

FINAL

A special meeting of the NEPOOL Participants Committee was held via teleconference, beginning at 11:30 a.m. on Friday, August 16, 2013. A quorum determined in accordance with the Second Restated NEPOOL Agreement was present and acting throughout the meeting. 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.

NEPOOL POSITION ON ISO WINTER FUEL RELIABILITY EXIGENT CIRCUMSTANCES FILING

Mr. Doot explained that the special Participants Committee teleconference meeting was called solely to consider NEPOOL's position with respect to the ISO's August 9 Winter Fuel Reliability Exigent Circumstances filing (Exigent Circumstances Filing or Filing). He referred the Committee to materials posted in advance of the meeting. He reported that the ISO's proposed changes to the oil inventory service portion of the Winter 2013/2014 Reliability Program were presented conceptually to the Markets Committee at that Committee's August 7 meeting, but was not presented in time to be acted upon by that Committee. The ISO had asked the FERC to issue an order by September 6 and to establish a shortened period for comments on that filing. In accordance with the ISO's request, the FERC had directed that responses to the Exigent Circumstances filing be submitted on or before August 19. The special Participants Committee meeting was to provide the Participants Committee the opportunity to instruct its Officers and Counsel as to any position the Committee would like to take in response to the Exigent Circumstances filing.

Mr. Doot reminded the Committee that, in response to past Exigent Circumstances filings, when appropriate, NEPOOL had submitted timely comments on process, supporting the ISO's decision to make such filings under the circumstances, even when NEPOOL's review of the changes proposed in the filing was not complete, and could consider doing so in response to the Filing. He noted that NEPOOL could also take a position on the substance of the Filing if there was support to do so. His recommendation was that NEPOOL indicate that the ISO was justified procedurally in making the Exigent Circumstances filing and support expedited FERC consideration of the Filing. Further, he recommended that NEPOOL take a substantive position on the ISO filing only if there was a clear and well-supported message conveyed during the special meeting.

On behalf of the ISO, Mr. Kevin Kirby, Vice President, Market Operations, added that since the Filing, the ISO had submitted an errata filing, which had been circulated in advance of the meeting, to make two corrections to the Filing. He confirmed that the bid process was underway, with August 19 as the deadline for the submission of bid sheets.

Mr. Bowie then called on Committee members by Sector to provide input on NEPOOL Counsel's recommendation and provide any other feedback they wished with respect to the ISO's filing. An End User Sector representative began by asking the ISO whether it would reassess the costs to the System of the Winter Program, report on those costs, and provide a timeline for any such reassessment and report. Dr. Vamsi Chadalavada, ISO Executive Vice President and Chief Operating Officer, responded that, based on the offers received by August 19, the ISO would evaluate the supply curve, would share the outcome of that process and the ISO's decision as to how it planned to proceed, and would present that information by the end of August. Others expressed agreement that the Filing was appropriate, there needed to be responses in the revised timelines that the ISO had indicated, and the Committee substantively

should not vote on an alternative or on the ISO position in its filing. Other End Users expressed concern over costs and advocated against NEPOOL endorsing the ISO's filing.

Alternative Resources representatives expressed the view that NEPOOL should at least file something since silence by NEPOOL would present a gap in the FERC proceeding and possibly imply substantive support for the Filing. Further, the view was expressed that the accelerated timeline was appropriate, and NEPOOL should affirmatively indicate that it was not taking a position on the substance.

Publicly Owned Entity representatives expressed support for the Filing, for the advanced timeline proposed by the ISO, and that NEPOOL make clear that it was not taking a substantive position on the filing.

Members of the Transmission Sector stated that it was important that NEPOOL support the Exigent Circumstances Filing and the accelerated timing it proposed, which responded to market concerns and appropriately made changes to the Winter 2013/2014 Reliability Program to facilitate participation in the Program and the logistics of getting the fuel in place in time.

Some Supplier Sector members disagreed that the facts supported an Exigent Circumstance filing here, particularly since the ISO had conditioned its commitment to a final determination on an evaluation of the cost to proceed. This suggested, in their view, that the issue was not a reliability issue. Accordingly, they discouraged NEPOOL, as an organization, from filing comments, but suggested individual Participants should if they so desire. Others disagreed and encouraged a NEPOOL filing that made clear NEPOOL was not taking any position on the substance of the filing.

