



AGENDA

NPC MEMBERSHIP SUBCOMMITTEE MEETING

Monday, April 10, 2017

10:00 a.m.

Dial-In Number: 800-993-4149; Participant Code: 8602750533

(Enter Access Code followed by the “#” key.)

1. Review the Following Membership Application:

- Orbit Energy Rhode Island, LLC (May 1, 2017)
[AR Sector, RG Sub-Sector, Small RG Group Seat]

2. Review the Following Termination Notice:

- Union Leader (April 1, 2017)
[End User Sector, joined April 1, 2007]

3. Other Business

Pending* Membership Applications

Pending (Conditionally Approved at an earlier Subcommittee meeting)

- Torofino Trading, LLC (Mar 13, 2017)
- VECO Power Trading, LLC (Mar 13, 2017)
- CWP Energy Inc. (Feb 13, 2017)
- Georges River Energy, LLC (Feb 13, 2017)
- MPower Energy LLC (Feb 13, 2017)
- Rensselaer Generating, LLC (Feb 13, 2017)
- Roseton Generating, LLC (Feb 13, 2017)
- Stream Energy Connecticut, LLC (Feb 13, 2017)
- Stream Energy Massachusetts, LLC (Feb 13, 2017)
- Ohmconnect, Inc. (Jan 18, 2017)
- South Jersey Energy ISO3, LLC (Jan 18, 2017)
- IPKeys Power Partners LLC (Nov 14, 2016)
- Sperian Energy Corp. (Nov 14, 2016)
- Phoenix Energy New England, LLC (Oct 17, 2016)
- Stored Solar, LLC (Oct 17, 2016)
- Great American Power, LLC (Sep 12, 2016)
- IOWAY Energy (Sep 12, 2016)
- Renaissance Power & Gas (Sep 12, 2016)
- Block Island Power Company (Jul 18, 2016)
- Hartree Partners, LP (Jun 13, 2016)

*as of Apr 6, 2017

MEMBERSHIP APPLICANT QUESTIONNAIRE
New England Market / New England Power Pool

Please note: All Applicants are required to provide detailed information to the New England Membership Coordinator regarding any changes to the information supplied herein after the application has been submitted. Capitalized terms used but not defined in this Questionnaire are intended to have the same meaning given to such terms in the Second Restated New England Power Pool Agreement (the "2d RNA"), the Participants Agreement ("PA"), or the ISO New England Inc. ("ISO") Transmission, Markets and Services Tariff ("ISO Tariff"). Applications expire 12 months from the date the application is reviewed by the Membership Subcommittee. All materials may be subject to update if 6 months or older. Application fees paid are non-refundable.

I. Applicant Name (Full Corporate Name or Full Name if Applicant is an individual):

Orbit Energy Rhode Island, LLC

A. Applicant is (please check appropriate category):

- A corporation created under the laws of _____
- A limited liability company created under the laws of Rhode Island
- An electric cooperative
- An individual
- A partnership
- A political subdivision of the US, or any of its states, or Canada, or its provinces, or an agency thereof
- Other. Please describe. _____

B. Date of incorporation/formation/organization: March 15, 2011

C. Description of Applicant's business operations: anaerobic digestion biomass power plant

D. Registered and principal place of business located at: 14120 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277

E. Has Applicant previously registered with ISO New England Inc. or NEPOOL?

- No Proceed to Section II.
- Yes If yes, please provide the Customer Name and ID number: _____

II. Web Page Address: www.entropyim.com

III. Applicant Dun & Bradstreet Number: 08-0523675

All Applicants must have a D&B number. If applied for but not yet received, please so indicate.

IV. Related Persons that are Participants. Does Applicant have a Related Person/Affiliate that is currently a NEPOOL Member or Market Participant?

- No Proceed to Section V.
- Yes If yes, please provide the name of the Related Person(s): _____

V. Requested Effective Date of Membership: May 1, 2017

(Please note: Requested Effective Date should reflect the first day of a month and allow for the 60-day notice period required by the FERC following the approval of the application. Applicants which wish to be treated as if they were Participants during the interim period before the FERC has acted in a favorable manner on their application may request an earlier Effective Date with the understanding that requests for such treatment will generally be granted subject to execution of an Indemnification Agreement with the ISO and NEPOOL.)

