



**INDEGO BYLAWS**  
**RTO WEST GOVERNANCE WORKSHOP**

**Portland**

**June 14, 2000**

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## IndeGO as State Nonprofit Corporation

- ▼ IndeGO was proposed to be a Utah nonprofit corporation formed under the Utah Nonprofit Corporation and Cooperative Association Act.
- ▼ Various provisions of any corporate bylaws are subject of specific state statutory requirements (e.g., requirements relating to notices of meetings, quorum, officers, corporate records). If RTO West is incorporated in a state other than Utah, certain provisions of RTO bylaws may need to be revised in order to satisfy the requirements of the law of the applicable state.

# IndeGO as State Nonprofit Corporation

- ▼ State law requires articles or certificate of incorporation and bylaws for a nonprofit corporation.
  - Corporation formed by filing of articles of incorporation.
  - Corporation governed by its bylaws.
- ▼ State law provides that nonprofit corporation may have one or more classes of members or may have no members.
- ▼ State law provides that nonprofit corporation's affairs shall be managed by a board of directors.

**IndeGO Members**

# Classes of Members

- ▼ Four Classes at Outset:
  1. Major Transmitting Utilities Class
  2. Transmission-Dependent Utilities Class
  3. Nonutility Entities Class
  4. Utilities Commissions Class

# Classes of Members (continued)

## 1. Major Transmitting Utilities Class:

Comprised of Transmission Owners that, individually or together with one or more Affiliates, receive from the Corporation revenues *in excess of two percent* of the total IndeGO Transmission System revenue requirement.

“Transmission Owner”: defined as any investor-owned utility, municipality, municipal utility, public utility district, people’s utility district, cooperative corporation, joint powers agency, federal power marketing administration, irrigation district or other entity furnishing electric services, or a joint powers authority that includes one or more of such agencies, or that furnishes electric services over its own or its members’ electric distribution system, *that has transferred operational control of its transmission facilities to the Corporation pursuant to a Transmission Control Agreement.*

# Classes of Members (continued)

## 2. Transmission-Dependent Utilities Class:

Comprised of any investor-owned utility, municipality, municipal utility, public utility district, people's utility district, cooperative corporation, joint powers agency, federal power marketing administration, irrigation district or other entity furnishing electric services, or a joint powers authority that includes one or more of such agencies, or that furnishes electric services over its own or its members' electric distribution system, *that is not a Major Transmitting Utility but that is located, conducting business or operating within the control area operated by the Corporation.*

## Classes of Members (continued)

### 3. Nonutility Entities Class:

Comprised of any entity, other than a Major Transmitting Utility, Transmission-Dependent Utility, or Utilities Commission, that is located, conducting business or operating within the control area operated by the Corporation and (i) that owns or has contractual rights to use transmission facilities and is subject to FERC authority pursuant to Sections 210 or 211 of the FPA, or that would be subject to such authority were it located within the United States, or that owns or has contractual rights to use transmission facilities in Canada, or is authorized to provide transmission services or interconnection over such Canadian facilities, or (ii) that is entitled to apply to the FERC for an order requiring transmission services or interconnection pursuant to Sections 210 or 211 of the FPA, or that would be entitled to apply for such an order were it located within the United States, or that is a marketing affiliate of any such non-U.S. entity seeking transmission services, or that receives interconnection or transmission services from a Canadian Transmission Provider.

## Classes of Members (continued)

### 4. Utilities Commissions Class:

Comprised of a group of “Utilities Commissions,” defined as (i) the utilities regulatory commission of each Participating Jurisdiction, (ii) any other governmental agency in any Participating Jurisdiction that has ratemaking, siting, resource-planning or other authority with regard to electrical energy and that is designated by the governor or other chief executive officer of a Participating Jurisdiction, by notice to the Secretary of the Corporation, as a Member in the Utilities Commissions Class, and (iii) the NWPPC.

“Participating Jurisdiction” defined as any state in which any portion of the IndeGO Transmission System is located.

## Classes of Members (continued)

### Fifth Member Class Proposed to Be Added Subsequently:

#### **5.** Retail Customers Class:

New Member Class to be proposed by the Corporation Board of Trustees not later than January 1, 1999, for consideration and approval by the Voting Class Members.

Purpose: to permit membership in the Corporation by end-user consumers of electric power (i.e., consumers that are not in any manner engaged in sales of electric power) that are located in the control area operated by the Corporation and that become eligible to purchase, directly or indirectly through one or more intermediaries, direct access transmission service from the Corporation.

