

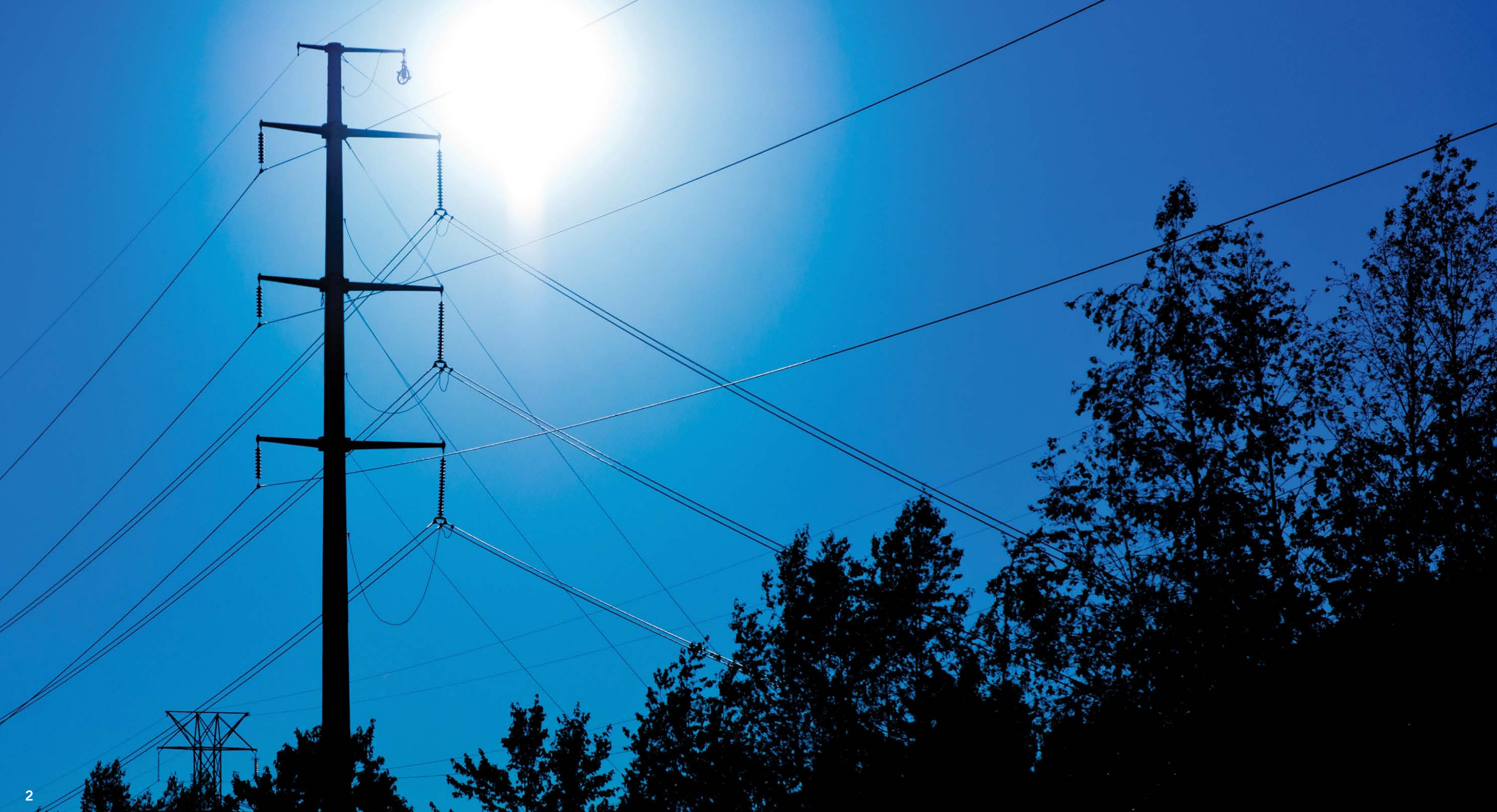


NEW ENGLAND POWER POOL

2011 ANNUAL REPORT

Providing Strategic Direction





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Photo compliments of Theodore Paradise Photography

Message From the Chairman

It is particularly fitting that the theme of this year's annual report revolves around NEPOOL's key role in providing strategic direction for the New England wholesale power industry. Since the original creation of our existing market design and planning processes started in the mid-1990s, there has perhaps never been so much focus on our visions for the future of the New England power system. NEPOOL has provided the vehicle for Participants to share these views with ISO New England and with our state regulators.

Last year I spoke to you about the need to face together the substantial challenges for the region. I stressed that we were best served by working together. Those challenges still remain with the Participants. This year, however, I am far more optimistic about our collective commitment to work together to identify the right questions, define solution spaces and address these challenges.

My optimism is based, in part, on our direct experiences this year. For most of this year, our Participants, myself included, have been actively engaged in strategic discussions with ISO to agree upon the greatest risks to the New England bulk power system and to target solutions. The ISO has reported to stakeholders that it considers it plausible for up to 8,000 MW of generation resources, mostly older fossil fuel generators, to seek to retire. Our reliance on natural gas-fired capacity continues to increase. We seek a future system that performs well and is flexible enough to accommodate increased desires for renewable and nontraditional resources. Over the long term, the ISO has proposed a vision of improving our existing markets to procure the right resources with the right performance characteristics and at the right locations for reliable and efficient system operations. The region has also discussed ways to better align our market mechanisms with our planning processes in order to help ensure that future reliability needs are satisfied at the lowest reasonable cost.

None of the strategic issues that face us are easy ones and none can be solved with a quick three-meeting path through our Participant Processes. NEPOOL is a large and diverse stakeholder group, with membership ending the year at over 425 members. Those members represent electric utilities, independent power generators, marketers, load aggregators, brokers, consumer-owned utility systems, demand response providers, developers, end users and a merchant transmission provider. NEPOOL also continues to welcome the very active participation from representatives of our governors and regulators from all six New England states, representing states both individually and collectively through the New England Conference of Public Utilities Commissioners (NECPUC) and the New England States Committee on Electricity (NESCOE).

All of these regional stakeholders have a voice in shaping the future of the New England power system. While stakeholders oftentimes disagree on what the future should look like, they have been singularly dedicated to the hard work required of them this year. Strategic planning discussions took center stage at both of our meetings with the ISO Board of Directors this year, and remained on the agenda for most, if not all, of our Participants Committee meetings. Even when the subject was not strategic planning, Participants still vetted significant issues that oftentimes connected, directly or indirectly, back to our core strategic discussions, including changes to our Forward Capacity Market and the integration of Demand Response in our energy markets, as well as FERC direction on transmission planning and cost allocation.