VI. Activities Applicant will or plans to conduct (pending appropriate approvals) in New England as a Participant in the New England Markets and/or NEPOOL (select all that apply):

- Alternative Resource Provider (“substantial business interest” in Alternative Resources located within the New England Control Area)
- Broker (arranges power transactions without taking title)
- Cooperative
- End User: Governance Only Member Market Participant End User (“MPEU”)
 - Large End User (a single end user with a peak monthly demand for load in New England, including load served by End User Behind-the-Meter Generation, of at least one 1 MW, or a group of 2 or more corporate entities each with a peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 0.35 MWs that together totals at least 1 MW). Please indicate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation: _____ MW.
 - End User Organization
 - Non-profit organization (____ 501(c)(3); ____ (other)) with an organized board of directors and a membership of:
 - at least 100 Entities that buy electricity at wholesale or retail in the New England states; or
 - Entities with an aggregate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 10 MW.
 - Municipality or other governmental agency located in New England which does not meet the definition of Publicly Owned Entity
 - Small End User (an End User which does not otherwise meet the definition of Large End User or End User Organization.)
 - Exempt Wholesale Generator
 - Financial Marketer/Trader (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
 - FTR-Only customer
 - Gas Industry Participant
 - Independent Power Producer (exclusive business is owning or owning and operating all or a part of one or more generating facilities and selling electric energy at wholesale or retail, but not an EWG or QF)
 - Load Aggregator (purchases at wholesale to sell at retail)
 - Publicly Owned Entity
 - Power Marketer (purchases and sells at wholesale): *Please provide the docket number in which FERC accepted Applicant’s filed materials for engaging in power marketing activities and the exact name of the entity for which such activities were approved by FERC:*

- Provisional Member (*see 2d RNA for qualifications*)
- Qualifying Facility
- Related Person Supplier (*see 2d RNA for qualifications*)
- Transmission and/or Distribution Company
- Other (please describe) _____

VII. Generation (All Applicants):

A. Applicant’s Generation

- No Generation. (proceed to VII.B)
- Developing Generation.*
- (i) Owns, or (ii) leases with rights equivalent to ownership, facilities for the generation of electric energy that are located in the New England Control Area.*
 * Please indicate on a separate sheet of paper attached to this Questionnaire the following information for each such facility: (1) Total Generation (Name-Plate Capacity); (2) Net Generation; and (3) Ancillary services to be provided. See attached

B. Affiliate’s Generation

- No Generation.
- Affiliate(s) (i) Own, or (ii) lease with rights equivalent to ownership, facilities for the generation of electric energy that are located in the New England Control Area. Please indicate on a separate sheet of paper attached to this Questionnaire a list of Generation assets in the New England Control Area owned by your Affiliates identified pursuant to Section XII.

VIII. OATT Information (All Applicants):

A. Does the Applicant anticipate conducting business across the external interfaces under the ISO’s Open Access Transmission Tariff (“OATT”)?

No. Proceed to VIII.B below.

Yes.

1. Please provide the applicant’s NERC Purchasing Selling Entity (PSE) code: _____
2. Applicant must (i) complete the OASIS registration process to receive electronic certificates to access the New England OASIS and (ii) submit a completed External Transmission Customer Contact Form to ISO-NE. Information on these two requirements can be found at: <http://www.iso-ne.com/participate/applications-status-changes/access-software-systems#oasis>.

PLEASE NOTE: OASIS access will only be approved for a Market Participant as defined by its associated DUNs number. OASIS certificates will not be approved for member company branches with a different number than the member.

B. Does the Applicant anticipate that it will be responsible for Regional Network Load under Section II.B. of the OATT?

No. Proceed to Section IX or X if applicable; Section XI if not.

Yes. Applicant may need to complete and submit an Application for Regional Network Service (“RNS Application”). Prior to submitting a completed RNS Application, it is recommended that the Applicant Contact ISO-NE Customer Services (custserv@iso-ne.com) and request guidance from the ISO-NE Operations Tariff & Agreement Manager with regard to the need to submit an application at this time. The RNS Application can be found at: http://www.iso-ne.com/trans/services/types_apps/rns_tout_srvc_agrmnt_app.docx.

