

## **Comments of the Bonneville Power Administration Draft Bylaws for Regional Organization for Western Energy Bylaws**

Bonneville Power Administration (Bonneville) appreciates the opportunity to comment on the August 24, 2025, Stakeholder Draft of the Bylaws of Regional Organization of Western Energy, Inc.; the Certificate of Incorporation of Regional Organization of Western Energy, Inc.; and Appendix D: Selection Procedure or Regional Organization Board of Directors.

Bonneville recommends specific revisions to the Bylaws and has identified several items for consideration of inclusion in the Bylaws. Bonneville does not have any comments on the Articles of Incorporation and does not have any further comments on Appendix D.

### **Comments on the Bylaws:**

#### *Article II*

Bonneville recommends revising the final sentence in Article II to state: “The independent governance shall be provided to and for entities and persons operating within the markets, consumers, and affected stakeholders while acting in the public interest, including consideration of consumer interests, the policies of all Participating States, and policies of participating federal power marketing administrations.”

First, Bonneville considers consumer interests, state policies, and PMA policies to be included in the definition of “public interest.” Second, explicitly including PMA policies for consideration under Article II is consistent with §§ 4.1.3 and § 8.5 of the Bylaws.

#### *Article III*

§ 3.4 – The nominating committee should be established set forth in Appendix D, not “appointed by Board of Directors.” The Board of Directors should not have a role in seating the Nominating Committee, except that it may have a non-voting member participate.

§ 3.5 – Bonneville recommends that the RO limit closed meetings to matters involving personnel and litigation rather than tying the open records policy to CAISO’s. The RO will be established for the benefit of the region, and should endeavor to be as transparent as possible.

§ 3.8 – Bonneville recommends adding a statement that the Stakeholder Representatives Committee is “advisory in nature” so this section is consistent with the § 3.5.

#### *Article IV*

§ 4.1.7 – Bonneville recommends replacing “customers” with “consumers.”

Bonneville further recommends adding a § 4.3 related to the policies of federal power marketing administrations to mirror § 4.2 pertaining to state policies.

#### *Article V*

§ 5.3 – Bonneville suggests rewording this section for clarity, namely by beginning with “The Pathways Launch Committee shall serve as the initial Nominating Committee and shall nominate and approve an initial slate of 5 Directors.” The description of staggered terms should follow.

#### *Article VI*

§ 6.1.2 – Bonneville recommends specifying that the regularly scheduled meetings set for each fiscal year should be *established and noticed* in advance of that fiscal year.

§ 6.1.4 – same open meetings issue. Limit close sessions to personnel and litigation.

§ 6.2.1 – Bonneville recommends that notice of meetings should be made at least two weeks in advance and that agendas should be published at least one in advance.

§ 6.4 – Bonneville recommends that the Bylaws specifically address recordings, minutes, and comments and that each should be published on a publicly available website.

#### *Article IX*

§ 9.1 – Bonneville recommends stating current Directors are not eligible to serve as officers of the Corporation.

#### **Additional Recommendations:**

In addition, Bonneville recommends the Launch Committee consider the inclusion in the Bylaws of provisions pertaining to:

- Conflict resolution;
- Posting of Bylaws and amendments on publicly available website;
- Whistleblower protections;
- Dissolution;
- Fundraising limitations and disclosures;
- Public disclosure of income; and
- Treatment of excess revenues.