

1 Revision History

Description	Revised by	Date
Charter draft finalized	Maya McNichol	2/22/2023

2 Purpose

The Resource Adequacy Participants Committee (RAPC) is the highest level of stakeholder influence over WRAP design changes and the venue for participant engagement with the Program Administrator (PA) and Program Operator (PO) on program implementation and operations. The authority of the RAPC is governed by the WRAP Tariff. The RAPC deliberates on proposed WRAP Tariff and business practice changes and recommends to the WPP Board of Directors (“Board”) approval or rejection of proposals. The RAPC also has certain reserved authorities, such as deciding whether to modify the limitations on Board authority set forth in Section 3 of the WRAP Tariff, as well as authority to make recommendations to the Board regarding WRAP cost allocation, changes to the WRAPA, and certain other requirements.

3 Participation

The RAPC consists of one representative from each WRAP Participant that executes the Western Resource Adequacy Program Agreement (“WRAPA”) under the WRAP Tariff. Representatives must be senior management officials with binding decision-making authority on behalf of their participating organizations, or a designated representative of a Participant’s senior management official. New participants joining the WRAP will designate a RAPC representative to attend RAPC meetings as soon as the company executes a WRAPA; these designees will be recorded in the RAPC Contact List.

Identification of Committee Members.

Notices of RAPC representatives and contact information shall be submitted to WPP. A list of each representative and their contact information shall be maintained on the RAPC Contact List. Participants can designate additional individuals to receive RAPC meeting materials, SharePoint access, and meeting invitations – designated as ‘informational.’ Individuals identified as informational are eligible to stand in for RAPC representatives when the representative is unavailable (for speaking or voting on behalf of the organization). If an entity ceases to be a Participant, that entity’s previously appointed representative and alternate shall no longer be on RAPC.

3.1 Code of Conduct

RAPC representatives will strive to represent their organizations while working in the best interest of the region. A spirit of collaboration will govern discussions, and the RAPC will strive to manage cordially through conflicts and differences of opinion. Consistent attendance and engagement at RAPC meetings by the identified primary RAPC representative are critical.

3.1.1 Meeting Roles

The primary RAPC representative or an alternate from the RAPC Contact List will be the speaker for their organization at each meeting (i.e., there will be one designated speaker per organization). As with any member of the public, staff from participating organizations are permitted to attend RAPC meetings in listening mode. The chair and/or vice chair may decide to promote another staff member from an organization at the request of the primary representative from that organization for a specific agenda topic.

If a caller on any meeting of the RAPC or any organizational group under the RAPC is causing a lot of background noise or distraction and is unresponsive to requests to mute, the chair and/or vice chair may request that WPP excuse the caller.

3.1.2 Devotion of Time

It is the expectation that the RAPC representative and any alternate will devote the appropriate time to ensure that themselves and any invited staff members are adequately informed to participate in discussions by familiarizing themselves with the agenda and accompanying materials circulated prior to meetings of the RAPC or any organizational group under the RAPC. The RAPC representative is also expected to keep senior and management staff at their own organization informed to ensure no timing delays in decision making and voting. Participation of representatives

is at the expense of their member organizations, and representatives shall not receive compensation or reimbursement of expenses from WPP.

3.1.3 Confidentiality

Any confidential information is to be treated in accordance with the WRAP Tariff and applicable confidentiality agreements. Occasionally, the RAPC may need to host closed discussions, as noted in section 6.1.3 below. Participants shall maintain the confidentiality of a closed session including not disclosing comments made by or positions taken by RAPC members.

4 Resources

4.1 Program Administrator

WPP will provide management, facilitation, and facilitation support as the Public Utility administering the WRAP to the RAPC and organizational groups beneath the RAPC, as appropriate. WPP will work collaboratively with the chair and vice chair to create agendas to keep the effort on schedule and to coordinate support from other resources. WPP will provide and maintain a SharePoint site for use by the committee.

