**TO:** NAESB Retail Structure Review Committee

**FROM:** Rae McQuade, NAESB President and COO

**RE:** Board and EC Analysis for Proposal 3 for Consideration at the January 24 Conference call and Web cast

**DATE:** January 11, 2013

Dear All –

The second conference call of 2013 is scheduled for **Thursday, January 24 from 10 am to noon pm C**. You have already been sent the agenda and working documents. Attached please find an analysis for the EC and Board seats and relevant excerpts from the governing documents, for your consideration prior to our January 24 meeting. Rae

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| January 24 at 10:00 am C  Call-in & web cast information: | * Call-in information for attendance by phone: Conference number: 866-740-1260, Access code: 7133560, Security code: 1022 * Web cast: http:// [www.readytalk.com](http://www.readytalk.com), and use the same participant access code and security code above * Any interested party can attend, regardless of membership in the committee or membership in the NAESB organization. |

Proposal 3 Amended on 1-10-13:

There are four segments and all members but two are accounted for, with two segments representing both retail gas and electric interests, and then one segment each specific to retail gas interest and retail electric interest. The distribution and utility companies are in one segment, and there is more delineation in this proposal as compared to proposal 1. The board for the Utilities & Distributors segment, depending on the number of seats, may lose some existing leadership.

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| **Proposal 3 -- Merged Quadrant** | **TOTAL** | **43** |
|  | Utilities & Distributors | 11 |
|  | Retail Gas Members other than Distributors | 10 |
|  | Retail Electric Service Providers/Suppliers | 9 |
|  | Retail Electric End Users/Public Agencies | 13 |

Members of the New Segments for Proposal 3:

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| **Proposal 3 -- Merged Quadrant** | | **TOTAL** | **43** |
| **Utilities & Distributors** | |  | 11 |
| REQ | Utility | Alabama Power |  |
| REQ | Utility | Ameren Services Company |  |
| RGQ | Distribution | American Public Gas Association (APGA) |  |
| REQ | Utility | Baltimore Gas & Electric Co. |  |
| REQ | Utility | Dominion Virginia Power |  |
| RGQ | Distribution | Duke Energy Corp |  |
| RGQ | Distribution | Integrys Energy Group, Inc. |  |
| RGQ | Distribution | National Fuel Gas Distribution Corporation |  |
| REQ | Utility | Oncor |  |
| RGQ | Distribution | UGI Utilities, Inc. |  |
| REQ | Utility | Wisconsin Public Service Corporation |  |
| **Retail Gas Members other than Distributors** | | | 10 |
| RGQ | Services/Suppliers | Allegro Development |  |
| RGQ | Services/Suppliers | Capacity Center |  |
| RGQ | Services/Suppliers | Dominion Retail, Inc. |  |
| RGQ | Services/Suppliers | Latitude Technologies |  |
| RGQ | End User/Public Agencies | Pennsylvania Office of Consumer Advocate |  |
| RGQ | Services/Suppliers | SouthStar Energy Corp |  |
| RGQ | Services/Suppliers | Sprague Operating Resources LLC |  |
| RGQ | Services/Suppliers | Systrends USA |  |
| RGQ | Services/Suppliers | Vectren Retail, LLC |  |
| RGQ | Services/Suppliers | World Alliance for Decentralized Energy |  |
| **Retail Electric Service Providers/Suppliers** | | | 9 |
| REQ | Services/Suppliers | ABB Ventyx |  |
| REQ | Services/Suppliers | Big Data Energy Services |  |
| REQ | Services/Suppliers | Comverge, Inc. |  |
| REQ | Services/Suppliers | Dominion Retail |  |
| REQ | Services/Suppliers | Intelometry, Inc. |  |
| REQ | Services/Suppliers | ista |  |
| REQ | Services/Suppliers | PPL Solutions, LLC |  |
| REQ | Services/Suppliers | Southern Company Services |  |
| REQ | Services/Suppliers | SunGard Consulting Services, LLC |  |
| **Retail Electric End Users/Public Agencies** | | | 13 |
| REQ | End Users/Public Agencies | City of Houston |  |
| REQ | End Users/Public Agencies | Electric Reliability Council of Texas (ERCOT) |  |
| REQ | End Users/Public Agencies | Energy Information Standards Alliance |  |
| REQ | End Users/Public Agencies | ISO New England |  |
| REQ | End Users/Public Agencies | Maryland Public Service Commission |  |
| REQ | End Users/Public Agencies | National Association of Regulatory Utility Commissioners |  |
| REQ | End Users/Public Agencies | New Jersey Board of Public Utilities |  |
| REQ | End Users/Public Agencies | Pennsylvania Office Of Consumer Advocate |  |
| REQ | End Users/Public Agencies | Pennsylvania Public Utility Commission |  |
| REQ | End Users/Public Agencies | Public Utilities Commission of Ohio |  |
| REQ | End Users/Public Agencies | Public Utility Commission of Texas |  |
| REQ | End Users/Public Agencies | Vermont Public Service Board |  |
| REQ | End Users/Public Agencies | ZigBee Alliance |  |