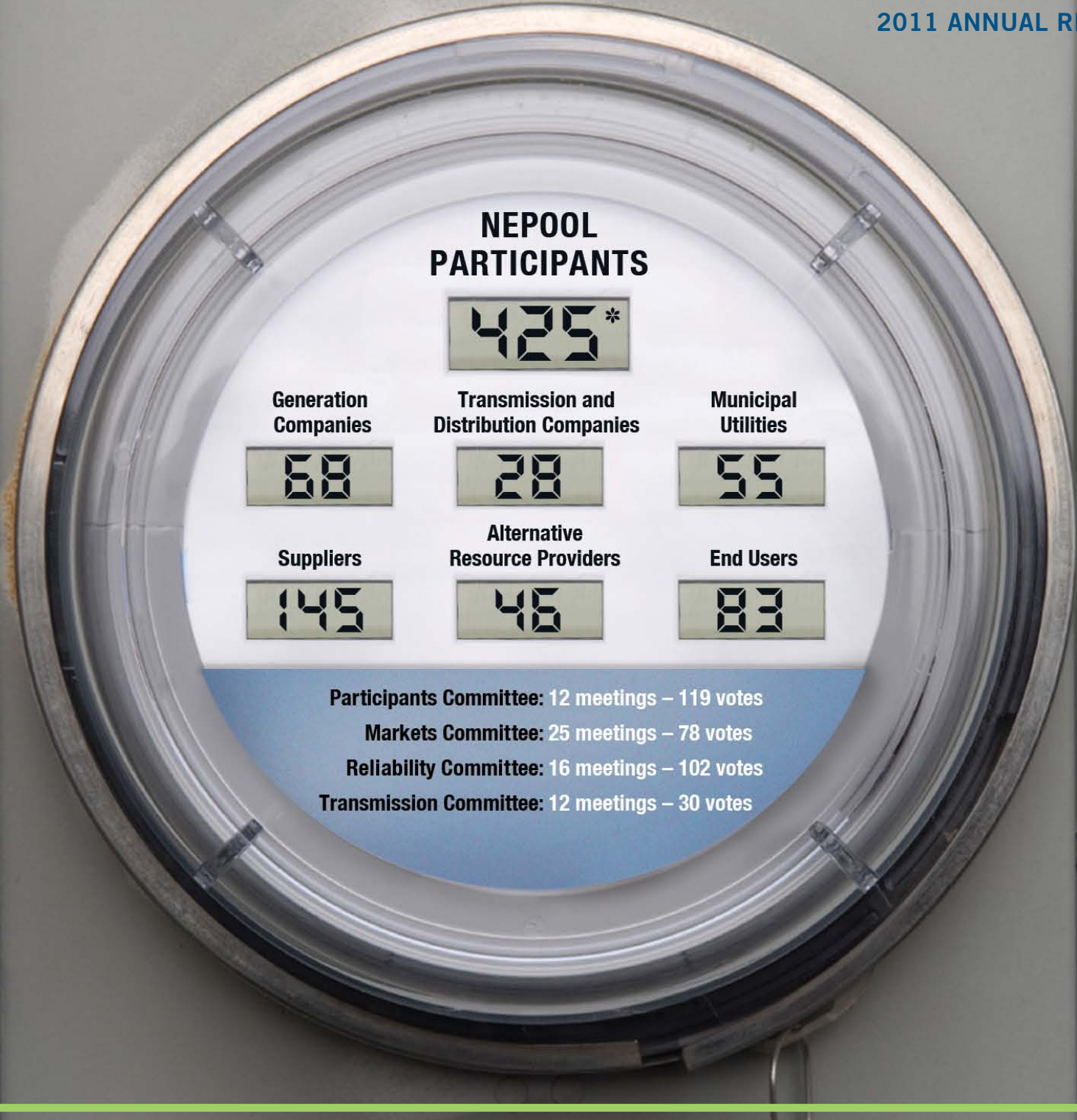
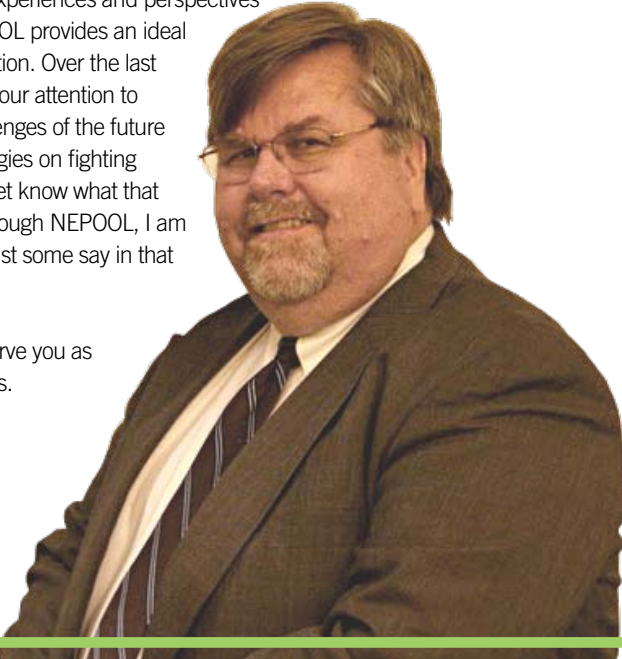
In some respects the challenges and opportunities we are facing have been driven by factors beyond our control. Advances in extraction techniques have dramatically lowered the price of natural gas in the region. Deployment of advanced metering and communications systems has put far greater control of demand in the hands of individual retail customers. Public policies have stimulated intense interest in deployment of renewable resources in the region. Any one of these developments had the potential for disrupting the "status quo" of the market design as it has evolved over the last decade, and the fact that they are occurring all together makes the task of addressing them all the more challenging.

The strength of NEPOOL rests with its members. It is precisely because of the great diversity of interests within NEPOOL and the experiences and perspectives that we offer each other that NEPOOL provides an ideal vehicle for providing strategic direction. Over the last year, I believe that we have shifted our attention to looking ahead to address the challenges of the future rather than consuming all our energies on fighting the battles of the past. We do not yet know what that future will bring us, but working through NEPOOL, I am confident that we will all have at least some say in that future and will travel there together.

Thank you for the opportunity to serve you as your Chairman for the last two years.

Respectfully,
Brian E. Forshaw

Brian E. Forshaw



Participants Committee

END USER



Cynthia Arcate

Cindy Arcate is the End User Sector representative. She is President and CEO of PowerOptions, the premier energy-buying consortium of nonprofits and government entities in Massachusetts. She articulates the strategic vision of PowerOptions and manages a highly skilled staff who implement its annual \$160 - 200 million electricity and natural gas programs. Cindy also acts as a hands-on advocate for its more than 500 members in many state and regional forums, including within NEPOOL. She has previously worked in both the private and public sectors, including in several senior legal and management positions at National Grid.

TRANSMISSION



Calvin A. Bowie

Cal Bowie is the Transmission Sector representative. His extensive experience with NEPOOL dates back to 1984, when he attended his first Generation Task Force meeting. He has a utility background in distribution engineering, system planning, commercial and industrial account management, and wholesale marketing. He was active in NEPOOL governance reform and membership, chairing the Membership Subcommittee for a number of years. Cal is active at the Markets, Reliability and Transmission Committees and their working groups. Cal was Vice-Chair of the Transmission Committee from 2007 to 2008.

PUBLICLY OWNED ENTITY



Brian E. Forshaw

Brian Forshaw is the Publicly Owned Entity Sector representative and was the chairman of the Participants Committee for 2010 and 2011. He is Director of Power Supply for the Connecticut Municipal Electric Energy Cooperative (CMEEC), where he has worked for almost 30 years. CMEEC is a Connecticut joint-action power supply agency organized to secure reliable and low cost power supplies for municipal electric utilities. Brian currently represents CMEEC and other publicly owned utilities at NEPOOL. Additional responsibilities at CMEEC include long-term resource planning, strategic planning, resource procurement and contract negotiations.

GENERATION



Peter D. Fuller

Pete Fuller is the Generation Sector representative and has more than 10 years of representative participation in NEPOOL. He is Director, Regulatory & Market Affairs for NRG Energy, Inc., where he is responsible for NRG's state and federal regulatory and policy activities in New England. Pete served in 2006 and 2007 as the Chairman of the Participants Committee and as the Co-Chair of the Installed Capacity Requirements Working Group. He is NRG's Member on the Participants Committee and each of the Technical Committees. He is the Past Chairman of the New England Power Generators Association.

ALTERNATIVE RESOURCES



Douglas Hurley

Doug Hurley is the Alternative Resources Sector representative. He is a Senior Associate with Synapse Energy Economics, where he represents the interests of consumer advocate, environmental, and renewable resource clients at numerous NEPOOL and PJM stakeholder meetings. He was the lead client representative for three members of the Alternative Resources Sector in the FCM settlement conferences that, with help from other parties, successfully included demand response and energy efficiency in the FCM design.

