



BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CA

FILED

Application of Pacific Gas and Electric Company for Approval of the Retirement of Diablo Canyon Power Plant, Implementation of the Joint Proposal, And Recovery of Associated Costs Through Proposed Ratemaking Mechanisms (U39E).	Application 16-08-006 (Filed August 11, 2016)	2-06-17 08:00 AM
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**NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION
AND, IF REQUESTED (and [X]¹ checked), ADMINISTRATIVE LAW JUDGE'S RULING
ON [Future Grid Coalition]'S SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP**

NOTE: After electronically filing a PDF copy of this Notice of Intent (NOI), please email the document in an MS WORD format to the Intervenor Compensation Program Coordinator at lcompcoordinator@cpuc.ca.gov.

Customer (party intending to claim intervenor compensation): Future Grid Coalition		
Assigned Commissioner: Michael Picker		Administrative Law Judge: Peter Allen
I hereby certify that the information I have set forth in Parts I, II, III and IV of this Notice of Intent (NOI) is true to my best knowledge, information and belief.		
Signature:		/s/ Dustin Elliott
Date: February 6, 2017	Printed Name:	Dustin Elliott

PART I: PROCEDURAL ISSUES
(To be completed by the party ("customer") intending to claim intervenor compensation)

A. Status as "customer" (see Pub. Util. Code § 1802(b)): The party claims "customer" status because the party is (check one):	Applies (check)
1. A Category 1 customer is an actual customer whose self-interest in the proceeding arises primarily from his/her role as a customer of the utility and, at the same time, the customer must represent the broader interests of at least some other customers. In addition to describing your own interest in the proceeding you must show how your participation goes beyond just your own self-interest and will benefit other customers.	<input type="checkbox"/>
2. A Category 2 customer is a representative who has been authorized by actual	

¹ DO NOT CHECK THIS BOX if a finding of significant financial hardship is not needed (in cases where there is a valid rebuttable presumption of eligibility (Part III(A)(3)) or significant financial hardship showing has been deferred to the intervenor compensation claim).

<p>customers to represent them. Category 2 involves a more formal arrangement where a customer or a group of customers selects a more skilled person to represent the customer's views in a proceeding. A customer or group of customers may also form or authorize a group to represent them, and the group, in turn, may authorize a representative such as an attorney to represent the group.</p> <p>A representative authorized by a customer must identify the residential customer(s) being represented and provide authorization from at least one customer. <i>See</i> D.98-04-059 at 30.</p>	<input type="checkbox"/>
<p>3. A Category 3 customer is a formally organized group authorized, by its articles of incorporation or bylaws to represent the interests of residential customers or small commercial customers receiving bundled electric service from an electrical corporation.² Certain environmental groups that represent residential customers with concerns for the environment may also qualify as Category 3 customers, even if the above requirement is not specifically met in the articles or bylaws. <i>See</i> D.98-04-059, footnote at 3.</p>	<input checked="" type="checkbox"/>
<p>The party's explanation of its customer status must include the percentage of the intervenors members who are residential ratepayers or the percentage of the intervenors members who are customers receiving bundled electric service from an electrical corporation, and must include supporting documentation: (i.e., articles of incorporation or bylaws).</p> <p>Future Grid Coalition (Coalition) is a non-profit public advocacy organization with a mission to help modernize California's electric distribution and transmission grids. More specifically, the Coalition's purpose is to provide information, goods and services to facilitate the use of energy efficiency and clean energy predominantly by residential and small commercial consumers. In addition, the Coalition conducts research directly related to residential and commercial customer classes and advocates, consistent with the restrictions placed on 501(c)(3) entities, on behalf of those customer classes in a range of policy forums. Given the Coalition's recent formation in December 2016, it does not have any members yet.</p> <p>In this proceeding, the Coalition seeks to present its unique expertise and interest in energy efficiency and to ensure the effectiveness of ratepayer-funded energy efficiency activities. The Coalition has already submitted direct prepared testimony in this proceeding, and it plans to present additional evidence and legal analysis bearing directly on the issues raised in the proceeding. The Coalition will also address the relationship between this proceeding's proposal and the proposals of related Commission proceedings, in addition to how this proceeding should be coordinated with other related proceedings on the issue of energy efficiency.</p>	

