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Form 990

Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☒ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

3353 PEACHTREE ROAD NE SUITE 600

City or town, state or country, and ZIP + 4

ATLANTA, GA 30326

F Name and address of principal officer

MICHAEL A WALKER

3353 PEACHTREE ROAD NE SUITE 600

ATLANTA,GA 30326

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) ( 6 ) ☐ (insert no ) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW.NERC.COM

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation

2006

M State of legal domicile

NJ

| Part I                                                                                                                | Summary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
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| Activities & Governance                                                                                               | <div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>COORDINATING, PROMOTING, AND COMMUNICATING THE RELIABILITY OF THE BULK POWER SYSTEM OF NORTH AMERICA, BY SETTING AND ENFORCING STANDARDS, ANALYZING SYSTEM EVENTS, AND ASSESSING AND REPORTING ON THE ADEQUACY OF THE BULK POWER SYSTEM</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
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|                                                                                                                       | <div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
|                                                                                                                       | <table><tr><td><div><div>3</div><div>Number of voting members of the governing body (Part VI, line 1a)</div></div></td><td><div>12</div></td></tr><tr><td><div><div>4</div><div>Number of independent voting members of the governing body (Part VI, line 1b)</div></div></td><td><div>11</div></td></tr><tr><td><div><div>5</div><div>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</div></div></td><td><div>202</div></td></tr><tr><td><div><div>6</div><div>Total number of volunteers (estimate if necessary)</div></div></td><td><div>2,319</div></td></tr><tr><td><div><div>7a</div><div>Total unrelated business revenue from Part VIII, column (C), line 12</div></div></td><td><div>0</div></td></tr><tr><td><div><div>7b</div><div>Net unrelated business taxable income from Form 990-T, line 34</div></div></td><td><div>0</div></td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <div><div>3</div><div>Number of voting members of the governing body (Part VI, line 1a)</div></div> | <div>12</div>             | <div><div>4</div><div>Number of independent voting members of the governing body (Part VI, line 1b)</div></div> | <div>11</div>                                                                                    | <div><div>5</div><div>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</div></div> | <div>202</div>        | <div><div>6</div><div>Total number of volunteers (estimate if necessary)</div></div>                                 | <div>2,319</div>      | <div><div>7a</div><div>Total unrelated business revenue from Part VIII, column (C), line 12</div></div> | <div>0</div>                                                                                      | <div><div>7b</div><div>Net unrelated business taxable income from Form 990-T, line 34</div></div> | <div>0</div>          |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>3</div><div>Number of voting members of the governing body (Part VI, line 1a)</div></div>                   | <div>12</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>4</div><div>Number of independent voting members of the governing body (Part VI, line 1b)</div></div>       | <div>11</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>5</div><div>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</div></div>        | <div>202</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>6</div><div>Total number of volunteers (estimate if necessary)</div></div>                                  | <div>2,319</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>7a</div><div>Total unrelated business revenue from Part VIII, column (C), line 12</div></div>               | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>7b</div><div>Net unrelated business taxable income from Form 990-T, line 34</div></div>                     | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
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| Revenue                                                                                                               | <table><tr><th></th><th>Prior Year</th><th>Current Year</th></tr><tr><td><div><div>8</div><div>Contributions and grants (Part VIII, line 1h)</div></div></td><td><div>0</div></td><td><div>0</div></td></tr><tr><td><div><div>9</div><div>Program service revenue (Part VIII, line 2g)</div></div></td><td><div>39,784,274</div></td><td><div>46,490,443</div></td></tr><tr><td><div><div>10</div><div>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</div></div></td><td><div>20,793</div></td><td><div>-4,774</div></td></tr><tr><td><div><div>11</div><div>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</div></div></td><td><div>3,901</div></td><td><div>48,951</div></td></tr><tr><td><div><div>12</div><div>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</div></div></td><td><div>39,808,968</div></td><td><div>46,534,620</div></td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                     | Prior Year                | Current Year                                                                                                    | <div><div>8</div><div>Contributions and grants (Part VIII, line 1h)</div></div>                  | <div>0</div>                                                                                                   | <div>0</div>          | <div><div>9</div><div>Program service revenue (Part VIII, line 2g)</div></div>                                       | <div>39,784,274</div> | <div>46,490,443</div>                                                                                   | <div><div>10</div><div>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</div></div>  | <div>20,793</div>                                                                                 | <div>-4,774</div>     | <div><div>11</div><div>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</div></div>           | <div>3,901</div> | <div>48,951</div> | <div><div>12</div><div>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</div></div> | <div>39,808,968</div> | <div>46,534,620</div> |                                                                                                             |                       |                       |                                                                                        |                      |                       |
|                                                                                                                       | Prior Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Current Year                                                                                        |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>8</div><div>Contributions and grants (Part VIII, line 1h)</div></div>                                       | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <div>0</div>                                                                                        |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>9</div><div>Program service revenue (Part VIII, line 2g)</div></div>                                        | <div>39,784,274</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>46,490,443</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>10</div><div>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</div></div>                      | <div>20,793</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <div>-4,774</div>                                                                                   |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>11</div><div>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</div></div>           | <div>3,901</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <div>48,951</div>                                                                                   |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>12</div><div>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</div></div>   | <div>39,808,968</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>46,534,620</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| Expenses                                                                                                              | <table><tr><td><div><div>13</div><div>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</div></div></td><td><div>0</div></td><td><div>0</div></td></tr><tr><td><div><div>14</div><div>Benefits paid to or for members (Part IX, column (A), line 4)</div></div></td><td><div>0</div></td><td><div>0</div></td></tr><tr><td><div><div>15</div><div>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</div></div></td><td><div>21,395,265</div></td><td><div>25,799,443</div></td></tr><tr><td><div><div>16a</div><div>Professional fundraising fees (Part IX, column (A), line 11e)</div></div></td><td><div>0</div></td><td><div>0</div></td></tr><tr><td><div><div>b</div><div>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/>0</div></div></td><td></td><td></td></tr><tr><td><div><div>17</div><div>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</div></div></td><td><div>15,399,255</div></td><td><div>22,366,397</div></td></tr><tr><td><div><div>18</div><div>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</div></div></td><td><div>36,794,520</div></td><td><div>48,165,840</div></td></tr><tr><td><div><div>19</div><div>Revenue less expenses Subtract line 18 from line 12</div></div></td><td><div>3,014,448</div></td><td><div>-1,631,220</div></td></tr></table> | <div><div>13</div><div>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</div></div> | <div>0</div>              | <div>0</div>                                                                                                    | <div><div>14</div><div>Benefits paid to or for members (Part IX, column (A), line 4)</div></div> | <div>0</div>                                                                                                   | <div>0</div>          | <div><div>15</div><div>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</div></div> | <div>21,395,265</div> | <div>25,799,443</div>                                                                                   | <div><div>16a</div><div>Professional fundraising fees (Part IX, column (A), line 11e)</div></div> | <div>0</div>                                                                                      | <div>0</div>          | <div><div>b</div><div>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/>0</div></div> |                  |                   | <div><div>17</div><div>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</div></div>                     | <div>15,399,255</div> | <div>22,366,397</div> | <div><div>18</div><div>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</div></div> | <div>36,794,520</div> | <div>48,165,840</div> | <div><div>19</div><div>Revenue less expenses Subtract line 18 from line 12</div></div> | <div>3,014,448</div> | <div>-1,631,220</div> |
| <div><div>13</div><div>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</div></div>                   | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <div>0</div>                                                                                        |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>14</div><div>Benefits paid to or for members (Part IX, column (A), line 4)</div></div>                      | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <div>0</div>                                                                                        |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>15</div><div>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</div></div>  | <div>21,395,265</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>25,799,443</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>16a</div><div>Professional fundraising fees (Part IX, column (A), line 11e)</div></div>                     | <div>0</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <div>0</div>                                                                                        |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>b</div><div>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/>0</div></div> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                     |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>17</div><div>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</div></div>                       | <div>15,399,255</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>22,366,397</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>18</div><div>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</div></div>           | <div>36,794,520</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>48,165,840</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>19</div><div>Revenue less expenses Subtract line 18 from line 12</div></div>                                | <div>3,014,448</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <div>-1,631,220</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| Net Assets or Fund Balances                                                                                           | <table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td><div><div>20</div><div>Total assets (Part X, line 16)</div></div></td><td><div>33,185,695</div></td><td><div>28,596,769</div></td></tr><tr><td><div><div>21</div><div>Total liabilities (Part X, line 26)</div></div></td><td><div>30,391,715</div></td><td><div>17,259,009</div></td></tr><tr><td><div><div>22</div><div>Net assets or fund balances Subtract line 21 from line 20</div></div></td><td><div>2,793,980</div></td><td><div>11,337,760</div></td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                     | Beginning of Current Year | End of Year                                                                                                     | <div><div>20</div><div>Total assets (Part X, line 16)</div></div>                                | <div>33,185,695</div>                                                                                          | <div>28,596,769</div> | <div><div>21</div><div>Total liabilities (Part X, line 26)</div></div>                                               | <div>30,391,715</div> | <div>17,259,009</div>                                                                                   | <div><div>22</div><div>Net assets or fund balances Subtract line 21 from line 20</div></div>      | <div>2,793,980</div>                                                                              | <div>11,337,760</div> |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
|                                                                                                                       | Beginning of Current Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | End of Year                                                                                         |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>20</div><div>Total assets (Part X, line 16)</div></div>                                                     | <div>33,185,695</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>28,596,769</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>21</div><div>Total liabilities (Part X, line 26)</div></div>                                                | <div>30,391,715</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <div>17,259,009</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |
| <div><div>22</div><div>Net assets or fund balances Subtract line 21 from line 20</div></div>                          | <div>2,793,980</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <div>11,337,760</div>                                                                               |                           |                                                                                                                 |                                                                                                  |                                                                                                                |                       |                                                                                                                      |                       |                                                                                                         |                                                                                                   |                                                                                                   |                       |                                                                                                                       |                  |                   |                                                                                                                     |                       |                       |                                                                                                             |                       |                       |                                                                                        |                      |                       |

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

\*\*\*\*\*

Signature of officer

2012-04-30

Date

MICHAEL A WALKER SR VICE PRESIDENT AND CFO/CAO

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

JAMES M SAUSMER

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)

