



A modern grid is the critical infrastructure component of a decarbonized advanced digital economy.

2023 BOARD OF DIRECTORS RESOURCE & REFERENCE BOOK



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**The GridWise Alliance, Inc.
Board of Directors Contact Listing
2023**

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CEO, United Power**

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DIRECTORS:

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CEO, Camus Energy**

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Senior Vice President, Technical Services, ComEd**

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**The GridWise Alliance, Inc.
Board of Directors Contact Listing
2023**

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Board of Directors Contact Listing
2023**

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Board of Directors Contact Listing
2023**

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Board of Directors Contact Listing
2023**

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2023 BOARD OF DIRECTORS – DIRECTOR BIOGRAPHIES

Click [here](#) to view 2023 Director biographies

2023 Board of Directors Term Chart

Yellow = Start of 2nd term
 Green = Turnover to new Director
 Red = Leaving Board at end of year

Seat	First Name	Company	2023	2024	2025	2026	Notes
1	Connie Carden	EY	2.1	2.2	1.1	1.2	
2	Neil Gerber		2.1	2.2	1.1	1.2	
3	John Haysbert	Hitachi Energy	2.1	2.2	1.1	1.2	
4	Katie Jereza	EPRI	2.1	2.2	1.1	1.2	
5	Jay Lasseter	Landis & Gyr	2.1	2.2	1.1	1.2	
6	Randy Pryor	CenterPoint Energy	2.1	2.2	1.1	1.2	
7	Mahesh Sudhakaran	GE	2.1	2.2	1.1	1.2	
8	Sandeep Dudhwewala	National Grid NY	2.1	2.2	1.1	1.2	
9	Larry Bekkedahl	Portland General Electric	2.1	2.2	1.1	1.2	
10		AEP	2.1	2.2	1.1	1.2	
11	Peter Muhoro	REC	1.2	2.1	2.2	1.1	
12	Justin Driscoll	NYPA	1.2	2.1	2.2	1.1	
13	Chris Guttman-McCabe	Anterix	1.2	2.1	2.2	1.1	
14	Stephen Callahan	GridPoint	1.2	2.1	2.2	1.1	
15	Giri Iyer	Sentient Energy	1.2	2.1	2.2	1.1	
16	Casey Werth	IBM	1.2	2.1	2.2	1.1	
17	Deepa Poduval	Black & Veatch	1.1	1.2	2.1	2.2	
18	Astrid Atkinson	Camus Energy	1.1	1.2	2.1	2.2	
19	Michelle Fay	Guidehouse	1.1	1.2	2.1	2.2	
20	Hanna Grene	Microsoft	1.1	1.2	2.1	2.2	
21	Jeannie Salo	Schneider Electric	1.1	1.2	2.1	2.2	
22	Wade Lauer	Siemens Energy	1.1	1.2	2.1	2.2	
23	Michelle Blaise	ComEd	1.1	1.2	2.1	2.2	
24	Mark Gabriel	United Power	1.1	1.2	2.1	2.2	
25	Russell Boyer	Dell	1.1	1.2	2.1	2.2	
E.x.o	Gil Quiniones	Exelon Utilities					
E.x.o	Carl Imhoff	PNNL					
New			9	0	10	6	
Returning			16	25	15	19	
Total			25	25	25	25	
Date			2023	2024	2025	2026	



THE GRIDWISE ALLIANCE, INC.: OFFICERS OF THE BOARD

OVERVIEW

The GridWise Alliance's Board of Directors has five Officers. They are the Chair of the Board, Vice-Chair, Chief Executive Officer, Finance Chair (Secretary/Treasurer), and the Immediate Past Chair. Each officer, with the exception of the Chair of the Board and the President/Chief Executive Officer, who may be appointed by the Board of Directors, must be elected directors of the Corporation.

CHAIR OF THE BOARD

The Chair of the Board shall be the chief officer of the Corporation, as elected or appointed by the members of the Board of Directors of the Corporation. The Chair shall supervise the affairs of the Corporation subject to the ultimate management of the Corporation by the Board of Directors. The Chair of the Board shall preside at all meetings of the members, the Board of Directors and the Executive Committee and shall assure that the policies of the Board of Directors are implemented. If the Chair is appointed by the Board of Directors without first being elected to the Board by the voting members, he or she must be either an owner or an employee of a Full Member.

VICE CHAIR

The Vice-Chair shall perform the duties and exercise the powers of the Chair in his/her absence or incapacity. The Vice-Chair shall perform such other duties as prescribed by the Board.

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall report directly to the Board of Directors and the Executive Committee, shall be a primary public representative of the Corporation, shall be responsible for the Corporation's legislative efforts, and shall perform such other tasks as assigned by the Board or the Executive Committee.

SECRETARY-TREASURER

The Secretary-Treasurer shall be responsible for preparation of the minutes of meetings of the Board of Directors and the members, and for maintaining and authenticating the records of the corporation. The Secretary-Treasurer also shall be responsible for all funds and securities of the Corporation and for the deposit and disbursements of all moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Secretary-Treasurer shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors on the finances of the Corporation and the adequacy of the accounting records of the Corporation. The Secretary-Treasurer shall also have such duties as may be prescribed by the Vice-Chair or the Board of Directors from time to time. The Secretary-Treasurer may delegate any duties as specified by the Board of Directors to the Executive Director of the Corporation.

IMMEDIATE PAST CHAIR

The Immediate Past Chair shall serve as member of the Executive Committee.



THE GRIDWISE ALLIANCE, INC.: COMMITTEES OF THE BOARD

OVERVIEW

It is the responsibility of the GridWise Alliance Board of Directors to manage the affairs of the organization. In the broadest sense, Boards decide, then delegate. To streamline this process, the GridWise Alliance Board of Directors voted to create a Committee structure within the Board. Board Committees are comprised of a minimum three Board members who will work with professional staff on items related to that Committee. Items requiring Board approval will be reviewed by the Committee members, who will then make a recommendation to the full Board of Directors. Each Board member will serve on at least one committee. Apart from the Executive Committee and the Committee Chairs who are officers of the Board, Committee members serve for one year, with the option to serve on the same committee for a second year.

EXECUTIVE COMMITTEE

The Executive Committee is mandated by the GridWise Alliance Bylaws. This committee is comprised of the Chair, Vice Chair, Finance Chair, and the CEO/President. The Executive Committee executes the decisions of the Board of Directors and has authority to make interim decisions relating to the business of the Alliance when the Board is not in session, subject to subsequent examination and ratification by the Board. The Finance Chair reviews the monthly financial statement and budget updates provided by professional staff. The Finance Chair reviews the monthly activity report prepared by professional staff and approves payment of all reimbursable expenses.

GOVERNANCE COMMITTEE

The purpose of the Governance Committee is to assist the Board of Directors with Board oversight including Board structure, organization, membership composition, corporate governance policies and provide strategic guidance within the annual Board nomination and election process.

OPERATING COMMITTEE

The purpose of the Operating Committee is to provide strategic guidance for the activities of the GridWise Alliance which deepen its position in the stakeholder community through the delivery of thought leadership in the form of industry focused recommendations, remarks, and reports, provide membership value, and secure alternate revenue streams to facilitate organizational growth.

FINANCE AND AUDIT COMMITTEE

The purpose of the Finance & Audit Committee is to provide strategic guidance to the GridWise Board and CEO on strategic investments, annual and multi-year strategic planning and other activities with large financial implications. The Committee also assists the board with monitoring and overseeing the GridWise Alliance balance sheet, yearly audit processes, annual budget, and provide recommendations on the organization's strategic programs.

POLICY ADVISORY GROUP AND COUNCIL

The purpose of the Policy Council is to position the GridWise Alliance as the premier industry group leading activities and initiatives focused on state and federal policies related to grid modernization. The Council's purview, as outlined in its Charter, is to oversee the development, approval, and dissemination of principles and/or position statements on key grid modernization topics and execute policy education, outreach, and advocacy activities on behalf of the organization. The Policy Council will be overseen by an advisory group consisting of Co-Chairs from the Board of Directors, as well as non-Board member representatives.



THE GRIDWISE ALLIANCE, INC.: COMMITTEES OF THE BOARD

TECHNOLOGY ADVISORY GROUP AND COUNCIL

The purpose of the Technology Council is to expand the GridWise Alliance position as the premier “thought leader” regarding key technical issues related to grid modernization. The Council’s purview, as outlined in its Charter, is to plan and execute workshops, forums, and webinars on behalf of the organization; prepare summary whitepapers that highlight the findings of these events; and facilitate coordination with the U.S. Department of Energy’s (DOE) Grid Modernization Initiative (GMI) and Grid Modernization Lab Consortium (GMLC) Initiative. The Technology Council will be overseen by an advisory group consisting of Co-Chairs from the Board of Directors, as well as non-Board member representatives.



Board of Director Committees
March 2023

	2023 BOARD Committees					
Role	Executive	Finance / Audit	Governance	Operating	Policy Co-Chairs	Technology Co-Chairs
Chair (Committee)	Mark Gabriel	Chris Guttman-McCabe	Katie Jereza	Deepa Poduval	Michelle Blaise	Astrid Atkinson
Vice-Chair	Larry Bekkedahl	Peter Muhoro	Randy Pryor	Connie Carden	John Haysbert	Neil Gerber
Secretary Treasurer	Chris Guttman-McCabe	Giri Iyer	Wade Lauer	Casey Werth	Jeannie Salo	Carl Imhoff
	Katie Jereza	Michele Fay	Hanna Grene	Stephen Callahan	Giri Iyer	Josh Wong
	Justin Driscoll	Mahesh Sudhakaran	Jay Lasseter	Russell Boyer		



STAFF DIRECTORY

KAREN WAYLAND

- ❖ Chief Executive Officer (CEO)
Email: kwayland@gridwise.org
Office Phone: (202) 236-9040

Primary Responsibilities:
Lead staff representative, primary responsibility for execution of the Alliance's strategic activities.

K. MALAIKA WALTON

- ❖ Executive Director
Email: mwalton@gridwise.org
Office Phone: (202) 495-3126

Primary Responsibilities:
Board and Executive Committee Support; Financial Management; Project Support, CEO Support; Membership Services; Meeting Logistics.

JOSH STEINHARDT

- ❖ Operations Director
Email: jsteinhardt@gridwise.org
Office Phone: (202) 868-4431

Primary Responsibilities:
Councils and Working Group Support, CEO Support; Board Committee Support, Membership Support

MAKEBA SCOTT

- ❖ Marketing & Communications Director
Email: mScott@gridwise.org
Office Phone: (202) 580-6183

Primary Responsibilities:
Communications/Marketing, CEO Support; Board Committee Support

GLENN MCDONELL

- ❖ Coordinator
Email: gmcDonell@gridwise.org
Office Phone: (202) 580-6280

Primary Responsibilities:
Administrative Support



**BYLAWS
OF
THE GRIDWISE ALLIANCE, INC.**

Approved as Amended: [December 14, 2021]

The GridWise Alliance, Inc., formerly known as The Smart Grid Policy Center (the "Corporation"), a nonprofit corporation duly formed under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4 as amended (the "Act"), hereby adopts the following Bylaws.

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other locations as the Board of Directors may designate.

Section 2. The Corporation shall have and continuously maintain within the District of Columbia a registered agent as may be designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. Membership Eligibility. Application for membership in the Corporation shall be made in writing upon a form approved by the Board of Directors and addressed to the Chief Executive Officer. Membership shall be granted to any eligible entity upon approval of an application for same by the Executive Committee of the Corporation, in accordance with Section 4 hereof.

