

REGIONAL ORGANIZATION FOR WESTERN ENERGY, INC.
UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS

The undersigned, being all the members of the Board of Directors of Regional Organization for Western Energy, Inc., a Delaware nonstock corporation (the “Corporation”), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolutions by unanimous written consent in lieu of a meeting:

WHEREAS, the Launch Committee of the West-wide Governance Pathways Initiative Association (the “Association”) was tasked with the implementation and formation of a new regional organization to provide independent governance for the western day-ahead and real-time markets;

WHEREAS, in connection with such tasks, on December 12, 2025, the Association approved a form Certificate of Incorporation for the Corporation to be filed with the Secretary of the State of Delaware and a form Bylaws of the Corporation;

WHEREAS, the Conflict of Interest Policy presented to the Board of Directors is consistent with Delaware corporate law and good governance practices applicable to tax-exempt organizations;

WHEREAS, the proposed Conflict of Interest Policy is not intended to address the Corporation’s compliance with Federal Energy Regulatory Commission (“FERC”) regulations and orders related to maintaining financial independence from market participants that apply to employees and directors of Independent System Operators and Regional Transmission Organizations; compliance with such FERC requirements will be addressed in future policies which will be adopted by the Board of Directors consistent with Sections 5.5 and 9.12 of the Corporation’s Bylaws; and

WHEREAS, the Corporation intends to adopt independence requirements for directors and employees that are generally consistent with those applicable to the California ISO (“CAISO”), including those set forth in the CAISO’s Code of Conduct and Ethical Principles.

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation for the Corporation filed with the Secretary of the State of Delaware hereby is approved and adopted as the Certificate of Incorporation of the Corporation, and that the filing of such Certificate of Incorporation with the Secretary of the State of Delaware is hereby ratified and confirmed and a copy of such Certificate of Incorporation is attached hereto as Exhibit A;

RESOLVED, that the Bylaws of the Corporation in the form attached hereto as Exhibit B hereby are adopted and approved as the Bylaws of the Corporation;

RESOLVED, that the conflict of interest policy in the form attached hereto as Exhibit C hereby is adopted and approved as the conflict of interest policy of the Corporation;

RESOLVED, that the following persons hereby are elected to the offices of the Corporation set forth opposite their respective names, to serve for the term provided in the Bylaws:

Kathleen Staks	President
_____	Vice President
Lisa Hickey	Secretary
_____	Treasurer

RESOLVED, that the officers of the Corporation are authorized to submit to the Internal Revenue Service an application to have the Corporation recognized as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, and in connection therewith such officers are authorized to execute all documents and take all actions necessary or appropriate to secure a ruling from the Internal Revenue Service as to the Corporation's tax-exempt status;

RESOLVED, that the President, or such other individual or individuals as may be designated by the President, shall designate a bank as depository of securities, funds and other assets of the Corporation, that the officers of the Corporation (or any one of them) are authorized and directed to take such action as may be required to open one or more accounts for the Corporation with such bank; and that the President, Treasurer, and Secretary are each authorized to sign checks, drafts and other similar instruments on behalf of the Corporation;

RESOLVED, that the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year;

RESOLVED, that the Corporation and its officers are authorized to take appropriate action to engage in activities to accomplish those purposes set forth in the Certificate of Incorporation and the Bylaws; and

RESOLVED, that this consent may be executed in multiple counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

Dated this _____ day of _____, 2026.

[Signature Page to Follow]

Evelyn Kahl

Kathleen Staks

Lisa Hickey

Michele Beck

Jim Shetler

Scott Ranzal

Exhibit A

REGIONAL ORGANIZATION FOR WESTERN ENERGY, INC.

CERTIFICATE OF INCORPORATION

Exhibit B

REGIONAL ORGANIZATION FOR WESTERN ENERGY, INC.

BYLAWS

Exhibit C

REGIONAL ORGANIZATION FOR WESTERN ENERGY, INC.

CONFLICT OF INTEREST POLICY