P00160662

EIN

13-1459550

Phone no

(732) 549-2800

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No  
If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No  
If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

| 4a | (Code                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | ) (Expenses \$ | including grants of \$ | ) (Revenue \$ | ) |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|------------------------|---------------|---|
|    | COORDINATING, PROMOTING, COMMUNICATING AND ENFORCING THE RELIABILITY OF THE BULK POWER SYSTEM OF NORTH AMERICA. NERC'S MEMBERS ARE THE EIGHT REGIONAL ENTITIES, LOAD SERVING ENTITIES, USERS, OWNERS AND OPERATORS OF THE BULK POWER SYSTEM, AS WELL AS LARGE AND SMALL END-USE CUSTOMERS AND GOVERNMENTAL REPRESENTATIVES. THE REGIONAL ENTITIES AND LOAD SERVING ENTITIES ACCOUNT FOR VIRTUALLY ALL THE ELECTRICITY SUPPLIED IN THE US, CANADA, AND A PORTION OF BAJA CALIFORNIA NORTE MEXICO. |                |                        |               |   |

**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )  
 ACTING AS THE ELECTRIC RELIABILITY ORGANIZATION OF THE UNITED STATES AS CERTIFIED BY THE FEDERAL ENERGY REGULATORY COMMISSION AND FOR CANADA AS RECOGNIZED BY APPLICABLE GOVERNMENT AND REGULATORY AUTHORITIES IN SUCH COUNTRIES

[illegible]

|           |                                                  |                        |               |   |
|-----------|--------------------------------------------------|------------------------|---------------|---|
| <b>4d</b> | Other program services (Describe in Schedule O ) |                        |               |   |
|           | (Expenses \$                                     | including grants of \$ | ) (Revenue \$ | ) |

Part IV

Checklist of Required Schedules

|     |                                                                                                                                                                                                                                                                                                             | Yes | No  |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1   | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .                                                                                                                                                                 | 1   | No  |
| 2   | Is the organization required to complete Schedule B, Schedule of Contributors(see instructions)? . . . .                                                                                                                                                                                                    | 2   | No  |
| 3   | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                                                                        | 3   | No  |
| 4   | <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                               | 4   |     |
| 5   | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III                                                                                 | 5   | Yes |
| 6   | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I                                                      | 6   | No  |
| 7   | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II                                                                                               | 7   | No  |
| 8   | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                                                                           | 8   | No  |
| 9   | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV                                                         | 9   | No  |
| 10  | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V                                                                                                        | 10  | No  |
| 11  | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable                                                                                                                                                              |     |     |
| a   | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.                                                                                                                                                                        | 11a | Yes |
| b   | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.                                                                                                      | 11b | No  |
| c   | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.                                                                                                      | 11c | No  |
| d   | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.                                                                                                                       | 11d | No  |
| e   | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.                                                                                                                                                                                      | 11e | Yes |
| f   | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.                                                             | 11f | Yes |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII                                                                                                                                                     | 12a | Yes |
| b   | Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional                                                                      | 12b | No  |
| 13  | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E                                                                                                                                                                                                           | 13  | No  |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? . . . .                                                                                                                                                                                                         | 14a | Yes |
| b   | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I . . . . . | 14b | Yes |
| 15  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV . . . .                                                                                         | 15  | No  |
| 16  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV . . . .                                                                                             | 16  | No  |
| 17  | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I                                                                                                                 | 17  | No  |
| 18  | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .                                                                                                                    | 18  | No  |
| 19  | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .                                                                                                                                              | 19  | No  |
| 20a | Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                                 | 20a | No  |
| b   | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> All Form 990 filers that operated one or more hospitals must attach audited financial statements . . . . .                                                                                   | 20b |     |

Part IV

Checklist of Required Schedules (continued)

|     |                                                                                                                                                                                                                                                                                            |     |     |    |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                          | 21  |     | No |
| 22  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                           | 22  |     | No |
| 23  | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .                | 23  | Yes |    |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i> . . . . . | 24a |     | No |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .                                                                                                                                                                                  | 24b |     |    |
| c   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                       | 24c |     |    |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .                                                                                                                                                                            | 24d |     |    |
| 25a | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                                                      | 25a |     |    |
| b   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .       | 25b |     |    |
| 26  | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                    | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . .            | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)                                                                                              |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                       | 28c | Yes |    |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>                                                                                                                                                                            | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                        | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                      | 32  |     | No |
| 33  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                      | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .                                                                                                                                         | 34  |     | No |
| 35a | Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?                                                                                                                                                                       | 35a |     | No |
| b   | Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                               | 35b |     | No |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                           | 36  |     |    |
| 37  | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>                                                       | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                               | 38  | Yes |    |

| Part V Statements Regarding Other IRS Filings and Tax Compliance                                |                                                                                                                                                                                                                                                                                                                                               |       | Yes | No |
|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                               |       |     |    |
| 1a                                                                                              | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.<br>.                                                                                                                                                                                                                                                            | 1a108 |     |    |
| b                                                                                               | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.                                                                                                                                                                                                                                                              | 1b0   |     |    |
| c                                                                                               | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                                                                                                                      | 1c    | Yes |    |
| 2a                                                                                              | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return.<br>.                                                                                                                                                            | 2a202 |     |    |
| b                                                                                               | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><br>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).                                                                                                              | 2b    |     |    |
| 3a                                                                                              | Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                 | 3a    |     | No |
| b                                                                                               | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.                                                                                                                                                                                                                                             | 3b    |     |    |
| 4a                                                                                              | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?                                                                                                                              | 4a    |     | No |
| b                                                                                               | If "Yes," enter the name of the foreign country: _____<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.                                                                                                                                                                      |       |     |    |
| 5a                                                                                              | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                                                                                                                         | 5a    |     | No |
| b                                                                                               | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                                                                                              | 5b    |     | No |
| c                                                                                               | If "Yes" to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                                                                                                                             | 5c    |     |    |
| 6a                                                                                              | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?                                                                                                                                                                   | 6a    |     | No |
| b                                                                                               | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                                                                                                                                 | 6b    |     |    |
| 7                                                                                               | Organizations that may receive deductible contributions under section 170(c).                                                                                                                                                                                                                                                                 |       |     |    |
| a                                                                                               | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?                                                                                                                                                                                               | 7a    |     |    |
| b                                                                                               | If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                                                                                                                               | 7b    |     |    |
| c                                                                                               | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                                                                                                                          | 7c    |     |    |
| d                                                                                               | If "Yes," indicate the number of Forms 8282 filed during the year.                                                                                                                                                                                                                                                                            | 7d    |     |    |
| e                                                                                               | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                                                                                               | 7e    |     |    |
| f                                                                                               | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                                                                                                                  | 7f    |     |    |
| g                                                                                               | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                                                                                                                              | 7g    |     |    |
| h                                                                                               | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                                                                                                                            | 7h    |     |    |
| 8                                                                                               | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?                                                                         | 8     |     |    |
| 9                                                                                               | Sponsoring organizations maintaining donor advised funds.                                                                                                                                                                                                                                                                                     |       |     |    |
| a                                                                                               | Did the organization make any taxable distributions under section 4966?                                                                                                                                                                                                                                                                       | 9a    |     |    |
| b                                                                                               | Did the organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                                                                                                                                        | 9b    |     |    |
| 10                                                                                              | Section 501(c)(7) organizations. Enter                                                                                                                                                                                                                                                                                                        |       |     |    |
| a                                                                                               | Initiation fees and capital contributions included on Part VIII, line 12.                                                                                                                                                                                                                                                                     | 10a   |     |    |
| b                                                                                               | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.                                                                                                                                                                                                                                                  | 10b   |     |    |
| 11                                                                                              | Section 501(c)(12) organizations. Enter                                                                                                                                                                                                                                                                                                       |       |     |    |
| a                                                                                               | Gross income from members or shareholders.                                                                                                                                                                                                                                                                                                    | 11a   |     |    |
| b                                                                                               | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).                                                                                                                                                                                                                  | 11b   |     |    |
| 12a                                                                                             | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                                                                                                                    | 12a   |     |    |
| b                                                                                               | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.                                                                                                                                                                                                                                                        | 12b   |     |    |
| 13                                                                                              | Section 501(c)(29) qualified nonprofit health insurance issuers.                                                                                                                                                                                                                                                                              |       |     |    |
| a                                                                                               | Is the organization licensed to issue qualified health plans in more than one state?<br>Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state. | 13a   |     |    |
| b                                                                                               | Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.                                                                                                                                                                          | 13b   |     |    |
| c                                                                                               | Enter the aggregate amount of reserves on hand.                                                                                                                                                                                                                                                                                               | 13c   |     |    |
| 14a                                                                                             | Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                                                                                                                    | 14a   |     | No |
| b                                                                                               | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.                                                                                                                                                                                                                                    | 14b   |     |    |

Part VI

**Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.  
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

|    |                                                                                                                                                                                                                               |      |     |    |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-----|----|
|    |                                                                                                                                                                                                                               |      | Yes | No |
| 1a | Enter the number of voting members of the governing body at the end of the tax year . . . . .                                                                                                                                 | 1a12 |     |    |
| b  | Enter the number of voting members included in line 1a, above, who are independent . . . . .                                                                                                                                  | 1b11 |     |    |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .                                               | 2    |     | No |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . . | 3    |     | No |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .                                                                                                    | 4    |     | No |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .                                                                                                          | 5    |     | No |
| 6  | Did the organization have members or stockholders? . . . . .                                                                                                                                                                  | 6    | Yes |    |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .                                                                  | 7a   | Yes |    |
| b  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .                                                           | 7b   | Yes |    |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following . . . . .                                                                                    |      |     |    |
| a  | The governing body? . . . . .                                                                                                                                                                                                 | 8a   | Yes |    |
| b  | Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                               | 8b   | Yes |    |
| 9  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .        | 9    |     | No |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

|     |                                                                                                                                                                                                                                                                                                        |     |     |    |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
|     |                                                                                                                                                                                                                                                                                                        |     | Yes | No |
| 10a | Did the organization have local chapters, branches, or affiliates? . . . . .                                                                                                                                                                                                                           | 10a |     | No |
| b   | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .                                                                   | 10b |     |    |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .                                                                                                                                                                  | 11a | Yes |    |
| b   | Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .                                                                                                                                                                                                  |     |     |    |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .                                                                                                                                                                                                      | 12a | Yes |    |
| b   | Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .                                                                                                                                                           | 12b | Yes |    |
| c   | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .                                                                                                                                           | 12c | Yes |    |
| 13  | Did the organization have a written whistleblower policy? . . . . .                                                                                                                                                                                                                                    | 13  | Yes |    |
| 14  | Did the organization have a written document retention and destruction policy? . . . . .                                                                                                                                                                                                               | 14  | Yes |    |
| 15  | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? . . . . .                                                                         |     |     |    |
| a   | The organization's CEO, Executive Director, or top management official . . . . .                                                                                                                                                                                                                       | 15a | Yes |    |
| b   | Other officers or key employees of the organization . . . . .                                                                                                                                                                                                                                          | 15b | Yes |    |
|     | If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions) . . . . .                                                                                                                                                                                                          |     |     |    |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .                                                                                                                                        | 16a |     | No |
| b   | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . . | 16b |     |    |