SUPPLIER

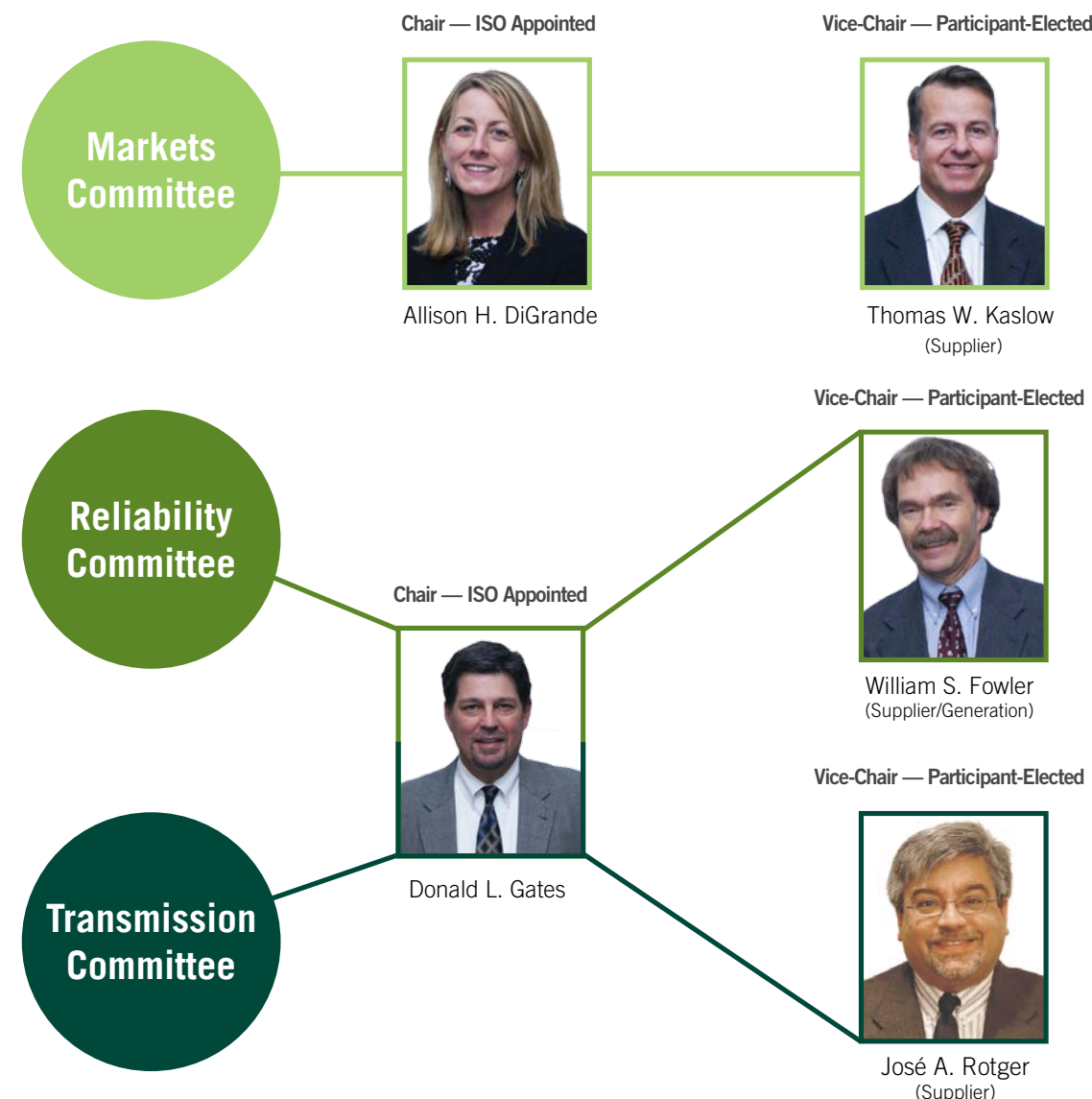


Robert de R. Stein

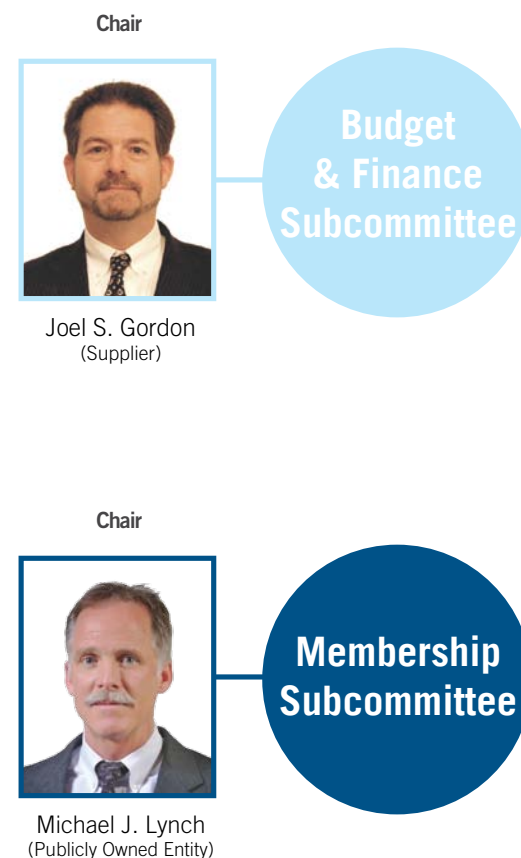
Bob Stein is the Supplier Sector representative and served as the Chairman of the Participants Committee for 2008 and 2009. He has been involved in NEPOOL activities for more than 40 years, with his first professional job in transmission planning at NEPOOL. Over his long career, he has represented municipals and utilities on a variety of NEPOOL committees. He was a co-founder of the Signal Hill Consulting Group in 1998 and has represented various stakeholders in NEPOOL since 1996.

Strategic Planning Initiatives

Technical Committees



Standing Subcommittees (Participants Committee)



Earlier in the year, the ISO identified to stakeholders five key risks that the ISO believes will impact the region's power system and wholesale electricity markets. Such risks were discussed and debated extensively within the region during the year, including at most Participants Committee meetings. The future challenges to the region are the result of several economic and policy factors that will substantially change the New England power system over the next several years. The strategic planning effort is designed to consider whether and where existing market and planning mechanisms may not produce the optimum outcome, and to explore whether enhancements to these mechanisms may improve the outcome for the region both in terms of reliability and economics.

The first key risk identified by the ISO is resource performance and flexibility. Here, the ISO notes that there is heavy reliance on older (mostly oil-fired) units that were never intended to be flexible enough to be used to respond quickly to contingencies on the system. The ISO also indicated concerns with the dispatch ranges of combined cycle units and with the limited obligations of demand resources. The ISO's concern is that if resource and performance flexibility is not increased, there could be reductions in system reliability and commitment/dispatch efficiency.

The second key risk is the region's increased reliance on natural gas-fired capacity, specifically units that do not have another fuel source. The ISO's main concern with relying on these units relates to the potential unavailability, whether due to delivery restrictions or economic reasons, of fuel during extreme cold weather conditions or other times of system stress. System reliability will be impacted if this were to occur.

The third risk is the potential retirements of the region's older oil and coal units and nuclear units. Such retirements will likely exacerbate concerns about undue reliance on natural gas and will likely lead to increased reliability agreements and out-of-merit unit commitment unless new transmission or market solutions are implemented.

The fourth key risk is the growth in renewable resources on the New England power system over the next several years. This growth is driven largely by state and federal policies. Renewable resources have more rapid and significant swings in their output as compared to more traditional generation. That reality makes it far more complex for the ISO to commit and dispatch the system and requires the availability of more ancillary services.

The fifth and final risk is more of a concern expressed that the Regional System Plan is not aligned appropriately with the region's wholesale markets in a way that ensures that market resources can appropriately respond to reliability concerns. The near-term risk that older units needed for reliability may seek to retire highlights the expressed desires for better alignment.

To address these identified risks, NEPOOL and the ISO have been working through some near-term solutions and the region has been discussing overall a process and order of priority for moving forward. Strategic discussions in the region will continue through 2012 and will likely intensify as the risks continue to develop. NEPOOL will continue to provide the forum for and input into these discussions that are critical to the region's future.

Our Strategic Relationships

Strategic direction depends critically on three key constituencies in New England – ISO New England, New England state representatives and NEPOOL – coming together around a long-range, collective vision for the market design, system planning and operation of the region’s bulk power system. NEPOOL provides an effective vehicle for that collaboration while providing the key means for its members to understand and seek consensus and compromise if possible around bulk power issues.