IX. Market Participant End User Information (if applicable):

A. Current Local Distribution Company (“LDC”): _____

B. List ALL Account Number(s) and/or meter number(s) for loads to be served by Applicant as an MPEU (attach separate sheet if necessary):

Account Number(s) and/or

Meter Number(s)

C. Highest aggregated hourly load in any month in the preceding year (“Peak Load”) for all accounts list in Section IX.B above: _____

D. Authorization: By submission of this questionnaire, Applicant expressly authorizes the LDC identified in 0.A above to release to representatives of ISO New England and NEPOOL the information necessary to determine and/or verify Applicant’s coincident Peak Load, subject to the terms and conditions of the ISO New England Information Policy.

X. Alternative Resources Provider Data (if applicable):

A. Aggregate Governance Rating¹ of all Alternative Resources Owned or Controlled by the Undersigned in the New England Control Area:

Distributed Generation Resources: _____MW

Load Response Resources: _____MW

Renewable Generation Resources: 3.2 MW

B. Substantial Business Interest in Alternative Resources (check and complete all that apply):

- at least 75% of the Energy resources owned or controlled by the Undersigned within the New England Control Area are Alternative Resources. Alternative Resources are 100% of the Energy resources owned or controlled by the Undersigned within the New England Control Area.
- Undersigned owns or controls at least 50 MW of Alternative Resources within the New England Control Area.
- has an independently verifiable capital investment in its Alternative Resources in the New England Control Area as of the end of 2004 of at least \$30 million.

AND

- the quantity of Alternative Resources (in megawatts) and other generation resources in the New England Control Area owned or controlled by it (_____MW) exceeds the highest quantity of hourly Governance Load responsibility held by the Participant in the prior twelve (12) months (_____MW).
- the quantity of generation (in megawatt hours) in the past twelve months from Alternative Resources and other generation resources in the New England Control Area that the Participant owns or controls (_____MWh) exceeds the total quantity of Governance Load responsibility held by the Participant in the prior twelve (12) months (_____MWh).
- the Participant has not held any Governance Load responsibility in the prior twelve (12) months.

OR

- Applicant is unable to check a box in each part of Section X.B. above and requests a determination by the AR Sector and Participants Committee that it has “a Substantial Business Interest in Alternative Resources”.

² Governance Rating is (a) for electric generating units or combination of units (other than a Distributed Generation Resource), (i) the Winter Capability of such unit or combination of units determined by the ISO, or (ii) the aggregate name plate rating of such unit or combination of units; (b) for Demand Response Resources, the highest adjusted capability value (determined in accordance with the Load Response Program) for those Demand Response Resources in the prior twelve (12) months; (c) for Distributed Generation Resources not participating in the New England Markets or the Load Response Program, the name plate rating of the Distributed Generation Resource; or (d) for Energy Efficiency Resources, the highest verified co-incident peak savings provided during the hours of the Load Response Program during the prior twelve (12) months.

XI. Sector or Provisional Member Selection:

Please indicate the Sector you will join as a Participant of the New England Power Pool (*check only one*):

- Generation Sector.** Please indicate the aggregate Winter Capability (in megawatts) for your generation facilities in the New England Control Area: _____. (2d RNA Section 6.2(a))
- Individual Voting Member.** (if > 15 MW and not electing the Group Seat immediately below)
- Group Seat.** ** (mandatory under 15 MW; optional 15 MW and above)
- Transmission Sector.** Please indicate the amount of original capital investment in PTF owned or leased with rights equivalent to ownership in PTF: _____. (2d RNA Section 6.2(b))
- Supplier Sector.** (2d RNA Section 6.2(c))
- Alternative Resources Sector.** Please check *one* of the following. Note: a Participant eligible to join the End User Sector shall not join the AR Sector. (2d RNA Section 6.2(d))
 - Renewable Generation Sub-Sector (2d RNA Section 6.2(d)(i)(1))
 - Distributed Generation Sub-Sector (2d RNA Section 6.2(d)(i)(2))
 - Load Response Sub-Sector (2d RNA Section 6.2(d)(i)(3))

