



periodic election for seats on the PJM Board is scheduled to take place at the Annual Meeting of the Members from May 11-13, 2026. Because Mr. Mills' resignation from the PJM Board as a voting member occurred only eleven days prior to the Annual Meeting, the slate of nominees presented by the Nominating Committee to the Members Committee at the election will not provide for filling this vacancy, and the Members Committee will be unable to "elect a full PJM Board from the nominees proposed," consistent with the terms of section 7.1 of the Operating Agreement.<sup>4</sup> Indeed, the PJM Nominating Committee will not be able to propose a nominee to fill this vacancy at the Annual Meeting, not only because no such Nominee has been identified, but also because the Operating Agreement requires the Nominating Committee to announce a nominee "not later than 30 days prior to [the] Annual Meeting of the Members."<sup>5</sup> Thirty days prior to the Annual Meeting was April 11, 2026—before this Board vacancy was known. Therefore, it is now impossible to provide the required notice to the Members Committee under section 7.1.

Also, the Nominating Committee and its independent consultant will need sufficient time to find a potential replacement who fulfills the necessary qualifications as set forth in section 7.2 of the Operating Agreement and perform essential due diligence, including a background check, which PJM anticipates will require several weeks. Therefore, the Nominating Committee will not be able to propose a candidate to fill this vacancy at "the next regular meeting of the Members Committee," scheduled for June 24, 2026.<sup>6</sup> Accordingly, for these reasons, PJM seeks waiver of section 7.1 of the Operating

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office as President and Chief Executive Officer, he will still participate on the Board in an ex officio, non-voting capacity.

<sup>4</sup> Operating Agreement, section 7.1.

<sup>5</sup> *Id.*

<sup>6</sup> *Id.*

Agreement, including permission to extend the time for the nomination and consideration of a replacement Board Member beyond June 24, 2026, the date of the next scheduled Members Committee meeting, but not beyond the September 24, 2026 regular Members Committee meeting.<sup>7</sup>

Additionally, out of an abundance of caution, PJM also seeks waiver of section 7.3(c) of the Operating Agreement, which directs the PJM Board to temporarily fill vacancies that “occur[] between Annual Meetings.” Given the time necessary to identify a qualified candidate and perform the necessary due diligence, the PJM Board cannot make a selection before the Annual Meeting occurring May 11-13, 2026. It is not possible to complete the identification and appointment process and, further, the process would only be valid until the next Annual Meeting of the Members Committee, which begins on May 11, 2026. Further any candidate appointed by the Board would not be able to nominated for election at the Annual Meeting, as Operating Agreement, section 7.1, requires such nominations to be made thirty days in advance of the Annual Meeting, which again is an impossibility as such an announcement of a nominee was due by April 11, 2026 (PJM satisfied this requirement for the three nominees who were announced on April 9, 2026 for the three vacancies that existed at that time).

## **I. BACKGROUND**

PJM’s Operating Agreement, section 7.1, requires elections for the PJM Board to be held at each Annual Meeting of the Members for the purpose of selecting qualified candidates to fill vacancies.<sup>8</sup> Section 7.1 establishes a process by which a Nominating

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<sup>7</sup> PJM further observes that, notwithstanding this vacancy, the PJM Board and PJM itself are able to conduct all necessary business during the interim period until the new PJM Board Member is seated.

<sup>8</sup> Operating Agreement, section 7.1.

Committee selects nominees for “each vacancy or expiring term on the PJM Board” from “a list of persons qualified and willing to serve.”<sup>9</sup> Operating Agreement, section 7.1 requires the names and qualifications of nominees to be distributed to the Members Committee “[n]ot later than 30 days prior to each Annual Meeting.”<sup>10</sup> Section 7.1 further provides:

Should the Members Committee fail to elect a full PJM Board from the nominees proposed by the Nominating Committee, then the Nominating Committee shall propose a further nominee from the list prepared by the independent consultant (or a replacement consultant) for each remaining vacancy on the PJM Board for consideration by the Members at the next regular meeting of the Members Committee.<sup>11</sup>

In addition, section 7.3(c) of the Operating Agreement states:

