

September 10, 2015

VIA ELECTRONIC FILING

Rachelle Verret Morphy
Saskatchewan Electric Reliability Authority
2025 Victoria Avenue
Regina, Saskatchewan, Canada S4P 0S1

Re: Notice of Filing of the North American Electric Reliability Corporation of Amendments to Exhibit B to the Delegation Agreement with Midwest Reliability Organization, Inc. – Amendments to Midwest Reliability Organization, Inc.’s Bylaws

Dear Ms. Morphy:

The North American Electric Reliability Corporation (“NERC”) hereby submits the “Notice of Filing of the North American Electric Reliability Corporation of Amendments to Exhibit B to the Delegation Agreement with Midwest Reliability Organization, Inc. – Amendments to Midwest Reliability Organization, Inc.’s Bylaws.”

NERC is submitting amendments to Exhibit B to the Delegation Agreement with Midwest Reliability Organization, Inc. (“MRO”).

The amendments to the Delegation Agreement reflect changes to MRO’s Certificate of Incorporation changing MRO’s status from a 501(c)(6) corporation to a tax-exempt 501(c)(3) not-for-profit corporation. Amendments to Sections 2.1, 2.3, 13.1, and 13.2 were made to reflect the United States Internal Revenue Code Section 501(c)(3) requirements that MRO must meet to retain its tax-exempt status. The Amendments reflect restrictions on how assets are to be transferred and which approvals are required for transfers to maintain MRO’s 501(c)(3) tax-exempt status. The amendments to the MRO Bylaws do not affect MRO’s Regional Entity functions and there are no reliability-related issues raised by such amendments. As amended, the

**3353 Peachtree Road NE
Suite 600, North Tower
Atlanta, GA 30326
404-446-2560 | www.nerc.com**

MRO Bylaws continue to satisfy the five governance criteria specified in Exhibit B of the MRO Delegation Agreement.

The MRO will submit its 501(c)(3) application to the Internal Revenue Service (“IRS”) no later than October 1, 2015. Meeting an October 1 target for the IRS filing will benefit MRO’s stakeholders as there are cost savings that will flow to the stakeholders relating to the reduction in MRO’s operating expenses due to favorable treatment as a 501(c)(3) not-for-profit corporation.

This filing consists of: (1) this transmittal letter, (2) the narrative text of the filing that follows this transmittal letter, and (3) Attachments 1 and 2 to the filing that contain a clean version and a redline version of the proposed amendments to Exhibit B to the Delegation Agreement respectively. All of these documents are transmitted in a single PDF file.

Please contact the undersigned if you have any questions concerning this filing.

Respectfully submitted,

/s/ Stefan C. Bergere
Stefan C. Bergere
Associate Counsel
North American Electric Reliability
Corporation
1325 G Street, N.W., Suite 600
Washington, D.C. 20005
(202) 400-3000
(202) 644-8099 – facsimile
stefan.bergere@nerc.net

**BEFORE THE
CROWN INVESTMENT CORPORATION
OF THE PROVINCE OF SASKATCHEWAN**

**NORTH AMERICAN ELECTRIC)
RELIABILITY CORPORATION)**

**NOTICE OF FILING OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION
OF AMENDMENTS TO EXHIBIT B TO THE DELEGATION AGREEMENT WITH
MIDWEST RELIABILITY ORGANIZATION, INC. – AMENDMENTS TO MIDWEST
RELIABILITY ORGANIZATION, INC.’S BYLAWS**

Gerald W. Cauley
President and Chief Executive Officer
North American Electric Reliability Corporation
3353 Peachtree Road N.E.
Suite 600, North Tower
Atlanta, G.A. 30326
(404) 446-2560
(404) 446-2595 – facsimile

Charles A. Berardesco
Senior Vice President and General Counsel
Holly A. Hawkins
Associate General Counsel
Stefan C. Bergere
Associate Counsel
North American Electric Reliability
Corporation
1325 G Street, N.W., Suite 600
Washington, D.C. 20005
(202) 400-3000
(202) 644-8099 – facsimile
charles.berardesco@nerc.net
holly.hawkins@nerc.net
stefan.bergere@nerc.net

*Counsel for North American Electric
Reliability Corporation*

September 10, 2015

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ATTACHMENTS

ATTACHMENT 1: Amended Bylaws – Exhibit B to the Delegation Agreement Between North American Electric Reliability Corporation and Midwest Reliability Organization, Inc. – Clean version

ATTACHMENT 2: Amended Bylaws – Exhibit B to the Delegation Agreement Between North American Electric Reliability Corporation and Midwest Reliability Organization, Inc. – Redlined version

I. INTRODUCTION

The North American Electric Reliability Corporation (“NERC”) hereby provides notice of the amendment to the Delegation Agreement between NERC and Midwest Reliability Organization, Inc. (“MRO”). The proposed amendments to the MRO Delegation Agreement consist of amendments to Exhibit B, the MRO Bylaws.