² Intervenors representing either a group of residential customers or small commercial customers who receive bundled electric service from an electrical corporation, must indicate in Part I, Section A, Item #4 of this form, the percentage of their members who are residential customers or the percentage of their members who receive bundled electric service from an electrical corporation. The NOI may be rejected if this information is omitted.

Identify all attached documents in Part IV.

Certificate of Serve, Bylaws of Future Grid Coalition, and Articles of Incorporation of Future Grid Coalition.

Do you have any direct economic interest in outcomes of the proceeding?³

Yes: ☐ No: ☒

If “Yes”, explain:

B. Conflict of Interest (§ 1802.3)	Check
1. Is the customer a representative of a group representing the interests of small commercial customers who receive bundled electric service from an electrical corporation?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2. If the answer to the above question is “Yes”, does the customer have a conflict arising from prior representation before the Commission?	<input type="checkbox"/> Yes <input type="checkbox"/> No

C. Timely Filing of Notice of Intent (NOI) (§ 1804(a)(1)):	Check
1. Is the party’s NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference: 10/6/2016	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2. Is the party’s NOI filed at another time (for example, because no Prehearing Conference was held, the proceeding will take less than 30 days, the schedule did not reasonably allow parties to identify issues within the timeframe normally permitted, or new issues have emerged)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
2a. The party’s description of the reasons for filing its NOI at this other time: The formation of the Coalition as a legal entity did not occur until December 2016.	
2b. The party’s information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, Administrative Law Judge’s ruling, or other document authorizing the filing of NOI at that other time:	

PART II: SCOPE OF ANTICIPATED PARTICIPATION
(To be completed by the party (“customer”) intending to claim intervenor compensation)

<p>A. Planned Participation (§ 1804(a)(2)(A)(i)):</p> <p>The party’s statement of the issues on which it plans to participate:</p> <p>Future Grid Coalition is broadly in favor of the application by Pacific Gas & Electric (PG&E) in this proceeding. The Coalition is focused in this proceeding on Section 2 of the Joint Proposal. Specifically, the Coalition is focused on Tranche #1 and #2 in Section 2. The Coalition will propose market mechanisms and financial structures to ensure adoption of the full 2,000 GWh</p>
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³ See Rule 17.1(e).

energy efficiency proposed in Tranche #1. In addition, the Coalition will communicate with other parties in this proceeding and their counsel and witnesses to ensure that the requirements of these market mechanisms are understood and adopted as part of this proceeding. The Coalition will also work to ensure that mechanisms exist to put energy efficiency on an even footing with other power and energy sources in Tranche #2.

The party's explanation of how it plans to avoid duplication of effort with other parties:

Other intervenors will likely advocate positions concerning energy efficiency. But the Coalition has unique expertise and interest in offering solutions that reduce transaction costs for energy efficiency and set up market mechanisms and financing structures to facilitate energy efficiency projects. The Coalition expects to work closely with other intervenors and ensure that when groups are aligned on positions, overlap is minimized and FGC is presenting a unique analysis.

The party's description of the nature and extent of the party's planned participation in this proceeding (to the extent that it is possible to describe on the date this NOI is filed).

The Coalition will be an active participant by conducting further research and discovery, preparing intervenor and rebuttal testimony, preparing opening and reply briefs, participating in evidentiary hearings, filing any other necessary pleadings and responding to the proposed decision.

