**REQUEST FOR APPLICATION**

For Executive Director

Issued by the Consumer Advocates of PJM States (CAPS) A 501(c)3 incorporated in the State of Maryland

Date Issued: October 11, 2016

Question and Answer Cut-off Date: October 31, 2016

Applications are Due: November 18, 2016

Robert G. Mork, CAPS President

**REQUEST FOR APPLICATIONS**

**1.0 PURPOSE AND INTENT**

The Consumer Advocates of PJM States (CAPS) is a 501 (c) 3 organization incorporated in the State of Maryland in 2012. CAPS was established by the utility consumer advocate offices of 13 states and the District of Columbia that are in within the region of the PJM Interconnection, LLC. The general purpose of CAPS is to provide a consistent presence and participation in PJM stakeholder processes for the consumer advocate offices. CAPS participates in the PJM stakeholder process on behalf of member offices that cannot otherwise attend. This creates substantial efficiencies for the individual members by centralizing the tasks, including but not limited to, PJM stakeholder meeting attendance, data collection, issue briefing, and information dissemination. CAPS is funded through the PJM Tariff as approved by the Federal Energy Regulatory Commission at Docket No. ER16-561.

**1.1 Application Submission**

A submission with the email header “Director Application” should be delivered in PDF or similar format no later than 11:59 p.m. on November 18, 2016 to the following:

caps-hc@pjm-advocates.org

**1.2 QUESTIONS AND ANSWERS**

CAPS will accept questions pertaining to this solicitation from all potential bidders electronically. Questions shall be directed to:

CAPS-hc@pjm-advocates.org

Questions will be accepted until October 31, 2016. Questions should be submitted as they arise to the email address above. CAPS will post answers in a timely fashion at the following website: **www.pjm-advocates.org/Answers**. Please check regularly during the application process for the answers. Applicants will not be notified individually of the answers, but rather, the answers will be posted for all those interested at the website. In the event that it becomes necessary to clarify or revise this solicitation, such clarification or revision will be by addendum. Any addendum to this solicitation will become part of the Application.

It is the sole responsibility of the bidder to be knowledgeable of all addenda related to this solicitation.

CAPS reserves the right to reject any and all applications received in response to this solicitation, and to waive minor noncompliance in an application. CAPS further reserves the right to make such investigations as deemed necessary as to the qualifications of any applicant in response to this solicitation. In the event that no application is accepted, CAPS reserves the right to re-solicit applications.

**2.0 SCOPE OF Responsibilities**

CAPS is seeking a Director whose responsibilities are: 1) to administer the organization; 2) maintain an effective and meaningful presence in the PJM Interconnect, LLC, stakeholder process; and, 3) coordinate among the member entities of CAPS. CAPS wishes to have access to individuals or firms with substantial experience in the practice areas of wholesale ratemaking, competitive wholesale markets, transmission planning, transmission cost allocation, and regulatory policy in the electricity industries. Particular expertise is necessary in ISO/RTO operations and stakeholder processes, and consumer advocacy.

The following subsections detail the qualifications CAPS is seeking for the Executive Director and the expected roles and responsibilities of the position. CAPS is open to retain individuals under a consulting contract or as a full-time employee.

**2.1 QUALIFICATIONS SOUGHT**

In general, CAPS is seeking an individual with knowledge of ISO/RTO issues and the ability to quickly master PJM market, planning and reliability rules, the PJM stakeholder processes, and major policy issues. The following are the qualities sought in the application. The successful candidate will exhibit the best combination of skills and expertise. Please note that while substantial technical expertise will be needed for this position, CAPS expects that a core competency of the successful candidate will include both a substantive understanding of PJM matters and the ability to work effectively in the stakeholder process with skills that allow the applicant to earn the respect of diverse stakeholders, to build coalitions and alliances, and to coordinate effectively among both internal and external stakeholders.

Any candidate must live within sufficient proximity to PJM meetings places to ensure that frequent attendance at PJM RTO meetings can occur subject to reasonable travel expenses. In addition, candidates must be able to travel within the region and to occasional meetings of importance to CAPS elsewhere.

CAPS recognizes that the mix and intensity of such qualifications may vary by candidate. The list of qualifications CAPS seeks includes, but is not limited to, and in no particular order the following.

