

GRAIN BELT EXPRESS CLEAN LINE LLC.

INTERNAL RELIABILITY COMPLIANCE PROGRAM

FOR COMPLIANCE WITH

NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

RELIABILITY STANDARDS

AND REGIONAL ENTITY RELIABILITY STANDARDS

REVISION 0

EFFECTIVE [DATE]

TABLE OF CONTENTS

1.0	Scope of Internal Reliability Compliance Program	1
2.0	Authority for Approval and for Revisions	2
3.0	Reliability Compliance Policy and Principles	3
4.0	GBE and its Parent Organizations	5
5.0	Positions in the GBE Internal Reliability Compliance Program	6
5.1	Clean Line Board	6
5.2	Clean Line President and CEO	6
5.3	Corporate Compliance Program Officer (CCPO)	6
5.4	Reliability Compliance Manager (RCM)	7
5.5	Maintenance Supervisor	9
5.6	Operations Supervisor	9
5.7	Environmental & Safety Manager	10
5.8	Program Administrator	11
6.0	Dissemination of the GBE Internal Reliability Compliance Program to GBE Employees; Employee Training on the Reliability Compliance Program	12
7.0	Employees May Raise Any Complaints, Questions, Issues or Concerns Regarding Reliability Compliance Matters with Compliance Program Officials	13
8.0	Impact of Reliability Compliance Performance on Employee Status and Compensation and Disciplinary Actions	15
9.0	Review of, and Response to, Noncompliances with Reliability Standards and with the Internal Reliability Compliance Program	16
10.0	Internal Self-Audits of Compliance with Applicable Reliability Standards	17
11.0	Semi-Annual Reviews of the Internal Reliability Compliance Program	18
12.0	Mapping of Applicable Reliability Standards to Reliability Compliance Procedures	19
13.0	Approval and Revision History	20

1.0 Scope of Internal Reliability Compliance Program

This document is the Internal Reliability Compliance Program (ICP) of Grain Belt Express Clean Line LLC (GBE) for compliance with Reliability Standards adopted by the North American Electric Reliability Corporation (NERC) and Regional Reliability Standards adopted by the Southwest Power Pool Regional Entity (SPP RE), SERC Reliability Corporation (SERC), Midwest Reliability Organization (MRO), and Reliability First Corporation (RFC) (collectively, “Regional Entities”), in each case as approved by the Federal Energy Regulatory Commission (FERC) pursuant to the Federal Power Act, that are applicable to GBE in its ownership and operation of its electric transmission line and related Bulk Electric System (BES) facilities. The FERC-approved NERC Reliability Standards and Regional Reliability Standards that are applicable to GBE are referred to collectively in this ICP as the “Reliability Standards.”

GBE is registered with NERC as a registered entity for the reliability functions of some or all of the following functions: Balancing Authority (BA), Planning Coordinator (PC), Transmission Owner (TO), Transmission Operator (TOP), Transmission Planner (TP) and Transmission Service Provider (TSP), and is subject to the requirements of Reliability Standards that are applicable to BAs, PCs, TOs, TOPs, TPs and TSPs. Additionally, GBE will contract services with an existing NERC Reliability Coordinator (RC), likely to be PJM.

This GBE ICP: (i) states the overall Compliance Policy and Principles of GBE and its parent organizations concerning compliance with the Reliability Standards; (ii) describes the organizational structure of the GBE ICP and the responsibilities of individuals within GBE and its parent organizations with respect to the GBE ICP; and (iii) sets forth the specific program elements and procedures of the GBE ICP. The GBE ICP also identifies the detailed operating procedures, protocols and other rules (Reliability Compliance Procedures) by which GBE achieves, documents and demonstrates compliance with the Reliability Standards. Those Reliability Compliance Procedures are located within the GBE Reliability Compliance Manual, which consists of the procedures, protocols and other rules by which GBE achieves, documents and demonstrates compliance with the individual Reliability Standards applicable to GBE in its registered functions as a BA, PC, RC, TO, TOP, TP and TSP.

This GBE ICP does not address GBE’s compliance with other laws, regulations, codes and standards applicable to GBE, such as FERC Standards of Conduct and environmental laws and regulations and occupational health and safety laws and regulations of the federal government and the states in which GBE’s operations and facilities are located.