B. The party’s itemized estimate of the compensation that the party expects to request, based on the anticipated duration of the proceeding (§ 1804(a)(2)(A)(ii)):				
Item	Hours	Rate \$	Total \$	#
ATTORNEY, EXPERT, AND ADVOCATE FEES				
Senior Attorney	60	600	36,000	1
Navi Dhillon (Mid-level Attorney)	50	500	25,000	2
Dustin Elliott (Junior Attorney)	100	300	30,000	3
Cynthia Mitchell (Expert)	100	225	22,500	4
Mark Shahinian	100	200	20,000	5
			Subtotal: \$133,500	
OTHER FEES				
N/A				
Subtotal: \$0				
COSTS				
Postage and photocopying			\$500	
Computerized research			\$500	
Subtotal: \$1,000				
TOTAL ESTIMATE: \$134,500				
Estimated Budget by Issues:				
FGC estimates 100% of the budget will be used to focus on the development and implementation of market mechanisms and financial structures that will be used to meet the energy efficiency goals in Tranche 1 and 2.				

It is difficult to estimate potential compensation with certainty. The Coalition plans to work judiciously and efficiently, tracking and reporting actual hours worked. Rates are set by reference to Resolution ALJ-329, the most recent rates currently available.

#1 The Senior Attorney at the law firm Morrison & Foerster LLP has been practicing for over 13 years and specializes in energy regulatory law and policy.

#2 Navi Dhillon is a mid-level attorney at the law firm Morrison & Foerster LLP and has been practicing for 5 years.

#3 Dustin Elliott is a junior attorney at Morrison & Foerster LLP, has been practicing for 2 years, and specializes in energy regulatory law.

#4 Cynthia Mitchell is a senior expert with more than 20 years of experience working on energy issues.

#5 Mark Shahinian is a mid-level expert with 8+ years of experience in the energy industry, software and finance.

PART III: SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP (To be completed by party (“customer”) intending to claim intervenor compensation; see Instructions for options for providing this information)

A. The party claims “significant financial hardship” for its Intervenor Compensation Claim in this proceeding on the following basis:	Applies (check)
1. “[T]he customer cannot afford, without undue hardship, to pay the costs of effective participation, including advocate’s fees, expert witness fees, and other reasonable costs of participation” (§ 1802(g)); or	<input type="checkbox"/>
2. “[I]n the case of a group or organization, the economic interest of the Individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding” (§ 1802(g)).	<input checked="" type="checkbox"/>
3. A § 1802(g) finding of significant financial hardship in another proceeding, made within one year prior to the commencement of this proceeding, created a rebuttable presumption in this proceeding (§ 1804(b)(1)).	<input type="checkbox"/>
Commission’s finding of significant financial hardship made in proceeding number:	
Date of Administrative Law Judge’s Ruling (or CPUC Decision) in which the finding of significant financial hardship was made:	

B. The party’s explanation of the factual basis for its claim of “significant financial hardship” (§ 1802(g)) (necessary documentation, if warranted, is attached to the NOI:

The definition of the term “significant financial hardship” is found in Section 1802(g) of the Public Utilities Code:

“Significant financial hardship” means either that the customer cannot without undue hardship afford to pay the costs of effective participation, including advocate's fees, expert witness fees, and other reasonable costs of participation, or that, in the case of a group or organization, the economic interest of the individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding.

Future Grid Coalition represents the interests of its members in California who are rate-paying customers of PG&E. However, savings achieved on a customer-by-customer basis in this proceeding by the Coalition’s members would be substantially less than the estimated cost of Coalition participation. On these grounds, intervenor compensation awards represent a significant and critical portion of the Coalition’s total budget. Absent eligibility for such awards, the Coalition’s resources would be inadequate compared to the costs of effective participation in CPUC proceedings, and the Coalition’s mission to advocate for the modernization of California’s electric distribution and transmission grids would be impaired.