* A professional degree in engineering, economics, law or policy
* Past experience with PJM market and planning issues, or similar issues in other ISO/RTOs
* Past experience representing or working with utility consumer advocate offices and/or utility consumer interests
* Preferred past experience with the PJM stakeholder process or other ISO/RTO stakeholder processes
* Ability to work independently
* Ability to take direction from a diverse group
* Coordination, facilitation and consensus building skills
* Strong communication and organizational skills
* Strong relational and personal skills so as to be able to effectively represent the organization and build lasting working relationships across sectors and business interests
* Experience in business management such as budgeting, financial controls, maintenance of books and records, supervision of administrative and technical resources, including hiring of necessary staff and contractors, and other matters.

**2.2 ROLES AND RESPONSIBILITIES**  CAPS expects that the Director will assume numerous responsibilities. The CAPS Director will report directly to the Executive Committee of the CAPS Board. Please see attached by-laws for more detail as to the decision-making process for the organization. The roles and responsibilities will include, but not be limited to, the following.

Provide information, education, and assistance to CAPS members to maximize efficiencies of limited staff, time, and fund. Organize regular calls with CAPS members; prepare conference call agendas, materials, recommendations, and follow-up summaries.

Attend PJM meetings dealing with issues of interest to CAPS to gather information and represent views of CAPS members. Scan, identify, and prioritize issues that are most relevant to the interests and concerns of CAPS members

Be the CAPS “point of contact” for PJM stakeholders and PJM staff and management, being visible to, accessible to, and reachable by other PJM stakeholders

* Attend select Work Groups and Task Forces based on “issue” spotting and direction of CAPS members. Such issues might include capacity markets, reliability and transmission planning, and operations.
* Coordinate and communicate with the key PJM CAPS liaison, technical staff and management, the PJM Independent Market Monitor, Organization of PJM States, Inc., and other stakeholders
* Vote as a proxy for individual CAPS member offices if requested
* Educate the CAPS membership and individual members on key issues
* Manage the workings of CAPS, including necessary financial controls and transactions,  infrastructure such as websites and secure file storage, contracts, and other administrative matters
* With approval of Executive Committee, hire and manage technical and administrative personnel to assist in CAPS’s day-to-day operations.
* Circulate relevant PJM information (white papers, slide shows, polling  results, training announcements)
* Through on-going work, demonstrate to other PJM members value and worth of CAPS to the overall stakeholder process and outcomes
* **3.0 REQUIRED COMPONENTS OF THE APPLICATION**
* Applicants must respond to each of the following requests in the order indicated.
* **3.1 DESCRIPTION OF THE FORM OF EMPLOYMENT**

1. Describe your preference for how you would be employed by CAPS, as an individual contractor or as a full-time employee, and whether you are open to working in either of these capacities.
2. Please provide your views of the strengths and weaknesses of your preferred method of employment and how it would best serve CAPS.

**3.2 PROFILE AND EXPERIENCE**

1. Indicate whether you are applying as an employee or a consultant/contractor.
2. Provide your email, phone contacts and mailing address.
3. Provide your educational background and previous jobs and titles held, including years of service, and organization.
4. Describe your past experience and expertise in the following for any and all individuals who would work under this contract.
5. Past experience with PJM market and planning issues, or similar issues in other ISO/RTOs
6. Past experience representing or working with consumer advocate offices and/or utility consumer interests
7. Past experience with the PJM stakeholder process or other ISO/RTO stakeholder processes
8. Describe previous management experience in terms of managing direct reports, bidding, negotiating, and managing contracts/subcontracts, working with boards or management committees, and other tasks you deem relevant in this area.
9. Describe past experiences where you worked effectively with diverse groups/stakeholders from different interests/sectors to achieve a policy resolution.
10. Identify any associations or government agencies or departments within the PJM states that you worked with or represented or where you where employed during the last five (5) years.
11. Identify any PJM member companies or organizations or other stakeholders that you represented or were employed by during the last five (5) years.
12. Identify any current or potential conflicts of interest. For instance, indicate whether you have represented a sector or entity other than end-users in the PJM stakeholder process in the last five years and whether you intend to continue to represent any such clients. If you have a potential conflict, provide the names of those clients and the sector to which they belong.
13. Please attach to the application your CV or resume.
14. Please list at least three but no more than five (5) references with knowledge of your expertise and experience.

**3.3 COSTS**

A. CAPS expects that the position will require a full-time commitment. Please include in your response any estimated FICA/Medicare payments and health and dental insurance costs and other similar costs. Note that CAPS does not currently provide health or retirement benefits.

**4.0 SELECTION PROCESS**

All applications will be reviewed to determine responsiveness. CAPS may reject non-responsive applications without evaluation, but may waive minor non-compliance. CAPS reserves the right to request further information and to investigate any applicant’s qualifications. The evaluation criteria are noted above in Section 2.1. Finalists will be interviewed at a location to be determined.