- a. Any public or private entity, as further defined in Section 2 hereof, that provides goods, services and/or support in the areas of communication, control, or information technologies for enhancing functionality within any electric system or electricity market, including, but not limited to, the United States Department of Energy (DOE), national labs, state energy agencies, utilities, energy service providers, equipment manufacturers, transmission operators, information technology companies, non-profit organizations and others, shall be eligible to apply for membership in the Corporation.

Section 2. Classes of Membership. The Corporation shall have three classes of membership, as follows:

- a. **Full Members:** Any business entity that meets the membership eligibility requirements set forth in Section 1, operates within North America, and supports the vision, mission and activities of the Corporation shall be eligible to apply to become a Full Member of the Corporation. Designated representatives of Full Members are eligible to serve on the Board of Directors and the Nominating Committee, vote for Directors, join Work Groups, and participate fully in Corporation activities, provided that the Board of Directors shall be entitled to appoint other individuals to the offices of Chair of the Board and Chief Executive Officer of the Corporation.

- b. **Affiliate Members:** Any college, university, or other similar entity not eligible to become a Full Member or Associate Member, as determined by the Board of Directors, that supports the vision, mission and activities of the Corporation shall be eligible to apply to become an Affiliate Member of the Corporation. Designated representatives of Affiliate Members are not eligible to serve on the Board of Directors but shall be eligible to vote for Directors or at meetings of the membership. Affiliate Members shall be eligible to join Work Groups and to participate in other activities of the Corporation.
- c. **Associate Members:** Any governmental entity, non-profit organization whose primary source of revenue is membership dues, or other similar entity not eligible to become a Full or Affiliate Member, subject to approval by the Board of Directors, that supports the vision, mission and activities of the Corporation, shall be eligible to apply to become an Associate Member of the Corporation. Designated representatives of Associate Members are not eligible to serve on the Board of Directors. Associate Members shall be eligible to vote for Directors, join Work Groups and participate in other activities of the Corporation.

Section 3. Membership Voting Rights. Designated representatives of Full Members and Associate Members in good standing shall be entitled to vote on each matter being submitted to a vote of the members. The procedures for voting shall be as set forth below in these Bylaws. Each voting member shall designate in writing a person who shall be entitled to exercise its voting and other rights as a voting member of the Corporation.

Section 4. Election of Members. The Chief Executive Officer shall submit applications of eligible entities, as described in Section 1 hereof, for membership to the Executive Committee for its consideration. Upon approval of an application by a majority vote of the Executive Committee, the Chief Executive Officer shall notify the applicant and, upon payment to the Corporation of the applicable annual dues, the applicant shall become a member of the Corporation.

Section 5. Membership Dues and Assessments. The Board of Directors shall establish membership dues and assessments from time to time, as it may deem necessary and proper. Dues will be invoiced and collected on a calendar year basis from the date in which an organization is approved for membership by the Executive Committee. Each member is obligated to pay membership dues and assessments, as invoiced, in full for the year in which membership is held. No dues will be refunded. Resignation, suspension or expulsion will not relieve a member from its obligation to pay its dues and assessments for the fiscal year in which it resigned or was suspended or expelled.

Section 6. Resignation of Membership. Any member may resign from membership in the Corporation by providing the Chief Executive Officer with sixty (60) days' written notice. Resignation shall not operate to relieve a member from its obligation to pay dues or assessments due to the Corporation as of the date of resignation from membership.

Section 7. Termination/Suspension of Membership. Any member whose dues or assessments, or any part thereof, are delinquent for a period exceeding sixty (60) days from the designated payment due date shall receive written notice from the Chief Executive Officer. Should payment not be received within thirty (30) days of the date of the notice, the Executive Committee may suspend the member without hearing or prior notice. A suspended member shall lose all of its membership privileges until reinstatement of membership by the Board of Directors. Should the open amount remain unpaid for an additional thirty (30) days, the issue will be referred to the Board of Directors which may elect to terminate the membership of the delinquent member at that time or may, under conditions of extreme emergency, elect to provide an official time extension for payment. Any membership so terminated may be reinstated by the Board of Directors after full payment of delinquent dues and upon such other terms and conditions as the Board of Directors may determine. The Board of Directors by a two-thirds vote may expel a member for cause other than non-payment of dues or assessments after appropriate notice and a due process hearing, at which time the member may be represented by counsel if it so elects. "Cause" shall

include loss of eligibility for membership, failure to comply with these Bylaws or any rules or procedures adopted by the Board of Directors, or any act deemed by the Board of Directors not to be in the best interest of the Corporation.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of the members shall be held at such place, either within or without the District of Columbia, as from time to time may be fixed by the Board of Directors. The Board of Directors may determine to hold any meeting of the members by means of the internet or other electronic communications technology permitted under the Act.

Section 2. Annual Meeting. An annual meeting of the members shall be held at such time and place as the Board of Directors may determine, for the transaction of all proper business as may come before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Executive Committee, the Board of Directors or by the written request of twenty-five (25) percent of the voting members.

Section 4. Notice of Meetings. Notice of all meetings of the members shall be delivered to the members in accordance with the terms of this Section 4 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 4. Unless greater notice is required by the Act, written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by electronic means, to each member not less than ten (10) nor more than sixty (60) days before the date of such meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at its, his or her address as it appears on the records of the Corporation with postage prepaid thereon. If sent by electronic means, the notice of the meeting shall be deemed delivered when such electronic message is sent to the member, for immediate delivery, at its, his or her email or other electronic address as it appears on the records of the Corporation. Notice of a special meeting of the members shall specify the purpose or purposes of the meeting, and only business within such purpose or purposes may be transacted at such a meeting.

Section 5. Rules. The Executive Committee may, by resolution, prescribe the order of business at meetings of the Board and meetings of the membership. To the extent not inconsistent with these Bylaws or any policies or procedures adopted by the Board of Directors, *Robert's Rules of Order*, the latest edition, shall govern any question of parliamentary procedure.

Section 6. Quorum, Majority Rule. Thirty (30) percent of the voting members represented in person or by proxy shall constitute a quorum at any membership meeting. Unless otherwise required by law or these Bylaws, the vote of a majority of the members present at a meeting at which a quorum is present shall be required for the members to act. Members who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for the purposes of this section.

Section 7. Voting in Person or by Proxy. A voting member may vote in person or by proxy executed in writing or by means of electronic or telephonic transmission by the member or his duly authorized attorney-in-fact.

No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the voting members at a meeting of the members may be taken without a meeting if the action is taken either by the action without meeting procedure or by the action by ballot procedure specified in the Act.

Section 9. Representation of Members. If any member wishes to be represented at one or more meetings of the Corporation (including Work Group meetings) by a consultant or other non-employee for purposes of making a presentation or otherwise representing the member or the member's views, the designated representative of the member must notify the meeting chair in writing at least two (2) days in advance of said meeting that such designated representative has been so authorized. The notice should be reasonably specific as to the scope of the authorization--for example, whether the scope is to make a specified presentation on behalf of the member at a specified meeting; to represent the member for all purposes, except voting, until further notice; or some other scope.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The activities and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Composition and Qualifications. The Board of Directors shall consist of one designated representative each from no fewer than eleven (11) and no more than twenty-five (25) Full Members of the Corporation, as determined by the Board, together with the Chair of the Board, if he or she has appointed to that office by the Board of Directors and not first elected as a Director by the voting members, and any Director Emeritus, as determined by the Board, who shall serve in a non-voting capacity. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Elected Directors shall be designated representatives and senior executives of Full Members who are authorized to act on behalf of said member. A Director Transition Policy & Procedure will direct the Executive Committee or other named Committee to handle a director's tenure on the Board, if he or she ceases to be formally associated with the Full Member by whom he or she was employed at the time of his or her election or appointment, or if his or her employer ceases to be a Full Member. Directors may not act by proxy on any matter. Directors need not be residents of the District of Columbia. Designated representatives of Associate and Affiliate Members shall not be eligible to serve on the Board of Directors.

Section 3. Terms. Except as otherwise provided herein, each Director may be elected to serve up to two (2) consecutive terms. A Director's term shall commence on January 1 and shall last for two (2) years or until the end of the meeting at which her or his successor has been elected and until such successor has qualified to serve on the Board. Director terms shall be staggered such that approximately one-third of the Directors shall be either re-elected or replaced every year. Directors that have served two consecutive terms must stay off of the Board for at least one year prior to potential re-election to the Board, unless elected or appointed as an officer and then only for as long as needed to fulfill the term of that office.

Section 4. No Compensation. Unless otherwise specifically determined by the Board of Directors, the Corporation will not compensate Directors for their activities related to the Corporation and the Board of Directors including, but not limited to, their time, travel expenses or other direct expenses.

Section 5. Removal and Vacancies. Any Director may at any time be removed with or without cause by a majority vote of the voting members. Any Director may resign at any time by delivering a signed notice to the Board or to the Chief Executive Officer of the Corporation. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. Unless otherwise

specifically determined by the Board, any Director who fails to attend greater than fifty (50) percent of the meetings of the Board of Directors in any twelve (12) month period, shall be deemed to have resigned from the Board. Any vacancy occurring because of the death, removal, or resignation of a Director or the creation of new Director positions shall be filled by the Board of Directors for the unexpired term of such Director. A vacancy created by an increase in the number of Directors pursuant to Article IV, Section 2 shall be filled by the Board of Directors.

Section 6. Nomination and Election to the Board. Each year the Immediate Past Chair shall chair a Nominating Committee that shall develop a list of potential Board nominees for consideration by the Board. The Board will approve the official slate of Board candidates and submit them to the Full and Associate Members for election.

Section 7. Election of the Board. Directors shall be elected during December each year by a vote of the Full and Associate Members of the Corporation. The Board of Directors shall be entitled to designate a person as Director Emeritus.

Section 8. Committees. The Board of Directors may create one or more Committees and appoint Directors or such other persons as the Board designates to serve on such Committee or committees, provided, however, that (a) with respect to each Committee authorized to act on behalf of the Board of Directors or to bind the Corporation, (i) at least two Directors shall be Committee members, (ii) Directors shall constitute a majority of the Committee, and (iii) all Committee members shall serve at the pleasure of the Board of Directors, and (b) with respect to Committees not authorized to act on behalf of the Board of Directors or to bind the Corporation, (i) no Committee members need be sitting Directors, and (ii) the Committee may make recommendations to the Board of Directors or to the Corporation's officers. Committees created by the Board of Directors will develop and submit charters on an annual basis for review and approval.

The Board may create or authorize the creation of one or more advisory committees whose members need not be directors. An advisory committee shall not (a) be a committee of the Board; and (b) exercise any of the powers of the Board.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than two (2) times annually. At the first such meeting following the annual election of Directors, which meeting shall constitute the annual meeting of the Board of Directors, the officers shall be elected. All regular meetings of the Board of Directors shall be held at such dates and times as from time to time may be fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board of Directors. Notice of a special meeting shall state the purpose of the meeting, and no other business shall be conducted at such a meeting. Attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be delivered to the Directors in accordance with the terms of this Section 3 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 3. Notice of regular meetings of the Board of Directors shall be given not less than twenty (20) days nor more than sixty (60) days before the date of such meeting by written or printed notice delivered personally or sent by mail or electronic means to each Director at his or her last mailing address, or last email or other electronic address, as the case may be, as shown on the records of the Corporation. Notice of special meetings of the Board of Directors shall be given at least forty-eight (48) hours before the

day of the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation with postage prepaid thereon. If sent by electronic means, the notice of the meeting shall be deemed delivered when an electronic message is transmitted to the Director at his or her email or other electronic address as it appears on the records of the Corporation.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or outside the District of Columbia, as the place of meeting for any regular or special meeting.

