

Software Integration Initiative Operating Guidelines

1. Name and General Structure

The Software Integration Initiative is an ongoing program sponsored by Cooperative Energy Services (CES), a subsidiary of the National Rural Electric Cooperative Association ("NRECA") to develop and maintain the MultiSpeak® Specification, which can be used by software vendors to write interfaces permitting compliant software to communicate with other compliant software. Participation in the Initiative is through a membership system.

CES currently serves as the sole administrator of the program ("Administrator"). As the Administrator, CES has designated a "MultiSpeak Program Manager" who is responsible for day-to-day management of the Initiative and the primary point of contact between members of the Initiative, the Initiative's Advisory Board and CES. CES has also designated a "Technical Coordinator" who is an independent technical consultant responsible for facilitating the work of the Initiative's Advisory Board and committees.

2. Purposes

The purpose of the Software Integration Initiative shall be to develop and maintain the MultiSpeak® Specification(s) so as to reduce the difficulty and cost of software integration for both software developers and software users.

The Software Integration Initiative shall also oversee the testing and certification of software for conformance with the MultiSpeak® Specification.

3. Membership

The membership of the Software Integration Initiative shall consist of four classes. All members shall execute a membership agreement before their membership becomes effective. Prospective members must comply with membership procedures prescribed by the Administrator. Subsidiaries of Members are entitled to the benefits of the Member's membership, provided, however, that cooperatives or other entities that are subsidiaries of Generation and Transmission Members must obtain their own separate membership and shall not be entitled to membership through the Generation and Transmission Member. The Administrator shall determine which membership class is appropriate for a prospective member of the Initiative.

3.1 Vendor Members

Vendor Members shall consist of software vendors interested in the MultiSpeak® Specification who have paid an annual membership fee set by the Administrator. They

shall have the right to nominate and vote for the four vendor representatives to the Advisory Board and the right to appoint representatives to the Technical Committee, the Communications & Marketing Committee, and the Software Vendors & Users Committee.

3.1.1 Vendor Member Dues and Credits

Vendor Member dues shall be \$5,000 per year. Vendor Member dues shall be reduced in the amount of \$500 for each meeting ("meeting credit") that a particular Vendor Member shall have previously attended, up to a maximum of four (4) such Meeting Credits in any given calendar year. Any Meeting Credit that has been applied to reduce the dues amount shall no longer be available to reduce future dues. All Meeting Credits which have not been used to reduce standard dues will be available for future use. Meeting credits are available only for use in reducing standard dues, and have no cash value apart from this use. Vendor Members that have paid the Vendor Member dues in full for a particular year shall receive a credit of \$5,000 towards the MultiSpeak Trademark Annual License fee for that year as set forth in the MultiSpeak Trademark License Agreement. If a Vendor Member joins after January 1 of any year, its dues shall be prorated based on the number of days during the first year that it is a member compared to a full year of 365 days. Any amount paid by a Member for a Multispeak Trademark License Agreement shall be offset against dues.

3.2 Auditing Members

Auditing Members shall be any interested party that is not a utility or software vendor and that has paid the Auditing Member dues. Auditing Members shall be entitled to attend meetings of the Technical Committee, the Communications & Marketing Committee and the Software Vendors & Users Committee. They shall be entitled to vote in elections of Advisory Board Vendor members, but shall not be entitled to serve as an Advisory Board member.

3.2.1 Auditing Member Dues

Auditing Member dues shall be \$1,200 per year, except that in the case of any Auditing Member which is a voting member of NRECA, dues shall be \$400 per year. Auditing Members that have paid the Auditing Member dues in full for a particular year shall receive a credit of \$5,000 towards the MultiSpeak Trademark Annual License fee for that year as set forth in the MultiSpeak Trademark License Agreement. Such credit shall be used exclusively for such License fee and shall have no cash value apart from such use. If an Auditing Member joins after January 1 of any year, its dues shall be prorated based on the number of days during the first year that it is a member compared to a full year of 365 days. Any amount paid by a Member for a Multispeak Trademark License Agreement shall be offset against dues.

3.3 Sponsoring Members

Sponsoring Members shall be those entities, such as trade associations and utility industry organizations, with an interest in supporting the efforts of the Software Integration Initiative, who pay membership fees as specified by the Administrator and whose membership application is approved, and whose membership rights and privileges are set, by the Administrator.

3.4 Utility Member

Utility Members shall be any electric, gas, water or other utility service provider as may be determined by the Administrator that is a user or potential user of software meeting the MultiSpeak specification. Utility Members shall have the right to nominate and vote for four Advisory Board Members. Utility Members shall have the right to appoint representatives to the Technical Committee, the Communications & Marketing Committee, and the Utility Software Users Committee/Software Users & Vendors Committee.

