

FINAL

A meeting of the NEPOOL Participants Committee, preceded by Sector meetings with the ISO Board and New England state regulators, was held beginning at 1:30 p.m. on Friday, November 8, 2013 at the Hilton Logan Airport Hotel, Boston, MA pursuant to notice duly given. 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 attending the meeting.

Mr. Calvin Bowie, Chair, presided and Mr. David Doot, Secretary, recorded. Mr. Bowie welcomed the members, alternates and guests who were present, including the ISO Board members and many other state representatives in attendance following their participation in the Sector discussions earlier in the day.

APPROVAL OF OCTOBER 4, 2013 MEETING MINUTES

Mr. Doot referred the Committee to the preliminary minutes for the October 4, 2013 meeting as circulated in advance of the meeting. Following motion duly made and seconded, the preliminary minutes for the October 4 meeting were unanimously approved.

CONSENT AGENDA

Mr. Doot referred the Committee to the Consent Agenda that was circulated in advance of the meeting. Following motion duly made and seconded, the Consent Agenda was approved with oppositions by: CSC, ConEd, and LIPA. Each of the representatives who opposed attributed their positions to Consent Agenda Items #3 and #4, which related to HQICC, ICR, and associated Values for the upcoming reconfiguration auctions. They explained that their opposition was based on their continued and previously explained position that the values do not recognize the reliability benefits of the Cross-Sound Cable.

OTHER BUSINESS – PROCESS TO ADDRESS NEPGA COMPLAINT

Prior to the ISO Chief Executive Officer Report, Mr. Doot reviewed for the Committee the ISO's memorandum circulated and posted in advance of the meeting concerning a complaint filed on October 31 by the New England Power Generators Association (NEPGA) against the ISO alleging that the administrative prices set under the rules for Inadequate Supply and Insufficient Competition and the Carry Forward rules were discriminatory and unjust and unreasonable (Complaint). He said that the ISO was required to file its answer to the Complaint by November 20 unless the answer date was extended by the FERC. As set forth in the ISO's memorandum, with non-price retirement requests for 3,135 MW of resources having been submitted or approved, the situation in the New England capacity market has changed significantly since the stakeholder process last considered, and failed to support, changes to these rules, as proposed by Exelon. Accordingly, he said that the ISO believed that an expedited stakeholder process would be valuable to further inform its answer and to assure that all NEPOOL Participants and state regulators have an opportunity to discuss the issues collectively. He stated that the ISO intended to post a memorandum on November 9 that would encompass the ISO's thinking with regard to the complaint. The ISO was planning to discuss these issues at the November 13 Markets Committee meeting, with an additional Markets Committee meeting tentatively scheduled for November 18. Following the November 18 meeting, a tentative Special Participants Committee meeting would be scheduled on November 22 in order to permit a Participants Committee vote on matters surrounding the Complaint, if desired, and to give FERC sufficient time to issue a decision prior to the eighth Forward Capacity Auction (FCA8). If that process was agreeable, the ISO indicated it would seek a brief extension of time for the filing of its answer.

REPORT OF THE ISO CHIEF EXECUTIVE OFFICER

Mr. van Welie referred the Committee to the summaries of the ISO Board and Board Committee meetings that had occurred since the October 4 meeting, circulated in advance of the meeting. There were no questions or comments on the ISO Board and Board Committee meetings report.

REPORT OF THE ISO CHIEF OPERATING OFFICER

Dr. Vamsi Chadalavada, ISO Chief Operating Officer, reviewed highlights from the November COO report, which was circulated in advance of the meeting and posted on the NEPOOL and ISO websites. Focusing specifically on report highlights, he stated that in October: (i) natural gas prices were 1.7% higher and oil prices were 1.2% lower than September 2013 average values; (ii) Real-Time Hub locational marginal prices (LMPs) were down 1.1% from September 2013 averages; (iii) Net Commitment Period Compensation (NCPC), totaling \$2.4 million, was \$2.3 million lower than September 2013 NCPC; (iv) first contingency payments, totaling \$1.7 million, were \$504,000 higher than September's first contingency payments; (v) second contingency payments totaled \$441,000, which was lower than the \$3.2 million in September; and (vi) voltage support payments totaled \$173,000, up \$92,000 from September. He reported that, based on the 50/50 and 90/10 load forecasts, the lowest Fall Operable Capacity Margin was projected for the week beginning November 16 and the lowest Winter Operable Capacity Margin was projected for the week beginning January 18, 2014.

Dr. Chadalavada reported that the 2013 Regional System Plan (RSP 13) was sent to the ISO Board and approved by the Board on November 7. He stated the work was a continuous process and that the team at the ISO and the Planning Advisory Committee (PAC) were already working on the next version (RSP 14). He reported that there were two FCA8-related FERC filings made on November 5, one indicating the resources qualified to participate in the auction

and the other, the Installed Capacity Requirement, Local Sourcing Requirement, and Maximum Capacity Limit for the 2017/2018 Capability Year. He stated that a compliance filing in response to Order 1000 was scheduled to be filed on November 15 and would be discussed later in the meeting.

