**via email & posting for Interested Parties**

**TO:** NAESB Board Retail Structure Review Committee (RSRC) Members and Retail Markets Quadrant (RMQ) Board and Executive Committee Members

**FROM:** Rae McQuade, NAESB President & COO

**RE:** Announcement and Agenda for NAESB Retail Structure Review Committee Conference Call

Dear All – The Retail Structure Review Committee has scheduled a conference call for Tuesday, November 27, 2018 from 1:00 pm to 3:00 pm Central to continue discussions concerning the membership levels in the Retail Markets Quadrant (RMQ) and the future direction of the quadrant’s activities. Below please find the agenda and instructions for participating in the meeting.

| **Topic** | **Information/Requests** |
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| Previous Activities & Purpose of Current Activity | * The Retail Structure Review Committee (RSRC) was originally formed in December 2004 by Michael Desselle to address the issue of membership in the retail quadrants and to report to the Board of Directors on progress made towards meeting the membership thresholds and structural changes in support of the retail quadrants. In September 2012, the Committee was reactivated to review the structure of the Retail Electric Quadrant and Retail Gas Quadrant and make recommendations to the Board of Directors concerning the future of the Quadrants. After a recommendation to merge the two quadrants was made by the committee, the Board took action in April 2013 to complete the merger and move forward with a single Retail Markets Quadrant (RMQ). Since that date, the discussions concerning the status of the RMQ membership have been conducted during the Retail Leadership, Board Revenue Committee meetings.
* As membership within the RMQ has continued to hover just above the 40-member requirement defined in the NAESB Bylaws, Michael Desselle, Chairman of the Board of Directors, has requested that the RSRC begin meeting and make recommendations to the full board to address the membership levels and realign the activities of the quadrant with the overarching goals of the RMQ. The RSRC mission statement can be found following:

*“The Retail Structure Review Committee functions solely at the pleasure of the NAESB Board of Directors and reports to the NAESB Board of Directors. The Committee will make recommendations to the full board to address the membership levels in the Retail Markets Quadrant and realign activities with the overarching goals of the RMQ.”** Materials for this group are posted on the NAESB web site in the RSRC page: <http://www.naesb.org/retail_structure_review.asp>.
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| Call & Webcast Information: | * Call-in information for attendance by phone: Conference number: 866-740-1260, Access code: 7133560, Security code: 4710
* Webcast is accessible through <http://www.readytalk.com>, using the same access code and security code.
* Any interested party can attend. All voting and motions are reserved for the members of the committee.
* Please provide any written comments to the NAESB Office (drager@naesb.org) prior to the meeting if you are unable to attend.
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| Pre-meeting Assignments | * Review the NAESB Bylaws requirements for quadrant and segment membership.
* Review any work papers created for the meeting and submit comments or recommendations in response.
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| Draft Agenda | 1. Administrative – Welcome, Antitrust & Other Meeting Policies Review, Introduction of Committee Members and Attendees, Adoption of Agenda, Adoption of Meeting Minutes
2. Discuss Update to the NAESB Board of Directors
3. Discuss Possibility of Alternative Membership Fee Structure for New Members
4. Summary of Action Items, Assignments and Other Business
5. Adjourn
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| Meeting & Background Reference Materials | * **Agenda Item 1:** Antitrust & Other Meeting Policies Guidance: <http://www.naesb.org/misc/antitrust_guidance.doc> (Antitrust),

<https://www.naesb.org/pdf2/rsrc_members.pdf> (Roster), <https://www.naesb.org/pdf4/rsrc112718a.docx> (Agenda),<https://www.naesb.org/pdf4/rsrc082418mn.docx> (RSRC Notes – August 24, 2018)* **Agenda Item 2:** Board RSRC Draft Work Paper: [To Be Posted]
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| Schedule of Upcoming Conference Calls | * Other meetings will be scheduled as needed by Cade Burks.
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