Vacancies on the PJM Board occurring between Annual Meetings of the Members shall be filled by vote of the then remaining Board Members; a Board Member so selected shall serve until the next Annual Meeting at which time a person shall be elected to serve the balance of the term of the vacant Board Seat.<sup>12</sup>

Given that the Annual Meeting will take place on May 11-13, 2026, it is impossible for the Nominating Committee to put forward a candidate for Mr. Mills’ Board Seat thirty days prior to the meeting, as required by section 7.1. As this vacancy was unknown when the independent consultant constructed the list of potential nominees and when the Nominating Committee selected the nominees to be presented to the Members Committee, there is no way for the Nominating Committee to now propose a nominee “for each

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<sup>9</sup> *Id.*

<sup>10</sup> *Id.*

<sup>11</sup> *Id.*

<sup>12</sup> Operating Agreement, section 7.3(c).

vacancy or expiring term on the PJM Board.”<sup>13</sup> As a result, there is likewise no way for the Members Committee to “elect a full PJM Board”<sup>14</sup> at the Annual Meeting.

Furthermore, because the independent consultant compiled the list of nominees without knowledge of this vacancy, the list will need to be reexamined. As noted above, any nominee would require a background check. PJM does not anticipate that this can occur before “the next regular meeting of the Members Committee”<sup>15</sup> on June 26, 2026. To provide sufficient time for this search, PJM requests that it be permitted to place a nominee before the Members Committee for its consideration at or before its September 24, 2026 regular meeting.<sup>16</sup>

In addition, given the proximity of the May 1, 2026 announcement of Mr. Mills’ resignation as a voting member of the PJM Board to the Annual Meeting, it is impossible for the PJM Board to select and perform a background check on a new member pursuant to section 7.3(c) of the Operating Agreement prior to that meeting. While it is arguably permissible for the Board to select a temporary replacement after the Annual Meeting, that would prevent selection of a permanent replacement for an entire year. Accordingly, given the proximity to the 2026 Annual Meeting, it is preferable for the regular nominating process in section 7.1 to take place. Further, granting the requested waivers allows the Nominating Committee process to work deliberatively and the Members Committee to conduct the election in accordance with the Operating Agreement.

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<sup>13</sup> Operating Agreement, section 7.1.

<sup>14</sup> *Id.*

<sup>15</sup> *Id.*

<sup>16</sup> The Commission has previously granted requests for waiver of section 7.1 of the Operating Agreement. *PJM Interconnection, L.L.C.*, 191 FERC ¶ 61,202 (2025); *PJM Interconnection, L.L.C.*, 176 FERC ¶ 61,074 (2021).

## II. WAIVER REQUEST

Given the impossibility of satisfying the requirements of sections 7.1 and 7.3(c) prior to the Annual Meeting, to ensure due diligence is completed prior to nomination, and to give the Members Committee sufficient time to consider the nominee prior to voting, PJM requests a one-time prospective waiver of Operating Agreement sections 7.1 and 7.3(c) to postpone the vote for the vacancy of Mr. Mills' PJM Board Seat until, at the latest, the regularly scheduled Members Committee meeting on September 24, 2026.

The Commission will grant waiver of tariff provisions where: (1) the applicant acted in good faith; (2) the waiver is of limited scope; (3) the waiver addresses a concrete problem; and (4) the waiver does not have undesirable consequences, such as harm to third parties.<sup>17</sup> This one-time prospective Waiver Request would allow for the independent consultant and Nominating Committee to identify a qualified replacement for Mr. Mills, complete the background check, and provide the Members Committee sufficient time to consider the nominee prior to taking a vote.

The Waiver Request satisfies all four of the Commission's waiver criteria. First, the Waiver Request is being submitted in good faith. As noted above, the appointment of Mr. Mills to serve as President and Chief Executive Officer of PJM, and his concomitant resignation as a voting member of the PJM Board, occurred after commencement of the required thirty-day advance period for the Members Committee to receive and consider nominations to fill Board vacancies. It is therefore impossible for the Nominating Committee to propose a nominee for each vacancy thirty days prior to the Annual Meeting

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<sup>17</sup> *PJM Interconnection*, 191 FERC ¶ 61,202, at P 14 (granting waiver of Operating Agreement, section 7.1 to allow PJM additional time to identify and nominate candidates for two vacancies on the PJM Board, until September 25, 2025); see *Midcontinent Indep. Sys. Operator, Inc.*, 154 FERC ¶ 61,059, at P 13 (2016) (citing waiver standards and allowing tariff waiver to implement equitable relief in light of certain tariff provisions).

