

Western Power Pool
Board of Directors Quarterly Meeting Agenda
December 12th, 2024

Location: Western Power Pool, 7525 NE Ambassador Pl Ste M, Portland, OR 97220

December 12th, 2024, 9:00 AM – 12:00 PM PST

Invited Attendees:

Board: Bill Drummond, Doug Howe, Michelle Bertolino, Susan Ackerman, Andy Ott

Board Advisors: Mary Ann Pease, Scott Waples

Staff and Guests: Sarah Edmonds, Lisa Hardie, Rebecca Sexton, Ryan Roy, Eric Campbell, Lisa Dunn, Carla Hudson, Michael O'Brien, Beau Beljean, Katie Gregor, Elise Mousseau, Maya McNichol, Spencer Gray (Nominating Committee Co-Chair) (remote), Charles Hendrix (SPP) (remote)

<u>Time</u>	<u>Topic</u>	<u>Presenters</u>
08:45 AM	Pastries & Coffee Served	
09:00 AM	Meeting Opening <ul style="list-style-type: none">• Call to Order• Determination of a Quorum• Approval of the Agenda• Approval of Meeting Minutes	
09:05 AM	Public Comment	
09:15 PM	Updates/Reports <ul style="list-style-type: none">• CEO Report• Finance Committee Report	<i>Sarah Edmonds, Michelle Bertolino</i>

9:30 AM	Approve Budget Recast	<i>Eric Campbell, Rebecca Sexton</i>
9:45 AM	Approve Proposed Strategic Plan	<i>Rebecca Sexton</i>
10:00 AM	WRAP <ul style="list-style-type: none">• Approve 2025 September Mid-C Subregion Planning Reserve Margin Memo• Review Summer 2026, Summer 2029 Advance Assessment Results Presentation• Approve 2026 Summer Planning Reserve Margins Memo• [possible addition] Discuss Examples of “Commercially Reasonable Efforts” in Transition Period	<i>WRAP Team, Charles Hendrix</i>
11:30 AM	Board Governance <ul style="list-style-type: none">• Approve Board Manual Updates• Approve Updated Membership Fee Resolution• Nominating Committee Recommendation and board Action on Renomination of Andrew Ott• Elect 2025 Board Officers	<i>Lisa Hardie</i> <i>Spencer Gray, Doug Howe</i>
12:00 AM	Adjourn	



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

Western Power Pool (WPP) Board of Directors Meeting
DRAFT Meeting Minutes
September 19th, 2024, 9:00 AM-12:00 PM PT

Location: In-Person at WPP Office with Virtual Microsoft Teams Participants (as noted)

Attendees:

Board of Directors:	Bill Drummond (Chair), Doug Howe, Susan Ackerman, Michelle Bertolino, Andy Ott (virtual)
---------------------	--

Board Advisors	Mary Ann Pease, Scott Waples
----------------	------------------------------

Staff:	Rebecca Sexton, Lisa Hardie, Carla Hudson, Michel O'Brien, Beau Beljean (virtual), Katie Gregor, Ryan Roy, Maya McNichol, Sarah Edmonds
--------	---

Guests:	Lisa Dunn, Charles Hendrix (virtual), Jim Shetler (virtual)
---------	---

1. Call to Order

The regular meeting of the Western Power Pool Board of Directors was called to order at 9:00am September 19th, 2024, by Chair Bill Drummond.

2. Determination of a Quorum

Determination of a quorum was established by Secretary Susan Ackerman.

3. Agenda Approval

The agenda was reviewed by the Board.

A motion to approve the agenda was made by Susan Ackerman and seconded by Michelle Bertolino. The motion passed unanimously.

4. Meeting Minutes

The previous meetings' minutes were reviewed by the Board.

A motion to approve the meeting minutes from June 12th-13th, 2024, was made by Doug Howe and seconded by Michelle Bertolino. The motion passed unanimously.

5. Public Comment



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

Bill Drummond asked for any public comments, noting that there would be opportunities for public comments later in the meeting on specific topics. No public comments were made at this time.

6. CEO Update

Sarah Edmonds provided a report on recent progress made on the budget and welcomed new staff members including Carla Hudson, Member and Board Administrator. She also voiced appreciation for the members in attendance at the meeting.

7. Finance Committee Update

Michelle Bertolino reported that the Committee met three times since the last Board Meeting and had reviewed the fiscal audit, FERC reporting, income statements, balance sheets, cash flow, and accounts receivable.

8. Nominating Committee Update

Jim Shetler, the Nominating Committee co-Chair, shared a brief history of the formation of the Committee and an update on its current activities. Those activities included the renomination of Director Andy Ott, reviewing board compensation, and working with staff to review the Handbook. Sarah Edmonds expressed gratitude for Jim Shetler, his fellow co-Chair Spencer Gray, and the entire committee for their participation.

9. WRAP Non-Task Force Proposal (2024-NTFP-1) - Tariff Corrections

Rebecca Sexton presented a high-level review of the Tariff corrections and noted that the corrections have been posted for public comment and unanimously endorsed by the Program Review Committee and the Resource Adequacy Participants Committee. She also noted that the Board will be approving Business Practice Manuals contingent upon the FERC acceptance of Tariff changes.

A motion to approve 2024-NTFP-1 and direct staff to prepare and submit the FERC filing necessary to support the tariff changes contained in the proposal was made by Michelle Bertolino and seconded by Susan Ackerman. The motion passed unanimously.

10. WRAP Summer 2026 and Winter 2026-2027 Advance Assessment Study Scope

Bill Drummond acknowledged that the Board had reviewed the Study Scope.

11. WRAP Business Practice Manuals (BPMs)



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

Michael O'Brien presented an overview of BPM 102 on Reliability Metric Setting. He shared that this metric is about forward showing reliability metrics for the months of the binding season, how they are set, and how they are broken up into subregions. The associated Tariff change is an update of the phrase 0.1 annual LOLE to 0.1 seasonal LOLE. Doug Howe asked for clarification on if the modeling was monthly or seasonal. Michael O'Brien responded that the forward showing planning is still monthly, but, in terms of the calculation, the extra capacity needed that goes into the calculation of the forward showing plan and reserve margin is seasonal. Steve Bellcoff, with the BPA, responded that as participants they believed that the 1 in 10 calculation was going to be seasonal, it just got written in as annual, so this is considered a clarification, not a change for participants.

A motion to approve BPM 102, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 103

Michael O'Brien presented an overview of BPM 103 on Forward Showing FS Capacity Requirements. He shared that this metric is about calculating the forward showing capacity requirement, which is calculated applying the appropriate PRM to the monthly P50 peak load forecast for each participant. The associated Tariff change is an update to properly reflect contingency reserves adjustments. Michael also noted that BPM 103 separately sets the annual load growth factors for both the regional LOLE Study and the Participant P50 Peak Load Forecasts to 1.1%. A load growth Task Force will likely be set up to explore a more advanced methodology for setting these percentages.

Doug Howe asked if load growth task force setup is in progress. Rebecca Sexton responded that after the remaining BPMs are endorsed, the PRC will be accepting proposals for task force establishment. She expressed confidence that these would include a proposal for improved load forecasting methodology and be prioritized by the PRC next year. Bill Drummond asked if it was expected that the methodology would be adjusted or if there would be a new methodology. Rebecca Sexton responded that an entirely new methodology was expected.

A motion to approve BPM 103, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 106



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

Michael O'Brien presented an overview of BPM 106 on Forward Showing Qualifying Contracts. He shared that this metric is about how capacity requirements can be met by a participant's own resources or through contracts. The associated Tariff changes are a change in how system sales are defined and how RA transfers work. Michael also noted that there was a lot of discussion on the need for JCAFs for the various permutations of resource-specific contracts or system sales between non-participants and participants. The administrative burden associated with JCAFs was reduced while adhering to the requirements of the Tariff.

Bill Drummond asked if there was a size limitation below which a PURPA contract would not have to do a JCAF. Michael O'Brien responded that for a must take option there is no JCAF requirement because of the nature of PURPA project owners can be very different from standard, much larger, developers. Instead, we require an attestation from the participation, no matter the size of the PURPA project, that it is a must take. Mike Wilding, from PacificCorp, shared that the administrative burden would have been enormous and that he appreciated the WPP staff's work to get to a unanimous solution.

A motion to approve BPM 106, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 202

Beau Beljean presented an overview of BPM 202 on Operations Program Participant Inputs to Sharing Calculation. He shared that this metric describes all participants inputs needed for a successful sharing calculation, describes methodology for forecasting, and requirements for narratives describing methodologies or methodology changes. Significant changes to the Tariff associated with this BPM include added language in the Forced Outages section to account for any reduction in output capability for energy storage resources and the removal of the load modifier option for demand response. Beau also noted that construction delays would not be considered forced outages.

Doug Howe asked if construction delays would be removed from calculations or if they would be considered unforced outages. Ryan Roy responded that the assumption would be that, if it is in the forward showing and utilized to meet your FS capacity requirement, you have that capacity, whether the source is that resource or others. Rebecca Sexton responded that it would be hard for WPP to validate someone's COD and that at this point the risk is appropriately on the entity claiming the COD.



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

A motion to approve BPM 202, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 204

Maya McNichol presented an overview of BPM 204 on Operations Program Holdback Requirement. She shared that this metric is about the holdback requirement in the operations program and how it is allocation among participants, noting that they are different for regions with a central hub and without a central hub. Significant changes to the Tariff associated with this BPM include that participants with negative sharing calculation results are now able to offer voluntary holdback and an added process for early release of surplus capacity.

Bill Drummond asked if two participants both have surplus and have their holdbacks released and can then sell the surplus to another party, what does it mean that it still must be deliverable. Rebecca Sexton responded that the WPP just needs to know if the responsibility has changed hands and then the new party is responsible for delivery. The holdback has not been released. Ryan Roy added that this allows participants to clump together obligations if they so choose.

A motion to approve BPM 204, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 205

Maya McNichol presented an overview of BPM 205 on Operations Program Energy Deployment. She shared that this metric is about how participants can confirm energy deployment after a request for holdback capacity, describes guidance on scheduling and emergency events, outlines after-the-fact energy deployment information required after a sharing event, and describes the raise hand tool. Significant changes to the Tariff associated with this BPM include added clarification to Sections 3.1 and 3.2 about the responsibility for E-Tag creation and actions needed.

Doug Howe asked if using the raised hand tool results in a move, if it is charged at the same rate. Maya McNichol responded that this would not be the case and that the rate would be established through a bilateral agreement between the parties.



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

A motion to approve BPM 205, contingent upon FERC approval of the tariff changes in 2024-NTFP-1, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

BPM 209

Rebecca Sexton presented an overview of BPM 209 on Operations Program Energy Delivery Failure Charges. She shared that this metric is about a presumptive waiver in the case that the uncertainty factor in the WRAP did not cover the uncertainty factor that a participant experienced, and they needed their capacity to serve their own load. Significant changes to the Tariff associated with this BPM include provided attestation language, specifying that the attestation is made by an official appropriately removed from the direct financial impacts of Energy Delivery Failure Charges and with company-wide authority to bind the company legally and financially.

A motion to approve BPM 209 was made by Susan Ackerman and seconded by Michelle Bertolino. The motion passed unanimously.

12. WRAP Revised Transition Plan (2024-EP-1)

Rebecca Sexton presented an overview of the Revised Transition Plan history and highlighted the following changes:

a. Transition Period

The transition period definition was extended from June 1, 2025, through March 15, 2028, to June 1, 2025, through March 15, 2029. Rebecca Sexton noted that this did not add a longer duration with respects to staying non-binding but provided more options while binding. Doug Howe asked when the date was that participants must commit to binding. Rebecca Sexton responded that as of now all participants have committed to going binding in Winter 27/28. If they wish to get off this path to go binding, they must decide by 10/31/25.

b. Binding Season

The deadline to select Summer 2027 as the first binding season has been moved to January 15, 2026.

c. Critical Mass

The concept of Critical Mass was added and if there is less than "Critical Mass" in a subregion then Participants in that subregion may elect to be non-binding. This persists beyond the transition period and participants still have the option to remain binding even if there is not a critical mass. Bill Drummond asked if this is



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

anticipated to be applicable once we are into the binding. Rebecca Sexton responded that it is less likely during the transition into binding, more likely if we have a group that is binding, and someone leaves. Doug Howe asked if participants could exit and come back a year later. Steve Bellcoff, with the BPA, responded that leave requires 2 years notice and reentry has specific requirements.

d. ETDs

The "Discounted Deficiency Charge" + ETDs in Summer 27 and Winter 27/28 are now limited to 200% FSPRM MWs, noting that the intent is to make the charge more in line with the benefit. Rebecca Sexton also informed the Board that they will be asked to review and endorse examples of what will be considered commercially reasonable efforts to cure deficiencies. Michelle Bertolino asked who determines significance? Rebecca Sexton responded that if there is less than a 1% deficit, as a percent of total load, in forward showing capacity then the region would be at 125%. Steve Ballcoff, with the BPA, shared that this allows members to start fresh, the first season outside of the transition.

e. Diversity Sharing

The PRM calculation now includes 500 MW of diversity sharing between subregions. Susan Ackerman asked what the basis was for selecting 500 MW. Rebecca Sexton responded that the starting point was 1000 MW and ultimately 500 MW is what members were comfortable with. She shared that the team has not been able to obligate across the region, but that she expects that by 2030 WPP will be able to work with market operators to eventually develop a plan for increased sharing and updating this amount with a more data driven diversity sharing amount. Bill Drummond commented that it seems like there would be a lot of incentive to dig into that to reduce the planning reserve margins. Doug Howe asked if the 500 MW assumes transfer through California and if it was anticipatory of potential transmission built in Nevada that could increase this number. Ryan Roy responded that there were no assumptions included regarding what path the transmission would take. Susan Ackerman asked what members think is going to change between now and October 2025. Rebecca Sexton responded that during this time members would see what contracts are in place and how successful members are at building their plans and increasing capacity.

f. Operations and Program Data

The Participants will now provide disaggregated data to the Operations program, which will help WPP to be more responsive when there are events and reduce



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

reliance on publicly available information. She also noted that the granularity requested will be no greater than forward showing submittals and that there will be additional data requests after major events.

Rebecca Sexton shared that the Transition Plan did receive unanimous approval by the Resource Adequacy Participants Committee and that the Committee of State Representatives did not throw a flag and had provided comments that have been provided to the Board. She noted that all public comments are positive. Grant Smedley, with the Salt River Project (SRP), thanked the fellow participants for their collaboration and willingness to compromise and keep the program moving forward, stating that SRP fully supports the proposal. Mike Wilding, with PacifiCorp, also voiced support for the transition plan and stated that he believes the group struck a good balance while continuing to follow principles the Tariff was built on. Steve Bellcoff, with the BPA, also voiced support for the transition plan and stated that this plan addresses potential supply chain and other issues that could cause people to leave. He also noted that the plan does not change the binding date. Doug Howe shared that in the past couple of months the Board has had some serious conversations with the staff about the proposal, including concerns about unintended consequences, and that having participants show up and assure the Board that this is keeping the program viable and keeping members in the program gave him confidence.

A motion to approve the WRAP Revised Transition Plan 2024-EP-1, and to direct WPP staff to prepare and submit the FERC filing necessary to support the Tariff changes contained in RAPC's proposal, was made by Susan Ackerman and seconded by Doug Howe. The motion passed unanimously.

13. Strategic Plan

Rebecca Sexton shared relevant background information regarding the Strategic Plan and then reviewed the high-level goals and three focus areas. She shared that the next step is to take this out into the world. Sarah Edmonds commented that the goal was to create a succinct, useful tool to prioritize resources and costs and expressed her belief that the plan is right sized for the commitments the WPP has made. Michelle Bertolino commented that the plan is very well done and that she thinks it is important for the members to have additional feedback. Susan Ackerman expressed her appreciation for the plan and its brevity.



Northwest Power Pool, dba Western Power Pool
7525 NE Ambassador Pl Ste M, Portland, OR 97220

A motion to endorse the Draft Strategic Plan and direct staff to confer with Members on the draft plan in preparation for Board adoption at the December Board Meeting was made by Michelle Bertolino and seconded by Susan Ackerman. The motion passed unanimously.

14. Adjourn

The regular meeting of the Western Power Pool Board of Directors was adjourned at 11:05 AM by Chair Bill Drummond.



To: WPP Board
From: WPP Staff
Date: December 4, 2024
Meeting Date: December 12, 2024

Subject: Western Power Pool 2024-2025 Fiscal Year Budget Update

Recommended Action:

Staff recommends the Board of Directors approve the proposed update to the Western Power Pool (WPP) Budget for the 2024-2025 Fiscal Year (July 1, 2024 – June 30, 2025).

Background:

WPP's fiscal year runs from July – June annually; the Board of Directors approved the corporate-wide budget for the 2024-2025 Fiscal Year at the Board of Directors meeting on June 13, 2024. The approved budget included all known information to support ongoing program administration and expected resource additions (timing and costs) at the time of the budget review and approval.

The attached budget update includes actual costs incurred through October 2024 and updated forecast costs for November 2024 – June 2025.

The most significant changes are:

- Addition of new contracts, including WestTec Phase 2, FERC Order 1920 facilitation, and other Transmission work (WestTec Phase 2 accounts for \$2.3M in direct project expenses and a reallocation of labor costs) – these were not contracted at the time of the budget review and approval;
- Decreased general, administrative, and IT (GAIT) allocation to existing programs, resulting from the reallocation of GAIT direct costs and labor to new contracts;
- Decreased overall labor costs (\$647k), primarily due to timing of hiring new resources;
- Increases to actuals and estimates for accounting support (approved budget necessarily included rough estimates); and
- Overall increase to the budget of \$2.2M.

Staff intends to continue reviewing project budget impacts, particularly for existing programs seeing year-end forecast decreases due to hiring timing. In some cases, Staff

are considering additional contract support to ensure completion of planned activities that may result in increases to year-end forecasts that align more closely with original approved project budgets.

Conclusion: Staff recommends the Board of Directors approve 2024-2025 Fiscal Year Budget Update on December 12, 2024, based on:

- The provided updates reflect WPP commitments to execute work and projects identified as value-added for Members and regional stakeholders;
- Updates to GAIT allocation and direct project expenses reflect updated expectations for costs to existing program; and
- WPP's commitment to participants to utilize the best available forecasting information to provide year-end-forecast information and more predictable billing expectations.

Summary Cost Comparison Table - Proposed Budget vs. Year End Forecast

	Approved Budget	Year End Forecast	Variance
Direct Project Expenses			
Total Direct Labor	\$ 4,726,312	\$ 4,465,767	\$ (260,545)
Direct Project Costs	\$ 6,380,229	\$ 8,804,498	\$ 2,424,269
TOTAL DIRECT EXPENSES	\$ 11,106,541	\$ 13,270,265	\$ 2,163,723
Indirect Costs			
Other Indirect Labor	\$ 1,689,928	\$ 1,332,922	\$ (357,006)
Board Labor	\$ 428,087	\$ 398,526	\$ (29,560)
Total Indirect Labor	\$ 2,118,015	\$ 1,731,448	\$ (386,566)
Board Fees & Expenses	\$ 502,500	\$ 401,894	\$ (100,607)
Rent & Occupancy	\$ 271,111	\$ 472,446	\$ 201,335
Equipment Rental	\$ 69,533	\$ 51,755	\$ (17,778)
IT Expenses	\$ 190,505	\$ 163,222	\$ (27,283)
G&A Admin Expenses	\$ 702,824	\$ 692,647	\$ (10,177)
Accounting	\$ 192,400	\$ 523,649	\$ 331,249
Legal	\$ 16,000	\$ 41,437	\$ 25,437
Taxes	\$ 70,989	\$ 60,057	\$ (10,932)
Insurance	\$ 30,000	\$ 30,864	\$ 864
TOTAL INDIRECT EXPENSES	\$ 4,163,877	\$ 4,169,419	\$ 5,542
TOTAL EXPENSES	\$ 15,270,418	\$ 17,439,684	\$ 2,169,266
Total Labor	\$ 6,844,327	\$ 6,197,215	\$ (647,112)

	Approved Budget 2024-25	Year End Forecast 2024-25	Variance (\$)	Variance (% of AB)	Variance Supporting Details			
	TOTAL	TOTAL	TOTAL		DL Hours	DL Cost	Direct Project Cost	Allocated GAIT
Operating Programs	\$ 4,392,730	\$ 4,111,565	\$ (281,165)	-6%	(3,600)	\$ (250,812)	\$ (74,882)	\$ 44,529
RSG	\$ 2,304,479	\$ 2,291,830	\$ (12,648)	-1%	(1,164)	\$ (78,007)	\$ (18,932)	\$ 84,291
OC	\$ 1,395,072	\$ 1,421,395	\$ 26,323	2%	(588)	\$ (29,666)	\$ (14,859)	\$ 70,848
PNCA	\$ 23,464	\$ 24,386	\$ 923	4%	1	\$ 106	\$ (460)	\$ 1,277
WFRSG	\$ 197,721	\$ 193,101	\$ (4,620)	-2%	(108)	\$ (9,351)	\$ (1,681)	\$ 6,412
Source.Training	\$ 140,825	\$ 125,875	\$ (14,950)	-11%	-	\$ -	\$ (14,950)	\$ -
Headwater Benefits	\$ 331,169	\$ 54,977	\$ (276,193)	-83%	(1,741)	\$ (133,893)	\$ (24,000)	\$ (118,299)
Transmission Planning								
Services	\$ 1,319,633	\$ 4,175,119	\$ 2,855,487	216%	609	\$ 151,595	\$ 2,568,246	\$ 135,645
TPC	\$ 505,464	\$ 484,214	\$ (21,250)	-4%	(381)	\$ (40,126)	\$ 10,704	\$ 8,172
NG	\$ 334,272	\$ 324,310	\$ (9,962)	-3%	(162)	\$ (19,899)	\$ 4,147	\$ 5,790
Area 40	\$ 133,983	\$ 194,262	\$ 60,279	45%	186	\$ 17,330	\$ 18,283	\$ 24,667
TPS-20yr	\$ 41,095	\$ 8,875	\$ (32,220)	-78%	(209)	\$ (23,155)	\$ 4,987	\$ (14,053)
TPS PCM	\$ 214,917	\$ 182,089	\$ (32,828)	-15%	(225)	\$ (24,429)	\$ (2,403)	\$ (5,996)
PGEHar	\$ -	\$ 42,761	\$ 42,761	N/A	214	\$ 22,193	\$ 2,967	\$ 17,602
TPL	\$ -	\$ 782	\$ 782	N/A	-	\$ -	\$ 782	\$ -
WestTec	\$ 89,901	\$ 2,644,162	\$ 2,554,261	2841%	1,011	\$ 198,382	\$ 2,270,810	\$ 85,070
FERC Order 1920	\$ -	\$ 293,664	\$ 293,664	N/A	175	\$ 21,300	\$ 257,970	\$ 14,394
WRAP Total	\$ 9,558,056	\$ 9,153,000	\$ (405,056)	-4%	(1,898)	\$ (161,329)	\$ (69,095)	\$ (174,632)
WRAP-PMF	\$ 1,060,417	\$ 1,111,269	\$ 50,852	5%	718	\$ 48,056	\$ (14,193)	\$ 16,989
WRAP-SIME	\$ 8,497,639	\$ 8,041,731	\$ (455,908)	-5%	(2,616)	\$ (209,385)	\$ (54,903)	\$ (191,620)
WPP TOTAL	\$ 15,270,418	\$ 17,439,684	\$ 2,169,266	14%	(4,889)	\$ (260,545)	\$ 2,479,171	\$ 5,542

The background of the cover features a large, light gray circular logo with a stylized, swirling design inside. This logo is partially enclosed by a thick orange circular border that is visible on the left and bottom edges of the page.

Western Power Pool

5-Year Strategic Plan

2025-2030

October 2024

Table of Contents

The Changing Dynamics in the West Create Greater Complexity and Greater Opportunity	6
5-Year Goals and Outcomes	7
Strategic Area of Focus #1: Strengthen our Effectiveness as a Member-Driven Organization	8
Strategic Area of Focus #2: Build Organizational Scalability to Meet Members' Present and Future Needs	9
Strategic Area of Focus #3: Execute Programs and Services That Bring Value to Our Members and the Region	10
Summary: Moving forward, there is a significant opportunity for WPP to continue to add value to members and the western region, setting the stage for a strong, high-value partnership in the next five years.	11

The Western Power Pool (WPP) is a non-profit 501(c)(6) membership organization formed by utilities, generators and energy managers (as Northwest Power Pool) to create increased grid efficiency and reliability through collaboration and coordination.

The WPP's members include companies who participate in WPP-facilitated reliability programs and other companies, with a stakeholder interest in those programs, who enroll with WPP as members.

The mission of WPP is to provide a range of grid integration services, which leverage significant diversity and operations capability to enhance reliability and provide value to our members.

WPP offers many high-value services to its members, including reliability programs, discussion forums, training services and hydro modeling. While WPP-hosted and facilitated programs are varied and numerous, the following highlight the WPP's diverse service offerings.

Moving forward, our long-term aspiration remains grounded in WPP's historical roots, with the expectation to continue creating value for our members. In all that we do, WPP's vision is to be a trusted partner for essential grid integration services to the Western Interconnect.

RESERVE SHARING PROGRAM (RSG):



A program instituted by Balancing Authorities for contingency reserves (as permitted by NERC and WECC standards), which allows them to call on other participants for assistance if their internal reserve does not fully cover a contingency or disturbance.

WESTERN TRANSMISSION EXPANSION COALITION (WESTTEC):



A west-wide long-term transmission planning effort to develop an actionable transmission study to support the needs of the future energy grid.

WESTERN RESOURCE ADEQUACY PROGRAM (WRAP):



A program that operates under a FERC-approved tariff and seeks to provide transparent resource adequacy planning metrics and load and resource diversity sharing, enhancing reliability for participants across the Western footprint.

REGIONAL TRANSMISSION PLANNING SERVICES (RTPS):



Transmission Planning Together. The RTPS team provides members a central location to coordinate data and perform studies needed for FERC and NERC requirements; the TPC creates a venue for planners to discuss new standards, share tools, and support one another on a variety of transmission planning topics.