The implementation of the GBE ICP is subject at all times to the provisions of the Code of Business Conduct and Ethics of Clean Line Energy Partners LLC (Clean Line). Clean Line and GBE intend for there to be no conflicts or inconsistencies between the GBE ICP and the Clean Line Code of Business Conduct and Ethics.

2.0 Authority for Approval and for Revisions

The GBE ICP is approved, under authority of the Clean Line Board of Directors, by the Clean Line President and CEO and the Corporate Compliance Program Officer (CCPO). All revisions to this GBE ICP shall be approved, by signature, by both the Clean Line President and CEO and the CCPO. Approval of revisions shall be recorded, with approval and (if different) effective dates, in the Approval and Revision History in Section 13.0.

3.0 Reliability Compliance Policy and Principles

It is the policy of GBE and its parent organizations: (i) to proactively achieve and maintain compliance with all Reliability Standards applicable to GBE; (ii) to proactively achieve and maintain an overall culture of compliance at GBE; and (iii) that GBE, its parent organizations and their employees shall conduct their operations and activities to achieve these objectives. This policy is supported by the following ten Reliability Compliance Principles:

1. Compliance with applicable Reliability Standards is the responsibility of the management and all employees of GBE, of the management and all employees of GBE's parent organizations who are assigned responsibilities in this ICP, and, with appropriate notice, of third-party contractors and other providers of services and products to GBE at the GBE site.
2. Senior management of GBE and its parent organizations will be actively involved in achieving, monitoring and maintaining compliance with applicable Reliability Standards.
3. Under no circumstances will GBE knowingly not comply with an applicable Reliability Standard for economic reasons. That is, GBE will not violate an applicable Reliability Standard as a matter of economic choice because it is less costly or more remunerative to GBE to not comply with the Reliability Standard than it is to comply.
4. GBE will be provided with sufficient resources, including management and employee time, to carry out compliance activities, including training, internal self-auditing, and compliance program reviews. The need for, and allocation of, sufficient resources for compliance activities will be expressly recognized in the business planning and budgeting processes of GBE and its parent organizations.
5. GBE shall maintain appropriate data, documentation and other records to demonstrate compliance with applicable Reliability Standards in accordance with the requirements and measures of the applicable Reliability Standards and the provisions of the NERC and the Regional Entities' Compliance Monitoring and Enforcement Programs.
6. Employees of GBE and of its parent organizations are encouraged to promptly detect and report possible noncompliances with applicable Reliability Standards and with GBE Reliability Compliance Procedures, and to participate in corrective actions and remediation to prevent recurrence.
7. Employees of GBE and its parent organizations will act in a professional manner and with respect at all times in their interactions with representatives of NERC and the Regional Entities. The responses of GBE

and its parent organizations to requests for data and information from NERC and the Regional Entities in the performance of their compliance monitoring and enforcement responsibilities will be complete and truthful.

8. An employee's performance in achieving and maintaining compliance with applicable Reliability Standards will be a factor taken into account by management in employment status, advancement and compensation determinations, along with, and on a comparable basis as, other elements of performance evaluation such as achievement of economic and operational performance objectives and health and safety objectives.
9. Similarly, employee actions or inactions that result in noncompliance with an applicable Reliability Standard, or with a GBE Reliability Compliance Procedure, shall be subject to disciplinary actions in the same manner as is noncompliance with other laws and regulations applicable to GBE's operations and noncompliance with other GBE policies, procedures, protocols and rules, up to, and including in appropriate circumstances, termination of employment.
10. GBE shall establish and maintain channels by which employees may in good faith raise and express complaints, questions, issues and concerns with respect to compliance with applicable Reliability Standards and with GBE Reliability Compliance Procedures. All employees shall have access to the Corporate Compliance Program Officer and the Clean Line President and CEO to raise compliance-related complaints, questions, issues and concerns, without fear of retaliation or adverse consequences in employment status or compensation, except in regards to the employee's personal involvement in any noncompliance, or actions or inactions resulting in noncompliance, with an applicable Reliability Standard or with a GBE Reliability Compliance Procedure. All such complaints, questions, issues and concerns raised by an employee will be subject to the strict non-retaliation policy set forth in the Clean Line Code of Business Conduct and Ethics.