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed DE , NC , GA                                                                                                                                                                                                                                                                             |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.<br><input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request |
| 19 | Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.                                                                                                                                                           |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization.<br>MANAGEMENT<br>3353 PEACHTREE ROAD NE SUITE 600<br>ATLANTA, GA 30326<br>(404) 446-2560                                                                                                                                              |

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

| (A)<br>Name and Title                               | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-----------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                     |                                                                                        | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) BRUCE A SCHERR TRUSTEE                          | 7 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| (2) FRED GORBET TRUSTEE                             | 7 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 94,500                                                               | 0                                                                         | 0                                                                                             |
| (3) JAMES M GOODRICH TRUSTEE                        | 1 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 8,875                                                                | 0                                                                         | 0                                                                                             |
| (4) JANICE CASE TRUSTEE                             | 16 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 94,500                                                               | 0                                                                         | 0                                                                                             |
| (5) JOHN Q ANDERSON CHAIRMAN OF THE BOARD OF T      | 6 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 110,000                                                              | 0                                                                         | 0                                                                                             |
| (6) KENNETH PETERSON TRUSTEE                        | 6 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| (7) PAUL F BARBER TRUSTEE                           | 6 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 85,300                                                               | 0                                                                         | 0                                                                                             |
| (8) VICKY A BAILEY TRUSTEE                          | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| (9) JOHN THILLY TRUSTEE                             | 6 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 65,625                                                               | 0                                                                         | 0                                                                                             |
| (10) THOMAS W BERRY TRUSTEE                         | 9 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 75,000                                                               | 0                                                                         | 0                                                                                             |
| (11) DAVID GOULDING TRUSTEE                         | 5 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| (12) GERRY W CAULEY PRESIDENT & CEO                 | 40 00                                                                                  | X                                                                                                         |                       | X       |              |                              |        | 659,309                                                              | 0                                                                         | 56,843                                                                                        |
| (13) JAN SCHORI TRUSTEE                             | 5 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| (14) DAVID N COOK SENIOR VICE PRESIDENT AND GENERAL | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 423,071                                                              | 0                                                                         | 50,406                                                                                        |
| (15) DAVID R NEVIUS SENIOR VP                       | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 360,795                                                              | 0                                                                         | 55,343                                                                                        |
| (16) MARK T WEATHERFORD VICE PRESIDENT              | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 324,940                                                              | 0                                                                         | 11,872                                                                                        |
| (17) GERARD ADAMSKI VICE PRESIDENT                  | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 92,439                                                               | 0                                                                         | 25,582                                                                                        |

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A)<br>Name and Title                                                | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                      |                                                                                        | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (18) JULIE A MORGAN<br>ASST SECRETARY-TREASURER                      | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 203,974                                                              | 0                                                                         | 35,700                                                                                        |
| (19) LYNN P COSTANTINI<br>VICE PRESIDENT                             | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 200,107                                                              | 0                                                                         | 30,754                                                                                        |
| (20) MICHAEL A WALKER<br>SENIOR VICE PRESIDENT ANDCHIEF FINANCIAL    | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 371,837                                                              | 0                                                                         | 56,812                                                                                        |
| (21) HERB SCHRAYSHUEN<br>VICE PRESIDENT AND DIRECTOR OF STANDARDS    | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 250,198                                                              | 0                                                                         | 17,504                                                                                        |
| (22) JANET SENA<br>VICE PRESIDENT AND DIRECTOR OF POLICY             | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 243,829                                                              | 0                                                                         | 22,213                                                                                        |
| (23) MARK LAUBY<br>VICE PRESIDENT AND DIRECTOR OF RELIABILITY ASSESM | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 207,826                                                              | 0                                                                         | 54,062                                                                                        |
| (24) TOM GALLOWAY<br>VICE PRESIDENT                                  | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 260,018                                                              | 0                                                                         | 17,900                                                                                        |
| (25) REBECCA MICHAEL<br>ASSOC GENERAL COUNSEL                        | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 249,111                                                              | 0                                                                         | 56,758                                                                                        |
| (26) ROBERT CUMMINGS<br>DIRECTOR OF EVENTS ANALYSI                   | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 208,923                                                              | 0                                                                         | 56,739                                                                                        |
| (27) EARL SHOCKLEY<br>DIRECTOR OF RELIABILITY RISK MANAGEMENT        | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 200,274                                                              | 0                                                                         | 51,840                                                                                        |
| (28) HOLLY HAWKINS<br>ASST GENERAL COUNSEL                           | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 220,894                                                              | 0                                                                         | 45,278                                                                                        |
| (29) MICHAEL MOON<br>DIRECTOR OF COMPLIANCE OPE                      | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 214,476                                                              | 0                                                                         | 31,635                                                                                        |
|                                                                      |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| 1b Sub-Total . . . . .                                               |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| c Total from continuation sheets to Part VII, Section A . . . . .    |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| d Total (add lines 1b and 1c) . . . . .                              |                                                                                        |                                                                                                           |                       |         |              |                              |        | 5,670,821                                                            | 0                                                                         | 677,241                                                                                       |

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶97

|   |                                                                                                                                                                                                                                               | Yes | No |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 3 | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .                                        |     | No |
| 4 | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . . | Yes |    |
| 5 | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .                       |     | No |

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

| (A)<br>Name and business address                                                                                                                                       | (B)<br>Description of services           | (C)<br>Compensation |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|---------------------|
| OATI<br>3660 TECHNOLOGY DRIVE NE<br>MINNEAPOLIS, MN 55418                                                                                                              | TADS DEVELOPMENT                         | 2,379,500           |
| SMARTCLOUD INC<br>19 CROSBY DRIVE SUITE 350<br>BEDFORD, MA 01730                                                                                                       | IT SOFTWARE DEVELOPMENT AND PROFESSIONAL | 874,168             |
| GRID PROTECTION ALLIANCE INC<br>7019 WEST PLUTO AVENUE<br>GLENDALE, AZ 85308                                                                                           | NASPI CONTRACT                           | 725,942             |
| DELOITTE AND TOUCHE LLP<br>PO BOX 7247-6446<br>PHILADELPHIA, PA 19170                                                                                                  | PROJECT CONSULTING                       | 725,614             |
| SCHIFF HARDIN & WAITE<br>6600 SEARS TOWER<br>CHICAGO, IL 606066473                                                                                                     | LEGAL                                    | 695,764             |
| 2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶30 |                                          |                     |

Part VIII Statement of Revenue

|                                                           |                                                                    |                                                                                                                                            | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |
|-----------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|
| Contributions, gifts, grants<br>and other similar amounts | 1a                                                                 | Federated campaigns . . . . . 1a                                                                                                           |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Membership dues . . . . . 1b                                                                                                               |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Fundraising events . . . . . 1c                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           | d                                                                  | Related organizations . . . . . 1d                                                                                                         |                      |                                                    |                                         |                                                                                 |
|                                                           | e                                                                  | Government grants (contributions) 1e                                                                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | f                                                                  | All other contributions, gifts, grants, and<br>similar amounts not included above 1f                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | g                                                                  | Noncash contributions included in<br>lines 1a-1f \$ _____                                                                                  |                      |                                                    |                                         |                                                                                 |
|                                                           | h                                                                  | Total. Add lines 1a-1f . . . . . ▶                                                                                                         |                      |                                                    |                                         |                                                                                 |
| Program Service Revenue                                   |                                                                    |                                                                                                                                            | Business Code        |                                                    |                                         |                                                                                 |
|                                                           | 2a                                                                 | ASSESSMENTS                                                                                                                                | 900099               | 41,106,965                                         | 41,106,965                              |                                                                                 |
|                                                           | b                                                                  | PENALTY SANCTIONS                                                                                                                          | 900099               | 2,412,500                                          | 2,412,500                               |                                                                                 |
|                                                           | c                                                                  | TESTING FEES                                                                                                                               | 900099               | 2,333,524                                          | 2,333,524                               |                                                                                 |
|                                                           | d                                                                  | WORKSHOPS                                                                                                                                  | 900099               | 400,850                                            | 400,850                                 |                                                                                 |
|                                                           | e                                                                  | SERVICE AND SOFTWARE                                                                                                                       | 900099               | 236,604                                            | 236,604                                 |                                                                                 |
|                                                           | f                                                                  | All other program service revenue                                                                                                          |                      |                                                    |                                         |                                                                                 |
|                                                           | g                                                                  | Total. Add lines 2a-2f . . . . . ▶                                                                                                         |                      | 46,490,443                                         |                                         |                                                                                 |
| Other Revenue                                             | 3                                                                  | Investment income (including dividends, interest<br>and other similar amounts) . . . . . ▶                                                 |                      | 12,702                                             |                                         | 12,702                                                                          |
|                                                           | 4                                                                  | Income from investment of tax-exempt bond proceeds . . ▶                                                                                   |                      |                                                    |                                         |                                                                                 |
|                                                           | 5                                                                  | Royalties . . . . . ▶                                                                                                                      |                      |                                                    |                                         |                                                                                 |
|                                                           | 6a                                                                 | (i) Real                                                                                                                                   |                      | (ii) Personal                                      |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Less rental expenses                                                                                                                       |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Rental income or (loss)                                                                                                                    |                      |                                                    |                                         |                                                                                 |
|                                                           | d                                                                  | Net rental income or (loss) . . . . . ▶                                                                                                    |                      |                                                    |                                         |                                                                                 |
|                                                           | 7a                                                                 | (i) Securities                                                                                                                             |                      | (ii) Other                                         |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Less cost or other basis and sales expenses                                                                                                | 17,476               |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Gain or (loss)                                                                                                                             | -17,476              |                                                    |                                         |                                                                                 |
|                                                           | d                                                                  | Net gain or (loss) . . . . . ▶                                                                                                             |                      | -17,476                                            |                                         | -17,476                                                                         |
|                                                           | 8a                                                                 | Gross income from fundraising events (not including<br>\$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . | a                    |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Less direct expenses . . . . . b                                                                                                           |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Net income or (loss) from fundraising events . . ▶                                                                                         |                      |                                                    |                                         |                                                                                 |
|                                                           | 9a                                                                 | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                      | a                    |                                                    |                                         |                                                                                 |
|                                                           | b                                                                  | Less direct expenses . . . . . b                                                                                                           |                      |                                                    |                                         |                                                                                 |
|                                                           | c                                                                  | Net income or (loss) from gaming activities . . ▶                                                                                          |                      |                                                    |                                         |                                                                                 |
| 10a                                                       | Gross sales of inventory, less<br>returns and allowances . . . . . | a                                                                                                                                          |                      |                                                    |                                         |                                                                                 |
| b                                                         | Less cost of goods sold . . . . . b                                |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
| c                                                         | Net income or (loss) from sales of inventory . . ▶                 |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
| Miscellaneous Revenue                                     |                                                                    | Business Code                                                                                                                              |                      |                                                    |                                         |                                                                                 |
| 11a                                                       | MISCELLANEOUS                                                      | 900099                                                                                                                                     | 48,951               |                                                    | 48,951                                  |                                                                                 |
| b                                                         |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
| c                                                         |                                                                    |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
| d                                                         | All other revenue . . . . .                                        |                                                                                                                                            |                      |                                                    |                                         |                                                                                 |
| e                                                         | Total. Add lines 11a-11d . . . . . ▶                               |                                                                                                                                            | 48,951               |                                                    |                                         |                                                                                 |
| 12                                                        | Total revenue. See Instructions . . . . . ▶                        |                                                                                                                                            | 46,534,620           | 46,490,443                                         | 0                                       | 44,177                                                                          |