Applications will be evaluated based on a combination of expertise and qualifications, total cost, and references. It is the policy of CAPS to provide equal opportunity to all persons who apply for the position.

**Attachment**

**CONSUMER ADVOCATES OF THE PJM STATES, INC.**

**BYLAWS**

**Effective – May 17, 2016**

**ARTICLE I – NAME**

The organization shall be known as the Consumer Advocates of the PJM States, Inc. (CAPS). The Principal office of CAPS shall be at such location, either within or outside of the state of Maryland, as the Board of Directors shall from time to time establish.

**ARTICLE II – MEMBERSHIP**

1. MEMBERSHIP - Membership in CAPS shall be open to all state advocate offices designated by the laws of their respective jurisdictions to represent the interests of utility consumers within the service territory of PJM Interconnection L.L.C, (PJM) a regional transmission organization, in the PJM stakeholder process and before state and federal regulators and in the courts (herein referred to as “Member” or “Member Consumer Advocate Agency”).

2. PENDING MEMBERSHIP - State consumer advocate agencies that represent the interest of consumers that are not currently within the PJM service territory, but represent the interests of consumers served by a transmission owner that has filed the requisite application to join PJM with the Federal Energy Regulatory Commission (herein referred to as “Pending Member”), may participate in CAPS on a nonvoting basis, subject to approval by the Board of Directors.

**ARTICLE III – PURPOSE**

The general purpose of the CAPS entity is to provide a consistent presence and participation in PJM stakeholder processes for the consumer advocate offices. CAPS is intended to provide participation in the PJM process for member offices that cannot attend the PJM stakeholder processes and related proceedings before the Federal Energy Regulatory Commission, and to create efficiencies for the individual members by centralizing the tasks, including but not limited to, PJM stakeholder meeting attendance, data collection, issue briefing, and information dissemination. This will enable the members of CAPS to develop informed advocacy and policy-making concerning issues administered and determined by PJM.

In addition to the duties and responsibilities of the CAPS general purpose described above, the primary obligations of the CAPS office will include, but not be limited to, the dissemination of information between the members, PJM, and the PJM stakeholders, including answering questions raised by members, preparing and providing meeting briefings, and framing issues for consideration by the members. Issues of particular concern to the members are proposed PJM rule changes, changes to the operating agreement, transmission planning, markets and reliability issues, the operation of the markets including capacity auction results, energy, ancillary services, and various financial matters that affect ultimate costs to retail customers. The CAPS office should also establish a central repository of PJM materials that it deems relevant to the CAPS members. The CAPS executive director or other designated individual also shall have the authority to cast a proxy vote at a PJM Meeting on behalf of any individual CAPS member, consistent with the proxy voting rules of PJM.

The general purpose and primary obligations of CAPS, described above, is not intended to be limiting or all-inclusive, and CAPS is authorized to take whatever actions are necessary, when duly authorized by its members, to protect the interests of the retail electric customers they are charged by statute to represent.

**ARTICLE IV – UNANIMOUS APPROVAL REQUIRED**

Any position regarding PJM policies, decisions or actions or the PJM stakeholder process that have been approved or not opposed by a unanimous vote of the Board of Directors may be designated as a CAPS’ position but the Board of Directors may not adopt a position on PJM policies, decisions or actions or the PJM stakeholder process, absent such unanimous vote. The Board of Directors may authorize intervention in proceedings before federal bodies and in judicial proceedings to express CAPS’ positions. Notwithstanding the foregoing, CAPS may disclose the positions of the individual CAPS members on any issue regarding PJM policies, decisions or actions or the PJM stakeholder process, within the PJM stakeholder process at the direction of the individual CAPS member.

**ARTICLE V - ANNUAL MEETING**

The Annual Meeting of CAPS (Annual Meeting) shall be held each calendar year at such time and place as may be determined by the Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Pending Member of CAPS not less than ten (10) days prior to the meeting. The business of the Annual Meeting will be conducted by vote of the Board of Directors as provided in these Bylaws. Members may attend in person, telephonically or electronically.

**ARTICLE VI - BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES - The corporate business and affairs of CAPS shall be managed by the Board of Directors, except as may be otherwise provided in these Bylaws and the Articles of Incorporation (Articles). The Board of Directors shall have the ultimate responsibility for deliberations and advocacy related to PJM policies, decisions or actions or the PJM stakeholder process concerning wholesale market issues of general interest on behalf of CAPS, with the goal of enabling the individual members of CAPS to develop informed advocacy and policy-making concerning issues administered and determined by PJM.