**PART IV: ATTACHMENTS DOCUMENTING SPECIFIC
ASSERTIONS MADE IN THIS NOTICE**

**(The party (“customer”) intending to claim intervenor compensation identifies
and attaches documents; add rows as necessary)**

Attachment No.	Description
1	Certificate of Service
2	FGC Articles of Incorporation
3	FGC Bylaws

ADMINISTRATIVE LAW JUDGE RULING⁴
(Administrative Law Judge completes)

	Check all that apply
1. The Notice of Intent (NOI) is rejected for the following reasons:	<input type="checkbox"/>
a. The NOI has not demonstrated the party’s status as a “customer” for the following reason(s):	<input type="checkbox"/>
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	<input type="checkbox"/>

⁴ A Ruling needs not be issued unless: (a) the NOI is deficient; (b) the Administrative Law Judge desires to address specific issues raised by the NOI (to point out similar positions, areas of potential duplication in showings, unrealistic expectations for compensation, or other matters that may affect the customer’s Intervenor Compensation Claim); or (c) the NOI has included a claim of “significant financial hardship” that requires a finding under § 1802(g).

c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	<input type="checkbox"/>
2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).	<input type="checkbox"/>
3. The NOI has not demonstrated significant financial hardship for the following reason(s):	<input type="checkbox"/>
4. The Administrative Law Judge provides the following additional guidance (see § 1804(b)(2)):	<input type="checkbox"/>

IT IS RULED that:

1. The Notice of Intent is rejected.	<input type="checkbox"/>
2. The customer has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	<input type="checkbox"/>
3. The customer has shown significant financial hardship.	<input type="checkbox"/>
4. The customer is preliminarily determined to be eligible for intervenor compensation in this proceeding. However, a finding of significant financial hardship in no way ensures compensation.	<input type="checkbox"/>
5. Additional guidance is provided to the customer as set forth above.	<input type="checkbox"/>

Dated _____, at San Francisco, California.

Administrative Law Judge

Attachment 1: Certificate of Service by Customer

I hereby certify that I have this day served a copy of the foregoing **NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION** by (check as appropriate):

- ☐ Hand delivery;
☐ first class mail; and/or
☒ electronic mail

to the following persons appearing on the official Service List:

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Attachment 2:

ARTICLES OF INCORPORATION OF THE FUTURE GRID COALITION

Adopted December 5, 2016

**Articles of Incorporation
of
Future Grid Coalition
A California Public Benefit Corporation**

Article I

The name of the corporation is **Future Grid Coalition**.

Article II

A. This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific purpose of this corporation is to:

Provide information, goods and services intended to facilitate the utilization of energy efficiency and clean energy predominantly by residential and small commercial consumers, conduct research directly related to that customer class and advocate, consistent with the restrictions placed on 501(c)(3) entities, on behalf of that customer class in a range of policy forums.

Future Grid Coalition is committed to reducing costs and barriers for a broad spectrum of environmentally responsible energy infrastructure and energy efficiency investments for residential and small commercial customers and to developing and preserving those customers' opportunities and rights to make such investments over time.

Future Grid Coalition serves energy consumers who seek to make investments in clean distributed energy by actively working across four related functions: (1) providing information directly to consumers; (2) serving as a conduit to providing such customers with energy efficiency and clean energy products and services at preferential prices; (3) research and consulting projects that will ultimately benefit such consumers; and (4) policy advocacy work in the interest of such customers.

Article III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name:	Mark Shahinian
Address:	15 Lapidge St., Apt 2
City:	San Francisco
State:	California
Zip Code:	94110

Article IV

- A. This corporation is organized and operated exclusively for **educational and charitable** purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. The corporate address is:

Address: 15 Lapidge St., Apt 2
City: San Francisco
State: California
Zip Code: 94110

Article V

The property of this corporation is irrevocably dedicated to **educational and charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **educational and charitable** purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

Mark Shahinian, Incorporator

Attachment 3:

BYLAWS OF THE FUTURE GRID COALITION

Adopted December 5, 2016

**BYLAWS
OF
FUTURE GRID COALITION**

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**BYLAWS
OF
FUTURE GRID COALITION**

BYLAWS
OF
FUTURE GRID COALITION

E.