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |                                                                                                                                                                                                                                       | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States See Part IV, line 21                                                                                                                                |                       |                                 |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the United States See Part IV, line 22                                                                                                                                                  |                       |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16                                                                                                     |                       |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members                                                                                                                                                                                                       |                       |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                    | 4,577,143             |                                 |                                        |                             |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .                                                                               |                       |                                 |                                        |                             |
| 7                                                                              | Other salaries and wages                                                                                                                                                                                                              | 15,103,897            |                                 |                                        |                             |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .                                                                                                                               | 2,172,130             |                                 |                                        |                             |
| 9                                                                              | Other employee benefits . . . . .                                                                                                                                                                                                     | 2,697,811             |                                 |                                        |                             |
| 10                                                                             | Payroll taxes . . . . .                                                                                                                                                                                                               | 1,248,462             |                                 |                                        |                             |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                                                     |                       |                                 |                                        |                             |
| a                                                                              | Management . . . . .                                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| b                                                                              | Legal . . . . .                                                                                                                                                                                                                       | 886,225               |                                 |                                        |                             |
| c                                                                              | Accounting . . . . .                                                                                                                                                                                                                  | 150,486               |                                 |                                        |                             |
| d                                                                              | Lobbying . . . . .                                                                                                                                                                                                                    | 65,552                |                                 |                                        |                             |
| e                                                                              | Professional fundraising See Part IV, line 17 . . . . .                                                                                                                                                                               |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees . . . . .                                                                                                                                                                                                  |                       |                                 |                                        |                             |
| g                                                                              | Other . . . . .                                                                                                                                                                                                                       |                       |                                 |                                        |                             |
| 12                                                                             | Advertising and promotion . . . . .                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| 13                                                                             | Office expenses . . . . .                                                                                                                                                                                                             | 659,700               |                                 |                                        |                             |
| 14                                                                             | Information technology . . . . .                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 15                                                                             | Royalties . . . . .                                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy . . . . .                                                                                                                                                                                                                   | 2,016,490             |                                 |                                        |                             |
| 17                                                                             | Travel . . . . .                                                                                                                                                                                                                      | 2,466,783             |                                 |                                        |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .                                                                                                                              |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings . . . . .                                                                                                                                                                                      | 921,633               |                                 |                                        |                             |
| 20                                                                             | Interest . . . . .                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| 21                                                                             | Payments to affiliates . . . . .                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization . . . . .                                                                                                                                                                                   | 1,217,872             |                                 |                                        |                             |
| 23                                                                             | Insurance . . . . .                                                                                                                                                                                                                   | 163,526               |                                 |                                        |                             |
| 24                                                                             | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )                                       |                       |                                 |                                        |                             |
| a                                                                              | CONTRACT SERVICES                                                                                                                                                                                                                     | 10,730,155            |                                 |                                        |                             |
| b                                                                              | OTHER SERVICES                                                                                                                                                                                                                        | 1,209,349             |                                 |                                        |                             |
| c                                                                              | TELEPHONE AND INTERNET                                                                                                                                                                                                                | 1,078,191             |                                 |                                        |                             |
| d                                                                              | WORKSHOP EXPENSE                                                                                                                                                                                                                      | 407,822               |                                 |                                        |                             |
| e                                                                              |                                                                                                                                                                                                                                       |                       |                                 |                                        |                             |
| f                                                                              | All other expenses                                                                                                                                                                                                                    | 392,613               |                                 |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                                                    | 48,165,840            |                                 |                                        |                             |
| 26                                                                             | Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation |                       |                                 |                                        |                             |

Part X

Balance Sheet

|                             |                                                                                                                                           |                                                                                                                                                                                 |     |            | (A)               |            | (B)         |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------------|-------------------|------------|-------------|
|                             |                                                                                                                                           |                                                                                                                                                                                 |     |            | Beginning of year |            | End of year |
| Assets                      | 1                                                                                                                                         | Cash—non-interest-bearing . . . . .                                                                                                                                             |     |            | 17,384,730        | 1          | 13,989,130  |
|                             | 2                                                                                                                                         | Savings and temporary cash investments . . . . .                                                                                                                                |     |            | 10,016,677        | 2          | 5,027,020   |
|                             | 3                                                                                                                                         | Pledges and grants receivable, net . . . . .                                                                                                                                    |     |            |                   | 3          |             |
|                             | 4                                                                                                                                         | Accounts receivable, net . . . . .                                                                                                                                              |     |            | 2,890,791         | 4          | 3,542,891   |
|                             | 5                                                                                                                                         | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .                   |     |            |                   | 5          |             |
|                             | 6                                                                                                                                         | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .      |     |            |                   | 6          |             |
|                             | 7                                                                                                                                         | Notes and loans receivable, net . . . . .                                                                                                                                       |     |            |                   | 7          |             |
|                             | 8                                                                                                                                         | Inventories for sale or use . . . . .                                                                                                                                           |     |            |                   | 8          |             |
|                             | 9                                                                                                                                         | Prepaid expenses and deferred charges . . . . .                                                                                                                                 |     |            | 536,521           | 9          | 551,841     |
|                             | 10a                                                                                                                                       | Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D . . . . .                                                                                   | 10a | 7,934,382  | 2,004,118         | 10c        | 5,088,886   |
|                             | b                                                                                                                                         | Less accumulated depreciation . . . . .                                                                                                                                         | 10b | 2,845,496  |                   |            |             |
|                             | 11                                                                                                                                        | Investments—publicly traded securities . . . . .                                                                                                                                |     |            |                   | 11         |             |
|                             | 12                                                                                                                                        | Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                    |     |            |                   | 12         |             |
|                             | 13                                                                                                                                        | Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                     |     |            |                   | 13         |             |
|                             | 14                                                                                                                                        | Intangible assets . . . . .                                                                                                                                                     |     |            |                   | 14         |             |
|                             | 15                                                                                                                                        | Other assets. See Part IV, line 11 . . . . .                                                                                                                                    |     |            | 352,858           | 15         | 397,001     |
| 16                          | Total assets. Add lines 1 through 15 (must equal line 34) . . . . .                                                                       |                                                                                                                                                                                 |     | 33,185,695 | 16                | 28,596,769 |             |
| Liabilities                 | 17                                                                                                                                        | Accounts payable and accrued expenses . . . . .                                                                                                                                 |     |            | 4,152,678         | 17         | 7,662,695   |
|                             | 18                                                                                                                                        | Grants payable . . . . .                                                                                                                                                        |     |            |                   | 18         |             |
|                             | 19                                                                                                                                        | Deferred revenue . . . . .                                                                                                                                                      |     |            | 24,143,163        | 19         | 7,319,204   |
|                             | 20                                                                                                                                        | Tax-exempt bond liabilities . . . . .                                                                                                                                           |     |            |                   | 20         |             |
|                             | 21                                                                                                                                        | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .                                                                                                 |     |            |                   | 21         |             |
|                             | 22                                                                                                                                        | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .  |     |            |                   | 22         |             |
|                             | 23                                                                                                                                        | Secured mortgages and notes payable to unrelated third parties . . . . .                                                                                                        |     |            |                   | 23         |             |
|                             | 24                                                                                                                                        | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                          |     |            |                   | 24         |             |
|                             | 25                                                                                                                                        | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . . |     |            | 2,095,874         | 25         | 2,277,110   |
|                             | 26                                                                                                                                        | Total liabilities. Add lines 17 through 25 . . . . .                                                                                                                            |     |            | 30,391,715        | 26         | 17,259,009  |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |                                                                                                                                                                                 |     |            |                   |            |             |
|                             | 27                                                                                                                                        | Unrestricted net assets . . . . .                                                                                                                                               |     |            | 2,793,980         | 27         | 11,337,760  |
|                             | 28                                                                                                                                        | Temporarily restricted net assets . . . . .                                                                                                                                     |     |            |                   | 28         |             |
|                             | 29                                                                                                                                        | Permanently restricted net assets . . . . .                                                                                                                                     |     |            |                   | 29         |             |
|                             | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.                          |                                                                                                                                                                                 |     |            |                   |            |             |
|                             | 30                                                                                                                                        | Capital stock or trust principal, or current funds . . . . .                                                                                                                    |     |            |                   | 30         |             |
|                             | 31                                                                                                                                        | Paid-in or capital surplus, or land, building or equipment fund . . . . .                                                                                                       |     |            |                   | 31         |             |
|                             | 32                                                                                                                                        | Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                      |     |            |                   | 32         |             |
|                             | 33                                                                                                                                        | Total net assets or fund balances . . . . .                                                                                                                                     |     |            | 2,793,980         | 33         | 11,337,760  |
|                             | 34                                                                                                                                        | Total liabilities and net assets/fund balances . . . . .                                                                                                                        |     |            | 33,185,695        | 34         | 28,596,769  |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

|   |                                                                                                               |   |            |
|---|---------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12)                                                     | 1 | 46,534,620 |
| 2 | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2 | 48,165,840 |
| 3 | Revenue less expenses Subtract line 2 from line 1                                                             | 3 | -1,631,220 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4 | 2,793,980  |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)                                          | 5 | 10,175,000 |
| 6 | Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 11,337,760 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

|    |                                                                                                                                                                                                                                                                                                                                                  | Yes | No |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O                                                                      |     |    |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant?                                                                                                                                                                                                                                                  |     | No |
| b  | Were the organization's financial statements audited by an independent accountant?                                                                                                                                                                                                                                                               | Yes |    |
| c  | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes |    |
| d  | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis             |     |    |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?                                                                                                                                                                                         |     | No |
| b  | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                             |     |    |

