
PROCEDURAL RULES OF THE VERMONT SYSTEM PLANNING COMMITTEE

PREAMBLE

The Rules set forth herein shall govern the operations of the Vermont System Planning Committee (“VSPC”), a voluntary association established in accordance with the Order of the Vermont Public Service Board entered in Docket No. 7081 on June 21, 2007, and referred to herein as “the Docket 7081 Order.”

It is the intention of these Rules to facilitate implementation of the goals of the Docket 7081 Order, including but not limited to the goals of full and timely consideration of nontransmission alternatives in electric system planning, and meaningful public input into that planning.

SECTION I: MEETINGS

- A.** FREQUENCY OF MEETINGS. Meetings of the VSPC shall be held not less than quarterly.
- B.** LOCATION OF MEETINGS. Meetings of the VSPC may be held at any location within the State of Vermont, subject to the notice requirements of these rules. In determining the location of meetings, due consideration shall be given to providing opportunities for various regions of the state to host meetings, convenience of the Members, and the degree to which meeting location will facilitate opportunity for public participation.
- C.** NOTICE OF MEETINGS. Notice of the time, place and agenda for VSPC meetings shall be published on the VSPC website, not less than twenty days prior to each meeting, and not less than five days for subcommittee and special meetings. Links to the VSPC website shall be maintained on the websites of the Vermont Public Service Board (“PSB”), the Vermont Department of Public Service, Central Vermont Public Service Corporation, Green Mountain Power Corporation, Burlington Electric Department and the Vermont Public Power Supply Authority.
- D.** AGENDA. The secretary shall send out an agenda for each meetings of the VSPC. Both voting and nonvoting Members of the VSPC shall have the opportunity to identify items to be included in the agenda.
- E.** NOTICE OF INTENDED VOTES. Notices of any VSPC meeting shall also include indication of issues that are to be the subjects of votes at that meeting.
- F.** PARTICIPATION BY TELEPHONE. Both voting and nonvoting Members of the VSPC may participate in VSPC meetings by telephone, and the VSPC shall provide a call-in number and sufficient telephone

equipment at the meeting location to facilitate telephonic participation. Participation by phone shall be considered as participation in person with respect to all VSPC matters.

G. ADDITIONAL MEETINGS. Should the VSPC determine that it wishes to hold meetings beyond quarterly intervals, either generally or on a specific occasion, notice of such meetings shall comply with the requirements of Section 1.C above.

H. SPECIAL MEETINGS. Upon request of a voting Member for cause shown, the secretary shall notice a special meeting of the VSPC.

I. EMERGENCY MEETINGS. These Rules intentionally make no provision for emergency meetings, given the potential of such meetings to compromise both Member and public involvement. Should it be subsequently determined that a provision for emergency meetings is desirable, these Rules may be amended accordingly in accordance with the procedures for amendment.

J. CHAIR. The VSPC shall, at its first meeting each year, elect from its voting members an individual to chair VSPC meetings.

K. USE OF ROBERT'S RULES OF ORDER. Robert's Rules of Order shall be used in the conduct of VSPC meetings, unless in conflict with these Rules, in which case these Rules shall prevail.

L. QUORUM. Representatives of at least three of the five Sectors as established by the Docket 7081 Order must be in attendance at a VSPC meeting for any vote thereat to be considered valid and binding. With respect to Sectors having fewer than five Members, no quorum of members within a Sector shall be necessary, and a Sector vote may be cast by a majority of such Sector members present at any given meeting. If only one member of such Sector is present at a VSPC meeting, the one member may cast the vote for the Sector. With respect to sectors having more than five members, 20% of the members shall constitute a quorum.

SECTION II: MEMBERS

A. COMPOSITION OF VOTING MEMBERSHIP; VOTING SECTORS. The voting membership of the VSPC shall consist of:

- 1.** one representative from each Vermont electric utility; provided, however, that each utility may designate an alternate who may act fully in the absence of the designated representative. The designation of the representative or the alternate may be changed in the sole discretion of the utility at any time or at any intervals; provided, however, that notice of any redesignation must be provided to the VSPC secretary by letter, facsimile or electronic mail not less than 24 hours before the start of any VSPC meeting for which the change is intended to be effective.
- 2.** three members of the public, appointed for five year terms by the PSB in such manner as it sees fit. One public representative shall be appointed to articulate the interests of residential customers, one to articulate the interests of commercial and industrial customers, and the third to

articulate the interests of environmental protection. The PSB may also appoint an alternate representative for each of the public members, and the alternate shall have full authority to act in the absence of the representative.

