

ATTACHMENT A

Software Integration Initiative Operating Guidelines *User Group Roles & Policies 12-05-2016*

1. Name and General Structure

The Software Integration Initiative (“Initiative”) is an ongoing program sponsored by Cooperating Energy Services, Inc. (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” (Program Manager) who is responsible for leading the day-to-day management of the Initiative, product development and marketing strategies, overseeing all testing and certification of software for conformance with the MultiSpeak® Specification, and the primary point of contact between members of the Initiative, the Initiative’s User Group and CES.

2. Purposes

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

3. Membership

The membership of the 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 or its authorized designee. 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 and its authorized designee shall determine which membership class is appropriate for a prospective member of the Initiative. Membership provides no license rights to use the MultiSpeak ® name or logo without executing a separate trademark license agreement.

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 or its authorized designee. Each Vendor Member shall have the right to nominate and vote for the four vendor representatives to the User Group. Each representative nominated to serve on the User Group must meet the qualification requirements set in Section 4.2.

3.1.1 Vendor Member Dues

Vendor Member dues shall be \$5,000 per year and may be amended by the Administrator or its authorized designee.

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 User Group. Auditing Members shall be each entitled to one vote in elections of Vendor Members to the User Group. However, an Auditing Member shall not be entitled to have a representative serve as a User Group member or Ad Hoc Committee member.

3.2.1 Auditing Member Dues

Auditing Member dues shall be \$1,200 per year and may be amended by the Administrator or its authorized designee.

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 Initiative, who pay membership fees as specified by the Administrator or its authorized designee and whose membership application is approved, and whose membership rights and privileges are set, by the Administrator or its authorized designee. Sponsoring Members shall have the right to nominate and vote for the four representatives from the list of Utility Members to the User Group. Each representative nominated to serve on the User Group must meet the qualification requirements set in Section 4.2.

3.4 Utility Member

Utility Members shall be any electric, gas, water or other utility service provider, solely determined by the Administrator or its authorized designee that is a user or potential user of software meeting the MultiSpeak specification. Utility Members shall have the right to nominate and vote for the four representatives from the list of Utility Members to the User Group. Each representative nominated to serve on the User Group must meet the qualification requirements set in Section 4.2.

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 \$500 per year and may be amended by the Administrator or its authorized designee.

3.5 Resignation by Member

A member may resign as a member at any time by sending a certified letter or an email to the Administrator, or its authorized 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. In the event of a vacancy, requirements set in Section 4.7 shall be followed.

3.6 Termination of Member

Members shall pay all amounts to the Initiative, and comply with all reasonable requirements, as prescribed by the Administrator and its authorized designees. As solely 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 its designee, or for other good cause, then the Member's membership in the Initiative may be terminated.

4. User Group

4.1 Purpose and Role of User Group

The User Group shall advise and make recommendations to the Administrator or its authorized designee on its experience with the MultiSpeak® Specification, including providing to the Administrator or its authorized designee insight into product development, business model, and market trends impacting future technology developments that could utilize or adopt the specification, recommendations on challenges to usage or prospective improvements that could improve the use of the specification across the industry. User Group shall meet to discuss one or more of the following:

- Existing and emerging challenges and opportunities within their business and technical focus area impacting the MultiSpeak® Specification
- Offering a continuing dialog and input from the practitioner's vantage point on existing and emerging challenges and opportunities within their business and technical focus area
- Providing input to the Administrator or its designee concerning strategic business plans, commercialization strategies, priorities and gaps, and/or product and technology ideas beneficial to the Initiative and the MultiSpeak® Specification
- Supporting network and cross-network collaboration around members of the Initiative and other stakeholders that incorporate or may want to incorporate the MultiSpeak® Specification into their business or project.

Each User Group member is expected to participate and attend meetings vocalizing his/her perspective concerning key issues challenging their company/utility, provide input on Initiative

ideas, discuss prioritization of projects, support technical review of report drafts, and facilitate technology transfer and research back to its respective company/utility.

User Group shall provide recommendations to the Administrator or its designee but do not act on behalf of the Administrator and therefore, have no fiduciary responsibilities or legal duties. All final decisions concerning the Initiative and the MultiSpeak® Specification shall be solely determined by the Administrator or its authorized designee.