SCHEDULE C  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

|                                                                             |                                                  |
|-----------------------------------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION | Employer identification number<br><br>20-4821888 |
|-----------------------------------------------------------------------------|--------------------------------------------------|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

|   |                                                                                                                                                                        |      |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| 1 | Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV |      |
| 2 | Political expenditures                                                                                                                                                 | ▶ \$ |
| 3 | Volunteer hours                                                                                                                                                        |      |

Part I-B Complete if the organization is exempt under section 501(c)(3).

|    |                                                                                         |                                                          |
|----|-----------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1  | Enter the amount of any excise tax incurred by the organization under section 4955      | ▶ \$                                                     |
| 2  | Enter the amount of any excise tax incurred by organization managers under section 4955 | ▶ \$                                                     |
| 3  | If the organization incurred a section 4955 tax, did it file Form 4720 for this year?   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4a | Was a correction made?                                                                  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| b  | If "Yes," describe in Part IV                                                           |                                                          |

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

|   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                          |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1 | Enter the amount directly expended by the filing organization for section 527 exempt function activities                                                                                                                                                                                                                                                                                                                                                                                                                                | ▶ \$                                                     |
| 2 | Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities                                                                                                                                                                                                                                                                                                                                                                                                       | ▶ \$                                                     |
| 3 | Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b                                                                                                                                                                                                                                                                                                                                                                                                                                          | ▶ \$                                                     |
| 4 | Did the filing organization file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 5 | Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV |                                                          |

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0- |
|----------|-------------|---------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |
|          |             |         |                                                                     |                                                                                                                                            |

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A

Check

☐

if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

| Limits on Lobbying Expenditures<br>(The term "expenditures" means amounts paid or incurred.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                   | (a) Filing<br>Organization's<br>Totals                   | (b) Affiliated<br>Group<br>Totals  |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------------------|------------------------------------|--------------------|------------------------------|-----------------------------------------|-------------------------------------------------|-------------------------------------------|---------------------------------------------------|--------------------------------------------|--------------------------------------------------|-------------------|-------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| b Total lobbying expenditures to influence a legislative body (direct lobbying)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| c Total lobbying expenditures (add lines 1a and 1b)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| d Other exempt purpose expenditures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| e Total exempt purpose expenditures (add lines 1c and 1d)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| <table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table> |                                                   | If the amount on line 1e, column (a) or (b) is:          | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | Over \$17,000,000 | \$1,000,000 |  |  |
| If the amount on line 1e, column (a) or (b) is:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | The lobbying nontaxable amount is:                |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Not over \$500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 20% of the amount on line 1e                      |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$500,000 but not over \$1,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | \$100,000 plus 15% of the excess over \$500,000   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$1,000,000 but not over \$1,500,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | \$175,000 plus 10% of the excess over \$1,000,000 |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$1,500,000 but not over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | \$225,000 plus 5% of the excess over \$1,500,000  |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| Over \$17,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | \$1,000,000                                       |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| g Grassroots nontaxable amount (enter 25% of line 1f)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| h Subtract line 1g from line 1a If zero or less, enter -0-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| i Subtract line 1f from line 1c If zero or less, enter -0-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                   |                                                          |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   | <input type="checkbox"/> Yes <input type="checkbox"/> No |                                    |                    |                              |                                         |                                                 |                                           |                                                   |                                            |                                                  |                   |             |  |  |

4-Year Averaging Period Under Section 501(h)  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period         |          |          |          |          |           |
|--------------------------------------------------------------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                  | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) Total |
| 2a Lobbying non-taxable amount                               |          |          |          |          |           |
| b Lobbying ceiling amount<br>(150% of line 2a, column(e))    |          |          |          |          |           |
| c Total lobbying expenditures                                |          |          |          |          |           |
| d Grassroots non-taxable amount                              |          |          |          |          |           |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |          |          |          |          |           |
| f Grassroots lobbying expenditures                           |          |          |          |          |           |

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

|    |                                                                                                                                                                                                                              | (a) |    | (b)    |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
|    |                                                                                                                                                                                                                              | Yes | No | Amount |
| 1  | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |        |
| a  | Volunteers?                                                                                                                                                                                                                  |     |    |        |
| b  | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?                                                                                                                                 |     |    |        |
| c  | Media advertisements?                                                                                                                                                                                                        |     |    |        |
| d  | Mailings to members, legislators, or the public?                                                                                                                                                                             |     |    |        |
| e  | Publications, or published or broadcast statements?                                                                                                                                                                          |     |    |        |
| f  | Grants to other organizations for lobbying purposes?                                                                                                                                                                         |     |    |        |
| g  | Direct contact with legislators, their staffs, government officials, or a legislative body?                                                                                                                                  |     |    |        |
| h  | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?                                                                                                                                    |     |    |        |
| i  | Other activities? If "Yes," describe in Part IV                                                                                                                                                                              |     |    |        |
| j  | Total lines 1c through 1i                                                                                                                                                                                                    |     |    |        |
| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?                                                                                                                                |     |    |        |
| b  | If "Yes," enter the amount of any tax incurred under section 4912                                                                                                                                                            |     |    |        |
| c  | If "Yes," enter the amount of any tax incurred by organization managers under section 4912                                                                                                                                   |     |    |        |
| d  | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?                                                                                                                                 |     |    |        |

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

|   |                                                                                                  |   | Yes | No |
|---|--------------------------------------------------------------------------------------------------|---|-----|----|
| 1 | Were substantially all (90% or more) dues received nondeductible by members?                     | 1 |     | No |
| 2 | Did the organization make only in-house lobbying expenditures of \$2,000 or less?                | 2 |     | No |
| 3 | Did the organization agree to carryover lobbying and political expenditures from the prior year? | 3 |     | No |

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

|   |                                                                                                                                                                                                                                            |    |            |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Dues, assessments and similar amounts from members                                                                                                                                                                                         | 1  | 43,519,465 |
| 2 | Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).                                                                                |    |            |
| a | Current year                                                                                                                                                                                                                               | 2a | 150,995    |
| b | Carryover from last year                                                                                                                                                                                                                   | 2b |            |
| c | Total                                                                                                                                                                                                                                      | 2c | 150,995    |
| 3 | Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues                                                                                                                                            | 3  | 100,000    |
| 4 | If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4  | 50,995     |
| 5 | Taxable amount of lobbying and political expenditures (see instructions)                                                                                                                                                                   | 5  |            |

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

2011

Open to Public Inspection

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
► Attach to Form 990. ► See separate instructions.

Name of the organization  
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

Employer identification number  
20-4821888

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

|   |                                                                                                                                                                                                                                                                    |                              |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
|   | (a) Donor advised funds                                                                                                                                                                                                                                            | (b) Funds and other accounts |
| 1 | Total number at end of year                                                                                                                                                                                                                                        |                              |
| 2 | Aggregate contributions to (during year)                                                                                                                                                                                                                           |                              |
| 3 | Aggregate grants from (during year)                                                                                                                                                                                                                                |                              |
| 4 | Aggregate value at end of year                                                                                                                                                                                                                                     |                              |
| 5 | Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?                                                           |                              |
|   | <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>                                                                                                                                                                                                |                              |
| 6 | Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit |                              |
|   | <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>                                                                                                                                                                                                |                              |

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)  

☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

|   |                                                                                    |
|---|------------------------------------------------------------------------------------|
|   | Held at the End of the Year                                                        |
| a | Total number of conservation easements                                             |
| b | Total acreage restricted by conservation easements                                 |
| c | Number of conservation easements on a certified historic structure included in (a) |
| d | Number of conservation easements included in (c) acquired after 8/17/06            |

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

4

Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► \_\_\_\_\_

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  
► \$ \_\_\_\_\_

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenues included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

(ii)

Assets included in Form 990, Part X

► \$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

- 3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
- ☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIV and complete the following table
- |    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |
- 2a

Did the organization include an amount on Form 990, Part X, line 21?
- ☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

|    | (a)Current Year                                          | (b)Prior Year | (c)Two Years Back | (d)Three Years Back | (e)Four Years Back |
|----|----------------------------------------------------------|---------------|-------------------|---------------------|--------------------|
| 1a | Beginning of year balance . . . . .                      |               |                   |                     |                    |
| b  | Contributions . . . . .                                  |               |                   |                     |                    |
| c  | Investment earnings or losses . . . . .                  |               |                   |                     |                    |
| d  | Grants or scholarships . . . . .                         |               |                   |                     |                    |
| e  | Other expenditures for facilities and programs . . . . . |               |                   |                     |                    |
| f  | Administrative expenses . . . . .                        |               |                   |                     |                    |
| g  | End of year balance . . . . .                            |               |                   |                     |                    |

- 2

Provide the estimated percentage of the year end balance held as
- a

Board designated or quasi-endowment ▶
- b

Permanent endowment ▶
- c

Term endowment ▶
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i)

unrelated organizations . . . . .