2. COMPOSITION - Each Member Consumer Advocate Agency as defined in these Bylaws Article II.1 shall annually appoint one representative to serve on the Board of Directors. This appointed Director will be the authorized representative of that Member Consumer Advocate Agency. When any such person ceases to be the authorized representative of that Member Consumer Advocate Agency, he or she shall be replaced by his or her Member Consumer Advocate Agency with another authorized representative of such Agency on the Board of Directors. A Member Consumer Advocate Agency may replace its representative on the Board of Directors at any time by notifying the Secretary of CAPS. No Member Consumer Advocate Agency shall be entitled to more than one representative on the Board of Directors.

3. RESPONSIBILITIES - The Board of Directors shall elect the officers of CAPS, appoint the members of the Nominating Committee, and determine the general policies and direction of CAPS. The Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article XII, Fiscal Responsibilities of The Board of Directors.

4. REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, except the Board of Directors shall meet no less than four times each calendar year, in addition to the Annual Meeting. Such meetings may be conducted in person, via teleconference, or electronically. Notice of the time, place and purpose of the each meeting shall be provided by mail or electronic means to each Member and Pending Member of CAPS not less than ten (10) days prior to the meeting. Members and Pending Members, as defined in Article II, may participate in regular meetings held by CAPS.

5. SPECIAL MEETINGS - The President, Executive Committee, or at least one-third of the Directors may call a special meeting of the Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail or electronic means to each Member and Pending Member of CAPS no less than three (3) days prior to the meeting. Members and Pending Members, as defined in Article II, may participate in special meetings.

6. QUORUM - If a Director from each of a majority of the Consumer Advocate Agencies is present (either in person or by authorized telephonic or electronic means), a quorum exists for the transaction of business regarding matters other than those described in Article IV in these Bylaws at any meeting of the Board of Directors. Once a quorum of the Board of Directory is established, the Board of Directors may transact business by simple majority vote. If fewer than such majority is present at a meeting, a majority of the members that are present may continue with an informational meeting or adjourn the meeting without further notice. The Directors present at a properly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A Director may allow a proxy from the same agency to participate as a substitute at a meeting of the Board of Directors by notifying the Secretary of CAPS.

7. VOTING PROCEDURES - Each member of the Board of Directors shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. Changes in the Bylaws shall require a vote of at least two-thirds of Board of Directors, except that any changes to Article IV of these Bylaws shall require unanimous approval. All other matters shall be determined by a majority of the total membership, unless otherwise provided by Maryland law or these bylaws. Voting can be conducted in person, telephonically or electronically.

**ARTICLE VII** **– OFFICERS**

1. NUMBER AND TITLE - The Officers of CAPS shall be the President, Vice President, Secretary, Treasurer, and other officers as may be necessary for the purpose of complying with the non-profit organizational laws of the state of incorporation. The officers shall not hold the same office for more than two consecutive years.

2. ELECTION, TERM, VACANCIES - The President, Vice President, Secretary, and

Treasurer shall be elected by the Board for a one year term commencing each January 1, and shall serve until their successors are elected. A meeting to elect the officers will take place within 60 days prior to the first day of January (hereinafter referred to as “Election Meeting”). In the case of a permanent vacancy in the office of the president, the vice president will succeed until the next scheduled election. The Board of Directors may hold a special election to fill an officer vacancy.

3. DUTIES. The duties of the officers shall be as follows:

(a) The PRESIDENT shall be the principal officer of CAPS and shall preside at the Annual Meeting and all meetings of the Board of Directors and the Executive Committee, shall be responsible for seeing that the lines of direction given by the Board of Directors and the Executive Committee are carried into effect, and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

(b) The VICE PRESIDENT shall preside at the meetings of the Board of Directors and

Executive Committee in the temporary absence or disability of the President and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the Board of Directors and the Executive Committee are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president or Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of CAPS and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for executing contracts or other instruments authorized by the Board of Directors, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the organization’s finances at the Annual Meeting. The Treasurer shall be an *ex officio* member of the finance committee, if such a committee shall be established by the Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall perform such other duties as may be assigned by the president or Board of Directors.

4. REMOVAL - An officer of CAPS may be removed with or without cause by written vote of at least two-thirds of the total membership of the Board of Directors.

**ARTICLE VIII – COMMITTEES**

1. ESTABLISHED. The Board of Directors may establish committees and work-groups as it deems necessary and provide for the governance of CAPS.