Section 5. Quorum. A majority of the number of all Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise required by the Act, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

Section 6. Action Without Meeting. The Chair may submit issues to the Board of Directors for a vote by written consent. The Chair's submission to the Board of Directors may occur by mail or by electronic means, provided that, in order to constitute the action of the Board, unanimous written consent must be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may take action without a meeting by any other procedure that may be permitted under the Act from time to time.

Section 7. Meetings by Telephone. A meeting of the Board of Directors may be held, and Directors may, if so determined by the Board of Directors, participate in any meeting of the Board of Directors, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a Chair of the Board, Vice-Chair, Chief Executive Officer, Secretary-Treasurer and Immediate Past Chair, all of whom except the Chair of the Board and Chief Executive Officer, either or both of whom may be appointed by the Board of Directors, must be elected Directors of the Corporation.

Section 2. Nomination, Election and Term of Office. At least thirty (30) days prior to the Annual Meeting of the Board of Directors, a Nominating Committee will provide to the Board of Directors a slate of nominees for officers each of whom shall, except as otherwise specifically permitted hereunder, be sitting Directors. The officers will be elected from among the nominees by the Board of Directors at the Annual Meeting of the Board and will serve two (2) year terms or until their successors have been duly elected and qualified.

Section 3. Removal/Resignation. Any officer of the Corporation may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any officer may resign at any time by written notice to the Chief Executive Officer or Secretary-Treasurer of the Corporation. A resignation is effective when delivered unless the notice specifies a future date.

Section 4. 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 of said office.

Section 5. Chair of the Board. The Chair of the Board shall be the chief officer of the Corporation, as elected or appointed by the members of the Board of Directors of the Corporation. The Chair shall supervise the affairs of the Corporation subject to the ultimate management of the Corporation by the

Board of Directors. The Chair of the Board shall preside at all meetings of the members, the Board of Directors and the Executive Committee and shall assure that the policies of the Board of Directors are implemented. If the Chair is appointed by the Board of Directors without first being elected to the Board by the voting members, he or she must be either an owner or an employee of a Full Member.

Section 6. Vice-Chair. The Vice-Chair shall perform the duties and exercise the powers of the Chair in his/her absence or incapacity. The Vice-Chair shall perform such other duties as prescribed by the Board.

Section 7. Chief Executive Officer. The Chief Executive Officer shall report directly to the Board of Directors and the Executive Committee, shall be a primary public representative of the Corporation, shall be responsible for the Corporation's legislative efforts, and shall perform such other tasks as assigned by the Board or the Executive Committee.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for preparation of the minutes of meetings of the Board of Directors and the members, and for maintaining and authenticating the records of the corporation required to be kept under § 29-413.01(a) and (e) of the District of Columbia Nonprofit Corporation Act of 2010. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

The Secretary-Treasurer also shall be responsible for all funds and securities of the Corporation and for the deposit and disbursements of all moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors in accordance with these Bylaws. The Secretary-Treasurer shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors on the finances of the Corporation and the adequacy of the accounting records of the Corporation. The Secretary-Treasurer shall also have such duties as may be prescribed by the Vice-Chair or the Board of Directors from time to time. The Secretary-Treasurer may delegate any duties as specified by the Board of Directors to the Executive Director of the Corporation.

Section 9. Immediate Past Chair. The Immediate Past Chair shall serve as member of the Executive Committee.

Section 10. Professional Management. The Executive Committee shall be authorized to engage the services of professional management for the Corporation, either directly as employees of the Corporation or indirectly through an independent contractor management services provider. The Corporation's Executive Director shall be responsible for the day-to-day operation of the Corporation, subject to the direction and control of the Board of Directors and the Executive Committee, as well as for coordinating the activities of the Work Groups organized to address the vision, mission and activities of the Corporation. The Executive Director shall keep or cause to be kept the minutes and books and records of the Corporation and shall send to each member of the Corporation copies of the agendas and minutes of each meeting of the members, the Board of Directors, the Executive Committee and any Work Group of the Corporation. The Executive Director or his or her designee will assist the Secretary-Treasurer by performing any delegated functions of the Secretary-Treasurer.

Section 11. Compensation. Officers, except for the Chief Executive Officer and the Executive Director, shall not be compensated for their services, but the Board may by resolution authorize payment of an officer's reasonable expenses of attendance at any Board or committee meeting or reimbursement of an officer's reasonable expenses incurred on behalf or for the benefit of the Corporation. The Chief Executive Officer, Executive Director and any management services organization shall be paid compensation in reasonable amounts as determined by the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees of the Board. There shall be established, an Executive Committee of the Board. The Board of Directors may, by resolution adopted by the greater of a majority of the Directors in office when the action is taken, establish additional committees of the Board composed of at least two (2) members of the Board. The Board may make such provisions for appointment of the Chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the Corporation; provided that the Board shall not delegate to any committee authority to: (1) adopt a plan of merger or consolidation, (2) authorize the voluntary dissolution of the Corporation, (3) elect, appoint, or remove any Director, or (4) adopt any amendment of the Articles of Incorporation or adopt, amend, or repeal the Bylaws. Unless otherwise specified in the resolution establishing a committee, the authority of additional committees of the Board shall continue until terminated by the Board of Directors, and a vacancy in a committee shall occur when a member thereof ceases to be a Director. Only Directors may serve as chair or members of committees of the Board. The Executive Committee shall be composed of the elected officers of the Corporation as identified in these Bylaws, together with the Director Emeritus in a non-voting capacity. The Chair of the Board of Directors will serve as Chair of the Executive Committee. The Executive Committee will execute the decisions of the Board of Directors and will have authority to make interim decisions relating to the business of the Corporation when the Board is not in session, provided that all such actions are promptly reported to the Board of Directors. The Executive Committee shall meet at the call of the Chair, but not less frequently than semi-annually. In connection with its meetings, the Executive Committee shall follow procedural rules for Board of Directors meetings set forth in Article V hereof.

Section 2. Other Standing Committees. The Board of Directors may designate such other Standing Committees as it deems necessary or appropriate to conduct the business and affairs of the Corporation. The chair and members of any Standing Committee shall be appointed by the Chair, with the approval of the Board of Directors.

Section 3. Ad Hoc Committees. The Board of Directors may designate such Ad Hoc Committees as it deems necessary or appropriate to conduct the business and affairs of the Corporation. The chair and members of any Ad Hoc Committee shall be appointed by the Chair, with the approval of the Board of Directors.

Section 4. Work Groups. The Board of Directors may designate Work Groups that will be tasked with making recommendations to the Board of Directors or the Executive Committee and carrying out priorities of the Board in specific areas. A member of the Board of Directors need not chair each Work Group, but each Work Group shall have assigned to it a member of the Board of Directors who shall serve as liaison between the Board and the Work Group. All members of the Corporation will be eligible to serve on Work Groups.

Section 5. Advisory Groups. The Chief Executive Officer may authorize the creation of Advisory Groups whose members need not be members of the Board of Directors. An Advisory Group shall not: (1) be a committee of the Board of Directors; and (2) exercise any of the powers of the Board of Directors.

ARTICLE VIII

MISCELLANEOUS

Section 1. Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to enter into agreements and to sign checks, drafts, other orders for payment of money, notes, other evidence of indebtedness, contracts, or other documents or

instruments.

Section 2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other institutions as the Board of Directors may select.

Section 3. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, as well as minutes of the proceedings of its Board of Directors and committees having any authority of the Board.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. Financial Statements. The Corporation shall have an annual audit of its financial accounts and records, in the manner to be determined by the Board of Directors.

Section 6. Indemnification and Insurance. The Corporation shall, to the fullest extent permitted by statute, indemnify all present and former officers, Directors, employees and agents of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the defense of any legal proceeding arising by reason of the fact of such person's status as defined above. Expenses incurred in defending such a legal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the officer, Director, employee or agent to repay such amount should it be determined that he or she is not entitled to be indemnified by the Corporation. The Board of Directors may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or agent of the Corporation against any liability asserted against such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section. In no case, however, shall the Corporation indemnify, reimburse or insure any person in any instance in which such indemnification, reimbursement or insurance is inconsistent with any provision of the Internal Revenue Code applicable to entities exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 7. Loans to Directors and Officers. Except as permitted in Section 6 hereof, no loan shall be made to a Director or officer of the Corporation.

Section 8. Amendment of Articles of Incorporation and Bylaws. The Board of Directors shall be empowered to alter, amend or repeal these Bylaws or to adopt new Bylaws.

Section 9. Rules of Procedure. The Board of Directors may establish rules consistent with the Articles of Incorporation and these Bylaws for the policies, procedures and programs of the Corporation. To the extent not inconsistent with the Articles of Incorporation, these Bylaws, statute, or rules established by the Board of Directors, the most recent edition of Robert's Rules of Order shall govern the proceedings at all meetings of the Board of Directors and committees.



2023-2025 Strategic Plan

GOAL: THOUGHT LEADERSHIP

GridWise will expand its influence as a thought leader articulating the benefits of grid modernization

Our Strategies and 2023 Tactics:

1. Position GridWise as the leader in data collection, analysis, and distribution for grid modernization to inform policies and investments at the state and local level.
 - GMI Readiness Report
2. Act as a facilitator of successful grid modernization implementation
 - Policy Council meetings: provide perspectives on State and Local implementation of IJJA
 - Technology Council meetings: provide member case studies on technologies and partnerships which feed into GridWise Alliance working papers and technology portfolio
 - Collaborations with NASEO, NARUC, AASHTO, NASUCA, NGA
 - Reinvigorate the Grid Caucus
3. Build the reputation of the GridWise Alliance as the expert on strategies for grid modernization.
 - Technology Portfolio online
 - Published papers (Near Term investments in...)
 - FOUR GridWise Forum events
 - Communication strategy that includes video distribution and social media content
 - Increase our contact list of state, local, state officials for outreach
 - gridCONNEX
4. Lead development of policies and implementation strategies to meet longer term reliability, resilience and decarbonization goals

GOAL: GRID ECOSYSTEM COMMUNITY

GridWise will broaden its member community

Our Strategies and 2023 Tactics:

1. Expand GridWise membership into a representative community reflecting all segments of the grid ecosystem
 - Membership drive to recruit and retain a strong utility presence
 - Board Membership Committee: reviewing our membership structure and identify target members in each category
 - Develop a strategy for board presence industry events
2. Demonstrate the Relevance of the work GridWise conducts on behalf of its members and stakeholders
 - Publish and send Year in Review to all member companies



GOAL: STEWARDSHIP

GridWise will strengthen its foundation to ensure continued impact and influence

Our Strategies and 2023 Tactics:

(Fiduciary responsibility of the board – board committees to build out tactics)

1. Diversify revenue streams for the GridWise Alliance
 - Seek out grants and build the ability to write grant applications
 - Develop strategy for sponsorship / advertisement on website and for products
2. Build a reserve fund
3. Build and retain a GridWise Alliance team with the knowledge, connections, and experience to represent the GridWise mission to all levels of government and the public
 - Ensure the bylaws & policies/procedures provide clarity on process for search for CEO leadership

