

**RESOLUTION  
OF THE  
WEST-WIDE GOVERNANCE PATHWAYS INITIATIVE ASSOCIATION**

**APPROVING ORGANIZATIONAL DOCUMENTS  
AND FORMATION OF ENTITY AND FORMATION BOARD**

The Launch Committee of the West-wide Governance Pathways Initiative Association (“Association”) hereby approves as follows, to be effective on December 12, 2025 (“Effective Date”):

**RECITALS**

WHEREAS, the Association was formed under a Memorandum of Understanding entered into as of the 1<sup>st</sup> day of January, 2024 (“MOU”).

WHEREAS, pursuant to the MOU, the Launch Committee defined therein approved the Step 2 Proposal as of November 22, 2024, committing to prepare for implementation and formation of a new regional organization to provide independent governance for the Western day-ahead and real-time markets developed by the California Independent System Operator (“CAISO”) and other future voluntary services.

WHEREAS, the Step 2 Proposal and associated work plan contemplates the drafting, approving, and filing of the necessary organizational documents (“Documents”) which are required to properly form the regional organization.

WHEREAS, a condition precedent to the approval of the formation of the regional organization included passage of legislation sufficient to enable the CAISO to join the energy markets under independent governance, which was passed as Assembly Bill 825 by the California state legislature and chaptered on September 19, 2025.

WHEREAS, the Documents include a Certificate of Incorporation, a copy of which is attached hereto as Attachment A and incorporated herein (“Certificate”) which is proposed to be filed with the Delaware Secretary of State to form the Regional Organization for Western Energy (“ROWE”) the Bylaws, a copy of which are attached hereto as Attachment B and incorporated herein (“Bylaws”).

WHEREAS, the Bylaws establish a Board of Directors, which will be appointed pursuant to the process set forth in the Bylaws commencing with the appointment of the Formation Board, comprising the representatives of the Association’s Formation Committee formed by the Launch Committee by resolution dated December 2, 2024.

WHEREAS, pursuant to the Documents, the Formation Board is anticipated to complete formation of the ROWE as a tax-exempt Delaware non-stock corporation in early 2026.

WHEREAS, considering all of the foregoing, consistent with the Mission and Charter governing decision-making by the Launch Committee, and after consultation with the non-voting members of the Launch Committee, the Launch Committee hereby finds it is in the public interest, and in the best interest of the Association and the Launch Committee to approve the Documents and to authorize the Formation Committee to cause the Certificate to be filed with the Delaware Secretary of State.

THEREFORE, it is hereby resolved:

The creation of the Formation Board is hereby approved, and the Formation Committee is hereby authorized from and after January 1, 2026, to file the necessary documents with the Delaware Secretary of State, in substantially the same form as the attachments hereto, and take all necessary actions as the Formation Board to complete their tasks pursuant to the Documents as set forth therein.

APPROVED BY THE LAUNCH COMMITTEE OF THE WEST-WIDE GOVERNANCE PATHWAYS INITIATIVE ASSOCIATION, as of the Effective Date first set forth herein.

Dated: December 12, 2025

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Kathleen Staks, as Co-Chair

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Pam Sporborg, as Co-Chair

Attachments:

Attachment A, Certificate of Incorporation, Regional Organization for Western Energy, Inc.

Attachment B, Bylaws of the Regional Organization for Western Energy, Inc.