4.0 GBE and its Parent Organizations

GBE is a limited liability company that owns and operates a high voltage direct current electric transmission line and related facilities, including three converter stations, that originates in Ford County, Kansas, crosses the states of Kansas, Missouri, and Illinois, and terminates at an interconnection point with the transmission grid of the PJM Interconnection LLC in Sullivan County, Kansas. The ultimate parent company of GBE is Clean Line. For purposes of this ICP, Clean Line is a “parent organization” of GBE.

5.0 Positions in the GBE ICP

While compliance with applicable Reliability Standards is the responsibility of all employees of GBE, the positions described below have been created to perform, or assigned, specific responsibilities in the GBE ICP. **Attachment 1** to this ICP is the organization chart for the GBE ICP.

5.1 Clean Line Board of Directors

The Clean Line Board of Directors (Board) is comprised of representatives of the owners of Clean Line. The Board manages the affairs of Clean Line and its subsidiary companies, including GBE, similar to the manner in which a board of directors governs a corporation. As such, the Board has ultimate oversight responsibility with respect to the matters described in the GBE ICP

5.2 Clean Line President and CEO

The Clean Line President and CEO is the senior executive responsible for the operations and performance of Clean Line and its subsidiary companies, including GBE. As such, the Clean Line President and CEO is the senior executive with responsibilities for the overall compliance by GBE with applicable Reliability Standards and for implementation of the GBE ICP. The Clean Line President and CEO reports directly to the Clean Line Board, and is responsible for reporting to the Clean Line Board, on both a regular, periodic basis and as specific developments and occurrences warrant, on GBE's performance with respect to compliance with applicable Reliability Standards and implementation of the GBE ICP. The Clean Line President and CEO and/or the Corporate Compliance Program Officer will provide a report on reliability compliance matters to the Clean Line Board in connection with each regular meeting of the Clean Line Board.

The GBE Corporate Compliance Program Officer is the [position] of [company] and reports directly to the Clean Line President and CEO. The GBE Reliability Compliance Manager is the [position] of GBE and also reports directly to the Clean Line President and CEO, including with respect to reliability compliance matters.

5.3 Corporate Compliance Program Officer

The [position] of [company] is the Corporate Compliance Program Officer in the GBE ICP. The CCPO has oversight of the GBE ICP. The CCPO reports directly to the Clean Line President and CEO. The GBE Reliability Compliance Manager is the [position] of GBE and reports directly to the CCPO with respect to reliability compliance matters, and to the Clean Line President and CEO with respect to reliability compliance and other matters. The CCPO also is responsible for

reporting to the Clean Line Board, on both a regular, periodic basis and as specific developments and occurrences warrant, on GBE's performance with respect to compliance with applicable Reliability Standards and implementation of the GBE ICP. The responsibilities of the CCPO include:

- (i) Implementation of the GBE ICP at the parent organization level.
- (ii) Direct supervision and oversight of implementation of the GBE ICP from the parent organization level.
- (iii) Approval of changes to the GBE ICP, subject to review and approval by the Clean Line President and CEO and review and consent by the Clean Line Board.
- (iv) Oversight and approval, after consultation with the Clean Line President and CEO, of semi-annual reviews of the GBE ICP, including any proposed revisions or corrective actions resulting from a semi-annual review.
- (v) Approval, after consultation with the Clean Line President and CEO, of the results of semi-annual internal self-audits of GBE's compliance with applicable Reliability Standards, including any proposed corrective actions resulting from an internal self-audit.
- (vi) Supervision of the preparation and approval, after consultation with the Clean Line President and CEO, of GBE's response to any Notices of Possible Violation, Alleged Violation, Confirmed Violation, Penalty or Sanction, or Remedial Action Directive, and approval of the submission of any Mitigation Plan or other plan for mitigating activities, to a Regional Entity or to NERC.
- (vii) Investigation and resolution of any complaints, questions, issues or concerns raised or submitted by GBE employees (or any other individual or entity) with respect to the implementation of the GBE ICP or to any other matters relating to compliance with applicable Reliability Standards.
- (viii) Presentation of regular reports on reliability compliance matters to the Clean Line President and CEO at least once per calendar quarter, as well as other reports to the Clean Line President and CEO on reliability compliance matters as warranted by events and circumstances.

