

**General Overview - Governance Straw Proposal Feedback  
Dated August 14, 2012**

**A. Areas of General Consensus:**

1. Purpose and Scope of EIM Admin Corp
  - a. Stand-alone EIM (not a transmission service provider or operator).
  - b. Membership in EIM Admin Corp and participation in the EIM are voluntary. This means freedom of entry (subject to eligibility requirements) and freedom of exit (subject to funding commitments agreed to at time of entry).
2. Eligibility for Membership and Rights of Members
  - a. Members are limited to Balancing Authorities within the Northwest Power Pool Area and self-scheduling load-serving entities within these Balancing Authority Areas.
  - b. Only members have voting rights; one member, one vote.
  - c. Members (through a members representative committee) have the right to advise the Board through non-binding votes.
  - d. Members will have binding votes on critical issues, such as
    - election of Board members
    - change in scope of EIM Admin Corp or EIM (or funding to study potential change in scope)
    - changes to charter documents
    - approval of budgets
    - waiver or modification of funding commitment required of late-joining members
    - approval of initial contract to hire the EIM operator.

*[Note: The approval threshold may not be the same for each of these issues.]*

3. Obligations of Members/Funding for EIM Admin Corp
  - a. Members will have clearly defined funding obligations; there may be “tiers” of funding obligations based on size (measure of size and dividing line between tiers not yet specified).
4. FERC Jurisdiction
  - a. Public power entities must be comfortable that participating in EIM Admin Corp as a member (or being a participant in the EIM) will not result in expanded FERC jurisdiction over their organizations.
5. Role of State and Local Regulatory Bodies/Stakeholder Involvement
  - a. Opportunities for stakeholder involvement (EIM participants, regulatory community, etc.) are important.

**B. Areas of Continuing Discussion:**

1. Eligibility for Membership and Rights of Members
  - a. Possibility of having some kind of sector-based member voting.
  - b. Appropriate approval thresholds for each of the issues subject to binding member votes.
2. Obligations of Members/Funding for EIM Admin Corp
  - a. Measure of “size” for purposes of determining member funding obligations (two tiers of funding obligation levels tentatively proposed).
3. Composition of EIM Admin Corp Board
  - a. Possibility of some member representation on the Board.
4. Role of State and Local Regulatory Bodies/Stakeholder Involvement
  - a. Mechanisms for providing appropriate input opportunities for EIM participants, state regulatory bodies, and other stakeholders.