(ii)

related organizations . . . . .
- 3a(i)

Yes

No

3a(ii)

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b
- 4 Describe in Part XIV the intended uses of the organization's endowment funds
- Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.
- | Description of property                                                                                | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                                      |                                      |                                |                              |                |
| b Buildings . . . . .                                                                                  |                                      |                                |                              |                |
| c Leasehold improvements . . . . .                                                                     |                                      | 897,308                        | 278,560                      | 618,748        |
| d Equipment . . . . .                                                                                  |                                      | 5,039,489                      | 2,272,449                    | 2,767,040      |
| e Other . . . . .                                                                                      |                                      | 1,997,585                      | 294,487                      | 1,703,098      |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶ |                                      |                                |                              | 5,088,886      |
- Schedule D (Form 990) 2011



Part XI

Reconciliation of Change in Net Assets from Form 990 to Financial Statements

|    |                                                                                 |    |            |
|----|---------------------------------------------------------------------------------|----|------------|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                        | 1  | 46,534,620 |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                         | 2  | 48,165,840 |
| 3  | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3  | -1,631,220 |
| 4  | Net unrealized gains (losses) on investments                                    | 4  |            |
| 5  | Donated services and use of facilities                                          | 5  |            |
| 6  | Investment expenses                                                             | 6  |            |
| 7  | Prior period adjustments                                                        | 7  | 10,175,000 |
| 8  | Other (Describe in Part XIV)                                                    | 8  |            |
| 9  | Total adjustments (net) Add lines 4 - 8                                         | 9  | 10,175,000 |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | 8,543,780  |

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

|   |                                                                                            |    |            |
|---|--------------------------------------------------------------------------------------------|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements . . . . .         | 1  | 46,552,096 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12                         |    |            |
| a | Net unrealized gains on investments . . . . .                                              | 2a |            |
| b | Donated services and use of facilities . . . . .                                           | 2b |            |
| c | Recoveries of prior year grants . . . . .                                                  | 2c |            |
| d | Other (Describe in Part XIV) . . . . .                                                     | 2d |            |
| e | Add lines 2a through 2d . . . . .                                                          | 2e | 0          |
| 3 | Subtract line 2e from line 1 . . . . .                                                     | 3  | 46,552,096 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1                        |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                 | 4a |            |
| b | Other (Describe in Part XIV) . . . . .                                                     | 4b | -17,476    |
| c | Add lines 4a and 4b . . . . .                                                              | 4c | -17,476    |
| 5 | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . . | 5  | 46,534,620 |

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

|   |                                                                                             |    |            |
|---|---------------------------------------------------------------------------------------------|----|------------|
| 1 | Total expenses and losses per audited financial statements . . . . .                        | 1  | 48,183,316 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25                            |    |            |
| a | Donated services and use of facilities . . . . .                                            | 2a |            |
| b | Prior year adjustments . . . . .                                                            | 2b |            |
| c | Other losses . . . . .                                                                      | 2c |            |
| d | Other (Describe in Part XIV) . . . . .                                                      | 2d | 17,476     |
| e | Add lines 2a through 2d . . . . .                                                           | 2e | 17,476     |
| 3 | Subtract line 2e from line 1 . . . . .                                                      | 3  | 48,165,840 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:                          |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                  | 4a |            |
| b | Other (Describe in Part XIV) . . . . .                                                      | 4b |            |
| c | Add lines 4a and 4b . . . . .                                                               | 4c | 0          |
| 5 | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . . | 5  | 48,165,840 |

Part XIV

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

| Identifier                                          | Return Reference | Explanation                                                                                                                                                                                                         |
|-----------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X           | THE CORPORATION IS NO LONGER SUBJECT TO FEDERAL AND STATE TAX EXAMINATIONS BY THE RESPECTIVE TAXING AUTHORITIES FOR THE YEARS PRIOR TO 2008                                                                         |
|                                                     |                  | PART XI, LINE 7 - PENALTY SANCTIONS INCOME NOT RECOGNIZED IN PRIOR YEAR \$10,175,000 PART XII, LINE 4B - LOSS ON DISPOSAL OF FIXED ASSETS (\$17,476) PART XIII, LINE 2D - LOSS ON DISPOSAL OF FIXED ASSETS \$17,476 |



[illegible]

**3** Enter total number of other organizations or entities . . . . . ►

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Use Part V if additional space is needed.

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☐

Yes

☒

No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐

Yes

☒

No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☐

Yes

☒

No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☐

Yes

☒

No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☐

Yes

☒

No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐

Yes

☒

No

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

**Schedule F (Form 990) 2011**

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information  
  
For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047  
  
2011  
  
Open to Public Inspection

|                                                                             |                                                  |
|-----------------------------------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION | Employer identification number<br><br>20-4821888 |
|-----------------------------------------------------------------------------|--------------------------------------------------|

Part I

Questions Regarding Compensation

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No  |
| 1a | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items<br><div><div><input type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |     |     |
| b  | If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 1b  | Yes |
| 2  | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 2   | Yes |
| 3  | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply<br><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>                                                                                                                                                                                                                             |     |     |
| 4  | During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization<br><br>a Receive a severance payment or change-of-control payment?<br>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?<br>c Participate in, or receive payment from, an equity-based compensation arrangement?<br>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III                                                                                                                                                                                                                                                                                                                                                    | 4a  | Yes |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4b  | No  |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4c  | No  |
|    | Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |     |
| 5  | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of<br><br>a The organization?<br>b Any related organization?<br>If "Yes," to line 5a or 5b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 5a  |     |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 5b  |     |
| 6  | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of<br><br>a The organization?<br>b Any related organization?<br>If "Yes," to line 6a or 6b, describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 6a  |     |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 6b  |     |
| 7  | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 7   |     |
| 8  | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 8   |     |
| 9  | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9   |     |

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

| (A) Name               |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|------------------------|------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                        |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                            |
| (1) GERRY W CAULEY     | (i)  | 420,782                                            | 212,500                             | 26,027                              | 32,500                                         | 24,343                  | 716,152                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (2) DAVID N COOK       | (i)  | 292,594                                            | 110,912                             | 19,565                              | 32,500                                         | 17,906                  | 473,477                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (3) DAVID R NEVIUS     | (i)  | 256,090                                            | 92,160                              | 12,545                              | 32,500                                         | 22,843                  | 416,138                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (4) MARK T WEATHERFORD | (i)  | 278,798                                            | 46,142                              | 0                                   | 11,025                                         | 847                     | 336,812                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (5) JULIE A MORGAN     | (i)  | 136,334                                            | 67,640                              | 0                                   | 22,726                                         | 12,974                  | 239,674                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (6) LYNN P COSTANTINI  | (i)  | 126,413                                            | 73,694                              | 0                                   | 30,754                                         | 0                       | 230,861                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (7) MICHAEL A WALKER   | (i)  | 263,442                                            | 97,200                              | 11,195                              | 32,500                                         | 24,312                  | 428,649                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (8) HERB SCHRAYSHUEN   | (i)  | 222,228                                            | 27,970                              | 0                                   | 16,525                                         | 979                     | 267,702                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (9) JANET SENA         | (i)  | 188,323                                            | 55,506                              | 0                                   | 21,275                                         | 938                     | 266,042                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (10) MARK LAUBY        | (i)  | 163,452                                            | 44,374                              | 0                                   | 29,769                                         | 24,293                  | 261,888                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (11) TOM GALLOWAY      | (i)  | 211,458                                            | 48,560                              | 0                                   | 17,900                                         | 0                       | 277,918                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (12) REBECCA MICHAEL   | (i)  | 186,464                                            | 57,977                              | 4,670                               | 32,500                                         | 24,258                  | 305,869                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (13) ROBERT CUMMINGS   | (i)  | 162,457                                            | 46,466                              | 0                                   | 32,446                                         | 24,293                  | 265,662                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (14) EARL SHOCKLEY     | (i)  | 159,078                                            | 41,196                              | 0                                   | 22,556                                         | 29,284                  | 252,114                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (15) HOLLY HAWKINS     | (i)  | 171,657                                            | 49,237                              | 0                                   | 27,490                                         | 17,788                  | 266,172                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |
| (16) MICHAEL MOON      | (i)  | 167,498                                            | 46,978                              | 0                                   | 30,057                                         | 1,578                   | 246,111                         | 0                                                          |
|                        | (ii) | 0                                                  | 0                                   | 0                                   | 0                                              | 0                       | 0                               | 0                                                          |

**Part III**   **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation                                                                                                                                                                                                                                    |
|------------|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | PART I, LINE 1A  | TEMPORARY RELOCATION HOUSING ALLOWANCES MAY BE PART OF THE COMPENSATION PACKAGE. THE AMOUNT IS AGREED UPON IN ADVANCE AND INCLUDED IN THE WRITTEN OFFER LETTER. AMOUNTS PAID AS HOUSING ALLOWANCES ARE INCLUDED IN GROSS TAXABLE COMPENSATION. |
|            | PART I, LINE 4A  | JULIE MORGAN, ASSISTANT SECRETARY & ASSISTANT TREASURER, \$53,204.33                                                                                                                                                                           |

