

ELECTRONIC FILING

August 7, 2020

Ms. Brinda Westbrook-Sedgwick
Office of the Commission Secretary
Public Service Commission
of the District of Columbia
1325 G Street NW, Suite 800
Washington, DC 20005

**Re: GD-2020-02-M – In the Matter of the Pilot Projects Governance Board
Proposed Pilot Projects Governance Board Bylaws**

Dear Ms. Westbrook-Sedgwick:

On behalf of the Power Path DC Pilot Projects Governance Board, enclosed is the proposed Pilot Projects Governance Board Bylaws approved by a majority vote of the Governance Board. If you have any questions regarding this filing, please do not hesitate to contact the Pilot Projects Governance Board Commission Facilitator.

Respectfully submitted,

By: /s/ Patrice Jones Hunter
PATRICE JONES HUNTER
Commission Facilitator
Email: phunter@psc.dc.gov

Bylaws of the Power Path DC Pilot Projects Governance (“Board”) adopted pursuant to the Public Service Commission of the District of Columbia Order Nos. 19984, 20286, and 20316 in Formal Case No. 1130

ARTICLE I

1.0 ADOPTION OF BYLAWS

1.1 These bylaws, upon adoption by a majority vote of the Board, will govern the functions, purposes and operation of the Power Path DC Pilot Projects Governance Board.

1.2 Purpose. In accordance with the Public Service Commission of the District of Columbia’s Order Nos. 19984, 20286, and 20316, the Board shall:

- (a) Review and finalize proposed Pilot Exclusion Criteria for Pilot Project Selection Process in Order No. 20286 and detailed in paragraphs 98-106 of the Commission Staff Proposed Order No. 19984;
- (b) Review and finalize proposed Grant Funding Qualification Parameters for Pilot Projects in Order No. 20286 and as detailed in paragraph 107 of the Commission Staff Proposed Order No. 19984;
- (c) Provide a recommended Statement of Work for any studies agreed by the Board, with the RFP to be issued and managed by the Commission;
- (d) Provide advice, comments, and recommendations to the Commission while implementing the Pilot Projects Governance Model and developing a charter;
- (e) Develop a Call for Papers¹ for Commission issuance;
- (f) Evaluate and rank Call for Papers responses, and provide recommended proposed pilot project concepts for Commission adoption; and
- (g) Develop Request for Proposals (“RFP”) for issuance by the Commission, evaluate and rank the RFP responses, and submit to Commission for review

¹ The Call for Papers seeks concepts for Pilot Projects be evaluated against the PowerPath DC principles and technology readiness level of any technologies proposed.

and approval.

- 1.3** The Board shall present a report on the progress of implementing the Pilot Projects monthly, with the first report being due thirty (30) calendar days after the conclusion of the first Board meeting. The Commission shall make this document available to the public in the Commission's E-docket system in *Formal Case No. 1130* within 10 days of submission.

ARTICLE II

2.0 RULES FOR THE BOARD TO CONDUCT BUSINESS

- 2.1 Chairperson.** The Commission Staff shall be the Chairperson of the Board for the first Board member meeting. For future meetings, the Board shall appoint by election a Chairperson to preside over the Board meetings. The Chairperson shall make all formal statements on behalf of the Board on matters pertaining to the function, purposes, and operation of the Board. The Chairperson shall also be responsible for assuring all reports, recommendations and other obligations of the board are met in a timely and acceptable manner. The Commission will provide a final approval on the appointment of the Chairperson.

2.2 Secretary.

The Board shall appoint a Secretary to take meeting minutes, record votes and issue any notices required by these bylaws. The Secretary shall also be responsible for filing all minutes, recommendations, reports, findings and ideas in the Docket on behalf of the Board. In the event of a vacancy in the Chair the Secretary may facilitate the Board's performance of any duties and in the interest of administrative efficiency. In the event that the Secretary must perform the duties of the Chair, the Secretary shall have the authority to delegate secretarial duties to another member.

- 2.3 Commission Responsibilities.** The Commission shall review and, if appropriate, approve recommendations made by the Board.