5.4 Reliability Compliance Manager (RCM)

The Reliability Compliance Manager (RCM) is the [position] of GBE. [Note: If possible, the RCM is supposed to be someone not involved in "production" operations that must comply with the Reliability Standards.] The RCM reports directly to the CCPO and also reports directly to the Clean Line President and CEO, including with respect to reliability compliance matters. The RCM also has

direct access to the Clean Line Board to report and discuss reliability compliance matters as needed.

The RCM is responsible for compliance with applicable Reliability Standards in the operations of GBE on an ongoing, day-to-day basis; and for implementation of this ICP on an ongoing, day-to-day basis. These responsibilities include:

- (i) Initiation and performance of semi-annual internal self-audits of GBE's compliance with applicable Reliability Standards, including identification and initial development of any proposed corrective actions resulting from an internal self-audit.
- (ii) With oversight by the CCPO, performance of semi-annual reviews of the GBE ICP, including identification of the need for, and initial development of, any proposed modifications or corrective actions resulting from a semi-annual review.
- (iii) Development of training materials and other information, and execution of regular training of, and other dissemination of information to, GBE employees concerning the ICP, and reliability compliance matters generally.
- (iv) Dissemination of information, including training if applicable, concerning the ICP and reliability compliance matters generally, to third-party contractors and other providers of services and products to GBE or for GBE facilities.
- (v) Preparation of GBE's responses to any compliance monitoring and enforcement processes initiated by a Regional Entity or by NERC, such as spot checks, self-certification requests and compliance audits.
- (vi) Initial development of GBE's response to any Notices of Possible Violation, Alleged Violation, Confirmed Violation, Penalty or Sanction, or to any Remedial Action Directive, and of any Mitigation Plan, mitigating activities, or other actions undertaken as part of the NERC Find, Fix and Track or Compliance Exceptions programs.
- (vii) Implementation and performance of GBE's self-reporting and self-logging programs.
- (viii) Initial preparation and submission of budget and off-budget-cycle requests for resources needed for implementation of the ICP.
- (ix) Review and approval of all GBE Reliability Compliance Procedures, including revisions to such Reliability Compliance Procedures.

- (x) Ensuring that staff members at the GBE site have sufficient time and resources to complete their assigned responsibilities with respect to reliability compliance matters.
- (xi) Performing, pursuant to delegation by the Clean Line President and CEO, the function and responsibilities of “Senior Manager” for purposes of GBE’s compliance with applicable requirements of NERC Critical Infrastructure Protection Reliability Standards, pursuant to Requirement R.2 of Reliability Standard CIP-003.
- (xii) Approval of responses to NERC Alerts prepared by the Maintenance Supervisor and/or Operations Supervisor. The RCM shares responsibility for acknowledgment of NERC Alerts and preparation and submittals of responsibilities to NERC Alerts, with the Operations Supervisor and Maintenance Supervisor.

Because the RCM is also, in his/her capacity as [position], responsible for other physical operations and for economic performance of GBE, the Clean Line Board and the Clean Line President and CEO expressly recognize that the responsibilities of the RCM are separate responsibilities from the responsibilities of the [position], and that the responsibilities of the [position] shall not conflict with nor take precedence over the responsibilities of the RCM. [This paragraph not needed if the RCM does not also have “production” responsibilities.]

5.5 Maintenance Supervisor

In addition to the responsibilities for compliance with applicable Reliability Standards expected of all employees at GBE, the GBE Maintenance Supervisor has the following duties relative to GBE’s compliance with Reliability Standards.

- (i) Preparation of and periodic review of (including identification of the need for revisions to), GBE Reliability Compliance Procedures, including preparation of any revisions to Reliability Compliance Procedures.
- (ii) Preparation and submittal of monthly Misoperations and Compliance Enforcement Program reports as required by a Regional Entity.
- (iii) Preparation of responses for all Self-Certifications requested by a Regional Entity or by NERC.
- (iv) Acknowledgement and preparation of responses to NERC Alerts. This responsibility is shared and coordinated with the RCM and the Operations Supervisor.
- (v) Approval of acknowledgements and responses to NERC Alerts in the absence of the RCM.

