



AGENDA

NPC MEMBERSHIP SUBCOMMITTEE MEETING

Tuesday, April 16, 2024

10:00 a.m.

1. Review the Following Membership Applications:

- ATNV Energy LP (Jun 1, 2024)
(Supplier Sector)
- ZGE Massachusetts LLC (June 1, 2024)
Supplier Sector
- Earthjustice (June 1, 2024)
Governance Only End User

2. Review the Following Termination Request:

- Paper Birch Energy, LLC (April 1, 2024)
[Related Person to Berlin Station, LLC and CS Berlin Ops, Inc. (Generation Sector)]
[joined Jun 1, 2020]

3. Other Business

**Short Status
Pending Membership Applications**

Complete (Conditionally Approved at an earlier Subcommittee or NPC Meeting, eff. Date in parens)

- None currently

Incomplete (Conditionally Approved at an earlier Subcommittee or NPC Meeting)

Pending Applicant	Date of NPCMS Conditional Approved	SCWRs Signed	Financials/KYC Docs Submitted	IFA Submitted?	ISO-NE FVR	If >6 months from approval, further update (if any)
• Fanfare Energy, LLC	(Mar 11, 2024)	N	N	N	N	
• Stony Creek Energy LLC	(Mar 11, 2024)	N	N	N	N	
• Viridon New England LLC	(Mar 11, 2024)	N	Partial	N	N	
• Comity Inc.	(Feb 12, 2024)	Y	Partial	N	N	
• Gunvor USA LLC	(Feb 12, 2024)	Y	Partial	N	N	
• ProGrid Ventures, LLC	(Feb 12, 2024)	N	Partial	N	N	
• MFT Energy US POWER LLC	(Dec 11, 2023)	Y	Y	Y	N	
• Twig Redwood Inc.	(Nov 13, 2023)	N	N	N	N	
• The Nature Conservancy	(Oct 13, 2023)	N	N/A	N/A	N	Waiting for Global Board action on authorizing resolution; expected in Mar 2024
• Hecate Energy LLC	(Sep 11, 2023)	N	Y	N	N	Not responding to e-mails
• Delorean Power LLC	(May 15, 2023)	Y	Y	N	N	Waiting for IFA

Participants in a Payment^P or Financial Assurance^{FA} Default that has lasted more than 30 days

Participant Name	Default Type	Initial Default Date	Default Amount
Paper Birch	FA & P	3/11/2024 & 2/15/2024	\$2,812.5 (FA) \$6,000 (P)*
American Petroleum Institute	P	2/15/2024	\$5,000*

*Amounts covered by Late Fee Fund

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):

_____ ATNV Energy LP _____

A. Corporate Form. Applicant is (please check appropriate category):

- Corporation created under the laws of _____
- LLC (limited liability company) created under the laws of _____
- Political subdivision (US or US State, Canada or Canadian Province, or an agency thereof)
- Partnership Natural Person Electric cooperative
- Other (please describe): Limited Partnership - Delaware _____

B. Date of incorporation/formation/organization (MM-DD-YYYY): 12-11-2013

C. Registered & Principal Place of Business: 1321 Upland Dr. Ste 2100
Houston, Texas 77043

D. Description of Applicant's business operations: Wholesale Power Trading _____

E. Prior New England Registration. Has Applicant previously registered with the ISO or NEPOOL?

- No. Proceed to Section II.
- Yes. Provide Participant Name and ID number: _____

II. Web Page Address:

_____ atnvenergy.com _____

III. Applicant Dun & Bradstreet Number: _____ 079252014 _____

All Applicants must have a D&B number assigned to the Applicant named in Section I.

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. Please provide the name of the Related Person(s): _____

V. Requested Effective Date of Membership: June 1st 2024 _____

(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.)

Applicant Name _____

VI. Activities. Please identify all activities that Applicant will or plans to conduct in New England (*pending appropriate approvals*) as a New England Market and/or NEPOOL Participant (*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 is not a Large End User or End User Organization.)
- Exempt Wholesale Generator (“EWG”)**
- Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- FTR-Only Customer**
- Fuels Industry Participant** (as defined in the 2d RNA)
- GIS-Only Participant** (as defined in the 2d RNA)
- 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** (as defined in the 2d RNA)
- Power Marketer** (purchases and sells at wholesale)
- Provisional Member** (see 2d RNA for qualifications)
- Qualifying Facility (“QF”).** *Please provide the FERC docket number in which:*
- Related Person Supplier** (see 2d RNA for qualifications)
- Transmission and/or Distribution Company**
- Other** (please describe) _____

Applicant Name _____

VII. Regulatory Authorization. Markets Participants must either (i) have on file with the FERC market-based rate authority or other FERC-approved basis for setting prices for services offered by means of the New England Transmission System or (ii) be exempt from the requirement to have, or otherwise not be required to have, rates for services on file with the FERC. Please provide the FERC docket number in which:

- FERC granted market-based rate authorization ER 24-335-000
- EWG status was obtained EG
- QF status was obtained QF
- Describe other FERC-approved basis _____
- Exempt from, or not subject to, FERC requirements to have rates on file with the FERC

VIII. Generation (All Applicants):

A. Applicant's Generation

- No Generation. (proceed to 0.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) CELT Asset ID (if known); (2) Total Generation (Name-Plate Capacity); (3) Net Generation; and (4) Ancillary services to be provided.*

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 XIII.*

IX. OATT Information (All Applicants):

A. Business Across the External Interfaces. Does the Applicant anticipate conducting business across the external interfaces under the ISO's Open Access Transmission Tariff ("OATT")?

- No.** Proceed to IX.B below.
- Yes.**
 1. **NERC Purchasing Selling Entity (PSE) code:** ATNV
 2. Applicant must (i) complete the OASIS registration process for external transactions, which is described in detail on the ISO's website: <https://www.iso-ne.com/participate/applications-status-changes/access-software-systems>.