WESTERN FREQUENCY RESPONSE SHARING GROUP (WFRSG):



A program that allows participating Balancing Authorities to calculate annual frequency response measures collectively to meet NERC obligations.

NORTHERNGRID:



An effort to facilitate regional transmission planning across the Pacific Northwest and Intermountain West through one common set of data and assumptions along with stakeholder and participant input forums.

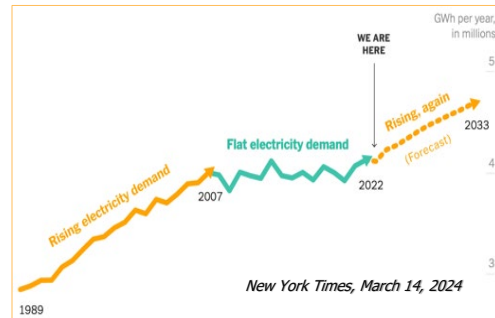
SOURCE.TRAINING:



A training platform for real-time system operators of WPP members and subscribers, providing top-tier NERC-approved continuing education opportunities.

The Changing Dynamics in the West Create Greater Complexity and Greater Opportunity

The dynamics of generating, transmitting and delivering energy throughout the West have become increasingly complex over the past decade and reinforce the need for region-wide coordination efforts. The increased electrification of buildings, vehicles and fleets, plus expected large new loads associated with emerging data centers and technology, will increase both peak and average megawatt customer demand.



In addition, most states in the West have now established clean energy targets or mandated the reduction of emissions, with several states requiring 100% clean energy between 2040-2050. As a result, the roles of both variable resources and customer-based resources are increasing, raising the complexity of both resource adequacy and reliability throughout the region.

Regional connectivity means that members have increasing flexibility to meet growing customer demand. Members are now able to participate in regional energy markets, providing more regional coordination and efficiencies. Although access to available energy is improving, the absence of a contiguous west-wide Regional Transmission Organization (RTO) increases the need for a grid integrator, like WPP, to facilitate collaboration across members and ensure coordination around resource adequacy and reliability. Also, the increasing need for regional capacity and diversity of resources has urgently highlighted the necessity for greater transmission capacity and interconnectivity on a west-wide basis.

Finally, the rise in extreme weather events experienced across the West in recent years, and an increasing risk of wildfires and their potential impact on the transmission and distribution infrastructure, increase the complexity of planning and the importance of west-wide collaboration.

Overall, these dynamics reinforce the importance of region-wide efforts around reserve sharing, transmission planning, training and resource adequacy. There is a significant opportunity for WPP to provide further value to members over the coming years through the sharing of our west-wide expertise and perspective in support of planning and operations.

5-Year Goals and Outcomes

The strategic intent of WPP over the next five years is to continue to create value for our members through programs and shared services, collaborative reliability solutions, transmission planning and west-wide information and insights. In addition, although WPP has demonstrated its ability to respond to needs and create collective member value through programs, the organization has not kept up with internal resource needs and scalability in its processes and infrastructure. The focus for the next five years is to increase value for members by executing existing programs and agreements effectively *and* building organizational scalability through talent, processes and infrastructure that enable enduring effectiveness.

The defined five-year goals and outcomes of the organization are:

- Be a Trusted Partner to Member Utilities — Execute and deliver programs and services that provide high value, both in efficiency and reliability. Success means we are seen as a strong and trusted partner.
- Enhance and Support Regional Reliability and Resource Adequacy — Effectively support regional efforts around reliability and resource adequacy through actionable information and WPP’s collaborative solutions and programs. Success includes a thriving suite of reserve sharing programs with expanded membership and broad participation in a fully implemented WRAP.
- Enable Regional Transmission Planning That Supports Reliability — Facilitate and support regionwide transmission planning across members’ service territories to meet growing demand and support reliability and resource adequacy requirements.
- Be a Trusted Source of Information for Members — Act as an independent, objective source of data and information with west-wide access to system operations and resource adequacy data. We strive to grow this capability and provide this value to members.

To achieve these five-year goals and outcomes, WPP has identified three primary strategic areas of focus that create the foundation for our strategic plan and tactical operational planning.

1. Strengthen our effectiveness as a member-driven organization
2. Build organizational scalability to meet members’ present and future needs
3. Effectively execute programs and services that bring significant value to our members

Strategic Area of Focus #1: Strengthen our Effectiveness as a Member-Driven Organization

WPP was formed to create value and efficiency for our members. Looking forward, we will seek to further refine our working processes with our members in terms of input, planning, feedback loops and program and service delivery. An ongoing commitment to continuous improvement in the way we work with our members will strengthen the value we provide.

Goals:

- Be a Trusted Partner to our members by providing services and information to be responsive to their needs
- Seek clear expectations and agreements with members to align both focus and delivery of programs
- Create reciprocal dialogue opportunities between WPP and members across all programs and functions

Areas of Focus/Key Deliverables:

- Continue to improve the functioning and effectiveness of the member committees participating in and governing WPP programs
- Improve input, engagement and communications processes with members
- Improve capabilities and processes to provide responsive, member-requested services that add specific value
- Improve transparency in our business functions, decision-making and strategic planning

Strategic Area of Focus #2: Build Organizational Scalability to Meet Members' Present and Future Needs

The expansion of WPP programs and services, evolutions in available technology and the WPP's growing role in collaborative regional solutions combine to create the need for a stronger, more dynamic and scalable organization. Ensuring we are able to deliver on services already undertaken, while also considering additional value-add work for our members, will require WPP to increase institutional capacity.

Goals:

- Solidify and strengthen core processes and functions of the organization to align with industry best practices and ensure ongoing legal compliance
- Build scalability in the organization's capabilities, bringing technology systems and processes that can support additional value-added work as identified by members
- Reduce transactional friction in our engagements, making it easier for members to work with us and receive value

Areas of Focus/Key Deliverables:

- Create and execute a staffing plan that adequately resources the organization and WPP programs with the high-quality talent expected of WPP staff
- Solidify the organization's core functions, including finance, compliance, human resources, technology systems, legal and project and program management in line with industry best practices and processes
- Refine management practices, company culture and talent acquisition and retention in order to create a high performing environment
- Build information management practices, data analytics and reporting that create additional value for members

Strategic Area of Focus #3: Execute Programs and Services That Bring Value to Our Members and the Region

The third area of focus is on effective execution and operational excellence in our member programs and service offerings. While we prepare the organization for growth and potential expansion, we must focus on executing our programs in the most effective and efficient manner possible.

Goals:

- Ensure exceptional execution of WPP programs, focused on ensuring compliance, reliability and ease of participation for members
- Facilitate collaborative solutions to enhance reliability and enable efficient grid integration, by convening utilities and stakeholders throughout the region
- Curate deep knowledge and highly capable talent to provide industry-leading subject matter expertise to members, training programs, program committees and regional discussions
- Ensure sustainable funding for approved programs and commitments

Areas of Focus/Key Deliverables:

- Continue to collaborate with members to create pathways for growth of WPP-facilitated programs, expanding the value proposition of existing services
- Facilitate the ongoing operations of the Reserve Sharing Group (RSG) and Western Frequency Response Sharing Group (WFRSG) in support of member compliance obligations, while implementing program enhancements and onboarding new participants
- Implement the Western Resource Adequacy Program (WRAP), ensuring value to regional reliability and to members throughout program execution and transitioning to a binding program with a critical mass of participants
- Provide effective and high value transmission planning support through the implementation of Regional Transmission Planning Services (RTPS), the NorthernGrid services agreement and the Western Transmission Expansion Coalition (WestTEC)
- Expand training services in collaboration with members, while maintaining the training platform's high-quality and valued products
- Work with members to identify and respond to opportunities to expand our services as regional collaboration continues to grow and grid integration and transformation challenges evolve

Summary: Moving forward, there is a significant opportunity for WPP to continue to add value to members and the western region, setting the stage for a strong, high-value partnership in the next five years.

Our strategic plan lays a foundation for focus and execution. WPP is a trusted partner today because of its member-driven processes and its collaborative engagement with members around prioritization and resource utilization. WPP needs to continue to evolve and refine the way we work with our members to create value and efficiency, as well as tangible improvements in regional reliability. In addition, we seek to improve levels of engagement and coordination with our members and regional stakeholders to increase the value brought to them by WPP.

WPP will continue to effectively deliver member programs and shared services, collaborative solutions for reliability, transmission planning and resource sharing, as well as provide west-wide information and insights to add significant operational value to our members and the western region. We will also build organizational infrastructure both to create scalability in our capabilities and to be able to respond to opportunities that may emerge and that fit within the scope of this Strategic Plan.

The next five years will bring increasingly complex dynamics and the need for stronger collaboration and convening across members and regional stakeholders to meet resource adequacy and reliability needs. We are excited to employ our expertise to contribute to both solving these challenges and realizing the opportunities that this evolving environment creates. We look forward to engaging collaboratively with our members to respond and serve in the highest value manner possible over the coming years.



To: WPP Board
From: WPP Staff
Date: November 27, 2024
Meeting Date: December 12, 2024

Subject: Update to Summer 2025 September WRAP Forward Showing Planning Reserve Margin for the MidC Subregion

Recommended Action:

Staff recommends the Board of Directors approve an updated September value for the previously approved Forward Showing (FS) Planning Reserve Margins (FSPRMs) for the Western Resource Adequacy Program (WRAP) 2025 Summer Season in the MidC Subregion.

Background

The FERC approved WRAP Tariff allows for Forward Showing Planning Reserve Margins (FSPRMs) for a Season to be approved by the Board of Directors following an Advance Assessment of reliability metrics. The Board of Directors previously approved the Summer 2025 FSPRM values (for all four Summer 2025 months, and for both Subregions) on January 31, 2024.

Summer 2025 is in the WRAP Transition Period (Summer Season 2025 through Winter Season 2027-2028 – or through Winter 2028-2029 in the proposed Tariff change filed at FERC), however no WRAP Participants elected Summer 2025 as their initial Binding Season (i.e. Deficiency Charges and/or Delivery Failure Charges will not be assessed). WRAP will run in a non-Binding manner for Summer 2025.

The 16.2% value was the result of preliminary Loss of Load Expectation (LOLE) simulation results that were later refined but for which the changes were not properly documented. All other monthly FSPRM values approved by the Board in January 2024 were a result of the LOLE study performed with the updated assumptions. Staff recommends the Board of Directors approve an updated Summer 2025 September FSPRM value of 14.2% in the MidC Subregion.

As designed, the WRAP is intended to focus on two distinct operating seasons: Summer and Winter. As such, a separate PRM is calculated for each Binding Season based on a LOLE metric that is calculated separately for each season. In Sections 16.1.2.1, 16.1.2.3, 16.2.5.2.2, concerning the FSPRM, the Tariff revisions filed on November 27, 2024 revise the references to “annual LOLE” to “Seasonal LOLE” and provide other related changes to clarify how this reliability metric will be calculated. Because there is a Summer Season and Winter Season in each year (and, indeed, the Winter Season spans into the next calendar year) the current tariff reference to “annual LOLE” was unclear as to how this metric would be calculated. Therefore, the change from “annual” to

“Seasonal” LOLE clarifies that the Program Operator will calculate this metric on a seasonal basis for the Forward Showing Program. In other words, the Tariff revisions clarify that the FSPRM is intended to ensure the LOLE for the applicable year does not exceed one event for the Summer Season and Winter Season, but not one LOLE across both seasons. The LOLE used to determine the FSPRMs in this memorandum were calculated using the seasonal LOLE methodology, in accordance with intended design and the proposed revised Tariff.

Present State

The Forward Showing for Summer 2025 was due October 31, 2024, and was the first Forward Showing undertaken using SPP’s Engineering Data Submission Tool (EDST). EDST included 16.2% as the September 2025 FSPRM value for the MidC Subregion. SPP as the Program Operator is currently working on validating the FS Submittals for Summer 2025. The validations must be completed by December 30, 2024, after which the Participants must resolve or “cure” any deficiencies in their Forward Showing. Board adoption of staff’s recommendation would allow SPP to perform the validations relative to the correct 14.2% FSPRM for September in the MidC Subregion.

Participant Communication

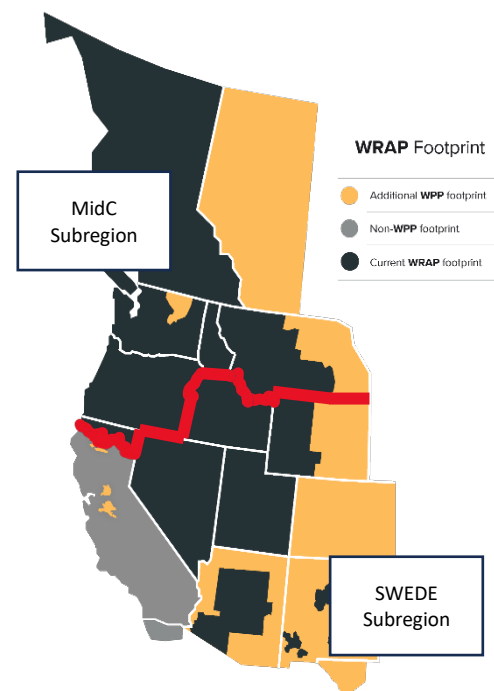
At the November 14, 2024 Resource Adequacy Participant Committee (RAPC) meeting, Staff discussed the need for an updated September 2025 MidC FSPRM and the plan to ask for Board of Directors approval. No Participants expressed issue with the plan to correct the September 2025 FSPRM value for MidC.

FSPRMs

Staff has included a table of the FSPRMs for Summer Season 2025 with the updated value in **red**.

Subregion	June	July	August	September
Mid Columbia (MidC)	26.2%	14.5%	16.1%	14.2%
Southwest and East Diversity Exchange (SWEDE)	18.6%	14.4%	13.7%	26.1%

FSPRMs are applied to Participants’ 1-in-2 peak load for each month of the binding season (monthly P50



Peak Load Forecasts) to arrive at a Participant's FS Capacity Requirement, in accordance with the Tariff and supporting documentation.

Conclusion: Staff recommends the Board of Directors approve the updated September 2025 MidC FSPRM value for the WRAP Summer Season 2025 on December 12, 2024, based on:

- a. the Program Operator deadline to validate Participants' Summer 2025 Forward Showing Submittals by December 30, 2024; and
- b. execution of the established Summer 2025 Advance Assessment study scope to derive correct FSPRM values, as provided.

DRAFT



WESTERN RESOURCE ADEQUACY PROGRAM

Review of preliminary, non-binding WRAP regional data for the current participating footprint for the Summer 2026 and advisory data for the Summer 2029 season

December 12, 2024

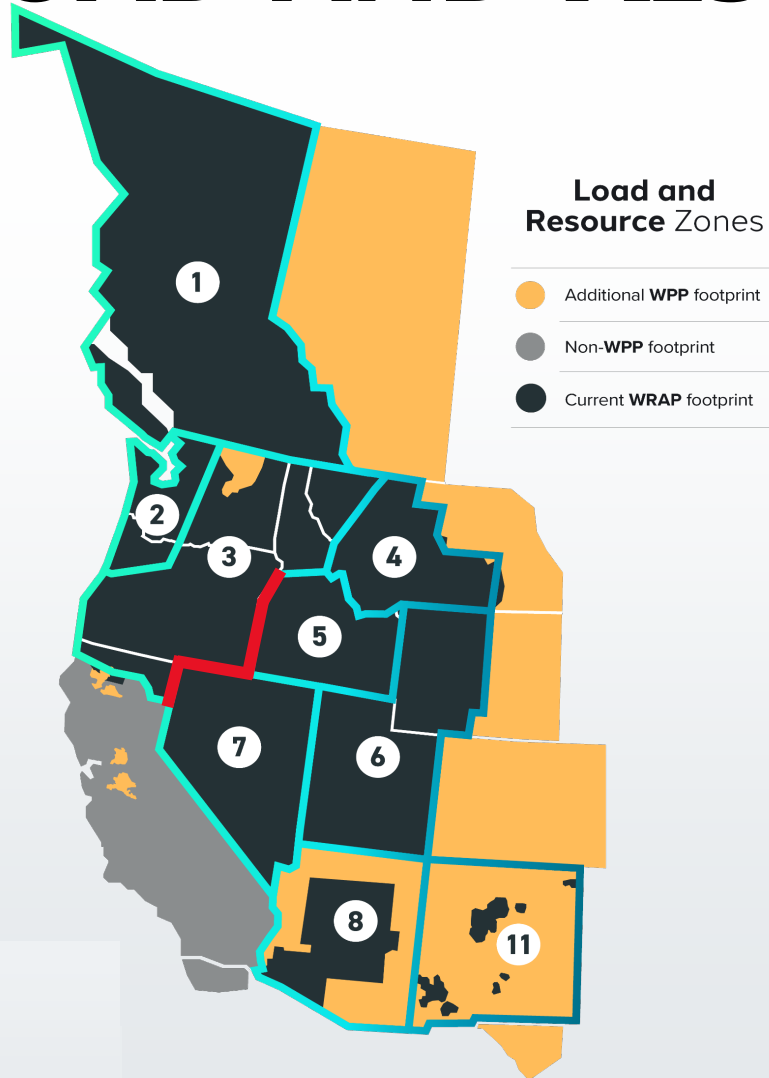
TODAY'S OBJECTIVES

- » Provide an overview of the loads and resources in the WRAP footprint
- » Provide an overview of installations and nameplate for wind and solar
- » Provide an overview of the Qualifying Capacity Contributions (QCC) and Effective Load Carrying Capability (ELCC) values for each resource class
- » Provide an overview of Planning Reserve Margin values (PRM)

BEFORE WE BEGIN

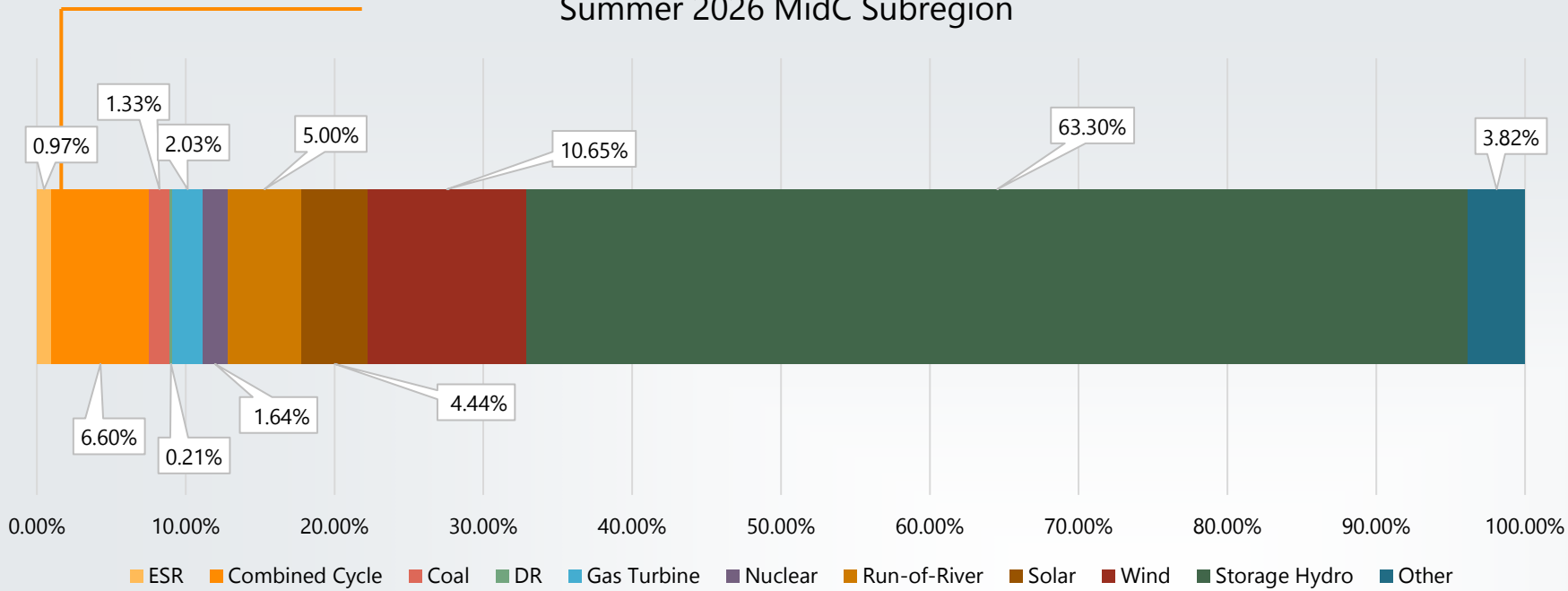
- » Modeling provided utilizes WRAP program design, assuming full binding implementation of the WRAP as designed
- » Modeling was performed based on the WRAP footprint as of 2024
 - Included all twenty-two WRAP Participants
 - Changes to WRAP participation may impact these metrics
 - These assessments cannot account for adequacy needs or activities of non-participating load or resources
- » Be aware of the limits of drawing regional conclusions from aggregate information
 - Information is best applied at individual LREs; WRAP's scope does not include matching LREs in need of additional forward procurement with available resources
 - It cannot be assumed that all resources modeled in the loss of load expectation study will be available to the WRAP footprint
 - Planned outages are not considered; they will be managed by LREs from their surplus

LOAD AND RESOURCE ZONES

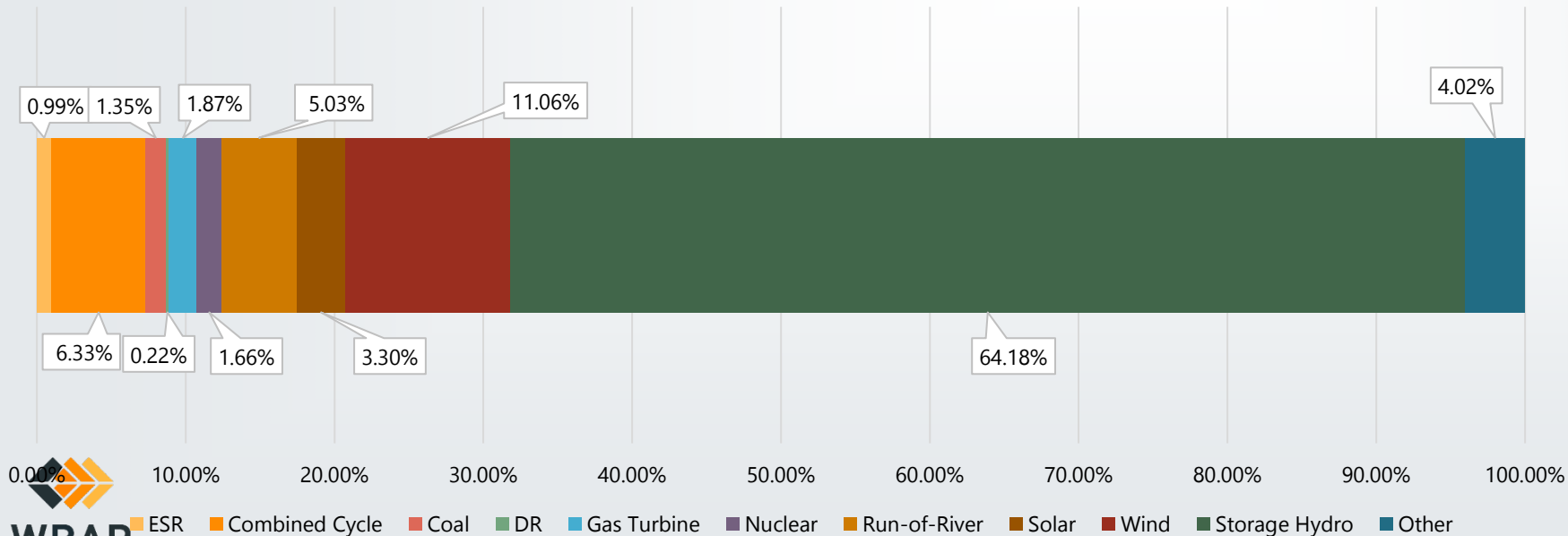


Subregion	Zone	Geographical Description
MidC	Zone 1	British Columbia
	Zone 2	West of Cascades
	Zone 3	East of Cascades
	Zone 4	NorthWestern
SWEDE	Zone 5	Idaho Power
	Zone 6	PacifiCorp East
	Zone 7	Nevada
	Zone 8	Arizona
	Zone 11	New Mexico