3. voting shall be by Sectors as established by the Docket 7081 Order.

B. COMPOSITION OF NONVOTING MEMBERSHIP. The nonvoting membership of the VSPC shall consist of:

1. a representative of each entity appointed by the PSB under 30 V.S.A. § 209(d) to deliver system wide programs, unless such an entity is also an electric utility holding voting membership in the VSPC.

2. a representative of the entity appointed by the Board to serve as SPEED facilitator under 30 V.S.A. § 8005(b).

3. a representative of the DPS.

C. PARTICIPATION BY MEMBER ORGANIZATION REPRESENTATIVES. In addition to its designated representative, each member organization may have additional nonvoting representatives participate in VSPC meetings and subcommittees.

SECTION III: SUBCOMMITTEES

A. APPOINTMENT OF SUBCOMMITTEES. The VSPC may appoint such subcommittees as it deems fit to carry out its purposes. Each subcommittee so created shall have a charge approved by the VSPC delineating its purpose and duration.

B. COMPOSITION OF SUBCOMMITTEES. Any subcommittee appointed by the VSPC shall have at least one of the public representative voting members as part of that subcommittee, unless none of the public representatives wishes to serve.

SECTION IV: CONFIDENTIAL INFORMATION PROTOCOLS

A. PROTOCOL. Matters involving confidential information or alleged confidential information shall be addressed in accordance with a protocol to be adopted by the VSPC.

B. AMENDMENT OF PROTOCOL. The protocol of the VSPC regarding confidential information may be amended in the same manner as these Rules.

SECTION V: APPOINTMENT AND DUTIES OF SECRETARY AND ALTERNATE SECRETARY

- A.** APPOINTMENT OF SECRETARY AND ALTERNATE SECRETARY. The VSPC shall appoint a secretary and an alternate secretary to carry out the duties set forth in this section.
- B.** DUTIES OF SECRETARY. The secretary shall record all votes and proceedings of the meetings of the VSPC and shall sign the minutes of said meetings.
- C.** RECORD OF MEMBERS AND ALTERNATES. The secretary shall keep a record of the voting and nonvoting members and alternates of the VSPC.
- D.** FILING. The secretary shall file with the Vermont Public Service Board and the Vermont Department of Public Service or any other person any reports required to be filed under the Docket 7081 Order.
- E.** NOTICES. The secretary shall send out all required notices of meetings of the VSPC, and shall cause such notices to be posted on the VSPC website, and sent electronically to all VSPC members and subcommittee members.
- F.** ALTERNATE. The alternate secretary shall carry out the duties of the secretary in the absence of the secretary.
- G.** ADMINISTRATIVE SUPPORT. In accordance with paragraph 69 of the Docket No. 7081 Memorandum of Understanding, VELCO shall provide administrative staff support to the VSPC and such staff shall be responsible for scheduling VSPC meetings in a timely manner, preparing meeting agendas, minutes, and reports required by Section VII of the MOU, creating and maintaining the VSPC website, and performing those other administrative tasks necessary to the functions assigned to the VSPC.

SECTION VI: AMENDMENTS

- A.** NOTICE OF PROPOSED AMENDMENT. Notice of any proposed amendment to these Rules, along with the text of the proposed amendment, shall be posted on the VSPC website not less than sixty days prior to the meeting at which a vote on the amendment is proposed to be taken.
- B.** REQUIREMENTS FOR APPROVAL OF AMENDMENT. Amendment of these Rules shall require approval of four of the five sectors identified in the VSPC Vote Tally Sheet approved by the Vermont Public Service Board in the Docket 7081 Order.
- C.** WAIVER. Any provision of these Rules may be waived at any meeting by the unanimous consent of the voting members present at that meeting.