5.6 Operations Supervisor

In addition to the responsibilities for compliance with applicable Reliability Standards expected of all employees at GBE, the GBE Operations Supervisor has the following duties relative to GBE's compliance with Reliability Standards:

- (i) Preparation of and periodic review of (including identification of the need for revisions to), GBE Reliability Compliance Procedures, including preparation of any revisions to Reliability Compliance Procedures.
- (ii) Review of all proposed responses to Self-Certifications required by a Regional Entity or by NERC, prior to submission. Preparation of all proposed responses to Self-Certifications in the absence of the Maintenance Supervisor.
- (v) Acknowledgement and preparation of responses to all NERC Alerts. This responsibility is shared and coordinated with the RCM and the Maintenance Supervisor.
- (vi) Periodic review and implementation of the Facility Ratings Methodology for GBE pursuant to Reliability Standard FAC-008 or any similar Reliability Standards or procedure which becomes mandatory; and submittal of the results of implementation of the methodology to the RCM for approval on at least an annual basis.
- (vii) Performing, or causing to be performed, consistent with Section 6.0 of this ICP, annual training for all GBE operational employees, including those employees who might be reasonably expected to fill in for an operations employee. If another GBE employee, or a vendor, provides this training, it will be done with the review and concurrence of the RCM.

5.7 Environmental & Safety Manager

In addition to the responsibilities of for compliance with Reliability Standards expected of all employees at GBE, the GBE Environmental & Safety Manager (E&S Mgr) has the following duties relative to GBE's compliance with Reliability Standards:

As assigned by the RCM, the E&S Mgr has the responsibility to participate in: (i) the periodic reviews of the GBE ICP; and (ii) the periodic internal self-audits of GBE's compliance with Reliability Standards. Because the E&S Mgr does not have direct responsibility for maintenance and testing or production at GBE, he/she is in a unique position to review GBE's reliability compliance activities in an independent and unbiased manner. Specifically, the responsibilities of the E&S Mgr include:

- (i) Participates in periodic reviews and internal self-audits conducted in accordance with the GBE ICP.
- (ii) Periodically checks the “suggestion box” located [some where]. Any suggestions, complaints, questions, issues or concerns regarding reliability compliance matters left in the “suggestion box” will be reviewed and forwarded by the E&S Mgr to the RCM and the CCPO for further action in accordance with Section 7.5 of the ICP.

5.8 Program Administrator

In addition to the responsibilities for compliance with Reliability Standards expected of all employees at GBE, the GBE Program Administrator has the following duties relative to GBE’s compliance with Reliability Standards:

- (i) Ensures that all documentation of compliance-related activities is forwarded to the online Fileroom.
- (ii) Control of all Controlled Procedure Manuals, in particular, and relevant to the GBE ICP, the Reliability Compliance Manual. In order to verify compliance for an entire compliance audit period, the RCM’s copy of the Reliability Compliance Manual will contain all versions of the Reliability Compliance Procedures that were in effect during that period. If necessary, a secondary book will be added to accommodate previous versions. All versions must be maintained consistent with the GBE File Retention Policy. Absent such a policy, copies of all versions must be maintained.
- (iii) Tracking all required training and reading activities (i) required for compliance with Reliability Standards, (ii) required by this ICP, or (iii) assigned by the RCM each January, in each case to completion, and filing the records of completion in Compliance Suite or an equivalent software system.
- (iv) Maintaining **Attachment 2** to the ICP on a current basis.

6.0 Dissemination of the GBE ICP to GBE Employees; Employee Training on the Reliability Compliance Program

6.1 The GBE ICP shall be provided to: (i) each employee of GBE promptly following the initial effective date of the program; and (ii) to all new employees of GBE promptly following commencement of their employment. The program may be provided to employees either in paper copy or in electronic format readily accessible to the employee. Each employee shall be required to sign a statement that he/she has received, read, and had the opportunity to ask questions about the program. The signed statement shall be provided either in paper form or through an on-line system that allows the employee to make the required statements electronically.