Summer 2026 MidC Subregion



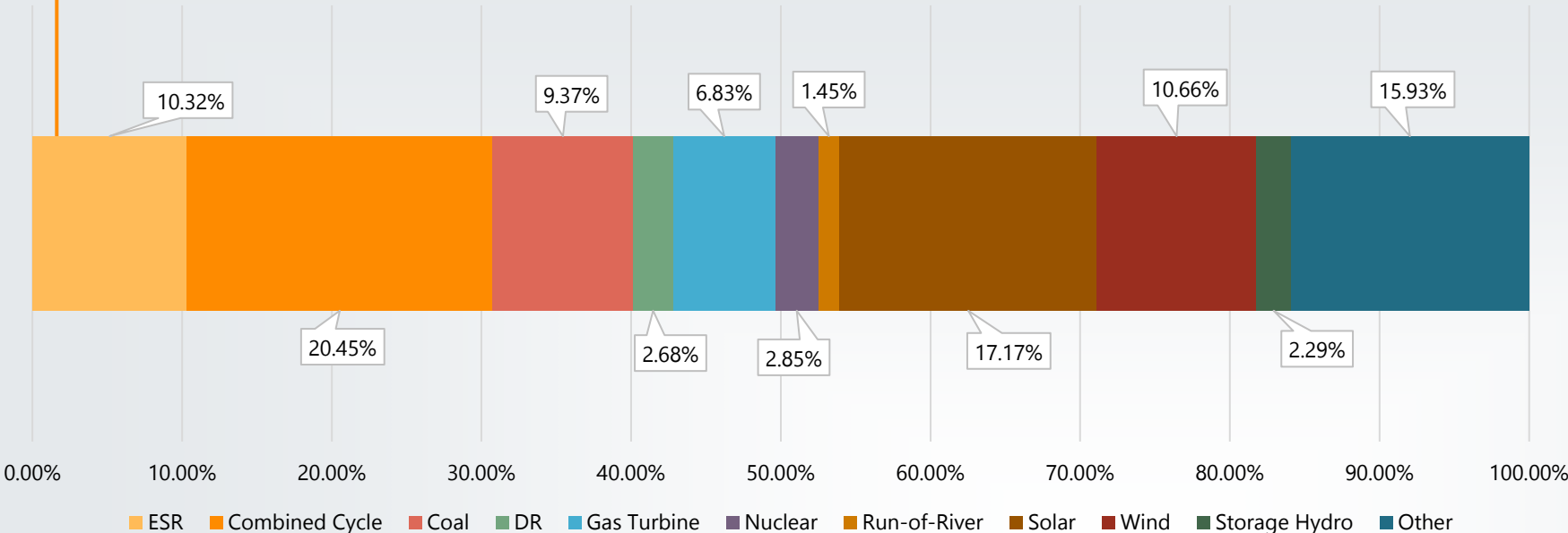
Summer 2029 MidC Subregion



MidC SUBREGION SUMMERS

Percentage

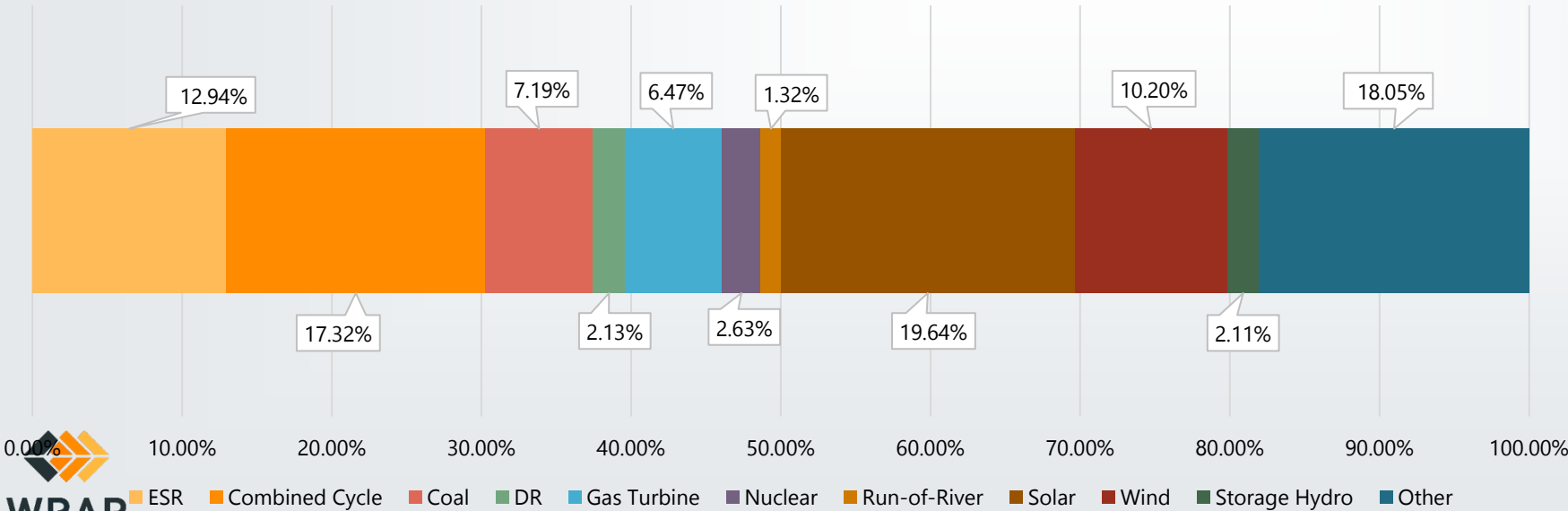
Summer 2026 SWEDE Subregion



SWEDE SUBREGION SUMMERS

Percentage

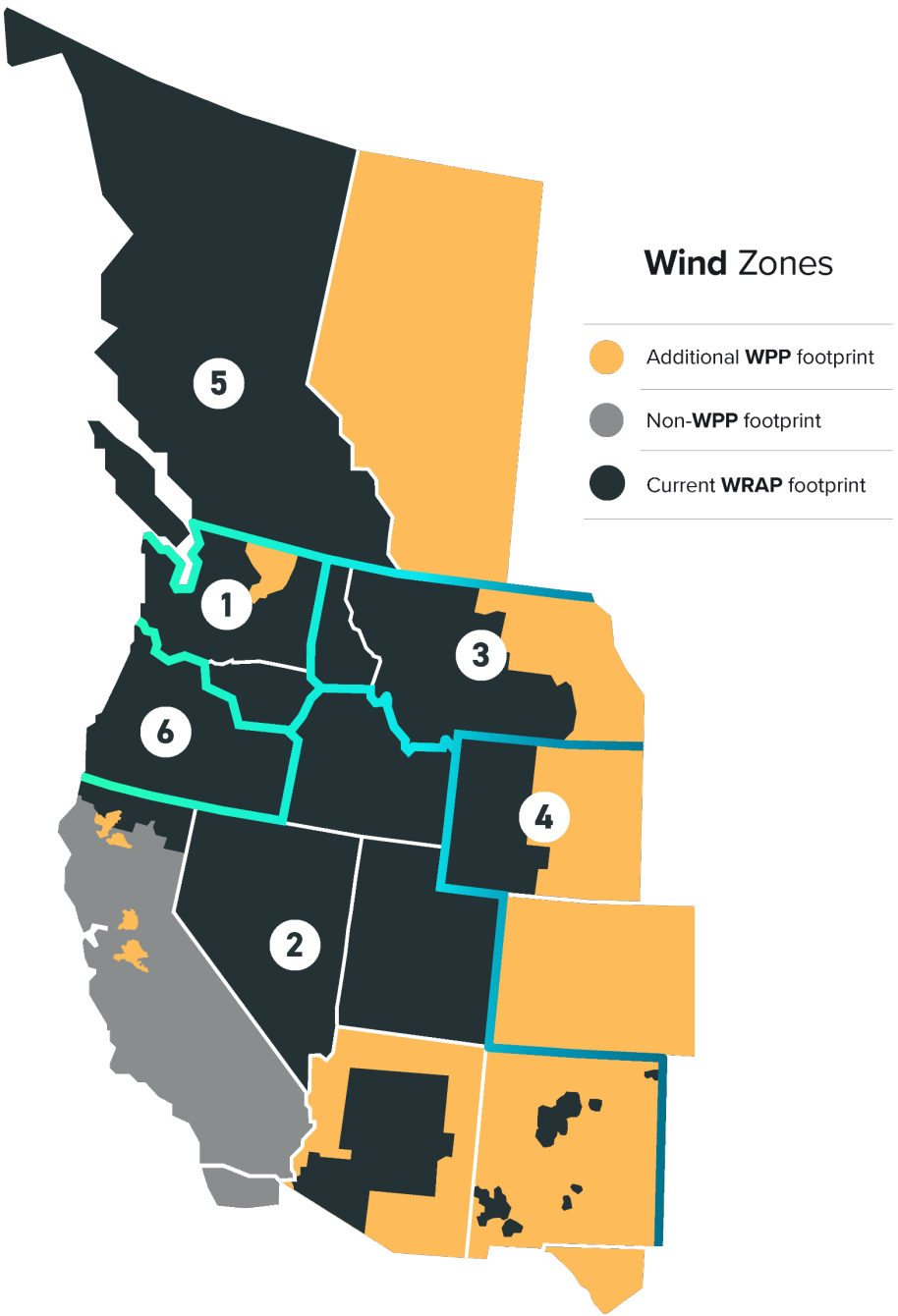
Summer 2029 SWEDE Subregion



KEY REMINDERS

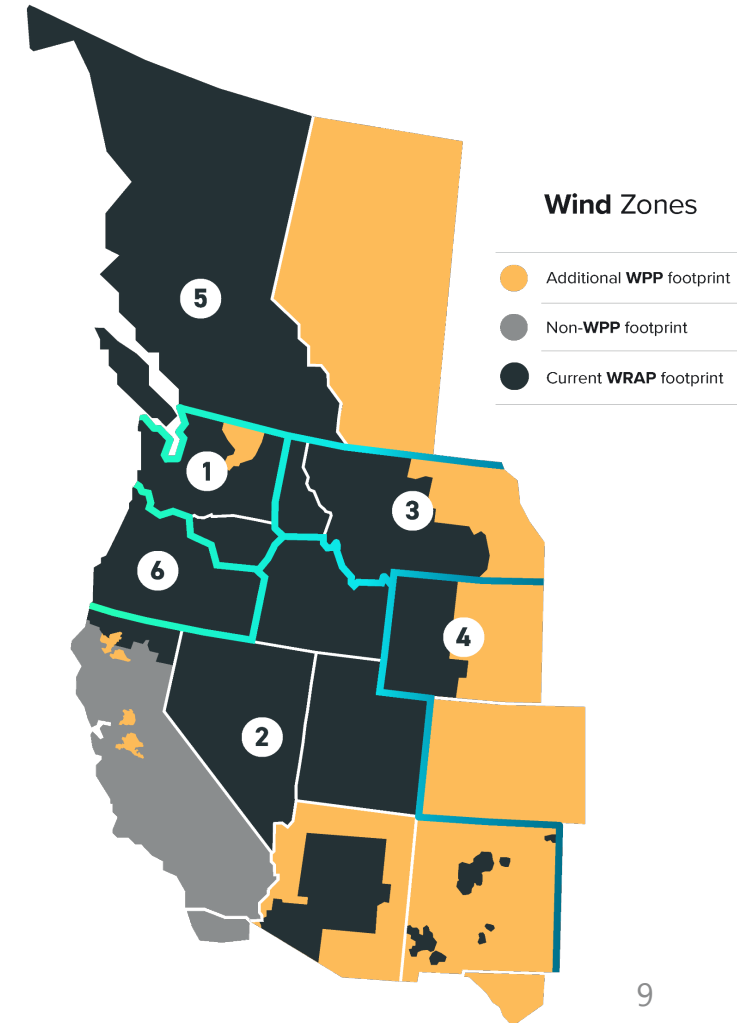
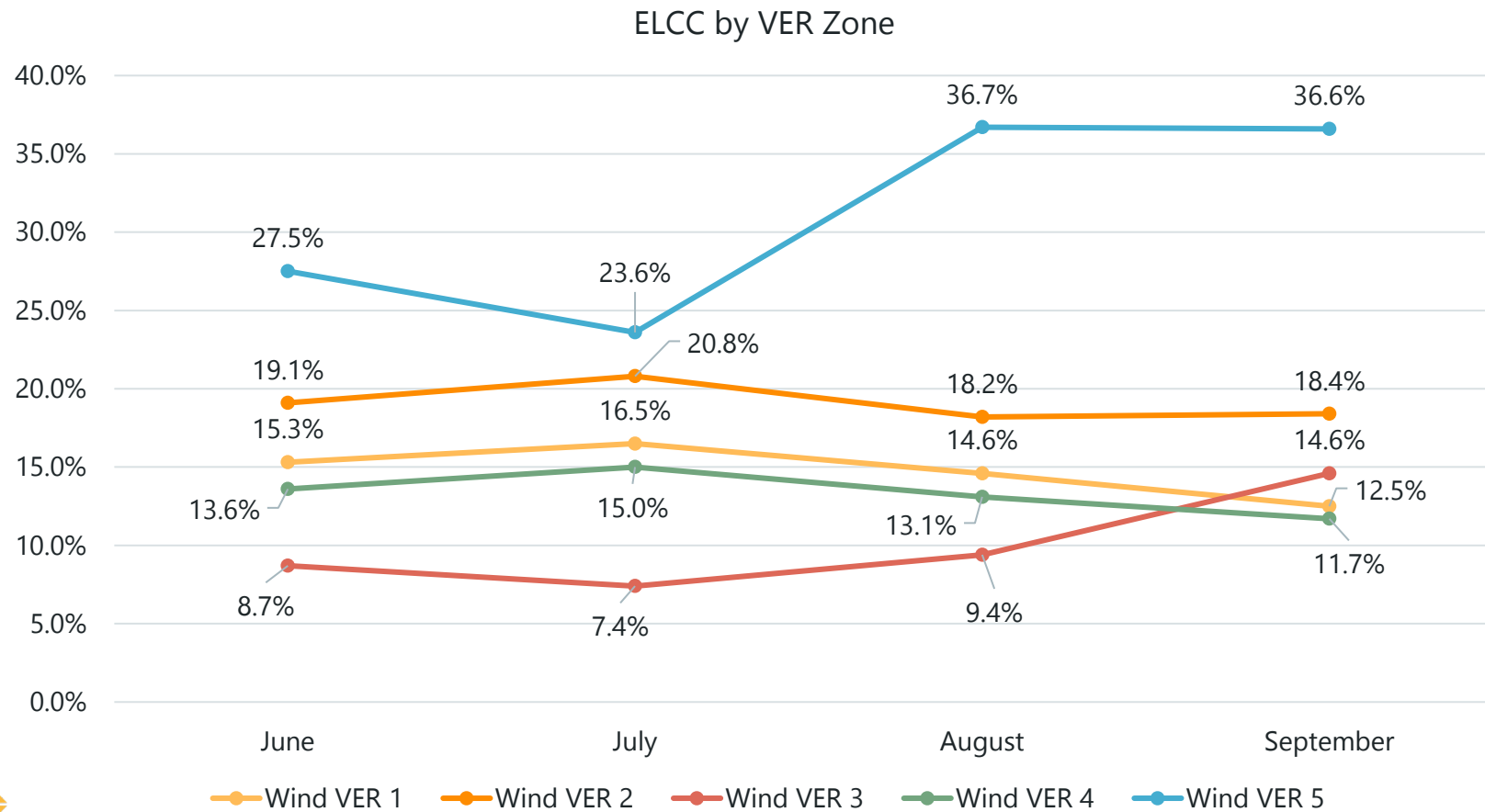
- » Not all resources shown in the preceding slides can be assumed to be available to the WRAP footprint for resource adequacy purposes
 - Planned outages are not considered; they will be managed by LREs from their surplus
 - Does not account for activities and needs of neighboring, non-participating regions or entities
 - Based on information and projections provided by participants
- » Aggregate information does not give insight into whether individual participants have enough supply
 - WRAP motivates participants to acquire the necessary capacity
 - Cannot assume this has yet happened or will happen without binding implementation of WRAP

WIND ZONES



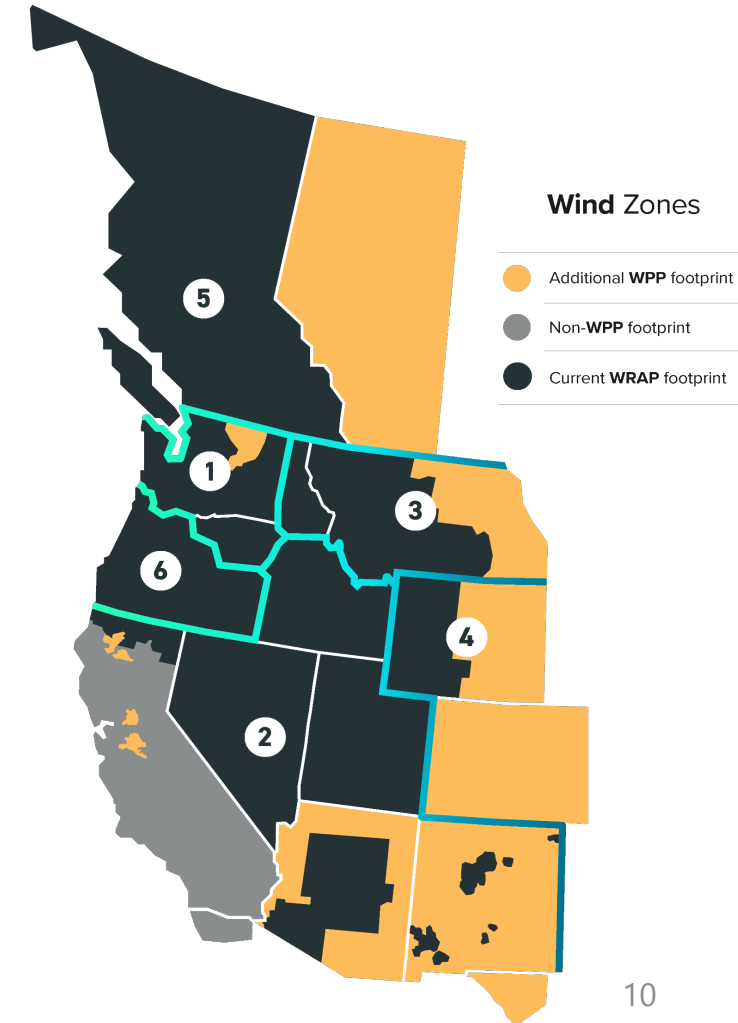
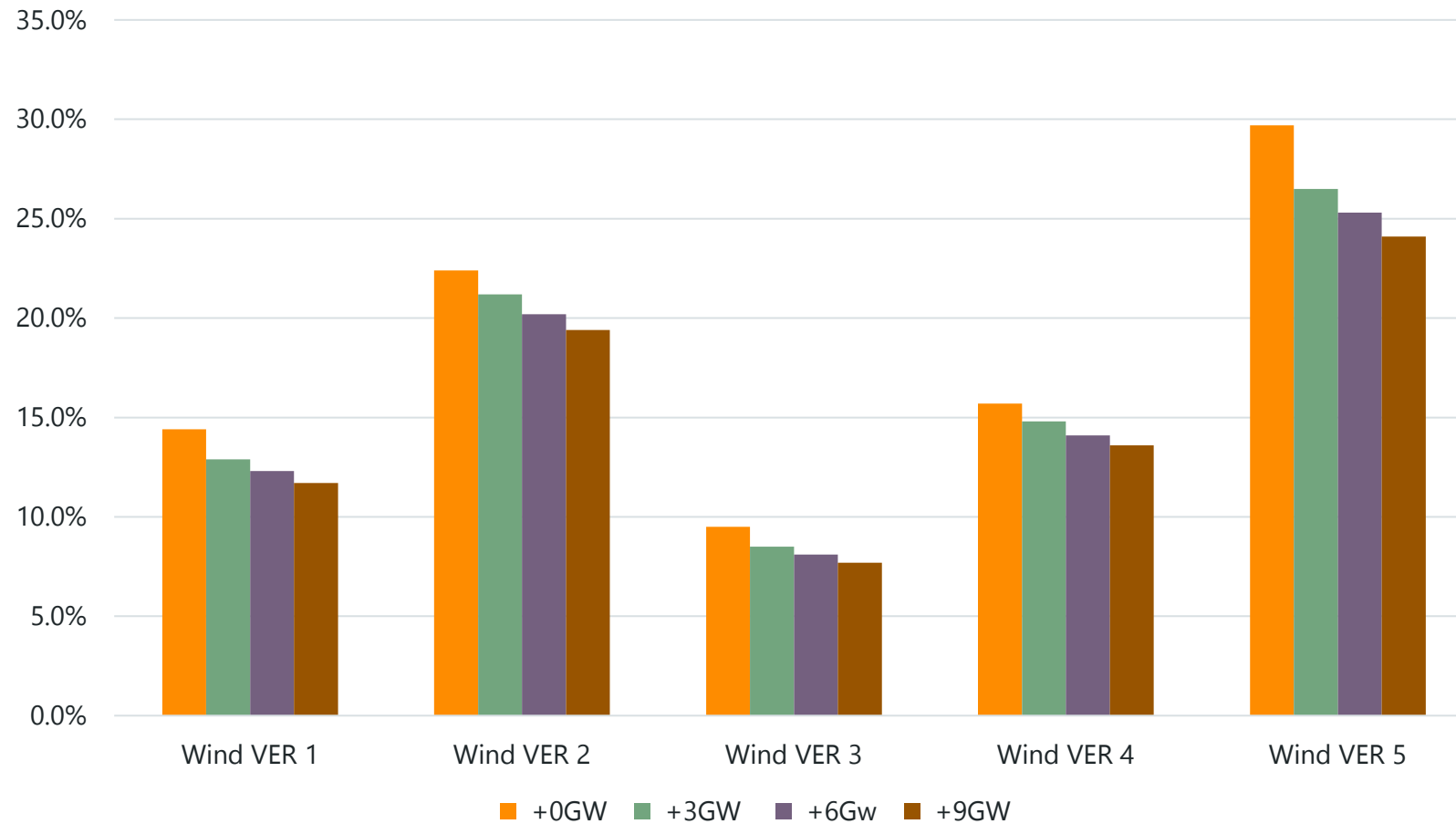
Zone	Nameplate Capacity (MW)
Wind VER1	4,938
Wind VER2	3,488
Wind VER3	1,658
Wind VER4	4,478
Wind VER5	747
Wind VER6	No wind
Total	15,309