4.2 User Group Composition & Qualifications

The User Group shall be composed of a total of nine (9) qualified individuals. Qualified individuals shall mean for the purposes of this Section those 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.

The User Group shall be further composed as follows:

- Four (4) representatives who shall be qualified employees of Vendor Members of the Initiative and who shall be elected by Vendor and Auditing Members;
- Four (4) representatives 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) representative who shall be appointed by the Administrator or its authorized designee

4.3 Nomination and Election of User Group Members

The Administrator, Program Manager or its designee 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 User Group Meeting in a calendar year, Vendor Members, Utility Members and Sponsoring Members will nominate qualified individuals to stand for election for the User Group. No less than forty-five (45) days prior to such User Group Meeting, the Administrator or its authorized designee shall issue a call for nominations, which shall be addressed to the designated representative of each voting Member. User Group nominations must be received by the Administrator.

If elections are to be conducted in person at a Member Meeting, then representatives of Vendor Members and Auditing Members attending in person at the meeting shall each elect four (4) User Group Members. Likewise, Utility Members and Sponsoring Members attending in person at the meeting shall each elect four (4) User Group Members in a separate election. Only one vote per open 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, Auditing 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 or its designee 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 User Group position is elected. In the event of a tie vote, the Administrator or its authorized designee shall cast the deciding vote.

4.4 User Group Member Terms

All terms shall be for two years, beginning at the first User Group Meeting in a calendar year of the year elected. Two Utility Members and two Vendor Members will be elected on even numbered years and the other two Utility Members and two Vendor Members will be elected on odd numbered years. The Administrator- appointed member will be appointed on even numbered years. There are no limits to the amount of terms that a User Group Member may serve.

4.5 Meeting and Voting

The User Group shall meet 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, as often as necessary to properly fulfill its purpose, but shall meet at least once per year. A quorum shall consist of fifty percent (50%) of the User Group members. For a motion of the User Group to prevail, it must be taken with a quorum present and must have the votes of more than fifty percent (50%) of those User Group members present. Outgoing User Group Members shall have a vote only on items designated as old business. Incoming User Group Members shall have a vote on new business.

4.6 Compensation

No amounts will be paid from CES funds, Initiative funds, or otherwise to compensate User Group members for attendance or participation at meetings or otherwise.

4.7 Vacancies

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

4.8 Temporary Meeting Absences

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

4.9 Conflict of Interest

Only qualified individual with no conflict of interest shall be allowed to elected as a User Group member. All User Group members shall provide recommendations to the Administrator on an objective basis and recuse himself or herself from voting on any recommendations that may present a conflict of interest to such member. Pursuant to this section, a conflict of interest is presumed to exist if the representative has or may have a business, professional, personal or other interest that would conflict in any manner or degree with its obligation to provide an objective recommendation to the Administrator or its designee.

5. Ad Hoc Committees

With any input from the User Group as may be provided, the Administrator or its authorized designee may establish Ad Hoc Committees with the appropriate charter, specific function, membership, and timeframe as may be necessary or beneficial to conduct the business of the Initiative. Ad Hoc 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. Ad Hoc Committee members shall be responsible for their respective committee roles but do not act on behalf of the Administrator, and therefore, have no fiduciary responsibilities or legal duties.

The Administrator or its authorized designee may direct at his/her election a Facilitator to facilitate meetings and projects carried out by the Ad Hoc Committee who shall provide direction to the Ad Hoc Committee. The Administrator or its authorized designee shall make all final decisions, having taken into account the discussions of, and information supplied by the Facilitator and Ad Hoc Committee members. All decisions shall be forwarded by the Facilitator to the User Group.

6. Legal Compliance

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

7. Amendment of Software Integration Initiative Operating Guidelines

These Operating Guidelines may only be amended by the Administrator or its authorized designee.

8. Annual Software Integration Initiative Members Meeting

In the discretion of the Administrator on an annual basis, there may be held a meeting open to all Initiative 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 or its authorized designee. The User Group 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.