6.2 GBE employees shall be timely notified of any revisions to the GBE ICP. The notification shall include a brief summary of the nature and purpose of the revision and shall inform employees as to how or where they can obtain or review the revised program document, either in paper copy or electronically. Each employee shall be required to sign a statement that he/she has received, read, and had the opportunity to ask questions about, the notice of revision. The signed statement shall be provided either in paper form or through an on-line system that allows the employee to make the required statements electronically.

6.3 Copies of this GBE ICP shall be readily accessible to GBE employees at each GBE employee location, in either or both paper copy or electronic format.

6.4 A minimum of four (4) hours of training shall be provided to each GBE employee annually on the GBE ICP and other reliability compliance matters. The coverage of the training sessions, and the specific training materials, for each quarter shall be developed by the RCM and approved by the CCPO. Training may be provided in group sessions, through on-line programs which the employee can use on an individual basis, or using these two delivery methods in combination. Paper or electronic records shall be maintained to show that each employee has completed the required hours of training annually; such records shall be signed by the employee and by the RCM or his/her designee. The records of training completion shall be maintained in compliance with any applicable NERC requirements.

6.5 The training required by Section 6.4 shall be in addition to training provided to employees (i) in compliance with requirements of applicable Reliability Standards, or (ii) on specific GBE Reliability Compliance Procedures.

7.0 Employees May Raise Any Complaints, Questions, Issues or Concerns Regarding Reliability Compliance Matters with Compliance Program Officials

7.1 All employees of GBE are entitled, and encouraged, to raise, in good faith, any complaints, questions, issues or concerns regarding the GBE ICP, compliance or non-compliance with applicable Reliability Standards at GBE, or any other matters relating to Reliability Standards compliance at GBE, to Compliance Program officials or other members of management. Employees may raise any complaints, questions, issues or concerns without fear of retaliation or adverse employment consequences concerning the employee's job status or position, advancement, or compensation. However, the protection against adverse employment consequences does not apply to prohibit disciplinary actions or other employment-related actions concerning an employee who is personally involved in an action or inaction that results in a noncompliance with an applicable Reliability Standard or a failure to comply with a GBE Reliability Compliance Procedure.

7.2 Employees may submit complaints, questions, issues or concerns on an anonymous basis at the employee's option, recognizing that if a complaint, question, issue or concern is submitted anonymously, it may not be possible to submit a response directly to the employee.

7.3 Employees are encouraged to raise complaints, questions, issues or concerns, including those which may indicate a possible violation of or noncompliance with an applicable Reliability Standard or with a GBE Reliability Compliance Procedure, when they are first identified, rather than waiting or delaying, as the matter may grow in scope or severity if not reported promptly.

7.4 Employees may raise complaints, questions, issues or concerns by any of the following means:

- (i) Leaving a written message in the "suggestion box" located [some place].
- (ii) Sending an e-mail to the following e-mail address which has been established to receive complaints, questions, issues and concerns regarding reliability compliance matters: XXXXX.com. This e-mail address will be monitored by the CCPO.
- (iii) By speaking directly with the RCM.
- (iv) By speaking directly with the employee's immediate supervisor.
- (v) By calling the CCPO at [phone number] or the Clean Line President and CEO at [phone number].

(vi) By contacting the Clean Line [Human Resources Officer] at [phone number], or any other officer of Clean Line or GBE.

7.5 All employee complaints, questions, issues and concerns submitted through any of the means listed in Section 7.4 shall be brought to the attention of the RCM and the CCPO. The CCPO shall have principal responsibility for preparation and delivery of a response to the complaint, question, issue or concern, but may assign to the RCM responsibility to (i) investigate the basis for the complaint, question, issue or concern, (ii) prepare a proposed response to the complaint, question, issue or concern, and/or (iii) develop any proposed actions that may be necessary to address the complaint, question, issue or concern.

7.6 The CCPO and the RCM shall promptly bring to the attention of the Clean Line President and CEO, all complaints, questions, issues and concerns of higher significance or urgency as they are received.

