

ATTACHMENT A

| <u>AUGUST 1998 BYLAWS</u> | <u>JANUARY 1999 PASSED BYLAWS</u> | <u>CHANGE FROM 8/98 BYLAWS</u> | <u>JANUARY 2000 PROPOSED BYLAWS</u> | <u>CHANGE FROM 1/99 BYLAWS</u> |
|---|---------------------------------------|------------------------------------|---|------------------------------------|
| ARTICLE I – OFFICES | ARTICLE 1 | None | ARTICLE 1 | None |
| ARTICLE II – PURPOSES & OBJECTIVES | | | | |
| - Section 1 Purposes | §1 | None | §1 | None |
| - Section 2 Authority to Operate | §2 | None | §2 | None |
| ARTICLE III – BOARD OF GOVERNORS | | | | |
| - Section 1 Powers | §1 | None | §1 | None |
| - Section 2 Number of Governors | §2 | None | §2 | None |
| - Section 3 Composition & Selection | | | | |
| - 3.1 Classes in General | §4.1 | Cleanup/FERC | §4.1 | Cleanup/SB96 |
| - 3.2 Definitions | §§3.1 – 3.12 | Cleanup/FERC | §§3.1 – 3.12 | None |
| - 3.3 Selection of Governors Designate | | | | |
| (a) IOU's | §4.2 (a) | Cleanup/FERC | §4.2 (a) | Cleanup |
| (b) Muni's | §4.2 (b) | Cleanup/FERC | §4.2 (b) | Cleanup |
| (c) Gov't Mkt. Participants | §4.2 (c) | Cleanup/FERC | §4.2 (c) | Cleanup |
| (d) Non-utility Generators | §4.2 (d) | Cleanup/FERC | §4.2 (d) | Cleanup |
| (e) Public Buyers & Sellers | §4.2 (e) | Cleanup/FERC | §4.2 (e) | Cleanup |
| (f) Private Buyers & Sellers | §4.2 (f) | Cleanup/FERC | §4.2 (f) | Cleanup |
| (g) Agricultural End-Users | §4.2 (g) (i) | Cleanup/FERC | §4.2 (g) (i) | Cleanup |
| (h) Industrial End-Users | §4.2 (g) (ii) | Cleanup/FERC | §4.2 (g) (ii) | Cleanup |
| (i) Commercial End-Users | §4.2 (g) (iii) | Cleanup/FERC | §4.2 (g) (iii) | Cleanup |
| (j) Residential End-Users | §4.2 (g) (iv) | Cleanup/FERC | §4.2 (g) (iv) | Cleanup |
| (k) End Users at Large | §4.2 (i) | Cleanup/FERC | §4.2 (i) | Cleanup/SB96 |
| (l) Public Interest Groups | §4.2 (h) | Cleanup/FERC | §4.2 (h) | Cleanup |
| (m) Non-Market Participants | §4.2 (j) | Cleanup/FERC | §4.2 (j) | Cleanup/SB96 |
| (n) Chairperson | §4.3 | Cleanup/FERC | §4.3 | None |
| - Section 4 Procedures for Appointment | | | | |
| - 4.1 Appointment by Oversight Board | Deleted | FERC | §4.5 (c) | Cleanup/SB96/Policy |
| - 4.2 Limit on Participation in More Than 1 Class | §4.4 (d) | Cleanup | §4.4 (d) | Cleanup |
| - 4.3 Self Certification | §4.4 (a) | Cleanup | §4.4 (a) | Cleanup |
| - 4.4 List of Eligible Entities | §4.4 (b) | Cleanup | §4.4 (b) | Cleanup |

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|---|-----------------------------------|--------------------------------|-------------------------------------|--------------------------------|
| - 4.5 Other Procedures | §4.4 (c) | Cleanup | §4.4 (c) | Cleanup |
| NONE (Qualifications of Governors) | §4.6 | Policy | §4.6 | Policy |
| - Section 5 Record Date | §5 | None | §5 | None |
| - Section 6 Term of Office | §6 | FERC | §6 | None ¹ |
| - Section 7 Vacancies & Removal | §7 | Cleanup | §7 | None |
| - Section 8 Meetings of Governing Board | | | | |
| - 8.1 Quarterly Meetings | §8.1 | None | §8.1 | None |
| - 8.2 Other Meetings | §8.2 | None | §8.2 | None |
| - 8.3 Participation Electronically | §8.3 | None | §8.3 | None |
| - Section 9 Notice | | | | |
| - 9.1 Notice to Governors | §9.1 | None | §9.1 | None |
| - 9.2 Public Notice | §9.2 | None | §9.2 | None |
| - Section 10 Open Meetings | | | | |
| -10.1 Meetings to be Open | §10.1 | None | §10.1 | None |
| -10.2 Executive Sessions | §10.2 | Cleanup | §10.2 | None |
| -10.3 Public Comment | §10.3 | None | §10.3 | None |
| - Section 11 Waivers of Notice | §11 | None | §11 | None |
| - Section 12 Quorum | §12 | None | §12 | None |
| - Section 13 Voting | | | | |
| - 13.1 General | §13.1 | None | §13.1 | None |
| - 13.2 Recusals | §13.2 | None | §13.2 | None |
| - 13.3 Dissolution | §13.3 | Cleanup | §13.3 | None |
| - 13.4 Governor's Appeal Right | §13.4 | Cleanup/FERC | §13.4 | Cleanup/SB96 |
| - Section 14 Standard of Care | | | | |
| - 14.1 General | §14.1 | None | §14.1 | None |
| - 14.2 Reliance | §14.2 | None | §14.2 | None |
| - 14.3 No Liability | §14.3 | None | §14.3 | None |
| - 14.4 Investments | §14.4 | None | §14.4 | None |
| - 14.5 Governor's Code of Conduct | §14.5 | None | §14.5 | None |
| - Section 15 Loans and Self-Dealing | | | | |
| - 15.1 Loans | §15.1 | None | §15.1 | None |
| - 15.2 Self-Dealing Transactions | §15.2 | None | §15.2 | None |

¹ Section was amended by Board in June 1999; still subject to FERC and Oversight Board approval.