4.2 Program Operator

The Program Operator (Southwest Power Pool – SPP) will provide technical support to the RAPC and organizational groups beneath the RAPC, as appropriate. SPP will work collaboratively with WPP and the chair and vice chair to prepare for meetings, develop materials, lead discussions, and provide other support as determined necessary by WPP.

5 Function

The RAPC will perform functions defined under the WRAP Tariff, which include:

- Shall consider and recommend that the Board approve or reject proposed amendments to this Tariff or Business Practice Manuals prior to the Board considering such amendments, including any amendments reviewed and referred by the Program Review Committee.
- May provide input to the Board on any proposed WPP rules that apply both to the WRAP and other WPP services
- May take other actions reasonably related to its role as the senior level Participant advisory committee to the Board of Directors regarding WRAP matters.

5.1.1 Exigent Changes

When the RAPC determines that an amendment to the Tariff or the Business Practice Manuals requires expedited Board of Directors review due to exigent circumstances, it may propose such amendment directly to the Board of Directors without awaiting review by other committees and

stakeholders. Exigent circumstances include: (i) a FERC-mandated amendment to this Tariff or the Business Practice Manuals; (ii) an amendment to this Tariff or the Business Practice Manuals to address an immediate reliability impact; or (iii) an amendment to this Tariff or the Business Practice Manuals that the RAPC has determined has significant impacts to utility service.

6 Procedures

6.1 Meetings

Meetings of the RAPC will generally be open to the public. All RAPC decisional items shall be placed on the open meeting agenda. Members of the public will be given the opportunity to provide comments on decisional items. Voting will be conducted in open session.

6.1.1 Quorum

The quorum for a meeting of the RAPC shall be one-half of the representatives thereof, but not less than three representatives, provided that a lesser number may serve as a quorum for the sole purpose of voting to adjourn the meeting to a later time.

6.1.2 Noticing Meetings

WPP shall provide advanced written notice of the date, time, place, and purpose of each RAPC meeting. Meetings will be noticed no less than 10 business days prior to the meeting on the WPP website.

6.1.3 Closed Meetings

The RAPC may meet in closed session as the RAPC chair and vice chair deems necessary; provided, however, that the RAPC will allow the designated COSR support staff member as specified in Section 4.3 of this Tariff to attend any closed meeting. The RAPC will not take action on any proposed amendment to this Tariff or the Business Practice Manuals in closed session. Given the confidential and business sensitive nature of the discussions in closed session, no more than two representatives will be allowed to attend for each Participant, unless the RAPC chair and vice chair otherwise authorize more attendees. One attendee will be the Participant's RAPC representative and one additional attendee may be designated by the RAPC representative.

6.1.4 Setting the Agenda

The chair and vice chair will propose agendas for the meetings, working with WPP support. If RAPC representatives would like to request an item be added to the agenda for the next meeting, they are expected to do so prior to adjourning the prior meeting or via email to WPP and the RAPC chair and vice chair at least 5 business days prior to the RAPC meeting they are requesting the topic be added.

The agenda for a given meeting will be proposed to the RAPC with a motion and second at the start of a meeting; RAPC representatives may request an adjustment or addition to the agenda in the course of its consideration by the RAPC for adoption. RAPC representatives are encouraged to provide decisional agenda items in advance for incorporation into the proposed agenda (as opposed to proposing them within the meeting) to allow colleagues and attendees an opportunity to adequately prepare for a decision.

Supplying Meetings Materials

WPP will make reasonable efforts to provide meeting materials to the meeting attendees at least 4 business days prior to the meeting. For items requiring a decision or vote, supporting materials must be provided at least 4 business days in advance. Informational items may be provided within 4 business days of the meeting if they do not require a vote or decision. WPP, the chair, and vice chair will endeavor to provide material for any decisional items for consideration at least one meeting prior to the meeting where a decision will be requested. Proposed agendas for open RAPC meeting sessions will be posted to WPP's website with the notice of the meeting.

