

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (MOU) is entered into by and between the Outer Continental Shelf (OCS) Governors Coalition ("Coalition") and Consumer Energy Alliance ("CEA"). The OCS Governors Coalition is a group of eight U.S. state governors, allied in their support for expanded offshore energy resource development. CEA is a nonprofit, nonpartisan, 501(c)(4) organization whose mission is to promote a thoughtful, balanced U.S. energy policy that ensures affordable, accessible supplies of energy for American consumers.

A. Purpose

Pursuant to Article VII of the bylaws of the OCS Governors Coalition, CEA must enter into a Memorandum of Understanding with the OCS Governors Coalition if its relationship with the OCS Governors Coalition is to exceed 30 days. CEA and the OCS Governors Coalition have agreed to maintain a relationship that will last beyond a 30-day time period, and therefore have entered into this MOU. This MOU serves to stipulate the respective roles of each party as they relate to CEA's participation in the OCS Governors Coalition.

B. Roles and Responsibilities

Pursuant to Article III of the bylaws of the OCS Governors Coalition, CEA is not eligible for membership in the Coalition and subsequently cannot be conferred voting rights in the Coalition. However, pursuant to Article VII of the bylaws, the OCS Governors Coalition can allow non-voting entities, including non-governmental organizations such as CEA, to maintain certain designated roles and participate in certain functions of the OCS Governors Coalition at the discretion of the Chairman. The Chairman has the authority under the bylaws to stipulate the terms of this relationship.

Below are the roles and responsibilities as stipulated by the OCS Governors Coalition Chairman, the Office of Governor Sean Parnell.

Roles and Responsibilities: Consumer Energy Alliance

- Consumer Energy Alliance does not maintain the right to vote nor can be classified as a member of the Coalition.
- Consumer Energy Alliance is designated the role of volunteer staff for the Coalition, which includes the following responsibilities:
 - Maintaining frequent conversation with the Chairman's designated staff to ensure all responsibilities are met in a timely fashion.
 - Designing, scheduling and executing all future meetings of the Coalition, including face-to-face meetings of the governors and/or their staff, and teleconferences as well as Coalition participation at non-Coalition events (e.g. congressional hearings, media engagements, etc.).

- Executing all day-to-day administrative, writing and research needs of the Coalition as dictated and overseen by the Chairman or Vice Chairman of the Coalition, including issue briefs, meeting minutes, and website content.
- Assisting in the conceptualization and execution of all internal and external communication and media engagement of the Coalition.
- Developing and managing a website and other electronic communications for the Coalition (e.g. regular newsletter).
- Coordinating with the members of the Coalition to expand the membership to other eligible members or states who seek observer status within the Coalition.
- Managing the Coalition's finances and dues payments at the strict supervision of the Chairman.
- Assisting in other appropriate means as stipulated by the Chairman.

Roles and Responsibilities: OCS Governors Coalition Chairman:

- In his/her role as Chair of the OCS Governors Coalition, the Chair is responsible for managing CEA and its role as voluntary staff, by:
 - Identifying staff within the Chairman's office that agrees to serve as the principal managers with CEA.
 - Maintaining consistent communication with identified CEA staff and overseeing all activities performed by CEA in pursuit of objectives identified by this MOU.
 - Reviewing periodically this MOU with CEA to ensure all parties are properly fulfilling their designated roles.
 - Coordinating revisions of this MOU if the Chair or CEA determines additional clarification is needed on the roles and responsibilities of each party.
- Roles and responsibilities of the Chair outside of this MOU are stipulated in the bylaws of the Coalition.

C. Timeframe & Termination

This MOU will commence on _____ and does not include a termination date.

Termination of the MOU must be agreed by a majority vote of the Coalition members. If the Coalition votes to terminate this MOU and its relationship with CEA, the Chair must notify CEA of its intent 90 days prior to termination. Upon notification of termination, CEA will work with the Chair to end its operations and ensure a smooth transition of the staffing of the Coalition from CEA to another entity as designated by the Coalition.

D. **Agreement**

This Memorandum of Understanding is the complete agreement between the Outer Continental Shelf Governors Coalition and Consumer Energy Alliance and may only be amended by written agreement signed by each of the parties involved.

Outer Continental Shelf Governors Coalition

Authorized Official: _____
Signature Name and Title

Address: _____

Telephone: _____

Email Address: _____

Consumer Energy Alliance

Authorized Official: _____
Signature Name and Title

Address: _____

Telephone: _____

Email Address: _____