

Liaison Committee Charter

Mission

To foster better communications between the PJM Board of Managers (“Board Members”) and the PJM Members (“Members”), the Members and the Board agree to create a Liaison Committee to: (i) ensure open exchanges and information sharing on topics of relevance to the Members and the Board of Managers to promote timely and adequate communications and informed decisions by the Board of Managers, and (ii) allow Members to understand: (a) how the PJM Board of Managers generally considers matters that come before it as a matter of process and (b) the factors that produce its decisions, without requiring disclosure of actual discussions at PJM Board meetings, and in no way attempting to compromise the Board’s independence or its exercise of its business judgment.

Per sections 7.7 and 11.1 of the Operating Agreement, this process is intended to allow member interests to be heard while avoiding (1) undue influence by any particular Member or group of Members on the operation of PJM and (2) Member management of the business of PJM.

The PJM Liaison Committee will not have the authority to vote on or to decide any matters or to act as a substitute for the normal decision-making processes of the Members Committee or the Board of Managers. Also, the Liaison Committee shall not be a forum in which individual Member lobbying occurs.

Meetings with the PJM Board of Managers - Schedule, Structure and Agendas

1. The Liaison Committee shall meet with the PJM Board of Managers prior to ~~or~~ ~~following~~ each of the regularly scheduled PJM Board of Managers’ meetings for a specified period of time (i.e., set starting and ending times). If Board meetings are held in consecutive months, a Liaison Committee meeting with the Board would be held in association with only one of the Board meetings. Meetings of the Liaison Committee with the Board or the second General Session meeting in a calendar year may be cancelled upon a super-majority (i.e. four of the five sectors) vote of the Sector Whips. Notice of a vote to cancel a meeting shall be provided to the Members Committee at least three business days prior to the vote. Any sector voting not to cancel a meeting is required to provide at least one material suggested topic for the meeting. Under normal circumstances, notice of such cancellation is provided to all Members and the Board prior to the deadline for submitting suggested meeting topics to the Board. Under extenuating circumstances (e.g. inclement weather) a planned meeting may be cancelled at the discretion of the Members Committee Chair and the PJM Chief Executive Officer after consultation with the Sector Whips.

Each year, for at least two of the PJM Board of Manager meetings with the Liaison Committee, all of the Board Members shall be in attendance. The Board will make good faith efforts to have significant attendance at each Liaison Committee meeting.

2. Thirty days prior to the Liaison Committee meeting with the Board, the Members Committee Chair and/or Vice Chair, on behalf of the Members, shall provide suggested meeting topics to the Board. PJM Management will also provide agenda input. No later than fifteen business days prior to any meeting with the Liaison Committee, the PJM Staff or the Board Members will provide to the Liaison Committee a list of the topics the Board intends to consider at its upcoming meeting (excluding confidential or management issues) along with a list of additional issues that the Board believes would be of interest to discuss with the Liaison Committee. These materials shall be made available to all Members simultaneously so that Members may make suggestions to the Liaison Committee about what items, if any, that the members would like to discuss in the context of the Liaison Committee meeting with the Board. The Liaison Committee may at their discretion add additional items, including a general item to discuss miscellaneous topics of interest.
3. The Liaison Committee shall then publish a final agenda for the Liaison Committee meeting with the PJM Board not less than seven business days prior to the upcoming meeting. The meeting notice and agenda shall be distributed to PJM Members and posted on the PJM website.
4. Attendance at any Liaison Committee meeting with the PJM Board is open to all other Members to attend as listen-only observers via conference call capability, and as in-person listen-only attendees.

Liaison Committee Members and Responsibilities

1. Membership

- A. The Liaison Committee will consist of up to 3 sector representatives from each sector, plus the current Members Committee Chair and Vice-Chair.
- B. By simple majority of votes cast of the voting Members within a sector, each sector may establish its own procedures to determine how the sector representatives shall be selected. These procedures shall allow all interested sector members the opportunity to participate on the Liaison Committee within a reasonable period of time. In the event that a sector does not establish its own procedures to determine how the sector representatives shall be selected, the following default procedures shall apply:
 - 1) One representative from such sector shall be selected for a term of one year by the Office of the Interconnection by use of a queue that will be maintained and will contain the names of all voting Members in that sector who wish to serve for a one-year term.
 - 2) The other two representatives from each sector shall be selected for each meeting of the Liaison Committee by the Office of the Interconnection by use

of a queue that will be maintained and will contain the names of all voting Members in that sector who wish to serve for a single meeting.

- C. No affiliate family of Members may have more than one sector seat on the Liaison Committee at any time.
 - D. The Sector representatives should be Members Committee representatives or higher-level company officers (or their designees).
 - E. Sectors may allow for alternates as they see fit, including allowing Members from other sectors to act as alternates, as long as the integrity of the sector is maintained (e.g. a Member of the Transmission Owner sector with substantial generation assets filling in as an alternate in the Generator Owner sector)
2. The Members Committee Vice Chair shall act as the Liaison Committee Chair to serve as facilitator of the Liaison Committee meetings and to coordinate development of the agenda for Liaison Committee meetings with the Board. In the event that the Members Committee Vice Chair is unable to fulfill these duties, the Members Committee Chair shall perform them.
 3. PJM management shall appoint a Secretary of the Liaison Committee to provide administrative support as required.
 4. At the first Members Committee meeting following any meeting with the PJM Board, the Liaison Committee shall make a report to the Members. Any formal written reports provided to the Members Committee shall also be provided to the PJM Board. Sectors may impose their own reporting requirements on their Liaison Committee representatives.
 5. The Liaison Committee shall establish the agenda for the General Sessions/Town Hall Meetings in Cooperation with the PJM Board and the Members.

Process Assessment

After one year following the implementation of the Liaison Committee, the Members Committee and PJM Board shall assess the efficacy of the Liaison Committee process in meeting its mission and shall take appropriate action.