



RELIABILITY FIRST

COMPLIANCE COMMITTEE CHARTER

The Board of Directors of ReliabilityFirst Corporation ("ReliabilityFirst") has established a Compliance Committee (the "Committee") with the general responsibilities and specific duties as described below. Capitalized terms used herein and defined shall have the meanings set forth in the Bylaws of ReliabilityFirst.

COMPOSITION

The Committee shall be comprised of five (5) directors, three (3) of whom shall be independent directors according to independence standards established under the governance guidelines adopted by the Board. Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. The Committee shall have a chair and a vice chair. The vice chair shall assume the duties of the chair in the absence of the chair at any meeting. The Committee's chair and vice chair shall both be independent directors designated by the full Board upon the recommendation of the Nominating and Governance Committee.

RESPONSIBILITY

The primary purpose of the Committee will be to: (i) oversee the processes, procedures and program used by ReliabilityFirst to monitor compliance with and enforce Reliability Standards (including Regional Standards) in the Region in an effective, efficient, and risk based manner, (ii) monitor the results achieved through the compliance and enforcement activities of ReliabilityFirst, and (iii) appoint members to serve on the Hearing Body for disputes relating to noncompliance with Reliability Standards in accordance with ReliabilityFirst's hearing procedures.

ATTENDANCE AND VOTING

Members of the Committee should endeavor to be present, in person or by telephone, at all meetings; however, three (3) Committee members shall constitute a quorum, provided a majority of the members at a meeting are independent directors. Each member of the Committee, including the chair, shall be entitled to one vote on each matter presented before the Committee. Action by the Committee may be taken at any duly called meeting at which a quorum is present upon the vote of a majority of the members present.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members and presented to ReliabilityFirst Directors who are not members of the Committee at the

next regularly scheduled Board meeting. The Committee's minutes will be kept by the person so designated by the chair with a copy retained by the Secretary of ReliabilityFirst.

SPECIFIC DUTIES

The Committee will:

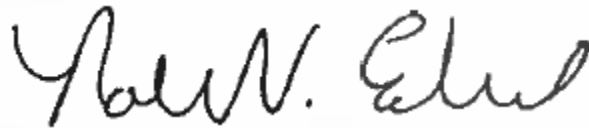
1. Review and evaluate the effectiveness, efficiency, and risk-based approach of ReliabilityFirst's compliance monitoring and enforcement program.
2. Recommend for adoption by the Board amendments to or modifications of the compliance monitoring and enforcement program, including the hearing procedures, as necessary or appropriate.
3. Review the status of the ReliabilityFirst compliance registry for Registered Entities in the Region.
4. Review ReliabilityFirst's regional risk assessments used to identify the reliability risks that serve as the focus of ReliabilityFirst's compliance and enforcement program and any other compliance and enforcement activity output that the Committee deems necessary, regarding the application and execution of a risk-based approach to ReliabilityFirst's compliance monitoring and enforcement program.
5. Appoint members to the Hearing Body under the compliance monitoring and enforcement program's hearing procedures.
6. Oversee ReliabilityFirst's completion of the ReliabilityFirst annual compliance implementation plan.
7. Review the sanctions and penalties imposed by ReliabilityFirst in connection with violations of Reliability Standards.
8. Consider any input provided by Registered Entities on compliance issues and ReliabilityFirst's compliance and enforcement activities.
9. Review information from ReliabilityFirst regarding significant compliance issues.
10. Perform other activities as requested by the Board.
11. Conduct an evaluation of the Committee's performance and charter at least annually, and adopt such Committee Charter changes, as the Committee deems appropriate, subject to approval by the Board
12. Report regularly to the Board regarding the Committee's activities.

APPOINTMENT OF ADVISORS

The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

ADOPTION AND APPROVAL

As adopted by the Compliance Committee on March 13, 2019, approved by the Board of Directors on March 14, 2019, contingent on adoption of the related Bylaw amendments by the Members. The Members adopted the Bylaw amendments on May 15, 2019.

A handwritten signature in black ink, appearing to read "Robert N. Edlund". The signature is written in a cursive style with a large initial "R".