NAME

The name of the corporation shall be Future Grid Coalition.

F.

OFFICES

G. *Principal Office*

The principal office for the transaction of business of the corporation shall be located in the city and county of San Francisco, California. The board of directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

H. *Other Offices*

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

I.

OBJECTIVES

The objectives of the corporation shall be as stated in the Articles of Incorporation laid out in the Form ARTS-PB-501(c)(3) filed with the California Secretary of State. Specifically, the objectives shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and California Nonprofit Public Benefit Corporation law.

The charitable and educational purposes of the corporation shall include, but not be limited to, providing information, goods and services intended to facilitate the utilization of energy efficiency and clean energy predominantly by residential and small commercial electricity consumers, conducting research directly related to those questions and issues and advocating on behalf of increased use of energy efficiency and clean energy in a range of policy forums, consistent with the restrictions under Section 501(c)(3) of the Internal Revenue Code.

J.

NONPARTISAN ACTIVITIES

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

K.

DEDICATION OF ASSETS

The properties and assets of the Future Grid Coalition are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. This provision shall not prevent payment to such persons of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by law or these Bylaws. On liquidation or dissolution of the corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

L.

MEMBERSHIP

M. Role of Members

The corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code. These persons shall generally be residential and small commercial customers or other parties interested in energy efficiency or clean energy on whose behalf the corporation advocates.

N. Membership Funding

The corporation shall not accept operational funding received if such funding sources jeopardize the corporation's status as an advocate for energy efficiency or clean energy or violate the corporation's

conflict of interest policies, including, but not limited to, the corporation's ability to qualify for intervenor compensation at the California Public Utilities Commission.

O.

DIRECTORS

P. Powers

Q. General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

R. Specific powers. Without prejudice to these general powers, and subject to the same limitations, the board of directors shall have power to:

S. Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws; and fix their compensation.

T. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

U. Adopt, make and use a corporate seal and alter the form of the seal.

V. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

W. Number and Qualification of Directors

The authorized number of directors shall be not more than Nine (9) until changed by an amendment to these bylaws, with the initial number of directors being Three (3). The directors need not be residents of the State of California.

X. Designation and Term of Office of Directors

The initial directors shall be designated by the incorporator and shall hold office until their successors have been elected and qualified. Except for the initial directors, the board of directors shall designate the directors.

At the first annual meeting, the directors shall be divided into two (2) approximately equal groups and designated to serve one (1) or two (2) year terms, as determined by the board of directors.

Thereafter, the term of office of each director shall be two (2) years. If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the board of directors.

Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms.

The corporation intends that the board of directors shall collectively represent a diversity of relevant backgrounds and skills to enable the board of directors to make informed, well- balanced decisions on the economic viability and social impact of corporate activities. To the extent reasonably practical, the board of directors should strive to ensure that the directors collectively have direct experience in each the following subject areas:

- (a) State public utilities commission or municipal utility policy making;
- (b) FERC jurisdiction independent system operating and or grid operations;
- (c) other state or federal energy agencies;
- (d) energy finance and/or project finance
- (e) clean energy generation;
- (f) energy storage;
- (g) electric power distribution;
- (h) software and automation;
- (i) energy efficiency;
- (j) environmental protection; and
- (k) consumer advocacy.

Y. *Vacancy*

Z. Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:

AA. *The death, resignation or removal of any director.*

BB. *The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.*

CC. *The increase of the authorized number of directors.*

DD. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chair of the board, the executive director, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

EE. Filling vacancies. Vacancies on the board of directors may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

FF. No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

GG. Restriction on interested directors. Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it in the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

HH. Place of Meeting; Meetings by Telephone

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

II. Annual Meeting

At such time and place fixed by the board of directors, the board of directors shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

JJ. Other Regular Meetings

Other regular meetings of the board of directors shall be held without notice and call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

KK. *Special Meetings*

LL. Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the chair of the board or the executive director, or any vice president, deputy director and the secretary, or any two (2) directors if there is more than one (1) director.