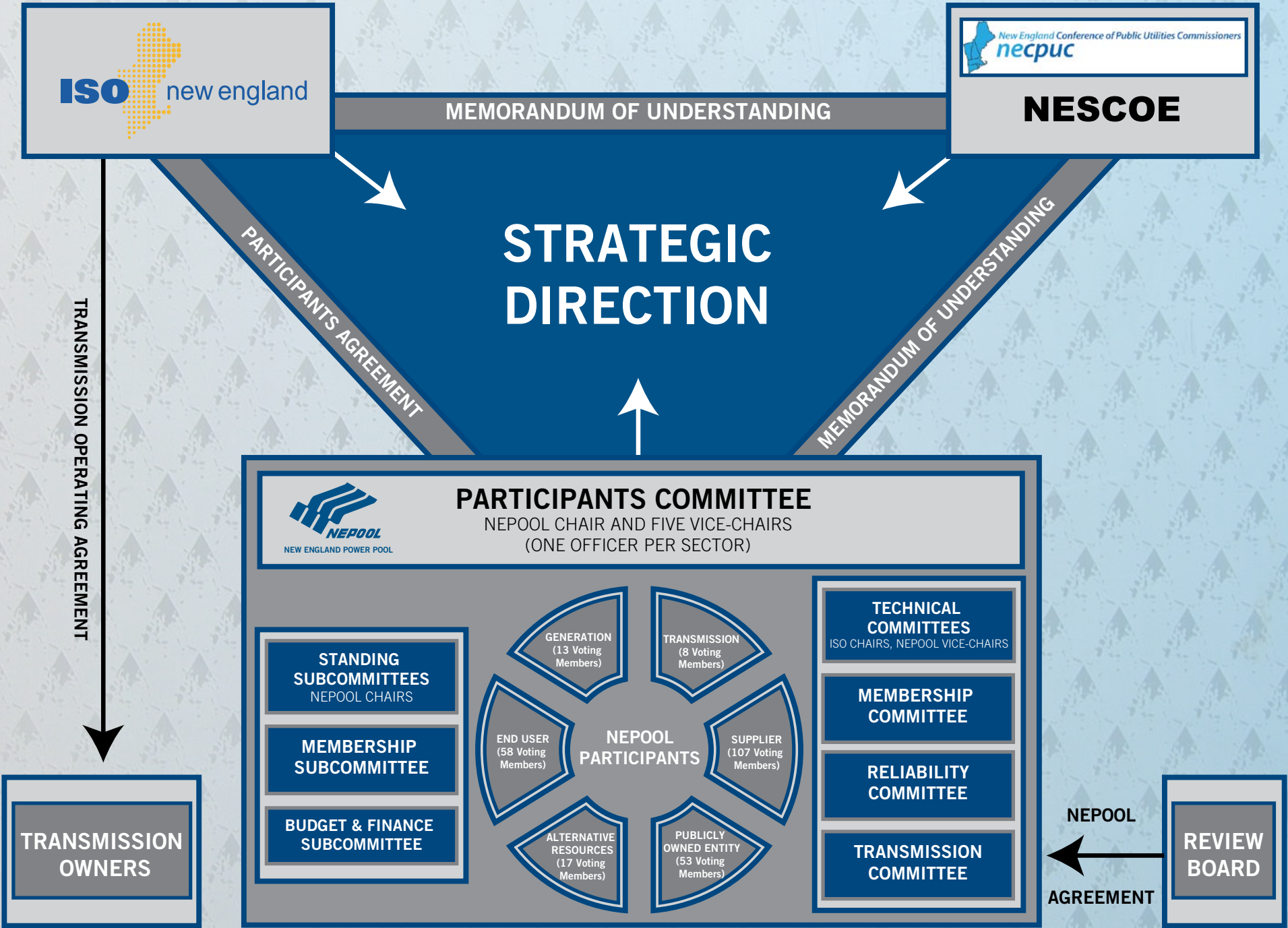
ISO New England is the regional transmission organization established and responsible for overseeing the day-to-day reliable operation of New England’s power generation and transmission system, designing, administering, and monitoring the region’s competitive wholesale electricity markets, and managing comprehensive regional power system planning. ISO New England triggered the strategic planning efforts in the region based on its assessment of compelling needs that face the region.

The New England state representatives have organized themselves on electricity matters through NESCOE and NECPUC. NESCOE, which is directed by New England governor-appointed managers, is tasked with advancing policies that will provide electricity at the lowest possible price over the long term, while maintaining reliable electric service and environmental quality. NECPUC is comprised of the commissioners and staff of the utility regulatory bodies in each of the six New England states. In 2011, all appointed representatives of NESCOE were also members of NECPUC.

NEPOOL for almost 40 years has served as the vehicle for its members to provide input and strategic direction on market design, system planning, operation and management of the region’s bulk power system. Its more than 425 members include all of the electric utilities rendering or receiving services under the region’s open access transmission tariff. They also include power generators, developers, merchant transmission providers, consumer-owned

utility systems, power marketers, load aggregators, brokers, demand response providers and end users. Currently, NEPOOL provides the sole stakeholder process for market participants to vote on changes to the region’s bulk power arrangements. NEPOOL acts through the Participants Committee and has placed a priority on ensuring close and cordial communications with state representatives, and with the ISO, in its deliberative stakeholder processes.

Activities in 2011 exemplified NEPOOL’s commitment and priority to giving strategic direction in close collaboration with the ISO and state representatives. For example, at NEPOOL’s Summer Meeting, strategic planning issues were front and center. They were the topic of broad discussion when all members, regulators and ISO representatives were present, and then were discussed separately in individual Sector meetings with ISO Board members and with state representatives. Information about those strategic planning discussions was summarized for all at the conclusion of the Sector meetings and strategic planning discussions continued through the remainder of the year, with another chance in November for each individual Sector again to meet separately with ISO Board members and state representatives on these critically important issues. In fact, nearly one-half of the Participants Committee meetings addressed strategic planning issues, and all Participants Committee meetings are structured to provide an effective framework for strategic and targeted discussions and action on regional issues. In connection with that strategic planning, NEPOOL also worked closely and collaboratively with ISO and state representatives to provide input on achievable objectives, proposed timelines, process and business priorities for accomplishing those objectives. In short, NEPOOL provides a critical framework for helping to ensure that decisions concerning the future direction of the market design, system planning and operation of the region’s bulk power system are taken in a systematic, purposeful and collaborative way.



Participants Committee

As the principal governing body of NEPOOL, the Participants Committee considers and acts on all matters affecting the region’s wholesale electric power arrangements, either directly or by delegation. Every NEPOOL Participant is represented by a member on this Committee. Pursuant to the stakeholder processes outlined in the Participants Agreement, Participants Committee authority includes votes on ISO and Participant proposals to adopt or change the ISO Tariff, including changes to the Market Rules, the OATT and general tariff provisions, Financial Assurance and Billing Policies, and the Information Policy. The Committee also acts on recommendations for Installed Capacity Requirements and related values, Operating Procedures, Manuals, cardinal changes to GIS rules, and other system rules and procedures. It reviews and votes on the annual budgets of the ISO, NESCOE and NEPOOL, and votes on whether to endorse candidates recommended for the ISO Board. In all, the Participants Committee voted on nearly 120 resolutions during 2011.

To carry out its responsibilities in 2011, the Participants Committee met for 14 days. Those meetings included a

three-day Summer Meeting in July in Westbrook, CT. In January, the Participants Committee was able to meet by teleconference. The remainder of the meetings were in or just outside of Boston, MA.

The Participants Committee actively works to inform and involve all interested stakeholders and regulators. At its Summer Meeting, Mr. Gerry Cauley, President and Chief Executive Officer of the North American Electric Reliability Corporation (NERC), attended and shared his insights as to the purpose of NERC, which he summarized as follows: (1) to promote a learning culture within the industry with continuous reliability and improvement, (2) to help the industry understand and comply with its reliability rules and standards, and (3) to respect enforcement as a necessary backstop.

The Participants Committee is also a key forum for interaction with State regulators, policymakers and staff. Regulators from all six of the New England states participated in the Summer Meeting, to discuss issues such as the strategic planning initiatives, FCM, demand response, transmission planning and investment, and

the development of renewable resources. Staff members from New England state public utility regulatory bodies routinely attended and participated actively in Participants Committee meetings, as did representatives of the Northeast Power Coordinating Council (NPCC), NECPUC, NESCOE and the FERC.

The Participants Committee is also the Committee that meets biannually with the ISO Board of Directors. Both at the Summer meeting and the November meeting, individual Sectors each met with members of the ISO Board to discuss matters of specific interest to their Sectors.

The Participants Committee also represents the NEPOOL Participants in proceedings before federal and state regulators. In 2011, the Participants Committee participated in or actively monitored more than 160 legal proceedings involving New England matters, including FERC litigation over the future of the FCM and several FERC rulemakings regarding variable or intermittent resources, transmission planning and cost allocation, and credit reforms. Those proceedings are identified at pages 19-21 of this Annual Report.