Software ID:  
Software Version:  
EIN: 20-4821888  
Name: NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name           |             | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                          | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|--------------------|-------------|----------------------------------------------------|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                    |             | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other compensation |                           |                         |                                 |                                                            |
| GERRY W CAULEY     | (i)<br>(ii) | 420,782<br>0                                       | 212,500<br>0                        | 26,027<br>0              | 32,500<br>0               | 24,343<br>0             | 716,152<br>0                    | 0<br>0                                                     |
| DAVID N COOK       | (i)<br>(ii) | 292,594<br>0                                       | 110,912<br>0                        | 19,565<br>0              | 32,500<br>0               | 17,906<br>0             | 473,477<br>0                    | 0<br>0                                                     |
| DAVID R NEVIUS     | (i)<br>(ii) | 256,090<br>0                                       | 92,160<br>0                         | 12,545<br>0              | 32,500<br>0               | 22,843<br>0             | 416,138<br>0                    | 0<br>0                                                     |
| MARK T WEATHERFORD | (i)<br>(ii) | 278,798<br>0                                       | 46,142<br>0                         | 0<br>0                   | 11,025<br>0               | 847<br>0                | 336,812<br>0                    | 0<br>0                                                     |
| JULIE A MORGAN     | (i)<br>(ii) | 136,334<br>0                                       | 67,640<br>0                         | 0<br>0                   | 22,726<br>0               | 12,974<br>0             | 239,674<br>0                    | 0<br>0                                                     |
| LYNN P COSTANTINI  | (i)<br>(ii) | 126,413<br>0                                       | 73,694<br>0                         | 0<br>0                   | 30,754<br>0               | 0<br>0                  | 230,861<br>0                    | 0<br>0                                                     |
| MICHAEL A WALKER   | (i)<br>(ii) | 263,442<br>0                                       | 97,200<br>0                         | 11,195<br>0              | 32,500<br>0               | 24,312<br>0             | 428,649<br>0                    | 0<br>0                                                     |
| HERB SCHRAYSCHUEN  | (i)<br>(ii) | 222,228<br>0                                       | 27,970<br>0                         | 0<br>0                   | 16,525<br>0               | 979<br>0                | 267,702<br>0                    | 0<br>0                                                     |
| JANET SENA         | (i)<br>(ii) | 188,323<br>0                                       | 55,506<br>0                         | 0<br>0                   | 21,275<br>0               | 938<br>0                | 266,042<br>0                    | 0<br>0                                                     |
| MARK LAUBY         | (i)<br>(ii) | 163,452<br>0                                       | 44,374<br>0                         | 0<br>0                   | 29,769<br>0               | 24,293<br>0             | 261,888<br>0                    | 0<br>0                                                     |
| TOM GALLOWAY       | (i)<br>(ii) | 211,458<br>0                                       | 48,560<br>0                         | 0<br>0                   | 17,900<br>0               | 0<br>0                  | 277,918<br>0                    | 0<br>0                                                     |
| REBECCA MICHAEL    | (i)<br>(ii) | 186,464<br>0                                       | 57,977<br>0                         | 4,670<br>0               | 32,500<br>0               | 24,258<br>0             | 305,869<br>0                    | 0<br>0                                                     |
| ROBERT CUMMINGS    | (i)<br>(ii) | 162,457<br>0                                       | 46,466<br>0                         | 0<br>0                   | 32,446<br>0               | 24,293<br>0             | 265,662<br>0                    | 0<br>0                                                     |
| EARL SHOCKLEY      | (i)<br>(ii) | 159,078<br>0                                       | 41,196<br>0                         | 0<br>0                   | 22,556<br>0               | 29,284<br>0             | 252,114<br>0                    | 0<br>0                                                     |
| HOLLY HAWKINS      | (i)<br>(ii) | 171,657<br>0                                       | 49,237<br>0                         | 0<br>0                   | 27,490<br>0               | 17,788<br>0             | 266,172<br>0                    | 0<br>0                                                     |
| MICHAEL MOON       | (i)<br>(ii) | 167,498<br>0                                       | 46,978<br>0                         | 0<br>0                   | 30,057<br>0               | 1,578<br>0              | 246,111<br>0                    | 0<br>0                                                     |

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons  
▶ Complete if the organization answered  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V lines 38a or 40b.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047  
**2011**  
Open to Public Inspection

Name of the organization  
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

Employer identification number  
20-4821888

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).  
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1 | (a) Name of disqualified person | (b) Description of transaction | (c)<br>Corrected? |    |
|---|---------------------------------|--------------------------------|-------------------|----|
|   |                                 |                                | Yes               | No |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |
|   |                                 |                                |                   |    |

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$

Part II Loans to and/or From Interested Persons.  
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

| (a) Name of interested person and purpose | (b) Loan to or from the organization? |      | (c)Original principal amount | (d)Balance due | (e) In default? |    | (f) Approved by board or committee? |    | (g)Written agreement? |    |
|-------------------------------------------|---------------------------------------|------|------------------------------|----------------|-----------------|----|-------------------------------------|----|-----------------------|----|
|                                           | To                                    | From |                              |                | Yes             | No | Yes                                 | No | Yes                   | No |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
|                                           |                                       |      |                              |                |                 |    |                                     |    |                       |    |
| Total . . . . . ▶ \$                      |                                       |      |                              |                |                 |    |                                     |    |                       |    |

Part III Grants or Assistance Benefitting Interested Persons.  
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

| (a) Name of interested person | (b)Relationship between interested person and the organization | (c)Amount of grant or type of assistance |
|-------------------------------|----------------------------------------------------------------|------------------------------------------|
|                               |                                                                |                                          |
|                               |                                                                |                                          |
|                               |                                                                |                                          |
|                               |                                                                |                                          |
|                               |                                                                |                                          |
|                               |                                                                |                                          |

Part IV

Business Transactions Involving Interested Persons.  
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? |    |
|-------------------------------|-----------------------------------------------------------------|---------------------------|--------------------------------|-----------------------------------------|----|
|                               |                                                                 |                           |                                | Yes                                     | No |
| (1) GERALD W CAULEY           | CEO                                                             | 0                         | DELEGATION AGREEMENT           |                                         | No |
|                               |                                                                 |                           |                                |                                         |    |
|                               |                                                                 |                           |                                |                                         |    |
|                               |                                                                 |                           |                                |                                         |    |
|                               |                                                                 |                           |                                |                                         |    |
|                               |                                                                 |                           |                                |                                         |    |

Part V

Supplemental Information  
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

| Identifier | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                  |
|------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            |                  | UNDER SECTION 215 OF THE FEDERAL POWER ACT, THE ORGANIZATION HAS AUTHORITY TO DELEGATE CERTAIN AUTHORITY TO A REGIONAL ENTITY NERC HAS DELEGATED SUCH AUTHORITY TO SERC RELIABILITY CORPORATION FOR THE SERC REGION THAT DELEGATION AGREEMENT HAS BEEN APPROVED BY THE FEDERAL ENERGY REGULATORY COMMISSION PRIOR TO BECOMING CEO OF NERC, MR CAULEY WAS CEO OF SERC RELIABILITY CORPORATION |

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public  
Inspection

|                                                                             |                                              |
|-----------------------------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION | Employer identification number<br>20-4821888 |
|-----------------------------------------------------------------------------|----------------------------------------------|

| Identifier | Return Reference                     | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION A, LINE 6 | MEMBERSHIP IN THE CORPORATION IS VOLUNTARY AND IS OPEN TO ANY PERSON OR ENTITY THAT HAS AN INTEREST IN THE RELIABLE OPERATION OF THE NORTH AMERICAN BULK POWER SYSTEM AND THAT REGISTERS WITH THE CORPORATION AS A MEMBER, MAINTAINS ITS REGISTRATION IN ACCORDANCE WITH THE BYLAWS AND COMPLIES WITH THE OTHER CONDITIONS AND OBLIGATIONS OF MEMBERSHIP AS SPECIFIED IN THE BYLAWS MEMBERSHIP IN A REGIONAL ENTITY SHALL NOT BE A CONDITION FOR MEMBERSHIP IN THE CORPORATION THE SECRETARY OF THE CORPORATION SHALL MAINTAIN A ROSTER OF THE MEMBERS OF THE CORPORATION MEMBERS DO NOT SHARE IN THE PROFITS OR REVENUES OF THE CORPORATION |

| Identifier | Return Reference                      | Explanation                                                                                                      |
|------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION A, LINE 7A | THE 11 INDEPENDENT TRUSTEES ARE ELECTED BY THE MEMBER REPRESENTATIVES COMMITTEE, WHICH IS ELECTED BY THE MEMBERS |

| Identifier | Return Reference                               | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990,<br>PART VI,<br>SECTION A, LINE<br>7B | THE MEMBER REPRESENTATIVES COMMITTEE AND THE BOARD OF TRUSTEES MUST EACH APPROVE CHANGES TO THE BY LAWS. CHANGES TO THE BY LAWS AND THE ORGANIZATION'S RULES OF PROCEDURE ARE SUBJECT TO REVIEW AND APPROVAL BY THE UNITED STATES FEDERAL ENERGY REGULATORY COMMISSION ("FERC"). DECISIONS OF THE COMPLIANCE COMMITTEE OF THE BOARD OF TRUSTEES REGARDING ENFORCEMENT MATTERS FOR U.S. ENTITIES ARE SUBJECT TO REVIEW AND APPROVAL BY FERC. |

| Identifier | Return Reference                               | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 11 | THE ORGANIZATION MUST USE THE FOLLOWING PROCESS FOR PREPARATION AND REVIEW OF ITS IRS FORM 990 (1) EACH YEAR THE INDEPENDENT AUDITOR PREPARES A DRAFT OF THE FORM 990, WORKING WITH THE CHIEF FINANCIAL OFFICER THE CFO MAY ALSO ENGAGE THE SERVICES OF OUTSIDE COUNSEL IN PREPARING THE DRAFT FORM 990 (2) PRIOR TO FILING THE FORM 990 EACH YEAR, THE CORPORATE CONTROLLER, CFO AND GENERAL COUNSEL SHALL REVIEW THE DRAFT FORM 990 (3) PRIOR TO FILING THE FORM 990 EACH YEAR, THE DRAFT FORM 990 SHALL BE SENT TO ALL MEMBERS OF THE BOARD OF TRUSTEES FOR REVIEW, AND THE FINANCE AND AUDIT COMMITTEE AND THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE SHALL INCLUDE REVIEW OF THE DRAFT FORM 990 ON A MEETING AGENDA (4) THE MINUTES OF THE MEETINGS OF THE FINANCE AND AUDIT COMMITTEE AND THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE SHALL RECORD THE TIMING AND NATURE OF THAT REVIEW (5) THE CHIEF FINANCIAL OFFICER SHALL PREPARE A MEMORANDUM FOR THE FILE EACH YEAR DESCRIBING THE TIMING, NATURE, AND INDIVIDUALS INVOLVED IN THE PREPARATION AND REVIEW OF THE FORM 990 |

| Identifier | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                    |
|------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION B, LINE 12C | THE ORGANIZATION'S CONFLICT OF INTEREST AND BUSINESS ETHICS POLICY FOR TRUSTEES, OFFICERS, AND EMPLOYEES REQUIRES ASSURANCE IN WRITING ANNUALLY FROM ALL EMPLOYEES, INCLUDING TRUSTEES, CONFIRMING THE ABSENCE OF ANY CONFLICT OF INTEREST THE ANNUAL FORMS ARE REVIEWED BY THE ORGANIZATION'S GENERAL COUNSEL |