WIND ELCC - SUMMER



WIND ELCC

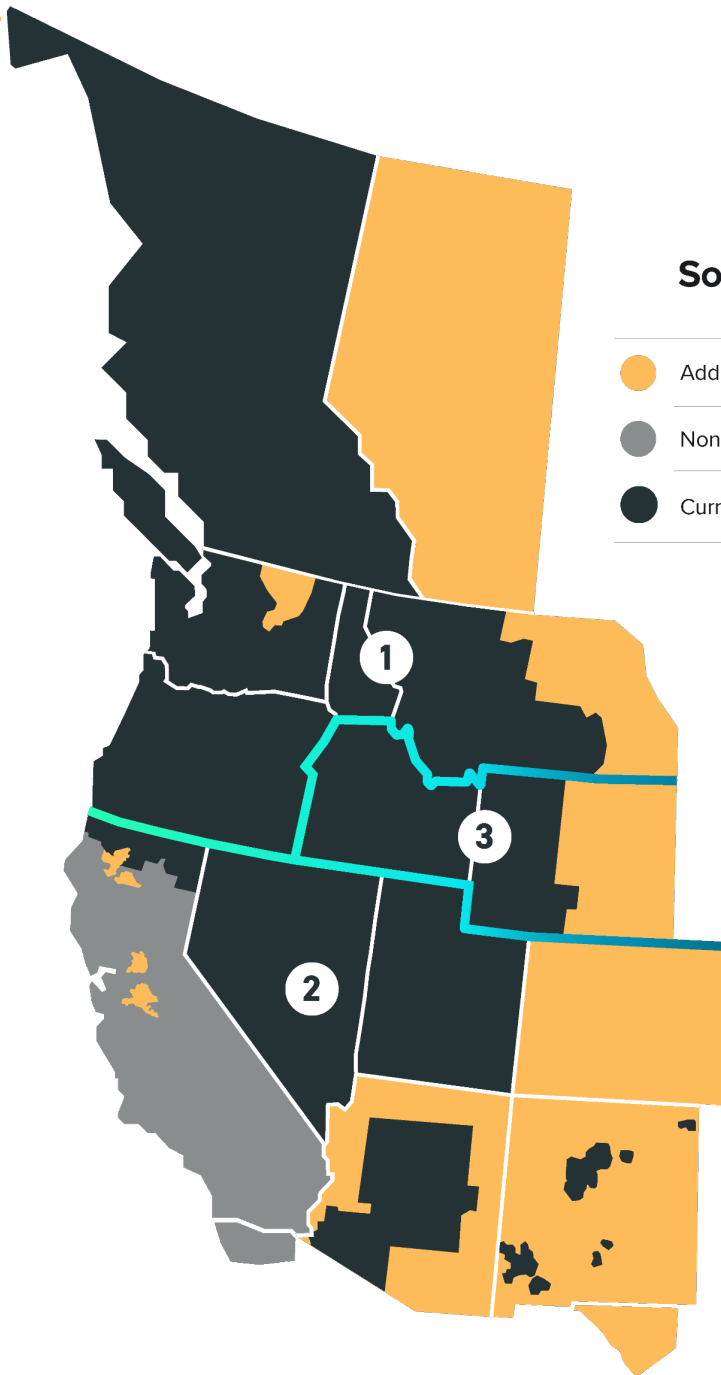
WIND AT INCREMENTAL GW INSTALLATIONS



SOLAR ZONES

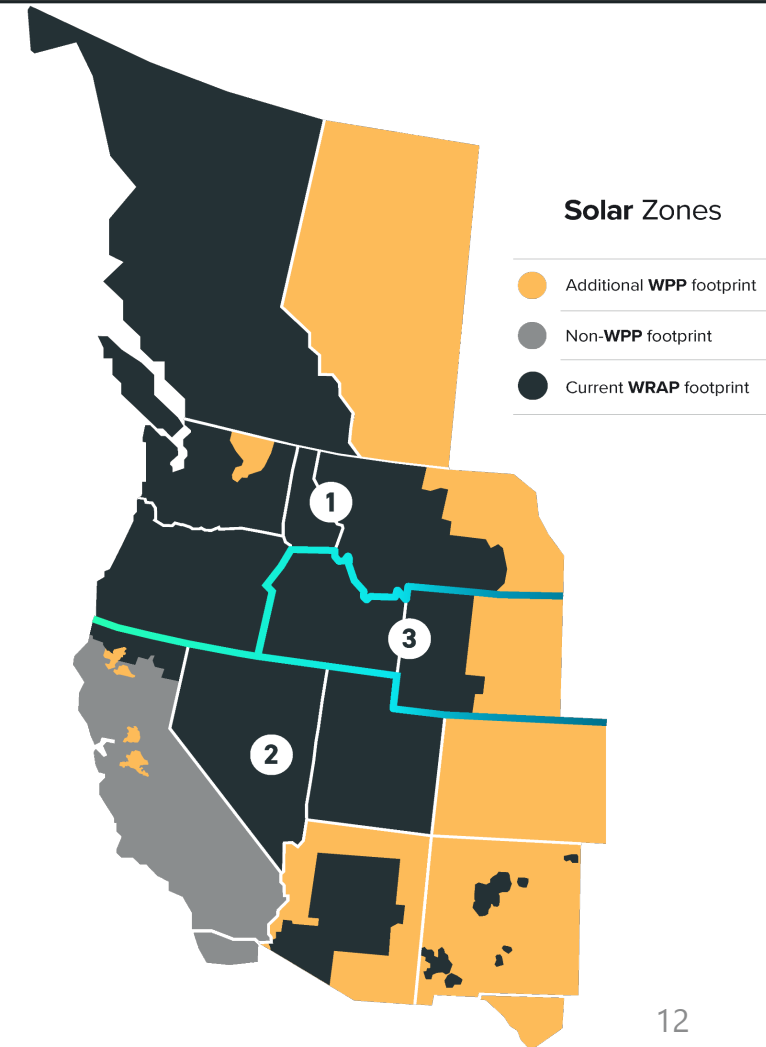
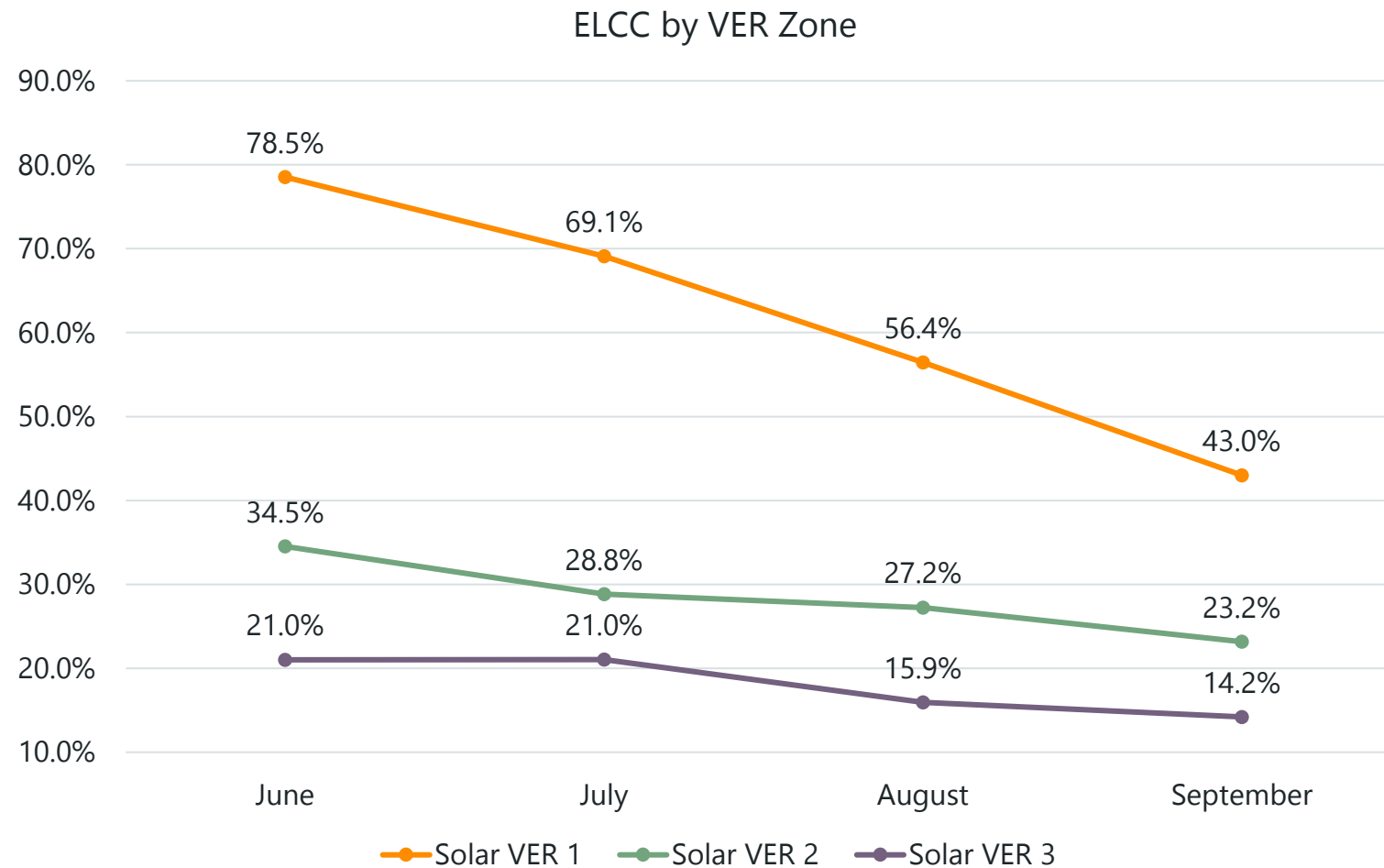
Solar Zones

- Additional **WPP** footprint
- Non-**WPP** footprint
- Current **WRAP** footprint



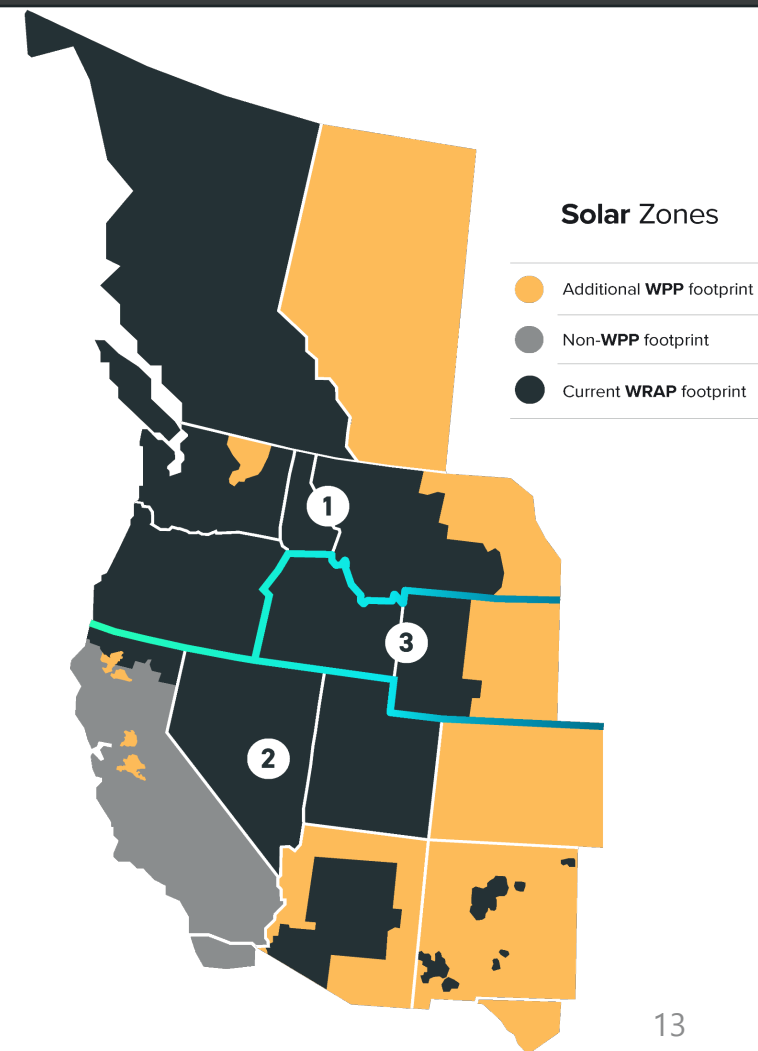
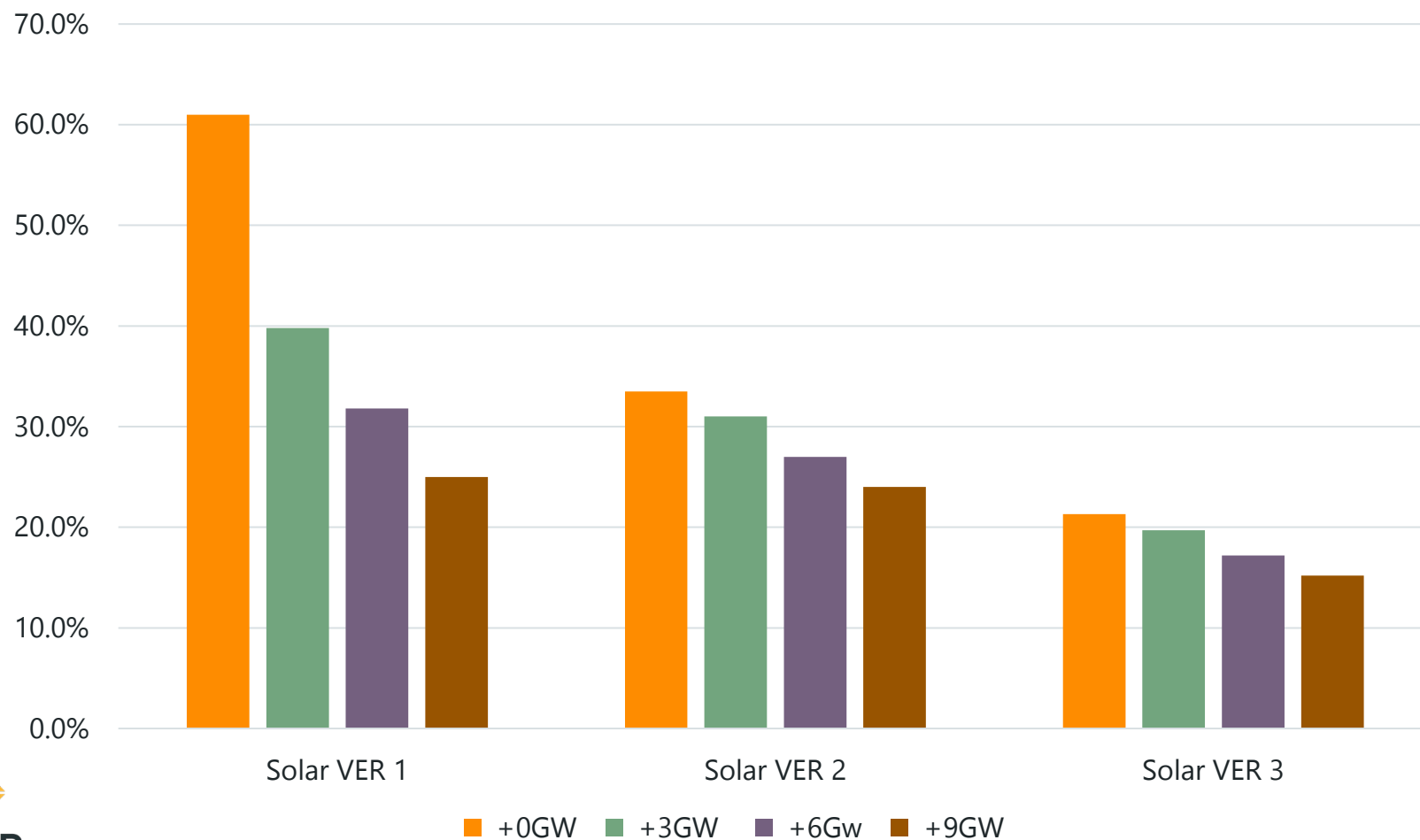
Zone	Nameplate Capacity (MW)
Solar VER1	2,140
Solar VER2	12,829
Solar VER3	919
Total	15,888

SOLAR ELCC - SUMMER

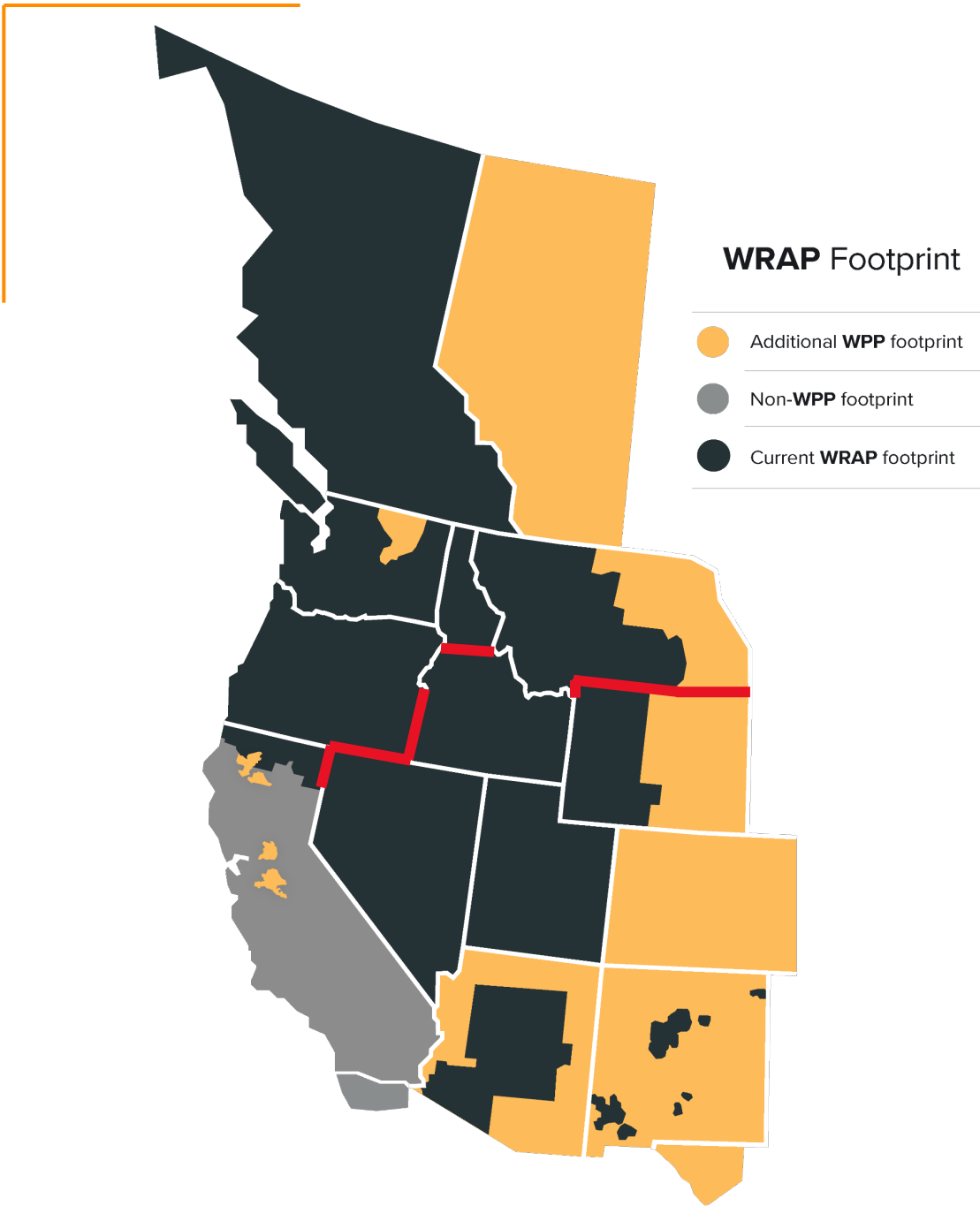


SOLAR ELCC

SOLAR AT INCREMENTAL GW INSTALLATIONS

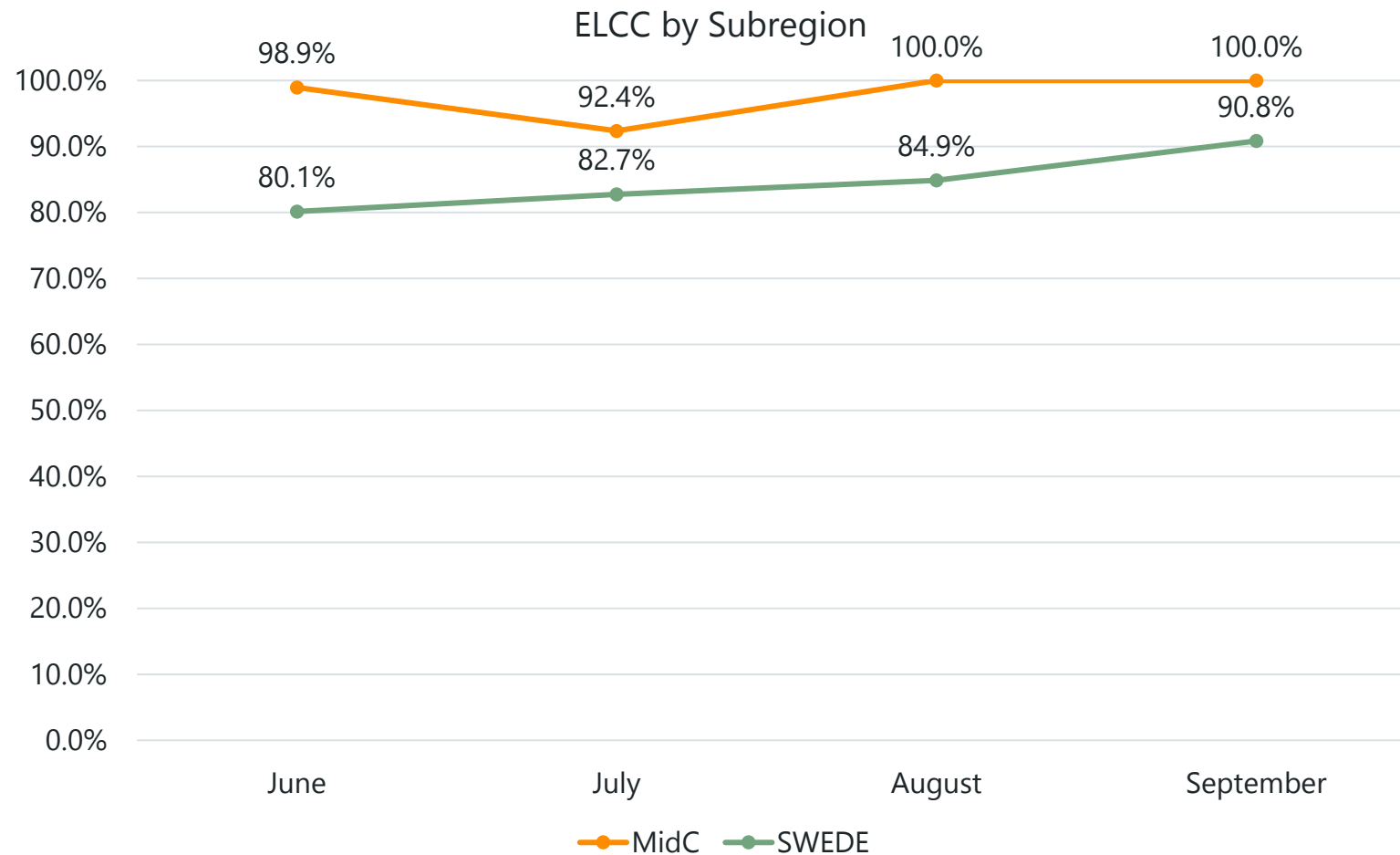


ENERGY STORAGE RESOURCE (ESR) ZONES



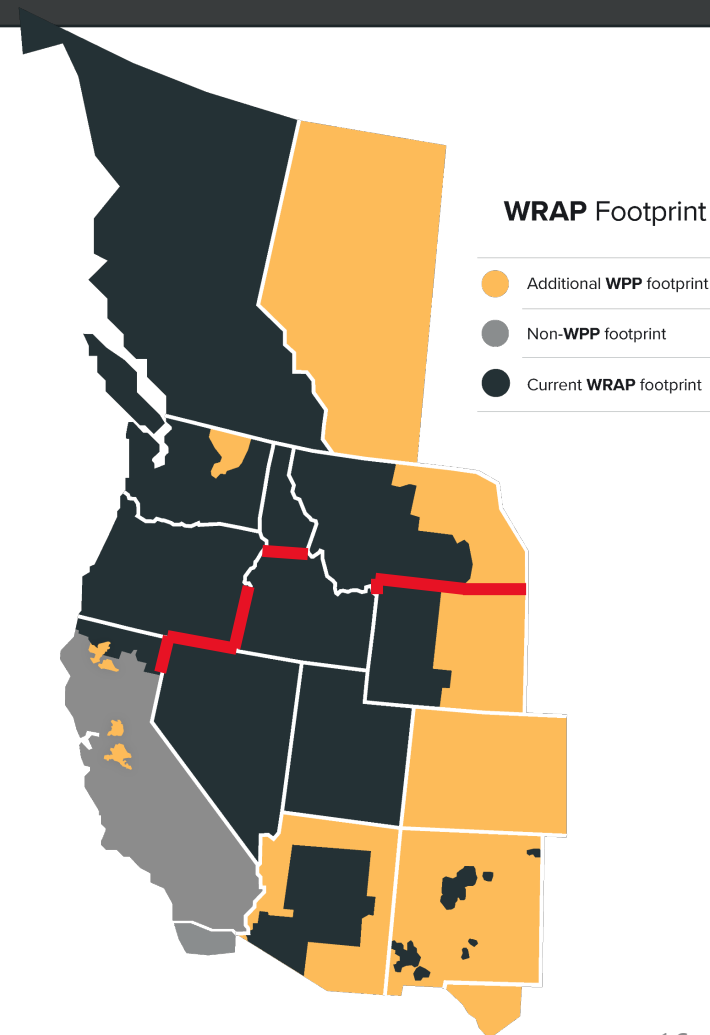
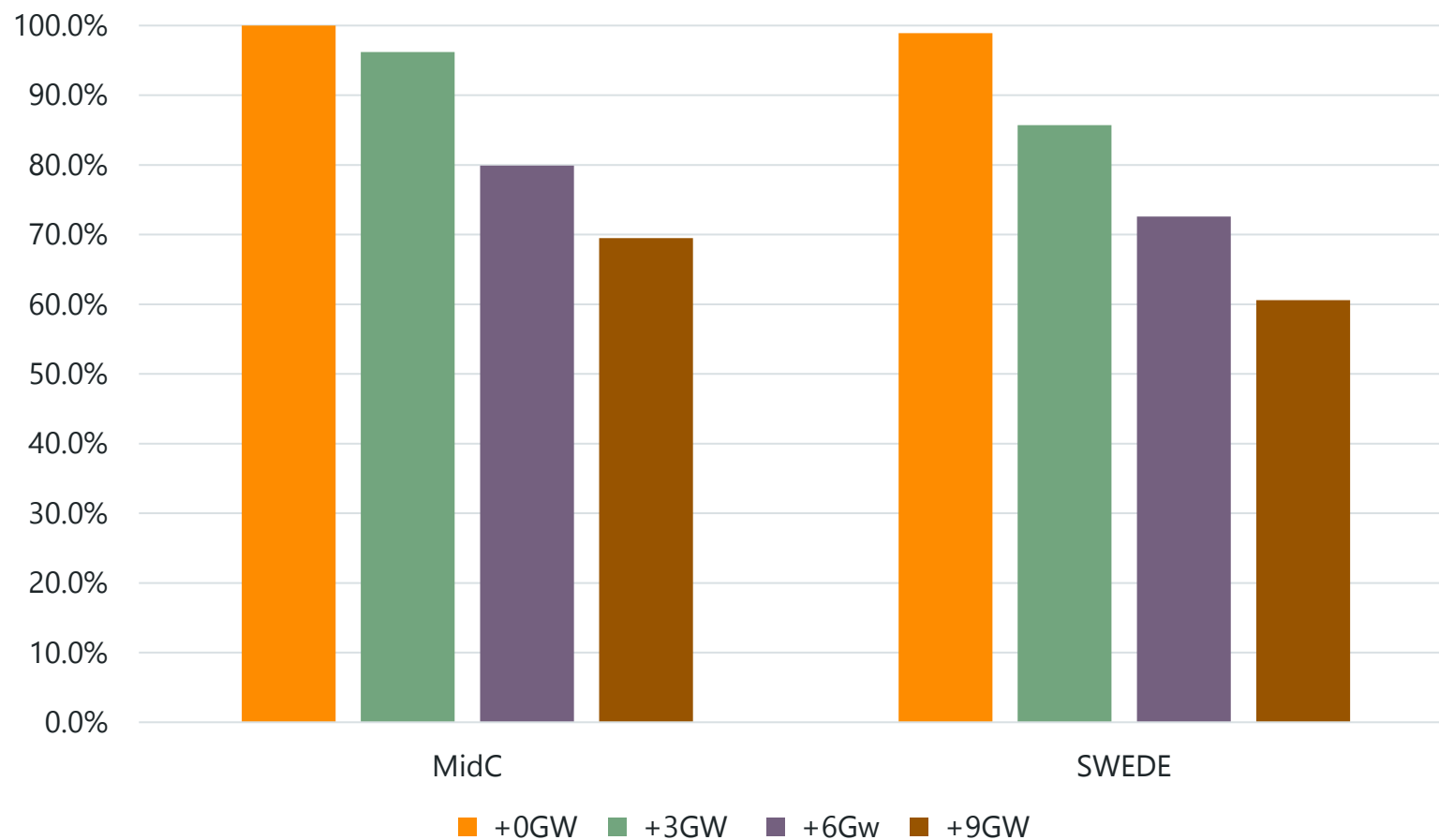
Subregion	Nameplate Capacity (MW)
MidC	670
SWEDE	7,705
Total	8,375