MM. Notice.

NN. Manner of giving. *Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; (e) by telecopy (FAX); or (f) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.*

OO. Time requirements. *Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy (FAX) or electronic mail shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.*

PP. Notice contents. *The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.*

QQ. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the board of directors and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

RR. Waiver of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and

approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SS. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

TT. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

UU. Action Without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board, individually or collectively, consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

VV. Fees and Compensation

Directors as such shall not receive any compensation for their services, but by resolution of the board of directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

WW. Honorary Directors

The board of directors may elect Honorary Directors, without limit as to number or period of service, except that Honorary Directors shall be subject to removal by the same vote as other directors. Honorary Directors shall not be members of the board and shall have no voting rights, but except when the board of directors is in executive session, shall have the same rights as other directors to attend and speak at meetings of the board. Unless the context otherwise requires, the term "directors" in these bylaws does not include Honorary Directors.

XX.

COMMITTEES

YY. Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no

persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

ZZ. Meetings and Action of Committees

Meetings and actions of committees of the board of directors shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee, provided they are consistent with these bylaws, or in the absence of rules adopted by the board, the committee may adopt such rules.

AAA. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

BBB. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

CCC. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

DDD. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

EEE. Limitations

No committee may:

FFF. fill any vacancies on the board of directors or on any committee;

GGG. fix compensation of the directors for serving on the board or on any committee;

HHH. amend or repeal bylaws or adopt new bylaws;

III. amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

JJJ. appoint any committees of the board of directors or the members thereof;

KKK. expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

LLL. approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 1. Advisory Committees.

The board of directors may establish one or more advisory committees to the board. The members of any advisory committee may consist of directors or non-directors and may be appointed as the board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the board, and implementing board decisions and policies under the supervision and control of the board. Subject to the authority of the board of directors, advisory committees may determine their own meeting rules and whether minutes shall be kept.

Section 2. Audit Committee.

For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an audit committee whose members shall be appointed by the board of directors, and who may include both directors and non-directors, subject to the following limitations: (a) the audit committee may not include any member of the staff, or the Executive Director or Treasurer; (b) the audit committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (c) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their board service.

The audit committee shall: (1) recommend to the board of directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the board, (3) confer with the auditor to satisfy the audit committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

MMM.

OFFICERS

NNN. *Officers*

The officers of the corporation shall be a Chair of the Board (if appointed by the board of directors), an Executive Director, one or more Deputy Director (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IX. Except insofar as their duties may conflict, any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Executive Director or Chair of the Board.

000. Election and Term of Office

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IX, shall be chosen annually by the board of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified.

PPP. Subordinate Officers

The board of directors may appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the board of directors and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

QQQ. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by an officer upon whom such power of removal may be conferred by the board of directors. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by giving written notice to the board of directors or to the Executive Director or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

RRR. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SSS. Chair of the Board

The Chair of the Board, if there be such an officer, shall preside at all meetings of the board of directors and perform such other duties as the directors may assign.

TTT. Executive Director

The Executive Director shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Executive Director may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed from time to time by the board of directors. For

all intents and purposes where an action by the president of the corporation is required, the Executive Director shall function as the president of the corporation.

UUU. Deputy Director

In the absence of the Executive Director, or in the event of his or her inability or refusal to act, the Deputy Director (or, if there be more than one Deputy Director, the first Deputy Director) shall perform the duties of the Executive Director, and when so acting shall have all the powers and be subject to all the restrictions upon the Executive Director. The Deputy Director shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

VVV. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the board of directors. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board of directors may designate, shall disburse the corporation's funds as the board of directors may order, shall render to the Executive Director, chair of the board and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the board of directors or these bylaws may prescribe.