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

- No.** Proceed to Section X or XI if applicable; Section XII 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 Participant Support (askiso@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/static-assets/documents/trans/services/types_apps/rns_tout_srvc_agrmnt_app.docx.

Applicant Name _____

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

- A. **Current LDC** (Local Distribution Company): _____
- B. **MPEU Accounts to be Served.** 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):

<i>Account Number(s) and/or</i>	<i>Meter Number(s)</i>
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- C. **Peak Load.** Highest aggregated hourly load in any month in the preceding year (“Peak Load”) for all accounts listed in Section IX.B above: _____
- D. **Authorization:** By submission of this questionnaire, Applicant expressly authorizes the LDC identified in IX.A above to release to ISO and NEPOOL representatives 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.

XI. Alternative Resources Provider Data (if applicable):

- A. **Aggregate Governance Rating.**¹ For all Alternative Resources (“AR”) owned or controlled by Applicant or its Related Persons in the New England Control Area:
Renewable Generation: _____ MW Distributed Generation: _____ MW Load Response: _____ 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 _____% of the Energy resources owned or controlled by the Undersigned within the New England Control Area.
- Applicant owns or controls at least 50 MW of AR within the New England Control Area.
- has an independently verifiable capital investment in its Alternative Resources in the New England Control Area 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 AR.

¹ 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.

Applicant Name _____

XII. 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.** 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.** 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.** (Check one Sub-Sector and one certification). *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 entitled and elects to join the Large Renewable Generation Group Seat.
- will join the Small Group Seat of the Sub-Sector identified above.
- Publicly Owned Entity Sector.** (2d RNA Section 6.2(e))
- End User Sector.** (2d RNA Section 6.2(f))
 - Governance Only Member**
 - 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: _____.

Applicant Name _____

XIII. Affiliate Information:

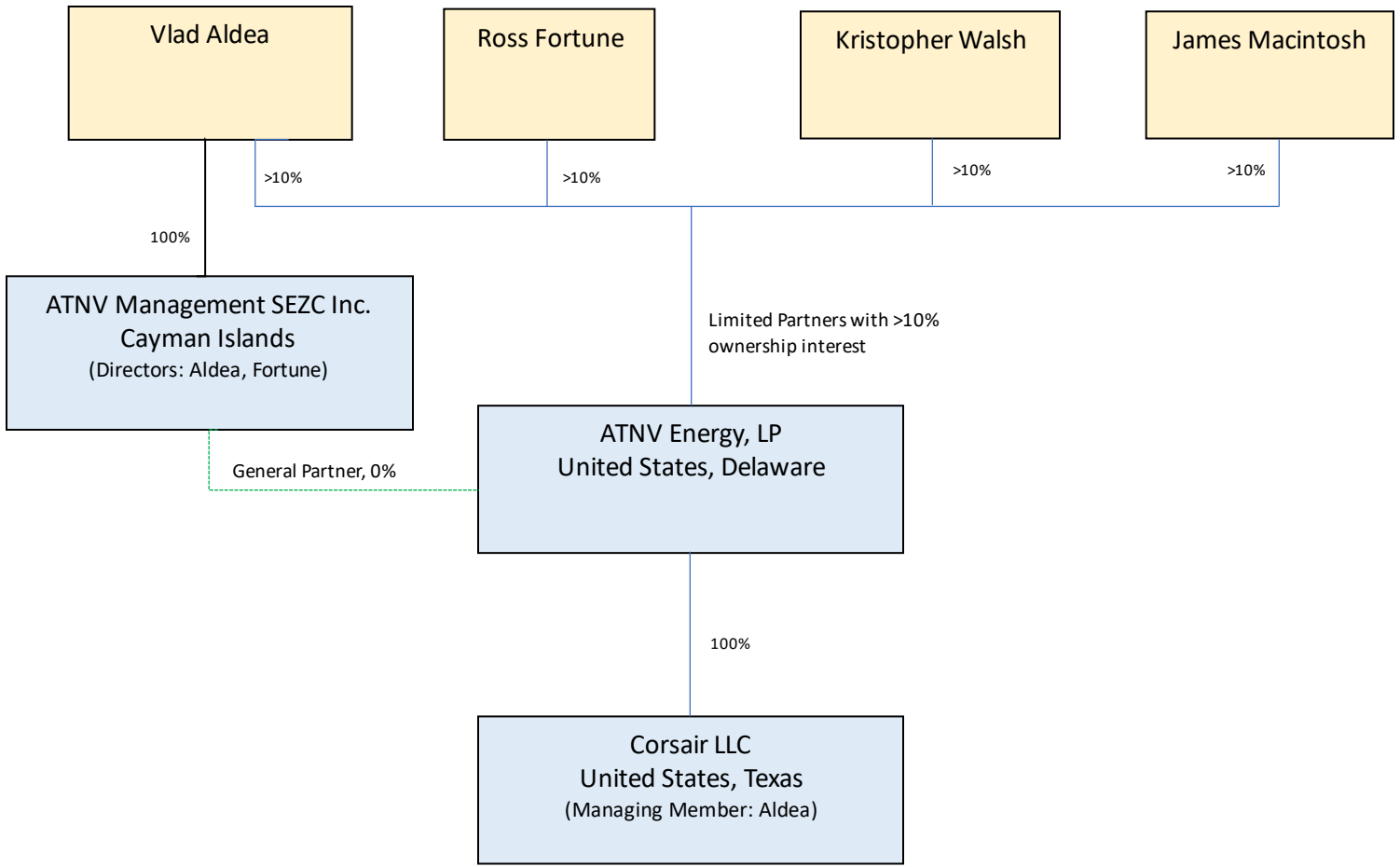
*The governance provisions of the 2d RNA require that Related Persons² vote together on NEPOOL matters. The Related Person definition is one that was required by the FERC and agreed to among the Participants. In addition, the ISO has an obligation to ensure that members of its board of directors and 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. 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 a **flow chart** illustrating the corporate structure of which applicant is a part, including **all parent and subsidiary relationships**; and **every** other Affiliate that is a:*

- **Market Participant Affiliate** (any Affiliate that is an ISO customer and/or NEPOOL member, or a market participant in another wholesale electricity market);
- **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.