GridWise Alliance
2023 Operating Budget

	2022 Estimated Actuals	2023 Budget	Notes
Revenue			
Membership Dues (renewals)	\$516,000	\$567,375	based on invoicing \$667,500, conservative 85% retention (5 non-renews at highest level)
New Member Dues	\$69,500	\$69,500	based on recruiting 3 top revenue members; and 3 low or medium revenue members
Other Income / Grants	\$0	\$0	Not budgeting for 2023 as there are no active grants in pursuit at this time
Resource Sponsorship	\$0	\$0	Not budgeting profits in 2023, but is a priority tied to finding new revenue streams
GMI Supplement	\$0	\$0	Not budgeting profits in 2023, but completing it in 2023 is a top priority
gridCONNEXT Profit	\$100,000	\$100,000	Expanding event content and expo
Total Revenue	\$685,500	\$736,875	
Expenses			
Consulting Fees			
CEO	\$210,000	\$210,000	No changes in scope of work
AMS	\$252,948	\$252,948	No changes in scope of work, increased support and rates in previous year
Policy Consulting	\$74,000	\$60,000	For project-based, policy content support
Dentons	\$60,000	\$60,000	Based on \$5,000/mo
Operations			
Board of Directors	\$0	\$5,000	Using two in-person meetings
Advocacy			
Cornerstone Projects & Initiatives			
Technology Portfolio	\$4,000	\$10,000	Design, programming for online tool; design and production for White paper updates
GMI Readiness Report	\$3,000	\$0	No out of pocket expenses expected; see GMI budget
Miscellaneous Projects & Reports		\$5,000	For content, design, production and promotion of 3 Grid Investment papers
Strategic Planning	\$22,500	\$0	This was Strategic Planning for 2022; no costs expected in 2023
Membership			
Membership Collaborative Platform		\$10,000	Collecting proposals to complete this work
Communications			
General Marketing	\$500	\$5,000	Increased graphic design, improved and target state-based collateral
Event Sponsorships	\$5,000	\$5,000	NARUC event receptions; state focused event support
Administrative & General	\$37,500	\$42,300	Estimated based on travel for recruitment and thought leadership efforts; and recurring business costs
Meetings & Supplies	\$500	\$500	minimal supplies used
Subscriptions	\$500	\$500	various annual subscriptions
Conferences - Registration	\$1,750	\$2,500	NARUC, others
Meals & Entertain.	\$0	\$2,500	Based on increased travel for staff
Meals & Entertain. (CEO)	\$0	\$0	
Staff Travel	\$18,000	\$20,000	Based on CEO and staff travel and lodging
Press Releases	\$4,000	\$3,500	consider new service - using PR newswire now
Insurance	\$5,300	\$5,300	
Legal	\$2,000	\$2,000	various items through support from Howe and Hutton lawfirm
Business Fees	\$2,000	\$2,000	
Audit Fee	\$3,500	\$3,500	Gross Mendelsohn; other accounting fees
Office:	\$14,500	\$14,500	
Bank Charges	\$2,500	\$2,500	Bill.com; Quickbooks; other Citi / paypal charges
Courier			
IT Support Services			
Miscellaneous	\$5,000	\$5,000	includes email communication tool; printing, shipping, and other minimal costs
Postage & Delivery			
Printing & Reproduction			
Storage			
Teleconferencing	\$2,500	\$2,500	includes Zoom communication tools
Website	\$4,500	\$4,500	website hosting and upkeep costs
Total Expense	\$683,948	\$679,748	
Surplus/(Deficit)	\$1,552	\$57,127	2022 EOY surplus could increase \$20k based on Dominion dues remittal
Reserve Fund Contribution	\$0	\$0	Policy and procedure to be developed in FC
Grid Modernization Pass Through In			
Grid Modernization Pass Through Out			
EOY Operating Cash on Hand	\$110,000.00		

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2021Open to Public
Inspection**A For the 2021 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization**THE GRIDWISE ALLIANCE, INC.**

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

1800 M STREET NW

Room/suite

S400

City or town, state or province, country, and ZIP or foreign postal code

WASHINGTON, DC 20036**F** Name and address of principal officer: **KAREN WAYLAND****SAME AS C ABOVE****D** Employer identification number**26-0723041****E** Telephone number**202-530-9740****G** Gross receipts \$**781,844.****H(a)** Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. See instructions

H(c) Group exemption number ▶**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.GRIDWISE.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **2007****M** State of legal domicile: **DC****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	19
	4	Number of independent voting members of the governing body (Part VI, line 1b)	19
	5	Total number of individuals employed in calendar year 2021 (Part V, line 2a)	0
	6	Total number of volunteers (estimate if necessary)	0
		7a	Total unrelated business revenue from Part VIII, column (C), line 12
7b		Net unrelated business taxable income from Form 990-T, Part I, line 11	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	150,000.
	9	Program service revenue (Part VIII, line 2g)	617,042.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,000.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	777,042.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14		Benefits paid to or for members (Part IX, column (A), line 4)	0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	210,000.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0.
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	492,255.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	712,255.
19		Revenue less expenses. Subtract line 18 from line 12	64,787.
Net Assets or Fund Balances		20	Total assets (Part X, line 16)
	21	Total liabilities (Part X, line 26)	117,176.
	22	Net assets or fund balances. Subtract line 21 from line 20	109,789.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	KAREN WAYLAND, CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name JENNIFER ROCK	Preparer's signature JENNIFER ROCK	Date 11/18/22	Check if self-employed <input type="checkbox"/>	PTIN P01083312
	Firm's name ▶ GROSS, MENDELSON & ASSOCIATES, P.A.	Firm's EIN ▶ 52-0982413	Phone no. 410-685-5512		
Firm's address ▶ 1801 PORTER STREET, SUITE 500 BALTIMORE, MD 21230					

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

TO CHAMPION THE PRINCIPLES, POLICIES, AND INVESTMENTS NEEDED TO TRANSFORM THE ELECTRICITY GRID BY UNDERSTANDING THE DIVERSE PERSPECTIVES AND PRIORITIES OF ALL STAKEHOLDERS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ **153,744.** including grants of \$) (Revenue \$ **579,374.**)

MEANINGFUL DISCUSSION ON KEY GRID RELATED ISSUES - THE ORGANIZATION SERVED THE ELECTRICITY INDUSTRY BY LEVERAGING DIVERSE STAKEHOLDER PERSPECTIVES TO ARTICULATE THE NUMEROUS BENEFITS OF GRID MODERNIZATION. THIS WAS DONE BY PRODUCING WORKSHOPS, WEBINARS, MEETINGS, TASK FORCES ON AREAS OF FOCUS AND OTHER CONVENING OPPORTUNITIES TO HELP CREATE A COMMON UNDERSTANDING OF THE NUMEROUS AND TRANSFORMATIONAL OPERATIONS-FOCUSED AND POLICY-RELATED CHANGES TAKING PLACE ACROSS THE ELECTRICITY INDUSTRY.

4b (Code:) (Expenses \$ **257,876.** including grants of \$) (Revenue \$ **37,470.**)

GRIDCONNECT - THE ORGANIZATION HELD THIS EVENT WHICH BROUGHT TOGETHER BUSINESS, UTILITY, FINANCE, AND POLICY LEADERS TO EXPLORE THE MOST IMPORTANT TOPICS IMPACTING THE GRID. THE EVENT CONVENED WORLD-CLASS EXPERTS TO EXPLORE DIVERSE PERSPECTIVES AND UNCOVER MARKET INNOVATIONS POISED TO REDRAW THE ELECTRIC UTILITY LANDSCAPE. THIS EVENT ALSO OFFERED OPPORTUNITIES TO CONNECT WITH KEY STAKEHOLDERS AND EXPLORE WHAT'S NEXT IN THE UTILITY SECTOR.

4c (Code:) (Expenses \$ **241,745.** including grants of \$) (Revenue \$ **50,000.**)

DEVELOPMENT OF GRID MODERNIZATION RESOURCES -THE ORGANIZATION DEFINED AND PROMOTED ITS ROLE AS A REPRESENTATIVE OF THE ENTIRE GRID ECOSYSTEM BY COLLECTING DATA, BEST PRACTICES, AND THOUGHT LEADERSHIP CONTENT TO DESIGN AND PRODUCE WHITE PAPERS, GRID MODERNIZATION INDEX FRAMEWORKS, AND WEBSITE MULTIMEDIA GRAPHICS THAT DEMONSTRATED THE ORGANIZATION'S LEADERSHIP ON GRID MODERNIZATION.

4d Other program services (Describe on Schedule O.)(Expenses \$ **10,000.** including grants of \$ **10,000.**) (Revenue \$)**4e** Total program service expenses **663,365.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a	X
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	8
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

	Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. See instructions.		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country		
See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state?	13a	
Note: See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	15	X
If "Yes," see the instructions and file Form 4720, Schedule N.		
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16	X
If "Yes," complete Form 4720, Schedule O.		
17 Section 501(c)(21) organizations. Did the trust, any disqualified person, or mine operator engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953?	17	
If "Yes," complete Form 6069.		

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒ X

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	19			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.				
b Enter the number of voting members included on line 1a, above, who are independent		19		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?				X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				X
6 Did the organization have members or stockholders?			X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			X	
b Each committee with authority to act on behalf of the governing body?			X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O				X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records **RICHARD O'NEILL - 202-530-9740**
1800 M STREET NW SUITE S400, WASHINGTON, DC 20005

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEVEN HAUSER FORMER CEO	40.00						X	35,000.	0.	0.
(1) KAREN WAYLAND CEO	40.00			X				195,000.	0.	0.
(2) GIL QUINIONES BOARD CHAIR	5.00	X		X				0.	0.	0.
(3) LISA BARTON VICE CHAIR	5.00	X		X				0.	0.	0.
(4) ROB WILHITE DIRECTOR	1.00	X						0.	0.	0.
(5) KERRICK JOHNSON DIRECTOR	1.00	X						0.	0.	0.
(6) DAVID KOOGLER DIRECTOR	1.00	X						0.	0.	0.
(7) LEE KREVAT DIRECTOR	1.00	X						0.	0.	0.
(8) DAN PFEIFFER DIRECTOR	1.00	X						0.	0.	0.
(9) MICHELE TIHAMI DIRECTOR	1.00	X						0.	0.	0.
(10) WADE TROXELL DIRECTOR	1.00	X						0.	0.	0.
(11) RANDY PRIOR DIRECTOR	1.00	X						0.	0.	0.
(12) KATIE JEREZA DIRECTOR	1.00	X						0.	0.	0.
(13) DENISE GOLAMBOS DIRECTOR	1.00	X						0.	0.	0.
(14) CONNIE CARDEN DIRECTOR	1.00	X						0.	0.	0.
(15) JOHN HAYSBERT DIRECTOR	1.00	X						0.	0.	0.
(16) JAY LASSETER DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) RUDY WYNTER DIRECTOR	1.00	X						0.	0.	0.
(18) JOSH WONG DIRECTOR	1.00	X						0.	0.	0.
(19) LARRY BEKKEDAHL DIRECTOR	1.00	X						0.	0.	0.
(20) NEIL GERBER DIRECTOR	1.00	X						0.	0.	0.
1b Subtotal								230,000.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								230,000.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ASSOCIATION MANAGEMENT STRATEGIES (AMS), 1800 M STREET, NW SUITE 400-S, WASHINGTON, KW ENERGY STRATEGIES LLC	BOOKKEEPING/CONSULTING	236,600.
5692 SILENT SKY AVENUE, LAS VEGAS, NV 89141 DENTONS US LLP	POLICY CONSULTANT	195,000.
1900 K STREET, NW, WASHINGTON, DC 20006	CONSULTING	105,000.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **3**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	115,000.			
	g	Noncash contributions included in lines 1a-1f	1g	\$			
	h	Total. Add lines 1a-1f		115,000.			
Program Service Revenue	2 a	MEMBERSHIP DUES & ASSE	Business Code				
			541900	579,374.	579,374.		
	b	GRIDCONNEXT	541900	37,470.	37,470.		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		616,844.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	(ii) Personal			
	b	Less: rental expenses ...					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
	b	Less: direct expenses					
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances					
b	Less: cost of goods sold						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	11 a	OTHER INCOME	Business Code				
			900099	50,000.	50,000.		
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d		50,000.			
12	Total revenue. See instructions		781,844.	666,844.	0.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	10,000.	10,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	210,000.	168,000.	42,000.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management	236,600.	189,280.	47,320.	
b Legal	885.		885.	
c Accounting	3,600.		3,600.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	87,961.	69,098.	18,863.	
12 Advertising and promotion	1,060.		1,060.	
13 Office expenses	121,073.	88,305.	32,768.	
14 Information technology	4,623.		4,623.	
15 Royalties				
16 Occupancy				
17 Travel	337.		337.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	139,005.	138,682.	323.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	4,747.		4,747.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	819,891.	663,365.	156,526.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	143,028.	1	129,096.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	80,751.	4	132,188.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	3,186.	9	6,317.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 33)	226,965.	16	267,601.	
Liabilities	17 Accounts payable and accrued expenses	49,968.	17	28,651.
	18 Grants payable		18	
	19 Deferred revenue	67,208.	19	167,208.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	117,176.	26	195,859.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	109,789.	27	71,742.
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	109,789.	32	71,742.
	33 Total liabilities and net assets/fund balances	226,965.	33	267,601.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	781,844.
2	Total expenses (must equal Part IX, column (A), line 25)	2	819,891.
3	Revenue less expenses. Subtract line 2 from line 1	3	-38,047.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	109,789.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	71,742.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2021)