# Qualifications Required For Membership

- ▼ Required to be a Major Transmitting Utility, a Transmission-Dependent Utility, a Nonutility Entity or a Utilities Commission (or, with addition of Residential Customers Class, a Residential Customer).
- ▼ In addition, if not a Utilities Commission or a Residential Customer, required to be either (i) a party to a Transmission Control Agreement with the Corporation or (ii) a member of NRTA or WRTA.

# Admission of Members

- ▼ Utilities Commissions admitted simply on notice – but no more than two Utilities Commissions permitted from any given Participating Jurisdiction (not counting NWPPC, which entitled to one membership in Utilities Commissions Class).
- ▼ Any entity (other than a Utilities Commission) satisfying Membership requirements may be admitted to Membership upon application and approval by Board of Trustees.

## Admission of Members (continued)

- ▼ Any existing Members in Membership Class may protest admission.
- ▼ Disputes subject to arbitration in accordance with provisions of Bylaws.
- ▼ Any entity other than a Utilities Commissions that is qualified to become a Member may become a member of any Member Class for which it qualifies -- but no Member may be a member of more than one Member Class at any given time.
- ▼ No Affiliate\* of any entity that is a Member may be a Member at the same time.

## Admission of Members (continued)

- ▼ “Affiliate” of a Person means a Person that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such Person. For purposes of these bylaws, in determining whether one Person controls another Person: (1) without limitation, the direct or indirect ownership or control of or power to vote 10 percent of the outstanding voting securities of a corporation shall be deemed to constitute control of such corporation; (2) each member of a cooperative corporation shall be deemed to be an Affiliate of the cooperative corporation; provided, however, that the customer-owners of an electric power distribution cooperative shall not, by virtue of such relationship alone, be deemed to be Affiliates of such cooperative; (3) separate agencies of a state or of the federal government shall not be considered Affiliates, regardless of any commonality of political control, unless each of such agencies is involved in electric energy generation, transmission, marketing or distribution; and (4) members of any joint powers authority that are not involved in electric energy generation, transmission, marketing or distribution shall not be considered Affiliates.

# Voting Rights of Members

- ▼ Utilities Commissions Members have only limited voting rights:
  - Right to oppose service by one or more voting Trustees-elect on the grounds that such service would be contrary to the public interest.
  - Right to elect ex officio non-voting Trustees of the Corporation.
  - Right to elect members of the Technical Advisory Committee.

## Voting Rights of Members (continued)

- ▼ All other Membership Classes are “Voting Classes,” and Members in those Membership Classes entitled to one vote on each matter put to vote of Members.
  - Required quorum: Members present in person in each Voting Class and entitled to vote is quorum for any meeting of the Members.
  - Class voting (i.e., vote is by Voting Class).
  - Required vote: affirmative vote, by Voting Class, of a majority of the Members present and entitled to vote in each Voting Class at a duly held meeting of the Members (except where greater vote required by the Articles of Incorporation, applicable law or the Bylaws).

# Meetings of Members

- ▼ Meetings of Members held annually and at such other times as called by President, Board of Trustees or Members.
- ▼ Notice of each meeting posted publicly in advance.
- ▼ Meetings of Members open to public.

## Powers of Members

- ▼ Utilities Commissions Members have only the voting rights specified above.
- ▼ Voting Class Members have *exclusive* right and power to:
  - Elect voting Trustees
  - Elect members of the Technical Advisory Committee (Utilities Commissions Members have same right)
  - Amend certain provisions of Articles of Incorporation and Bylaws (e.g., powers of corporation, Member qualifications and voting rights, TAC)
  - Approve dissolution of the Corporation
  - Remove voting Trustees *without cause*

## Powers of Members (continued)

- ▼ Voting Class Members also have *non-exclusive* right (shared with Board of Trustees) to remove voting Trustee *for cause*.

“For cause” includes failure of Trustee, in any fiscal year, to attend more than one-half of meetings of Board of Trustees, or failure of Trustee to attend, in any fiscal year, at least one meeting of Board of Trustees with Technical Advisory Committee.