As described in greater detail in Section III of this filing, the MRO Bylaw amendments include amendments to the following sections: Sections 2.1, 2.3, 13.1, and 13.2. These amendments to the Delegation Agreement ensure compliance and alignment with United States Internal Revenue Code (“IRC”) Section 501(c)(3) that sets forth the requirements for tax-exempt status for a not-for-profit corporation. The revised Bylaws continue to satisfy the five governance criteria in the Delegation Agreement, and there are no reliability-related issues raised by the amendments to the MRO Bylaws.

The instant amendments to the MRO Bylaw do not affect MRO’s Regional Entity functions, and this filing is being made to include the revised Bylaws in the Delegation Agreement. The NERC Board of Trustees approved the amended Delegation Agreement containing amendments to Sections 2.1, 2.3, 13.1, and 13.2 at its August 13, 2015 Board Meeting.

Attachments 1 and **2** to this filing are clean and redlined versions, respectively, of the proposed amended Exhibit B to the Delegation Agreement. **Attachment 2** shows the proposed amendments to Exhibit B to the Delegation Agreement.

II. NOTICES AND COMMUNICATIONS

Notices and communications with respect to this filing may be addressed to the following:

Gerald W. Cauley
President and Chief Executive Officer
North American Electric Reliability Corporation
3353 Peachtree Road N.E.
Suite 600, North Tower
Atlanta, G.A. 30326
(404) 446-2560
(404) 446-2595 – facsimile

Charles A. Berardesco
Senior Vice President and General Counsel
Holly A. Hawkins
Associate General Counsel
Stefan C. Bergere
Associate Counsel
North American Electric Reliability Corporation
1325 G Street, N.W., Suite 600
Washington, D.C. 20005
(202) 400-3000
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charles.berardesco@nerc.net
holly.hawkins@nerc.net
stefan.bergere@nerc.net

III. PROPOSED AMENDMENTS TO THE MRO BYLAWS

The proposed amendments to the Delegation Agreement revise the Bylaws to conform with the IRC Section 501(c)(3) tax-exemption requirements, enabling MRO to be eligible for such tax-exempt status. The tax-exempt status, if granted by the Internal Revenue Service (“IRS”), will allow MRO to reduce its operating expenses due to favorable treatment as a 501(c)(3) not-for-profit corporation in the form of sales and federal unemployment tax exemptions as well as pricing discounts. Changes to Sections 2.1, 2.3, 13.1, and 13.2 of the MRO Bylaws reflect the changes necessary for MRO to comply with the IRC Section 501(c)(3) tax-exemption requirements.

The following paragraphs describe the proposed amendments to the Delegation Agreement, specifically Exhibit B.

1. Section 2 Purpose

a. Section 2.1 Purpose

- i. **Deleted** “and all entities engaged in providing electric services” to ensure that MRO’s Bylaws accurately reflect the work MRO does to lessen the burden on government to comply and align with the Internal Revenue Code Section 501(c)(3) that sets forth the requirements for tax-exempt status for a not-for-profit corporation.

b. Section 2.3 Not-for-Profit Corporation

- i. **Added** requirements from the IRC Section 501(c)(3) not-for-profit corporation, specifically stating, “The Corporation shall be exempt from federal income taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”). The Corporation shall not engage directly or indirectly in any activity which would invalidate its status as an organization exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. No part of the net income to the Corporation shall inure to the benefit of or be distributed to its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered.” This language was added at the end of this Section.

2. Section 13 Transfer of Assets

a. Section 13.1 Member Approval Not Required

- i. **Added** corresponding language to comply with the IRC Section 501(c)(3) not for profit corporations, specifically stating, “Subject to the restrictions set forth in the Certificate of Incorporation,”. This language was added to the beginning of the first sentence of this Section.

b. Section 13.2 Member Approval; When Required

- i. **Added** corresponding language to comply with the IRC Section 501(c)(3) not-for-profit corporations, specifically stating, “Subject to the restrictions set forth in the Certificate of Incorporation,”. This language was added to the beginning of the first sentence of this Section.

IV. MRO AND NERC APPROVALS OF THE PROPOSED AMENDMENTS

On April 2, 2015, the MRO Board of Directors unanimously approved the proposed amendments to the Bylaws. The proposed amendments were submitted to the MRO Members for approval in April, 2015. On May 4, 2015, the MRO Members unanimously approved the amendments.

The NERC Board of Trustees approved the amended Delegation Agreement at its August 13, 2015 Board meeting. NERC determined that the amended Delegation Agreement continues to satisfy the five Governance criteria stated in Exhibit B.

Respectfully submitted,

/s/ Stefan C. Bergere

Charles A. Berardesco
Senior Vice President and General
Counsel

Holly A. Hawkins
Associate General Counsel

Stefan C. Bergere
Associate Counsel

North American Electric Reliability
Corporation

1325 G Street, N.W., Suite 600

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stefan.bergere@nerc.net

*Counsel for North American Electric
Reliability Corporation*

Dated: September 10, 2015

ATTACHMENTS 1 – 2

(Available on the NERC Website at

[http://www.nerc.com/FilingsOrders/ca/Canadian%20Filings%20and%20Orders%20DL/
Attach_MRO_Bylaws_Sept2015.pdf](http://www.nerc.com/FilingsOrders/ca/Canadian%20Filings%20and%20Orders%20DL/Attach_MRO_Bylaws_Sept2015.pdf))