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|--|---------------------------------------|------------------------------------|---|------------------------------------|
| - 15.3 Exempt Transactions | \$15.3 | None | \$15.3 | None |
| - Section 16 Inspection Rights | \$16 | None | \$16 | None |
| - Section 17 Compensations | | | | |
| - 17.1 Retainers and Fees | \$17.1 | Cleanup | \$17.1 | None |
| - 17.2 Expense Reimbursement | \$17.2 | Cleanup | \$17.2 | None |
| - 17.3 Changes in Compensation | \$17.3 | None | \$17.3 | None |
| - Section 18 Interested Persons Limit | | | | |
| - 18.1 General Limitation | \$18.1 | None | \$18.1 | None |
| - 18.2 Specific Limitation | \$18.2 | Cleanup | \$18.2 | None |
| - Section 19 Emergency Meetings | | | | |
| - 19.1 In General | \$19.1 | Cleanup | \$19.1 | None |
| - 19.2 Notice to Governors | \$19.2 | None | \$19.2 | None |
| - 19.3 Notice to Public | \$19.3 | None | \$19.3 | None |
| ARTICLE IV – COMMITTEES | | | | |
| - Section 1 Committees of Governors | \$1 | None | \$1 | None |
| - Section 2 Advisory Committees | \$2 | None | \$2 | None |
| - Section 3 ADR Committee | \$3 | Cleanup | \$3 | None |
| - Section 4 Technical Advisory Committee | Deleted | Cleanup | Deleted | None |
| - Section 5 Audit Committee | \$4 | Cleanup | \$4 | None |
| - Section 6 Committee Meetings | \$5 | Cleanup | \$5 | None |
| ARTICLE V – APPOINTED ADVISORY REPS | | | | |
| - Section 1 Advisory Representatives | \$1 | FERC | \$1 | SB96/Cleanup |
| - Section 2 Terms of Participation | \$2 | None | \$2 | None |
| ARTICLE VI – OFFICERS & STAFF | | | | |
| - Section 1 Officers | \$1 | None | \$1 | None |
| - Section 2 Appointment | \$2 | None | \$2 | None |
| - Section 3 Removal | \$3 | None | \$3 | None |
| - Section 4 Resignation | \$4 | None | \$4 | None |
| - Section 5 President | \$5 | None | \$5 | None |
| - Section 6 Secretary | \$6 | Cleanup | \$6 | None |
| - Section 7 CFO | \$7 | None | \$7 | None |

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BYLAWS**

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|--------------|---------------------------|------|------|------|------|
| - Section 8 | Treasurer | \$8 | None | \$8 | None |
| - Section 9 | General Counsel | \$9 | None | \$9 | None |
| - Section 10 | Additional Officers | \$10 | None | \$10 | None |
| - Section 11 | Compensation | \$11 | None | \$11 | None |
| - Section 12 | Execution of Instruments | \$12 | None | \$12 | None |
| - Section 13 | Staffing | \$13 | None | \$13 | None |
| - Section 14 | Employees Code of Conduct | \$14 | None | \$14 | None |

ARTICLE VII – RECORDS

| | | | | | |
|-------------|-----------------------------|-------|------|-------|------|
| - Section 1 | Minute Book | \$1 | None | \$1 | None |
| - Section 2 | Annual Report | | | | |
| - 2.1 | Financial Statements | \$2.1 | None | \$2.1 | None |
| - 2.2 | Certification | \$2.2 | None | \$2.2 | None |
| - 2.3 | Distribution | \$2.3 | None | \$2.3 | None |
| - Section 3 | Availability of Information | \$3 | None | \$3 | None |
| - Section 4 | Records Retention | \$4 | None | \$4 | None |

ARTICLE VIII – INDEMNIFICATION

| | | | | | |
|-------------|-------------------------|-----|------|-----|------|
| - Section 1 | Indemnification | \$1 | None | \$1 | None |
| - Section 2 | Advancement of Expenses | \$2 | None | \$2 | None |

ARTICLE IX – MISCELLANEOUS

| | | | | | |
|-------------|---|-------|---------|-------|--------------|
| - Section 1 | Fiscal Year | \$1 | None | \$1 | None |
| - Section 2 | Corporation Seal | \$2 | None | \$2 | None |
| - Section 3 | Amendment of Bylaws | | | | |
| - 3.1 | Approval by Governing Board | \$3.1 | FERC | \$3.1 | Cleanup |
| - 3.2 | Approval of Amendments to Articles III, IV, V | \$3.2 | FERC | \$3.2 | SB96/Cleanup |
| - 3.3 | Review by State Oversight Authority | \$3.3 | FERC | \$3.3 | SB96/Cleanup |
| - Section 4 | Reimbursement of Expenses | \$4 | None | \$4 | None |
| - Section 5 | ADR | \$5 | None | \$5 | None |
| - Section 6 | FERC Governance Review Filing | \$6 | Cleanup | \$6 | None |