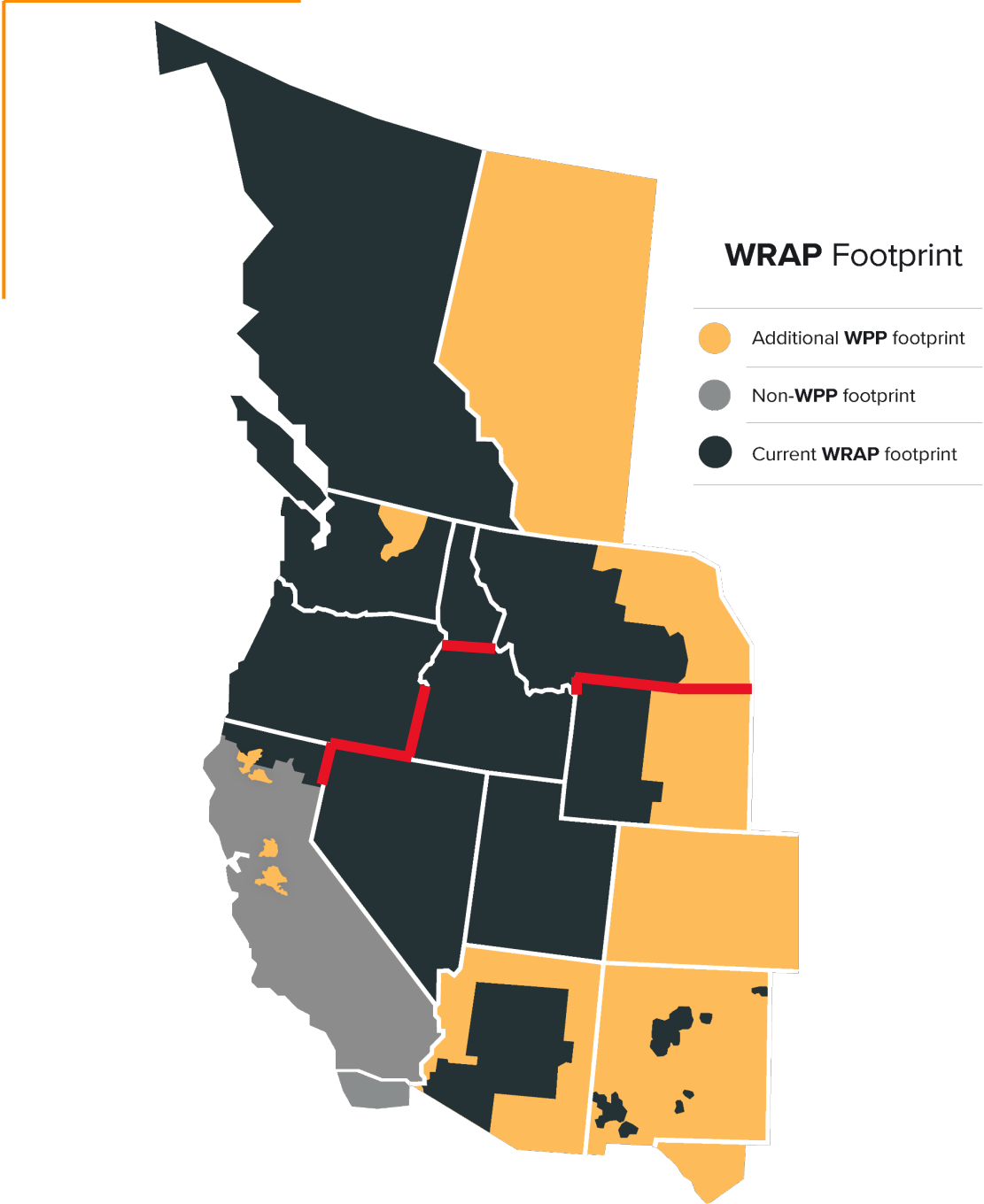
ESR ELCC - SUMMER



ESR ELCC

ESR AT INCREMENTAL GW INSTALLATIONS

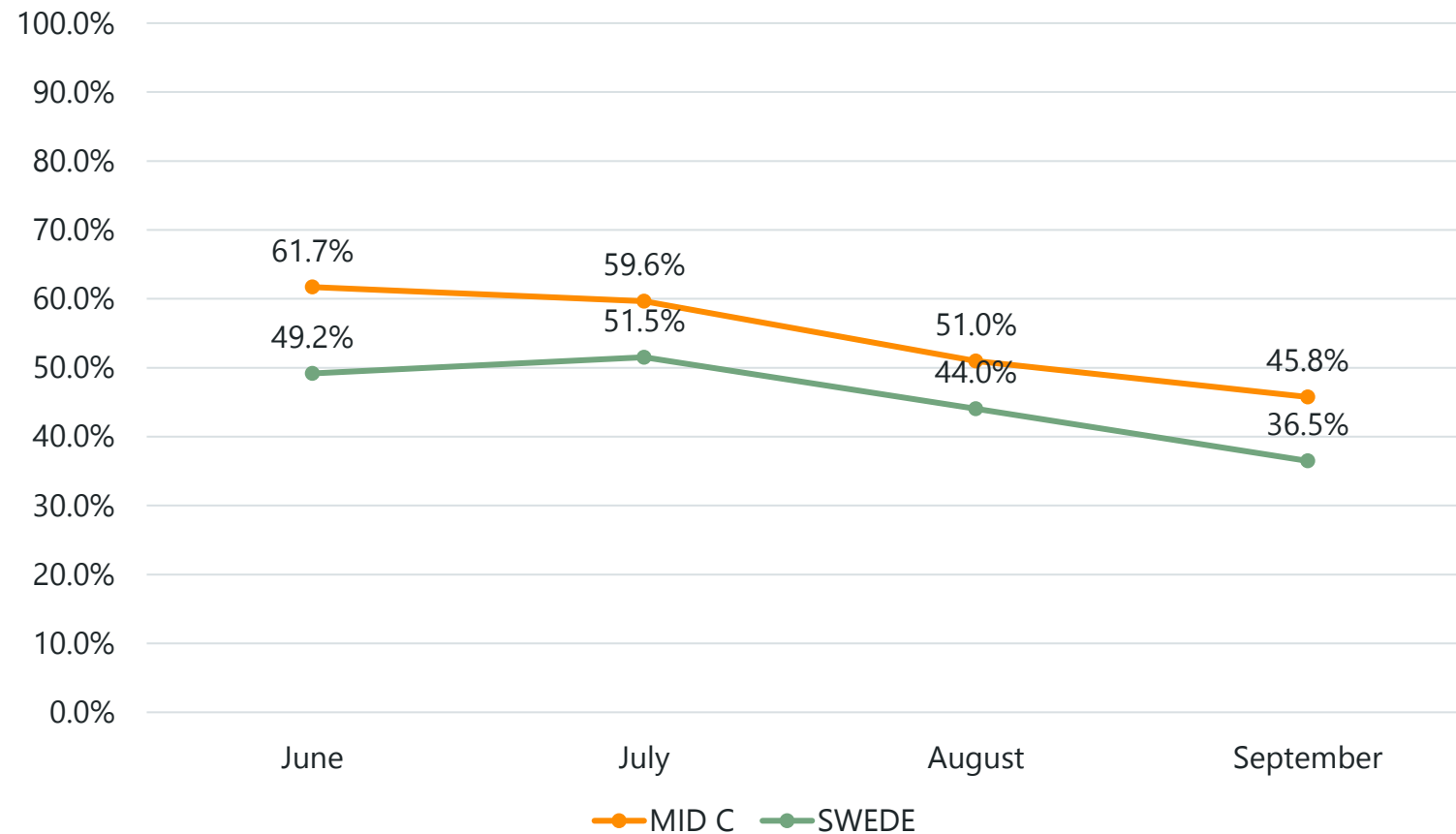




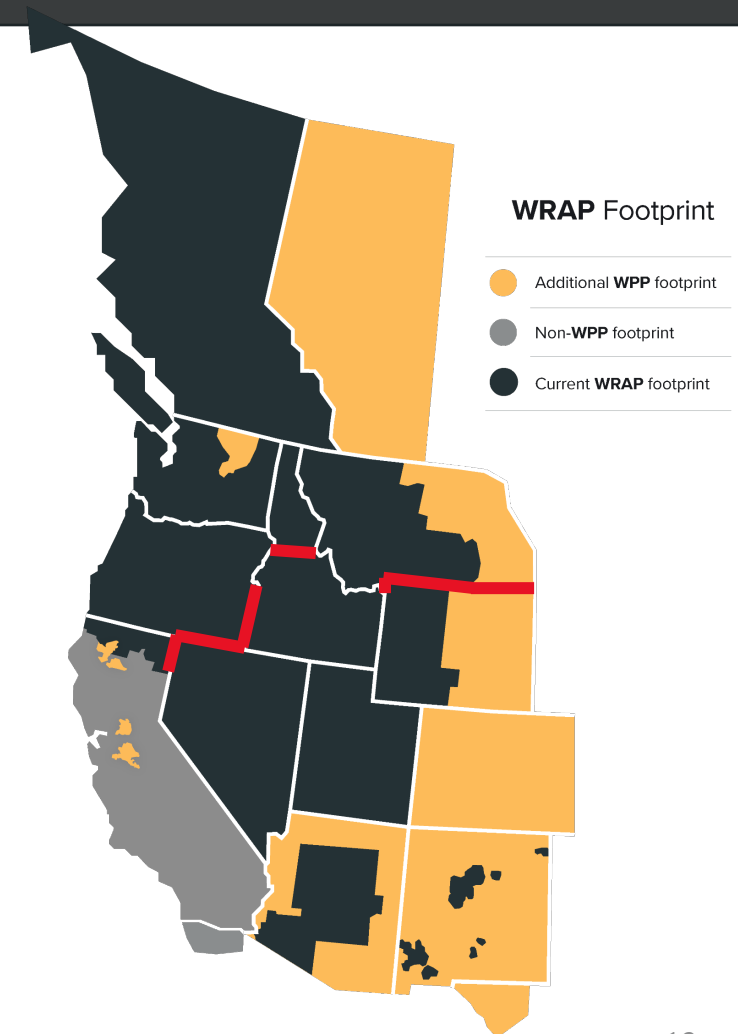
RUN OF RIVER (RoR) ZONES

Subregion	Nameplate Capacity (MW)
MidC	3,449
SWEDE	1,080
Total	4,529

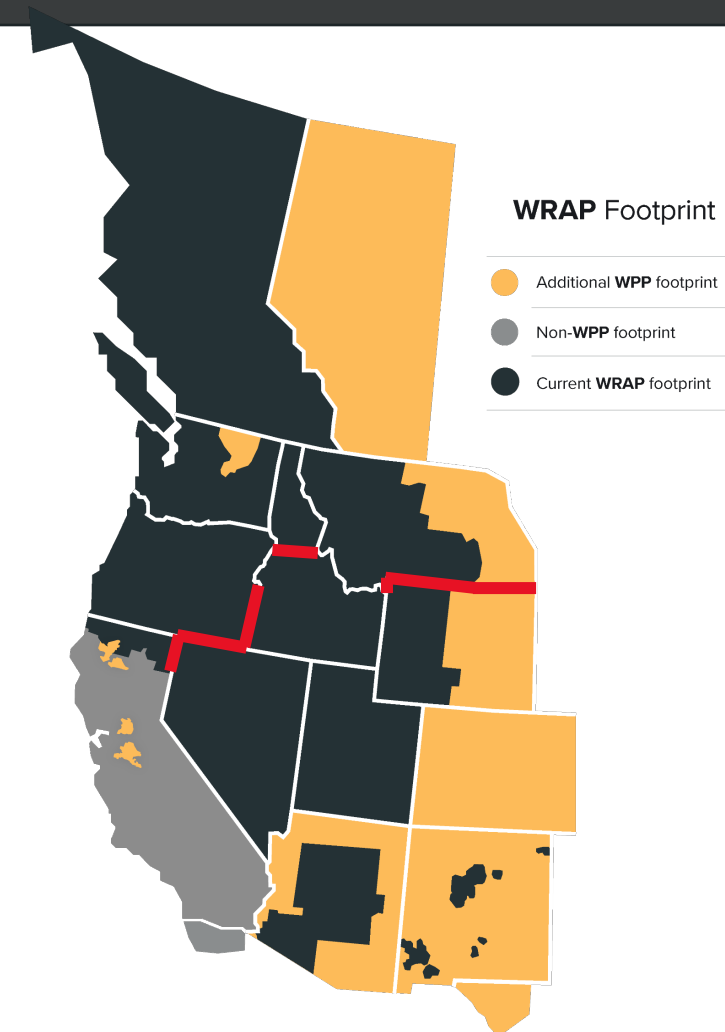
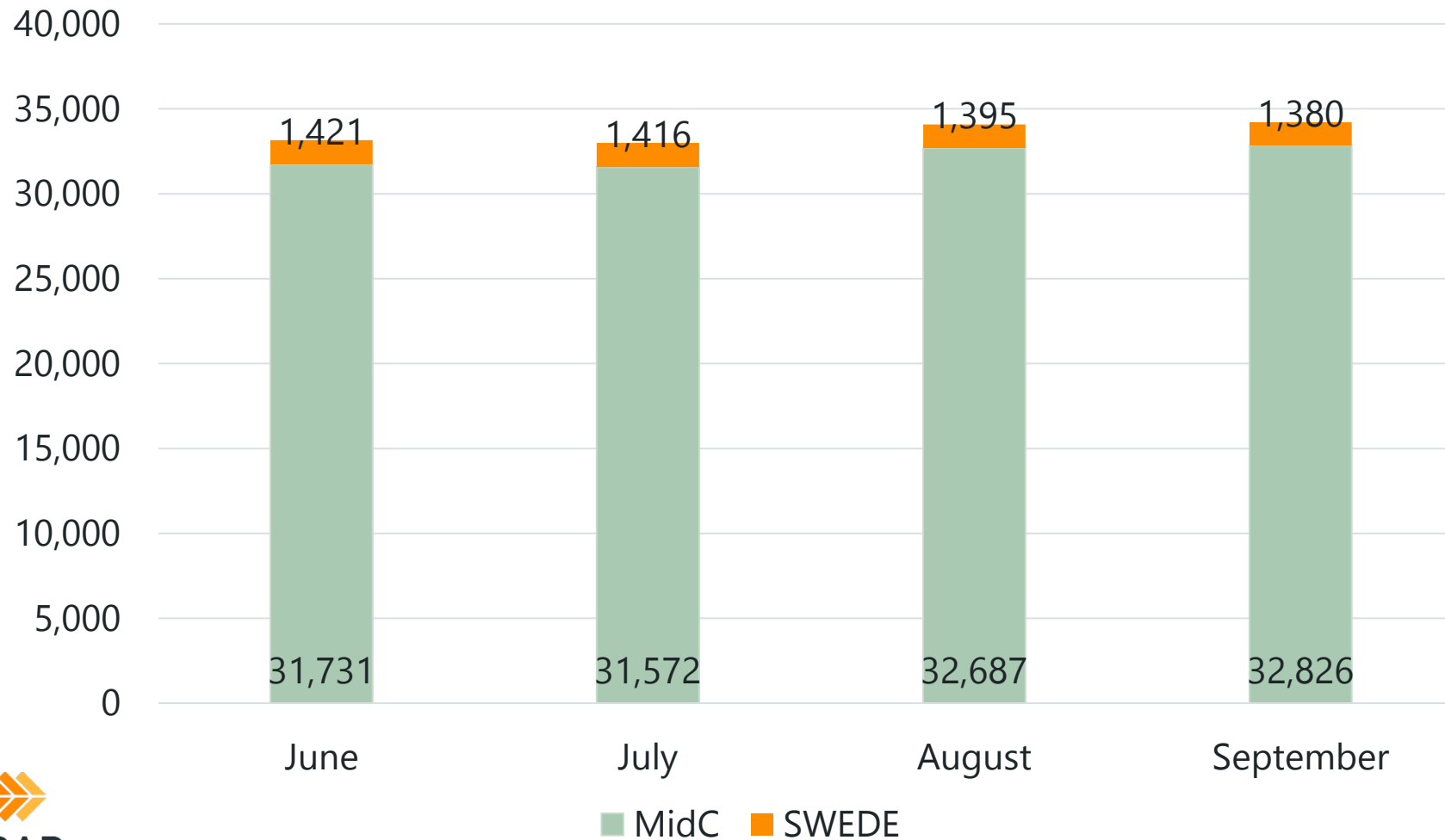
RoR QCC - SUMMER



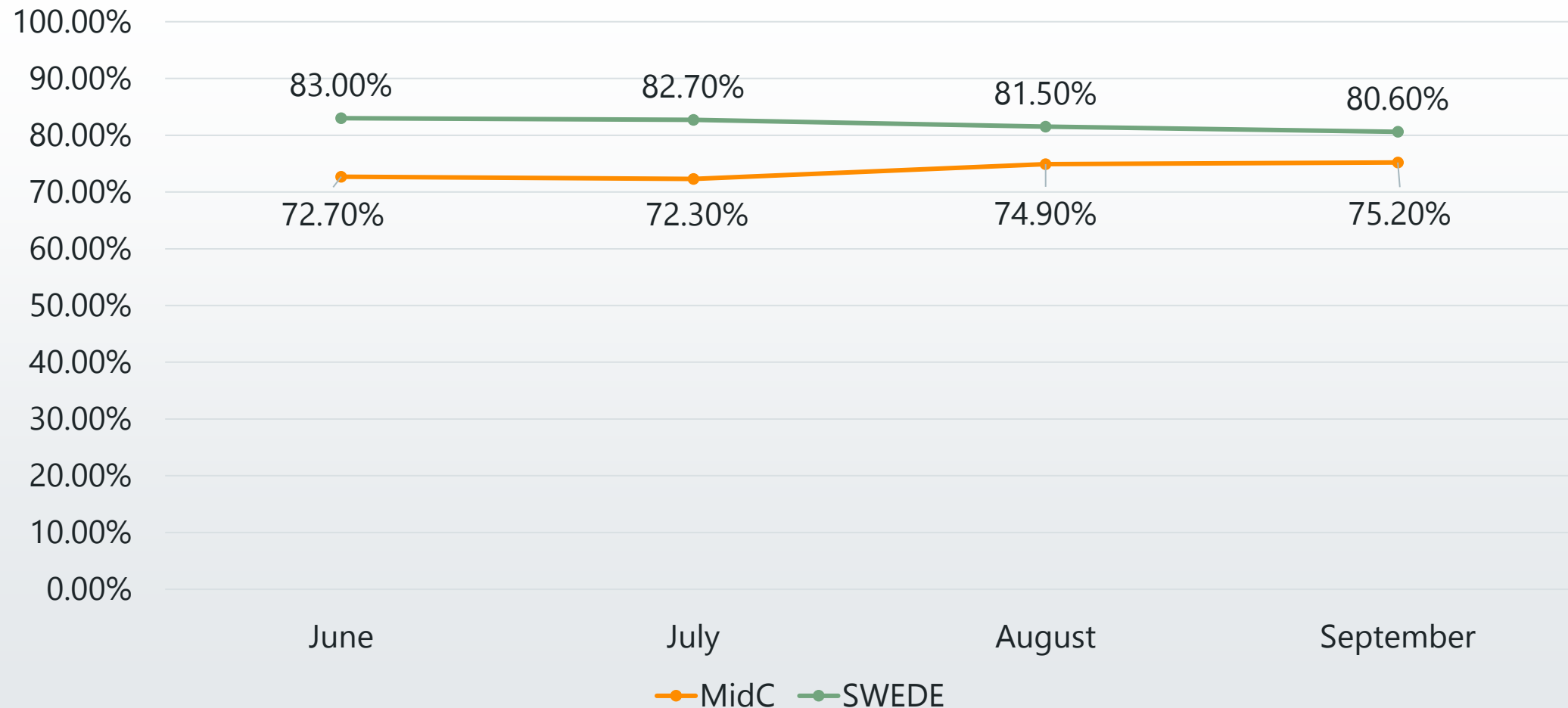
THERMAL QCC



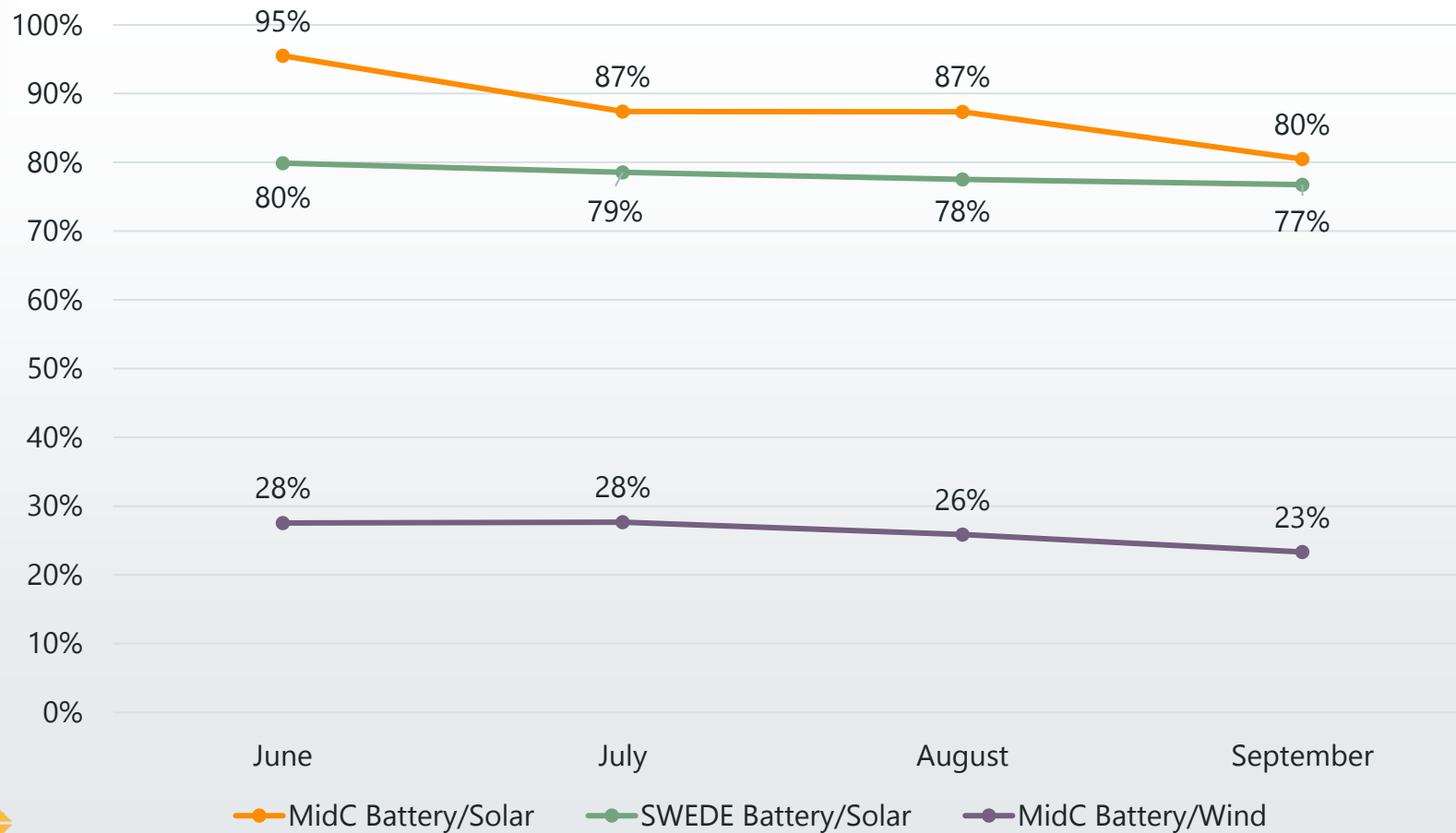
STORAGE HYDRO QCC MW



AVERAGE STORAGE HYDRO QCC



HYBRID RESOURCE QCC



Number of installed pairings

	MidC	SWEDE
Battery/ Solar	4	51
Battery/ Wind	2	0

PRM CONSIDERATIONS

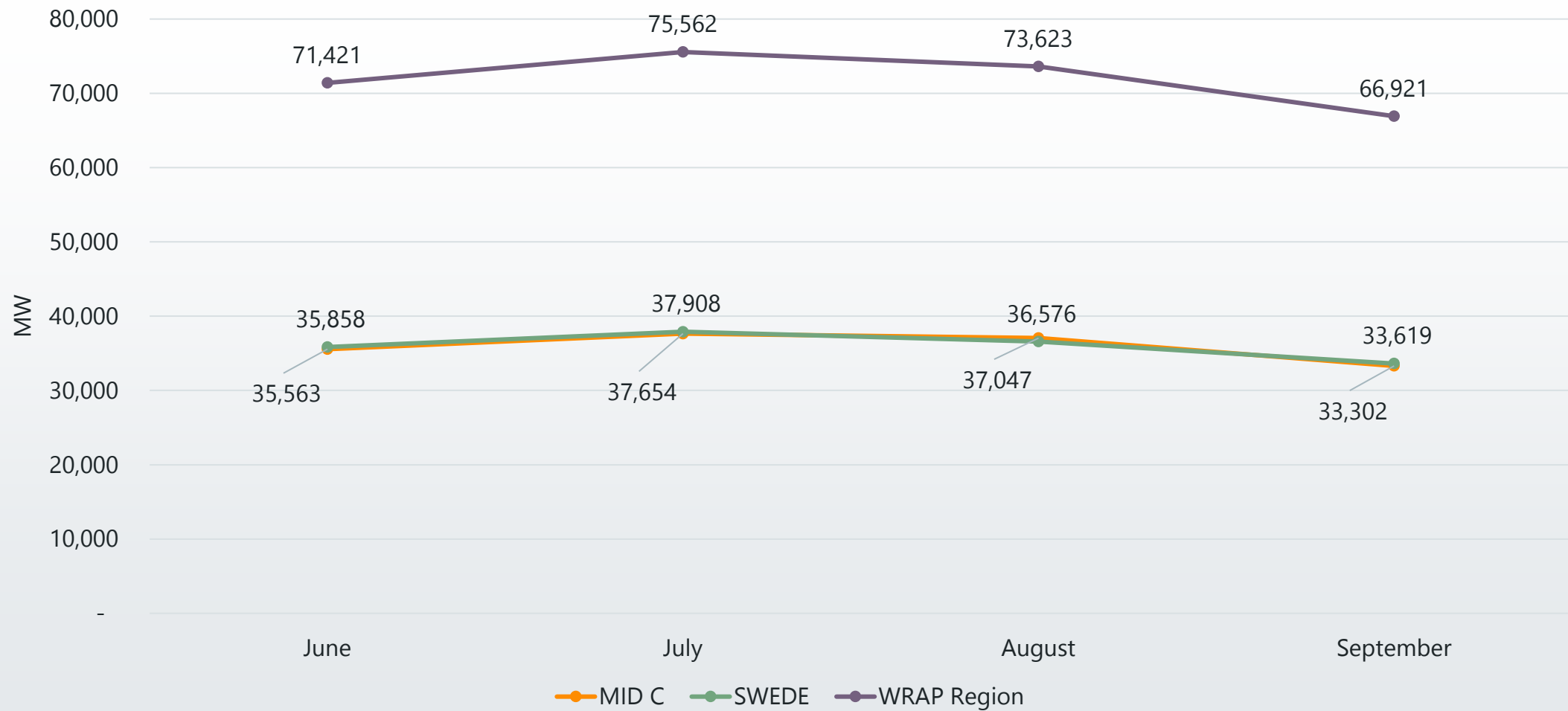
PRM Methodology

- » Maintain 0.1 LOLE across the season
- » Minimum of 0.01 LOLE in each individual month
- » NCP load for a given month a significant factor in calculation of PRM (lower load months will have higher PRM value)