**IndeGO Board of  
Trustees**

# Powers & Composition of Board of Trustees

- ▼ All powers and activities of the Corporation exercised and managed by the Board of Trustees (except powers reserved to Members)
- ▼ Seven *voting* Trustees
  - *Important to remember: voting Trustees are not stakeholder trustees, and are not representatives of individual Member Classes.*
- ▼ Two *non-voting* ex officio Trustees (elected by Utilities Commissions Members)
- ▼ Trustees elected for three-year staggered terms (i.e., three classes of Trustees)

# Qualifications of Trustees

- ▼ Bylaws specify that persons electing Trustees should look for individuals who individually or collectively possess the following qualifications:
  - knowledgeable concerning electric transmission system operations;
  - experienced and knowledgeable concerning business, financial, organizational, regulatory, political and other matters affecting the activities of the Corporation; and
  - otherwise qualified to assist the Corporation in overcoming particular challenges that may confront it from time to time.

# Election of Voting Trustees

- ▼ Election of First Full Board of Trustees
  - Initial Board
    - ▼ Only interim.
    - ▼ Consists of three individuals named in Articles of Incorporation.
  - Within 120 days after incorporation of IndeGO, WRTA President required to schedule meeting of Members for election of first full Board of Trustees.
  - Prior to election of first full Board, WRTA Board of Directors acts as IndeGO Board for purposes of:
    - ▼ Admission of Members; and
    - ▼ Election of Trustees.

# Election of Voting Trustees (continued)

## ▼ Nomination of Trustees

- Any Member in any Voting Class entitled to nominate one or more candidates for voting Trustee.
- However, Utilities Commissions Members not entitled to nominate any candidate for voting Trustee.

## Election of Voting Trustees (continued)

- ▼ Voting members of the Board of Trustees elected by the affirmative vote, *by Voting Class*, of a majority of the Members present and entitled to vote in each Voting Class at duly held meeting of Members.
  - In any election of Trustees, each Member in each Voting Class entitled to vote for any nominee, but:
    - ▼ No Member may cast more than one vote for any given nominee (i.e., cannot cumulate votes); and
    - ▼ No Member may vote for any number of nominees in excess of the number of Board vacancies to be filled in such election.

## Election of Voting Trustees (continued)

- In order to be elected as Trustee, nominee required to receive majority of votes *in each Voting Class*.
  - ▼ Trustees-elect in each Voting Class comprised of nominees receiving highest vote (but not less than majority) in such Voting Class, up to the number of Board vacancies to be filled in such election.
- In event that fewer than requisite number of nominees receive majority vote in each Voting Class, runoff election held.
- In event that not all vacant positions filled in runoff election, then unfilled vacancy or vacancies filled from unelected nominees for Trustee in accordance with the arbitration procedures of the Bylaws.

## Election of Voting Trustees (continued)

- ▼ Utilities Commissions' Right to Oppose Certification of Trustees-Elect:
  - For period of five days following any election of Trustees, Utilities Commissions Members may, by affirmative vote of majority of Utilities Commissions Members, oppose service of any Trustees-elect, on grounds that such service contrary to the public interest.
  - In event of any such vote, election of applicable Trustees-elect submitted to arbitration under Bylaws.
  - In the event that the election of any nominee overturned as a result of such arbitration proceeding, replacement Trustee selected in accordance with the arbitration procedures.

## Non-Voting Ex Officio Trustees

- ▼ Utilities Commissions Members may elect up to two Trustees to serve in ex officio status on Board of Trustees.
- ▼ Ex officio Trustees may attend and participate in all meetings of Board of Trustees and committees, but have no right to vote on any matter coming before Board or any committees.
- ▼ No Member in any Voting Class entitled to nominate any candidate for ex officio Trustee.

## Removal of Trustees

- ▼ Voting Members may remove any voting Trustee at any time, with or without cause, by affirmative vote, *by Voting Class*, of majority of Members present and entitled to vote in each Voting Class at duly held meeting of Members.
- ▼ Board of Trustees may remove any voting Trustee at any time, but only *for cause*, if at least two-thirds of voting Trustees then in office vote in favor of removal.
- ▼ If vacancy occurs, Members elect replacement Trustee to fill vacancy.

# Meetings of Trustees

- ▼ Trustees meet at least once quarterly, and at such other times as called by President or any three Trustees.
- ▼ Notice of each meeting posted publicly in advance and sent to anyone who requests.
- ▼ Meetings of Board of Trustees open to public, with certain exceptions for closed executive sessions (analogous to open public meetings laws).
- ▼ Generally, affirmative vote of majority of Trustees in office is act of Board.