or for the Members Committee to elect a full board at the Annual Meeting. PJM is submitting this Waiver Request because the prerequisites for an election for this vacancy cannot be satisfied in accordance with section 7.1 of the Operating Agreement, and a diligent search for a qualified candidate and associated background check will require an extension of the time provided in section 7.1. This Waiver Request is being submitted as soon as possible after this vacancy became known. The Waiver Request is therefore a good faith effort to ensure the Members Committee has an opportunity to fill this vacancy with a qualified nominee as soon as possible after the Annual Meeting.

Second, the Waiver Request is of limited scope. PJM seeks a one-time waiver of Operating Agreement, sections 7.1 and 7.3(c), because there is insufficient time to comply with the nomination process and identification and consideration of a replacement requires postponement of the Members Committee vote by approximately four months. The requested waiver will not affect the operations of the Members Committee or the PJM Board nominating process other than simply to postpone the required action under section 7.1 by up to approximately four months.

Third, the Waiver Request addresses concrete problems—the inability of the regular nominating and election process to occur for this vacancy, the need to identify and perform a background check for a potential nominee, and the need to provide sufficient time for the Members Committee to consider that nominee.

Fourth, granting the Waiver Request will not have undesirable consequences, such as harm to third parties. As to PJM members, the principal “consequence” is that the Members Committee will have sufficient time to consider the nominee to the PJM Board. As noted above, neither PJM nor the PJM Board is limited in its ability to perform necessary functions during the interim period. No third party will be harmed by granting

the requested waivers, and the public interest will be served by allowing the Nominating Committee to identify a replacement nominee in accordance with Operating Agreement, section 7.1.

In short, PJM's Waiver Request satisfies all four elements for waiver of the Tariff, and PJM asks that the Commission grant the Waiver Request.

### **III. COMMUNICATIONS**

Correspondence and communications with respect to this filing should be sent to, and PJM requests the Secretary to include on the official service list, the following:<sup>18</sup>

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<sup>18</sup> To the extent necessary, PJM requests waiver of Rule 203(b)(3) of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.203(b)(3), to permit all of the persons listed to be placed on the official service list for this proceeding.

#### **IV. SERVICE**

PJM has served a copy of this filing on all PJM members and on all state utility regulatory commissions in the PJM Region by posting this filing electronically. In accordance with the Commission's regulations,<sup>19</sup> PJM will post a copy of this filing to the FERC filings section of its internet site, located at the following link: <https://www.pjm.com/library/filing-order.aspx> with a specific link to the newly-filed document, and will send an e-mail on the same date as this filing to all PJM members and all state utility regulatory commissions in the PJM Region<sup>20</sup> alerting them that this filing has been made by PJM and is available by following such link. PJM also serves the parties listed on the Commission's official service list for this docket. If the document is not immediately available by using the referenced link, the document will be available through the referenced link within 24 hours of the filing. Also, a copy of this filing will be available on the FERC's eLibrary website located at the following link: <https://www.ferc.gov/ferc-online/elibrary> in accordance with the Commission's regulations and Order No. 714.<sup>21</sup>

#### **V. CONCLUSION**

For the reasons specified above, PJM respectfully requests that the Commission grant the waiver of Operating Agreement, sections 7.1 and 7.3(c), to recognize the inability to nominate and vote on a replacement for the recent vacancy at the Annual Meeting and to permit PJM to postpone until, at the latest, September 24, 2026, the Members Committee

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<sup>19</sup> See 18 C.F.R. §§ 35.2(e), 385.2010(f)(3).

<sup>20</sup> PJM already maintains, updates, and regularly uses email lists for all PJM members and affected state commissions.

<sup>21</sup> *Electronic Tariff Filings*, Order No. 714, 124 FERC ¶ 61,270 (2008), *final rule*, Order No. 714-A, 147 FERC ¶ 61,115 (2014).

vote on a nominee to be proposed by the Nominating Committee to fill the vacancy on the Board of Managers that arose on April 30, 2026.

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Respectfully submitted,

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