Applicant Name _____

XIV. Application Contact Information *(leave no box empty)*:

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

Application Primary Contact	Application Alternate Contact
Name: Vlad Aldea	Name: Kolby Kettler
Title: Director of General Partner	Title: Director
Address: 1321 Upland Dr. Ste 2100	Address: 1321 Upland Dr. Ste 2100
Houston, Texas 77043	Houston, Texas 77043
Phone: 8329520125	Phone: 7135021027
Fax:	Fax:
E-mail: manager@atvenergy.com	E-mail: kolby@atvenergy.com

B. Financial Assurance ("FA") Contacts *(2 contacts required)*:

Primary FA Contact	Alternate FA Contact
Name: Vlad Aldea	Name: Kolby Kettler
Title: Director of General Partner	Title: Director
Address: 1321 Upland Dr. Ste 2100	Address: 1321 Upland Dr. Ste 2100
Houston, Texas 77043	Houston, Texas 77043
Phone: 8329520125	Phone: 7135021027
Fax:	Fax:
E-mail: manager@atvenergy.com	E-mail: kolby@atvenergy.com

Applicant Name _____

C. Affiliate Information and Asset Registration Contacts:

<p>Affiliate Information Contact:</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77043</p> <p>Phone: 7135021027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>	<p>Asset Registration Contact:</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77043</p> <p>Phone: 7135021027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>
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D. 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):*

<p>Participant Contact</p> <p>Name: Vlad Aldea</p> <p>Title: Director of General Partner</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77043</p> <p>Phone: 8329520125</p> <p>Fax:</p> <p>E-mail: manager@atvenergy.com</p>	<p>Participant Contact</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77043</p> <p>Phone: 7135021027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>
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Applicant Name _____

XV. Principal NEPOOL Committee Designations *(only if Applicant (i) is not a Related Person to a current NEPOOL Participant or (ii) will not be represented by a group voting member):*

A. PARTICIPANTS COMMITTEE

<p>NPC Member</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100 Houston, Texas 77048</p> <p>Phone: 7135021027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>	<p>NPC Alternate</p> <p>Name: Reggie Holiday</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. #2100 Houston, Texas 77043</p> <p>Phone: 8234235133</p> <p>Fax:</p> <p>E-mail: Reggie@atnvenergy.com</p>
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B. MARKETS COMMITTEE

<p>Markets Committee Member</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100 Houston, Texas 77048</p> <p>Phone: 7135021027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>	<p>Markets Committee Alternate</p> <p>Name: Reggie Holiday</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. #2100 Houston, Texas 77043</p> <p>Phone: 8324235133</p> <p>Fax:</p> <p>E-mail: Reggie@atnvenergy.com</p>
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Applicant Name _____

C. RELIABILITY COMMITTEE

<p>Reliability Committee Member</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77048</p> <p>Phone: 713-502-1027</p> <p>Fax:</p> <p>E-mail: kolby@atnvenergy.com</p>	<p>Reliability Committee Alternate</p> <p>Name: Reggie Holiday</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. #2100 Houston, Texas 77043</p> <p>Phone: 8324235133</p> <p>Fax:</p> <p>E-mail: Reggie@atnvenergy.com</p>
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D. TRANSMISSION COMMITTEE

<p>Transmission Committee Member</p> <p>Name: Kolby Kettler</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. Ste 2100</p> <p>Houston, Texas 77048</p> <p>Phone: 713-502-1027</p> <p>Fax:</p> <p>E-mail: Kolby@atnvenergy.com</p>	<p>Transmission Committee Alternate</p> <p>Name: Reggie Holiday</p> <p>Title: Director</p> <p>Address: 1321 Upland Dr. #2100 Houston, Texas 77043</p> <p>Phone: 8324235133</p> <p>Fax:</p> <p>E-mail: Reggie@atnvenergy.com</p>
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Applicant Name _____

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

Complete only 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): Above	Fax #:	E-mail address(es): Above

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: _____

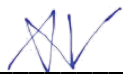
Date: _____

COUNTERPART SIGNATURE PAGE
NEW ENGLAND POWER POOL AGREEMENT

IN WITNESS WHEREOF, the undersigned has caused this counterpart signature page to the New England Power Pool Agreement, being dated as of September 1, 1971, as amended, to be executed by its duly authorized representative as of 04/08/2024.

(please insert date)

ATNV Energy, LP
(Applicant Company Name)

By:  _____

Name: Vlad Aldea

Title: Director of General Partner

Company: ATNV Energy, LP

Address: 1321 Upland Dr. Ste 2100

Houston, Texas 77043

RESOLUTION FOR ADOPTION BY NEPOOL APPLICANTS

**CERTIFIED RESOLUTION
OF THE GENERAL PARTNER**

The undersigned, being the Secretary of the ATNV Energy LP (the “Company”), a Delaware Limited Partnership, certifies that on a meeting of the Partners of the Company held on January 9th 2024 in accordance with the provisions of the duly-adopted by-laws of the Company, the following resolution was adopted and the same remains in full force and effect as of the date hereof.

RESOLVED, that the Company shall apply to become a Participant in the New England Power Pool under the New England Power Pool Agreement dated as of September 1, 1971, as amended, (the “Agreement”) and Vlad Aldea is authorized to execute a counterpart of the Agreement on behalf of the Company and to cause the Company to perform its obligations under the Agreement upon the effectiveness of its membership.

Dated: 04/08/2024



By Vlad Aldea
Director of General Partner

AFFIDAVIT

I, Vlad Aldea, being duly sworn, depose and say that:

1. I am the Principal of ATNV Energy LP, and as a duly authorized representative of ATNV Energy, LP with the power and authority to execute contracts on behalf of ATNV Energy, LP, I am making this affidavit on behalf of ATNV Energy LP.