# Individuals Prohibited From Serving As Trustee

## ▼ General Prohibition:

No individual may serve as Trustee if (1) such individual (or any Related Person\* of such individual), or (2) any entity (or any Affiliate of any entity) with which such individual (or any Related Person of such individual) is connected as an owner, director, trustee, commissioner, officer, employee, partner, principal, representative, consultant, contractor, agent or in any similar capacity:

- Is or expects to become a competitor of the Corporation with respect to any business or operations of the Corporation;
- Is a Member;

\*“Related Person” of an individual means (a) the spouse of such individual or (b) a person living in the same household as such individual.

## Individuals Prohibited From Serving As Trustee (cont)

- Has during the preceding 12 months received an amount in excess of \$10,000 (exclusive of retirement income or benefits) in the aggregate from the Corporation, or from any Transmission Owner (or any Affiliate of any Transmission Owner), as rent or payments for materials, products or services (other than income or benefits received from the Corporation in consideration for services performed as a Trustee);
- Has during the preceding 12 months paid to the Corporation an amount in excess of \$100,000 in the aggregate for transmission services; or
- Has during the preceding 12 months paid to any Person an amount in excess of \$500,000 for electric power transmitted over the IndeGO Transmission System or any portion thereof.

## Individuals Prohibited From Serving As Trustee (cont)

### ▼ Exceptions to Prohibitions:

The above restrictions shall not be construed to prohibit the ownership by any Trustee (or any Related Person of any Trustee) of the lesser of (a) two percent of the issued and outstanding shares, or (b) \$100,000 in value of any class of public traded securities, if and as long as the aggregate fair market value of such shares does not exceed 10 percent of the net worth of the Trustee (or any Related Person of the Trustee) and such ownership represents a passive investment and neither the Trustee (or any Related Person of the Trustee) nor any group of persons including the Trustee (or any Related Person of the Trustee) in any way, directly or indirectly, manages or exercises control over such corporation, guarantees any of such corporation's financial obligations, or otherwise takes any part in such corporation's business (other than exercising his or her rights as a stockholder), or seeks to do any of the foregoing.

**IndeGO Technical  
Advisory Committee**

## Technical Advisory Committee

- ▼ Advisory committee to Board of Trustees.
- ▼ Members of TAC may be appointed by Board of Trustees or elected by Members – *but TAC members elected by Members must at all times comprise majority of TAC.*
- ▼ No member of Board of Trustees may be member of TAC.
- ▼ Each Member Class (including Utilities Commissions Class), *voting by class*, entitled to elect three members of TAC.
- ▼ TAC members elected for three-year staggered terms.

# Technical Advisory Committee (continued)

## ▼ Responsibilities of TAC:

- TAC advises Board of Trustees on additions and revisions to Corporation's rules and protocols, tariffs, reliability and operating standards, other technical matters and other matters of concern to TAC.
- TAC also assists and advises Board's Audit Committee in performance of its responsibilities.
- TAC may form one or more ad hoc or standing subcommittees to accomplish its functions.

## Technical Advisory Committee (continued)

- ▼ Board of Trustees required to meet with TAC at least twice a year
  - Notice of meetings posted publicly.
  - Meetings open to public.
- ▼ Board may appoint other advisory committees.
- ▼ Audit Committee – required.
  - Reviews annual independent financial audit of Corporation.
  - Monitors compliance with Codes of Conduct and recommends additional procedures for avoiding conflicts of interest.

**IndeGO Codes of  
Conduct**

# Codes of Conduct

- ▼ Two separate Codes of Conduct
  - Code of Conduct for Employees
    - ▼ Applies to all “Corporate Personnel” (defined as all officers, employees and substantially full-time consultants and contractors of the Corporation)
  - Code of Conduct for Trustees

## Codes of Conduct – Employees (continued)

### ▼ Standards for Non-Participation in Energy Transactions

- Prohibition against acting as marketer or broker.
- Prohibition against purchasing (except for ordinary personal or unrelated business purposes) or selling electricity except to extent necessary to carry out the Corporation's functions.
- Unless approved by the Board of Trustees, no Corporate Personnel may be an employee, director or attorney of, or substantially full-time consultant or contractor to, any "Market Entity" (defined as any entity engaged in the generation, transmission, marketing or distribution of electricity).

