**via email & Posting for Interested Parties, October 12, 2017**

**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 – At the request of Michael Desselle, NAESB Chairman of the Board of Directors, the Retail Structure Review Committee has been reactivated and a conference call will be held on Friday, November 3, 2017 from 2:00 pm to 4:00 pm Central to initiate 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 working documents as well as the 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 the thresholds set for membership in the quadrants and segments 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. The original mission statement of the Committee is as follows:

“The Retail Structure Review Committee functions solely at the pleasure of the NAESB Board of Directors and reports to the NAESB Board of Directors through the NAESB Board Managing Committee. The Committee will make recommendations to the full board to address the membership levels in the retail electric and retail gas quadrants through possible changes to NAESB By-laws, structural changes to the quadrants or their segments including merger of the two 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 series of meetings, a report (<https://naesb.org/pdf4/rsrc022213a1.docx>) was developed for the Board of Directors recommending that the Retail Electric Quadrant and the Retail Gas Quadrant be combined to form the Retail Markets Quadrant. In April 2013, the Board took action to complete the merger of the quadrants. 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 Retail Structure Review Committee 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.
* Materials for this group are posted on the NAESB web site in the Retail Structure Review Committee page: <http://www.naesb.org/retail_structure_review.asp>.
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| Call & web cast information: | * Call-in information for attendance by phone: Conference number: 866-740-1260, Access code: 7133562, Security code: 3991
* Web cast 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 bylaw 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
2. Review and Adopt Proposed Mission Statement Update

*“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.”*1. Review Draft Work Paper and Discuss Overarching Goals of the Quadrant & Potential Strategies to Increase Membership and Participation
2. Discuss Strategy for the Development of Final Work Product of the Committee for Board Review
3. Summary of Action Items, Assignments and Other Business
4. 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), *to be posted shortly* (roster), <https://naesb.org/pdf4/rsrc110317a.docx> (agenda)
* **Agenda Item 3:** Work Paper - Overarching Goals of the Quadrant & Potential Strategies to Increase Membership and Participation – *to be posted shortly*
* **Agenda Item 4:** RSRC Report April 4, 2013: <https://naesb.org/pdf4/rsrc022213a1.docx>
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| Schedule of Upcoming Conference Calls | Friday, November 3, 2017, 2:00 pm to 4:00 pm CFriday, December 1, 2017, 2:00 pm to 4:00 pm COther meetings will be scheduled as needed by Cade Burks. |