OpCom may participate in a meeting in person, by telephone, or by means of conference telephone, electronic video screen communication, or other appropriate communications equipment. In-person participation by such member or alternate may be specifically requested by the Chair in the Chair's discretion.

B. Adjournments and Reconvening

Any OpCom meeting may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. If not so announced, a notice of a reconvened meeting shall be given, to the extent practical, at least five (5) business days in advance. In exigent circumstances, the Chair may reconvene the meeting with less notice, but in no event shall members and alternates receive less than twenty-four (24) hours' notice of the reconvening of the meeting. At the reconvened meeting, the OpCom may transact any business which might have been transacted at the original meeting.

C. Quorum

A quorum of the OpCom must be present for any action to be taken by the OpCom other than adjournment of the meeting. A majority of the voting members (or alternates acting in the absence of an absent voting member) convened for any particular meeting or cost allocation negotiation, including any non-permanent representatives chosen to serve for a particular agreement, must be present to constitute a quorum.

D. Voting

VELCO shall not have a vote in any OpCom business, except that VELCO's members shall collectively have one vote in cost allocation determinations. Each DU and VPPSA representative in the OpCom shall have one vote in all matters, except that an individual appointed as the representative for both VPPSA and a DU will have one vote on behalf of each entity. An action must be moved, seconded, and voted upon before it may be considered adopted. A motion will pass if it receives an absolute majority of all members entitled to vote.

Members may vote in person, telephonically, or by proxy. A proxy may be executed by a member's signature electronically or otherwise transmitted to the member who will be the holder of the proxy, and to the Chair or Vice Chair, provided that any such transmission must either set forth or be submitted with information from which it can reasonably be determined that the proxy transmission was authorized by that member.

E. Frequency of Meetings

Meetings of the OpCom shall be held not less than every other month. The Chair and Vice Chair may postpone OpCom meetings in their discretion. The OpCom's regular meetings shall be held three weeks before the VELCO Board holds its bi-monthly meeting.

F. Location of Meetings

Meetings of the OpCom may be held at any location within the state of Vermont. In determining the location of meetings, due consideration shall be given to providing opportunities for various regions of the state to host meetings, convenience of the various members, and the degree to which the meeting location will facilitate an opportunity for public participation. Meetings may be held in person or virtually, or any combination thereof.

G. Agenda

The Secretary shall send out an agenda as established jointly by the Chair and Vice Chair for each meeting of the OpCom no less than seven calendar days prior to each meeting.

Permanent voting members of the OpCom may suggest additional agenda topics to the Secretary pursuant to the notice provisions set forth in Section 4.A of these Bylaws. The Secretary shall include all such suggestions in the agenda.

H. Continuing Eligibility

It is vital to the continued operation and governance of the OpCom that its members are fully committed to the OpCom's regular operation and governance. To maintain eligibility for membership, each VELCO and DU member or alternate must attend 75 percent of OpCom meetings per year, whether in person or by telephone or other communications

technology, except in unavoidable emergencies. The OpCom shall use its sole discretion to determine whether a member is eligible to continue serving on the OpCom.

I. Conduct of Meetings

- A. The Chair shall confirm that a Quorum as defined in Section 4.C is present and that notice of the meeting has been served in accordance with Section 4.A.
- B. All matters to be acted upon by the OpCom shall be stated in the form of a motion by a voting member, which must be seconded. Only one motion and any one amendment to that motion may be pending at one time.
- C. Except to the extent inconsistent with controlling VT Transco Tariffs and Agreements, or the practices and procedures set forth in these bylaws or the V-TAM, the Chair shall have the right and authority to prescribe other such rules, protocols and procedures and to do all such acts as, in the judgment of the Chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures shall include, without limitation, the following:
 - a. The agenda for each meeting of the OpCom shall be established jointly by the Chair and Vice Chair with input from the OpCom members as specified in Section 4.G.
 - b. In the conduct of each meeting, the Chair shall have the authority normally invested in a presiding officer and shall have, in particular, the authority to limit the aggregate amount of time allowed for discussion of a particular matter and the amount of time allowed to each member or other person to speak on a matter.

J. Posting of OpCom Minutes and Decisions

The minutes and decisions of the OpCom will be included in the Board Book for each VELCO Board of Directors meeting, and shall be a standing agenda item on the VELCO Board of Directors meeting agenda. The decisions of the OpCom will be posted for public viewing on VELCO's website at www.velco.com.

5. Validity

If any part of these bylaws or any part of the V-TAM is held invalid, the remaining bylaws and portions of the V-TAM shall remain in place to the extent allowed by law.