2. COMPOSITION AND APPOINTMENT. The President shall appoint members of the committees, with Board of Director approval or ratification. Unless otherwise directed by the Board of Directors, a committee may elect its chair. Members and Pending Members may participate in the work of committees and work-groups.

**ARTICLE IX - EXECUTIVE COMMITTEE**

EXECUTIVE COMMITTEE - The Executive Committee shall consist of no more than seven members of the Board of Directors, four of whom will be the officers of CAPS and three other directors. The Executive Committee shall be elected by the Board of Directors at each Election Meeting. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board of Directors meetings, except that the Executive Committee shall not have the power to adopt or amend the budget, or to take any action which is contrary to or substantially departs from the direction established by the Board of Directors, or which represents a major change in the affairs, business or policy of CAPS. The Board of Directors must ratify all actions of the Executive Committee. The Executive Committee shall meet as needed in person or by telephone or electronic means. Such meetings shall be called by the President as Chair of the Executive Committee. Notice, quorum, and filling of vacancies shall be consistent with, and adhere to, Articles V, VI, VIII, XII, and XIII of these Bylaws. In addition to those serving on the Executive Committee, Members and Pending Members, as defined in Article II.2, may participate in Executive Committee meetings. The immediate past President of CAPS will be a non-voting, Emeritus Member of the Executive Committee.

**ARTICLE X - NOMINATING COMMITTEE**

1. COMPOSITION - The nominating committee shall consist of at least five members of the Board of Directors, as determined by the Board of Directors.

2. METHOD OF ELECTION, TERM, VACANCIES - Members of the nominating committee shall be elected by the Board of Directors for a term of one year, or until their successors are elected. Terms of office shall begin at the close of the Election Meeting and shall expire at the close of the following Election Meeting described in Article VI.2. The Executive Committee shall have the power to fill vacancies in the nominating committee.

3. RESPONSIBILITIES. The nominating committee shall present to the Board of

Directors a single slate of nominations for elected officers of CAPS and Director members of the Executive Committee. The nominating committee should strive to propose a slate of candidates that reflects the geographical diversity of CAPS. Any Director may make additional nominations. In the event that the nominating committee cannot agree on a single slate of nominations, the Board of Directors will elect the officers of CAPS.

**ARTICLE XI- STATES NOT BOUND**

No vote of, or resolution passed by, the Board of Directors has any binding effect upon any Member Consumer Advocate Agency, in the exercise of the authority’s powers, neither shall any such vote of, or resolution passed by the Board of Directors be deemed an official action of, by or for any individual State Consumer Advocate Agency.

**ARTICLE XII- FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

1. FISCAL YEAR - The fiscal year of CAPS shall be the calendar year.

2. FUNDING - Any funds shall be accepted or collected only as authorized by the Board of Directors.

3. DEPOSITORIES - All funds of CAPS shall be deposited to the credit of CAPS in fully insured accounts.

4. APPROVED SIGNATURES - Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of CAPS shall be provided by resolution of the Executive Committee.

5.BONDING - All persons having access to or major responsibility for the handling of monies and securities of CAPS shall be bonded as provided by resolution of the Board of Directors.

6. INDEMNIFICATION AND INSURANCE - Indemnification and Directors and

Officers insurance shall be provided by resolution of the Board of Directors in accordance with the Articles of Incorporation and the laws of the incorporating state.

7. BUDGET - The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of approved budget levels without both prior approval of the Executive Committee and notice to the Board of Directors.

8. CONTRACT AND DEBTS - Contracts may be entered into or debts incurred only as directed by resolution of the Executive Committee after general authorization from the

Board of Directors.

9. PROPERTY - Title to all property shall be held in the name of CAPS, unless otherwise approved by the Board of Directors.

10. INVESTMENT. The treasurer shall invest the funds of CAPS in accordance with the direction of the Board of Directors or any Committee of the Board appointed for such purpose.

11. AUDITS. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an examination of the financial accounts of the organization. The engagement should specify the fiscal year examined and the report of the examination shall be submitted to the Board of Directors.

12. EMPLOYMENT. Subject to the approval of the Board, CAPS may employ persons and retain services necessary for it to carry out its responsibilities.

**ARTICLE XIII** - **PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in a manner that will allow fullest possible participation by the members. In the event of a dispute, Robert’s Rule of Order, newly revised, shall be the parliamentary authority governing the meetings of the Board of Directors, the Executive Committee, and all committees, subject to the laws of the incorporating state, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by CAPS.

**ARTICLE XIV – AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any duly-noticed meeting, except that any changes to Article IV of these Bylaws shall require unanimous approval.