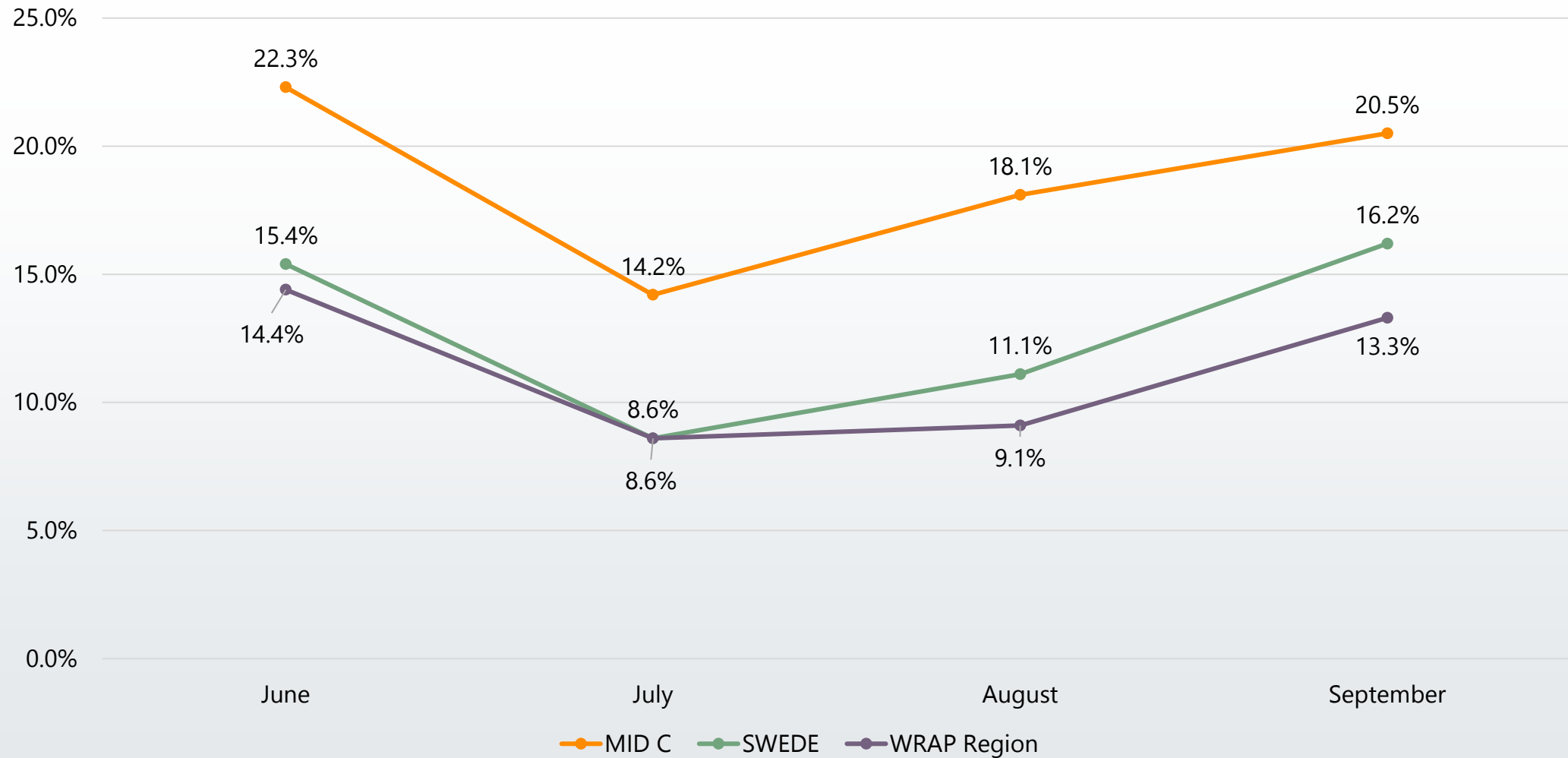
New in Summer 2026 based on Revised Transition Plan approved by Board Sept 19, 2024

- » PRM calculation includes 500 MW of diversity sharing between Subregions **benefitting SW in Summer** (*NW in Winter*)

PEAK LOAD

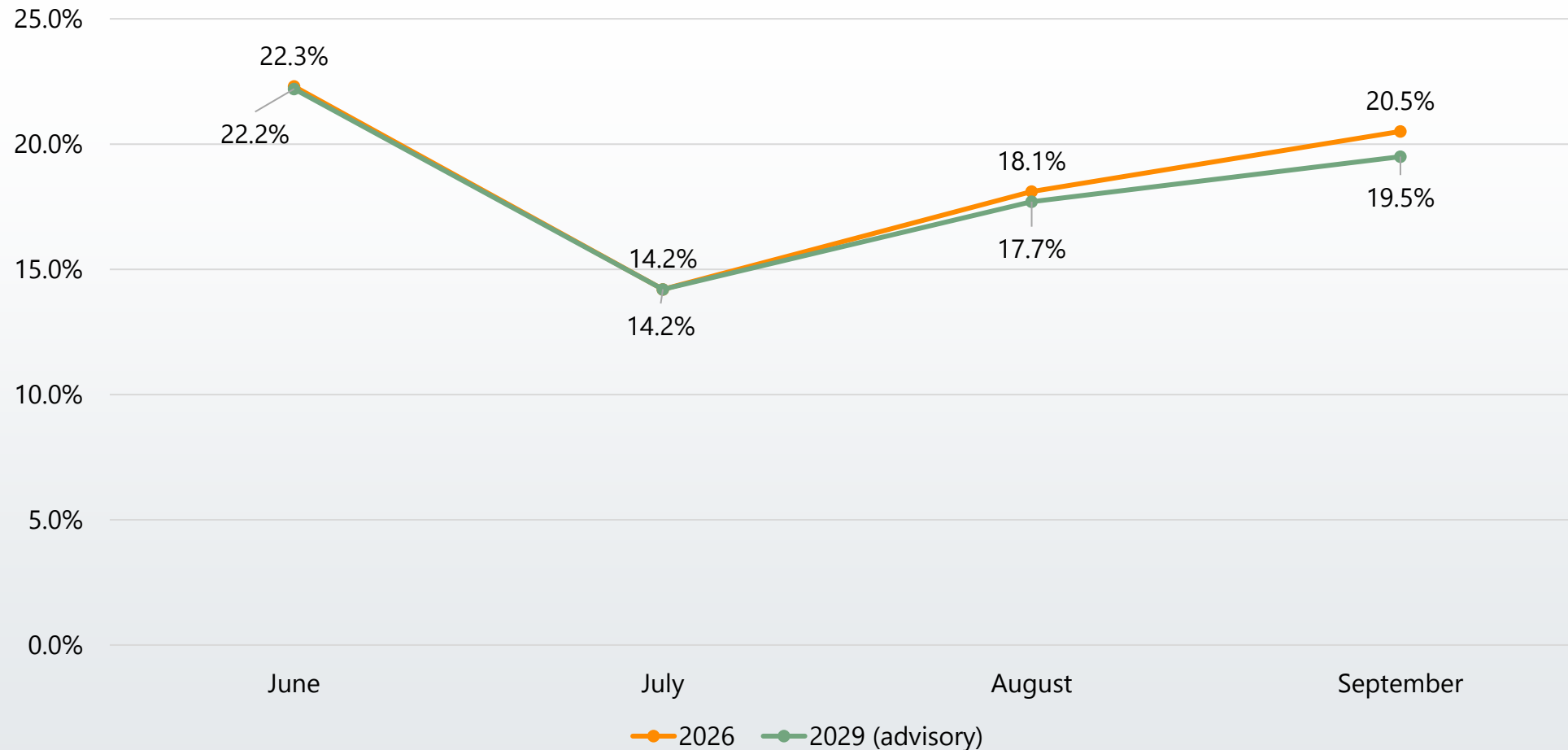


PRM – SUMMER 2026



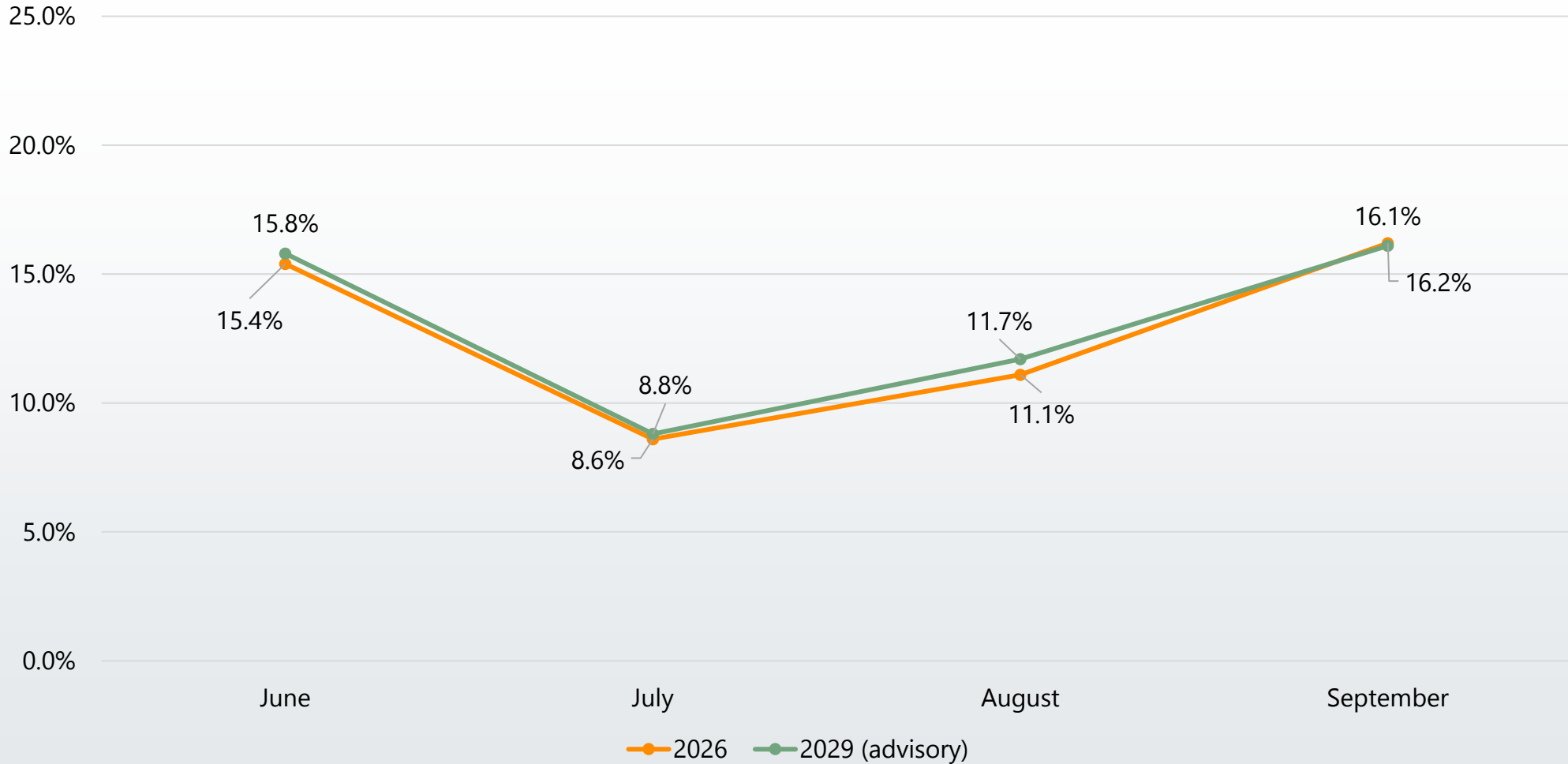
PRM – MidC SUMMER

2026 AND 2029



PRM – SWEDE SUMMER

2026 AND 2029

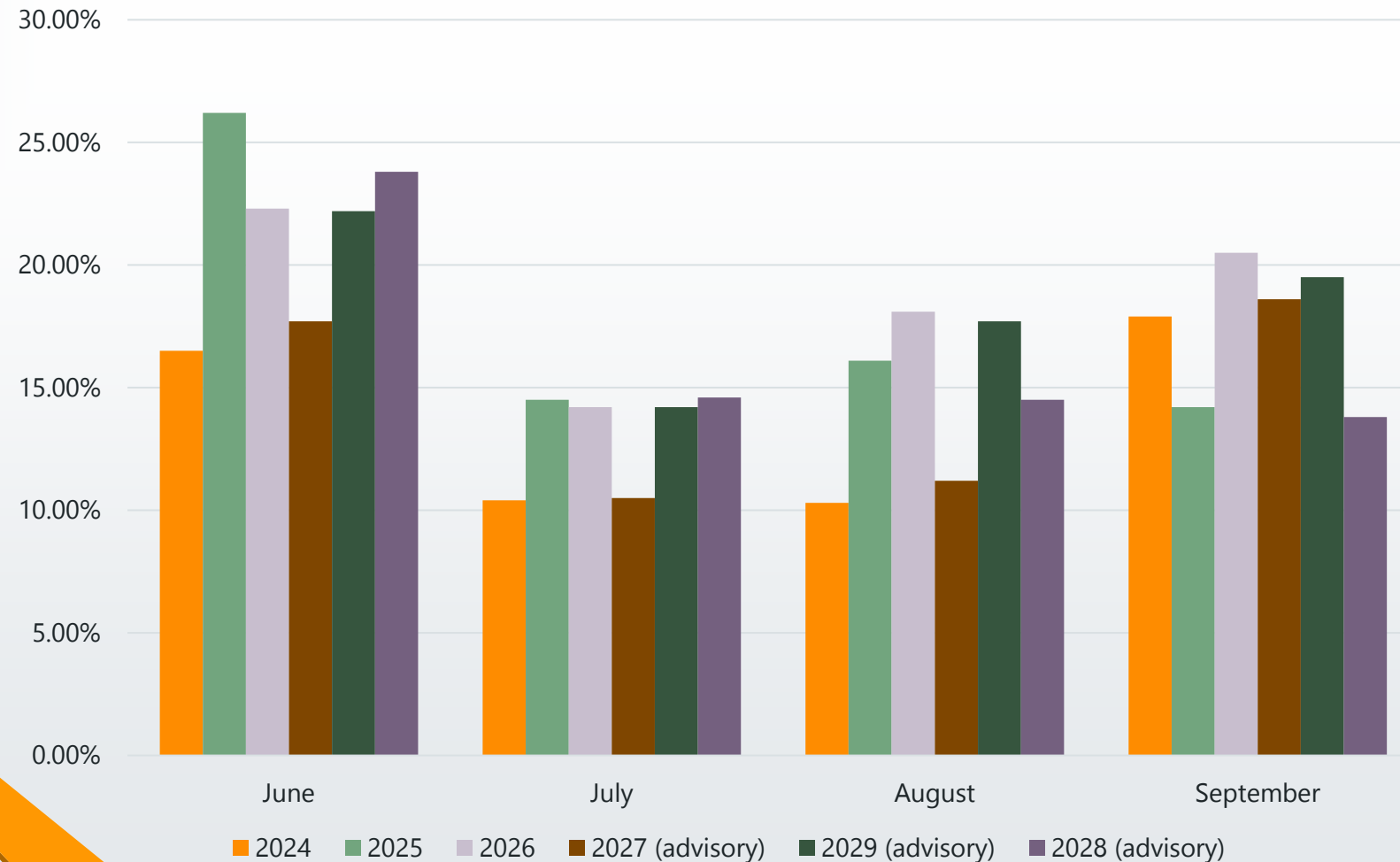


THANK YOU

For general inquiries: wrap@westernpowerpool.org

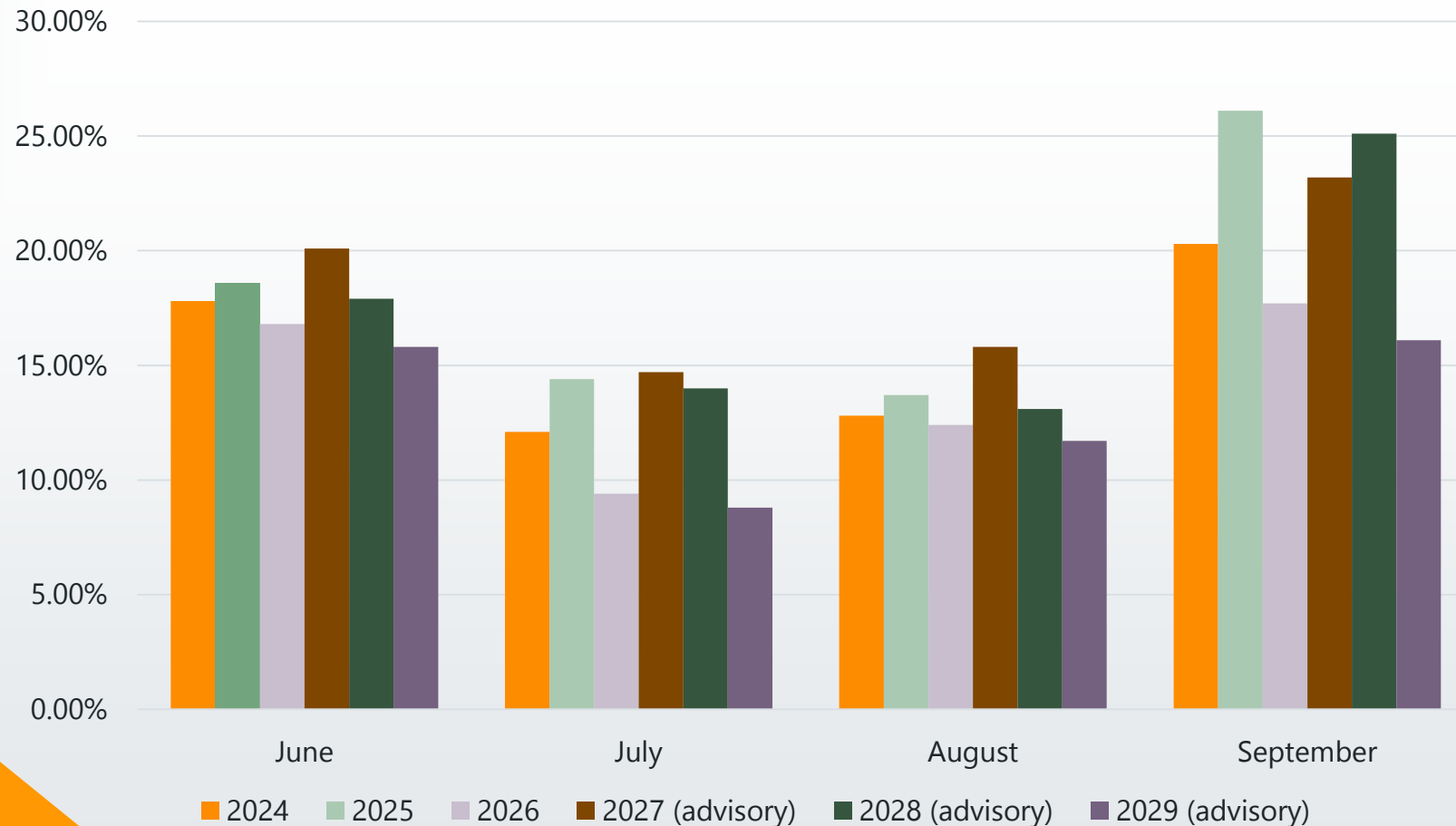
PRM FROM ADDITIONAL SUMMER SEASONS

PRMs – MIDC SUBREGION



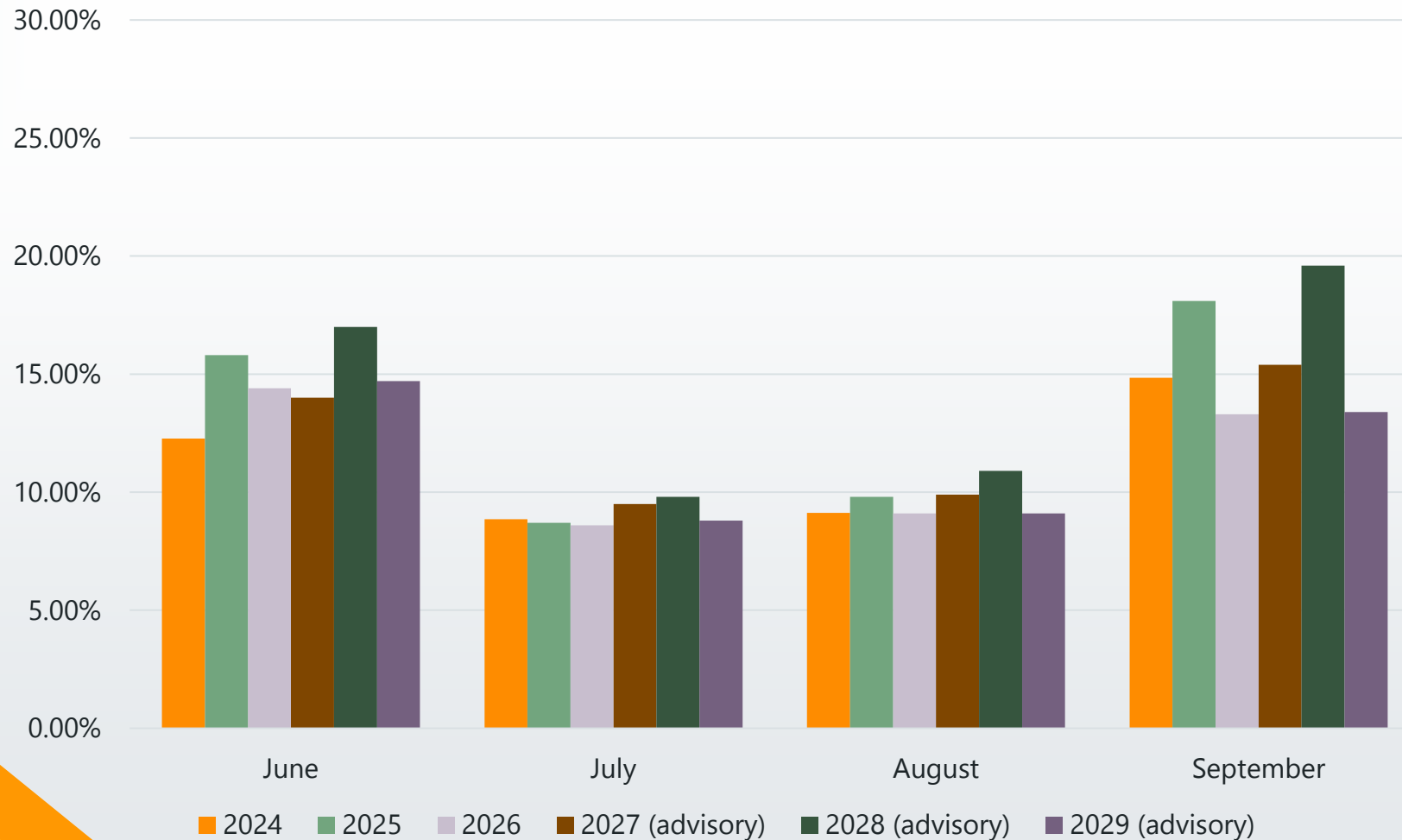
2024 and 2027 studies were done in 2022 with a slightly different footprint and different methodology

PRMs – SWEDE SUBREGION



- » 2024 and 2027 studies were done in 2022 with a slightly different footprint and different methodology
- » 2026 and 2029 included 500MW of assumed diversity sharing

PRMs – WRAP REGION



2024 and 2027 studies were done in 2022 with a slightly different footprint and different methodology



To: WPP Board
From: WPP Staff
Date: November 27, 2024
Meeting Date: December 12, 2024

Subject: Summer 2026 WRAP Forward Showing Planning Reserve Margins

Recommended Action:

Staff recommends the Board of Directors approve the proposed Forward Showing (FS) Planning Reserve Margin (FSPRM) values for the Western Resource Adequacy Program (WRAP) for the Summer 2026 Season.

Background

The FERC approved WRAP Tariff allows for Forward Showing Planning Reserve Margins (FSPRMs) for a Season to be approved by the Board of Directors following an Advance Assessment of reliability metrics. Per Section 14.3 of the WRAP Tariff “[n]o later than nine months before the FS Deadline for such Binding Season, the Board of Directors shall take its final action regarding approval of the FSPRM values for each Month of such Binding Season.” Nine months before the Summer 2026 FS Deadline of October 31, 2025, is January 31, 2025.

To comply with the Tariff, Staff recommends the Board of Directors approve the FSPRM values as proposed.

Summer 2026 is in the WRAP Transition Period (Summer Season 2025 through Winter Season 2027-2028 – or through Winter 2028-2029 in the proposed Tariff change filed at FERC), however no WRAP Participants have elected Summer 2026 as their initial Binding Season (i.e. Deficiency Charges and/or Delivery Failure Charges will not be assessed). WRAP will run in a non-Binding manner for Summer 2026.