| Identifier | Return Reference                               | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 15 | <p>NERC USES THE FOLLOWING PROCESSES FOR DETERMINING THE ANNUAL COMPENSATION OF INDEPENDENT TRUSTEES, THE CHIEF EXECUTIVE OFFICER, OTHER OFFICERS, AND KEY EMPLOYEES</p> <p>A INDEPENDENT TRUSTEES - THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE REVIEWS THE COMPENSATION PLAN FOR INDEPENDENT TRUSTEES AT THE BEGINNING OF EACH BUDGET CYCLE. THE COMMITTEE EVALUATES THE AMOUNT OF WORK AND LEVEL OF RESPONSIBILITY TRUSTEES ARE BEING ASKED TO UNDERTAKE AND EXAMINES COMPARABILITY DATA OF REPRESENTATIVE ORGANIZATIONS AS PART OF THAT REVIEW. THE COMMITTEE DISCUSSES POTENTIAL CHANGES TO THE TRUSTEE COMPENSATION PLAN DURING AN OPEN COMMITTEE MEETING, AND REPORTS ITS RECOMMENDATIONS FOR ANY CHANGES TO THE BOARD OF TRUSTEES AT AN OPEN MEETING OF THE BOARD. CHANGES TO THE COMPENSATION PLAN FOR INDEPENDENT TRUSTEES MUST BE APPROVED BY THE BOARD IN OPEN SESSION. THE RECOMMENDATIONS AND DECISIONS OF THE COMMITTEE AND BOARD MUST BE DOCUMENTED IN THE MINUTES. ANY CHANGES TAKE EFFECT AT THE BEGINNING OF THE FOLLOWING YEAR.</p> <p>B CHIEF EXECUTIVE OFFICER - THE ANNUAL COMPENSATION, INCLUDING INCENTIVE COMPENSATION, OF THE CEO IS DETERMINED BY THE BOARD OF TRUSTEES, AFTER REVIEW AND RECOMMENDATION BY THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE AND TAKING ACCOUNT OF THE DEGREE TO WHICH THE ORGANIZATION AND CEO HAVE ACHIEVED THEIR ANNUAL GOALS. THE COMMITTEE MAKES USE OF COMPARABILITY DATA AS PART OF ITS CONSIDERATION. THE RECOMMENDATIONS OF THE COMMITTEE AND DECISION OF THE BOARD MUST BE DOCUMENTED IN THE MINUTES.</p> <p>C OTHER OFFICERS - THE ANNUAL COMPENSATION, INCLUDING INCENTIVE COMPENSATIONS, OF THE OFFICERS IS REVIEWED AND APPROVED BY THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE, AFTER RECOMMENDATIONS FROM THE CEO. THE COMMITTEE EXAMINES COMPARABILITY DATA IN CONJUNCTION WITH ITS REVIEW AS WELL AS THE DEGREE TO WHICH THE ORGANIZATION AND INDIVIDUAL HAVE ACHIEVED ESTABLISHED ANNUAL GOALS. THE DECISIONS OF THE COMMITTEE MUST BE DOCUMENTED IN THE MINUTES.</p> <p>D KEY EMPLOYEES - THE ANNUAL COMPENSATION OF OTHER KEY EMPLOYEES IS DETERMINED BY THE CEO, TAKING ACCOUNT OF THE DEGREE TO WHICH ORGANIZATIONAL AND PERSONAL GOALS HAVE BEEN ACHIEVED, AFTER CONSULTATION WITH THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE CONCERNING OVERALL CORPORATE SALARY STRUCTURE. THE CEO USES COMPARABILITY DATA AS PART OF THE CONSIDERATION. THE RECOMMENDATIONS OF THE CEO MUST BE DOCUMENTED IN A MEMORANDUM TO THE CHIEF FINANCIAL OFFICER AND THE CHAIRMAN OF THE CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE.</p> |

| Identifier | Return Reference                      | Explanation                                                                                                                                                                                                                                                                                                                                                                              |
|------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION C, LINE 19 | THE ORGANIZATION'S BYLAWS, GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND OTHER CORPORATE POLICIES, AND DETAILED BUDGET ARE ALL POSTED AND AVAILABLE FOR PUBLIC INSPECTION ON ITS WEBSITE. THE ORGANIZATION PROVIDES COPIES OF ITS AUDITED FINANCIAL STATEMENTS UPON REQUEST. FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG AND BY WRITTEN REQUEST TO THE ORGANIZATION AS ADDRESSED. |

| Identifier                             | Return Reference          | Explanation                         |
|----------------------------------------|---------------------------|-------------------------------------|
| CHANGES IN NET ASSETS OR FUND BALANCES | FORM 990, PART XI, LINE 5 | PRIOR PERIOD ADJUSTMENTS 10,175,000 |

Additional Data

Software ID:

Software Version:

EIN: 20-4821888

Name: NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

Form 990, Special Condition Description:

|                               |
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| Special Condition Description |
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Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A)<br>Name and Title                                         | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------------------------|-------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                               |                               | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| BRUCE A SCHERR TRUSTEE                                        | 7 00                          | X                                      |                       |         |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| FRED GORBET TRUSTEE                                           | 7 00                          | X                                      |                       |         |              |                              |        | 94,500                                                               | 0                                                                         | 0                                                                                             |
| JAMES M GOODRICH TRUSTEE                                      | 1 00                          | X                                      |                       |         |              |                              |        | 8,875                                                                | 0                                                                         | 0                                                                                             |
| JANICE CASE TRUSTEE                                           | 16 00                         | X                                      |                       |         |              |                              |        | 94,500                                                               | 0                                                                         | 0                                                                                             |
| JOHN Q ANDERSON CHAIRMAN OF THE BOARD OF T                    | 6 00                          | X                                      |                       |         |              |                              |        | 110,000                                                              | 0                                                                         | 0                                                                                             |
| KENNETH PETERSON TRUSTEE                                      | 6 00                          | X                                      |                       |         |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| PAUL F BARBER TRUSTEE                                         | 6 00                          | X                                      |                       |         |              |                              |        | 85,300                                                               | 0                                                                         | 0                                                                                             |
| VICKY A BAILEY TRUSTEE                                        | 10 00                         | X                                      |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| JOHN THILLY TRUSTEE                                           | 6 00                          | X                                      |                       |         |              |                              |        | 65,625                                                               | 0                                                                         | 0                                                                                             |
| THOMAS W BERRY TRUSTEE                                        | 9 00                          | X                                      |                       |         |              |                              |        | 75,000                                                               | 0                                                                         | 0                                                                                             |
| DAVID GOULDING TRUSTEE                                        | 5 00                          | X                                      |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| GERRY W CAULEY PRESIDENT & CEO                                | 40 00                         | X                                      |                       | X       |              |                              |        | 659,309                                                              | 0                                                                         | 56,843                                                                                        |
| JAN SCHORI TRUSTEE                                            | 5 00                          | X                                      |                       |         |              |                              |        | 85,000                                                               | 0                                                                         | 0                                                                                             |
| DAVID N COOK SENIOR VICE PRESIDENT AND GENERAL                | 40 00                         |                                        |                       | X       |              |                              |        | 423,071                                                              | 0                                                                         | 50,406                                                                                        |
| DAVID R NEVIUS SENIOR VP                                      | 40 00                         |                                        |                       | X       |              |                              |        | 360,795                                                              | 0                                                                         | 55,343                                                                                        |
| MARK T WEATHERFORD VICE PRESIDENT                             | 40 00                         |                                        |                       | X       |              |                              |        | 324,940                                                              | 0                                                                         | 11,872                                                                                        |
| GERARD ADAMSKI VICE PRESIDENT                                 | 40 00                         |                                        |                       | X       |              |                              |        | 92,439                                                               | 0                                                                         | 25,582                                                                                        |
| JULIE A MORGAN ASST SECRETARY-TREASURER                       | 40 00                         |                                        |                       | X       |              |                              |        | 203,974                                                              | 0                                                                         | 35,700                                                                                        |
| LYNN P COSTANTINI VICE PRESIDENT                              | 40 00                         |                                        |                       | X       |              |                              |        | 200,107                                                              | 0                                                                         | 30,754                                                                                        |
| MICHAEL A WALKER SENIOR VICE PRESIDENT ANDCHIEF FINANCIAL     | 40 00                         |                                        |                       | X       |              |                              |        | 371,837                                                              | 0                                                                         | 56,812                                                                                        |
| HERB SCHRAYSHUEN VICE PRESIDENT AND DIRECTOR OF STANDARDS     | 40 00                         |                                        |                       | X       |              |                              |        | 250,198                                                              | 0                                                                         | 17,504                                                                                        |
| JANET SENA VICE PRESIDENT AND DIRECTOR OF POLICY              | 40 00                         |                                        |                       | X       |              |                              |        | 243,829                                                              | 0                                                                         | 22,213                                                                                        |
| MARK LAUBY VICE PRESIDENT AND DIRECTOR OF RELIABILITY ASSESSM | 40 00                         |                                        |                       | X       |              |                              |        | 207,826                                                              | 0                                                                         | 54,062                                                                                        |
| TOM GALLOWAY VICE PRESIDENT                                   | 40 00                         |                                        |                       | X       |              |                              |        | 260,018                                                              | 0                                                                         | 17,900                                                                                        |
| REBECCA MICHAEL ASSOC GENERAL COUNSEL                         | 40 00                         |                                        |                       |         |              | X                            |        | 249,111                                                              | 0                                                                         | 56,758                                                                                        |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |                               |                                        |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| (A)<br>Name and Title                                                                                                                         | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|                                                                                                                                               |                               | Individual trustee or director         | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| ROBERT CUMMINGS<br>DIRECTOR OF EVENTS ANALYSIS                                                                                                | 40 00                         |                                        |                       |         |              | X                            |        | 208,923                                                              | 0                                                                         | 56,739                                                                                        |
| EARL SHOCKLEY<br>DIRECTOR OF RELIABILITY RISK MANAGEMENT                                                                                      | 40 00                         |                                        |                       |         |              | X                            |        | 200,274                                                              | 0                                                                         | 51,840                                                                                        |
| HOLLY HAWKINS<br>ASST. GENERAL COUNSEL                                                                                                        | 40 00                         |                                        |                       |         |              | X                            |        | 220,894                                                              | 0                                                                         | 45,278                                                                                        |
| MICHAEL MOON<br>DIRECTOR OF COMPLIANCE OPERATIONS                                                                                             | 40 00                         |                                        |                       |         |              | X                            |        | 214,476                                                              | 0                                                                         | 31,635                                                                                        |