The NEPOOL Markets Committee is one of the standing Technical Committees under the NEPOOL arrangements. It is chaired by a representative of the ISO, and the members elect a Vice-Chair. In 2011, the ISO Chair was Ms. Allison DiGrande and members elected Mr. Thomas Kaslow to serve his second term as a Vice-Chair.

As the NEPOOL Committee charged with advising the ISO and the Participants Committee on the design and operation of the region’s wholesale electric markets, the Markets Committee worked hard in 2011 considering and recommending to the Participants Committee numerous changes to the market rules and manuals. Much of the Committee’s efforts focused on various aspects of the Demand Response and the Forward Capacity Markets (FCM). As in past years, this Technical Committee was very active in 2011, holding 25 meetings through December (many of them multiday).

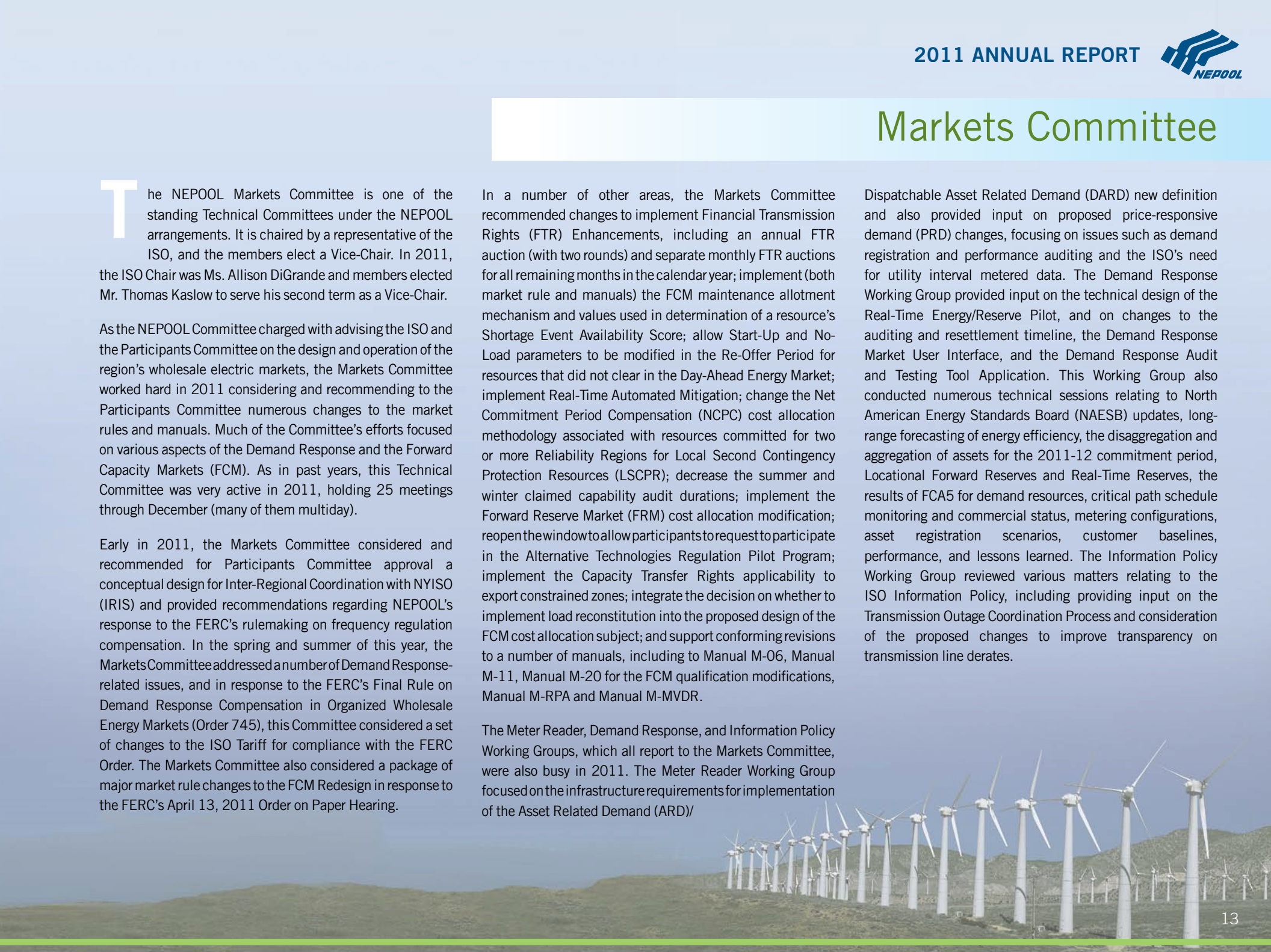
Early in 2011, the Markets Committee considered and recommended for Participants Committee approval a conceptual design for Inter-Regional Coordination with NYISO (IRIS) and provided recommendations regarding NEPOOL’s response to the FERC’s rulemaking on frequency regulation compensation. In the spring and summer of this year, the Markets Committee addressed a number of Demand Response-related issues, and in response to the FERC’s Final Rule on Demand Response Compensation in Organized Wholesale Energy Markets (Order 745), this Committee considered a set of changes to the ISO Tariff for compliance with the FERC Order. The Markets Committee also considered a package of major market rule changes to the FCM Redesign in response to the FERC’s April 13, 2011 Order on Paper Hearing.

In a number of other areas, the Markets Committee recommended changes to implement Financial Transmission Rights (FTR) Enhancements, including an annual FTR auction (with two rounds) and separate monthly FTR auctions for all remaining months in the calendar year; implement (both market rule and manuals) the FCM maintenance allotment mechanism and values used in determination of a resource’s Shortage Event Availability Score; allow Start-Up and No-Load parameters to be modified in the Re-Offer Period for resources that did not clear in the Day-Ahead Energy Market; implement Real-Time Automated Mitigation; change the Net Commitment Period Compensation (NCPC) cost allocation methodology associated with resources committed for two or more Reliability Regions for Local Second Contingency Protection Resources (LSCPR); decrease the summer and winter claimed capability audit durations; implement the Forward Reserve Market (FRM) cost allocation modification; reopen the window to allow participants to request to participate in the Alternative Technologies Regulation Pilot Program; implement the Capacity Transfer Rights applicability to export constrained zones; integrate the decision on whether to implement load reconstitution into the proposed design of the FCM cost allocation subject; and support conforming revisions to a number of manuals, including to Manual M-06, Manual M-11, Manual M-20 for the FCM qualification modifications, Manual M-RPA and Manual M-MVDR.

The Meter Reader, Demand Response, and Information Policy Working Groups, which all report to the Markets Committee, were also busy in 2011. The Meter Reader Working Group focused on the infrastructure requirements for implementation of the Asset Related Demand (ARD)/

Markets Committee

Dispatchable Asset Related Demand (DARD) new definition and also provided input on proposed price-responsive demand (PRD) changes, focusing on issues such as demand registration and performance auditing and the ISO’s need for utility interval metered data. The Demand Response Working Group provided input on the technical design of the Real-Time Energy/Reserve Pilot, and on changes to the auditing and resettlement timeline, the Demand Response Market User Interface, and the Demand Response Audit and Testing Tool Application. This Working Group also conducted numerous technical sessions relating to North American Energy Standards Board (NAESB) updates, long-range forecasting of energy efficiency, the disaggregation and aggregation of assets for the 2011-12 commitment period, Locational Forward Reserves and Real-Time Reserves, the results of FCA5 for demand resources, critical path schedule monitoring and commercial status, metering configurations, asset registration scenarios, customer baselines, performance, and lessons learned. The Information Policy Working Group reviewed various matters relating to the ISO Information Policy, including providing input on the Transmission Outage Coordination Process and consideration of the proposed changes to improve transparency on transmission line derates.



Reliability Committee

With the many proposed improvements and upgrades to the region’s transmission facilities, the NEPOOL Reliability Committee was busy in 2011 considering and recommending to the ISO and the Participants Committee numerous changes to the system and rules and standards needed for system operations. Under New England’s arrangements, no material changes are permitted to the bulk power system without first notifying the ISO and waiting for confirmation that the proposed changes will not adversely affect the reliability or operations of the bulk power system. Those changes are all considered by the Reliability Committee. Further,

generators must de-list from the capacity market if they do not intend for their capacity to be obligated to meet regional reliability requirements, and the Reliability Committee has input into the assessment of the reliability impact of units de-listing from the capacity market. Addressing these two requirements consumed much of the Reliability Committee’s time in 2011. The Reliability Committee also reviewed the proposal for comprehensive technical changes to the Black Start program.