2. I have reviewed the Second Restated New England Power Pool Agreement ("2d RNA") and ISO New England Inc.'s Transmission, Markets and Services Tariff ("ISO Tariff"), including the billing policy and financial assurance policies set forth as Exhibits to Section I of the ISO Tariff, and I fully understand and acknowledge ATNV Energy, LP's financial obligations that could arise under the 2d RNA and the ISO Tariff from participation in the New England Power Pool and/or the New England Markets.

I declare under the pains and penalties of perjury that I have reviewed this affidavit and the statements I have made in it and declare that they are true.

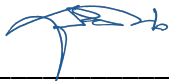
Vlad Aldea

04/08/2024

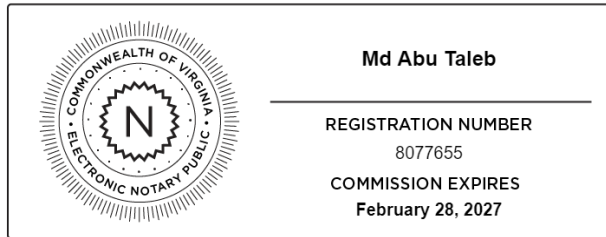
Name: Vlad Aldea
Title: Director of General Partner
Company: ATNV Energy, LP
Address: 1321 Upland Dr. Ste 2100, Houston, Texas 77043

STATE OF VIRGINIA COUNTY OF FAIRFAX

Subscribed to and sworn before me on this 8th day of April, 2024.



Notary Public
My Commission Expires: 02/28/2027



Notarized remotely online using communication technology via Proof.

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):

ZGE Massachusetts LLC

A. Corporate Form. Applicant is (please check appropriate category):

- Corporation created under the laws of _____
- LLC (limited liability company) created under the laws of Colorado _____
- Political subdivision (US or US State, Canada or Canadian Province, or an agency thereof)
- Partnership Natural Person Electric cooperative
- Other (please describe): _____

B. Date of incorporation/formation/organization (MM-DD-YYYY): 07-28-2022

C. Registered & Principal Place of Business: 1942 Broadway STE 314C
Boulder CO 80302

D. Description of Applicant's business operations: Transacting in wholesale electricity

E. Prior New England Registration. Has Applicant previously registered with the ISO or NEPOOL?

- No. Proceed to Section II.
- Yes. Provide Participant Name and ID number: _____

II. Web Page Address: n/a

III. Applicant Dun & Bradstreet Number: 109109530

All Applicants must have a D&B number assigned to the Applicant named in Section I.

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. Please provide the name of the Related Person(s): _____

V. Requested Effective Date of Membership: 06/01/2024

(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

VI. Activities. Please identify all activities that Applicant will or plans to conduct in New England (*pending appropriate approvals*) as a New England Market and/or NEPOOL Participant (*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 is not a Large End User or End User Organization.)
- Exempt Wholesale Generator (“EWG”)**
- Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- FTR-Only Customer**
- Fuels Industry Participant** (as defined in the 2d RNA)
- GIS-Only Participant** (as defined in the 2d RNA)
- 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** (as defined in the 2d RNA)
- Power Marketer** (purchases and sells at wholesale)
- Provisional Member** (see 2d RNA for qualifications)
- Qualifying Facility (“QF”)**. *Please provide the FERC docket number in which:*
- Related Person Supplier** (see 2d RNA for qualifications)
- Transmission and/or Distribution Company**
- Other** (please describe) _____

VII. Regulatory Authorization. Markets Participants must either (i) have on file with the FERC market-based rate authority or other FERC-approved basis for setting prices for services offered by means of the New England Transmission System or (ii) be exempt from the requirement to have, or otherwise not be required to have, rates for services on file with the FERC. Please provide the FERC docket number in which:

- FERC granted market-based rate authorization ER
- EWG status was obtained EG
- QF status was obtained QF
- Describe other FERC-approved basis _____
- Exempt from, or not subject to, FERC requirements to have rates on file with the FERC

VIII. 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) CELT Asset ID (if known); (2) Total Generation (Name-Plate Capacity); (3) Net Generation; and (4) Ancillary services to be provided.*

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.*

IX. OATT Information (All Applicants):

A. Business Across the External Interfaces. 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. **NERC Purchasing Selling Entity (PSE) code:** _____

2. Applicant must (i) complete the OASIS registration process for external transactions, which is described in detail on the ISO's website: <https://www.iso-ne.com/participate/applications-status-changes/access-software-systems>.

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

- No.** Proceed to Section XI or XII if applicable; Section XIII 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 Participant Support (askiso@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/static-assets/documents/trans/services/types_apps/rns_tout_srvc_agrmnt_app.docx.

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

- A. **Current LDC** (Local Distribution Company): _____
- B. **MPEU Accounts to be Served.** 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):

<i>Account Number(s) and/or</i>	<i>Meter Number(s)</i>
---------------------------------	------------------------
- C. **Peak Load.** Highest aggregated hourly load in any month in the preceding year (“Peak Load”) for all accounts listed in Section IX.B above: _____
- D. **Authorization:** By submission of this questionnaire, Applicant expressly authorizes the LDC identified in IX.A above to release to ISO and NEPOOL representatives 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.

XI. Alternative Resources Provider Data (if applicable):

- A. **Aggregate Governance Rating.**¹ For all Alternative Resources (“AR”) owned or controlled by Applicant or its Related Persons in the New England Control Area:
 Renewable Generation: _____ MW Distributed Generation: _____ MW Load Response: _____ 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 _____% of the Energy resources owned or controlled by the Undersigned within the New England Control Area.
- Applicant owns or controls at least 50 MW of AR within the New England Control Area.
- has an independently verifiable capital investment in its Alternative Resources in the New England Control Area 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 AR.

¹ 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.

XII. 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.** 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.** 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.** (Check one Sub-Sector and one certification). *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 entitled and elects to join the Large Renewable Generation Group Seat.
- will join the Small Group Seat of the Sub-Sector identified above.
- Publicly Owned Entity Sector.** (2d RNA Section 6.2(e))
- End User Sector.** (2d RNA Section 6.2(f))
 - Governance Only Member**
 - 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:
_____.

XIII. Affiliate Information:

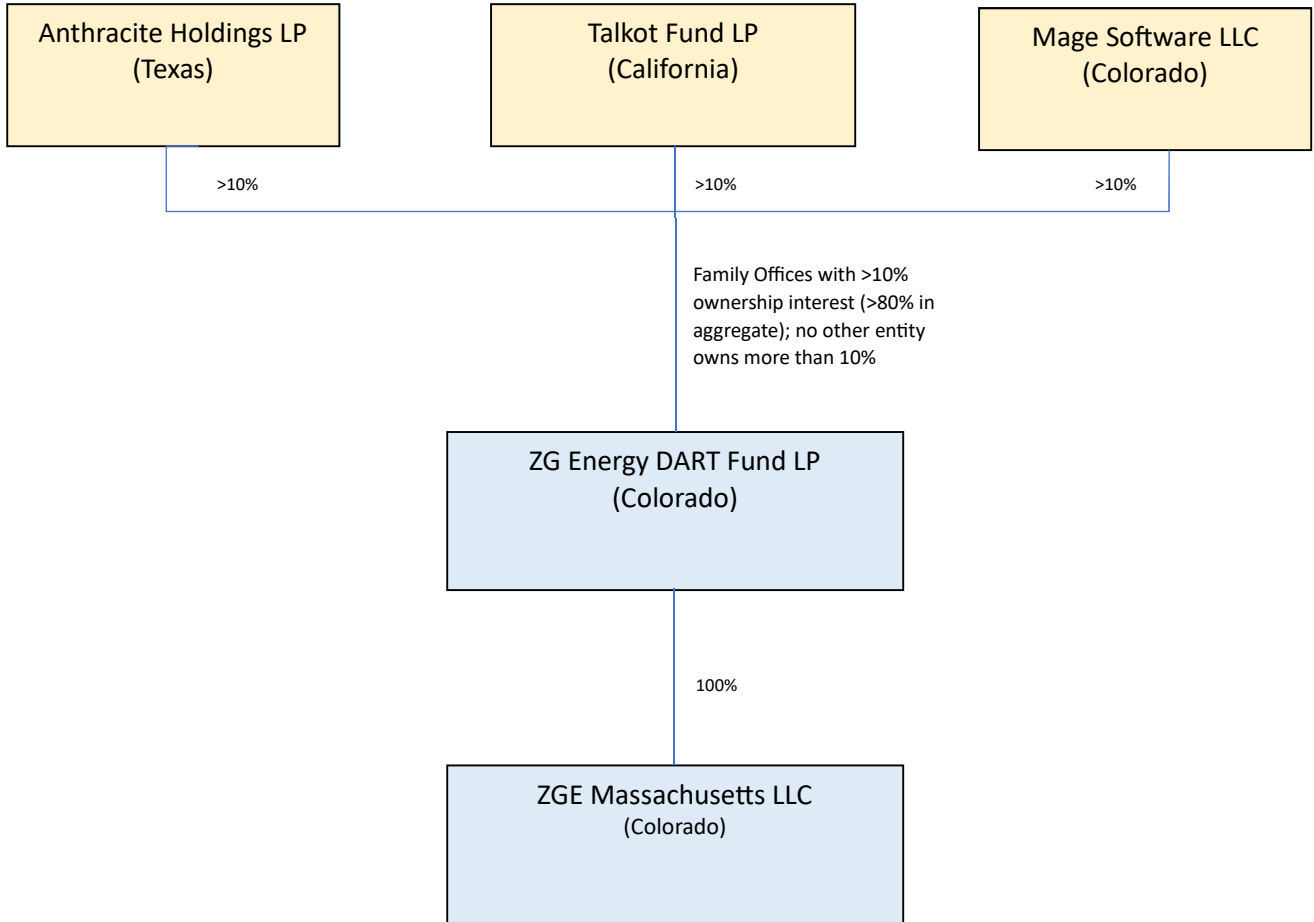
*The governance provisions of the 2d RNA require that Related Persons² vote together on NEPOOL matters. The Related Person definition is one that was required by the FERC and agreed to among the Participants. In addition, the ISO has an obligation to ensure that members of its board of directors and 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. 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 a **flow chart** illustrating the corporate structure of which applicant is a part, including **all parent and subsidiary relationships**; and **every** other Affiliate that is a:*

- **Market Participant Affiliate** (any Affiliate that is an ISO customer and/or NEPOOL member, or a market participant in another wholesale electricity market);
- **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.



XIV. Application Contact Information *(leave no box empty)*:

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

Application Primary Contact	Application Alternate Contact
Name: Joseph Shull	Name: Alex Shtern
Title: Authorized Officer	Title: Managing Partner
Address:	Address:
1580 N Logan St Ste 660	1580 N Logan St Ste 660
PMB 26933	PMB 26933
Denver, Colorado 80203	Denver, Colorado 80203
Phone: 303-815-4080	Phone: 303-835-3548
Fax:	Fax:
E-mail: joe@zerogcapital.com	E-mail: sasha@zerogcapital.com

B. Financial Assurance (“FA”) Contacts *(2 contacts required)*:

Primary FA Contact	Alternate FA Contact
Name: Joseph Shull	Name: Alex Shtern
Title: Authorized Officer	Title: Managing Partner
Address:	Address:
1580 N Logan St Ste 660	1580 N Logan St Ste 660
PMB 26933	PMB 26933
Denver, Colorado 80203	Denver, Colorado 80203
Phone: 303-815-4080	Phone: 303-835-3548
Fax:	Fax:
E-mail: joe@zerogcapital.com	E-mail: sasha@zerogcapital.com

C. Affiliate Information and Asset Registration Contacts:

Affiliate Information Contact:	Asset Registration Contact:
<p>Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com</p>	<p>Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com</p>

D. 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
<p>Name: Title: Address:</p> <p>Phone: Fax: E-mail:</p>	<p>Name: Title: Address:</p> <p>Phone: Fax: E-mail:</p>

XV. Principal NEPOOL Committee Designations *(only if Applicant (i) is not a Related Person to a current NEPOOL Participant or (ii) will not be represented by a group voting member):*

A. PARTICIPANTS COMMITTEE

NPC Member	NPC Alternate
<p>Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com</p>	<p>Name: Alex Shtern Title: Managing Partner Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-835-3548 Fax: E-mail: sasha@zerogcapital.com</p>

B. MARKETS COMMITTEE

Markets Committee Member	Markets Committee Alternate
<p>Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com</p>	<p>Name: Alex Shtern Title: Managing Partner Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203</p> <p>Phone: 303-835-3548 Fax: E-mail: sasha@zerogcapital.com</p>

C. RELIABILITY COMMITTEE

Reliability Committee Member	Reliability Committee Alternate
Name: Joseph Shull	Name: Alex Shtern
Title: Authorized Officer	Title: Managing Partner
Address:	Address:
1580 N Logan St Ste 660	1580 N Logan St Ste 660
PMB 26933	PMB 26933
Denver, Colorado 80203	Denver, Colorado 80203
Phone: 303-815-4080	Phone: 303-835-3548
Fax:	Fax:
E-mail: joe@zerogcapital.com	E-mail: sasha@zerogcapital.com

D. TRANSMISSION COMMITTEE

Transmission Committee Member	Transmission Committee Alternate
Name: Joseph Shull	Name: Alex Shtern
Title: Authorized Officer	Title: Managing Partner
Address:	Address:
1580 N Logan St Ste 660	1580 N Logan St Ste 660
PMB 26933	PMB 26933
Denver, Colorado 80203	Denver, Colorado 80203
Phone: 303-815-4080	Phone: 303-835-3548
Fax:	Fax:
E-mail: joe@zerogcapital.com	E-mail: sasha@zerogcapital.com

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

Complete only 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:

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

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: _____

COUNTERPART SIGNATURE PAGE
NEW ENGLAND POWER POOL AGREEMENT

IN WITNESS WHEREOF, the undersigned has caused this counterpart signature page to the New England Power Pool Agreement, being dated as of September 1, 1971, as amended, to be executed by its duly authorized representative as of February 1, 2024

ZGE Massachusetts LLC

(Applicant Company Name)

By: 

Name: Joseph Shull

Title: Authorized Officer

Company: ZGE Massachusetts LLC

Address:

1580 N Logan St Ste 660

PMB 26933

Denver, Colorado 80203-1942

RESOLUTION FOR ADOPTION BY NEPOOL APPLICANTS

**CERTIFIED RESOLUTION
OF THE MEMBER'S COMMITTEE**

The undersigned, being the CEO of ZGE Massachusetts LLC (the "Company"), a Colorado limited liability company certifies that on a meeting of the Member's Committee of the Company held on February 1, 2024 in accordance with the provisions of the duly-adopted by-laws of the Company, the following resolution was adopted and the same remains in full force and effect as of the date hereof.

RESOLVED, that the Company shall apply to become a Participant in the New England Power Pool under the New England Power Pool Agreement dated as of September 1, 1971, as amended, (the "Agreement") and Joseph Shull is authorized to execute a counterpart of the Agreement on behalf of the Company and to cause the Company to perform its obligations under the Agreement upon the effectiveness of its membership.

Dated: 02/07/2024



Joseph Shull
CEO
ZGE Massachusetts LLC

AFFIDAVIT

I, Joseph Shull, being duly sworn, depose and say that:

1. I am CEO of ZGE Massachusetts LLC and as a duly authorized representative of ZGE Massachusetts LLC with the power and authority to execute contracts on behalf of ZGE Massachusetts LLC, I am making this affidavit on behalf of ZGE Massachusetts LLC

2. I have reviewed the Second Restated New England Power Pool Agreement (“2d RNA”) and ISO New England Inc.’s Transmission, Markets and Services Tariff (“ISO Tariff”), including the billing policy and financial assurance policies set forth as Exhibits to Section I of the ISO Tariff, and I fully understand and acknowledge ZGE Massachusetts LLC’s financial obligations that could arise under the 2d RNA and the ISO Tariff from participation in the New England Power Pool and/or the New England Markets.

I declare under the pains and penalties of perjury that I have reviewed this affidavit and the statements I have made in it and declare that they are true.



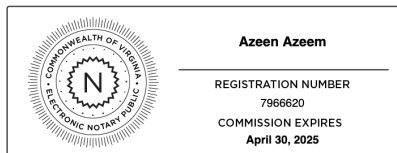
Name: Joseph Shull
Title: Authorized Officer
Company: ZGE Massachusetts LLC
Address:
1580 N Logan St Ste 660
PMB 26933
Denver, Colorado 80203

Commonwealth of Virginia, County of Prince William

Subscribed to and sworn before me on this 20th day of February, 2024.



Notary Public
My Commission Expires: 04/30/2025



Electronic Notary Public

Notarized remotely online using communication technology via Proof.

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):

Earthjustice

A. Corporate Form. Applicant is (please check appropriate category):

- Corporation created under the laws of CALIFORNIA
- LLC (limited liability company) created under the laws of _____
- Political subdivision (US or US State, Canada or Canadian Province, or an agency thereof)
- Partnership Natural Person Electric cooperative
- Other (please describe): 501(c)3 Nonprofit organization

B. Date of incorporation/formation/organization (MM-DD-YYYY): 03/13/1970

C. Registered & Principal Place of Business: 50 California Street, Suite 400, San Francisco, CA 94111

D. Description of Applicant's business operations: Environmental law services

E. Prior New England Registration. Has Applicant previously registered with the ISO or NEPOOL?

- No. Proceed to Section II.
- Yes. Provide Participant Name and ID number: _____

II. Web Page

Address: www.earthjustice.org

III. Applicant Dun & Bradstreet Number: N/A

*All Applicants must have a D&B number assigned to the Applicant named in Section I.
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. Please provide the name of the Related Person(s): _____

V. Requested Effective Date of Membership: May 1, 2024

(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. Please identify all activities that Applicant will or plans to conduct in New England (*pending appropriate approvals*) as a New England Market and/or NEPOOL Participant (*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 is not a Large End User or End User Organization.)
- Exempt Wholesale Generator (“EWG”)**
- Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- FTR-Only Customer**
- Fuels Industry Participant** (as defined in the 2d RNA)
- GIS-Only Participant** (as defined in the 2d RNA)
- 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** (as defined in the 2d RNA)
- Power Marketer** (purchases and sells at wholesale)
- Provisional Member** (see 2d RNA for qualifications)
- Qualifying Facility (“QF”)**. *Please provide the FERC docket number in which:*
- Related Person Supplier** (see 2d RNA for qualifications)
- Transmission and/or Distribution Company**
- Other** (please describe) _____

VII. Regulatory Authorization. Markets Participants must either (i) have on file with the FERC market-based rate authority or other FERC-approved basis for setting prices for services offered by means of the New England Transmission System or (ii) be exempt from the requirement to have, or otherwise not be required to have, rates for services on file with the FERC. Please provide the FERC docket number in which:

- FERC granted market-based rate authorization ER
- EWG status was obtained EG
- QF status was obtained QF
- Describe other FERC-approved basis _____
- Exempt from, or not subject to, FERC requirements to have rates on file with the FERC

VIII. Generation (All Applicants):

A. Applicant's Generation

- No Generation. (proceed to 0.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) CELT Asset ID (if known); (2) Total Generation (Name-Plate Capacity); (3) Net Generation; and (4) Ancillary services to be provided.

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 XIII.

IX. OATT Information (All Applicants):

A. Business Across the External Interfaces. Does the Applicant anticipate conducting business across the external interfaces under the ISO's Open Access Transmission Tariff ("OATT")?

- No.** Proceed to IX.B below.
- Yes.**
 1. NERC Purchasing Selling Entity (PSE) code: _____
 2. Applicant must (i) complete the OASIS registration process for external transactions, which is described in detail on the ISO's website: <https://www.iso-ne.com/participate/applications-status-changes/access-software-systems>.
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. Regional Network Load. Does the Applicant anticipate that it will be responsible for Regional Network Load under Section II.B. of the OATT?

- No.** Proceed to Section X or XI if applicable; Section XII 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 Participant Support (askiso@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/static-assets/documents/trans/services/types_apps/rns_tout_srvc_agrmt_app.docx.

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

- A. **Current LDC** (Local Distribution Company): _____
- B. **MPEU Accounts to be Served.** 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):

<i>Account Number(s) and/or</i>	<i>Meter Number(s)</i>
---------------------------------	------------------------
- C. **Peak Load.** Highest aggregated hourly load in any month in the preceding year (“Peak Load”) for all accounts listed in Section IX.B above: _____
- D. **Authorization:** By submission of this questionnaire, Applicant expressly authorizes the LDC identified in IX.A above to release to ISO and NEPOOL representatives 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.

XI. Alternative Resources Provider Data (if applicable):

- A. **Aggregate Governance Rating.**¹ For all Alternative Resources (“AR”) owned or controlled by Applicant or its Related Persons in the New England Control Area:
 Renewable Generation: _____ MW Distributed Generation: _____ MW Load Response: _____ 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 _____% of the Energy resources owned or controlled by the Undersigned within the New England Control Area.
- Applicant owns or controls at least 50 MW of AR within the New England Control Area.
- has an independently verifiable capital investment in its Alternative Resources in the New England Control Area 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 AR.

¹ 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.

XII. 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.** 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.** 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.** (Check one Sub-Sector and one certification). *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 entitled and elects to join the Large Renewable Generation Group Seat.
- will join the Small Group Seat of the Sub-Sector identified above.
- Publicly Owned Entity Sector.** (2d RNA Section 6.2(e))
- End User Sector.** (2d RNA Section 6.2(f))
 - Governance Only Member**
 - 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:

XIII. Affiliate Information: NO AFFILIATES

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. 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 a flow chart illustrating the corporate structure of which applicant is a part, including all parent and subsidiary relationships; and every other Affiliate that is a:

- **Market Participant Affiliate** (any Affiliate that is an ISO customer and/or NEPOOL member, or a market participant in another wholesale electricity market);
- **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.

XIV. Application Contact Information (leave no box empty):

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

Application Primary Contact	Application Alternate Contact
Name: Christine A. Powell	Name: Ada Statler
Title: Deputy Managing Attorney	Title: Associate Attorney
Address: 50 California Street, Suite 400, San Francisco CA, 94111	Address: 50 California Street, Suite 400, San Francisco CA, 94111
Phone: 415-217-2035	Phone: 415-217-2091
Fax:	Fax:
E-mail: cpowell@earthjustice.org	E-mail: astatler@earthjustice.org

B. Financial Assurance ("FA") Contacts (2 contacts required): N/A

Primary FA Contact	Alternate FA Contact
Name:	Name:
Title:	Title:
Address:	Address:
Phone:	Phone:
Fax:	Fax:
E-mail:	E-mail:

XV. Principal NEPOOL Committee Designations *(only if Applicant (i) is not a Related Person to a current NEPOOL Participant or (ii) will not be represented by a group voting member):*

A. PARTICIPANTS COMMITTEE

NPC Member	NPC Alternate
Name: Christine A. Powell	Name: Ada Statler
Title: Deputy Managing Attorney	Title: Associate Attorney
Address: 50 California Street, Suite 400, San Francisco CA, 94111	Address: 50 California Street, Suite 400, San Francisco CA, 94111
Phone: 415-217-2035	Phone: 415-217-2091
Fax:	Fax:
E-mail: cpowell@earthjustice.org	E-mail: astatler@earthjustice.org

B. MARKETS COMMITTEE

Markets Committee Member	Markets Committee Alternate
Name: Christine A. Powell	Name: Ada Statler
Title: Deputy Managing Attorney	Title: Associate Attorney
Address: 50 California Street, Suite 400, San Francisco CA, 94111	Address: 50 California Street, Suite 400, San Francisco CA, 94111
Phone: 415-217-2035	Phone: 415-217-2091
Fax:	Fax:
E-mail: cpowell@earthjustice.org	E-mail: astatler@earthjustice.org

C. RELIABILITY COMMITTEE

Reliability Committee Member	Reliability Committee Alternate
Name: Christine A. Powell	Name: Ada Statler
Title: Deputy Managing Attorney	Title: Associate Attorney
Address: 50 California Street, Suite 400, San Francisco CA, 94111	Address: 50 California Street, Suite 400, San Francisco CA, 94111
Phone: 415-217-2035	Phone: 415-217-2091
Fax:	Fax:
E-mail: cpowell@earthjustice.org	E-mail: astatler@earthjustice.org

D. TRANSMISSION COMMITTEE

Transmission Committee Member	Transmission Committee Alternate
Name: Christine A. Powell	Name: Ada Statler
Title: Deputy Managing Attorney	Title: Associate Attorney
Address: 50 California Street, Suite 400, San Francisco CA, 94111	Address: 50 California Street, Suite 400, San Francisco CA, 94111
Phone: 415-217-2035	Phone: 415-217-2091
Fax:	Fax:
E-mail: cpowell@earthjustice.org	E-mail: astatler@earthjustice.org

COUNTERPART SIGNATURE PAGE
NEW ENGLAND POWER POOL AGREEMENT

IN WITNESS WHEREOF, the undersigned has caused this counterpart signature page to the New England Power Pool Agreement, being dated as of September 1, 1971, as amended, to be executed by its duly authorized representative as of Earthjustice.

RM 5/5
April 11, 2024

By: 

Name: Joseph Andrew Jackson
Title: Senior Vice President of Operations
Company: Earthjustice
Address: 50 California Street, Suite 500, San Francisco, CA 94111


AFFIDAVIT

I, Andrew Jackson, being duly sworn, depose and say that:

1. I am a Secretary of Earthjustice, and as a duly authorized representative of Earthjustice with the power and authority to execute contracts on behalf of Earthjustice, I am making this affidavit on behalf of Earthjustice.

2. I have reviewed the Second Restated New England Power Pool Agreement ("2d RNA") and I fully understand and acknowledge Earthjustice's financial obligations that could arise under the 2d RNA from participation in the New England Power Pool.

I declare under the pains and penalties of perjury that I have reviewed this affidavit and the statements I have made in it and declare that they are true.



April 12, 2024

Name: Joseph Andrew Jackson

Title: Senior Vice President of Operations

Company: Earthjustice

Address: 50 California Street, Suite 500, San Francisco, CA 94111

Subscribed to and sworn before me on this ^{12th}~~11th~~ day of April, 2024.
c/w

See Attached Certificate

Notary Public

My Commission Expires: Apr 16, 2025

CALIFORNIA JURAT

GOVERNMENT CODE § 8202



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of San Francisco

Subscribed and sworn to (or affirmed) before me on
this 12th day of April, 2024, by
Date Month Year

(1) Joseph Andrew Jackson

(and (2) _____),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to
be the person(s) who appeared before me.

Signature David Bontempo
Signature of Notary Public



Place Notary Seal and/or Stamp Above

OPTIONAL

*Completing this information can deter alteration of the document or
fraudulent reattachment of this form to an unintended document.*

Description of Attached Document

Title or Type of Document: Membership Applicant Questionnaire Affidavit

Document Date: Apr 11, 2024 Number of Pages: _____

Signer(s) Other Than Named Above: _____





Paper Birch Energy LLC
631 Highway One, Suite 300
North Palm Beach, FL 33408

February 12, 2024

NEPOOL Participants Committee
c/o Sebastian M. Lombardi, Secretary
Day Pitney LLP
slombardi@daypitney.com

ISO New England Inc.
c/o Participant Support & Solutions
askiso@iso-ne.com

RE: Paper Birch Energy, LLC Notice of Intent to Terminate NEPOOL Membership and Market Participant Status

Please accept this letter as notice of termination of Paper Birch Energy, LLC's ("Paper Birch Energy's") NEPOOL membership and the Market Participant Service Agreement by and between Paper Birch Energy and ISO New England Inc (the "MPSA").¹ Paper Birch Energy requests that the termination of its status as a NEPOOL Participant and the termination of the MPSA be made effective as of February 1, 2024, and further requests, if and to the extent necessary, that the NEPOOL Participants Committee waive the sixty days' notice of termination of membership requirement set forth in Section 16.1(a) of the Second Restated NEPOOL Agreement.

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

Paper Birch Energy further understands that termination of the MPSA and the termination of Paper Birch Energy's status as a NEPOOL member does not affect any obligation of, or to, Paper Birch Energy arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, Paper Birch Energy hereby acknowledges its obligation to pay all of its NEPOOL and ISO New England Inc. expenses incurred while a NEPOOL member and participant in the New England Markets.

If you have any questions I can be reached at 561-706-1224.

Sincerely,

Antonio (Tony) Bianco
CFO
Paper Birch Energy

¹ The MPSA with Paper Birch Energy is reported by ISO New England as MPSA No. 133844.