## Codes of Conduct - Employees (continued)

- Within six months of hiring, Corporate Personnel must dispose of any securities of a Market Entity owned directly or indirectly (e.g., through trust or defined contribution employee benefit plan) by such Corporate Personnel. Under consideration was exception for securities not having fair market value in excess of lesser of (a) 10 percent of the person's net worth or (b) \$25,000.
- Same restrictions on securities ownership apply on ongoing basis.

## Codes of Conduct - Employees (continued)

- ▼ Standards for Administration of Tariffs
  - Corporate Personnel required to administer Corporation's tariffs on fair and non-discriminatory basis.
  - Corporate Personnel required to process all transmission requests on non-discriminatory basis and maintain for public inspection records of all requests for transmission.

## Codes of Conduct - Employees (continued)

- ▼ Standards for Non-Disclosure of Transactional and Other Confidential Information
  - Corporate Personnel must abide by requirements of 18 CFR §§ 37.1-37.4 relating to Standards of Conduct for Public Utilities.
  - Corporate Personnel prohibited from using non-public information to the detriment of the Corporation or for their own personal gain.

# Codes of Conduct - Employees (continued)

## ▼ General Conflict of Interest Requirements

- Corporate Personnel shall comply with all laws and regulations.
- Corporate Personnel shall avoid situations in which their personal interests might conflict with the interests of the Corporation.
- Corporate Personnel shall not use Corporate property or services for personal gain.

## Codes of Conduct - Employees (continued)

- Corporate Personnel shall not accept gifts or gratuities that might affect, or give the appearance of affecting, their judgment in the performance of their duties.
  - ▾ Exception for food, refreshments and entertainment at social event.
  - ▾ Exception for non-cash gifts not exceeding \$250 in value from any given source in any given year.
- Prohibition against using Corporate funds or resources in support of any political party or candidate.

# Codes of Conduct - Trustees

- ▼ Very similar to Employees Code of Conduct.
- ▼ Differences have to do with differences in roles of Trustees and Corporate Personnel.
  - For example, Trustees Code of Conduct has no provisions relating to non-participation in energy transactions – since those concerns are addressed by disqualification provisions of Bylaws.
  - Fewer provisions relating to administration of tariffs.
  - Additional provision: prohibition against solicitation of Corporation's employees for employment elsewhere.

**IndeGO Alternative  
Dispute Resolution  
Procedures**

# Alternative Dispute Resolution Procedures

- ▼ Modeled after NRTA/WRTA dispute resolution procedures.
- ▼ Steps:
  - Parties required to make all reasonable efforts to settle informally.
  - If dispute not resolved informally, either party may request that manager of WRTA appoint impartial facilitator.
  - If facilitator does not resolve dispute within 30 days, either party may commence arbitration.

# Alternative Dispute Resolution Procedures (cont)

- ▼ Selection of arbitrator:
  - Parties shall select by agreement if possible.
  - If parties cannot agree, parties take turn striking names from list of 10 qualified individuals supplied by WRTA Arbitration Committee, with last name remaining designated as arbitrator.
- ▼ Arbitrator determines discovery rules and other procedural matters.
- ▼ Anyone who demonstrates good cause is entitled to be admitted to the arbitration as an intervener. Interveners have same procedural rights as parties.

## Alternative Dispute Resolution Procedures (cont)

- ▼ Arbitrator may not fashion own award, but is limited to making award based only on proposal of a party or intervener. If arbitrator determines that no proposal is appropriate, can ask parties to submit new proposed awards curing deficiencies perceived by arbitrator.
- ▼ No arbitration award may be cited as precedent in any other arbitration relating to a different dispute.

## Alternative Dispute Resolution Procedures (cont)

- ▼ Any party may appeal to FERC with respect to matters over which FERC has jurisdiction, but only on grounds that arbitral award contrary to Corporation's agreements or policies, or unjust, unreasonable, unduly or preferential or otherwise inconsistent with FPA or then applicable standards or policies of FERC.
- ▼ Disputes involving transmission facilities located in Canada or transmission service over such facilities may be appealed to appropriate Canadian regulatory authority.

## Alternative Dispute Resolution Procedures (cont)

- ▼ Decisions of FERC or Canadian regulatory authority may be appealed to any court of competent jurisdiction, but only on grounds permitted by Federal Arbitration Act.