3.4.1 Utility Member Dues

Utility Member dues shall be \$1,200 per year, except that in the case of any Utility Member which is a voting member of NRECA, dues shall be \$100 per year. Utility Members that have paid the Utility Member dues in full for a particular year shall receive a credit of \$5,000 towards the MultiSpeak Trademark Annual License fee for that year as set forth in the MultiSpeak Trademark License Agreement. Such credit shall be used exclusively for such License fee and shall have no cash value apart from such use. Except for NRECA voting member utilities, if a Utility Member joins after January 1 of any year, its dues shall be prorated based on the number of days during the first year that it is a member compared to a full year of 365 days. Any amount paid by a Member for a Multispeak Trademark License Agreement shall be offset against dues.

3.5 Resignation by Member

A member may resign as a Member at any time by sending a certified letter to the Administrator, or his/her designee, stating an intention to resign. Any annual dues, assessments, other fees and/or penalties already paid shall not be refundable in such event. A resigning member shall be liable for any accrued but unpaid dues or other charges.

3.6 Termination of Member

Members shall pay all amounts to the Initiative, and comply with all reasonable requirements, as prescribed by the Administrator. As determined by the Administrator, if any Member fails to pay any amount to the Initiative, or comply with any reasonable requirement, prescribed by the Administrator, or for other good cause, then the Member's membership in the Initiative may be terminated.

4. Advisory Board

4.1 Role of Advisory Board

The Advisory Board shall be responsible for providing advice, recommendations and counsel to the Administrator regarding [the operations and strategic direction] the Software Integration Initiative. After consideration of objectives put forward by standing committees of the Initiative, the Advisory Board shall provide recommendations to the Administrator for the development of specific Initiative goals and objectives and assist the Administrator in measuring progress towards those goals and objectives.

The Administrator shall be responsible for developing an annual budget with input from the Advisory Board, which budget shall aim, to the extent practicable, to balance income with expenses. The Advisory Board is authorized to propose to the Administrator changes to the Membership dues and other charges.

4.2 Advisory Board Composition & Qualifications

The Advisory Board shall be composed of nine (9) qualified individuals: individuals with an educational background or on-the-job experience in utility engineering, information technology, or marketing of utility software, or who are regularly engaged in the procurement, specification, development or operation of utility software.

Four (4) Advisory Board Members who shall be qualified employees of Vendor Members of the Initiative and who shall be elected by Vendor and Auditing Members,

Four (4) Advisory Board Members who shall be qualified employees of Utility Members of the Initiative and who shall be elected by Utility and Sponsoring Members, of which at least two (2) must be employed by an NRECA voting member, and

One (1) Advisory Board member who shall be an employee or representative of CES, appointed by the Chief Executive Officer of NRECA.

4.3 Nomination and Election of Advisory Board Members

The Administrator may elect to conduct nominations and elections in person at a meeting or via electronic means, or a combination of the two.

Prior to the first Advisory Board Meeting in a calendar year, Vendor Members, Utility Members and Sponsoring Members will nominate qualified individuals to stand for election for the Advisory Board. No individual may be nominated for more than one position on any committee or board and in no event can be included on two ballots.

No less than forty-five (45) days prior to such Advisory Board Meeting, the Administrator shall issue a call for nominations, which shall be addressed to the

designated representative of each voting Member. Member nominations must be received by the Administrator no later than fifteen (15) days prior to such Member Meeting.

If elections are to be conducted in person at a Member Meeting, then representatives of Vendor Members attending in person at the meeting shall each elect four (4) Advisory Board Members. Likewise, Utility Members and Sponsoring Members attending in person at the meeting shall each elect four (4) Advisory Board Members in a separate election. Only one vote per candidate slot shall be permitted per Vendor Member. Only one vote per candidate slot shall be permitted per Utility or Sponsoring Member.

If elections are to be conducted via email, then representatives of Vendor Members, Utility Members and Sponsoring Members will be notified how to access the ballot by email not less than fifteen (15) days prior to the Meeting. Completed ballots must be returned to the Administrator by email not later than one (1) day prior to the start of the Meeting.

If elections are to be conducted both in person and via email ballot, then a Member that has cast its vote via email may rescind that vote only by a designated representative for the Member voting in person at a Member Meeting.

A majority of members present in person or voting by email ballot constitutes a quorum for holding the election. The candidate capturing the most votes cast for each open Advisory Board position is elected. In the event of a tie vote, the Administrator shall cast the deciding vote.

4.4 Board Member Terms

All terms shall be for one year, beginning at the first Advisory Board Meeting in a calendar year. There are no limits to the amount of terms that an Advisory Board Member may serve.