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| **Proposal 3 -- Merged Quadrant Board Seats** | | | |
| **Utilities & Distributors** | |  | 6 |
| REQ | Brandon Stites | Director – Energy Conservation & Advanced Metering, Dominion Virginia Power |  |
| REQ | Dennis Derricks | Director Regulatory Policy and Analysis, Wisconsin Public Service Corporation |  |
| REQ | Ruth Kiselewich | Director - Demand Side Management Programs, Baltimore Gas & Electric Company |  |
| REQ | Debbie McKeever | Market Advocate, Oncor |  |
| RGQ | Alonzo Weaver | Vice President of Engineering and Operations, Memphis Light, Gas & Water Division (APGA) |  |
| RGQ | Ralph Cleveland | Head of Global Customer Operations, AIG Property Casualty |  |
| **Retail Gas Members other than Distributors** | | | 3 |
| RGQ | Leigh Spangler | President, Latitude Technologies Inc. |  |
| RGQ | Joseph C. Monroe | Vice President – External Affairs, SouthStar Energy Services, LLC |  |
| RGQ | Dave Darnell | President & CEO, Systrends USA |  |
| **Retail Electric Service Providers/Suppliers** | | | 3 |
| REQ | Wendell Miyaji | Vice President - Energy Sciences, Comverge, Inc. |  |
| REQ | Jim Minneman | Controller, PPL Solutions, LLC |  |
| REQ | J. Cade Burks | President, Big Data Energy Services |  |
| **Retail Electric End Users/Public Agencies** | | | 4 |
| REQ | Tobin Richardson | Director – Smart Energy, ZigBee Alliance |  |
| REQ | Chris Kotting | Executive Director, Energy Information Standards Alliance |  |
| REQ | James P. Cargas | Senior Assistant City Attorney, City of Houston |  |
| REQ | Susan Munson | Retail Market Liaison, Electric Reliability Council of Texas, Inc. (ERCOT) |  |

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| **Proposal 3 -- Merged Quadrant Executive Committee Seats** | | | |
| **Utilities & Distributors** | |  | 5 |
| REQ | Phil Precht | Management Consultant - Pricing and Regulatory Services Department, Baltimore Gas & Electric Company |  |
| REQ | Patrick Eynon | Supervisor – Retail Access, Ameren Services |  |
| REQ | Judy Ray | Industrial Segment Manager – Contract Administrator, Alabama Power Company |  |
| REQ | Debbie McKeever | Market Advocate, Oncor |  |
| RGQ | Dan Jones | Senior Account Manager – Customer Choice, Duke Energy |  |
| **Retail Gas Members other than Distributors** | | | 1 |
| RGQ | Richard Zollars | Director - Data and Billing, Dominion Retail, Inc. |  |
| **Retail Electric Service Providers/Suppliers** | | | 3 |
| REQ | Bill Barkas | Manager of Retail State Government Relations, Dominion Retail, Inc. |  |
| REQ | Jim Minneman | Controller, PPL Solutions, LLC |  |
| REQ | Wendell Miyaji | Vice President – Energy Sciences, Comverge, Inc. |  |
| **Retail Electric End Users/Public Agencies** | | | 4 |
| REQ | James Bradford Ramsay | General Counsel – Supervisor/Director – NARUC Policy Department, National Association of Regulatory Utility Commissioners (NARUC) |  |
| REQ | Dennis Robinson | Director – Market & Resource Administration, ISO New England |  |
| REQ | Christine Wright | Senior Policy Analyst, Public Utility Commission of Texas |  |
| REQ | Susan Munson | Retail Market Liaison, Electric Reliability Council of Texas (ERCOT) |  |

Certificate Excerpt Regarding Segment Structure:

Article 3: Organization and Management

Section 2: The Board of Directors and Executive Committee members shall be elected for such terms as provided in the By-Laws. The number of members of the Board of Directors and Executive Committee shall as provided in the By-Laws. There may be as many as four Quadrants and each Quadrant shall be composed of industry Segments. The members of each Segment shall vote separately for the election of Directors and Executive Committee members for such Segment pursuant to procedures set forth in the By-Laws.

Bylaws Excerpts Regarding Segment Structure:

Article 1: Definitions

Section 1.1 Definitions

Q. "Segment" means one of the co-equal member groupings of a given Quadrant, as defined by that Quadrant and approved by the Board as an Exhibit to these Bylaws.

Article 2: Purposes, Scope, Activities and Policies

Section 2.3 Quadrants and Segments

In order to have representation on the Board or the EC, a Quadrant shall have at least forty Voting Members and at least four Segments. Each Segment shall have at least five Voting Members. This minimum representation requirement shall be reconsidered by the Board biannually. Without limitation, and in addition to the other options it may choose, the Board may combine Quadrants, either for operational purposes or administrative purposes (including voting at the Board or the EC), or both, and may add new Quadrants.

NAESB Operating Practices

III. Description of the Organization

Each quadrant determines the number and composition of its segments and how many representatives it will have on the Board of Directors and Executive Committee.