

OPERATIONS COMMITTEE

BE IT RESOLVED that an Operations Committee of this Board of Governors (“Committee”) hereby is established to consist of two or more governors, one of whom shall be appointed by this Board as the Committee’s chair, and with the Chair of the Board of Governors as an *ex officio* member.

BE IT FURTHER RESOLVED that the Committee shall monitor and oversee the Corporation’s responsibility to plan and operate the transmission assets under its control in a safe, efficient, and reliable manner, to provide open and non-discriminatory electric transmission service, and to develop, implement and operate markets under its control in a manner consistent with the safe, efficient, and reliable operation of the grid. As such, the Committee will have access to and may consult with the financial, legal, engineering, and other staff and consultants of the Corporation. More specifically, the Committee shall, in a manner consistent with the California ISO Board of Governors Corporate Governance Principles, perform the following:

- Review the development and implementation of the Corporation’s Market Redesign and Technology Upgrade Project (“MRTU”) and make recommendations to the Board of Governors (“Board”) regarding MRTU as appropriate.
- Review proposed major modifications, in addition to those proposed in MRTU, to operating hardware, software, and communications systems.
- Review the development and implementation of major modifications, in addition to those proposed in MRTU, to the structure, rules or procedures of the markets operated by the Corporation and make recommendations to the Board regarding such proposed major modifications as appropriate.
- Review management reports on grid operations, grid reliability, market operations, and software, hardware, and communications infrastructure of the Corporation and make recommendations to the Board regarding such matters as appropriate.
- Review and make recommendations to the Board regarding certain transmission facilities proposed to be under the Corporation’s operational control and/or included in the Transmission Access charge recovered by Participating Transmission Owners pursuant to the Corporation’s tariff.
- Review the Annual Grid Expansion Plans of the Participating Transmission Owners and the Corporation’s Annual Controlled Grid Expansion Plan and make recommendations to the Board regarding such plans as appropriate.
- Review reports by and recommendations of the market surveillance function of the Corporation and the Market Surveillance Committee and make recommendations, as appropriate, to the Board regarding such matters.

- Review reports and recommendations of any stakeholder advisory committee(s) focused on operations, including, but not limited to, transmission planning, grid operations, grid reliability, and market operations and make recommendations to the Board regarding such matters as appropriate.
- If necessary, or as requested or approved in advance by the Board, institute special investigations and, if appropriate, hire special counsel or experts to assist and make recommendations to the Committee or Board related thereto; and
- Such other oversight duties and responsibilities as may be assigned to the Committee or from time to time, by the Board and/or Chair of the Board.

BE IT FURTHER RESOLVED that the Committee, a quorum of which shall consist of two-thirds (rounded to the next highest whole number) of its members, shall fix its own time and place of meetings and shall prescribe its own rules of procedure, consistent with the requirements of the Bylaws. Meetings may be called by the Chair of the Committee or the Chair of the Board. All meetings shall be held pursuant to the Bylaws and Open Meeting Policy of the Corporation with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Corporation's records. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board as approved by the Committee.

BE IT FURTHER RESOLVED that, unless otherwise designated by the Committee, the Corporate Secretary of this Corporation, or an Assistant Secretary, shall serve as the secretary to the Committee.