To accomplish these and other responsibilities of the Reliability Committee, the Committee held 16 meetings in 2011 and received input from a variety of task forces

and subcommittees such as the Voltage Task Force, the Stability Task Force, the Transmission Task Force, and the Power Supply Planning Committee. The Reliability Committee provided NEPOOL advisory input to the ISO and recommendations to the Participants Committee on numerous proposed plan applications and proposed delists of capacity resources, as well as recommendations on revisions to operating and planning procedures, Installed Capacity Requirements, proposed revisions to market rules regarding tie benefits, and more than \$800 million worth of transmission cost allocation applications.

Transmission Committee

The NEPOOL Transmission Committee held 12 meetings and provided advisory input to the ISO and recommendations to the Participants Committee on the following efforts during 2011:

- Comprehensive revisions to Schedule 16 of the OATT regarding the Black Start program and compensation for Black Start services, which are expected to be presented to the FERC by the end of 2011.
- Amendments to Schedule 2 of the OATT regarding reactive power payments, which are pending before the FERC.
- Numerous clean-up and conforming changes to the OATT regarding both Tariff definitions and FTR enhancements, which have already been submitted to and approved by the FERC.

In late Summer 2011, the Transmission Committee also commenced Order No. 1000 compliance efforts regarding the FERC’s Final Rule on Transmission Planning and Cost Allocation. The region’s response to Order No. 1000 will be addressed by the Transmission Committee during 2012, with a compliance filing expected in October 2012.

The Eastern Interconnection Planning Collaborative (EIPC) is a major national initiative funded by the Department of Energy to conduct scenario planning for the bulk power system on an Eastern Interconnection-wide basis (covering 39 states and part of Canada and involving 26 planning authorities, including all of the RTO/ISOs in the Eastern Interconnection). The EIPC has a two-year mission to develop three transmission build-out scenarios covering a range of possible future conditions. The EIPC has received a high level of attention across the Eastern Interconnection and rightly so, because the work being done in the EIPC could form the basis of actual transmission and resource development plans affecting more than half the country and involving hundreds of billions of dollars of commitments. The EIPC work will provide part of the framework for state and federal policy decisions affecting the future of the electric industry. It will also provide a model and structure for ongoing collaborative planning among the states, market participants, planning authorities and other interested persons in the Eastern Interconnection.

NEPOOL was quick to recognize the importance of the EIPC effort. NEPOOL resolved early to be part of this process and committed resources to do so early on in the development of the stakeholder structure and work group efforts that formed the basis for the selection of transmission build-out scenarios. At the direction of NEPOOL, NEPOOL counsel has served in an advocacy, monitoring, reporting and liaison role in the EIPC process, and has helped coordinate and focus efforts among NEPOOL Participants, New England states and ISO-NE representatives and with New York representatives to develop and focus a Northeast perspective. Various individual NEPOOL Participants, ISO-NE and New England

state representatives have been and continue to be active, providing thought leadership and effective advocacy in the EIPC and helping to advance New England’s interests in this important work.

When the EIPC process began in the Spring of 2010, NEPOOL defined its objectives of making sure that (1) the EIPC process does not result in New England being foreclosed from developing transmission infrastructure to meet its renewable/clean energy needs in a way that is best tailored for New England; and (2) the process results in a broad range of scenarios that will provide useful information for multiple transmission expansion alternatives. Both of these objectives have been achieved. In late September 2011, the Stakeholder Steering Committee of EIPC agreed on the three build-out scenarios that will be studied from a reliability and cost perspective. The scenarios are exactly what the Northeast constituents in the EIPC wanted to see from the outset of the process, in that they provide for a complete range of large to small build-outs, with both national and regional implementation. The three scenarios are (1) a “Nationally Implemented Federal Carbon Constraint with Increased Energy Efficiency/Demand Response Scenario”;¹ (2) a “Regionally Implemented National RPS Scenario”;² and (3) a “Business As Usual Scenario”.³ In addition to achieving these objectives, NEPOOL succeeded in strengthening its collaboration with New York and other regions in the Eastern Interconnection.

The EIPC process is now moving on to Phase 2, when the build-out scenarios will be studied and the EIPC will develop a final report to the Department of Energy. NEPOOL will remain engaged in the process.

[1] This scenario is a large national build-out scenario and reflects 42% reductions in CO2 emissions throughout the economy by 2030.
 [2] This scenario was of particular interest to Northeast participants in EIPC, and will likely be a medium build-out scenario.
 [3] This scenario will likely be a small build-out scenario.

GIS Working Group

The NEPOOL Generation Information System (GIS) creates and manages electronic certificates representing the fuel source, emissions and other attributes of all the power settled in the ISO's market settlement system, as well as attributes for certain behind-the-meter generators that are not settled in the ISO system and certain renewable generators that import power into New England. These certificates form the basis for retail bill disclosures, renewable and alternative energy portfolio standard compliance, environmental trading, and investment incentives in the New England states. The GIS is owned by NEPOOL and is operated and administered by NYSE Blue, Inc. The GIS Operating Rules Working Group, which reports to the Markets Committee,

addresses changes to the GIS, including the Operating Rules governing the GIS.

In 2011, the GIS Operating Rules Working Group, which is chaired by Mr. Dennis J. Duffy, met four times and discussed a number of changes to the GIS Operating Rules. The Working Group addressed the following proposed changes: (1) to provide for periodic updates of emissions and fuel source data for "System Mix" Certificates; (2) to remove e-mail addresses from publicly available reports posted on the GIS website; (3) to expand the quarterly Trading Periods in the GIS and to provide for automatic banking of certain Certificates between Trading Periods; (4) to provide for the aggregation of units for import certificates; and (5) to

limit the application of Rule 3.8(d) to only those Certificates that were retired as Unsettled Certificates. This year, the NEPOOL Markets Committee approved one such change to the GIS Operating Rules: to remove e-mail addresses from public reports posted on the GIS Administrator's website.

The GIS now has 556 active accounts, with 109 of those accounts added in 2011. In addition, 1,040 approved generators have registered in the GIS, with 37 new generators joining in 2011. The GIS created and managed 131,038,713 Certificates from the third quarter of 2010 through the second quarter of 2011. Looking solely at the first and second quarters of 2011, the GIS created and managed over 9,827,435 Renewable Certificates.

Membership Subcommittee

The Membership Subcommittee remained very busy in 2011, with the Subcommittee considering more than 70 applications for membership in, or termination of membership from, NEPOOL. For the first time in many years, terminations outpaced new memberships in 2011, with more than 20 fewer members ending the year than had started.

To consider applications to join or terminate NEPOOL membership, the Membership Subcommittee, chaired by Mr. Michael J. Lynch, held 13 meetings. The Subcommittee has the delegated authority to approve membership applications, of which there were more than 25 entities that became NEPOOL members, and to approve terminations of membership, of which there were more than 45 entities seeking to terminate their Participant status. The higher

number of terminations appeared attributable principally to withdrawals by Participants whose activities were consolidated under Related Persons that continue to be NEPOOL members and by Participants seeking to avoid the additional cost and effort to comply with the Financial Assurance Policy's minimum criteria for market participation that were developed in response to FERC Order 741 and became effective on October 1, 2011.

The Membership Subcommittee also developed over the course of the year a proposal to refine the participation by Renewable Generation Resource Providers through the establishment of a "Large Renewable Generator Group Seat" in the AR Sector.



NEPOOL Audit Management Subcommittee

The NEPOOL Audit Management Subcommittee (NAMS), which was initially formed in 2003 and last provided input on the ISO's 2007 audits, was resurrected in early 2010 and completed its review of the ISO audit, process in 2011. The Subcommittee received approval from the Participants Committee to retain Mr. William (Bill)

Dunn to assist in this task. Mr. Dunn reviewed ISO audit results and provided ISO input into certain audit processes based on comments from Participants. Mr. Dunn also provided NAMS with a report summarizing his findings. NAMS reviewed that report and provided its recommendations to the Participants Committee in September. Those recommendations, which were

approved, included continuing NAMS in order to receive input from Participants regarding areas for future ISO internal audit attention and to pass those suggestions along to the ISO Internal Audit Department as appropriate. The next NEPOOL operations audit of the ISO can begin as early as 2013.