6.1.5 Meeting Minutes

WPP will provide meeting minutes for open RAPC meetings focused on capturing motions/approvals, actions, timing, and general discussion topics. For closed meetings, minutes will capture timing of the meeting.

6.2 Chair and Vice Chair

The RAPC shall select from among its members a chair and vice chair. The chair and/or vice chair will serve as the RAPC liaison to the WPP staff and will help facilitate RAPC meetings, develop meeting agendas, and ensure that objectives and deliverables are achieved in a timely manner, as appropriate. During the course of RAPC discussions and debates, it is recognized that the chairs and/or vice chair will sometimes need to represent views or considerations particular to their organization. Whenever a chair or vice chair is expressing his/her/their particular views or considerations he/she/they will so note this to the RAPC.

6.2.1 Terms

The officer terms are for one year. After one year of service, the chair will step down and the vice chair will become the new chair. The RAPC will elect a new vice chair.

An officer may be removed by 75% 'House/Senate' (see section **Voting**) of the RAPC if it is decided that removal will serve the best interests of the RAPC. Any officer may resign from the position at any time by giving written notice to the RAPC. Any resignation shall take effect on the date and

time specified by that notice; the acceptance of the resignation is not necessary to make it effective. The resignation of a position as officer does not itself remove that representative from the RAPC. Vacancies in any office arising from any cause shall be filled by a RAPC representative at the next meeting by a majority vote of the representatives. The newly appointed officer will complete the vacancy term.

Record of the Chair and Vice Chair will be recorded in Appendix A when the RAPC has voted affirmatively to seat a new chair and/or vice chair.

6.3 Voting

The RAPC will strive for and will act on the consensus of its members, where consensus means that all participants can “live with” the decision. In the event consensus cannot be obtained, voting procedures will be utilized.

When votes are necessary, each Participant will cast a single vote; votes must be cast by an individual previously identified in the RAPC Contact List as either the RAPC representative or an alternate. If an action is proposed and roll call voting is not determined necessary (i.e., no request for a roll call vote is made), an entity will be considered supportive of the action if any individual listed in the RAPC Contact List is present in the meeting at the time of the action.

RAPC votes are governed by the WRAP Tariff. RAPC actions are determined based on a “House/Senate” voting structure. The Senate vote will be based on a one-Participant, one-vote (per capita) structure, and the House vote will be weighted based on each Participant’s share of total WRAP average peak load, as determined in the Forward Showing Program for each Season.

- Actions to amend any of the limitations on Board authority set forth in Section 3.4 of this Tariff require an 80% affirmative approval by both the House and the Senate vote tallies to be approved.
- Actions brought before the RAPC that have been approved by the PRC require a 67% affirmative approval by both the House and Senate vote tallies to be approved.
- All other actions not specified in Tariff Section 4.1.6.2.3 require a 75% affirmative approval by both the House and Senate vote tallies to be approved.

If at any time a single Participant’s P50 load for voting purposes would result in that Participant possessing a veto over any votes, such Participant’s House vote shall be capped at 1% below the amount that would convey such a veto, such that no single Participant will possess a veto over any action.

7 Organizational Groups Under the RAPC

RAPC may organize groups under its responsibilities such as workgroups, subcommittees, task forces, etc. to address specific topics. These groups may be enduring or situational. RAPC will not delegate any voting or decisional power to these organizational sub-groups; instead, such groups will exist to advise RAPC, make proposals, consider issues, etc.

Appendix A: Record of Chair and Vice Chair

Role	Name	Start Date	End Date	Organization
Chair	Michael Wilding	1-26-2023	12-31-2023	PacifiCorp
Vice Chair	Grant Smedley	1-26-2023	12-31-2023	Salt River Project
Chair	Grant Smedley	1-1-2024	12-31-2024	Salt River Project
Vice Chair	Ben Brandt	1-18-2024	12-31-2024	Idaho Power
Chair	Ben Brandt	1-1-2025		Idaho Power
Vice Chair	Ed Mount	1-1-2025		The Energy Authority