As designed, the WRAP is intended to focus on two distinct operating seasons: Summer and Winter. As such, a separate PRM is calculated for each Binding Season based on a LOLE metric that is calculated separately for each season. In Sections 16.1.2.1, 16.1.2.3, 16.2.5.2.2, concerning the FSPRM, the Tariff revisions filed on November 27, 2024 revise the references to “annual LOLE” to “Seasonal LOLE” and provide other related changes to clarify how this reliability metric will be calculated. Because there is a Summer Season and Winter Season in each year (and, indeed, the Winter Season spans into the next calendar year) the current tariff reference to “annual LOLE” was unclear as to how this metric would be calculated. Therefore, the change from “annual” to “Seasonal” LOLE clarifies that the Program Operator will calculate this metric on a seasonal basis for the Forward Showing Program. In other words, the Tariff revisions clarify that the FSPRM is intended to ensure the LOLE for the applicable year does not exceed one event for the Summer

Season and Winter Season, but not one LOLE across both seasons. The LOLE used to determine the FSPRMs in this memorandum were calculated using the seasonal LOLE methodology, in accordance with intended design and the proposed revised Tariff.

Stakeholder Process

Consistent with the approved WRAP stakeholder process, the Study Scope of the Advance Assessment for Summer 2026 was presented and discussed at the September 12, 2024 Resource Adequacy Participant Committee (RAPC) public meeting and at the September 19, 2024 WPP Board of Directors public meeting. There were no public comments made on the Study Scope of the Advance Assessment at either meeting when the opportunity was provided.

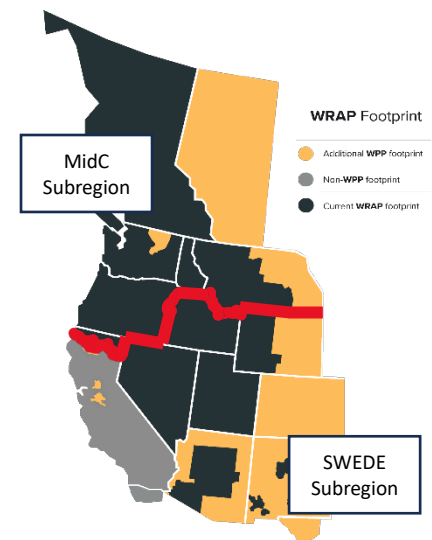
Per Section 14.3 of the Tariff, “[no] later than twelve months before the FS Deadline for each Binding Season, WPP will determine and post the recommended FSPRM for each Subregion for each Month of such Binding Season” for Participants to discuss. Results were provided to participants and discussed at the October 29, 2024 Forward Showing Workgroup meeting.

The FSPRMs up for approval employ the diversity sharing between Subregions (on transmission between Subregions) included in the Revised Transition Plan Expedited Proposal (2024-EP-1) that was approved by RAPC on August 29, 2025 and the Board of Directors on September 19, 2024. The diversity sharing assumes 500 MW from the Northwest Subregion (“MidC”) is available to the Southwest and East Subregion (“SWEDE”) in each Summer Season, where any reduction to a FSPRM will not fall below the corresponding FSPRM calculated for the WRAP Region as a whole.

FSPRMs

Staff has included a table of the FSPRMs for Summer 2026 Season.

Subregion	June	July	August	September
Mid Columbia (MidC)	22.3%	14.2%	18.1%	20.5%
Southwest and East Diversity Exchange (SWEDE)	15.4%	8.6%	11.1%	16.2%



At the time of the FS Deadline (October 31, 2025 for Summer 2026), FSPRM values are applied to Participants’ forecast 1-in-2 peak load for each month of the

Binding Season (monthly P50 Peak Load Forecast values) to arrive at a Participant's FS Capacity Requirement, in accordance with the Tariff and supporting documentation.

Conclusion

Staff recommends the Board of Directors approve the proposed FSPRM values for the WRAP Summer 2026 Season on December 12, 2024, based on:

- a. the Tariff requirement of Board of Director approval nine months before the Summer 2026 FS Deadline of October 31, 2025;
- b. the public presentation of the Summer 2026 Advanced Assessment study scope in September 2024;
- c. the Program Operator's execution of the established Summer 2026 Advance Assessment Study Scope to derive the FSPRM values provided.



WESTERN POWERPOOL

BOARD GOVERNANCE MANUAL

TABLE OF CONTENTS

ABOUT WPP	1
Mission & History	
MEMBERS.....	2
What it Means to be a Member	
Overview of Member Rights and Participation Eligibility	
DIRECTORS	5
What It Means to be a Director	
Board of Directors Qualifications & Composition	
Board of Directors Nomination and Election Process.....	
Board of Directors Job Description	
Annual Board of Directors Governance Calendar	
COMMITTEES	10
Board Committees	
Advisory Committees	
Ad-Hoc Committees	
Nominating Committee Charter.....	
BOARD POLICIES.....	15
Overview of Board Policies.....	
Independence Policy	
Conflict of Interest Policy	
Document Integrity and Retention Policy	
Signature Authority Policy.....	
Expense Reimbursement Policy	
Other Policies	

ABOUT THE WESTERN POWER POOL (WPP)

Introduction

The Western Power Pool Board Governance Manual ("Governance Manual") applies to all officers and Directors of the Northwest Power Pool d/b/a Western Power Pool ("WPP", or the "Organization"). The Governance Manual is a central repository for Board of Directors (the "Board") governance and operational policies and materials. The Organization's suite of governance documents includes the articles of incorporation, bylaws, this Governance Manual, and other Board-approved documents. The Board will review and update the Governance Manual on a regular basis.

Mission & History

The Western Power Pool (WPP, the corporation), is a nonprofit mutual benefit corporation organized and operated to engage in any lawful activity permitted by Section 501(c)(6) of the Internal Revenue Code. The mission of WPP is to help coordinate electric grid operations for the western United States and Canada. WPP supports the activities of major utilities, generators, and energy managers who together work for increased grid efficiency and reliability, including regional transmission planning, contingency reserves and frequency response sharing programs, grid operator training, and hydro modeling and analysis. WPP also administers the Western Resource Adequacy Program (WRAP), which operates under a FERC-approved tariff and seeks to enhance and increase resource adequacy and reliability for entities across the western footprint.

MEMBERS

What It Means to Be a Member

WPP is a 501(c)(6) membership organization with corporate members. The rights of corporate members are described in WPP's bylaws. Historically, WPP's members were electric load-serving entities participating in various WPP-facilitated reliability programs. These members, referred to in the bylaws as "Program Signatories," remain members of WPP. More recently, and in recognition of the more public role served by WPP as administrator of the Western Resource Adequacy Program, WPP's bylaws were modified to allow the addition of new types of members, called "Allied Partners." These new, non-voting members may be ineligible to participate in WPP programs but may wish to stay abreast of WPP events, may seek the opportunity to serve on WPP's Nominating Committee or other committees that may be established over time, or may wish to participate in members-only events or programs that may arise.

Overview of Member Rights and Participation Eligibility

WPP's bylaws provide that membership may be granted to a corporation, utility or agency that:

1. Submits an application or submits an intake form, as applicable.
2. Meets the criteria set forth in a category of corporate membership in WPP.
3. Shares interest in and supports the purposes of WPP.
4. Abides by WPP's bylaws and other such policies, rules, and regulations as WPP may adopt; and
5. Meets such additional criteria that may be established by the WPP from time to time (collectively, the "Corporate Member Criteria").¹

The bylaws also note that admission of corporate members shall be made by the President/CEO ("President") upon the President's determination that an applicant meets the Corporate Member Criteria.²

Membership Classes

WPP has two classes of corporate members, whose requirements, rights, and obligations with respect to corporate governance are as follows:

- **Program Signatories.** Program Signatory membership may be granted to any load-responsible entity participating in a WPP-facilitated reliability program.

¹ Any such "additional criteria" established by the WPP will be posted to the WPP's website.

² The Board of Directors can change this default process via resolution so stating. In cases of questions regarding eligibility, or if there is no President, the decision shall be referred to the Board of Directors.

Each Program Signatory has following rights and privileges: (i) the right to vote on an action or amendment to the articles of incorporation or bylaws if the action or amendment would reduce or eliminate the member's right to vote; (ii) the right to vote to dissolve the corporation; (iii) the right to vote on mergers; and (iii) the right to inspect the corporation's accounting records and corporate membership list as provided by Oregon law.

A Program Signatory must meet all Corporate Member Criteria. A Program Signatory must remain a load-responsible entity participating in a WPP-facilitated reliability program for the duration of membership, must sign all agreements required by WPP for participation in such program(s), and must submit an intake form to WPP providing information relevant to Program Signatory membership.

- **Allied Partners.** Allied partnership status may be granted to companies, utilities, agencies, groups and stakeholders involved or associated with the mission and purpose of WPP. Allied Partners shall be non-voting, shall not be counted for purposes of determining whether a quorum is present at a meeting of the corporate members and shall not be entitled to vote on any matter.

An Allied Partner must meet all Corporate Member Criteria. An Allied Partner must submit a membership application to WPP and pay any dues established by the board of directors.

All corporate members may participate in the activities and programs of WPP pursuant to those program criteria and agreements and may be appointed to serve on committees per any charters that may be established or per the bylaws.

Other Membership Issues

- **Official Representatives.** Each corporate member shall appoint one official representative, who shall have the power to act on behalf of such corporate member on corporate matters without further showing of authority, and all actions taken by such representative shall be binding upon the appointing corporate member. A Member's representative shall be identified in either the Member's intake form or membership application, as applicable, and may be changed from time to time by submitting a new designation of representative to membership@westernpowerpool.org. Each corporate member may invite other corporate member employees, officers or directors to attend WPP meetings and events, but only the single designated corporate member representative shall have the ability to act on behalf of the corporate

member.³

- **Dues and Assessments.** Any schedule of dues payable by corporate members will be posted to the WPP's website.
- **Transfers.** Corporate memberships are nontransferable and not assignable and shall terminate upon the resignation or termination of the corporate membership.
- **Resignation.** A corporate member may resign at any time by delivering oral notice or written notice to the WPP at membership@westernpowerpool.org. Such resignation shall not relieve the resigning corporate member from the payment of dues or assessments already levied or otherwise committed by that corporate member. Once delivered, a notice of resignation is irrevocable.
- **Termination, Suspension and Expulsion.** A member may be terminated, suspended, or expelled for failure to meet the Corporate Membership Criteria. Any such member shall receive not less than 15 days' prior written notice of any such intended action and the reasons therefor. The members shall receive an opportunity for the member to be heard by the President, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination. Any written notice given by mail must be given by first-class or certified mail or statutory overnight delivery sent to the last address of the member shown on the corporation's records.

Version 1 (adopted December 5, 2023)

³ This paragraph refers to voting on corporate matters (i.e., corporate dissolution), not to program or other committee voting. Voting on program issues (i.e., RSG, WRAP) is governed by separate program and individual committee rules.

DIRECTORS

What It Means to Be a Director

WPP's bylaws provide that the Board shall manage the affairs of the organization. In addition, Oregon nonprofit corporation law provides that "the board of directors shall exercise, or delegate or otherwise authorize the exercise of, all corporate powers and shall direct the management of the corporation's affairs, subject to any limitation set forth in the articles of incorporation. The board of directors shall retain authority over an exercise of corporate powers that the board delegates or authorizes." In interpreting this statutory language, the following key facts should be kept in mind:

- **A Director acts as part of a board.** As a body, the Board has very substantial power, including the adoption of policies and procedures to govern the activities of the Organization. In contrast, an individual Director, acting alone, has almost no corporate power. Instead, each Director exercises power and authority only as a participant in making Board decisions.
- **Directors direct, but do not perform, the Organization's activities.** Oregon law and the Organization's bylaws contemplate that corporate actions, as determined by the Board as a whole, will be carried out by officers, employees, and agents. Neither the Board itself nor any individual Director, acting solely as a Director, carries out the activities of the Organization.
- **Directors act on behalf of the Organization as a whole.** Directors act on behalf of WPP as a whole, in the furtherance of its mission. Although some Directors are selected because of their experience, knowledge, or expertise in one area, they represent all constituencies of WPP, and although a Director may be elected or appointed by virtue of their position in another organization, they must act in the best interests of WPP.

Duty of Care

In carrying out their responsibilities, Directors are subject to a duty of care. This requires that a Director be informed, and discharge their duties in good faith, with the care that an ordinarily prudent person in a like position would reasonably believe appropriate under similar circumstances.

The elements of exercising the duty of care include: (i) regular attendance at meetings, (ii) carefully reviewing information supplied to Directors, and (iii) requesting additional information if needed to make an appropriate decision. A Director may rely upon reports, communications and information received from officers, employees, committees, and outside professionals or other experts if the Director reasonably believes the source to be reliable and competent as to the particular subject matter.

Each Director should exercise their independent best judgment on all decisions. That judgment may be informed by their individual experience and affiliations, but their decision must be based solely on what they believe to be in the Organization's best interest.

Duty of Loyalty

Directors also have a duty of loyalty, which requires them to exercise their powers in good faith and in the best interest of the Organization, rather than in their own interest or the interest of any other entity or person. The basic legal principle is that a Director shall not use a board position for individual personal advantage.

A Director must be conscious of the potential for them to have interests that conflict with those of the Organization and should act with candor and care in dealing with such situations. Potential conflicts of interest should be disclosed, and a Director having a conflict of interest generally should not participate in the deliberations or decision with respect to that matter.

Confidentiality is another aspect of the duty of loyalty. Generally speaking, a Director should not disclose information about WPP's activities unless they are already known by the public or are of public record, or the Board has specifically authorized or directed the Director to disclose the information.

Duty of Obedience

The duty of obedience is closely related to the duty of loyalty. Directors have a duty to follow the Organization's articles of incorporation, bylaws, and governance policies (including this manual), to carry out the Organization's mission, to ensure that the Organization funds are used for lawful purposes, and to cause the Organization to comply with state and federal laws that relate to the manner in which it conducts its business.

Relationship with President and Employees

One of the key relationships in a nonprofit corporation is between the Board of Directors and the President. The Board is responsible for adopting or approving the significant policies governing the Organization's authority, the budget, major corporate transactions, and like matters. The Board also hires the President and assesses their performance. The President, on the other hand, should be responsible for the day-to-day management of the affairs of the Organization and the implementation of Board policies. They should report directly to the Board. Except when specifically authorized, (e.g., where an employee is assigned to staff a particular committee), Directors should not deal directly with employees on matters relating to the conduct of their duties but, instead, should communicate through the President.

Board of Directors Qualifications & Composition

The process of selecting new candidates for the Board should consider the overall composition of the Board. The Nominating Committee (NC), in its primary role of identifying and selecting candidates for the Board, will attempt to select candidates for nomination whose qualifications complement the qualifications of remaining Directors and other selected candidates. All candidates must meet the Board independence and conflict of interest requirements established by the Board, as well as any other criteria identified by the Board.

The following expertise and professional backgrounds should be considered and given priority:

- Electric industry — such as executive experience at electric utilities; electric power reliability councils, power pools, independent system operators, or regional transmission organizations; independent power producers or power marketers; large consumers of electricity with relevant expertise in power procurement or consumption; firms that perform professional services for utilities or other market participants; or as a military officer with relevant experience.
- Regulatory — such as experience as individuals with extensive background in the regulated or restructured utility industry, including resource or transmission planning and knowledge of relevant federal, state, or local regulations; state or federal regulators with applicable experience; ratepayer or consumer advocates; individuals with extensive and relevant experience with public interest organizations; or academics or consultants with relevant experience.
- General management/leadership/legal/financial — such as experience as management consultants or service industry executives; experience on profit or non-profit boards; executives; financial officers; legal officers or information officers of; major law firm partners; elected officials and public servants; executives of financial institutions, investment banking, or financial accounting/auditing organizations.

The Board will strive to ensure that the Board includes at least one Director with expertise in Western electric systems, markets, or utility resource planning, and at least one Director with expertise in organized markets, power pools, independent system operators, or regional transmission organizations. The Board should also ensure that there is not a predominance of Directors who specialize in one subject area or professional field. The NC should strive to select diverse candidates whose qualifications help fill any critical gaps in expertise or experience on the Board, as identified by the NC.

Geographic diversity is another important consideration. No one state or sub-region should have excessive representation — meaning Directors whose place of residence or work history tends to associate them with a particular state or sub-region. The NC should consider candidates with relevant experience from outside the footprint of the WPP that would contribute to diversifying the perspective of the Board.

The Board and NC should strive to ensure that the overall composition of the Board reflects a diversity of perspectives that may result from different areas of expertise, geographic background, professional background, ethnicity, gender, and life experience.

The NC should seek out candidates with a demonstrated ability to collaborate, including in the course of potential policy disagreements with peers, in a board or other group decision-making body. Candidates should also demonstrate a commitment to engaging with stakeholders outside of the candidate's own professional field.

All potential candidates must possess a proven reputation for excellence in their areas of expertise.

The NC should give consideration to candidates' perspectives about WPP as an institution relative to the ongoing evolution of regional initiatives related to power markets and the electric grid, including scenarios in which the scope of WPP's programs and the Board's responsibilities expands. In this regard, the NC may evaluate candidates' expectations about how to be responsive to, guide, or otherwise engage with participants and other stakeholders in WPP's programs and committees about such regional matters and how the candidates would balance and seek consensus on what could be divergent participant and stakeholder views.

Board of Directors Nomination and Election Process

Consistent with WPP's bylaws, the Board elects directors at its annual meeting, except as necessary to fill vacancies. The term of a director elected at an annual meeting begins on January 1 of the following year. The term of a director elected during the year to fill a vacancy begins on the date specified in the resolution to elect the director.

The Nominating Committee (NC) is charged with identifying candidates for the Board to consider during this election process.

If more than one Director position is being filled, the NC will provide the Board with a slate of candidates to fill the open positions. If the Board rejects a slate, the NC must reconvene to establish a new slate of nominees for Board consideration, taking into account the Board's reasons for rejecting the original slate. The NC may retain one or more nominees from the original slate in the new slate, so long as the new slate is not identical to the original slate. Once the second slate is submitted, the Board must accept the slate.

Nominating Committee Activities

1. The Nominating Committee should meet on a schedule that will allow it to discharge its obligations in a timely manner. The Board anticipates that the Nominating Committee will meet at least once annually and, if a Board member's term is scheduled to expire, approximately 150 days before the expiration of the Board member's term.
2. The Nominating Committee will report its activities to the Board on a regular basis.
3. If a Board member's term is expiring, the Nominating Committee will, on a timeframe that it selects, solicit an indication from an existing Board member whose term is expiring to determine whether the Board member seeks to remain on the Board. The NC Co-Chairs will work with WPP and an executive search firm, as needed, to ensure that the meeting schedule and associated task schedule allows for sufficient NC deliberation and leads to a timely nomination of a final slate.
5. The vote of the Board on the proposed slate and, if applicable, Board compensation should occur by the time of the Board's annual meeting in the fourth quarter of each calendar year. New Directors will be introduced to WPP members during the annual members meeting in January of the following year.

Annual Board of Directors Governance Calendar

The following list of annual calendar activities are recurring events the Board should address each year. In some instances, the Board may address an issue by summarily determining that no changes are needed. This calendar is intended to prompt the Board to consider key issues on a timely basis.

- January
 - Annual Members Meeting
- March
 - 1st Quarter Board Meeting
 - Review Preliminary Budget
- June
 - 2nd Quarter Board Meeting
 - Approve WPP Budget
 - Review WRAP Proposals
 - Approve WRAP Winter Planning Reserve Margins
- September
 - 3rd Quarter Board Meeting
 - Review WRAP Study Scope
- November
 - Supplemental Meeting
 - Approve Form 990 due November 15th [*no extension*]
- December
 - Annual Board Meeting
 - Elect Directors
 - Elect Officers
 - Address Director Compensation
 - Review Membership Fee Schedule
 - Annual Program Updates from WPP Staff
 - Approve WRAP Summer Planning Reserve Margins
 - Review Annual Goals
 - Review Performance for President
 - Address President/CEO compensation
 - WPP Holiday Party

COMMITTEES

WPP is governed by a Board of Directors. WPP also uses committees to facilitate board governance, stakeholder engagement, and program work. WPP can create three types of committees: (1) Board Committees; (2) Advisory Committees; and (3) Ad Hoc Committees.

Board Committees

WPP's bylaws allow the Board to create committees comprised of Directors. No non-board members may serve as a voting member of a Board Committee. Board Committees may act on behalf of the Board, subject to the limitations outlined in the bylaws.

Each Board Committee must have a Board-approved charter that articulates the committee's purpose, composition, operations, and responsibilities. WPP has the following standing Board Committees:

- Finance and Audit Committee

The charter(s) for these Board Committee(s) are included in this Governance Manual.

Advisory Committees

WPP's bylaws permit the Board to create advisory committees. At least one Director must serve on an advisory committee, and other members may be Directors or non-board members. Advisory committees have no power to act on behalf of the Board. Advisory committees make recommendations to the Board.

Each Advisory Committee must have a Board-approved charter that articulates the committee's purpose, composition, operations, and responsibilities. WPP has the following standing advisory committees:

- Nominating Committee

The charter(s) for Advisory Committee(s) are included in this Governance Manual.

Ad Hoc Committees

In addition to its standing committees, the Board or Chair may create Ad Hoc Committees and appoint committee members. Ad Hoc Committees are formed for a limited period of time to address a specific need. When the work of the Ad Hoc Committee is completed, the committee is dissolved. An Ad Hoc Committee may exist for less than a year or for a year or more depending on the extent of the work assigned to it. Both Directors and non-board members may serve on an Ad Hoc Committee. An Ad Hoc Committee does not have the authorization to act on behalf of the Board unless the committee is comprised solely of Board members and the Board delegates such authority.

The Chair shall inform the Board of the formation of an Ad Hoc Committee , and the committee's purpose, anticipated duration, and membership. Unless specified by the Board or Chair, each Ad Hoc Committee may determine procedures for its own meetings, including notice for meetings and keeping of minutes.

Non-Board Members Who Serve on Committees

Non-Board members are often invited to serve on committees to complement the knowledge and skills of the Board and staff. Often these are people with experience and credentials in specific fields. These members are valuable additions to committees.

FINANCE AND AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Finance and Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in the fulfilment of its functions with respect to the financial statements and financial condition of the Northwest Power Pool, d/b/a Western Power Pool (“WPP”) by:

- Overseeing financial and audit systems of WPP for financial adequacy and integrity.
- Overseeing the process for monitoring compliance at WPP as it relates to financial integrity.
- Evaluating the independence and qualifications of the independent auditor.

Membership

1. The Committee shall be comprised of three or more directors as determined by the Board.
2. Only directors may serve on the Committee. The Board will appoint members of the Committee and a Chair, each to serve for one-year terms. Appointment to the Committee requires a majority vote of the directors then in office.
3. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause, by vote of all Committee members (other than the member whose removal is proposed) serving on the Committee at the time the vote is taken.

Operations

The Committee will meet monthly, or with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the

Committee members present at a meeting at which a quorum is present.

The Committee will report its activities to the Board on a regular basis and will keep meeting minutes. Beginning with the 2023 Annual Meeting, the Finance and Audit Committee shall make a report to the Board at every regular meeting thereafter.

Unless the Committee otherwise directs, the president and any board member or advisor may attend Committee meetings. The Committee may invite any non-Committee member to attend meetings or meet with Committee members.

The President will designate an individual from staff to serve as staff liaison to the Committee.

The Committee will review this charter periodically and recommend any proposed changes to the Board for review. The Board may amend this charter at any time.

Responsibilities

1. The Committee’s role is one of oversight. Management is responsible for preparing the financial statements. The independent auditor is responsible for auditing the annual financial statements. The Finance and Audit Committee shall:
2. Review and make recommendations to the Board regarding WPP’s budget, including the process used for developing the budget.
3. Periodically review operating cash flows, liquidity position, and performance against budget and projections.
4. Lead the Board review of WPP’s strategy for long-term financial sustainability.
5. Review and make recommendations to the Board regarding the establishment and termination of banking and similar relationships.

6. Review WPP's investments, including investment objectives, strategy, reporting, and performance, and monitor execution against WPP's investment policy.
7. Review the performance and make recommendations to the Board on the retention and, when appropriate, termination of the independent auditor, and negotiate the terms of engagement subject to Board approval.
8. Meet with the auditor and staff to discuss the audit plan, relevant new financial reporting requirements, the annual financial statements and the completed audit.
9. Review the audit and determine whether to accept the audit.
10. Review the auditor's observations including any management letter and confer with the auditor to satisfy Committee members that WPP's financial affairs are in order.
11. Monitor/oversee management actions to address audit findings and observations.

Version 1 (Adopted August 23, 2023)

NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee (the “NC” or “Committee”) is to identify potential candidates for open board positions. Consistent with WPP’s bylaws, the NC will ensure the overall composition of the board reflects a diversity of expertise and experience. The nominating and election process will occur consistent with the process detailed in the Board Governance Manual.

Composition

1. The NC shall be comprised of fourteen representatives serving various sectors of the energy industry, customers, and regulators.
 - a. Thirteen members of the Committee will be voting representatives, as noted below:
 - 1) Two investor-owned utilities (IOUs) serving on the Resource Adequacy Participants’ Committee (RAPC) which shall also include international Participants;
 - 2) Two publicly owned utilities (POUs) serving on RAPC;
 - 3) One retail competition load responsible entity (LRE) serving on RAPC;
 - 4) One Federal Power Marketing Administration;
 - 5) One independent power producer/marketer, not including the retail competition LRE representative;
 - 6) One public interest organization;
 - 7) One retail customer advocacy group;
 - 8) One industrial customer advocacy group;
 - 9) One WPP Agreement Signatory (not on RAPC and not a market operator);
 - 10) One Load Serving Entity (LSE) (or representative) with loads in the WRAP represented by another LRE and otherwise not eligible for any other sector;
 - 11) The chair or vice-chair of the Committee of State Representatives (COSR.)
 - b. The NC shall also include one non-voting representative, a Director from the Board whose term is not expiring.
 - c. Committee members above may include representatives of the identified entities such as trade organizations.
2. Each sector will appoint members of the Committee representing the sector. The NC will appoint two Co-Chairs, each to serve for a maximum of [two] cycles of Board nominations, unless the NC elects to extend the service for one or more additional cycles.
3. The NC shall fill vacancies on the Committee with representatives duly proposed by the sector with the vacancy. The NC may remove a Committee member from the Committee at any time, using the voting guidelines outlined in the Operations section of this Handbook.
4. Sectors are encouraged but not required to appoint new representatives of the sector at least once every [four] years in order to ensure a diversity of views are represented.