Review Board and Review Board Liaison Committee

The Review Board is an independent board tasked with considering any appeals by NEPOOL members of NEPOOL's actions or failures to act. The Board is required to act on appeals within 35 business days.

In 2011, the following members served on the Board:

- Jon (Jack) Lotis (Chairman)**
- William Museler**
- Jacob Feinstein**
- Jay Siegel***

In July, per changes to the NEPOOL arrangements approved by the FERC, NEPOOL reduced the size of the Review Board to three members. Mr. Jay Siegel, one of the inaugural members of the Board, stepped off the Board after 12 years of dedicated service.

The Review Board Liaison Committee, chaired by Mr. David Cetola, met with the Board three times during 2011. Those meetings were used by the Liaison Committee to apprise the Review Board generally of NEPOOL matters so that the Board would be better-prepared to act expeditiously on matters that might come before it and to work with the Board to further reduce Review Board expenses.

The results of the joint efforts between the Review Board and the Liaison Committee was a proposal, which was approved by the Participants Committee in June, to eliminate the requirement for third-party liability insurance. In its place, NEPOOL agreed to limit claims that any member could raise and to provide the Review Board members with strong coverage and indemnification language in the NEPOOL Agreement. The changes became effective at the end of August, and the 2012 Participant Expenses budget reflects reductions associated with these changes and the smaller size of the Board.

*Term ended 6/30/11

Budget & Finance Subcommittee

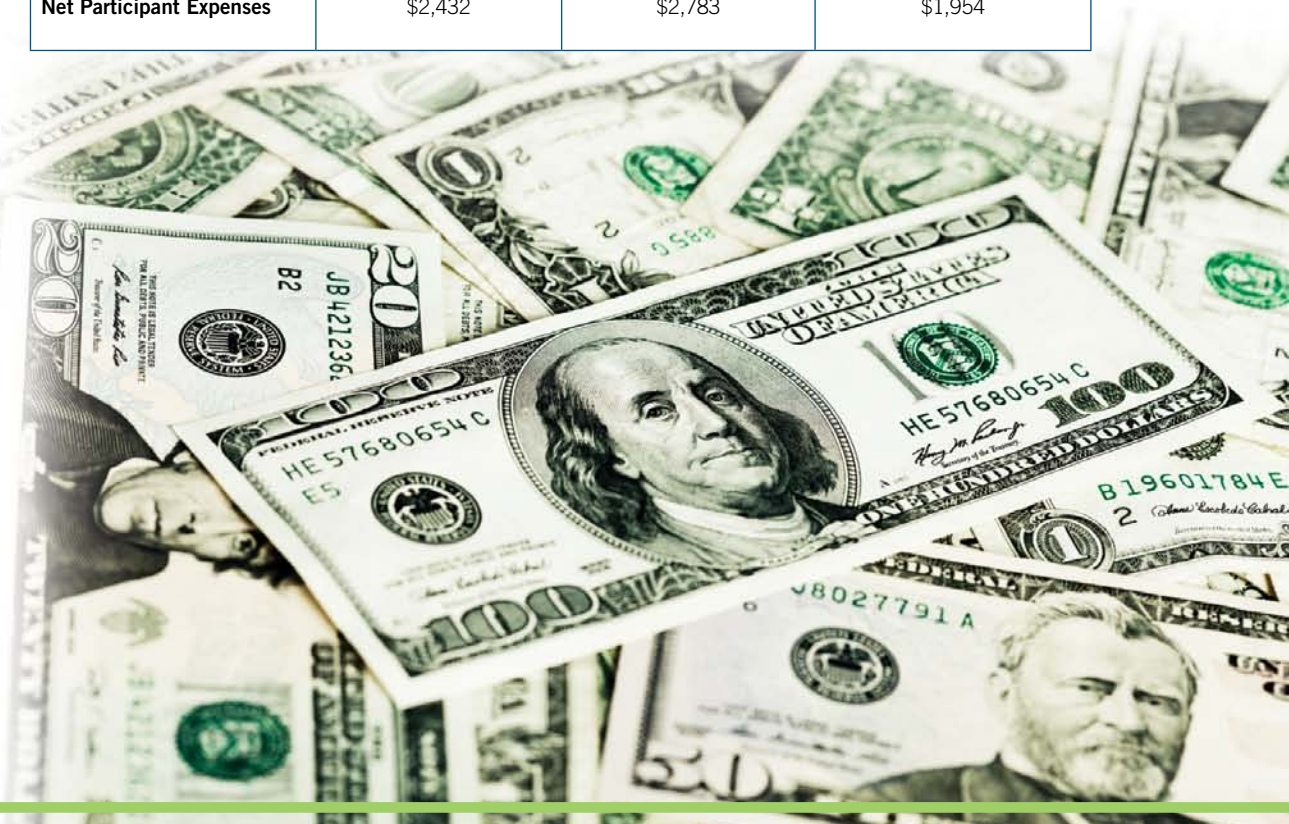
The Budget and Finance Subcommittee spent much of its time in 2011 working with the ISO to implement the FERC’s final rules regarding credit reforms in organized wholesale electric markets. These rules were issued by the FERC to reduce both the risk and the cost of default shared among Market Participants. The Subcommittee met eleven times in 2011 and delivered proposed changes for Participants Committee consideration at seven of that Committee’s meetings.

The changes worked through the Subcommittee to comply with the FERC’s final rules regarding credit reforms included: (i) shortening the settlement cycle; (ii) further restricting the use of unsecured credit; (iii) clarifying circumstances when ISO may invoke a material adverse change; (iv) limiting collateral cure periods; and (v) establishing minimum market participation criteria, including the submittal of risk management procedures. All of these changes went into effect on October 1, 2011, with further revisions to be filed by the ISO regarding risk management procedures in December 2011. The Subcommittee also initiated its review of changes to allow ISO to become a central counterparty to all transactions. The change to make the ISO a central counterparty is in response to the FERC’s conclusion that clearing through a central counterparty would reduce bankruptcy risk for those settling through the ISO-administered markets. A filing to implement the central counterparty provisions is expected to be made by the ISO in early 2012.

The Subcommittee also considered and recommended several assorted packages of changes to conform to changes in the markets as a result of FCM and the integration of demand response in the energy markets, as well as several clean-up efforts in the ISO Tariff.

The Budget and Finance Subcommittee has recommended the following NEPOOL budget for 2012 (with 2011 budget forecast figures included for comparison):

Expressed in Thousands of Dollars	2012 PROPOSED BUDGET	2011 APPROVED BUDGET	2011 CURRENT FORECAST
Operating Expenses	\$5,822	\$6,283	\$5,260
Revenue	(\$3,390)	(\$3,500)	(\$3,307)
Net Participant Expenses	\$2,432	\$2,783	\$1,954



Legal Proceedings & Appeals

Strategic direction by NEPOOL, which is received through NEPOOL’s stakeholder processes, is always informed by, and almost always requires the approval of, the FERC. In 2011, there were more than 160 active FERC proceedings involving regional New England matters, marked by a continuing focus on the implementation and administration of New England’s Forward Capacity Market, enhancements to the minimum participation requirements and financial assurance arrangements, demand response and black start compensation proceedings, and other market issues and improvements.

Appeals

US Court of Appeals for the DC Circuit

Docket	Appellant(s)	Underlying Proceeding (FERC Dockets Appealed)
06-1403 et al.	MPUC; CT AG/MA AG	FCM Settlement (ER03-563; ER06-1465)
10-1103	PSEG	FCA1 Results (ER08-633)
10-1104	CT AG, CT OCC	2010 ISO Revenue Requirement (ER10-154)
10-1395; 09-1231	Massachusetts Public Systems	SEMA Cost Allocation (MPS LSCPR Complaint) (ER08-48)
11-1116	NEPGA	FCM Re-Design (ER10-787; EL10-57; EL10-50)
11-1422	NEPGA	FCM Settlement Appeal Remand and Remand Rehearing Orders (ER03-563-066 -067)
11-____	MPUC; CT AG/MA AG	FCM Settlement Appeal Remand and Remand Rehearing Orders (ER03-563-066 -067)

2011’s legal proceedings highlight that, working collaboratively through the NEPOOL frame work, the region’s strategic direction is clearest, and the level of contested regulatory involvement reduced, when changes to the implementing Market Rules or other Tariff changes enjoy the joint support of NEPOOL and the ISO, and where applicable, transmission owners and others with affected filing rights. Where implementation or overall direction becomes muddled or unclear and must be ultimately determined by the FERC, the FERC’s task is informed and made more efficient as a result of the systematic, purposeful, and collaborative direction and feedback brought out by the regimen of the Participant Processes. The FERC continued to insist that its action on matters be informed and illuminated by the direction given through the Participant Processes.