Regarding the Forward Capacity Market, he reported that the non-price retirement (NPR) requests for Vermont Yankee had been approved and other NPR requests were under study, with results to be presented at the December Reliability Committee meeting. He stated FCA8 would commence on February 3, 2014. For subsequent auctions, beyond FCA8, capacity zones could change, as was then being discussed with NEPOOL. Dr. Chadalavada explained, in response to questions, that the ISO planned to review with the Markets Committee the following week its plans for FCA8 in light of planned retirements and information that it planned to release, as noted earlier in the meeting, on November 9.

On Winter Operations for 2013/2014, Dr. Chadalavada reported on long-term weather predictions for the winter. He reviewed that the winter peak load 50/50 forecast is 21,299 MW, with the Lowest Winter Operable Capacity projected for the week of January 18. During that week, Capacity Supply Obligations (CSOs) only exceeded projected load by 525 MW. When looking at the 90/10 forecast of 21,934 MW though, the ISO projected a deficiency of 1143 MW, principally because under 90/10 conditions the ISO expected extreme weather, with increased constraint on the natural gas pipeline system and gas unit outages.

Referring to slides reflecting the ISO's preparedness for the 2013/2014 Winter period, Dr. Chadalavada reviewed the ISO's assumptions that natural gas pipelines would be largely available, but at capacity. He reported that the ISO was expecting: 150,000 MMbtUs/day at Deep Panuke (making note of gas quality issues being experienced as release rates were being increased as Deep Panuke reached full commercial); 150,000 MMbtUs/day at Sable Island (an

increase of 25,000 MMBTUs/day from the prior winter); and fewer cargoes than in past winters at two LNG terminals.

He updated the Committee on the Winter 2013/2014 Reliability Program, stating that 3 out of 14 units participating in the dual fuel aspect of the Program had successfully tested their switching capability and the three demand resource assets to be active during the Program have also declared their readiness for participation. He stated his expectation that the remaining assets would finish the readiness process by December 1.

Dr. Chadalavada concluded by referring the Committee to a chart reflecting the impact of the Replacement Reserve Product, which had an associated trigger price of \$250 and went into effect on October 1. Based on the first month of data, the changes appeared to be working as intended. The ISO had increased reserves committed Day-Ahead, thru the Reserve Adequacy Analysis (RAA) and into Real-Time, and to the extent those were insufficient replacement reserves, the associated Reserve Constraint Penalty Factor (RCPF) was triggered.

Members asked clarifying questions and provided comments. Some questioned whether the new replacement reserve was good for consumers, as they were resulting in high price spikes. Dr. Chadalavada responded that the change helped to ensure that costs to supply are reflected in Real-Time prices rather than through uplift. Loads should be able to use the Day-Ahead Market as a way to hedge against the impacts of replacement reserves.. He stated the ISO would review the market results for the next several months before drawing any final conclusions.

A member asked what the out-of-market costs were for the three units that were tested in the 2013/14 Winter Reliability Program. Dr. Chadalavada responded that the costs were approximately \$190,000.

2013 THIRD QUARTER MARKETS REPORT

Mr. David LaPlante, ISO Vice President and Internal Market Monitor (IMM), reviewed the 2013 Third Quarter Markets Report and Review of FCA8 De-List Bids presentation posted in advance of the meeting. He began with a summary of the De-List Bid process, noting two key changes for FCA8 that led to a significant increase in the amount of De-List Bids submitted: (1) the removal of the floor price and (2) the optionality on static De-List Bids. He reported that the ISO did see many more De-List Bids for FCA8, given Static De-list Bids could be reduced or revoked entirely, and were no longer binding. He stated the IMM's responsibility was to make sure that a Participant's De-List Bids were consistent with their going forward costs as defined in the Tariff, and if that was not the case, the IMM was required to develop a De-List Bid that was, and to submit that to the FERC in the FCA informational filing. Mr. LaPlante reviewed the timeline of the De-list Bid submittal, referencing the De-list Cost Workbook, bid submissions, consultation, and issuance of the ISO's Qualification Determination Notifications (QDN) and IMM Determined De-list Bid values.

He reviewed the five Participant options after receiving the QDN:

1. Challenge the IMM-Determined De-List Bid at the FERC.
2. Accept the IMM-Determined/Accepted De-List Bid.
3. Reduce the De-list Bid.
4. Withdraw the De-list Bid.
5. Submit a Non-Price Retirement Request.

Mr. LaPlante summarized as follows:

- 79 De-list Bids were submitted;
- 73 Static De-list Bids required IMM cost review;
- 44 of the 73 De-list Bids were accepted; and
- 29 of the De-list Bids were denied, due to the IMM's determination that the De-list Bid was incomplete or inconsistent with the resource's going forward cost.

In response to a member request for a breakdown of the 44 accepted De-list Bids, Mr. LaPlante reported that 38 were demand response bids and 6 were generator bids. He reported that of the 29 bids denied, most were generators.

He identified the following reasons for denial of the De-list Bids:

- Incomplete data or data errors;
- Insufficient explanation of estimates or assumptions; and
- Submittal of new information during consultation process reducing originally submitted De-List Bids.

He explained that units overestimated their probability of experiencing a long-term outage or de-rate restricting the unit from operating up to its CSO. He stated the IMM used historical determinations of significant decreases in capacity as observed for the final annual configuration auctions held to date for non-intermittent generating resources. In those auctions, only 5.5% of the generators experienced a significant decrease in capacity determinations. Accordingly, the IMM substituted 5.5% in its determination of De-list Bids for generators, which reflected the largest change in the De-list process.

Turning to the 3rd Quarter Markets Report, Mr. LaPlante highlighted an event on September 11 when there was price separation in the Day-Ahead Market between the Hub and load-zone LMPs and there were significant price deviations between the Day-Ahead Market and Real-Time LMPs. The IMM concluded that outcome was the result of transmission line outages that affected Day-Ahead Market pricing, loads running over forecast, and the reserve restraint penalty factors binding during the hours of high Real-Time prices. In response to a member question as to whether or not the IMM checked IntercontinentalExchange (ICE) or some of the other financial platforms to identify possible manipulation, Mr. LaPlante stated that, given the limited level of detail and access to those platforms to which the ISO was privy, the IMM did not look at the forward market outcomes or the ICE market outcomes.

A member expressed concern that 1,900 MW of De-List Bids submitted Non-Price Retirements, driving the Pool short, and questioned why there was such a difference in opinion between the IMM and the generators as to appropriate De-list Bids. Mr. LaPlante articulated his view that the Tariff could be improved and that the IMM could consider allowing greater flexibility under an FCM with appropriate performance incentives, but the decision to retire a unit had to be based on the long-run look at that units viability and not attributed to the IMM Determined De-list Bid values being too low.

NCPC PAYMENT REDESIGN PROPOSAL

Ms. Allison DiGrande, Chair, Markets Committee, referred the Committee to the materials posted in advance of the meeting regarding revisions to Market Rule 1, including Appendices A and F, and Tariff Section I.2.2 related to NCPC payment and mitigation (the NCPC Proposal). She explained that the Markets Committee unanimously approved a resolution to recommend Participants Committee support for an earlier version of the ISO's NCPC Proposal, but since that vote, the ISO considered further the feedback it received from the Markets Committee and identified additional changes. She reviewed the additional changes.

Mr. Bowie suggested that, absent objection, the Committee could accept as a friendly amendment the additional changes proposed by the ISO. There was no objection and the additional changes proposed by the ISO were accepted as part of the main motion.

Without further discussion, the following motion was duly made and seconded:

RESOLVED, that the Participants Committee supports the revisions to Appendices A and F to Market Rule 1 and Tariff Section I.2.2 to implement the NCPC payment redesign and NCPC mitigation design as recommended by the Markets Committee at its October 8-9, 2013 meeting, and as provided to this Committee in advance of this meeting, together with those changes agreed to by the Participants Committee at this meeting and such non-substantive changes as may be approved by the Chair and Vice- Chair of the Markets Committee.

The Committee voted and unanimously approved the motion with abstentions noted by: BP, CSC, Calpine, ConEd, Dominion, Dynegy, Energy America, Entergy, Environment Northeast, EquiPower, Essential Power, Galt Power, Granite Ridge, Hess, HQ, Integrys, LIPA, Littleton (NH), NextEra, NRG, PSEG, VEC, and Vitol.

FCM NON-COMMERCIAL CAPACITY CHANGES TO FINANCIAL ASSURANCE POLICY

Mr. Joel Gordon, Chair, Budget & Finance Subcommittee (Subcommittee), referred the Committee to the materials posted in advance of the meeting concerning changes to the ISO Financial Assurance Policy (FAP) in connection with the financial assurance requirements for Non-Commercial Capacity participating in the FCM. He explained that Section III.13.1.9 of the FCM Rules required the ISO and Subcommittee to reconsider the financial assurance requirements for the FCM no later than five years after the first Forward Capacity Auction was conducted. He stated that Section VII of the FAP required the ISO to reconsider no later than June 2015 the \$5.737 kW-month value used for the calculation of financial assurance amounts related to the FCM. He reported that there was general consensus on the proposal at the last Subcommittee meeting, with a proposed amendment identified that would be offered at this meeting.

The following motion was duly made and seconded:

RESOLVED, that the NEPOOL Participants Committee supports the changes to the ISO New England Financial Assurance Policy related to the financial assurance requirements for Non-Commercial Capacity in the Forward Capacity Market, as circulated to the Committee and discussed at this meeting, together with such further non-substantive changes as the Chief Financial Officer of ISO New England and the Chairman of the Budget and Finance Subcommittee may approve.

The Vermont Energy Investment Corporation (VEIC) representative offered a motion to amend the main motion, which was duly made and seconded, so as to relieve state-funded energy

efficiency programs from providing additional Non-Commercial Capacity Financial Assurance when its Non-Commercial Capacity fails to become commercial by the commencement of the Capacity Commitment Period associated with the Forward Capacity Auction in which it was awarded a Capacity Supply Obligation.

The Committee commented and asked clarifying questions on the VEIC Amendment. The representatives of AIM, CT OCC, NH OCA, and TEC expressed support for the amendment. In response to a member's request for clarification as to the basis for distinguishing (lowering) the amount of financial assurance to be provided by state-funded energy efficiency programs as compared to the financial assurance that any other Participant would need to post, the VEIC representative responded that such treatment was consistent with the expressed intent of the ISO. The proposed changes were to ensure resources had sufficient economic incentive to force a decision as to whether to continue developing their project, and not to increase financial assurance. He stated that state-funded energy efficiency programs had no choice to do anything else with the money they have except to continue and do more energy efficiency, alleviating the need to increase incentives to ensure such resources continue their project development. All posting additional financial assurance for such resources would achieve, he opined, would be to tie up ratepayer funds.

Mr. Marc Montalvo stated the ISO did not support the VEIC Amendment. He stated that, once a commitment period begins, all cleared resources are obliged to deliver, and a resource that is late has failed to meet its market obligation. The ISO sought added assurance from the Market Participant with the obligation that it would continue to work diligently to complete its project and did not see for these purposes any material difference between an energy efficiency project and other types of projects.

Following final comments by VEIC, the Committee voted and failed to approve the motion to amend the main motion with a 59.34% Vote in favor (Generation – 6.44%; Transmission – 5.72%; Supplier – 0%; Alternative Resources – 14.17%; Publicly Owned Entity – 17.17%; and End User – 15.84%). (See Vote 1 on Attachment 2).

The Committee then voted and unanimously approved the unamended main motion.

ORDER 1000 MAY 17 COMPLIANCE ORDER CHANGES

Mr. Donald Gates, Chair, Transmission Committee, referred the Committee to the materials posted in advance of the meeting regarding Order 1000 May 17 Compliance Order changes. He reported that the Transmission Committee acted on the compliance changes at its October 30, 2013 meeting in two separate actions, one on the Planning Revisions and one on the Cost Allocation Revisions. Mr. Bowie indicated that the Participants Committee would also proceed with two separate actions. He noted that New Hampshire Transmission (NHT) had a friendly amendment it was proposing to the Planning Revisions recommended by the Transmission Committee.

The representative of NHT explained the changes sought through the friendly amendment, which were to remove revisions made to Sections 4.3(b) and 4A.5 of Attachment K and restore the ISO's earlier language. There were no objections and the friendly amendment was adopted as part of the main motion. The NHT representative then explained the two categories of changes to the ISO's earlier proposal: (1) to remove Proposed Projects from grandfathering because these projects are still in the process of evaluation and are not even at the point where they could be re-evaluated; and (2) to ensure a fair and inclusive competitive process by making sure all Qualified Transmission Project Sponsors have access to the same information and to the ISO at the same time with regards to Needs Assessments.

The following motion was duly made and seconded:

RESOLVED, that the Participants Committee supports the recommendation of the Transmission Committee regarding the Planning Revisions to revise the TOA and Sections I and II of the ISO Tariff in response to Order No. 1000 and the May 17 Compliance Order as reflected in the materials distributed to the Participants Committee for its November 8, 2013 meeting, together with those changes agreed to at the meeting and such non-substantive changes as may be agreed to after the meeting by the Chair and Vice Chair of the Transmission Committee; and further resolved that the Participants Committee authorizes NEPOOL counsel to reflect that recommendation in NEPOOL's submission to the FERC of comments and other pleadings as appropriate in the Order No. 1000 proceeding.

The Committee then commented on the Proposal that was the subject of the main motion. Transmission Owner representatives stated objections to the Proposal because it would limit grandfathering in a way they viewed as inefficient, exposing projects that had already been extensively studied to the competitive process. A Massachusetts Department of Public Utilities (MA DPU) representative objected to not grandfathering the Greater Boston Projects, but would support the requirement to involve all Qualified Transmission Project Sponsors in Needs Assessment studies. The Connecticut Department of Energy & Environmental Protection (CT DEEP) representative stated opposition to the Proposal because of its failure to grandfather Proposed Projects. A NESCOE representative expressed appreciation to the ISO and the PTOs for their compliance work, noting NESCOE's rehearing request, and stating that NESCOE did not have a position on the Planning Revisions because of division among its members.

The ISO referred the Committee to its memorandum expressing its opposition to the Proposal, posted in advance of the meeting.

The once-amended main motion (as amended by the NHT Friendly Amendment) was then voted and determined to have passed by a show of hands, with oppositions noted by: Bangor, CT OCC, CMP, National Grid, NU, UI, and VELCO; and abstentions noted by:

EnerNOC, Essential Power, IECG, Linde, Kimberly-Clark, LIPA, Praxair, PSEG, AR LR Provisional Group Member, and VEIC.

At the request of the ISO, the Committee considered and failed to approve the ISO's unamended Planning Revisions and TOA Revisions (the ISO Proposal). The ISO Proposal was determined to have failed by a show of hands, with support in favor noted by: Bangor, CMP, CT OCC, First Wind, National Grid, NU, UI, and VELCO; and abstentions noted by: CLF, EnerNOC, Essential Power, HQ, and LIPA.

Cost Allocation Revisions

Mr. Gates then introduced the Cost Allocation Revisions and indicated that MMWEC would be proposing an amendment.

The following motion as duly made and seconded:

RESOLVED, that the Participants Committee supports the recommendation of the Transmission Committee regarding the Cost Allocation Revisions to revise the definition of Localized Costs of Section I of the ISO Tariff, and Schedules 12 and 12C and Attachment K of Section II of the ISO Tariff in response to Order No. 1000 and the May 17 Compliance Order as reflected in the materials distributed to the Participants Committee for its November 8, 2013 meeting, together with such non-substantive changes as may be agreed to after the meeting by the Chair and Vice-Chair of the Transmission Committee; and further resolved that the Participants Committee authorizes NEPOOL counsel to reflect that recommendation in NEPOOL's submission to the FERC of comments and other pleadings as appropriate in the Order No. 1000 proceeding.

The Committee commented on the cost allocation revisions. Opposition was expressed by some who viewed 70% regionalization of costs as too high. It was confirmed that the cost allocation was only to be a default mechanism. State representatives present were divided on the proposal, with representatives of MA and CT supporting, and NH and RI opposing. NESCOE, accordingly, explained that it did not have a position on the cost allocation proposal, but supported its role in identifying public policy requirements that drive transmission needs. Others

expressed support for the proposal as a reasonable compromise between those seeking full regionalization and those seeking localization.

The MMWEC representative presented a motion to amend the main motion (the MMWEC Amendment) so as to have no more than 30% of costs regionalized and projects reviewed on a case-by-case basis; the proposal also would exempt entities that are not subject to public policy requirements from the costs of public policy transmission projects. The MMWEC representative offered the following motion to amend the main motion, which was seconded:

To revise the proposed Schedule 12C and Localized Costs definition, including a statutory exemption for municipal load without a renewable portfolio standard requirement and a 30/70 cost allocation (with a maximum 30% regionalized, the remainder subject to allocation to the identified beneficiary), as proposed by MMWEC in materials circulated in advance of the meeting.

The Committee then commented on the MMWEC Amendment. Some support was expressed for shifting more costs towards identified beneficiaries. The New Hampshire Public Utilities Commission (NHPUC) representative stated that it had worked closely with MMWEC in developing the amendment, supported it, and clarified that the proposed exemption would only apply to Renewable Portfolio Standards requirements.

The ISO representative stated an ISO concern that it would be difficult to implement the MMWEC proposal.

Following concluding remarks by MMWEC, the Committee voted and failed to approve the MMWEC motion to amend the main motion with a 52.81% Vote in favor (Generation – 14.71%; Transmission – 2.86%; Supplier – 12.26%; Alternative Resources – 0.08%; Publicly Owned Entity – 17.17%; and End User – 5.72%). (See Vote 2 on Attachment 2).

The Committee then considered the unamended main motion, which was voted and failed with a 51.57% Vote in favor (Generation – 0%; Transmission – 14.31%; Supplier – 8.58%;

Alternative Resources – 14.17%; Publicly Owned Entity – 0.46%; and End User – 14.05%).
(See Vote 3 on Attachment 2).

LITIGATION REPORT

Mr. Patrick Gerity referred the Committee to the November 6 Litigation Report that had been circulated and posted in advance of the meeting. He highlighted that responses and comments on the NEPGA Complaint would, absent any extension requested of and granted by the FERC, be due November 20. He urged members to let NEPOOL Counsel know, either directly or through their Sector Officers, their thoughts on where NEPOOL ought to be in response to the Complaint. He highlighted that comments on the FCA8 qualification informational filing were also due November 20 and noted that the 2014 ISO and NESCOE budget filings were pending before the FERC. Mr. Gerity further highlighted two FERC orders summarized in the Report: one that accepted the shortage event triggers filing with the ISO-proposed November 3, 2013 effective date; the other, the order that conditionally accepted the energy market offer flexibility changes, subject to a compliance filing which, pursuant to a joint NEPOOL/ISO request for an extension of time to permit to permit December Markets Committee and January Participants Committee consideration, would be due January 17, 2014. Of final note, the FERC had issued the evening before the meeting an order accepting the ISO's cost recovery Market Rule compliance filing submitted in response to FERC directives in the Section 206 proceeding initiated following Dominion's earlier cost recovery filing. In accepting the compliance filing, the FERC rejected requests for the opportunity for broader recovery in extraordinary circumstances. Mr. Gerity encouraged anyone with comments or questions on the Report to please contact him or any of NEPOOL's counsel.

OTHER BUSINESS

Mr. Gerity referred the Committee to the NEPOOL calendar for December, highlighting upcoming meetings and events through the end of 2013. He reported that the next regularly-scheduled meeting of the Participants Committee, the 2013 Annual Meeting, would be December 6 at the Colonnade Hotel in Boston. He noted that FERC Commissioner, the Honorable John Norris planned to attend that meeting. Mr. Gerity highlighted the Consumer Liaison Group meeting scheduled for December 5, also at the Colonnade Hotel, and noted several industry meetings and holiday parties during that time period. He directed the Committee to balloting for the 2014 Chairman, which was in progress, and asked that all first round ballots be returned by November 15.

DISCUSSION OF ISO PROCESS ON SUBSTANTIVE COMMENTS OF NEPGA COMPLAINT

Following clarifying questions from the Committee, the ISO stated the purpose of the discussion at that meeting was to discuss process and whether stakeholders wanted substantive discussion. The Officers determined ahead of the meeting that the desired process really depended on the substance of ISO's input. Therefore the ISO indicated it would issue and post a memorandum the following day, November 9, that would address the ISO's issues substantively, and would use the November 13 Markets Committee meeting to discuss the issues further. The ISO stated that the memorandum would describe the problems the ISO saw, but would not contain a proposed solution. The ISO sought feedback on the stakeholder process.

There being no further business, the meeting adjourned at 4:00 p.m.

Respectfully submitted,

David T. Doot, Secretary

**MEMBERS AND ALTERNATES PARTICIPATING IN
NOVEMBER 8, 2013 PARTICIPANTS COMMITTEE MEETING**

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
Ashburnham Municipal Light Plant	Publicly Owned		Gary Will	
Associated Industries of Massachusetts	End User			Roger Borghesani
Bangor Hydro-Electric Company	Transmission	Jeff Jones	Stacy Dimou	
Boylston Municipal Light Department	Publicly Owned		Gary Will	
BP Energy Company	Supplier			Nancy Chafetz
Braintree Electric Light Department	Publicly Owned		Dave Cavanaugh	
Brookfield Energy Marketing / Cross-Sound Cable	Supplier	Aleksandar Mitreski	Jose Rotger	
Calpine Energy Services, LP	Supplier			Thomas Kaslow
Central Maine Power Company (CMP)	Transmission			Marc Guerrette
Chicopee Municipal Lighting Plant	Publicly Owned		Gary Will	
Concord Municipal Light Plant	Publicly Owned		Dave Cavanaugh	
Connecticut Municipal Electric Energy Coop.	Publicly Owned	Brian Forshaw		Gary Will
Connecticut Office of Consumer Counsel (CT OCC)	End User	Elin Katz	Joe Rosenthal	Paul Peterson
Conservation Law Foundation (CLF)	End User		Naim Jonathan Peress	
Conservation Services Group (CSG)	AR	Doug Hurley		
Consolidated Edison Energy, Inc.	Supplier	Jeff Dannels		
CP Energy Marketing (US) Inc. (Capital Power)	Supplier		Coleen Walsh	
Dominion Energy Marketing, Inc.	Generation	Ronald Hart		
DR Power	Supplier	Jerry Tudan		
Dynegy Marketing and Trade, LLC	Supplier			William Fowler
Energy America, LLC	Supplier	Ron Carrier		Nancy Chafetz
EnerNOC, Inc.	AR	Herb Healy	Greg Geller	
Entergy Nuclear Power Marketing Inc.	Generation	Marc Potkin		
Environment Northeast	End User	Mike Henry (tel)		
EquiPower Resources Management, LLC	Generation	Jim Ginnetti	William Fowler	
Essential Power, LLC	Generation	M.Q. Riding		
Exelon Generation Company	Supplier	Steve Kirk	William Fowler	
First Wind Energy Marketing, Inc.	AR	John Keene		Bob Stein
Galt Power, Inc.	Supplier	Nancy Chafetz		
Generation Group Member	Generation		Abby Krich	
Granite Ridge Energy, LLC	Supplier		William Fowler	
Groton Electric Light Department	Publicly Owned		Gary Will	
H.Q. Energy Services (U.S.) Inc.	Supplier	Louis Guilbault	Robert Stein	
Harvard Dedicated Energy Limited	End User	Mary Smith		Roger Borghesani
Hess Corporation	Supplier		Marji Philips	
High Liner Foods (USA) Incorporated	End User		William P. Short III (tel)	
Hingham Municipal Lighting Plant	Publicly Owned		Dave Cavanaugh	
Holden Municipal Light Department	Publicly Owned		Gary Will	
Holyoke Gas & Electric Department	Publicly Owned			Gary Will
Hudson Light and Power Department	Publicly Owned		Gary Will	
Hull Municipal Lighting Plant	Publicly Owned		Gary Will	
Industrial Energy Consumer Group	End User	Donald Sipe		
IPR-GDF SUEZ Energy Marketing North America	Generation	Thomas Kaslow		
Ipswich Municipal Light Department	Publicly Owned		Gary Will	
Integrus Energy Services Inc.	Supplier			Nancy Chafetz
Kimberly-Clark Corporation	Supplier			Vicki Karandrikas (tel)
Linde Energy Services	Supplier			Vicki Karandrikas (tel)
Littleton (MA) Electric Light & Water Department	Publicly Owned		Dave Cavanaugh	
Littleton (NH) Water & Light Department	Publicly Owned		Craig Kieny	
Long Island Lighting Company (LIPA)	Supplier	William Killgoar		
Maine Public Advocate Office (ME OPA)	End User		Tim Schneider	
Maine Skiing, Inc.	End User	Donald Sipe		

**MEMBERS AND ALTERNATES PARTICIPATING IN
NOVEMBER 8, 2013 PARTICIPANTS COMMITTEE MEETING**

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
Mansfield Municipal Electric Department	Publicly Owned		Gary Will	
Marblehead Municipal Light Department	Publicly Owned		Gary Will	
Mass. Attorney General's Office	End User	Fred Plett	Patrick Tarmey	
Mass. Municipal Wholesale Electric Company (MMWEC)	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 England Power Company (National Grid)	Transmission	Timothy Brennan		
New Hampshire Electric Cooperative (NHEC)	Publicly Owned		Steve Kaminski	Brian Forshaw
New Hampshire Office of Consumer Advocate (NH OCA)	End User	Paul Peterson	Sarah Jackson	
NextEra Energy Resources, LLC	Generation	Michelle Gardner		
NU / NSTAR	Transmission	James Daly	Calvin Bowie	Joe Staszowski
NRG Power Marketing, Inc.	Generation	Peter Fuller		
Pascoag Utility District	Publicly Owned			
Paxton Municipal Light Department	Publicly Owned		Gary Will	
Peabody Municipal Light Plant	Publicly Owned		Gary Will	
PowerOptions, Inc.	End User	Cynthia Arcate		Paul Peterson
Praxair, Inc.	End User			Vicki Karandrikas (tel)
Princeton Municipal Light Department	Publicly Owned		Gary Will	
Provisional Group Member - Load Response Sub-Sector	AR	Brad Swalwell (tel)		
PSEG Energy Resources & Trade LLC	Supplier	Joel Gordon		
Rowley Municipal Lighting Plant	Publicly Owned		Gary Will	
Rumford Paper Company	End User	Donald Sipe		
Russell Municipal Light Dept	Publicly Owned		Gary Will	
Shrewsbury Electric & Cable Operations	Publicly Owned		Gary Will	
Small Distributed Generation Group Member	AR	Doug Hurley		
Small Load Response 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		Dave Cavanaugh	
Templeton Municipal Lighting Plant	Publicly Owned		Gary Will	
The Energy Consortium (TEC)	End User	Roger Borghesani	Mary Smith	
TransCanada Power Marketing Ltd.	Generation		Mike Hachey	
Union of Concerned Scientists (UCS)	End User	Paul Peterson		
United Illuminating Company (UI)	Transmission	Rich Peters		
Utility Services Inc.	End User			Paul Peterson
Vermont Electric Cooperative	Publicly Owned	Craig Kieny		
Vermont Electric Power Company, Inc. (VELCO)	Transmission	Frank Ettori		Mark Sciarrotta
Vermont Energy Investment Corporation	AR		Doug Hurley	
Vermont Public Power Supply Authority (VPPSA)	Publicly Owned	David Mullett		Brian Forshaw
Verso Maine Energy LLC	Generation	Glenn Poole (tel)		
Vitol, Inc.	Supplier	Joe Wadsworth		
Wakefield Municipal Gas and Light Department	Publicly Owned		Gary Will	
Wallingford DPU Electric Division	Publicly Owned	Dave Cavanaugh		
Wellesley Municipal Light Plant	Publicly Owned	Dave Cavanaugh		
West Boylston Municipal Lighting Plant	Publicly Owned		Gary Will	
Westfield Gas & Electric Light Department	Publicly Owned		Gary Will	

**VOTES TAKEN AT
NOVEMBER 8, 2013 PARTICIPANTS COMMITTEE MEETING**

TOTAL

SECTOR	VOTE 1	VOTE 2	VOTE 3
GENERATION	6.44	14.72	0.00
TRANSMISSION	5.72	2.86	14.31
SUPPLIER	0.00	12.26	8.58
AR	14.17	0.08	14.17
PUBLICLY OWNED ENTITY	17.17	17.17	0.46
END USER	15.84	5.72	14.05
% IN FAVOR	59.34	52.81	51.57

GENERATION

Participant Name	Vote 1	Vote 2	Vote 3
Dominion Energy Marketing, Inc.	A	-	-
Entergy Nuclear Power Marketing	F	F	O
EquiPower Resources Management	O	F	A
Essential Power, LLC	O	F	O
GDF SUEZ Energy Marketing NA	O	F	O
Generation Group Member	F	O	A
NextEra Energy Resources, LLC	O	A	A
NRG Power Marketing, LLC	O	F	O
Verso Maine Energy LLC	F	F	O
IN FAVOR (F)	3	6	0
OPPOSED (O)	5	1	5
TOTAL VOTES	8	7	5
ABSTENTIONS (A)	1	1	3

TRANSMISSION

Participant Name	Vote 1	Vote 2	Vote 3
Bangor Hydro-Electric Co.	O	O	F
Central Maine Power Co.	O	O	F
New England Power Co.	F	O	F
The United Illuminating Co.	O	O	F
NU /NSTAR	O	O	F
Vermont Electric Power Co.	F	F	O
IN FAVOR (F)	2	1	5
OPPOSED (O)	4	5	1
TOTAL VOTES	6	6	6
ABSTENTIONS (A)	0	0	0