If required by the board of directors, the Treasurer shall give the corporation a bond, in the amount and with the surety or sureties specified by the board, for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office. For all intents and purposes, where a Chief Financial Officer of the corporation is required, the Treasurer shall function as the Chief Financial Officer.

WWW. Secretary

The Secretary shall keep or cause to be kept the minutes of the meetings of the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws, and in general perform all duties incident to the office of secretary and such other duties as pertain to the office or as prescribed from time to time by the board of directors.

XXX. Assistant Treasurers and Assistant Secretaries

If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as

shall be assigned to them by the Treasurer or the Secretary or by the Executive Director or the board of directors.

YYY.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

ZZZ. *Definitions*

For the purpose of this Article X:

AAAA. **"agent"** means any person who is or was a director, officer, employee or other agent of the corporation; or is or was serving at the request of the corporation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or other agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation.

BBBB. **"proceeding"** means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

CCCC. **"expenses"** includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article X.

DDDD. *Successful Defense by Agent*

To the extent that an agent of the corporation has been successful on the merits in the defense of any proceeding referred to in this Article X, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 below shall determine whether the agent is entitled to indemnification.

EEEE. *Actions Brought by Persons Other than the Corporation*

Subject to the required findings to be made pursuant to Section 5 below, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, other than an action brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

FFFF. *Actions Brought by or on Behalf of the Corporation*

GGGG. Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

HHHH. Claims and suits awarded against agent. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of the corporation, by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

IIII. *The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section; and*

JJJJ. *Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.*

KKKK. *Determination of Agent's Good Faith Conduct*

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

LLLL.Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

MMMM. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph a above shall be made by:

NNNN. *the board of directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or*

OOOO. *the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney*

or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

PPPP. *Limitations*

No indemnification or advance shall be made under this Article X, except as provided in Section 2 or 5b above, in any circumstance when it appears:

QQQQ. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the board of directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in connection with which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

RRRR. That the indemnification would be inconsistent with any condition expressly provided by a court in approving a settlement.

SSSS. *Advance of Expenses*

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

TTTT. *Contractual Rights of Nondirectors and Nonofficers*

Nothing contained in this Article X shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

UUUU. *Insurance*

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article X; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

VVVV. *Fiduciaries of Corporate Employee Benefit Plan*

This Article X does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1a of this Article X. Nothing contained in this Article X shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

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RECORDS AND REPORTS

XXXX. *Maintenance and Inspection of Articles and Bylaws*

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

YYYY. *Maintenance and Inspection of Other Corporate Records*

The accounting books, records and minutes of proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

ZZZZ. *Inspection by Directors*

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

AAAAA. *Annual Report*

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the corporation's fiscal year, containing the following information in reasonable detail:

BBBBB. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

CCCCC. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

DDDDD. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

EEEEE. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

FFFFF. Any information required by California Corporations Code Section 6322.

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CONTRACTS, CHECKS AND GIFTS

HHHHH. Contracts

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

IIII. Checks, Drafts, Etc

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Executive Director or a Deputy Director of the corporation.

JJJJ. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

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FISCAL YEAR

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.

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CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

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AMENDMENTS

Bylaws may be adopted, amended or repealed by the board of directors. The board of directors may not extend the term of a director beyond that for which the director was elected.

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MISCELLANEOUS PROVISIONS

OOOOO. Representation of Shares of Other Corporations

The Executive Director, or such other officers as the board of directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

PPPPP. Inspection of Bylaws

These bylaws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.

CERTIFICATE OF ADOPTION OF BYLAWS
OF
FUTURE GRID COALITION

Certificate by Secretary of Bylaws

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of the Distributed Energy Consumer Advocates and that the foregoing bylaws, comprising sixteen (16) pages, are the true and correct bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and affixed the corporate seal this 9th day of December, 2016.

Mark Shahinian, Incorporator