

## Operating Agreement Revisions for MC Resolutions Proposal

### 8.4 Manner of Acting.

(a) The procedures for the conduct of meetings of the Standing Committees may be stated in bylaws adopted by the Members Committee.

(b) In a Senior Standing Committee, each Sector shall be entitled to cast one and zero one-hundredths (1.00) Sector Votes. Each Voting Member shall be entitled to cast one (1) non-divisible vote in its sector. In the case of a Voting Member comprised of Affiliates or Related Parties, any representative, alternate or substitute of any of the Affiliated or Related Parties may cast the vote of the Voting Member. The Sector Vote of each sector shall be split into an affirmative component based on votes for the pending motion, and a negative component based on votes against the pending motion, in direct proportion to the votes cast within the sector for and against the pending motion, rounded to two decimal places.

(c) The sum of affirmative Sector Votes necessary to pass a pending motion in a Senior Standing Committee shall be greater than (but not merely equal to) the product of .667 multiplied by the number of sectors that have at least five Members and that participated in the vote. Provided, however, that the sum of the affirmative Sector Votes necessary to pass a motion to elect a Board Member or to elect the Chair or Vice Chair of the Members Committee shall be greater than (but not merely equal to) the product of .5 multiplied by the number of sectors that have at least five Members and that participated in the vote. (Main Motion and Alternates 1 and 2) Further provided that for any motion to approve a Resolution, the sum of affirmative Sector Votes necessary at the Members Committee shall be greater than (but not merely equal to) the product of .667 multiplied by the number of sectors that have at least five Members and that participated in the vote, (Main Motion) but only if at least five Members from every Sector participate with affirmative or negative votes. (Alternate 1) but only if at least 50% of Members from every sector in attendance at the Members Committee participate with affirmative or negative votes. (Alternate 2) but only if 100% of Members in attendance at the Members Committee participate with affirmative or negative votes. (Alternate 3) Resolutions are not permitted in the PJM stakeholder process. (Main Motion and Alternates 1 and 2) A motion to approve a Resolution that does not satisfy either the condition for the minimum number of affirmative Sector Votes or, for any Sector, the minimum number of Members casting an affirmative or negative vote shall fail.

(d) Voting Members not in attendance at the meeting as specified in Operating Agreement, section 8.3.2 or abstaining shall not be counted as affirmative or negative votes.

Definitions:

Resolution:

“Resolution” shall mean a document expressing findings and conclusions of the Members Committee on any matter designed to provide advice or recommendations to the PJM Board and the Office of the Interconnection consistent with section 8.8(v). Resolutions are not binding and informational only. (Main Motion and Alternates 1 and 2) Only the Members Committee may endorse a resolution.