4.5 Officers

The officers of the Software Integration Initiative shall be elected annually by the Advisory Board at a meeting of the Advisory Board. The officers shall be a Chair and Vice Chair. Officers must be members of the Advisory Board.

The Chair shall preside at all meetings of the Advisory Board. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair. The Administrator or at his/her election and direction the Technical Coordinator, shall be responsible for preparing minutes of the meetings of the Advisory Board, providing notice of meetings to members of the Advisory Board, and ongoing supervision the Software Integration Initiative budget, expenditures and revenues.

4.6 Meetings and Voting

The Advisory Board shall meet as often as necessary to properly conduct its business, but shall meet at least once per year. A quorum shall consist of fifty percent (50%) of the Advisory Board members. For a motion of the Advisory Board to prevail, it must be taken with a quorum present and must have the votes of more than fifty percent (50%) of those Advisory Board members present.

4.7 Compensation

No amounts will be paid from CES funds, Initiative funds, or otherwise to compensate Advisory Board members.

4.8 Vacancies

In the event of a vacancy on the Advisory Board, the individual, group or entity that originally selected the Board member who created the vacancy may appoint a replacement to serve for the remainder of the term of the Board member being replaced.

4.9 Temporary Meeting Absences

In the event that an Advisory Board member is unable to attend a meeting of the Advisory Board, s/he shall provide the Administrator with advance notice of the Board member's intent, if any, to designate another qualified person from the same organization which employs him/her to attend the next Advisory Board meeting in his/her place. Upon approval by the Administrator, the designee shall be authorized to attend and participate in the Advisory Board meeting.

5. Standing Committees

With any input from the Advisory Board as may be provided, the Administrator may establish standing committees as may be necessary or beneficial to conduct the business of the Software Integration Initiative. Standing committees may meet and conduct their business in-person or by "virtual" means, including without limitation, telephone conference call or webcast meetings, file sharing by email or over the Internet, and discussions by email discussion list.

5.1 Technical Committee

The Technical Committee shall be responsible for maintaining and updating the MultiSpeak® Specification. Each Member of the Initiative shall be entitled to appoint one voting representative to this Committee.

The Administrator may direct the Technical Coordinator to facilitate meetings and projects carried out by the Technical Committee who shall provide direction to the Committee and who shall make all final decisions, having taken into account the

discussions of, and information supplied by, the Committee members. All decisions of the Facilitator may be brought by any member of the Technical Committee for review by the Advisory Board.

5.2 Communications & Marketing Committee

The Communications & Marketing Committee shall be responsible for the overall communications and marketing planning of the Initiative. It shall make recommendations to the Administrator and Advisory Board with respect to fees to be charged for memberships, licenses, certification, and other revenue-producing activities. This committee shall also make recommendations to the Administrator with respect to marketing and communications expenditures. It shall assist the Advisory Board in developing an annual proposed budget for communications and marketing activities for the Administrator's review and approval. Each Member of the Initiative shall be entitled to appoint one voting representative to this Committee.

5.3 Software Users & Vendors Committee

The Software Users & Vendors Committee shall be responsible for analyzing the long-term business information needs of Utility Members and developments in the software industry to offer suggested directions for further development of the Specification to meet those needs and developments. Areas of analysis include but are not limited to: (1) information technology architecture; (2) business software; (3) operations software; (4) software quality control; (5) B2B development; (6) education and related communications about the Initiative; and (7) testing procedures. It shall also assist in the annual development of strategic objectives for the Initiative based on its analysis of Utility Member needs. Each Vendor, Utility and Sponsoring Member of the Initiative shall be entitled to appoint one voting representative to this Committee.

6. Legal Compliance

The Software Integration Initiative and its members shall at all times act in full compliance with the law.

7. Amendment of Software Integration Initiative Operating Guidelines

These Guidelines may be amended by the Advisory Board. The Administrator may recommend amendments to these Guidelines provided that any proposed amendment is approved by a majority of the Advisory Board members.

8. Annual Software Integration Initiative Members Meeting

In the discretion of CES on an annual basis, there may be held a meeting open to all Software Integration Initiative members as well as representatives of Utility Members and Sponsoring Members for the purpose of exchanging information about the MultiSpeak® Specification and discussing future needs of users of software involving or

potentially involving MultiSpeak® compliant software. Such meeting shall be held at a time and place designated by the Administrator. The Advisory Board may offer suggested times and locations for the meeting to the Administrator.

9. Role of Guidelines and CES

The Software Integration Initiative will operate in accordance with these "Software Integration Initiative Operating Guidelines." All actions, and any amendment of these Guidelines, are subject to review and approval by CES as the current Administrator of the Initiative.

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