Applicant certifies that it, together with all of its Related Persons (*check only one*):

- meets the minimum requirements necessary to designate an individual voting member, and an alternate to the member, of each Principal Committee in the AR Sub-Sector selected above. The names of each Principal Committee member and alternate to that member are listed in Section **XIII**.
- elects together with the AR Providers identified herein (together, the “Self-Defined Group”) to be represented by a “self-defined” group voting member and an alternate to that member for each Principal Committee. The Self-Defined Group meets the minimum requirements of the AR Sub-Sector selected above for the designation of a “self-defined” group voting member. The names of each Principal Committee voting member and alternate to that member for the Self-Defined Group are listed in Section **XIII**.

The Self-Defined Group will be composed of the following AR Providers:

- is not entitled, and has not elected with another member(s) of the AR Sub-Sector to designate a self-defined group member for each Principal Committee.

- Publicly Owned Entity Sector.** (2d RNA Section 6.2(e))
- End User Sector.** (2d RNA Section 6.2(f))
 - Check if electing status as a **Governance Only Member**
 - Check if electing status as a **Market Participant End User (MPEU)**

OR

- Provisional Member Group Seat.** (Provisional Members that do not have a Participant Related Person in a Sector will be assigned to this group seat). Applicant intends to join the following Sector when eligible: _____.

XII. Affiliate Information:

The governance provisions of the 2d RNA require that Related Persons² vote together on NEPOOL matters. The Related Person definition is one that was required by the FERC and agreed to among the Participants. In addition, the ISO has an obligation to ensure that members of its board of directors and staff are not affiliated with any of the NEPOOL Participants and their Affiliates.³ The Participants and the FERC required that policies related to affiliation be implemented to enhance the perceived and actual independence of the ISO. Similar provisions apply to the NEPOOL Review Board per direction of the Participants in the Restated NEPOOL Agreement. There are additional Tariff provisions that require Affiliate evaluation. To ensure compliance with these obligations, each Governance Participant is required to identify its Affiliates. Accordingly, please provide with this application the following:

1. A **flow chart** illustrating the corporate structure of which applicant is a part, including all parent and subsidiary relationships; and
2. Using the Excel spreadsheet “Company Template” posted on the ISO website (http://www.iso-ne.com/static-assets/documents/support/reg_info/aff_corp_updates/non_customer_company_template.xltm), a completed row for (a) Applicant, (b) Applicant’s ultimate corporate parent and every company included in the flow chart requested in 1. immediately above, and (c) *every* other Affiliate that is a:
 - **Market Participant Affiliate** (any Affiliate that is a New England Market Participant, ISO customer, and/or NEPOOL member);
 - **Code of Conduct Affiliate** (any Affiliate whose securities⁴ trade or are available publicly); or
 - **LOC Affiliate** (any Affiliate that is included on the ISO’s list of “Acceptable Letter of Credit Banks” posted at: http://www.iso-ne.com/static-assets/documents/stlmnts/assur_crdt/approved_letter_of_credit_banks.pdf).

² Section 1 of the 2d RNA provides that, “A Related Person of a Participant is (a) for all Participants, either (i) a corporation, partnership, business trust or other business organization 10% or more of the stock or equity interest in which is owned directly or indirectly by, or is under common control with, the Participant, or (ii) a corporation, partnership, business trust or other business organization which owns directly or indirectly 10% or more of the stock or other equity interest in the Participant, or (iii) a corporation, partnership, business trust or other business organization 10% or more of the stock or other equity interest in which is owned directly or indirectly by a corporation, partnership, business trust or other business organization which also owns 10% or more of the stock or other equity interest in the Participant, or (iv) a natural person, or a member of such natural person’s immediate family, who is, or within the last 6 months has been, an officer, director, partner, employee, or representative in NEPOOL activities of, or natural person having a material ongoing business or professional relationship directly related to NEPOOL activities with, the Participant or any corporation, partnership, business trust or other business organization related to the Participant pursuant to clauses (i), (ii) or (iii) of this Section (a); and (b) for all End User Participants which are also natural persons, a Related Person is (i) a member of such End User’s immediate family, or (ii) a Participant and any corporation, partnership, business trust, or other business organization related to the Participant pursuant to clauses (i), (ii) or (iii) of Section (a), of which such End User Participant, or a member of such End User Participant’s immediate family, is, or within the last six (6) months has been, an officer, director, partner, or employee of, or with which an individual End User Participant has, or within the last twelve (12) months had, a material ongoing business or professional relationship directly related to NEPOOL activities, or (iii) another Participant which, within the last twelve (12) months, has paid a portion of the End User Participant's expenses under Section 14 of [the NEPOOL] Agreement, or (iv) a corporation, partnership, business trust or other business organization in which the End User Participant owns stock and/or equity with a fair market value in excess of \$50,000. (c) Notwithstanding the foregoing, for the purposes of this definition, an individual shall not be deemed to have or had a material on-going business relationship directly related to NEPOOL activities with any corporation, partnership, business trust, other business organization or Publicly Owned Entity solely as a result of being served, as a customer, with electricity or gas.”

³ Pursuant to the ISO’s Code of Conduct, Affiliate “with respect to an entity, means any individual, corporation, partnership, firm, joint venture, association, joint-stock company, trust or unincorporated organization, or other form of entity, directly or indirectly Controlling, Controlled by, or under common Control with, such entity. The term “Control” means the possession, directly or indirectly, of the power to direct the management or policies of an entity. A voting interest of ten percent or more creates a rebuttable presumption of control.”

⁴ “Securities” means stocks, stock options, bonds and any other instruments of debt or equity, and includes all interests in debt or equity instruments, including, without limitation, secured and unsecured bonds, debentures, notes, securitized assets, commercial paper, preferred and common stock, any beneficial or legal interest derived from a trust, and any right to acquire any long or short position in such securities, including, without limitation, interests convertible into the aforementioned securities, options, rights, warrants, puts, calls and straddles with respect to such securities.

XIII. Application Contact Information (complete all contact boxes):

A. Application Contact (for further information regarding this application):

Primary Contact	Alternate Contact
Name: Zack Morgan	Name: Tate Glankler
Title: Deputy General Counsel	Title: Paralegal
Address: 14120 Ballantyne Corporate Pl, Suite 400 Charlotte, NC 28277	Address: 14120 Ballantyne Corporate Pl, Suite 400 Charlotte, NC 28277
Phone: 980-272-3610	Phone: 980-272-3862
Fax: 704-919-5281	Fax: 704-919-5281
E-mail: zack.morgan@entropyim.com	E-mail: tate.glankler@entropyim.com

B. Financial Assurance Contact:

Name: same as above	Name: same as above
Title:	Title:
Address:	Address:
Phone:	Phone:
Fax:	Fax:
E-mail:	E-mail:

XV. Participant Contact
(only if Applicant (i) is a Related Person to a current NEPOOL Participant or (ii)
will be represented by a group voting member):

Participant Contact	Participant Contact
Name: Zachary Morgan	Name: Tate Glankler
Title: Deputy General Counsel	Title: Paralegal
Address: 14120 Ballantyne Corporate Pl Suite 400 Charlotte, NC 28277	Address: 14120 Ballantyne Corporate Pl Suite 400 Charlotte, NC 28277
Phone: 980-272-3610	Phone: 980-272-3862
Fax: 704-919-5281	Fax: 704-919-5281
E-mail: zack.morgan@entropyim.com	E-mail: tate.glankler@entropyim.com

XVI. Registration For Eligible FTR Bidder and/or FTR Holder Status:

Check if registering for Eligible FTR Bidder and/or FTR Holder Status

A. First Auction Period for which Market Participant requests it be deemed an Eligible FTR Bidder and/or FTR Holder (MM/YYYY):

(Please note: The First Auction Period requested should allow for satisfaction of the applicable financial assurance criteria, which is Exhibit IA to the ISO Tariff, and any other standards and procedures that may be set forth in the ISO New England Manuals and ISO New England Administrative Procedures)

B. Eligible FTR Bidder or FTR Holder Contact Information:

Correspondence in connection with the administration of FTR Auction should be addressed to:		
Contact(s) and Titles(s):		
Primary:	Alternate:	
Address – Street	City, State	Zip
Phone(s):	Fax #:	E-mail address(es):

C. Authorization

The undersigned Participant hereby registers as shown above to become an Eligible FTR Bidder and/or FTR Holder in accordance with the ISO New England Filed Documents and System Rules, including the ISO Tariff and the Market Rules.

Participant FTR Customer

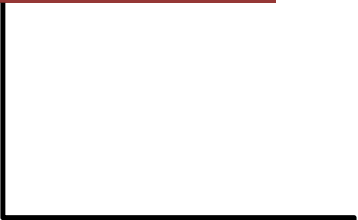
By its Duly Authorized Officer

Name: _____

Title: _____

Date: _____

York Renewable Energy Partners, LLC



Rhode Island Energy Partners, LLC

Orbit Energy Rhode Island, LLC

- Holding Company
- Operating Company
- Project Co. - Under Construction
- Project Co. - Development Stage
- Project Co. – Operating
- Outside Minority Partner

Orbit Energy Rhode Island – Membership Applicant Questionnaire

Attachment for Section VII-A

1. Total Generation (Name-Plate Capacity) = 3.2 MW
2. Net Generation = 3.2 MW
3. Ancillary Services = none



ENTROPY INVESTMENT MANAGEMENT, LLC
14120 Ballantyne Corporate Place
Suite 400
Charlotte, NC 28277

April 6, 2017

Via Email and Federal Express

pmgerity@daypitney.com
ISO New England Inc.
Attn: Membership Coordinator
One Sullivan Road
Holyoke, MA 10140-2841

RE: **Membership Application – Orbit Energy Rhode Island, LLC**

Greetings:

Please accept the enclosed Membership Applicant Questionnaire for new customer registration with the ISO-New England, on behalf of Orbit Energy Rhode Island, LLC, along with the various attachments as required by the application.

Should you have any questions or need anything further, please contact me at 980-272-3862.

Regards,

ORBIT ENERGY RHODE ISLAND, LLC

Tate Glankler
NC State Bar Certified Paralegal

**Union Leader Corporation
100 William Loeb Drive
Manchester NH 03109**

March 29, 2017

David T. Doot
Secretary, NEPOOL Participants Committee
c/o Day Pitney LLP
242 Trumbull Street
Hartford, CT 06103-1212
dtdoot@daypitney.com

Customer Support
ISO New England Inc.
One Sullivan Road
Holyoke, MA 01040-2841
custserv@iso-ne.com

**RE: Union Leader Corporation Notice of Intent to Terminate NEPOOL Membership
and Market Participant Status**


Please accept this letter as notice of termination of the NEPOOL membership of Union Leader Corporation ("Union Leader") and the Market Participant Service Agreement by and between Union Leader and ISO New England Inc. (the "MPSA").¹ Union Leader requests that the termination of its status as a NEPOOL Participant and the termination of the MPSA be made effective as of April 1, 2017.

Union Leader understands that the termination of its NEPOOL membership must be accepted by the Federal Energy Regulatory Commission and that, until such time as it is accepted, the Union Leader will continue to have the full rights and obligations of other Participants under the Second Restated NEPOOL Agreement.

Union Leader further understands that termination of the MPSA and the termination of its status as NEPOOL members does not affect any obligation of, or to, Union Leader arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, Union Leader hereby acknowledges its obligation to pay all of its NEPOOL and ISO New England Inc. expenses incurred while NEPOOL member and/or participant in the New England Markets, including all amounts incurred pursuant to Section 14 of the Second Restated NEPOOL Agreement.

Please do not hesitate to contact our NEPOOL representative at Freedom Energy Logistics, Marianne Vetter (603-625-2244; Marianne.Vetter@felpower.com), if you have any questions or concerns.

Sincerely,



Dirk F. Ruemenapp
Executive Vice President

cc: Patrick M. Gerity, Esq., pmgerity@daypitney.com

¹ The MPSA with Union Leader Corporation (50936) is reported by ISO New England in its EQR filings as MPSA No. 239.