

**FINAL**

A special meeting of the NEPOOL Participants Committee was held via teleconference, beginning at 9:30 a.m. on Thursday, May 16, 2013. A quorum determined in accordance with the Second Restated NEPOOL Agreement was present during the business portion of the meeting and for the single vote of the Committee. Attachment 1 identifies the members, alternates, and temporary alternates who participated in the teleconference meeting.

Mr. Calvin Bowie, Chair, presided and Mr. David Doot, Secretary, recorded. Mr. Bowie welcomed those on the teleconference, including members, alternates and guests, and reviewed appropriate protocol for the teleconference meeting.

**ISO NEW ENGLAND 2013 BUDGET PROCEEDINGS – SETTLEMENT AGREEMENT**

Mr. Bowie explained that the teleconference meeting was solely to vote to authorize NEPOOL's execution of the Settlement Agreement that had been filed with the FERC to resolve the FERC proceedings related to the ISO 2013 Administrative and Capital Budgets (Agreement), and NEPOOL Counsel to file comments in support of that Agreement. He reminded the Committee that a draft of that Agreement had been discussed in Executive Session at the May 3 Participants Committee meeting with no opposition noted, and that this meeting was scheduled to provide the required notice ahead of Committee action. He said that since the May 3 meeting, the Agreement had been finalized and executed by ISO New England and a number of state parties and filed with the FERC on May 13, 2013.

Mr. Doot reported that, since the Agreement had been filed with the FERC, it was no longer confidential and there was no reason to conduct discussion in Executive Session. He noted that, at NEPOOL Counsel's request following the May 3 discussion, NEPOOL was listed as a signatory to the Agreement and that NEPOOL now needed to submit an executed signature

page and a statement in support of the Agreement to the FERC. He reminded the Committee of discussion at the May 3 meeting concerning the process to be followed to review future budgets, reviewed the provisions in the Explanatory Statement that emphasized the plans for transparency in future budget discussions, and committed to include additional supporting language in NEPOOL's comments.

The following motion was then duly made and seconded:

RESOLVED, that the NEPOOL Participants Committee (i) approves the Settlement Agreement to resolve all issues set for hearing or at issue in Docket Nos. ER13-185 and ER13-192 (concerning the ISO's proposed 2013 administrative and capital budgets) (the Settlement Agreement), dated as of May 13, 2013, as circulated to the Committee prior to its special teleconference meeting on May 16, 2013; (ii) authorizes, directs and designates the Chairman of this Committee to execute and deliver on behalf of NEPOOL a counterpart of the Settlement Agreement for filing with the Federal Energy Regulatory Commission (FERC); and (iii) authorizes and directs NEPOOL Counsel to reflect its approval in comments to be filed with the FERC in connection with the Settlement Agreement.

An End User representative reinforced the desire that the presentation of budget information at the NECPUC Symposium be public and presented to the states as well as to other interested stakeholders, and that the ISO ensure that it had sufficient revenue to adhere to the work plan that had previously been presented to NEPOOL.

Ms. Maria Gulluni, ISO Deputy General Counsel, responded that the ISO intended to have its budget discussions open to interested parties and that comments on that budget would be shared. Mr. Doot stated that the minutes of the meetings would record this interest and NEPOOL's statement in support would further underscore the intentions.

The Committee considered and unanimously approved the motion.

**OTHER BUSINESS**

Mr. Doot referred the Committee to the calendar for May and June posted on the NEPOOL website. He reported that the next regularly-scheduled meeting was scheduled for June 7 at the Colonnade Hotel in Boston, MA. He asked members to confirm that the preliminary attendance list, which was to be circulated with the notice of action, properly reflected their participation in the teleconference meeting

There being no further business, the meeting adjourned at 10:10 a.m.