- 2.4 Official Meetings.** Official meetings of the Board shall be held at least monthly or as approved by a majority of the members of the Board. Additional meetings of the Board shall be considered “Special Meetings,” and may be called by a majority of the Board.
- 2.5 Place of Official Meetings.** The Board shall hold its meetings virtually via video conference or alternately, in person at a place within the District of Columbia that is publicly accessible.
- 2.6 Time of Official Meetings.** Board meetings shall be held at a time to be determined by a majority of the Board members, and notice of time, date, and location thereof shall be given to all Board members and the public no later than 48 hours in advance of the meetings.
- 2.7 Open Official Meetings.** Except as required to perform its statutory function as described in Section 1.3, all Board meetings shall be open to the public, and no official action of the Board shall be effective unless taken or made at a meeting open to the public. The Board may meet in closed session as necessary to consider confidential matters and information.
- 2.8 Record of Meetings.** A written copy of minutes shall be kept for all meetings and shall be maintained as part of the Board’s permanent records on the Power Path DC homepage. Copies of such minutes shall be available on the Commission’s E-docket system in *Formal Case No. 1130*. Confidential information contained in the minutes will be redacted prior to being made public.
- 2.9 Public Notice.** The Board shall give public notice of its regular meetings via E-mail, posting on the Power Path DC homepage, or in any other manner directed by the Board at least 48 hours in advance of the meetings. The notice shall include the agenda, if such has been determined at the time, and the dates, times and places of such meetings; however, the agenda shall be subject to change to exclude existing items or include additional items.

2.10 Computing Time Periods. In computing the number of days for purposes of giving notice of any official public meeting, the date upon which the notice is given shall not be counted, but the date upon which the meeting is to be held shall be counted. All days shall be counted, including Saturdays, Sundays, or any day designated as a legal holiday. If, however, the final day of any time period falls on a Saturday, Sunday or legal holiday, then the final day shall be deemed to be the next day which is not a Saturday, Sunday or legal holiday.

2.11 Agenda. At each Board meeting, the agenda for the next Board meeting shall be discussed. An agenda for an official meeting shall be presented to Board members at least 48 hours days prior to the scheduled Board meeting. Board members may suggest additions, deletions or suggest other changes to the agenda. The agenda as proposed must be adopted by a majority vote of the Board at the beginning of each Board meeting.

2.12 Participation. The following member organizations may address the Board and vote at the official meetings:

- 1) Members of the Board:
 - Commission Staff;
 - Solar United Neighbors of DC,
 - DC Chapter of the Sierra Club,
 - DC Consumer Utility Board,
 - Office of the People’s Counsel for the District of Columbia,
 - Greater Washington Urban League,
 - District Department of Energy and Environment,
 - Maryland-DC-Delaware-Virginia Solar Energy Industries Association; and
 - Apartment and Office Building Association of Metropolitan Washington.

- 2) Upon request and at the discretion of the Chairperson, members of the public, government agencies, public utilities, and any other corporation, organization or association will be permitted to appear before the Board to address issues relevant to the Board’s Charter.

2.13 Quorum. A majority of the Board members ([five (5)] Board members) either in person or by video conference must be present to constitute a quorum for the purpose of conducting official Board business. Should a quorum fail to be present, the Chair, or in the event of a vacancy in the Chair, the Vice Chair or

the Secretary, shall adjourn proceedings on official Board matters to another date and time.

2.14 Written Documents. Written documents presented at a meeting or written documents provided to the Board prior to a meeting, may be included in the record without reading the material into the record at the discretion of the Chair, or in the event of a vacancy in the Chair, the Vice Chair or the Secretary. Any written documents so entered into the record will be made available to all Board members copies of written documents at the meeting or a list of documents included in the record.

2.15 Voting. At any meeting of the Board, every member organization is entitled to vote and must be present to vote. A Board member shall be considered to be present if he or she attends the Board meeting via a telephone or video conference call. Each member organization shall have one vote. Voting by proxy is not permitted. If any individual other than the established representative or alternate is to vote on behalf of a member organization, a formal email notification must be provided to the Board chair. All matters before the Board shall be determined by a majority of the members present. Motions and resolutions will be passed upon a majority of the Board having voted in the affirmative. In the event of a tie vote, the motion or resolution shall fail. All votes shall be recorded on the official record of the Board.

2.16 Dissent. A Board member who wishes to submit his or her dissent from the recommendations of the Board shall prepare a written dissent, prior to the Board's final adoption of its recommendations, which shall outline the reasons for the opposition or disagreement to the Board's recommendations. When a Board member has prepared a dissent, the Chair, or in the event of a vacancy in the Chair, the Vice Chair or the Secretary, shall include a copy of the dissent as well as the Board's recommendations in the submission to the Commission.

2.17 The Chair shall make all formal statements on behalf of the Board on issues relating to the functions, purposes and operation of the Board. All Board members are permitted to address or respond to matters pending before the Board. Statements made by an individual Board member represent his or her own position, and not necessarily that of the Board.