SCHEDULE A
(Form 990)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations _____

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	62,250.	32,025.	28,350.	150,000.	115,000.	387,625.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	62,250.	32,025.	28,350.	150,000.	115,000.	387,625.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						387,625.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
7 Amounts from line 4	62,250.	32,025.	28,350.	150,000.	115,000.	387,625.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	1,421.		30,362.	10,000.	50,000.	91,783.
11 Total support. Add lines 7 through 10						479,408.
12 Gross receipts from related activities, etc. (see instructions)					12	3,831,775.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2021 (line 6, column (f), divided by line 11, column (f))	14	80.85 %
15 Public support percentage from 2020 Schedule A, Part II, line 14	15	79.65 %
16a 33 1/3% support test - 2021. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test - 2020. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10% -facts-and-circumstances test - 2021. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		
b 10% -facts-and-circumstances test - 2020. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2021 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2020 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2021 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2020 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2021. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2020. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No" provide details in Part VI .		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**Section D - Distributions**

		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2021 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2021	(iii) Distributable Amount for 2021
1 Distributable amount for 2021 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2021 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2021			
a From 2016			
b From 2017			
c From 2018			
d From 2019			
e From 2020			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2021 distributable amount			
i Carryover from 2016 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2021 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2021 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2021, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2021. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2022. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2017			
b Excess from 2018			
c Excess from 2019			
d Excess from 2020			
e Excess from 2021			

Supplemental Information.

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule B
(Form 990)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990 or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2021

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.**Special Rules**☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

Name of organization	Employer identification number
THE GRIDWISE ALLIANCE, INC.	26-0723041

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CENTERPOINT ENERGY (CEVCC) 1111 LOUISIANA STREET HOUSTON, TX 77002	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	NEW YORK POWER AUTHORITY (NYPA) 123 MAIN STREET WHITE PLAINS, NY 10601	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	BLACK & VEATCH CORPORATION 10950 GRANDVIEW DRIVE OVERLAND PARK, KS 66213	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	EXELON UTILITIES 701 NINTH STREET, NW WASHINGTON, DC 20068	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	EPRI (ELECTRIC POWER RESEARCH INSTITUTE) 3420 HILVIEW AVE PALO ALTO, CA 94304	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	ITRON 2111 NORTH MOLTER ROAD LIBERTY LAKE, WA 99019	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE GRIDWISE ALLIANCE, INC.	26-0723041

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ANTERIX, INC. 8260 GREENSBORO DRIVE, STE 501 MCLEAN, VA 22102	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	HITACHI ENERGY 425 8TH STREET, NW WASHINGTON, DC 20004	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	ORACLE 500 NORTH PARK 1100 ABERNATHY ROAD ATLANTA, GA 30328	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

26-0723041

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____

Name of organization	Employer identification number
THE GRIDWISE ALLIANCE, INC.	26-0723041

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2021

**Open to Public
Inspection**

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ **Yes** ☐ **No**

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
GLOBAL SMART GRID FEDERATION 1800 M ST NW, STE. S400 WASHINGTON, DC 20036	27-3645859	501(C)(3)	10,000.	0.	BOOK		GENERAL ASSISTANCE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2021

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

- For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
- ▶ **Attach to Form 990.**
- ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in or receive payment from a supplemental nonqualified retirement plan?

c Participate in or receive payment from an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2021

Part III	Supplemental Information
-----------------	---------------------------------

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2021

Open to Public
Inspection

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO CHAMPION THE PRINCIPLES, POLICIES, AND INVESTMENTS NEEDED TO

TRANSFORM THE ELECTRICITY GRID BY UNDERSTANDING THE DIVERSE

PERSPECTIVES AND PRIORITIES OF ALL STAKEHOLDERS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

FUTURE OF THE GRID - REPRESENTS THE BROAD AND DIVERSE STAKEHOLDERS THAT

DESIGN, BUILD AND OPERATE THE ELECTRIC GRID WHILE EDUCATING LEGISLATORS

ABOUT THE CRITICAL NEED TO MODERNIZE THE NATION'S ELECTRICITY SYSTEM.

EXPENSES \$ 10,000. INCLUDING GRANTS OF \$ 10,000. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 6:

LINE 6 EXPLANATION - THERE ARE FOUR CLASSES OF MEMBERSHIP:

1. FULL MEMBERS - A BUSINESS ENTITY THAT OPERATES WITHIN NORTH AMERICA AND
SUPPORTS THE VISION, MISSION AND ACTIVITIES OF THE GRIDWISE ALLIANCE, INC.

2. ASSOCIATE MEMBERS - A GOVERNMENTAL OR NON-PROFIT ENTITY WHOES PRIMARY
SOURCE OF REVENUE IS DUES NOT ELIGIBLE TO BE A FULL MEMBER THAT SUPPORTS
THE VISION, MISSION AND ACTIVITIES OF THE GRIDWISE ALLIANCE, INC.

3. AFFILIATE MEMBERS - A COLLEGE OR UNIVERSITY NOT ELIGIBLE TO BE A FULL OR
ASSOCIATE MEMBER THAT SUPPORTS THE VISION, MISSION AND ACTIVITIES OF THE
GRIDWISE ALLIANCE, INC.

4. INTERNATIONAL MEMBERS - A BUSINESS ENTITY THAT DOES NOT OPERATE WITHIN
NORTH AMERICA AND SUPPORTS THE VISION, MISSION AND ACTIVITIES OF THE
GRIDWISE ALLIANCE, INC.

FORM 990, PART VI, SECTION A, LINE 7A:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2021

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

LINE 7A EXPLANATION - DESIGNATED REPRESENTATIVES OF FULL MEMBERS AND ASSOCIATE MEMBERS IN GOOD STANDING SHALL BE ENTITLED TO VOTE ON EACH MATTER BEING SUBMITTED TO A VOTE OF THE MEMBERS BY THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 7B:

LINE 7B EXPLANATION - THE MEMBERS ELECT THE BOARD OF TRUSTEES AND VOTE ON ANY OTHER MATTER THE BOARD OF TRUSTEES DEEMS APPROPRIATE.

FORM 990, PART VI, SECTION B, LINE 11B:

LINE 11B EXPLANATION - THE GRIDWISE ALLIANCE FINANCE COMMITTEE REVIEWS THE 990 BEFORE SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C:

POLICY IS REVIEWED AT ANNUAL IN-PERSON BOARD MEETING EACH JANUARY.

FORM 990, PART VI, SECTION B, LINE 15A:

EXECUTIVE COMMITTEE OF THE BOARD SERVES AS THE REVIEWER AND APPROVER OF CEO CONTRACT, SERVING AS A COMPENSATION COMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19:

UPON WRITTEN REQUEST.

FORM 990, PART IX, LINE 11G, OTHER FEES:

GMI CONSULTANT:

PROGRAM SERVICE EXPENSES 0.

MANAGEMENT AND GENERAL EXPENSES 1,586.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 1,586.

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

POLICY CONSULTANT:

PROGRAM SERVICE EXPENSES	69,098.
--------------------------	---------

MANAGEMENT AND GENERAL EXPENSES	17,277.
---------------------------------	---------

FUNDRAISING EXPENSES	0.
----------------------	----

TOTAL EXPENSES	86,375.
----------------	---------

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	87,961.
--	---------

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2021

**Open to Public
Inspection**

Name of the organization

THE GRIDWISE ALLIANCE, INC.

Employer identification number

26-0723041

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GRID 21 - 45-2491274 1800 M STREET NW SUITE S400 WASHINGTON, DC 20036	ENERGY AWARENESS	DISTRICT OF COLUMBIA	501(C)(3)	509(A)(1)	THE GRIDWISE ALLIANCE, INC.	X	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2021

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Provide additional information for responses to questions on Schedule R. See instructions.



2023 BOARD OF DIRECTORS – MEMBERSHIP RECRUITMENT MATERIALS

- Click [here](#) to view a list of all GridWise Alliance members.
- Click [here](#) to view the 2023 Board of Directors resources.
- Click [here](#) to view GridWise Alliance reports, filings and other resources.



Core Message

A modern grid is the critical infrastructure component of a decarbonized advanced economy.

What is The GridWise Alliance

The GridWise Alliance leads a diverse membership of electricity industry stakeholders focused on accelerating innovation that delivers a secure, reliable, resilient, and affordable grid to support decarbonization of the US economy.

Value Proposition Statements

THE GRIDWISE ALLIANCE IS A UNIQUE VOICE THAT DRIVES IMPACTFUL CHANGE

The GridWise Alliance is unique in its focus on the electric grid's broader ecosystem, advocating the value of integrating technologies that modernize and transform the grid. The Alliance drives impactful change through its diverse membership of utilities, manufacturers, and researchers united in a common belief that the electric grid is the critical enabling infrastructure of a decarbonized economy.

THE GRIDWISE ALLIANCE INFORMS POLICY BY AMPLIFYING MEMBERS' INTERESTS

The GridWise Alliance drives the policy interests of member companies by amplifying their voices through influence and education. The Alliance synthesizes best practices and experiential knowledge of its broad membership to inform regulators and policymakers on grid modernization's real-world value to the nation and benefits to customers.

THE GRIDWISE ALLIANCE CONVENES INDUSTRY THOUGHT LEADERS

The GridWise Alliance convenes stakeholder experts to explore diverse perspectives and uncover market innovations poised to redraw the electric utility landscape. The Alliance brings a technology focus which turns policy into action to spur these discussions forward.

THE GRIDWISE ALLIANCE FACILITATES PEER-TO-PEER INFORMATION SHARING THAT SHAPES THE NATION'S GRID MODERNIZATION AGENDA

GridWise Alliance member participants access and discuss cross-cutting points of views on grid modernization through their meetings and workshops. The agenda for future grid initiatives is shaped by the critical information participants share on key lessons learned from successes and setbacks, policy and technology advances, and emerging opportunities.

THE GRIDWISE ALLIANCE HIGHLIGHTS MEMBERS' WORK AND SHOWCASES ITS POSITIVE IMPACT TO CUSTOMERS AND TO OUR COUNTRY

The GridWise Alliance highlights the successes of member utilities, electric sector companies, and other stakeholders that drive transformative change. The Alliance's influence and reach enables it to effectively broadcast those innovative solutions that optimize operations and benefit customers.