8.0 Impact of Reliability Compliance Performance on Employment Status and Compensation and Disciplinary Actions

8.1 A GBE employee's performance in complying with the ICP, and in achieving and maintaining compliance with applicable Reliability Standards and with GBE Reliability Compliance Procedures, will be a factor taken into account by management in performance evaluations, including in determinations as to the employee's employment status, compensation, and advancement to or eligibility for other positions. Such evaluations and determinations shall be made, along with and on a comparable basis as other elements of performance evaluation such as achievement of economic and operational performance objectives and health and safety objectives, and shall be included in the employee's performance reviews.

8.2 Actions or inactions of GBE employees that result in noncompliance with an applicable Reliability Standard, or in noncompliance with a GBE Reliability Compliance Procedure, shall be subject to disciplinary actions in the same manner as is noncompliance with other laws and regulations applicable to GBE's operations and noncompliance with other GBE policies, procedures, protocols and rules, up to, and including in appropriate circumstances, termination of employment.

9.0 Review of and Response to Noncompliances with Reliability Standards and with the Internal Reliability Compliance Programs

9.1 The RCM shall be responsible for initial investigation and development of a response to any of the following occurrences at the GBE site: (1) a potential or actual noncompliance with an applicable Reliability Standard, (2) a noncompliance with a GBE Reliability Compliance Procedure, and (3) a noncompliance with the GBE ICP. The investigation and response, including any mitigation plan and/or other corrective action, shall address the following issues:

- (i) the cause of the noncompliance,
- (ii) the actions required to correct the noncompliance,
- (iii) the actions to be taken to correct the cause of the noncompliance,
- (iv) the actions to be taken to prevent recurrence of the noncompliance, and
- (v) the schedule or timetable for any actions under (ii), (iii) and (iv).

9.2 If the potential or actual noncompliance being investigated is of an applicable Reliability Standard, as soon as the investigation has concluded that a Reliability Standard has been violated, a self-report shall be filed with the applicable Regional Entity. If a mitigation plan or other plan for mitigating activities cannot be developed in time to submit with the self-report, the mitigation plan or other plan for mitigating activities will be developed promptly thereafter and be submitted to the applicable Regional Entity as soon as is reasonably possible under the circumstances of the noncompliance.

9.3 The CCPO shall review and, based on consultation with the Clean Line President and CEO, approve, the results of the investigation conducted and response developed pursuant to section 9.1.

9.4 The RCM shall be responsible for managing and monitoring, as appropriate, the timely completion of the actions identified in the investigation of and response to a noncompliance. The RCM shall report to the CCPO when the actions identified in the investigation of and response to the noncompliance are completed as well as at any milestone dates as required by the mitigation plan, mitigating activities, and/or other corrective action.

10.0 Semi-Annual Internal Self-Audits of Compliance with Applicable Reliability Standards

10.1 Two times per year, the RCM shall cause an internal self-audit to be performed of GBE's compliance with all Reliability Standards applicable to GBE. Each semi-annual internal self-audit shall be performed no less than 5 months, and no more than 7 months, after the previous internal self-audit.

10.2 The performance of a review for purposes of a Self-Certification required by a Regional Entity or by NERC with respect to one or more applicable Reliability Standards satisfies the requirement for an internal self-audit for compliance with the Reliability Standards covered by the Self-Certification, if the review for the Self-Certification occurs within the time period specified in Section 10.1.

10.3 Prior to initiating an internal self-audit, the RCM shall consult with the CCPO and, if appropriate, the Clean Line President and CEO, to determine if external consultants, or employees from other Clean Line portfolio companies, should be used as part of the internal self-audit team. Use of consultants or of personnel from other Clean Line companies shall be approved by the CCPO.

10.4 In order that GBE plant personnel may devote sufficient attention to the internal self-audit, the internal self-audit will be scheduled so as not to conflict with scheduled major activities such as maintenance outages. Should it appear that operational activities may interfere with the ability to conduct a thorough internal self-audit, outside personnel, such as consultants or employees from a GBE parent organization or another Clean Line company, may be used in lieu of or in addition to GBE employees to perform the internal self-audit. If personnel from a GBE parent organization or another Clean Line company are used in performance of the internal self-audit, at least one of those persons will be from a facility having responsible for compliance with NERC Reliability Standards.