- 2.18 Recusal.** Board members must promptly and fully disclose and refrain from voting on matters in which they have a personal or business interest. This specifically includes personal relationships to parties issuing pilot project proposals for consideration by the Board. This is outlined in detail in Appendix A to the bylaws.
- 2.19 Membership.** Membership to the Board is determined by Commission Order and all current members have been approved by Order No. 20316. Any consultants or advisors to Board members may attend meetings in an observational capacity with their Board member but will not be members themselves and may not serve as alternates for board members. Board membership may be revoked at the discretion of the Commission.
- 2.20 Shared and Confidential Documents.** As members of the Board, individuals will be privy to documents which may be deemed “Confidential” by the Commission and it is the duty of the Board members to maintain that confidentiality and take all protective measures to ensure such documents are not viewed by unauthorized persons. Such confidential material may include evaluation and scoring details of pilot project bidders.

ARTICLE III

3.0 COMMITTEES AND WORKING GROUPS OF THE BOARD

3.1 Committees and Working Groups. The Board may convene one or more committees or working groups as it considers appropriate without any limitation as to the membership of such groups. Each committee or working group shall consist of one or more of the members of the Board.

3.2 Authority. No committee or working group is authorized to take official action on behalf of the Board.

3.3 Ex Officio member. The Chair, or in the event of a vacancy in the Chair, the Vice Chair or the Secretary, shall be an Ex Officio member of every committee or working group. All materials considered by a committee shall be made available for review by all Board members.

3.4 Attendance at Committee Meetings or Working Group. Any member of the Board may attend a committee or working group session. Notice shall be given of such a meeting at least 48 hours prior to the meeting, including the agenda items, if practicable.

ARTICLE IV

4.0 AMENDMENTS TO BYLAWS

4.1 These bylaws may be amended or repealed by the Board upon the affirmative vote of a majority of the members.

APPENDIX A.

Public Disclosure Obligation of the Pilot Project Governance Board Members

Members of the Board, officers and agents (interested persons) of the Board shall conduct their business, investment, and personal affairs in such manner as to avoid any conflict with their duties and responsibilities to the Board and shall act with the highest ethical standards in carrying out their duties with respect to the Board. These provisions regarding conflicts of interest shall apply to any transaction or arrangement with a member or officer of the Board, or any member of a committee or working group of the Board with Board-delegated powers, and any other consultant or person in a position to exercise substantial influence over the Board's affairs. This Policy shall also apply to any transaction or arrangement with any entity in which an interested person has (i) an ownership or investment interest, or (ii) a potential ownership or investment interest or compensation arrangement. This Policy shall not apply to any transaction between the Board and the District of Columbia.

The purpose of this Policy is to promote transparency and full disclosure, to avoid the appearance of any conflict of interest and to establish a process by which potential conflict of interest issues are resolved. Therefore, this Policy obligates every member of the Board as well as any consultants to the Board to provide to the Commission within thirty days of the adoption of this public disclosure obligation or upon the creation of such an obligation thereafter, a written disclosure statement which includes the information requested in the Disclosure section below. Furthermore, it is the duty of the Board member or consultant to revise their disclosure statement if they become conflicted in the future.

Specific Procedures to Implement the Policy of the Board

Disclosure Standard:

1. If any interested person holds any financial or ownership interest in a company or entity, other than the company or entity it represents on the Board, that may submit a bid to provide services to the Commission or bid on the pilot projects, that member must disclose the interest prior to the submission of the bid. This requirement applies regardless of whether the member represents a public agency or entity or private entity on the Board.
2. If an individual member holds such an interest, the member must: (1) identify the name of the company or entity in which s/he holds such an interest;² (2) provide a general description of the type of services that company or entity is licensed to offer; (3) describe the interest in the entity; and (4) indicate whether s/he is a principal or officer of the entity.
3. The obligation to disclose the financial or ownership interest in such an entity is a continuing obligation requiring that at any time a member acquires such an interest, disclosure to the Commission is required within thirty days of the creation of the interest.
4. The disclosure statements submitted to Commission shall be made public and

² As referenced in Appendix A, a Board member need not disclose, ownership of or interest in a company, through mutual funds or other similar investment vehicles that own multiple securities.

available for review by members of the public.

For the purposes of these bylaws, a conflict of interest is not considered to exist for any member who may own or have a financial or ownership interest in an entity or company that may provide services to the Commission, given that this Board is an advisory board and its processes, meetings and procedures are public and transparent. The Board wishes to further the goals of transparency and full public disclosure by creating this disclosure obligation for all its members.