THE GRIDWISE ALLIANCE LEADERSHIP CONFLICT OF INTEREST AVOIDANCE AND DISCLOSURE POLICIES

Statement of Policy

It is the obligation of all GridWise Alliance (“Alliance” or “Organization”) staff (including both persons employed by the Alliance and those contracted to provide services on behalf of the Alliance), officers, directors and other volunteers (“Interested Persons”) of the Alliance, when acting on behalf of the Organization, to comply with all applicable federal, state and foreign laws, to uphold the purposes of the Organization, and to comport themselves in accordance with the highest standards of ethical business conduct. The Board of Directors of the Organization has adopted the following policy in order to avoid or minimize possible conflicts between the personal interests of Interested Persons and the interests of the Organization.

The purpose of this policy is to ensure that decisions about the Alliance’s operations and the use or disposition of the Alliance’s resources are made solely on the basis of the benefits to the Organization and its members, and are not influenced by the possibility of private gain or other personal benefit accruing to Interested Persons who take part in decision-making for the Organization. In addition to actual and potential conflicts of interest, all Interested Persons are obliged to avoid taking actions that could be perceived or interpreted as being in conflict with the Organization’s interest.

Conflicts of interest may occur when the Organization or Interested Persons on behalf of the Organization enter into commercial transactions or otherwise deal with either non-profit organizations or for-profit enterprises (“Third-Party Providers”). To avoid actual, potential, or perceived conflicts of interests, Interested Persons must disclose any personal or professional connection or relationship with Third-Party Providers that are engaged or intend to engage in commercial business with the Organization. Once such disclosure is made, the Board of Directors will determine if the Interested Party must refrain from participating in all, some, or none of the deliberations and decisions affecting transactions or opportunities between the Organization and Third-Party Providers. The mere existence of a connection or relationship shall not prevent a transaction from taking place; however, so long as: (i) the relationship is disclosed; (ii) disinterested individuals make the necessary decisions; and (iii) the terms of the transaction are fair to the Alliance and are reasonably comparable to those available in other transactions or opportunities in which the parties are entirely independent of one another.

Interested Persons of the Alliance have a duty to be free from the influence of any conflicting interest, including any conflicting interest arising from a business relationship with another Interested Person, when they represent the Organization or make recommendations with respect to the Organization’s dealings with third parties. They are expected to deal with suppliers, members, member companies, other professional associations and organizations and all others doing business with the Organization on the *sole* basis of what is in the best interest of the Organization without favor or preference to the third party or to themselves. In particular:

- a. Absent full disclosure to and determination by the Board of Directors, no Interested Person may be involved in or approve an Alliance commercial transaction in which the Interested Person has a direct or indirect financial or personal interest. Interested Persons who deal with parties doing or seeking to do business with the Organization – or who make recommendations with respect to such dealings or pass judgment upon them -- shall not own any direct or indirect interest in or have any personal agreement or understanding with such third parties that might tend to influence the decision of the Interested Person with respect to the business of the Organization, unless expressly authorized in writing by the Board of Directors after the interest, agreement, or understanding has been disclosed and considered.

- b. No Interested Person shall seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, or travel or gifts of more than \$25 from any individual or business concern doing or seeking to do business with the Organization.
- c. No Interested Person shall do business with a family member on behalf of the Organization unless expressly authorized by the Board of Directors in writing after the relationship has been disclosed and considered.

Procedures

1. Duty to Disclose: In connection with any actual or potential conflict of interest, the Interested Person must disclose the existence of the conflict associated with the Organization to the Board of Directors in writing within 10 days of determining the possibility of conflict exists.
2. Determining Whether a Conflict of Interest Exists: All Conflict of Interest discussions will be conducted during closed Board of Director Meetings (only Board members in attendance.) After disclosure of the possible conflict, and after any discussion with the Interested Person, such Interested Person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Board of Directors shall determine by a majority vote of the disinterested directors whether a conflict of interest exists. While an Interested Person may disagree with the outcome adopted by a majority of the Board, the Interested Person shall support said policy or action as being the considered judgment of the Board.
3. Any action taken by the GridWise Alliance Board of Directors regarding a stated conflict of interest may be referred to legal counsel if three or more members of the GridWise Alliance Board of Directors request such a review. The purpose of such a review will be to determine the appropriateness of the Board action.
4. Violations of the Conflict of Interest Policy:
 - a. If the Board of Directors has reasonable cause to believe that an Interested Person has knowingly or inadvertently failed to disclose an actual or potential conflict of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the Interested Person has in fact failed to disclose an actual or potential conflict of interest, appropriate disciplinary and corrective action shall be taken.

Disciplinary and Corrective Action

With respect to violations of this Conflict of Interest policy involving staff (except the chief staff officer), the chief staff officer in consultation with (a) the Board of Directors, in the case of violations involving employed staff, or (b) the chief executive officer of a third party management provider, in the case of violations involving contracted staff, shall have the authority to determine what disciplinary or corrective action should be taken. With respect to violations of this policy involving other Interested Persons, the Board of Directors shall have the authority to determine what disciplinary or corrective action should be taken. All such Board of Directors discussions will be conducted in a closed meeting with only the Board of Directors in attendance. To the extent the Interested Person who may have violated the Conflict of Interest Policy is a Board Member, that person will be asked to present their case and then will be excused for the Board deliberation.

Confidentiality/Nondisclosure Policy

Consistent with law and recognized practice of non-profit organizations, Interested Persons are obligated to respect their duty of confidentiality with respect to the Organization and its information. In the course of their work, they may become aware of confidential or proprietary information of the Alliance. This may relate to matters such as, but not limited to, the Alliance finances, legal or legislative matters, businesses, programs or plans, publications, relations with other organization's membership lists or sponsor lists, which the Alliance has designated as confidential and proprietary. Interested Persons may use such information only in order to perform their Alliance roles. They may not, during or after performing their roles within GWA, use that information for their own advantage, or disclose it to others without the explicit written authorization of the Alliance. In addition, unless there is a written agreement to the contrary, all reports, articles or other material written for the benefit or use of the Alliance are and shall remain solely the property of the Alliance.

Assignment of Copyright Policy

In the course of work performed as an Alliance staff member or volunteer, including as an officer, director, committee or work group member, consultant or other appointee ("Alliance Representative"), documents or other works may be produced or created by a Alliance Representative (or by a group of which the Alliance Representative is a member) in the course of the appointment; these documents and other works, in draft and final form, are works made for hire or are otherwise the property of the Alliance. Further, in consideration of being an elected or appointed to a position noted above, and to the extent that any such documents or works are not works made for hire, the Alliance representatives hereby assign to the Alliance the ownership of copyright in such works, whether published or unpublished, and including specifically all rights to the works in digital and any other format, known or unknown. The Alliance Representatives further agree upon request to execute such specific assignments or instruments and to take any action necessary to enable the Alliance to secure its copyright.

***Conflict of Interest Avoidance and Disclosure
Confidentiality/Nondisclosure
Assignment of Copyright
Policy Compliance Certificate***

I have received and carefully read and agree to the terms of the conflict of interest avoidance/disclosure, confidentiality/nondisclosure and copyright policies of The GridWise Alliance, Inc. ("Alliance"). In the event that I become aware of any situation that poses an actual or potential conflict of interest, or even the appearance of a conflict of interest, between me and the Alliance or between my immediate family members and the Alliance, I shall promptly disclose all pertinent facts and leadership positions held to the Alliance.

I agree not to disclose confidential or proprietary information belonging to the Alliance such as, but not limited to, the Alliance finances, legal or legislative matters, businesses, programs or plans, publications, relations with other organizations, membership lists or sponsor lists, which the Alliance has deemed confidential.

I acknowledge and agree that all materials created by me for the benefit of the Alliance are and shall be the exclusive property of the Alliance. I further agree upon request to execute such specific assignments or instruments and to take any action necessary to enable the Alliance to secure its copyright in such materials.

Listed below are any leadership positions I currently hold with other organizations in fields related to the purposes of the Alliance:

I hereby disclose the following additional actual or potential conflicts of interest under the policy set forth above. I agree to make supplemental disclosures promptly upon discovery of any other matters requiring disclosure under that policy. I also agree to promptly notify the Alliance that any conflict is mitigated (e.g. changed employment, terminated relationships.)

By signing below, I acknowledge that I have received and carefully read and agree to comply with the Alliance policies set forth above.

Signature

Date

Name

Position with GridWise Alliance

THE GRIDWISE ALLIANCE WHISTLEBLOWER POLICY

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement or other Disclosures, Accounting, Internal Accounting Disclosure Controls, or Auditing Matters

The GridWise Alliance, Inc. ("the Alliance") has a responsibility for the stewardship of its resources. In addition to complying with the law, it is the policy of the Alliance to promote ethical practices and ethical treatment of its members and staff. Instances of known or suspected misuse of the Alliance's resources or other improper activities should be reported and appropriately investigated. Members, Directors and staff have a responsibility to each other and to the organization to maintain an environment in which (i) problems are reported and addressed immediately, and (ii) those who make such reports are protected from retaliation.

The Alliance endorses and utilizes internal controls and operating procedures intended to prevent and detect improper activities.

The objective of the Alliance's Whistleblower Policy is to establish policies and procedures for:

- a. The submission of concerns regarding questionable financial statement or other disclosures, accounting, internal accounting or disclosure controls or auditing matters ("financial matters") by staff, directors, officers and other stakeholders of the organization on a confidential and anonymous basis.
- b. The receipt, retention, and treatment of complaints received by the Alliance regarding financial matters.
- c. The protection of all who report concerns regarding financial matters from retaliatory actions.

Procedure for Raising a Concern

1. The Alliance's Board of Directors and staff shall promptly forward to the Executive Committee any public complaints received regarding financial matters. Any public complaint will first be evaluated to determine whether it falls within the scope of this Policy. If it does not, it will be forwarded to the Alliance's General Counsel to handle in a manner in which he or she deems appropriate.

2. Any staff person, Director or member of the Alliance may submit, on either a confidential or anonymous basis or a non-confidential, non-anonymous basis, any good faith concerns regarding financial matters to the Alliance's General Counsel:

C. Michael Deese, Esq.
Howe & Hutton, Ltd.
Suite 1007
1901 Pennsylvania Avenue, N.W.
Washington, DC 20006.

The General Counsel shall forward complaints or concerns determined to be within the scope of this Policy to the Executive Committee, keeping the matter confidential or retaining the person's anonymity to the extent possible.

3. Following the receipt of a complaint or concern within the scope of this Policy, the Executive Committee will investigate each matter reported and recommend corrective or disciplinary actions

to the Board of Directors. Such discussions will be conducted in a closed session of the Board of Directors only. The status of all pending complaints will be reviewed at each regularly scheduled Executive Committee meeting.

4. The Executive Committee may enlist members of the Governance Committee, Directors, staff, and/or outside legal, accounting or other third-party advisors, as appropriate, to conduct any investigation of complaints under this Policy. In conducting any investigation and to the extent possible consistent with the need to conduct an adequate review of any complaint or concern, the Executive Committee shall use reasonable efforts to attempt to protect the confidentiality and anonymity of the complainant.

5. The Alliance does not permit retaliation of any kind against staff, Directors, or members for complaints submitted hereunder that are made in good faith. Should the identity of any person making a complaint or reporting a concern hereunder become known, the Executive Committee shall monitor any disciplinary action against such person. Additionally, no staff person, Director, or member shall be adversely affected because the staff person or member refuses to carry out a directive which, in fact, constitutes corporate fraud or is a violation of state or federal law.