5. The NC shall be a standing committee that will meet as needed and as specified in the Procedures section of the Nominating Committee Handbook. During periods that the NC is not meeting or that NC activity is dormant, the representatives of the NC from the various sectors listed above are assumed to remain members of the NC unless they indicate that they are vacating their position on the NC

Operations

1. The Committee will generally meet in the first quarter of each year to determine the status of potential upcoming Board vacancies, and thereafter, with such frequency as it may determine. The Co-Chairs of the Committee will preside over Committee meetings. The presence of eight voting representatives will constitute a quorum. Committee approvals will require an affirmative vote of two-thirds of all eligible voting representatives. Proxies may be eligible for voting but not for establishing a quorum.
2. In order to provide itself sufficient time to secure an executive search firm and find qualified candidates, if necessary, the Committee will, on a timeframe that it selects, solicit an indication from an existing Board member whose term is expiring whether or not the Board member seeks to remain on the Board.
3. The Committee will report its activities to the Board on a regular basis and will keep meeting minutes.
4. The Board will designate a Director to serve as a non-voting representative on the NC; the President will designate an individual from staff to serve as staff liaison to the NC.
5. The NC will review this charter and the NC's Board selection criteria (see Section

III) periodically and recommend any proposed changes to the Board.

Responsibilities

The Nominating Committee identifies candidates for the Board to consider for potential selection to the Board. The NC's primary responsibility is to identify a slate of proposed directors for the Board as needed to fill Board vacancies.

If the Board rejects a slate identified by the NC, the NC must reconvene to establish a new slate of nominees for Board consideration, taking into account the Board's reasons for rejecting the original slate. If the slate involves multiple nominees, the NC may retain one or more nominees from the original slate in the new slate, so long as the new slate is not identical to the original slate. Once the second slate is submitted, the Board must accept the slate.

The NC must ensure its deliberations are kept confidential where appropriate. The NC shall also make recommendations regarding Board compensation.

Version 2 (Adopted October 9th, 2024)

BOARD POLICIES

Overview of Board Policies

WPP Directors are the fiduciaries who steer WPP towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies. Below is a list with short descriptions of each of WPP's Board-approved policies, the full text of which follows this overview.

Conflict of Interest and Independence Policies

All Directors and officers must perform their duties in an ethical, professional manner that avoids any conflict of interest. A conflict of interest arises when there is a conflict between an individual's duties on behalf of WPP and the individual's personal or private interests, or when the duty to exercise independent judgment in the best interest of WPP could be interfered with because of a personal interest. The Conflict-of-Interest Policy outlines each Director's and officer's duty to disclose their financial interest that may give rise to an actual, possible, or perceived conflict of interest, and the procedure for the Board to address it. Directors and officers must complete a statement proactively disclosing entities in which they have an interest. In addition, Directors must remain financially independent from WRAP market participants.

In January of each year, WPP will require annual disclosures of conflicts related to its conflict of interest and independence policies.

The Independence Policy is included [here](#).

The Conflict-of-Interest Policy is included [here](#).

Document Integrity and Retention Policy

Federal and state laws require the retention of certain documents and electronic records. The Board is responsible for ensuring that WPP is properly securing and retaining documents and electronic records in accordance with those laws and with best practice for risk management, as articulated in its policy and retention schedule. The Board's adoption of a document retention policy sets guidelines and facilitates Directors' fulfillment of the duty of care, establishes transparency, and ensures compliance.

The Document Integrity and Retention Policy is included [here](#).

Signature Authority Policy

The Board sets forth and approves signature authority levels for directors and officers. In addition, the President/CEO may implement financial authority levels for WPP staff, in amounts and terms not to exceed those of the President/CEO.

The Signature Authority Policy is included [here](#).

Expense Reimbursement Policy

The board has adopted an Internal Revenue Service (IRS) accountable expense reimbursement policy. That policy is included [here](#).

Independence Policy

SECTION 1. DEFINITIONS

1.1 “Affiliate” means any individual, corporation, partnership, firm, joint venture, association, joint-stock company, trust or unincorporated organization, or other form of entity, directly or indirectly Controlling, Controlled by, or under common Control with, such entity.

1.2 “Control” means the possession, directly or indirectly, of the power to direct the management or policies of an entity. A voting interest of ten percent or more creates a rebuttable presumption of Control.

1.3 “Immediate Family Member” means spouse, minor child, or any other individual for whom the Person has power of attorney or guardianship rights.

1.4 “Person” means any Board member, officer or employee of WPP.

1.5 “Prohibited Securities” means the Securities of a WRAP Participant if the primary purpose of the WRAP Participant is to buy, sell or schedule energy power, capacity, ancillary services or transmission services as indicated by an industry code within the “Electric Power Generation, Transmission, and Distribution” industry group under the North American Industry Classification System.

1.5.1 Prohibited Securities do not include:

(1) Interests in a publicly traded or publicly-available mutual fund or other collective investment fund or in a widely-held pension or similar fund, provided that (a) the fund is publicly traded, (b) the fund’s prospectus does not indicate the objective or practice of concentrating its investment in WRAP Participants or similar entities, and (c) the Securities holder does not have the ability to exercise Control over the financial interests held in the fund; OR

(2) Securities of a WRAP Participant which have been purchased by an Immediate Family Member, who is employed by a WRAP Participant and is required to purchase Securities of such WRAP Participant as part of the Immediate Family Member’s employment. Any such purchase by an Immediate Family Member must be disclosed to the Finance Committee and WPP’s Treasurer. The Finance Committee will have the authority to consider appropriate limitations, if any, on the Person’s duties, including changing the Person’s duties, to avoid an appearance of a conflict of interest.

1.6 “Securities” means stocks, stock options, bonds and any other instruments of debt or equity, and includes all interests in debt or equity instruments, including, without limitation, secured and unsecured bonds, debentures, notes, securitized assets, commercial paper, preferred and common stock, any beneficial or legal interest derived from a trust, and any right to acquire any long or short position in such securities, including, without limitation, interests convertible into the aforementioned securities, options, rights, warrants, puts, calls, and straddles with respect to such securities.

1.7 “WRAP Participant” refers to any entity or its Affiliates (other than WPP) which is a party to the Western Resource Adequacy Participation Agreement.

SECTION 2. PROHIBITION ON PROHIBITED SECURITIES

2.1 No Person or Immediate Family Member may own Prohibited Securities.

2.1.1 Maintenance of a 401(k) account or other deferred compensation account with a former employer that is a WRAP Participant is acceptable, so long as the account does not include Prohibited Securities. Specifically, a 401(k) account or other deferred compensation account cannot include stock of a former employer if it is a WRAP Participant, except through a mutual fund (1) the investments of which the Person must not control, and (2) that does not concentrate its investments in one or more WRAP Participants.

2.1.2 Officers and employees of WPP may maintain a defined benefit pension plan or other retirement plan with a former employer that is a WRAP Participant so long as the benefits are independent of the financial condition of the WRAP Participant and pension payments are distributed to the Person by a trustee, not as compensation, but in accordance with the rules of the pension plan.

2.2 If a Person or Immediate Family Member owns Prohibited Securities, divestiture must occur as follows unless a Person or Immediate Family Member elects to transfer the Prohibited Securities to a blind trust under Section 2.3 of this Policy.

2.2.1 Prohibited Securities must be divested within six months of the Person's relationship with WPP.

2.2.2 If the interest in Prohibited Securities results from an entity becoming a WRAP Participant, the Person must divest all new Prohibited Securities within six months of receipt of WPP's notice of the updated relationship.

2.2.3 If the interest in Prohibited Securities results from a gift, inheritance, distribution of marital property, or other voluntary acquisition, the Person must divest all newly acquired Prohibited Securities within six months.

2.3 Within six months of initial employment a Person or Immediate Family Member may elect to transfer to a single blind trust all Prohibited Securities that were owned prior to employment.

2.3.1 For the purposes of Section 2.4 a "blind trust" is a legally binding arrangement pursuant to which a third-party fiduciary, as the trustee, has full management discretion over assets contained in the trust, and the Person or Immediate Family Member, as the trust beneficiary, has no visibility regarding specific assets contained in the trust.

2.3.2 A Person must file an annual disclosure statement confirming compliance with this Independence Policy.

SECTION 3. PROHIBITION ON ASSOCIATION WITH WRAP PARTICIPANTS

3.1 A Person may not be associated with any WRAP Participant. WPP will consider a Person associated with a WRAP Participant under the following circumstances.

3.1.1 A Person will be considered associated with a WRAP Participant if an Immediate Family Member is an officer, director, partner, or employee of a WRAP Participant unless:

- (1) The Immediate Family Member was an officer, director, partner or employee of a WRAP Participant prior to the implementation of this Policy and the

Person has disclosed this relationship to WPP's Treasurer for Finance Committee review; OR

(2) The Person receives a waiver of compliance from the Finance Committee.

3.1.2 A Person will be considered associated with a WRAP Participant if the Person is an officer or employee for WPP, served as a former executive officer of a WRAP Participant, and continues to receive benefits under an existing employee benefit plan (other than plans exempted by Section 2.1.1 and 2.1.2 of this Policy), arrangement, or Policy of the WRAP Participant.

3.1.3 A Person will be considered associated with a WRAP Participant if the Person is an WPP Board member, served as a former executive officer or director of a WRAP Participant, and continues to receive benefits (other than customary retirement-related benefits including, but not limited to, benefits under ERISA plans, supplemental retirement plans or non-pension post-retirement benefit plans) from a WRAP Participant.

3.1.4 A Person will be considered associated with a WRAP Participant if the Person has a material ongoing business or professional relationship with a WRAP Participant or an employee of a WRAP Participant.

3.2 The Finance Committee retains the authority on behalf of the Board of Directors to determine whether a business or professional relationship between a Person and a WRAP Participant is a material ongoing or professional business relationship under this Section.

SECTION 4. PROHIBITION ON MARKET TRANSACTIONS WITH WRAP PARTICIPANTS

4.1 All Persons are prohibited from engaging in any market transactions with WRAP Participants other than in performance of duties under WPP's Tariff. This provision does not prevent WPP or any Person from purchasing electricity, power, and energy as retail customers from a WRAP Participant.

SECTION 5. POLITICAL ACTIVITIES

5.1 No Person is restricted from participating in any legal political activity so long as the Person does not purport, directly or indirectly, to represent WPP without authorization.

5.1.1 No Person should participate in political activities as a representative of WPP unless specifically authorized to do so or use WPP funds or resources to support particular political parties or candidates, or seek reimbursement from WPP for political contributions.

5.2 No Person is prohibited from holding public office so long as the Person notifies WPP's Treasurer in writing upon acceptance of public office.

5.2.1 A Person's work in public office must not detract from the Person's performance in connection with WPP, and the Person may not represent WPP in the Person's capacity as a public official or use WPP resources for work related to public office.

5.2.2 If a Person holds public office, the Person must abstain from voting or participating in any debate or matters relating to WPP as part of the Person's duties in public office.

SECTION 6. SECONDARY EMPLOYMENT & OTHER ACTIVITIES

6.1 WPP employees and officers may not engage in secondary employment unless the secondary employment:

- (1) Will not interfere with the Person's duties as an WPP employee or officer and will not involve the use of WPP resources, materials, or assets;
- (2) Will not result in any real or apparent advantages for any WRAP Participant over another WRAP Participant regarding WPP; AND
- (3) Is fully disclosed to WPP before the commencement of any secondary employment.
- (4) Before commencement of secondary employment, WPP's Treasurer must determine all the criteria outlined in section 6.1 are met in writing to authorize the secondary employment.

6.2 If a Person takes on secondary employment with a non-WRAP Participant, the Person may not transact business with WPP on behalf of the secondary employer.

6.3 Any outside business activity that interferes or materially decreases a Person's impartiality, judgment, effectiveness, productivity, or ability to perform the Person's duties and functions at WPP is prohibited.

6.4 If a Person is seeking other employment or has an arrangement concerning prospective employment with a WRAP Participant, the Person must notify a supervisor and disqualify themselves from participating in any matter that will have an effect on the financial interests of the particular WRAP Participant.

6.5 No Person may engage other WPP Board members, officers, or employees in any outside business activity that interferes with or materially decreases the impartiality, judgment, effectiveness, productivity, or ability of any Person to perform their duties and functions for WPP.

6.6 Section 6 of this Policy does not discourage or prohibit any Person from engaging or participating in civic, church, or other charitable organizations, provided such activities or positions do not interfere with the Person's functions at WPP.

SECTION 7. PROHIBITED GIFTS

7.1 A Person's position or responsibilities at WPP can never be used to improperly benefit the Person or Immediate Family Members. WPP expects all Persons to adhere to and maintain the highest ethical standards when conducting WPP business. All Persons must avoid situations or relationships that can cause actual, potential, or perceived conflicts with this Policy.

7.2 A Person may not accept gifts from a WRAP Participant or Vendor unless:

- (1) The Person receives a gift no more than twice each year from an individual WRAP Participant or Vendor;
- (2) Each individual gift is worth less than \$100; and
- (3) The Person did not solicit the gift.

7.2.1 In general, tickets to a sporting, cultural, or other event are considered a gift and must comport with the terms of Section 7.2 unless the WRAP Participant or Vendor will

attend in Person. If the WRAP Participant or Vendor does attend the event in Person, the tickets will be considered business-related entertainment and must fall within the terms of section 7.3.

7.3 For the purposes of this Section, gifts do not include:

- (1) The acceptance of an occasional business-related meal; OR
- (2) Attendance at a sporting, cultural, or other event with a WRAP Participant or Vendor not more frequently than once per twelve-month period with a specific WRAP Participant or Vendor.

7.4 All gifts prohibited by Section 7.2 must be returned to the donor by the Person as soon as possible.

7.4.1 If return of the gift is not feasible, the Person must disclose the gift to WPP's Treasurer, who will determine the appropriate resolution. Such resolution may include distribution of the gift among coworkers or donation of the gift to a charity.

7.5 No Person can offer anything of more than \$100, including Company property, loans, contributions, or unpaid services to a representative of a WRAP Participant, member of the public, governmental official, or entity (foreign or domestic) without prior authorization from an WPP officer.

SECTION 8. CONSULTANTS & CONTRACTORS

8.1 No Person or Immediate Family Member may have a Significant Financial Interest in any contractor, company, business, or enterprise which has, or is seeking to establish, business relations with WPP unless that relationship has been disclosed to WPP's Treasurer and approved by the Finance Committee.

8.1.1 Within Section 8, "Significant Financial Interest" shall mean an officer-level position, equity ownership of 5% or more, or eligibility for a commission or other compensation as a direct result of the business relationship with WPP.

8.2 The Finance Committee shall apply reasonable and objective criteria when issuing conflicts of interest screening guidelines for consultants and contractors.

8.3 In applying the guidelines to individual cases, the Finance Committee will consider:

- (1) The nature of the services provided by the consultant or contractor;
- (2) The length of the engagement;
- (3) Whether the consultant or contractor is required to comply with his or her own professional conflict of interest standard (e.g., attorneys, accountants, etc.); AND
- (4) whether the consultant or contractor will have access to confidential information.

8.4 The Finance Committee will provide screening guidelines to the appropriate WPP personnel authorized to enter into contracts for outside services.

8.5 WPP's Treasurer will monitor the implementation of the Finance Committee's criteria.

Version 1 (adopted April 14, 2023)

Conflicts of Interest and Business Ethics Policy

Conflicts of interest arise when a director's position or responsibilities present an opportunity for personal gain (beyond the director's compensation for serving on the Board), or when personal interests conflict with the interests of the WPP.

Directors must avoid any business, financial, or other relationship where personal interests conflict with, or appear to conflict with, the interests of the WPP. Potential or actual conflicts of interest must be promptly and fully reported to the Finance and Audit Committee. A director who is in doubt about whether a given circumstance may present a conflict of interest should disclose the circumstances in question to the Finance and Audit Committee. The Finance and Audit Committee will discuss the potential conflict of interest with General Counsel and provide guidance to the director.

In general, a conflict of interest exists when the personal interests of a director could affect the ability of the director to act in the best interest of, and with good faith and loyalty to the WPP. A conflict of interest may be considered to exist in any instance where the actions or activities of any individual on behalf of the WPP also involves:

- Obtaining direct or indirect personal gain or advantage; or
- An adverse or potentially adverse effect on the interests of the WPP; or
- A transaction in which the WPP is a party, and in which a director has (1) a direct or indirect financial interest or (2) a conflicting fiduciary duty to another party involved in the transaction that, in either case, could influence his or her action on the matter while acting on behalf of the WPP.

Conflicts of interest may also arise in other instances. Although it is impossible to list every circumstance giving rise to a conflict of interest, several of the possible types of activities that might present potential or actual conflicts of interest are detailed below:

Outside Interests and Activities

The personal interests of a director may conflict with the interests of the WPP if he or she, or any member of his or her immediate family, by blood, adoption, or marriage (each an Immediate Family Member) is a person:

- a) Who solicits bids, contracts, or supplies goods or services (including consulting or professional services) to the WPP;
- b) From whom or to whom the WPP leases property or equipment;
- c) With whom the WPP is dealing or is planning to deal in connection with the purchase or sale of real property, investment securities, or other property;
- d) Who is an employee, officer, serves as a director, participates in management or is otherwise employed or compensated by an entity that competes with the WPP;

- e) Who is an employee, officer, serves as a director, participates in management, or is otherwise employed or compensated by a person or entity that is engaging in transactions with the WPP;
- f) Who has a material financial interest through ownership of stock or other type of equity interest in an entity that is engaging in transactions or competes with the WPP of the type listed in subsections (d) and (e), above. For purposes of the Policy, a material financial interest shall mean a 10% or more equity interest in such an entity described above and shall be calculated by aggregating the equity interests of the director and immediate family members; or
- g) Who is a creditor of any entity that is engaging in transactions or competes with the WPP of the type listed in subsections (a) through (d), above.

Corporate Opportunity

Generally, a director breaches the duty of loyalty if the director seizes a business opportunity that the corporation was financially capable of undertaking or in which the director had a reasonable interest or expectancy. Moreover, a director's loyalty will be called into question even if the director simply takes personal advantage of a business opportunity that was in line with the company's business. This type of conflict is referred to as a "Corporate Opportunity."

A conflict of interest may occur when a director fails to inform the WPP of a Corporate Opportunity and instead diverts it to himself or herself, or to an Immediate Family Member, or to any entity with respect to which he or she (or an Immediate Family Member) is an employee, officer, director, holder of an equity interest, or creditor.

Non-public Inside Information

It is a conflict of interest to disclose non-public inside information relating to the WPP or gained through the director's relationship with the WPP, or to use such information for the personal profit or advantage of any director, any of his or her Immediate Family, or any entity with respect to which the director (or an Immediate Family Member) is an employee, officer, director, holder of an equity interest, or creditor.

Gifts, Gratuities, and Entertainment

It may be a conflict of interest for a director (or an Immediate Family Member) to accept gifts, excessive entertainment, unsecured loans, or other favors from any outside party that does, or is seeking to do, business with, or is a competitor of the WPP under circumstances from which it might be inferred that such action was intended to influence or possibly would influence the director in the performance of his or her duties. Though there are exceptions to the general rule, generally it is the WPP's policy that neither the organization, nor any of its directors shall accept gifts or discounted goods or services from the WPP's vendors. Token gifts of limited value received on a limited basis are acceptable (gifts with a combined value no greater than \$100 received during a 12-month period).

Other Areas of Conflicting Interest

Other circumstances may arise which could result in a conflict between a director's personal interests and the interests of the WPP. The descriptions above are not inclusive of all potential conflict of interest situations. In general, any circumstance that may give rise to reasonable questions of possible favoritism, self-dealing, or undue influence may be a potential conflict of interest, even if no actual conflict exists. It should be noted that a personal bias against a third party may result in a conflict of interest even if the director is of the belief that he/she is not acting contrary to the fiduciary duties owed to the WPP.

Version 1 (adopted December 5, 2023)

Document Integrity and Retention Policy

WPP's current document retention policy has been revised for consistency with Oregon law and will be included here once it is fully implemented.

Signature Authority Policy [2025]

WPP's current signature authority policy allows the CEO or a Vice President to sign agreements on behalf of the organization. Program managers have authority to approve costs up to \$5,000 for costs or expenses to meet program needs.

WPP expects to propose an updated signature authority policy in 2025.

Expense Reimbursement Policy

Accountable Plan

WPP has chosen to adopt an accountable plan consistent with IRS regulations that allows it to reimburse Board members and advisors for authorized business expenses with no impact on taxable compensation. These include approved payments for travel and allowable out-of-pocket expenses related to official WPP business. The accountable plan does not address whether specific types of expenses are eligible for reimbursement but instead provides general guidance applicable to most situations related to travel and business expenses. Any disputed expenses, whether specifically addressed, must meet applicable requirement of the Internal Revenue Code and Treasury Regulations to qualify for reimbursement under an accountable plan.

Accountable Plan Requirements

Below is a summary of Internal Revenue Code requirements for an “accountable plan.” To qualify under the accountable plan, payments for expenses must meet all the following requirements:⁴

1. **Business connection requirement.** Advances, allowances or reimbursements are allowable only for ordinary and necessary business and professional business expenses that are paid or incurred by the Board member or advisor while conducting WPP business.

An ordinary expense is one that is common and accepted in WPP’s trade or business. A necessary expense is one that is helpful and appropriate for WPP’s business.⁵

The IRS may assume that a disbursement provides a personal benefit if there is any doubt concerning its business purpose. For this reason, the business purpose must be specifically documented such that a third party would have no question about its benefit to WPP. Submitted expenses must therefore include a narrative describing a business purpose for each expense.

2. **Substantiation within a Reasonable Timeframe.** The out-of-pocket business expenses must be substantiated with a detailed record within a reasonable timeframe.
 - **Reasonable Timeframe.** The IRS provides a “safe harbor” for employees of 60 days; that is, business expenses substantiated within 60 days are presumed to be substantiated within a “reasonable period of time.” Because the IRS does not provide specific guidance on a safe harbor for non-employees, WPP will follow the 60-day employee safe harbor requirement for Board and advisor reimbursements.

⁴ IRS Regulation §1.62-2.

⁵ An expense need not be strictly “required” to be considered necessary.

- **Substantiation.** A properly substantiated reimbursement request must provide the following information:
 - A description of the business purpose for each expense.
 - The equivalent of the original receipt(s) with an itemized listing of each business expenditure, amount and date. Exceptions to the receipt requirement include (1) business use of personal car at standard mileage rate, and/or (2) per diem reimbursements based on daily rate.⁶
 - All charges to company credit cards must be substantiated in the same manner as the above-mentioned reimbursements.
 - Advances that are not substantiated within a reasonable period of time must be returned (paid back) within a reasonable period of time.

Accountable Plan Reimbursements. WPP will assume an adequate accounting has been made if reimbursement paperwork with all appropriate backup is initially received by the Controller *within 60 calendar days* after the end of travel, or from the date in which expenses(s) were paid or incurred, *and* the request for payment has been approved by all departmental approvers within the same 60-day time frame.

Non-Accountable Plan Reimbursements. For expenses incurred by Board members and advisors and reimbursed by WPP for which an adequate accounting is not received within 60 calendar days, WPP will issue a 1099-MISC, provided the total amount of such reimbursements, combined with any other 1099-reportable payments made by WPP to the Board member or advisor, meets the published 1099 reporting threshold for the year in which the payment is made.

Documentation. WPP will keep records of the aforementioned reimbursements for a minimum of three years, or as required by IRS regulations.

Version 1 (adopted December 5, 2023)

⁶ Business use of a personal car will be reimbursed at the applicable IRS standard mileage rate.

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
NORTHWEST POWER POOL
REGARDING ALLIED PARTNER
DUES**

WHEREAS the Western Power Pool (WPP) is a 501(c)(6) nonprofit mutual benefit corporation organized and operated to help coordinate electric grid operations for the western United States and Canada; and

WHEREAS in recognition of the more public role served by WPP as administrator of the Western Resource Adequacy Program, WPP's bylaws were modified to allow the addition of new types of members, called Allied Partners; and

WHEREAS an Allied Partner must meet all Corporate Member Criteria, submit a membership application to WPP, and pay any dues established by the board of directors.

NOW THEREFORE, BE IT:

RESOLVED that the WPP Board shall approve a waiver of Allied Partner dues for the years 2024 and 2025. Allied Partners will still be required to complete a Membership Agreement. The Board may choose to revisit this decision during its Annual Meeting in 2025.

RESOLVED that the staff of WPP be authorized to take all such further actions as they, or any of them, may deem necessary or appropriate to carry out the intention of the foregoing resolutions.

Susan Ackerman, Secretary

Date Approved by Board of Directors:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
NORTHWEST POWER POOL
REGARDING RENOMINATION OF DIRECTOR AND UPDATED
STAGGERED TERMS**

NOW THEREFORE, BE IT:

RESOLVED that the Board of Directors elects Andrew Ott to continue to serve as a Director on the Western Power Pool Board of Directors. The Western Power Pool Board of Directors will be composed of the individuals whose names and respective terms are listed below.

	Term expires 12/31/2027	Term expires 12/31/2026	Term expires 12/31/2025
First Term		Bill Drummond	Doug Howe
		Susan Ackerman	Michelle Bertolino
Second Term	Andrew Ott		

Susan Ackerman, Secretary

Date Approved by Board of Directors:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
NORTHWEST POWER POOL
REGARDING ELECTION OF OFFICERS**

NOW THEREFORE, BE IT:

RESOLVED that the Board of Directors elects the following slate of individuals to serve as officers of WPP, effective January 1, 2025, with the following terms:

Officer Role	Name	Term
Chair	Bill Drummond	Thru 12/31/2025
Vice Chair	Andy Ott	Thru 12/31/2025
Secretary	Susan Ackerman	Thru 12/31/2025
Treasurer	Michelle Bertolino	Thru 12/31/2025

Susan Ackerman, Secretary

Date Approved by Board of Directors: