FINAL

A meeting of the NEPOOL Participants Committee was held beginning at 10:00 a.m. on Friday, June 6, 2014 at The Renaissance Downtown Providence Hotel, Providence, Rhode Island, 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. Joel Gordon, Chairman, presided and Mr. David Doot, Secretary, recorded. Mr. Gordon welcomed the members, alternates and guests who were present.

APPROVAL OF MINUTES OF MAY 2, 2014 MEETING

Mr. Gordon reported that consideration of the May 2, 2014 minutes would be deferred to a future meeting.

CONSENT AGENDA

Mr. Gordon referred the Committee to the Consent Agenda that was circulated in advance of the meeting, with Consent Agenda Item No. 2 removed (Market Rule 1 and Tariff Definition Section Revisions regarding Energy Market Offer Flexibility Implementation) for consideration during the meeting. Following motion duly made and seconded, the remaining items on the Consent Agenda were unanimously approved without discussion or comment.

NESCOE REPORT ON GOVERNORS' INFRASTRUCTURE INITIATIVE

Ms. Heather Hunt, Executive Director, New England States Committee on Electricity (NESCOE) provided an update on the Governors' Infrastructure Initiative. She reported that, since the May Participants Committee meeting, NESCOE had sought and received comments from both NEPOOL Participants and the New England Gas-Electric Focus Group on the Incremental Gas for Electric Reliability (IGER) concept, the proposed approach identified by

several electric distribution companies to facilitate the construction of incremental gas pipeline capacity (EDC concept), and other concepts volunteered by Market Participants. She stated that approximately 20 responses were received from pipelines, end users, public power, local distribution companies, and a variety of others, with all responses posted as received on the NESCOE website. Not surprisingly, those responses expressed both support for, and opposition to, the Governors' Initiative. She stated there was a widely held view, and the States emphatically agreed, that a market solution would have been preferred to meet the region's challenges. However, there was an urgent need to solve current challenges, which had confronted the region for almost a decade, and the market response had not solved. She reported that there had been a wide range of comments and diversity of opinion on what entity could serve in what role, and particularly on issues surrounding the proposed capacity manager. The States were encouraged to continue to explore market solutions that may not as yet have been identified and to continue to facilitate investment in energy efficiency.

Regarding next steps, Ms. Hunt reported that the States were planning on presentations and continued dialogue at Transmission Committee meetings scheduled for June 20, and in July and August, including the August 11-12 join Reliability/Transmission Committee Summer Meeting. She stated that NESCOE planned to issue a Request for Expression of Interest within the next week that would include the following: a high-level summary of the comments received; the States' high-level observations in response to those comments; requests for more detailed and uniform information from entities that may want to serve in the various roles needed to implement IGER; further discussion of issues associated with the capacity manager; and an invitation to provide other concepts or ideas for the States to consider.

Members then asked clarifying questions and provided comments. A member asked whether the States had considered engaging an economist to serve as an advisor to help ensure

that expanded pipeline capacity would be fully utilized. Ms. Hunt responded that the States understood the complexity of the issues and were considering a variety of consulting needs, agreeing that his recommendation might be useful.

In response to a member's question regarding the size of the procurement, Ms. Hunt explained that general comments from the New England Gas-Electric Focus Group suggested procuring at levels higher than those preliminarily identified by the States in order to ensure that the procurement was a one-time action, but that no particular decision had been made.

A MMWEC representative reviewed a proposed Consumer Model for Natural Gas Infrastructure Development in New England (MMWEC Proposal), noting that the MMWEC Proposal was in part a response to NESCOE's request for comments on the EDC concept. He explained that the purpose of the MMWEC Proposal was to address electric system reliability and economic issues caused by insufficient natural gas infrastructure by using a consumer-oriented business model that focused on cost containment and public benefits. The MMWEC Proposal would employ public ownership and public financing of any pipeline facilities financed with electric tariff charges and, in that case, because of public financing cost savings, there would be a potential consumer savings of $7 billion, which could then be re-directed to support regional economic development. He explained that the public financing cost savings would come, in part, from reduced interest costs, but the bulk of the savings would come from foregoing a return on equity (ROE) for the pipeline facility, which otherwise would be in the 13%-14% range.

He stated that the MMWEC Proposal was a direct result of the Sector's meetings with NESCOE. He suggested that the creation of a new multi-state entity to develop new natural gas infrastructure could take years to accomplish. Given MMWEC's existing statutory authority, he suggested that the MMWEC Proposal could be accomplished far more expeditiously. He

encouraged other public entities willing and able to join MMWEC in discussions about a public partnership to facilitate new natural gas infrastructure development. Given the tight schedule proposed by NESCOE and the potential cost savings, MMWEC believed it important to consider its proposal now. He clarified that MMWEC was not interested in building or operating the pipeline or managing the capacity allocations. Under the MMWEC Proposal, there would be a need for strategic partnerships and agreements with pipeline companies and others that would manage such capacity.

In response to questions concerning MMWEC's bonding authority, the MMWEC representative indicated that MMWEC had previously issued bonds for projects that were partially owned by private utilities and MMWEC believed the MMWEC Proposal could be accomplished under MMWEC's revenue bond issuing authority; MMWEC would provide the source of the financing, with ownership vested in MMWEC or another Publicly Owned Entity. He noted that MMWEC had not yet discussed its Proposal with the pipelines, and that the Proposal would rely for reimbursement purposes on the ISO Tariff mechanism being explored by NESCOE and the ISO, but not yet considered by the FERC.

At the conclusion of discussion on this topic, Mr. Gordon reminded the Committee that a Transmission Committee meeting was scheduled for June 20 to discuss NESCOE's proposal. Mr. Jose Rotger, Transmission Committee Vice-Chair, encouraged MMWEC and other interested Participants to attend the Transmission Committee meeting and to let Mr. Donald Gates, Transmission Committee Chairman, or him, know by June 13 if they planned to request time on that meeting's agenda.

REPORT OF THE ISO CHIEF EXECUTIVE OFFICER

Mr. Gordon van Welie, ISO Chief Executive Officer, referred the Committee to the written summaries of the ISO Board and Board Committee meetings that had occurred since the May 2, 2014 meeting, which were circulated and posted in advance of the meeting.

He then shared some observations from a recent meeting he had attended that brought together members of each of the Boards of Directors from the nation's organized markets. He grouped those discussions into three categories as follows:

(1) Resource & Fuel Adequacy

- Implications of coal fleet retirements in the Mid-Atlantic and Midwest due to pressures from low cost gas and U.S. Environmental Protection Agency (EPA) regulations;
- Realization there would be a greater dependency on natural gas;
- Challenges achieving 30% target reductions in CO_2 levels from 2005 baselines; and
- Gas/electric coordination, with regions closely following the FERC's initiatives and supportive of a 4:00 a.m. start to the gas day.

(2) Transmission Planning

- More diversity as a result of Order 1000 implementation;
- Evolution of regional planning practices; and
- Cost allocation discussion, particularly inter-regional cost allocation.

(3) Cyber & Physical Security

- In sharp focus in Congress, at FERC and NERC;
- Continued investment in both areas; and
- Continued efforts to improve standards and raise the bar.

Mr. van Welie observed that, because of the challenges faced by, and under discussion in, the region over the past three to four years, New England was markedly ahead of other regions in addressing challenges. He suggested that the January/February 2014 polar vortex had sharpened focus on gas/electric coordination and pipeline adequacy, and had created a shared concern as to how to solve for reliability during winter periods when pipeline capacity was insufficient to serve

all natural gas generation on the system. Of particular note was the common theme of searching for "something extra" in the winters, as New England had already done, to maximize gas transportation and minimize the emerging reliability gap. In addition, specifically for the Northeast capacity markets, there was discussion among the various Directors on how to differentiate capacity payments, to address performance deterioration, especially for end-of-life assets, and the linkage between capacity market values, fuel adequacy, and CO_2 reductions. Mr. van Welie stated that Exelon and Entergy had been effective in raising awareness of the impacts of nuclear fleet retirements in the Midwest, but the Northeast was again two or three years ahead of the rest of the regions in that discussion.

There were no questions or comments either on the written summaries or on Mr. vanWelie's report regarding the Boards of Directors' meeting.

REPORT OF THE ISO CHIEF OPERATING OFFICER

Dr. Vamsi Chadalavada, ISO Chief Operating Officer (COO), reviewed highlights from the June COO report regarding May (through the 28th) operations, which was circulated in advance of the meeting and posted on the NEPOOL and ISO websites. Focusing on highlights, he stated that, in May: (i) natural gas average prices were 20.1% lower than April average prices; (ii) Real-Time Hub locational marginal prices (LMPs) on average were 13.6% lower than April LMPs; (iii) average daily (peak hour) Day-Ahead cleared physical Energy, as a percent of forecasted load, was 97.3% in May, versus 98.5% in April; (iv) daily NCPC, totaling $3.6 million, was $3.3 million lower than April NCPC; (v) first contingency payments, totaling $2 million, were $1 million lower than April's; (vi) second contingency payments totaled $128,000, which was $2.4 million lower than in April; and (vii) voltage support payments totaled $1.5 million, which was $680,000 higher than April payments.

He reported that final approvals for the New England East-West Solution (NEEWS) Interstate Reliability Project were in place in all three states (Connecticut, Massachusetts and Rhode Island), with construction underway on several parts of the project. He stated that the ISO was drafting the 2014 Regional System Plan (RSP14), with an initial draft to be released to stakeholders in July.

He summarized highlights from the Forward Capacity Market, addressing developments from the third through the sixth Capacity Commitment Periods. Dr. Chadalavada, in response to a member's question, committed to clarify when terminations/withdrawals from Critical Path Schedule monitoring were reflected in the monthly COO reports and on-line reports. He also reported the addition, in response to a Participant's request at a prior meeting, of Net ICR values to the monthly Capacity Supply Obligation detail slides. He asked for feedback on that addition.

Turning to the Operable Capacity Margin, Dr. Chadalavada reported that the lowest 50/50 and 90/10 Summer Margin was projected for the week of June 7 and the ISO was forcasting a summer peak demand of 26,658 MW for the week beginning July 12.

Dr. Chadalavada then reviewed a slide noting the debut of a revamped and improved iso-ne.com, restructured and redesigned to increase navigation and functionality. He indicated that there would be an opportunity for stakeholders to familiarize themselves with the new site's navigation and features in a sandbox environment in advance of implementation. He requested that feedback on the new website be directed to Ms. Anne George, Ms. Ellen Foley, and the External Affairs team. A member requested that, if interfaces employing web-based data would be modified, the ISO ensure that Participants had sufficient time to update and synch their interfaces.

Addressing Regulation Market changes, Dr. Chadalavada summarized the FERC's May 20 order rejecting the ISO's filing, including the ISO's accelerated effective date request. He

described the timing challenge that the order presented. The ISO was placing highest priority on implementing the energy offer flexibility changes (Hourly Offers Project), which was of much greater value and importance to Market Participants, and which the ISO was working to implement prior to the Winter 2014/15 period. He indicated that, under current priorities, the earliest timeframe for implementation of Regulation Market changes sought by the FERC would be after the Hourly Offers Project was implemented. The ISO had not yet identified a timeline for that work, but would reflect that timeline and status in an update to the FERC. He confirmed that the Hourly Offers Project was still on schedule for an early December implementation.

Dr. Chadalavada concluded his presentation by summarizing a May 25 event involving Millstone Units 2 and 3. He summarized the following:

- One transmission line in that region of Connecticut was out for scheduled service.
- A line tripped due to a disconnect switch failure.
- While still under investigation, a second line tripped, apparently because of a System protection issue.
- A third line then tripped because both Units 2 and 3 were isolated on one line, thereby shutting down all power to and from Millstone.
- Units 2 and 3 shut down securely using on-site emergency diesels.
- Generation loss was 2,100 MW.
- The shutdown of Units 2 and 3 represented 169% of the largest single contingency placed on the system, and was the largest single source contingency in the history of ISO operations.

He reported that a full event analysis, which had been started in accordance with NERC requirements, would be presented to the Reliability Committee once all the data was collected. He added that the ISO had requested assistance from PJM, New York (NYISO), Ontario (IESO), and New Brunswick (NBSO) under established procedures, and all lines were restored to service within three hours after inspection. However, it took until June 3 for the entire station to return to full load. Dr. Chadalavada noted that the Nuclear Regulatory Commission (NRC) was actively involved in the analysis, and that Northeast Utilities was doing a good job of tallying up

all the data and sharing it with all the appropriate governmental agencies. A member commended ISO Operations for its response to a 2,100 MW contingency and meeting the Disturbance Control Reliability Standard. Dr. Chadalavada added it was fortunate that the event occurred on a Sunday at a time of light load and that the NYISO and PJM were available to help.

DELETION OF PROVISIONS PERMITTING ANNUAL IMM UPDATE TO ORTP FOR NEW ON-SHORE WIND RESOURCES BASED ON FEDERAL TAX LAW CHANGES

Ms. Allison DiGrande, Chair, Markets Committee, referred the Committee to the materials circulated and posted in advance of the meeting regarding deletions in the Offer Review Trigger Price (ORTP) provisions, as proposed by the ISO Internal Market Monitor (IMM) in response to the FERC's May 12, 2014 order (May 12 Order) in Docket No. ER14-1477-000. She reviewed that the May 12 Order accepted in part jointly filed revisions to the ORTP rules for the ninth Forward Capacity Auction (FCA9), but rejected proposed Appendix A language that would have permitted the IMM to annually update the ORTP for new on-shore wind resources based on changes to federal tax law, and directed the ISO to submit a compliance filing no later than June 11, 2014 to remove the Tariff language rejected in the May 12 Order. At its May 23, 2014 meeting, the Markets Committee voted unanimously to recommend Participants Committee support for the IMM-proposed changes striking the rejected Tariff language, with one abstention in the Transmission Sector noted.

The following motion was then duly made, seconded, and, without discussion, unanimously approved:

> RESOLVED, that the Participants Committee supports the revisions to Appendix A to Market Rule 1, as recommended by the Markets Committee at its May 23, 2014 meeting, together with such non-substantive changes as may be approved by the Chair and Vice-Chair of the Markets Committee.

CONFORMING CHANGES REFLECTING ENERGY MARKET OFFER FLEXIBILITY IMPLEMENTATION

Ms. DiGrande referred the Committee to the materials circulated and 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 implementation of the Hourly Offers Project (Energy Offer Flexibility Conforming Changes). She reported that the Markets Committee, at its May 6-7, 2014 meeting, unanimously recommended Participants Committee support for the Energy Offer Flexibility Conforming Changes, but with two additional conforming changes to the new Regulation Market rules in Section III.14 of Market Rule 1. She reviewed that, in light of the subsequent FERC order concerning the new Regulation Market design issued after the May 6-7 Markets Committee meeting, the ISO no longer proposed to include the two Section III.14 Regulation Market conforming changes as part of the package of Energy Offer Flexibility Conforming Changes. Accordingly, the ISO had requested that the Energy Offer Flexibility Conforming Changes be removed from the Consent Agenda and sought support for the Energy Offer Flexibility Conforming Changes without the two Section III.14 changes.

The following motion was duly made, seconded, and, without discussion, unanimously approved:

> 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 Energy Market Offer Flexibility Project, as provided to this Committee in advance of this meeting, together with such non-substantive changes as may be approved by the Chair and Vice-Chair of the Markets Committee.

LITIGATION REPORT

Mr. Doot referred the Committee to the recent FERC orders that were issued and the summaries that were circulated and posted with the meeting materials in advance of the meeting.

Regulation Market Order (ER14-1537)

He began with the Regulation Market order issued on May 20 in which the FERC rejected the changes jointly proposed by the ISO and NEPOOL. He reviewed that, as reported by Dr. Chadalavada, changes in response to the order would not be ready for implementation until after the Hourly Offers Project was implemented. Ms. DiGrande confirmed that there were not yet any Markets Committee meetings scheduled to address that topic.

In response to a member's request for some indication of how the response to the order would fit into an already full list of priorities and crowded Committee schedule, Mr. Raymond Hepper, ISO General Counsel, responded that the ISO was evaluating that response, confirmed that nothing would be scheduled at the Markets Committee on this topic until late summer/early fall, and indicated that the ISO would report to the FERC that it would be unable to make the October 1 implementation date set in prior orders. Mr. van Welie emphasized that the ISO was faced with a choice between delay in implementation of the Hourly Offers Project or delay in the Regulation Market changes as revised by the May 20 order. With the ISO assessment that the Hourly Offers Project would provide substantially greater benefits to the market, the ISO, supported by Participant feedback, would proceed with implementation of the Hourly Offers Project and turn as soon as possible thereafter to the Regulation Market changes.

Mr. Doot asked for feedback as to whether NEPOOL should take any position on the timing by actively supporting the ISO's proposed prioritization at the FERC. Following a high level explanation by Mr. Hepper of how the ISO approaches its response in circumstances in which regional priorities and FERC directives are not aligned, and recalling past discussions on Regulation Market changes, a member recommended without dissent that NEPOOL make a supportive filing. Mr. Doot stated that, in the absence of dissenting views, NEPOOL Counsel, with the input of the NEPOOL Officers, would support the prioritization.

Demand Curve Order

Mr. Doot reported that the FERC issued an order on May 30 that conditionally accepted the demand curve proposal that had been proposed by the ISO and supported by NEPOOL, effective June 1, 2014, for implementation prior to associated FCA9 deadlines. As a condition to its acceptance, the FERC directed the ISO, in a 60-day compliance filing, to clarify how new resources could qualify for the Renewable Technology Resources MOPR exemption in future auctions. Ms. DiGrande reported that discussion of that issue had been added to the June 10-11 Markets Committee meeting agenda, with the ISO expected to explain the clarification to be submitted in response to the May 30 order.

U.S. DC Circuit Court of Appeals Decision on Appeal of FERC Order No. 745 (Demand Response Compensation)

Mr. Doot continued by reporting that the DC Circuit Court of Appeals (the Appeals Court) had vacated in its entirety FERC Order 745. He explained that the Appeals Court had concluded that demand response (DR) was part of the retail market and thus found that the FERC did not have jurisdiction to regulate DR as reflected in Order 745 since the FERC's requirement impermissibly encroached on states' exclusive jurisdiction to regulate the retail market. He explained that the Appeals Court decision was narrowly drafted to address the Order 745 appeal, but the decision unavoidably raised fairly broad jurisdictional questions as to the participation by DR in the wholesale markets. He reported that there had already been a complaint filed with the FERC, within hours of the Appeals Court decision, challenging DR participation in the PJM capacity market. There had also been an ISO-NE notice, which in large measure mirrored an earlier PJM message, stating that the Appeals Court decision was subject to further review by the courts, and unless or until those courts or the FERC provided further clarity, it would be "business as usual".

Mr. Doot noted that there had been discussion of a DR component for the Winter 2014/15 Reliability Program, and his expectation that people would want to consider the import of the Appeals Court decision in the context of those discussions. With a vote on the Winter Reliability Program expected at the Summer Meeting, there remained time to explore those issues.

A member commented that, while he understood why the ISO was moving forward with DR programs already set out in the Tariff, he found it unwise to implement new DR programs. Agreeing, a member noted, in light of the Appeals Court decision, a need for a priorities discussion after any re-hearings were filed in July, particularly with respect to the integration of DR in the Reserves Market. A member whose company participated actively in the DR market disagreed, stating that certainty on the Reserve Market Rules for DR were needed before FCA9 and there had not yet been sufficient cause to delay or defer the market development process currently underway. Others expressed concern with the impact of including a DR program in the Winter Reliability Program, and the modifications that would be required, should the Appeals Court decision stand. Another member expressed concern with prematurely planning for contingencies and potential outcomes.

Mr. Doot stated that NEPOOL Counsel would watch this closely and would provide an opportunity for discussion, if and as appropriate, at a future meeting.

PERFORMANCE INCENTIVES JUMP BALL FILING (ER14-1050; EL14-52)

Mr. Doot referred the Committee to the summary of the May 30 FERC order on Performance Incentives (PI Order) and the ISO memorandum circulated and posted in advance of the meeting. He explained that the ISO would provide an overview of its plans for implementation, there would then be discussion with the ISO and any of the regulators that wished to participate on implementation and the stakeholder process for considering the ISO's

proposed July 14 compliance filing, and a discussion to be held in Executive Session following lunch on whether any further action should be taken by NEPOOL organizationally.

Mr. Hepper began with an overview of the ISO's perspective on key pieces of the PI Order :

- **Submittal of de-list bids.** The ISO issued a memorandum earlier that day addressing de-list bids, requesting de-list bid submission by June 16, noting there would be further opportunities to change those de-list bids based on the required compliance filing.
- **Global issues raised in light of refund effective date.** The ISO read the PI Order to say, both implicitly and explicitly, that FCA8 was complete, with results pending at FERC. Nothing in the PI Order suggested any changes were necessary with respect to FCA8 results, or any of the prior auctions that were run under rules that were approved and on file at the FERC. Nor did the ISO read the PI Order to modify in any way the associated rights and obligations of capacity resources during the Capacity Commitment periods related to those prior auctions.
- **Compliance.** The FERC posed four issues for the ISO to work through with stakeholders. The ISO intended to work through each of those issues, make a compliance filing on July 14, and have all changes in effect for FCA9.
- **Implementation**. The ISO agreed with the PI Order's directive to increase the RCPF values, which it viewed as a just and reasonable means of addressing some of the issues during the interim period preceding FCA9.

With regard to implementation of increased RCPF values for Thirty-Minute and Ten-Minute Operating Reserves, Dr. Chadalavada identified three issues that needed to be addressed:

(1) Impact on capacity payment performance rates (PPR).
(2) Peak Energy Rent (PER) Adjustments.
    - Those between June 2014 and when the Pay-For-Performance (PFP) mechanism was implemented in June 2018
    - Post-PFP
(3) Operational compatibility with the Hourly Offers Project.

He previewed the process, going forward, to address those issues, make the required compliance filing, achieve the necessary FERC approvals, and put increased RCPFs in service, ideally coincident with the Hourly Offers Project at the end of 2014.

The Committee then commented and asked clarifying questions. In response to members' questions, Mr. Hepper explained his view of the reasons behind, and significance of, the refund effective date established in the PI Order. In response to a member's request, Dr. Chadalavada confirmed that Participants would have an opportunity to reflect in their de-list bids any change in the PPR should the PPR contained in the July compliance filing differ from that proposed by the ISO in the original filing. Dr. Chadalavada also agreed, at a member's request, to have the following two items considered as part of the ISO's review of RCPF impacts: (i) the PER penalty that would exist, and potentially be made worse, for Day-Ahead generation sales; and (ii) the potentially perverse incentive for load to have less demand clear Day-Ahead, which would reverse some of the gains that had been made in that area.

In response to questions and concerns regarding the timing of the implementation of increased RCPF values, Dr. Chadalavada stated that, as long as the ISO compliance filing was submitted by July 14, and the FERC accepted it, resources should have the necessary information to formulate their de-list bids and participate in FCA9.

A member requested that the ISO consider extending by a week or two the deadline for de-list bid submission, given the timing of the PI Order's issuance and related guidance in response to the PI Order, which had not given Participants sufficient time for adequate assessment of the impacts and risks, including the additional information to be provided by the ISO at the June 20 Markets Committee meeting. Mr. Hepper stated that the ISO would not further extend deadlines going forward, noting that the ISO memorandum circulated in advance

of the meeting encouraged Participants to put in their highest de-list bids and then reduce them if the risk changed.

In follow up, Dr. Chadalavada reviewed two possible approaches: (1) based on the compliance filing, a Participant could decide to reduce its de-list bid during the window providing for that opportunity; or (2) if a Participant believed that a submitted de-list bid was valid, there would still be available a process for consultation with the IMM. Dr. Chadalavada committed to follow up with the IMM and relay the process for reducing in September one or more de-list bids.

Mr. Doot reported that, with the PI Order compliance filing due on July 14, a special Participants Committee meeting had been scheduled for the afternoon of July 10 to consider and take action on proposed compliance changes. He said the meeting would follow the conclusion of, and be at the same venue as, the Markets Committee Summer Meeting in Stowe, Vermont. For its part, the Markets Committee was scheduled to consider and vote on proposed compliance changes during the first day of its Summer Meeting, on Tuesday, July 8. Ms. DiGrande said that, as referenced in the ISO's memorandum circulated in advance of the meeting, the first Markets Committee meeting to consider the ISO's compliance proposal would be held June 20, following the regularly-scheduled Transmission Committee meeting to be held earlier that morning.

OTHER BUSINESS

Mr. Doot referred the Committee to the NEPOOL calendar for June and July. He reported the next regularly-scheduled meeting of the Participants Committee was the June 24-26, 2014 Participants Committee Summer Meeting at The Cliff House in Ogunquit, Maine, noting the Cliff House reservations cut-off date was June 12. He also reminded members of the NECPUC Symposium scheduled for June 15-18 at the Stowe Mountain Resort, in Stowe,

Vermont and the NEPOOL Markets Committee Summer Meeting also at the Stowe Mountain Resort scheduled for July 8-10. He reported, as indicated earlier in the meeting, that a special meeting of the Participants Committee was scheduled for the afternoon of July 10, following the conclusion of the Markets Committee Summer Meeting.

EXECUTIVE SESSION

Following a break for lunch, the meeting reconvened in Executive Session after confirmation that only members and alternates or their designated representatives were present. Mr. Doot reminded the Committee of the positions that NEPOOL had taken to date on the PI matter and the timing for any further regulatory action on the underlying proposal and the process for any future filing. He explained that, if NEPOOL wished to request that the FERC modify its ruling, it must do so in a filing to be submitted no later than June 30, 2014, either in the form of a motion for clarification and/or rehearing of the PI Order. He explained further that, absent a request for a rehearing, NEPOOL would not have the ability to further challenge any aspect of the Order.

Discussion ensued for some time with various directions being provided to the Officers and NEPOOL Counsel. Following that discussion, the Committee directed that NEPOOL Counsel take preliminary action and that this matter be further discussed at the Participants Committee Summer Meeting, ahead of the compliance filing deadline.

The Committee then came out of Executive Session, and there being no further business, the meeting adjourned at 2:05 p.m.

Respectfully submitted,

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David T. Doot, Secretary

ATTACHMENT 1

MEMBERS AND ALTERNATES PARTICIPATING IN
JUNE 6, 2014 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
Boylston Municipal Light Department	Publicly Owned		Gary Will	
BP Energy Company	Supplier			Nancy Chafetz (tel)
Braintree Electric Light Department	Publicly Owned		Dave Cavanaugh	
Brookfield Energy Marketing / Cross-Sound Cable	Supplier	Aleksandar Mitreski	Jose Rotger	
Calpine Energy Services, LP	Supplier	John Flumerfelt	Brett Kruse	
Central Maine Power Company (CMP)	Transmission	Eric Stinneford (tel)		
Chicopee Municipal Lighting Plant	Publicly Owned		Gary Will	
Cianbro Companies	End User			William P. Short III
Citigroup Energy Inc.	Supplier	Barry Trayers (tel)		
Concord Municipal Light Plant	Publicly Owned		Dave Cavanaugh	
Connecticut Municipal Electric Energy Coop.	Publicly Owned	Brian Forshaw		
Connecticut Office of Consumer Counsel (CT OCC)	End User			David Thompson
Conservation Law Foundation (CLF)	End User	Seth Kaplan		
Conservation Services Group (CSG)	AR			Doug Hurley
Consolidated Edison Energy, Inc.	Supplier	Jeff Dannels		
Danvers Electric Division	Publicly Owned		Dave Cavanaugh	
Dominion Energy Marketing, Inc.	Generation	Ronald Hart (tel)		
Dragon Products Company LLC	End User			William P. Short III
Dynegy Marketing and Trade, LLC	Supplier			William Fowler
Elektrisola, Inc.	End User			William P. Short III
Emera Maine, Inc.	Transmission	Jeff Jones (tel)	Stacy Dimou	
Energy America, LLC	Supplier	Ron Carrier (tel)		Nancy Chafetz (tel)
EnerNOC, Inc.	AR		Greg Geller	
Entergy Nuclear Power Marketing Inc.	Generation			William Fowler
EquiPower Resources Management, LLC	Generation	Jim Ginnetti (tel)	William Fowler	
Essential Power, LLC	Generation	M.Q. Riding (tel)	William Fowler	
Exelon Generation Company	Supplier	Steve Kirk	William Fowler	
Fairchild Semiconductor Corporation	End User			William P. Short III
First Wind Energy Marketing, Inc.	AR	John Keene		Bob Stein
Galt Power, Inc.	Supplier	Nancy Chafetz (tel)		
GDF SUEZ Energy Marketing NA, Inc.	Generation	Thomas Kaslow		
Generation Group Member	Generation	Dennis Duffy (tel)	Abby Krich	
Georgetown Municipal Light Plant	Publicly Owned		Dave Cavanaugh	
Granite Ridge Energy, LLC	Supplier		William Fowler	
Groton Electric Light Department	Publicly Owned		Gary Will	
Groveland Electric Light Department	Publicly Owned		Dave Cavanaugh	
H.Q. Energy Services (U.S.) Inc.	Supplier		Bob Stein	Abby Krich
Harvard Dedicated Energy Limited	End User	Mary Smith		Robert Borghesani
Hess Corporation	Supplier			Nancy Chafetz (tel)
High Liner Foods (USA) Incorporated	End User		William P. Short III	
Hingham Municipal Lighting Plant	Publicly Owned		Dave Cavanaugh	
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	
Ipswich Municipal Light Department	Publicly Owned		Gary Will	
Integrys Energy Services Inc.	Supplier			Nancy Chafetz (tel)
Kimberly-Clark Corporation	Supplier			Elizabeth Trinkle (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		