6. The Executive Committee shall retain as a part of its records, for a period of no less than seven (7) years, all such complaints or concerns, together with the proceedings of the Executive Committee with respect thereto. All such records will be treated as confidential information.



Project Team and Working Group Policies, Procedures, and Guidelines

The Board of Directors will drive the GridWise Alliance's strategic direction and thus designate Project Teams and Working Groups that will be tasked with analyzing, formulating, and making recommendations to the Board of Directors, the Executive Committee, and/or the Chief Executive Officer (CEO) by carrying out their charges from the Board of Directors on specific issues or in specific policy areas.

Creation and Charter

All GridWise Alliance Project Team and Working Groups shall be formally chartered. The GridWise Alliance's charter template must be completed and submitted to the Board for approval. At a minimum, the charter must include the following information:

- Name of the Project Team/Working Group
- Proposed Co-Chairs
- Proposed Board Liaison
- Proposed Staff Liaison
- Mission Statement
- Scope of work
- Estimated time commitment expected from Project Team/Working Group members

Annually, the GridWise Alliance Board of Directors will review each Project Team/Working Group's progress and metrics, provide feedback and strategic direction for the next 12-24 months.

Once the Board of Directors has approved the Charter, the Co-Chairs and Board Liaison will send notification to the membership that the Project Team/Working Group has been created. The initial nomination process will be conducted at least two (2) weeks prior to the first meeting of the Project Team/Working Group. Participation in a Project Team/Working Group will be open to all Full, Associate, and Affiliate Members. The Project Team/Working Group may also invite individuals to participate as Partner Members.

As the GridWise Alliance is an organization in which participation of its members is encouraged, the only reason for which a member can be declined is if the individual does not meet the minimum membership requirements as listed below;

Project Team/Working Group Co-Chairs

Each Project Team/Working Group will be led by at least two Co-Chairs. The Co-Chairs will be responsible for:

- Conducting all activities of the Project Team/Working Group in accordance with the policies and procedures of the Organization;
- Ensuring that the charter is reviewed and approved by the Board of Directors;
- Preparing an annual budget request to be submitted to the Finance Chair;
- Reviewing self-nomination letters for interested members;
- Providing input into monthly reports for use in communication with the Membership; and
- Maintaining and update the Project Team/Working Group Charter as needed.

The Project Team/Working Group Co-Chairs will serve a 2-year term, with each Co-Chair's term expiring on an alternative year. The term shall run from January 1st through December 31st of the second year.

Project Team/Working Group Co-Chairs must meet the following minimum requirements:

- 1) Be a designated representative of GridWise Alliance member in good standing;
- 2) Have read and agree to abide by the GridWise Bylaws and all policies and procedures
- 3) Have the support of their employer to commit to at least 4-6 hours a month to the role as Project Team/Working Group Co-Chair;
- 4) Commit to lead the announced meetings or conference calls;

- 5) Commit to provide leadership for the activities and projects of the Project Team/Project Team/Working Group; and
- 6) Commit to develop the annual work plan and budget requests in coordination with the Board Liaison.

The process for nominating and approving Project Team/Working Group Co-Chairs will proceed as follows:

- 1) The CEO will conduct an open solicitation from the full membership on or before September 30 for all open Project Team/Working Group Co-Chair positions seeking candidates. Individuals interested in the Co-Chair position and who meet the minimum requirements, noted above, shall submit a letter or email of self-nomination to the CEO. The letter should include information describing professional background and experience, and confirmation that they commit to meet the Co-Chair requirements.

The Project Team/Working Group Co-Chairs, Board Liaison, or any Board Member may also nominate any individual. The nominated individual will be contacted by the President to notify them of their nomination. The individual must then confirm in writing that they meet the minimum requirements and will accept the nomination to Co-Chair the Project Team/Working Group, including submitting information describing professional background and experience.

All nominations must be submitted to the President on or before October 31st.

- 2) All nominations for the Project Team/Working Groups will be submitted to that Project Team/Working Groups Nominating Committee. The Nominating Committee will be composed of the current Project Team/Working Group Co-Chairs and the current Board Liaison. The Nominating Committee will review the candidate nominations through a vetting process to include telephone interview with the candidates.
- 3) The Nominating Committee will provide a slate of candidates to a vote of the full Project Team/Working Group. The vote may be conducted during a meeting or via email, as long as a majority of the Project Team/Working Group members participate. The candidate with a majority of the votes will be considered the Project Team/Working Group's recommendation for the position. The CEO will review the recommendation provided by each of the Project Team/Working Groups. All recommendations must be provided to the CEO on or before November 30th.
- 4) The CEO will submit the recommendations to the Board of Directors for final review and approval during their December meeting.

There is no term limit for Co-Chairs. A Co-Chair seeking an additional term would need to seek the recommendation of the Project Team/Working Group, and subsequently be reviewed by the CEO and approved by the Board of Directors.

If vacancies occur mid-term, the process, as delineated above, will be followed with the candidate agreeing to fill the remaining term of the vacated seat of the Project Team/Working Group Co-Chair.

Board Liaison

As recommended by the Bylaws, each Project Team/Working Group will have a member of the Board of Directors assigned that will act as the liaison between the Board and the Project Team/Working Group. The Project Team/Working Group Board Liaison will be responsible for:

- Reporting on Project Team/Working Group activities to the Board of Directors as needed following meetings of the Project Team/Working Group, at a minimum, the Board Liaison will provide quarterly updates to the Board on their Project Team/Working Group;
- Clarifying the recommendations of the Board and/or Executive Committee, and clarifying policies of the Board with their respective Project Team/Working Group;
- Facilitating the Project Team/Working Group's request for feedback or approval of Project Team/Working Group actions, policies, or positions needed on behalf of the GridWise Alliance, and
- Assisting, as necessary, in the written periodic reports for use in communication with the Membership.

Staff Liaison

Each Project Team/Working Group will be assigned a staff liaison. The Staff Liaison will be responsible for:

- Maintaining a current roster of Project Team/Working Group members;
- Recording and maintaining meeting minutes;
- Assisting in the reporting requirements for the Project Team/Working Group;
- Providing guidance on Policies, Procedures, and Guidelines; and
- Assisting in the activities of the Project Team/Working Group, as needed.

SubGroups

The Co-Chairs may recommend to the CEO the creation subgroups to focus on specific issues relevant to the Project Team/Working Group or to coordinate issues across Project Team/Working Groups. Upon approval of the CEO, the subgroups may commence activity. The Board Liaison will provide updates to the CEO on the creation, work products, and termination of subgroups.

Member Requirements

In order to accomplish the Project Team/Working Group's Mission and Milestones, it is expected that all Project Team/Working Group members meet certain minimum requirements including:

- 1) Be a designated representative of GridWise Alliance member in good standing;
- 2) Have read and agree to abide by the GridWise Bylaws and all policies and procedures
- 3) Have the support of their employer to commit to 4-8 hours a month to the Project Team/Working Group;
- 4) Commit to attend at least 50% of the announced meetings or conference calls; and
- 5) Commit to participating in the activities and projects of the Project Team/Working Group;

Participation

Any individuals from a Gridwise Alliance member in good standing and who meets the minimum requirements identified above may participate in a Project Team/Working Group.. Individuals should submit their name and indicate their willingness to serve to the staff liaison. The staff liaison will be responsible for ensuring that the individual is recorded as a member of that Project Team/Working Group and provided all necessary materials.

Partner Members of the Project Team/Working Groups

As identified and agreed upon by the Project Team/Working Group, an individual may be nominated to participate in a Project Team/Working Group who is not a representative of a Member Company. These individuals may be from other organizations, academia, or provide expertise in an area of interest to the Project Team/Working Group. These individuals will be eligible to participate in the Project Team/Working Group as non-voting Partner members of the Project Team/Working Group. As such, these individuals will be subject to all of the Policies, Procedures, and Guidelines of the GridWise Alliance.

Project Team/Working Group Meetings

As with all meetings of the GridWise Alliance, the Project Team/Working Group meetings will be held in compliance with the Antitrust Compliance Guidelines.

Frequency and Notification

The Project Team/Working Groups should hold at least two (2) regular meetings annually, not including teleconference meetings. Teleconference meetings should be held at regular intervals.

For all regular meetings, the Co-Chairs should provide at least fourteen (14) days notice of the intent to hold the meeting. For teleconference meetings, the Co-Chair should provide at least seven (7) days notice of the intent to hold the meeting. In the instance when a special meeting of the Project Team/Working Group required, the Co-Chair should work to provide as much notice for the meeting/teleconference as possible.

Documentation

Notes will be taken for every meeting of the Project Team/Working Group. The Staff Liaison has primary responsibility for taking these Minutes. If the Staff Liaison is not present, then the Co-Chairs will assign a Project Team/Working Group member to fulfill this responsibility.

Minutes will be submitted in draft form to the Project Team/Working Group for review prior to the next meeting. As part of the Agenda, the Project Team/Working Group will review and approve the Minutes of the previous meeting.

A copy of all Minutes will be maintained at the Alliance headquarters.

These meeting minutes will be used as the basis to send monthly and quarterly updates to the Board of Directors and to the full membership.

Reporting

The Board Liaison will be responsible for reporting on the activities of the Project Team/Working Group to the CEO, Executive Committee and the Board of Directors on at least a quarterly basis. The report should include accomplishments, items that are still pending, and any conflict that have arisen. The report should also include any items for which the approval of the Board of Directors is required.

The Co-Chairs will be responsible for providing input into a written monthly report on the activities of the Project Team/Working Group. This report will be utilized to update the entire membership on the activities and progress of the Project Team/Working Group.

Work Product Development, Distribution, and Approval

The activities of the Project Team/Working Group may include the development of work product which is a deliverable or outcome, such as a paper or course, which must be produced to complete a project and achieve its objectives. Work product also includes anything that a volunteer brings to the Project Team/Working Group such as a paper, document, study, etc. that is utilized in the creation of the work product. As work product is being developed by the Project Team/Working Group, it is important to adhere to the policies described below to ensure that a document is not distributed outside of the organization before it has received final approval.

Any Project Team/Working Group member who either creates or substantially edits work product must have a current signed Assignment of Copyright agreement on file with the GridWise Alliance.

During the development phase of any work product by the Project Team/Working Group, all versions and copies of the work product will be considered to be in "draft stage" and will be clearly marked to read: "Draft and Confidential – Not for Public Dissemination." Furthermore, "draft stage" work product should be locked with Password access. Documents at this level should only be made available to Project Team/Working Group Members, the Board of Directors, and the Executive Committee.

Once the work product has been approved by the Project Team/Working Group, it will be sent to the CEO for review, comment and approval within 30 days. The CEO may determine that certain work product requires comment and/or approval by the Board of Directors. The CEO will work with the Project Team/Working Group to determine the timeline required for this approval. At the time that final approval is given, the CEO will determine the level of distribution for the work product.

After the work product has received final approval, the document may be disseminated in its entirety as agreed upon. Revisions to the work product that have not received final approval will be considered to be in "draft stage." Once a document has been approved, all drafts should be deleted and/or destroyed.

Group Consensus

In the activities of the Project Team/Working Group, there may be a topic upon which there is disagreement and for which a consensus position cannot be reached. In these instances, it is the responsibility of the Board Liaison to bring the issue to the CEO for timely review and resolution. The CEO, as required in the Bylaws, will subsequently bring these issues to the Board of Directors for review and ratification.

Voting

The Project Team/Working Groups will utilize the same rules for voting as is prescribed in the Bylaws for the Board of Directors.

Fifty percent (50%) of the active members of the Project Team/Working Group are necessary to constitute a quorum to conduct business. A vote of the majority of the Project Team/Working Group members present will be the will of the Project Team/Working Group.

