

Form of Secretary Certificate and Officer, Authorized Representative, Maintenance Manager Designation Form Frequently Asked Questions

Version: February 4, 2020

Q1 Why do I need to complete the Form of Secretary Certificate?

A1 A “Secretary's Certificate” is a document that is signed and sealed by the Secretary of the Corporation that states that the Board of Directors has voted to delegate authority to a specific individual or group and whether they have the right to further delegate that authority.

Q2 What is the difference between the Form of Secretary Certificate and the Officer, Authorized Representative and Maintenance Manager Designation form? Why do I need to submit both forms?

A2 The Form of Secretary Certificate is the official document designating individuals into the role of Officer and Authorized Representative. The Officer and Authorized Representative Designation Form captures contact information for those listed on the Form of Secretary Certificate. The contact information will be used to set up individuals in the new Membership Management Community tool.

Q3 Why must the Form of Secretary Certificate be notarized?

A3 The exact purpose of a notary is to attest to both the authenticity of a document as well as the identity of the parties signing it. Documents under seal of a notary are presumed by law to be valid, and to have been signed by the people identified in the document.

Q4 Our Officers, Authorized Representatives and Maintenance Managers are in different physical locations. How do I proceed with getting this form notarized if we are not co-located?

A4 You may submit more than one Form of Secretary Certificate.

Q5 Do I need to submit physical copies of these forms?

A5 No, physical copies of these forms are not necessary, as long as the notarization or company seal are visible. Completed forms can be emailed to membershipforms@pjm.com.

Q6 We've applied our company seal to the form, but it's not visible upon scanning the document to send it to you electronically. How should I proceed?

A6 If the company seal is not visible in an electronic copy of the form, you may mail these forms to the attention of Megan McLaverty, PJM Interconnection, LLC, 2750 Monroe Boulevard, Audubon, PA 19403.

Q7 I represent a family of PJM Member companies. Does PJM require these forms for each entity separately?

A7 PJM will accept one Form of Secretary Certificate and Officer and Authorized Representative Designation Form, as long as the named Officers and Authorized Representatives are the same across all Member entities in an affiliated family of Members. Both forms must list the names of all Members in the family.

Q8 The initial paragraph in this form does not provide an option which accurately reflects the organizational set-up of my company. How should I proceed?

A8 Contact membershipforms@pjm.com for additional instruction based upon your organizational structure.

Q9 Where are PJM's definitions of Managing Member, Managing Partner and Secretary?

A9 The definitions of managing member, managing partner and secretary are legal definitions that pertain directly to an individual and their role in the organization of a corporation. A managing member is a person who is involved in the daily management of a company. The managing member has an interest in the business as an owner. A managing partner is a person who is involved in the daily management of a partnership. The managing partner has an interest in the partnership as an owner. The Corporate Secretary is an officer of the corporation. The precise obligations that a company's Corporate Secretary fulfills may be different among corporations; however, every corporation typically outlines the Corporate Secretary's role in its corporate bylaws.

Q10 What if my company doesn't have "Officers" as defined on the Form of Secretary Certificate?

A10 Contact membershipforms@pjm.com for additional instruction based upon your organizational structure.

Q11 What does PJM mean by "Office" in the section that requires Officer Signatures?

A11 Office means the Office held by the Officer or their title.

Q12 The definitions of Officer and Authorized Representative are nearly identical. Can you describe the difference?

A12 Authorized Representatives are individuals who have granted authority to do the things that Officers may do as it relates to any specific company authority within PJM.

Q13 What is a Maintenance Manager?

A13 A Maintenance Manager is an individual with the authority to provide the following information to PJM on behalf of the Member: corporate name change requests, withdrawal of membership requests, Contact Manager updates, Company Account Manager (CAM) updates, subaccount requests, Voting Member change requests, Affiliate Member change requests, Related Party change requests (only available to Voting Members in the Electric Distributor sector), Annual Recertification requests and validations.

Q14 Does a Maintenance Manager have the same authority as an Officer or Authorized Representative?

A14 No. A Maintenance Manager is limited to the actions described in the question above. Officers and Authorized Representatives have access to the items above, but have the additional authority to bind the Member, pursuant to the Amended and Restated Operating Agreement of PJM Interconnection, L.L.C., PJM Open Access Transmission Tariff, and as applicable the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region, and provide information to PJM Interconnection, L.L.C. as necessary, or as requested, including providing, executing and delivering instruments, agreements and documents to PJM.

Q15 Does an Authorized Representative need to be an employee of the Member company?

A15 No.

Q16 Does a Maintenance Manager need to be an employee of the Member company?

A16 No.

Q17 Please elaborate on the word “bind” as it relates to the Authorized Representative.

A17 Someone who can bind the company, can impose a legal or contractual obligation on the company by signing a contract or submitting official Member information.

Q18 Can the Officer and Authorized Representative and/or a Maintenance Manager be the same individual?

A18 Yes.

Q19 Will the Officers and Authorized Representatives provided on this form replace the individuals we currently have listed in this role in Contact Management?

A19 PJM will replace the Officers and Authorized Representatives in the Contact Management tool if those designated in the new form differ from those currently listed in Contact Management. Contact Managers no longer have the ability to add individuals into these roles in Contact Management.

Q20 Where are these forms located on PJM.com?

A20 These forms are located on the Membership Management Community page of PJM.com under the Member Maintenance section.

Q21 How will the Officers, Authorized Representatives and Maintenance Managers access the Member Maintenance feature in the Membership Management Community?

A21 Identified individuals need PJM.com user accounts. If the identified individual does not have an existing user account, they can navigate to the Account Manager tools page to create a username in production, <https://www.pjm.com/markets-and-operations/etools/account-manager.aspx>. PJM will also work with individuals in these roles to establish accounts.

Q22 How do I add someone to the role of Officer, Authorized Representative, or Maintenance Manager to replace an individual who currently is listed in one of those roles?

A22 A Form of Secretary Certificate as well as a Designation Form is required to identify a new individual in these roles. Only a Designation Form is required to remove an individual from one of these roles.

Q23 Will other employees who are not named into the role of Officer, Authorized Representative, or Maintenance Manager have access to view, initiate, or respond to membership data requests in the Member Maintenance feature of the Membership Management Community?

A23 No. Access to this feature is limited to those who have been established as Officers, Authorized Representatives and Maintenance Managers of the Member.

Q24 What functionality exists in Member Maintenance in the Membership Management Community?

A24 The following actions are available in the Member Maintenance feature:

- Corporate Name Change requests
- Withdrawal of Membership requests
- Contact Manager updates
- Company Account Manager (CAM) updates
- Subaccount requests
- Voting Member Change requests
- Affiliate Member Change requests
- Related Party Change requests (Only available to Voting Members in the Electric Distributor Sector)
- Annual Recertification Requests
- Voting Member validation
- Affiliate Member validation
- Related Party validation (Only available to Voting Members in the Electric Distributor Sector)
- Sector validation
- Contact Manager validation
- CAM validation