MEMBERS AND ALTERNATES PARTICIPATING IN
JUNE 6, 2014 PARTICIPANTS COMMITTEE MEETING

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
Macquarie Energy, LLC	Supplier	Christi Nicolay (tel)		
Mansfield Municipal Electric Department	Publicly Owned		Gary Will	
Marblehead Municipal Light Department	Publicly Owned		Gary Will	
Marden's Inc.	End User			William P. Short III
Mass. Attorney General's Office	End User		Christina Belew	
Mass. Municipal Wholesale Electric Company (MMWEC)	Publicly Owned	Gary Will		
Merrimac Municipal Light Department	Publicly Owned		Dave Cavanaugh	
Middleborough Gas and Electric Department	Publicly Owned		Gary Will	
Middleton Municipal Electric Department	Publicly Owned		Dave Cavanaugh	
MoArk, LLC	End User			William P. Short III
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		
PalletOne of Maine	End User			William P. Short III
Pascoag Utility District	Publicly Owned		Dave Cavanaugh	
Paxton Municipal Light Department	Publicly Owned		Gary Will	
Peabody Municipal Light Plant	Publicly Owned		Gary Will	
PowerOptions, Inc.	End User	Cynthia Arcate		Sarah Jackson; Paul Peterson
PPL EnergyPlus, LC	Supplier		Sharon Weber (tel)	
Praxair, Inc.	End User			Elizabeth Trinkle (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		Dave Cavanaugh	
Russell Municipal Light Dept.	Publicly Owned		Gary Will	
Shipyard Brewing LLC	End User			William P. Short III
Shrewsbury Electric & Cable Operations	Publicly Owned		Gary Will	
Small Distributed Generation Group Member	AR	Doug Hurley		
Small Load Response Group Member	AR	Doug Hurley		
Small Renewable Generation Group Member	AR	Erik Abend (tel)		
South Hadley Electric Light Department	Publicly Owned		Gary Will	
St. Anselm College	End User			William P. Short III
Sterling Municipal Electric Light Department	Publicly Owned		Gary Will	
Stowe Electric Department	Publicly Owned		Dave Cavanaugh	
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	
United Illuminating Company (UI)	Transmission	Rich Peters	Alan Trotta	
Utility Services Inc.	End User			Paul Peterson
Vermont Electric Cooperative	Publicly Owned	Craig Kieny		
Vermont Electric Power Company, Inc. (VELCO)	Transmission	Frank Ettori (tel)		Mark Sciarrotta
Vermont Energy Investment Corporation	AR		Doug Hurley	
Vermont Public Power Supply Authority (VPPSA)	Publicly Owned	David Mullett		
Vitol, Inc.	Supplier	Joe Wadsworth (tel)		
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	

MEMBERS AND ALTERNATES PARTICIPATING IN
JUNE 6, 2014 PARTICIPANTS COMMITTEE MEETING

PARTICIPANT NAME	SECTOR	MEMBER NAME	ALTERNATE NAME	PROXY
West Boylston Municipal Lighting Plant	Publicly Owned		Gary Will	
Westerly Hospital, The	End User			William P. Short III
Westfield Gas & Electric Light Department	Publicly Owned		Gary Will	
Z-TECH LLC	End User			William P. Short III