Travel Reimbursement

The Alliance will not compensate Project Team/Working Group members for their activities related to the Project Team/Working Group including, but not limited to, time, travel expenses or other direct expenses.

Funding

During the budget development process, the Co-Chairs and Board Liaison will be responsible for submitting a budget request for the Project Team/Working Group. The Board of Directors will provide the final approval on the final allocation of funds for the Project Team/Working Group. Except as noted above, the Project Team/Working Group may request funding for items including, but not limited to, meeting room rental, meeting food and beverage costs, audio-visual expenses, project/program expenses, etc.

For additional funding requests that are not approved in the annual budget, the Co-Chairs and/or Board Liaison should submit a written request to the CEO. The request should include as much detail as possible including any written proposals.

Conflict of Interest Avoidance and Disclosure Policy

It is the obligation of all staff (including both persons employed by the GridWise Alliance (the "Alliance") and those contracted to provide services on behalf of the GridWise Alliance), officers, directors and other volunteers ("Interested Persons") of the Gridwise Alliance, when acting on behalf of the Alliance, to comply with all applicable federal, state and foreign laws, to uphold the purposes of the Alliance, and to comport themselves in accordance with the highest standards of ethical business conduct. The Board of Directors of the GridWise Alliance has adopted the following policy in order to avoid or minimize possible conflicts between the personal interests of Interested Persons and the interests of the Alliance.

The purpose of this policy is to ensure that decisions about the GridWise Alliance's operations and the use or disposition of GridWise Alliance's resources are made solely on the basis of the benefits to the Alliance and its members, and are not influenced by the possibility of private gain or other personal benefit accruing to Interested Persons who take part in decision-making for the Alliance. In addition to actual and potential conflicts of interest, all Interested Persons are obliged to avoid taking actions that could be perceived or interpreted as being in conflict with the GridWise Alliance's interest.

Conflicts of interest may occur when the Alliance or Interested Persons enter into transactions or otherwise deal with either nonprofit organizations or for-profit enterprises. To avoid actual, potential, or even the appearance of, conflicts of interests, Interested Persons must disclose any connection or relationship with organizations or enterprises that do or desire to do business with the Alliance, or those that represent or provide services to supply chain professionals, and, to the extent determined by the GridWise Alliance's Board of Directors, refrain from participating in decisions affecting transactions or opportunities between the Alliance and these other organizations or enterprises. The mere existence of a connection or relationship will not prevent a transaction from taking place, however, so long as: (i) the relationship is disclosed; (ii) disinterested individuals make the necessary decisions; and (iii) the terms of the transaction are fair to the Alliance and are reasonably comparable to those available in other transactions or opportunities in which the parties are entirely independent of one another.

Staff, officers and directors of the GridWise Alliance have a duty to be free from the influence of any conflicting interest, including any conflicting interest arising from a business relationship with another Interested Person, when they represent the Alliance or make recommendations with respect to the Alliance's dealings with third parties. They are expected to deal with suppliers, members, member companies, other professional associations and organizations and all others doing business with the Alliance on the *sole* basis of what is in the best interest of the Alliance without favor or preference to the third party or to themselves. In particular:

- a. Absent full disclosure to and approval by the Board of Directors, no Interested Person may be involved in or approve a GridWise Alliance transaction in which the Interested Person has a direct or indirect financial or personal interest. Interested Persons who deal with parties doing or seeking to do business with the Alliance – or who make recommendations with respect to such dealings or pass judgment upon them -- will not own any direct or indirect interest in or have any personal agreement or understanding with such third parties that might tend to influence the decision of the Interested Person with respect to the business of the Alliance, unless expressly authorized in writing by the Board of Directors after the interest, agreement, or understanding has been disclosed and considered.
- b. No Interested Person will seek or accept, directly or indirectly, any personal payments, loans or services, excessive entertainment, or travel or gifts of more than \$100 from any individual or business concern doing or seeking to do business with the Alliance.
- c. No Interested Person will do business with a family member on behalf of the Alliance unless

expressly authorized by the Board of Directors in writing after the relationship has been disclosed and considered.

Procedures

1. Duty to Disclose: In connection with any actual or potential conflict of interest, the Interested Person must disclose the existence of the conflict associated with the GridWise Alliance to the Board of Directors in writing.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the possible conflict, and after any discussion with the Interested Person, such person will leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Board of Directors will determine by a majority vote of the disinterested directors whether a conflict of interest exists. While an Interested Person may disagree with the outcome adopted by a majority of the Board, the Interested Person will support said policy or action as being the considered judgment of the Board.

3. Violations of the Conflict of Interest Policy:

a. If the Board of Directors has reasonable cause to believe that an Interested Person has failed to disclose an actual or potential conflict of interest, it will inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the Interested Person has in fact failed to disclose an actual or potential conflict of interest, appropriate disciplinary and corrective action will be taken.

Corrective Action

With respect to violations of this conflict of interest policy involving staff (except the chief staff officer), the chief staff officer, in consultation with (a) the Board of Directors, in the case of violations involving employed staff, or (b) the chief executive officer of a third party management provider, in the case of violations involving contracted staff, will have the authority to determine what disciplinary or corrective action should be taken. With respect to violations of this policy involving other Interested Persons, the Board of Directors will have the authority to determine what disciplinary or corrective action should be taken.

Confidentiality/Nondisclosure Policy

Consistent with law and recognized practice of non-profit organizations, Interested Persons are obligated to respect their duty of confidentiality with respect to the GridWise Alliance and its information. In the course of their work, they may become aware of confidential or proprietary information of the Alliance. This may relate to matters such as, but not limited to, the Alliance finances, legal or legislative matters, businesses, programs or plans, publications, relations with other organizations, membership lists or sponsor lists. Interested Persons may use such information only in order to perform their GridWise Alliance roles. They may not, during or after performing their roles within the Alliance, use that information for their own advantage, or disclose it to others without the explicit written authorization of the Alliance. In addition, unless there is a written agreement to the contrary, all reports, articles or other material written for the benefit or use of the Alliance are and will remain solely the property of the Alliance.

Apparent Authority

Neither the Co-Chairs nor any Member of a Project Team/Working Group may commit to or enter the Organization into any agreement without the expressed written consent of an Officer of the Corporation.

Project Team/Working Group Duration and Dissolution

All Project Team/Working Groups will be given an anticipated time commitment for duration, *i.e.*, permanent, 2 years, 6 months, etc. Any Project Team/Working Groups may be dissolved at any time by the Board of Directors.



GridWise Alliance Antitrust Compliance Program Guidelines

It is the policy of the GridWise Alliance to comply fully with the antitrust laws. The Sherman Act and other applicable antitrust laws are intended to promote vigorous and fair competition and to combat various restraints of trade.

Each person who participates in GridWise Alliance activities has a responsibility to his/her employers and to the GridWise Alliance to avoid any improper conduct from an antitrust standpoint. The following guidelines will assist in meeting this responsibility:

1. GridWise Alliance meetings and discussions generally cover topics related to the generation, transmission and distribution of electricity. Should related discussions ever have any potential for competitive impact, all due care shall be taken to avoid such discussion between competitors.
2. In view of antitrust considerations and to avoid any possible restraints on competition, the following legally sensitive subjects must be avoided during any discussion between competitors:
 - (a) Future marketing plans of individual competitors should not be discussed between competitors;
 - (b) Any complaints or business plans relating to specific customers, specific suppliers, specific geographic markets or specific products, should not be discussed between competitors;
 - (c) Purchasing plans or bidding plans of companies in competition should not be discussed (except privately between two parties with a vertical commercial relationship such as supplier and customer); and
 - (d) Current and future price information and pricing plans, bidding plans, refund or rebate plans, discount plans, credit plans, specific product costs, profit margin information and terms of sale should not be discussed between competitors. All of the above are elements of competition.
3. Any question regarding the legality of a discussion topic or business practice should be brought to the attention of the GridWise Alliance legal counsel or a company's individual legal counsel for advice.



Record Retention and Document Destruction Policy

A record retention policy should minimize both the legal risks flowing from hastily drafted or misleading documents and the adverse inferences that may arise from the selective destruction of documents in the absence of such a policy. Moreover, the expense of storing obsolete documents, as well as the cost of retrieving documents in response to business requests, government investigations or litigation, should be reduced.

To minimize these costs and risks, the GridWise Alliance ("the Alliance") has adopted the following record retention policy for the systematic retention and destruction of documents based on statutory or regulatory record-keeping requirements and practical business needs.

It is the intention of this policy that documents be retained only so long as they are (1) necessary to the conduct of the Alliance's business; (2) required to be kept by statute or government regulation; or (3) relevant to pending or foreseeable investigations or litigation. Retention periods are based primarily on current federal record-keeping requirements and state statutes of limitation. Currently relevant documents should be systematically filed and accessible. Documents that must be maintained permanently can be catalogued and, if possible, reduced to some secure form of electronic record for storage and easy access when needed.

To achieve these objectives, procedures will be established so that documents are filed in the appropriate place, the number of copies is catalogued, and documents are retrieved and destroyed on pre-established "pull" dates. The Alliance's Executive Director will have overall responsibility for initial implementation and yearly review of compliance with this policy. The program itself will be reviewed periodically to ensure governmental requirements are being met, business needs are satisfied, and changes in hardware and software do not prevent access to stored electronic records.

Associations and member companies are also subject to criminal penalties under provisions of the Sarbanes-Oxley Act of 2002, which prohibits corruptly tampering with, altering, destroying or concealing records in an effort to prevent their availability for use in an "official proceeding."

No document, including an electronic document, shall be intentionally altered, covered-up, falsified or destroyed, nor shall any employee, Director, member or agent of the Alliance be directed to do so, to prevent its use in an official proceeding. Upon becoming aware that any document may reasonably be anticipated to be useful in any actual or reasonably predictable official proceeding, staff shall override any document retention policy or procedure that might result in the destruction of or inability to find any such document. All attorneys employed or retained by the Alliance shall be given a copy of this policy and are hereby instructed to inform the Alliance's management of any documents of potential use in an official proceeding.

The following schedule provides retention periods for the major categories of documents, both paper and electronic, for the Alliance.

Type of Record	Retention Period (years)
ACCOUNTING	
Auditors' reports	Permanent (hereinafter "P")
Budgets	7
Cancelled checks, generally	6
Chart of accounts	6
Depreciation records	P
Officer, director and staff expense reports	3
Employee/contractor earnings records	3

End of year financial statements	P
Inventory lists	7
Invoices	7
Petty cash vouchers	3
Subsidiary ledgers (accounts receivable, accounts payable, etc.)	7
CORPORATE	
Annual reports	P
Approved Board minutes and records of all actions taken by Board without a meeting	P
Approved executive committee minutes and records of all actions taken by executive committee without a meeting	P
Approved minutes of all members' meetings and records of all actions taken by members without a meeting	P
Articles of Incorporation	P
Authorizations for expenditures	7
Bylaws (including prior versions)	P
Policies	P
Contracts, generally	Expiration +7
Contracts, sales (UCC)	7
Membership applications	5
Membership ballots	5
Membership names and addresses	Current
Notes (internal reports, memos, etc.)	3
Written communications to rejected applicants	5
Written communications to members, general	3
Written communications to members, member discipline	5
CORRESPONDENCE	
General, routine	3
INSURANCE	
Accident reports	7
Insurance policies	P
INTELLECTUAL PROPERTY	
Trademark registrations, copyright registrations, patents	P
LEGAL	
Claims and litigation files (except drafts)	P
TAXES	
Exempt status IRS determination letter	P
Income tax returns and cancelled checks (federal, state and local)	P
Property tax returns	P
Sales and use tax returns	4



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