**FERC Order 2000/2000-A  
Independence Standards**

## FERC's Order 2000/2000-A Independence Stds

- ▼ All RTOs must be independent of market participants.
- ▼ To achieve requisite independence, RTOs must satisfy following three conditions.
  - RTO, its employees and any non-stakeholder directors must not have any financial interests in any market participants.
  - RTO must have a decision-making process that is independent of control by any individual market participant or class of market participants.
  - RTO must have exclusive and independent authority to file changes to its transmission tariff with FERC under FPA §205.

# FERC's Order 2000/2000-A Independence Standards (continued)

- ▶ RTO, its employees and any non-stakeholder directors must not have any financial interests in any market participants.
  - “Market participant” defined generally as (1) any entity that, directly or indirectly through an affiliate, sells or brokers electric energy, or provides generation-related ancillary services to the RTO, unless FERC finds that the entity does not have economic or commercial interests that would be significantly affected by the actions or decisions of the RTO, and (2) any other entity that FERC finds has economic or commercial interests that would be significantly affected by the actions or decisions of the RTO.

# FERC's Order 2000/2000-A Independence Standards (continued)

- For purposes of the definition of “market participant,” “affiliate” has the definition given in §2(a)(11) of PUHCA (where control defined to include 5 percent share ownership threshold).
- Focus is on *current* financial interests.
- Since this condition raises issues with respect to pension rights and benefits, FERC will continue to implement the condition on case-by-case basis.

# FERC's Order 2000/2000-A Independence Standards (continued)

- ▼ RTO must have a decision-making process that is independent of control by any individual market participant or class of market participants.
  - This condition to be judged on a case-by-case basis.
  - FERC specifies this condition can be satisfied by non-stakeholder board and limitations on ownership of RTO by market participants.
  - Every ISO required to submit audit of the independence of its governance process two years after its approval as an RTO.

# FERC's Order 2000/2000-A Independence Standards (continued)

- Where non-stakeholder board, RTO must implement procedures to ensure that board does not become isolated.
  - RTO must adopt both formal and informal mechanisms to ensure that stakeholders can convey their concerns to the board.
  - Where board advised by stakeholder committees, composition of stakeholder committees must be balanced so that no one class dominates committee recommendations or decisions.

# FERC's Order 2000/2000-A Independence Standards (continued)

- ▼ Role of state agencies in RTOs
  - FERC declines to impose any specific requirements on role of state agencies in RTOs.
  - FERC believes that state commissions should participate fully in RTO formation and development.
  - FERC sees merit in commentators' arguments that state officials should not be voting members of RTO governing boards, but declines to impose such a prohibition. FERC is clearly comfortable with allowing state officials to serve as ex officio non-voting members of RTO boards.

**How IndeGO Measures  
Up Against FERC's  
Independence Standards**

# How IndeGO Measures Up Against FERC's Independence Standards

- ▼ IndeGO Bylaws satisfy most FERC requirements.
- ▼ Requirement that RTO, its employees and any non-stakeholder directors not have any financial interests in any market participants.
  - IndeGO's conflict of interest provisions in most respects more limiting than FERC's requirements.
    - ▼ IndeGO definition of "Market Entity" broader than FERC's concept of "market participant."
    - ▼ IndeGO Bylaws disqualification provisions for trustees take into account *past* as well as current financial interests.
    - ▼ But IndeGO's definition of "Affiliate" not as restrictive as PUHCA (e.g., 10 percent vs. 5 percent share ownership).

## How IndeGO Measures Up Against FERC's Independence Standards *(continued)*

- Also, could not carry forward IndeGO exceptions for *de minimis* ownership of securities of market participants by trustees and employees.
  - ▾ FERC's prohibition on ownership of securities of market participants would extend to certain indirect forms of ownership of securities of market participants, but FERC recognizes that pension rights and benefits must be examined on case-by-case basis.
  - ▾ FERC has indicated in November 24, 1998 MISO Order (85 FERC ¶61,250) and Order 2000 that participation in pension plans of market participants would be acceptable where plans are defined benefit pension plans not involving ownership of securities of market participants.

# How IndeGO Measures Up Against FERC's Independence Standards (continued)

- ▼ Requirement that RTO decision-making process be independent of control by any individual market participant or class of market participants satisfied in case of IndeGO by:
  - Market participants have no ownership interest in RTO.
  - Non-stakeholder Board of Trustees.
  - No Membership Class can control election of Trustees or any other voting matter.