10.5 The results of each internal self-audit shall be documented in a report which shall be provided to, and approved by, the CCPO. The approved report shall be provided to the Clean Line President and CEO and to the Clean Line Board.

10.6 Any noncompliances with applicable Reliability Standard discovered in the internal self-audit, and corrective actions, shall be addressed in accordance with Section 9.0 as well as reported to the applicable Regional Entity or NERC as required.

11.0 Semi-Annual Reviews of the ICP

11.1 Two times per year, approximately 6 months apart, the CCPO shall cause to occur, and shall participate in, a review of the GBE ICP.

11.2 The CCPO shall be responsible for the performance of the semi-annual reviews of the ICP. Prior to initiating a semi-annual review, the CCPO shall consider, and shall consult with the RCM and with the Clean Line President and CEO as appropriate, whether external consultants, or employees from other Clean Line portfolio companies, should participate as part of the review team.

11.3 The semi-annual reviews of the ICP shall address both (i) whether the existing program has been complied with since the previous review, and (ii) whether any revisions should be made prospectively to the program.

11.4 A semi-annual review of the ICP shall result in a report which shall (i) describe the manner in which the review was conducted, (ii) identify any noncompliances with the program and actions taken to address the noncompliance(s), (iii) state a conclusion or conclusion(s) as to whether the program is continuing to function effectively overall and whether any changes to the program should be made, and (iv) describe any changes that are recommended to be made and a timeline(s) for making the change(s).

11.5 Each report of a semi-annual review of the ICP shall be approved by the CCPO and copies provided to the Clean Line President and CEO and to the Clean Line Board. The CCPO and the Clean Line President and CEO shall make a presentation to the Clean Line Board at its next regular meeting following completion of the semi-annual review and report.

11.6 Any findings in a semi-annual review of the ICP that the program has not been complied with, and the corrective actions, shall be addressed in accordance with Section 9.0

12.0 Mapping of Applicable Reliability Standards to Reliability Compliance Procedures

Attachment 2 to this ICP lists (1) each Reliability Standard and, where applicable, the individual Requirements of each Reliability Standard, that is applicable to GBE in its registered functions as a GO and a GOP; (2) for each Reliability Standard and individual Requirement, the GBE Reliability Compliance Procedure by which GBE achieves, documents and demonstrates compliance with the Reliability Standard or Requirement; and (3) the GBE employee position or positions assigned responsibility for GBE's operations pursuant to each Reliability Compliance Procedure listed.

The Reliability Compliance Procedures are contained in the Reliability Compliance Manual, copies of which are available at the GBE plant site.

Attachment 2 shall be promptly revised to reflect the addition or removal of Reliability Standards and Requirements that are applicable to GBE; the addition or removal of GBE Reliability Compliance Procedures; adoption of revisions to or new versions of Reliability Compliance Procedures; and changes in GBE employee position responsibility for GBE's operations pursuant to a Reliability Compliance Procedure. The Program Administrator shall be responsible for maintaining **Attachment 2** on a current basis.

13.0 Approval and Revision History

Revision	Description	Date Approved	Date Effective
Rev. 0	Original program		

Executive Approvals

Revision 0

By: _____
Clean Line President and CEO

Date:

By: _____
Corporate Compliance Program Officer

Date:

Attachment 1 – Internal Compliance Program Organization Chart

Attachment 2 – Reliability Standards Compliance Matrix

Reliability Standard	BA	PC	RC	TO	TOP	TP	TSP	Requirement Number	Requirement Text	Responsible Party	GBE Reliability Compliance Procedure

[This table lists: (1) each applicable Reliability Standard, (2) each applicable Requirement of the Standard and the text of the Requirement based on the most up to date applicable standards published by NERC (<http://www.nerc.com/pa/Stand/Pages/AllReliabilityStandards.aspx?jurisdiction=United%20States>); the reliability function (BA, PC, RC, TO, TOP, TP and/or TSP) that the Requirement applies to; (3) the position (“Responsible Party”) in the GBE organization that has responsibility for compliance; and (4) the GBE Reliability Compliance Procedure that details the tasks and procedures that will be followed to maintain compliance with the requirements.]