SUPPLIER

Participant Name	Vote 1	Vote 2	Vote 3
BP Energy Co.	A	A	A
Brookfield Energy Marketing/CSC	S	S	S
Brookfield Energy Marketing	A	A	A
Cross-Sound Cable	O	A	A
Calpine Energy Services	O	A	O
Consolidated Edison Energy, Inc.	O	A	A
CP Energy Marketing (US) Inc.	O	A	A
Dynegy Marketing and Trade, LLC	O	F	O
Energy America, LLC	A	F	A
Exelon Generation Company	O	A	A
Galt Power, Inc.	A	A	A
Granite Ridge/Merrill Lynch Commodities	O	F	O
H.Q. Energy Services (U.S.) Inc.	O	A	F
Hess	A	F	A
Integrus Energy Services, Inc.	A	A	A
Kimberly-Clark Corporation	A	O	F
Linde Energy Services, Inc.	A	O	F
LIPA	O	A	A
PSEG Energy Resources & Trade LLC	O	F	-
Vitol Inc.	A	-	-
IN FAVOR (F)	0.0	5	3
OPPOSED (O)	9.3	2	3
TOTAL VOTES	9.3	7	6
ABSTENTIONS (A)	8.7	10	10

ALTERNATIVE RESOURCES

Participant Name	Vote 1	Vote 2	Vote 3
Renewable Generation			
First Wind Energy Marketing	A	A	F
Distributed Generation			
Conservation Services Group	F	A	A
Small DG Group Member	F	A	A
Load Response			
EnerNOC, Inc.	F	A	A
Vermont Energy Investment Corp.	F	A	A
Small LR Group Member	F	A	A
LR Provisional Group Member	-	F	A
IN FAVOR (F)	5	1	1
OPPOSED (O)	0	0	0
TOTAL VOTES	5	1	1
ABSTENTIONS (A)	1	6	6

**VOTES TAKEN AT
NOVEMBER 8, 2013 PARTICIPANTS COMMITTEE MEETING**

PUBLICLY OWNED ENTITY

Participant Name	Vote 1	Vote 2	Vote 3
Ashburnham Municipal Light Plant	F	F	O
Boylston Municipal Light Dept.	F	F	O
Braintree Electric Light Department	F	F	O
Chicopee Municipal Lighting Plant	F	F	O
Concord Municipal Light Plant	F	F	O
CT Municipal Electric Energy Coop.	F	A	F
Groton Electric Light Dept.,	F	F	O
Hingham Municipal Lighting Plant	F	F	O
Holden Municipal Light Dept.	F	F	O
Holyoke Gas & Electric Dept.	F	F	O
Hudson Light and Power Dept.	F	F	O
Hull Municipal Lighting Plant	F	F	O
Ipswich Municipal Light Dept.	F	F	O
Littleton (MA) Electric Light Dept.	F	F	O
Littleton (NH) Water & Light Dept.	A	F	O
Mansfield Municipal Electric Dept.	F	F	O
Marblehead Municipal Light Dept.	F	F	O
Mass. Municipal Wholesale Electric Co.	F	F	O
Middleborough Gas and Electric	F	F	O
Middleton Municipal Electric Dept.	F	F	O
New Hampshire Electric Coop.	F	F	O
Paxton Municipal Light Dept.	F	F	O
Peabody Municipal Light Plant	F	F	O
Princeton Municipal Light Dept.	F	F	O
Rowley Municipal Lighting Plant	F	F	O
Russell Municipal Light Department	F	F	O
Shrewsbury's Electric & Cable Operations.	F	F	O
South Hadley Electric Light Dept.	F	F	O
Sterling Municipal Electric Light	F	F	O
Taunton Municipal Lighting Plant	F	F	O
Templeton Municipal Lighting Plant	F	F	O
Vermont Electric Cooperative	A	F	O
VT Public. Power Supply Authority	A	F	O
Wakefield Municipal Gas and Light	F	F	O
Wallingford, Town of	F	F	A
Wellesley Municipal Light Plant	F	A	O
W. Boylston Municipal Lighting Plant	F	F	O
Westfield Gas & Electric Light Dept.	F	F	O
IN FAVOR (F)	35	36	1
OPPOSED (O)	0	0	36
TOTAL VOTES	35	36	37
ABSTENTIONS (A)	3	2	1

END USER

Participant Name	Vote 1	Vote 2	Vote 3
Associated Industries of Massachusetts	F	O	F
Connecticut Office of Consumer Counsel	F	O	F
Conservation Law Foundation	F	O	F
Environment Northeast	F	O	F
Harvard Dedicated Energy Limited	F	O	F
High Liner Foods (USA) Inc.	O	F	O
Industrial Energy Consumer Group	F	F	A
Maine Public Advocate Office	F	F	A
Maine Skiing, Inc.	F	F	A
Mass. Attorney General's Office	A	O	A
NH Office of Consumer Advocate	F	F	O
PowerOptions, Inc.	F	O	F
Praxair, Inc.	A	O	F
The Energy Consortium	F	O	F
Union of Concerned Scientists	F	O	F
Utility Services Inc.	A	A	A
IN FAVOR (F)	12	5	9
OPPOSED (O)	1	10	2
TOTAL VOTES	13	15	11
ABSTENTIONS (A)	3	1	5