Members of the Generation Sector were also divided. One member expressed concern with the ISO's filing due to an absence of information addressing cost controls and overall program cost. Most of the generators who spoke expressed the view that NEPOOL should

support the Filing and the expedited timelines proposed, but should not weigh in on the substance of the matter.

Following discussion, there was general consensus that NEPOOL would not take a position on the substance of the ISO's Exigent Circumstances Filing, and that the NEPOOL Officers had received the necessary guidance to review and sign-off on NEPOOL comments addressing the procedural aspects of the filing, for which no formal NEPOOL vote was needed. Accordingly, no motion was made.

There being no further business, the special meeting adjourned at 12:17 p.m.

Respectfully submitted,

David T. Doot, Secretary

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

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
Ashburnham Municipal Light Plant	Publicly Owned		Gary Will	Mike Lynch
Bangor Hydro-Electric Company	Transmission	Jeff Jones	Stacy Dimou	
Boylston Municipal Light Department	Publicly Owned		Gary Will	Mike Lynch
BP Energy Company	Supplier			Nancy Chafetz
Brookfield Energy Marketing/Cross-Sound Cable	Supplier	Aleksandar Mitreski		Jeff Dannels
Central Maine Power Company	Transmission	Eric Stinneford		
Chicopee Municipal Lighting Plant	Publicly Owned		Gary Will	Mike Lynch
Cianbro Companies	End User	Gus Fromuth		
Concord Municipal Light Plant	Publicly Owned		Gary Will	Mike Lynch
Connecticut Municipal Electric Energy Coop.	Publicly Owned	Brian Forshaw		
Conservation Law Foundation	End User		Jonathan Peress	
Conservation Services Group	AR	Doug Hurley		
Consolidated Edison Energy, Inc.	Supplier	Jeff Dannels		
Corinth Wood Pellets LLC	End User	Gus Fromuth		
CP Energy Marketing (US) Inc.	Supplier	Michelle Gardner		
DC Energy, LLC	Supplier	Bruce Bleiweis		
Dominion Energy Marketing, Inc.	Generation	Ronald Hart		
Dragon Products Company	End User	Gus Fromuth		
Elektrisola, Inc.	End User		Gus Fromuth	
Energy America, LLC	Supplier			Nancy Chafetz
EquiPower Resources Management, LLC	Generation	Jim Ginnetti		
Exelon Generation Company	Supplier			Nancy Chafetz
Fairchild Semiconductor Corporation	End User	Gus Fromuth		
First Wind Energy Marketing	AR			Bob Stein
Food City, Inc.	End User	Gus Fromuth		
Galt Power	Supplier	Nancy Chafetz		
Generation Group Member	Generation		Abby Krich	Bob Stein
Groton Electric Light Department	Publicly Owned		Gary Will	Mike Lynch
Hardwood Products Company	End User		Gus Fromuth	
Hess Corporation	End User			Nancy Chafetz
High Liner Foods (USA) Inc.	End User		William P. Short III	
Holden Municipal Light Department	Publicly Owned		Gary Will	Mike Lynch
H.Q. Energy Services (U.S.) Inc.	Supplier		Bob Stein	
Hudson Light and Power Department	Publicly Owned		Gary Will	Mike Lynch
Hull Municipal Lighting Plant	Publicly Owned		Gary Will	Mike Lynch
Industrial Energy Consumer Group	End User	Donald Sipe		
Integrays Energy Services Inc.	Supplier			Nancy Chafetz
IPR GDF SUEZ Energy Marketing NA, Inc.	Generation	Thomas Kaslow		
Ipswich Municipal Light Department	Publicly Owned		Gary Will	
Kimberly-Clark Corporation	Supplier			Vicki Karandrikas
LaBree's Inc.	End User		Gus Fromuth	
Linde Energy Services	Supplier			Vicki Karandrikas
Littleton (MA) Electric Light and Water Department	Publicly Owned		David Cavanaugh	
Littleton (NH) Water & Light Department	Publicly Owned		Craig Kienny	
Maine Public Advocate Office	End User			Paul Peterson
Maine Skiing, Inc.	End User	Donald Sipe		
Mansfield Municipal Electric Department	Publicly Owned		Gary Will	
Marblehead Municipal Light Department	Publicly Owned		Gary Will	
Marden's Inc.	End User	Gus Fromuth		
Massachusetts Attorney General's Office	End User			Jesse Reyes