Respectfully submitted,

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David T. Doot, Secretary

**MEMBERS AND ALTERNATES PARTICIPATING IN  
MAY 16, 2013 PARTICIPANTS COMMITTEE SPECIAL TELECONFERENCE MEETING**

<b>PARTICIPANT NAME</b>	<b>SECTOR</b>	<b>MEMBER NAME</b>	<b>ALTERNATE NAME</b>	<b>PROXY</b>
Ashburnham Municipal Light Plant	Publicly Owned		Gary Will	
Associated Industries of Massachusetts	End User			Roger Borghesani
Bangor Hydro-Electric Company	Transmission		Stacy Dimou	
Boylston Municipal Light Department	Publicly Owned		Gary Will	
BP Energy Company	Supplier			Nancy Chafetz
Brookfield Energy Marketing/Cross-Sound Cable	Supplier			Jose Rotger
Calpine Energy Services, LP	Supplier	John Flumerfelt		
Central Maine Power Company	Transmission		Sue Clary	
Chicopee Municipal Lighting Plant	Publicly Owned		Gary Will	
Concord Municipal Light Plant	Publicly Owned		Gary Will	
Connecticut Municipal Electric Energy Coop.	Publicly Owned	Brian Forshaw		
Connecticut, Office of Consumer Counsel	End User		Joe Rosenthal	
Conservation Law Foundation	End User	Seth Kaplan		
Conservation Services Group	AR	Doug Hurley		
Consolidated Edison Energy, Inc.	Supplier	Jeff Dannels		
CP Energy Marketing (US) Inc.	Supplier	Michelle Gardner		
Dynegy Marketing and Trade, LLC	Supplier			William Fowler
Energy America, LLC	Supplier			Nancy Chafetz
EnerNOC, Inc.	AR	Herb Healy		Doug Hurley
Entergy Nuclear Power Marketing LLC	Generation		Richard Micili	William Fowler
EquiPower Resources Management, LLC	Generation		William Fowler	
Essential Power Massachusetts, LLC	Generation			William Fowler
Exelon Generation Company	Supplier		William Fowler	
Galt Power	Supplier	Nancy Chafetz		
Generation Group Member	Generation		Abby Krich	
Granite Ridge/Merrill Lynch	Supplier		William Fowler	
Groton Electric Light Department	Publicly Owned		Gary Will	
Harvard Dedicated Energy Limited	End User			Roger Borghesani
Hess Corporation	Supplier			Nancy Chafetz
High Liner Foods (USA) Inc.	End User		William P. Short III	
Holden Municipal Light Department	Publicly Owned		Gary Will	
Hudson Light and Power Department	Publicly Owned		Gary Will	
Hull Municipal Lighting Plant	Publicly Owned		Gary Will	
Integrays Energy Services Inc.	Supplier			Nancy Chafetz
Ipswich Municipal Light Department	Publicly Owned		Gary Will	
LIPA	Supplier	William Kilgoar		
Mansfield Municipal Electric Department	Publicly Owned		Gary Will	
Marblehead Municipal Light Department	Publicly Owned		Gary Will	
Massachusetts Attorney General's Office	End User	Fred Plett		
Massachusetts Municipal Wholesale Electric Co.	Publicly Owned	Gary Will		
Middleborough Gas and Electric Department	Publicly Owned		Gary Will	
Middleton Municipal Electric Department	Publicly Owned		Gary Will	
Millennium Power Partners	Generation		Ken Dell Orto	
New Hampshire Office of Consumer Advocate	End User	Paul Peterson		
NU / NSTAR	Transmission	James Daly	Calvin Bowie	
NRG Power Marketing, LLC	Generation	Peter Fuller		
Paxton Municipal Light Department	Publicly Owned		Gary Will	

**MEMBERS AND ALTERNATES PARTICIPATING IN  
MAY 16, 2013 PARTICIPANTS COMMITTEE SPECIAL TELECONFERENCE MEETING**

<b>PARTICIPANT NAME</b>	<b>SECTOR</b>	<b>MEMBER NAME</b>	<b>ALTERNATE NAME</b>	<b>PROXY</b>
Peabody Municipal Light Plant	Publicly Owned		Gary Will	
PPL EnergyPlus, LLC	Supplier		Sharon Weber	
PSEG Energy Resources & Trade LLC	Supplier	Joel Gordon		
Princeton Municipal Light Department	Publicly Owned		Gary Will	
Provisional Group Member – LR Sub-Sector	AR	Brad Swalwell		
Rowley Municipal Lighting Plant	Publicly Owned		Gary Will	
Russell Municipal Light Department	Publicly Owned		Gary Will	
Shrewsbury Electric & Cable Operations	Publicly Owned		Gary Will	
Small DG Group Member	AR	Doug Hurley		
Small LR Group Member	AR	Doug Hurley		
South Hadley Electric Light Department	Publicly Owned		Gary Will	
Sterling Municipal Electric Light Department	Publicly Owned		Gary Will	
Taunton Municipal Light Department	Publicly Owned		Brian Forshaw	
Templeton Municipal Lighting Plant	Publicly Owned		Gary Will	
The Energy Consortium	End User	Roger Borghesani		
Union of Concerned Scientists	End User		Paul Peterson	
United Illuminating Company	Transmission	Rich Peters	Alan Trotta	
Utility Services Inc.	End User			Paul Peterson
Vermont Electric Power Company, Inc.	Transmission	Francis Etori		
Vermont Energy Investment Corporation	AR		Doug Hurley	
Wakefield Municipal Gas and Light Department	Publicly Owned		Gary Will	
West Boylston Municipal Lighting Plant	Publicly Owned		Gary Will	
Westfield Gas & Electric Light Department	Publicly Owned		Gary Will	