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

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
Massachusetts Municipal Wholesale Electric Co.	Publicly Owned	Gary Will	Mike Lynch	
Middleborough Gas and Electric Department	Publicly Owned		Gary Will	Mike Lynch
Middleton Municipal Electric Department	Publicly Owned		Gary Will	Mike Lynch
Millennium Power Partners	Generation		Ken Dell Orto	
MoArk, LLC	End User	Gus Fromuth		
New England Power Company	Transmission		Alan Trotta	
New Hampshire Electric Cooperative	Publicly Owned		Stephen Kaminski	
New Hampshire Office of Consumer Advocate	End User	Paul Peterson		
NextEra Energy Resources, LLC	Generation	Fernando DaSilva		
Noble Americas Gas & Power Corp.	Supplier		Danielle Fazio	
NU / NSTAR	Transmission	James Daly	Calvin Bowie	Joe Staszowski
NRG Power Marketing, LLC	Generation	Peter Fuller		
PalletOne of Maine	End User	Gus Fromuth		
Paxton Municipal Light Department	Publicly Owned		Gary Will	Mike Lynch
Peabody Municipal Light Plant	Publicly Owned		Gary Will	Mike Lynch
PowerOptions, Inc.	End User			Paul Peterson
PPL EnergyPlus, LLC	Supplier		Sharon Weber	
Praxair, Inc.	End User			Vicki Karandrikas
PSEG Energy Resources & Trade LLC	Supplier	Joel Gordon		
Princeton Municipal Light Department	Publicly Owned		Gary Will	Mike Lynch
Provisional Group Member – LR Sub-Sector	AR	Brad Swalwell		
Rowley Municipal Lighting Plant	Publicly Owned		Gary Will	Mike Lynch
Russell Municipal Light Department	Publicly Owned		Gary Will	Mike Lynch
Saint Anselm College	End User	Gus Fromuth		
Shrewsbury Electric & Cable Operations	Publicly Owned		Gary Will	Mike Lynch
Shipyards Brewing LLC	End User	Gus Fromuth		
Small DG Group Member	AR	Doug Hurley		
Small LR Group Member	AR	Doug Hurley		
South Hadley Electric Light Department	Publicly Owned		Gary Will	Mike Lynch
Sterling Municipal Electric Light Department	Publicly Owned		Gary Will	Mike Lynch
Taunton Municipal Light Department	Publicly Owned		Brian Forshaw	
Templeton Municipal Lighting Plant	Publicly Owned		Gary Will	Mike Lynch
The Energy Consortium	End User			Paul Peterson
TransCanada Power Marketing Ltd.	Generation		Michael Hachey	
Union of Concerned Scientists	End User		Paul Peterson	
United Illuminating Company	Transmission		Alan Trotta	
Utility Services Inc.	End User			Paul Peterson
Vermont Electric Cooperative	Publicly Owned	Craig Kieny		
Vermont Electric Power Company, Inc.	Transmission		Bill Ryan	
Vermont Energy Investment Corporation	AR		Doug Hurley	
Vermont Public Power Supply Authority	Publicly Owned	David Mullett		
Vitol Inc.	Supplier	Joseph Wadsworth		
Wakefield Municipal Gas and Light Department	Publicly Owned		Gary Will	Mike Lynch
West Boylston Municipal Lighting Plant	Publicly Owned		Gary Will	Mike Lynch
Westerly Hospital, The	End User		Gus Fromuth	
Westfield Gas & Electric Light Department	Publicly Owned		Gary Will	Mike Lynch
Z-TECH, LLC	End User		Gus Fromuth	