- Of the more than 160 active legal proceedings in 2011:**
- 101** were resolved entirely within the Participant Processes
 - 19** were contested but resolved through paper hearings
 - 3** were resolved through or are in ongoing hearings or settlement proceedings
 - 11** were proceedings initiated by periodic reporting requirements
 - 27** were administrative and rulemaking proceedings

NEPOOL counsel summarizes for members each month the legal proceedings relating to New England matters and developments in those proceedings for the prior month. A full listing of the legal proceedings that were active in 2011 is included below and at pages 20 to 21 of this Annual Report.



FERC Proceedings*

Complaints

EL08-69	NECPUC ROE Complaint
EL09-48; EL09-47	ICAP Import Contract Complaints
EL11-66	Base ROE Complaint

Rate Filings

ER09-1532 et al.	2011/2012 Power Year Transmission Rates
ER11-1943	2011 Administrative Costs Budget
ER11-2661	ISO Waiver of 105% Threshold - Revenue Requirement Collection
ER12-163	2012 NESCOE Budget
ER12-189	2012 Capital Budget/2011 Q3 Capital Projects Report
ER12-191	2012 Administrative Costs Budget

ROE/CWIP Filings

EL08-74	ROE Incentives - MPRP (CMP)
EL08-77	ROE Incentives - MPC (CMP and MPS)
ER04-157	Refund/Charges Report (NU)
ER08-1548	ROE Incentives - NEEWS (NU and NGrid)
ER09-938	MPRP CWIP Inclusion in RNS Rate (CWIP)
ER11-3269	NEEWS CWIP Inclusion in RNS Rate (NU)
ER11-3977	ROE Incentives - NEEWS (UI)

ICRs, HQICCs and Related Values

ER11-2281	2011/2012 ARA3 and 2012/2013 ARA2
ER11-3048	2014/2015 Power Year

Forward Capacity Auction Filings

ER10-2477	FCA4 Results Filing
ER10-3891	FCA5 Results Filing
ER11-3034	FCA5 Qualification Informational Filing

Market Rule 1 Changes, Interpretations and Waiver Requests

ER03-563	FCM Settlement Appeal Remand and Remand Rehearing Orders
ER08-41	Tie Benefits Calculation and Allocation
ER10-787 et al.	FCM Re-Design: Revisions to MR1 §§ 12 and 13
ER11-1829	FCM/Cold Weather Revisions – 120-Day Compliance Filing
ER11-2427	PER Revisions
ER11-2433	WMRE Request for Limited Waiver of New Capacity Qualification Package Deadline
ER11-2580	Tie Benefits Calculation Methodology
ER11-2681	Sunset Revisions and Conforming Changes
ER11-2729	NGrid Request for Limited Waiver of FCM Rules

ER11-2755	FRM Cost Allocation Changes
ER11-2912	FCM Maintenance Allotment Values
ER11-3059	DR Seasonal Peak Hours Definition and Other DR-Related Changes
ER11-3062	Appendix G Conforming FCM Changes
ER11-3119	NU RBA Appeal - Request for Waiver of FCM Metering and Resettlement Deadline
ER11-3530	Information Policy Changes – Transmission Model and Transfer Limit Information
ER11-3568	FTR Enhancements
ER11-3698	Affiliate Definition Change
ER11-3916	Tariff Clean-up Revisions
ER11-4336	Order 745 Compliance Filing
ER11-4540	Automated Mitigation Revisions
ER12-213	Multi Region NCPCC Cost Allocation Changes

FCM CSO Terminations

ER11-2348	CSO Termination: CL&P
ER11-2349	CSO Termination: EnerNOC (I)
ER11-2623	CSO Termination: Energy Curtailment Specialists
ER11-2669	CSO Termination: EnerNOC (II)
ER11-2747	CSO Termination: UI (I)
ER11-3018	CSO Termination: CMEEC
ER11-4418	CSO Termination: Constellation
ER11-4419	CSO Termination: UI (II)
ER11-4420	CSO Termination: EnerNOC (III)
ER12-429	CSO Terminations: UI (III)

OATT Amendments

ER11-2216	Capability Resource Ratings
ER11-2400	FCM/VAR Conforming Changes to Schedule 2

ER11-2372	Order 729 Attachment C Revisions
ER11-1895	Order 739 Compliance Amendments
ER11-3385	Black Start Extension
ER11-3568	FTR Enhancements
ER11-3916	Tariff Clean-up Revisions
ER12-229	Schedule 2 (Black Start) Revisions

Financial Assurance/Billing Policy Amendments

ER10-942 et al.	Unsecured Credit Filing
ER11-2396	Treatment of Defaulting Designated FCM Participant
ER11-2846	Timing of Monthly Invoice for Non-Hourly Charges
ER11-3360	Clarifying Changes to FAP

ER11-3953	Credit Reform (Order 741) Compliance Filing
ER12-7	Modified Tariff True-Up Provisions
ER12-86	Revisions to Timing of Financial Information Reporting Requirements
ES11-39	Authorization for Future ISO Credit Line Drawdowns

ISO-NE eTariff

ER11-2626	eTariff Reconciliation Filing
ER11-2739	Correction to Baseline eTariff
ER11-2927	Correction to Baseline eTariff – § III.E.5.2.3
ER11-3000	Correction to FAP Provisions
ER11-3210	Correction to Market Rule 1 § 3.2.1
ER11-3334	Consolidating Billing Policy Changes
ER11-3351	Conforming Change to Market Rule 1 Appendix A § 10

ER11-3574	Correction to Participants Agreement Title
ER11-3763	Page Collation Value
ER11-4467	Compliance Filing (NEEWS CWIP)
	Correction to Market Rule 1 Appendix A

Schedule 21 Updates

ER09-1243 et al.	Schedule 21-NSTAR: Annual Informational Filing
ER09-1498	Schedule 21-FGE: Annual Informational Filing
ER09-934	Schedule 21-BHE: Change to Forward Looking Formula Rate
ER09-938	Schedule 21-CMP: Conforming Changes to Reflect MPRP CWIP Inclusion in RNS Rate
ER11-2230	Schedule 21-UI: Localized Costs Sharing Agreement (GenConn Middletown)
ER11-2521	Schedule 21-UI: CT DoT Lease and Metro-North IOA
ER11-2878	Schedule 21-VELCO: Notice of Cancellation
ER11-3139	Schedule 21-BHE: Attachment P Spreadsheet Removal; Attachment C Corrections
ER11-3470	Schedule 21-CTMEEC: New Schedule 21
ER11-3560	Schedule 21-UI: M/N Project and Form of LCSA Changes
ER11-3573	Schedule 21-UI: LCSA Conforming Changes
ER11-3947	Schedule 21-UI: LCSAs (CTMEEC, Bridgeport Energy)
ER11-4021 et al.	Schedule 21-NU: Glenbrook Cables Project Allocation to All CT Load

ER11-4098 et al.	Schedule 21-NU: LCSAs (CP Energy for Bridgeport Facility)
ER11-4330	Schedule 21-VEC: Order 729 and Attachment C Conforming Changes
ER11-4483	Schedule 21-CTMEEC: Clean-Up Changes
ER12-71	Schedule 21-UI: Revisions to RNS Rate Components

NEPOOL Agreement Amendments

ER11-2667	Revised Review Board Arrangements
ER11-2686	Governance Amendments
ER11-4163	124th Agreement (Substitution for Review Board Third-Party Insurance Policy)

Regional Reports

AD10-2	New England Simultaneous Import Limits
ER03-345	Load Response Status Reports
ER06-613	Reserve Market Compliance - 10th and 11th Semi-Annual Reports
ER07-476 et al.	Quarterly Reports: Status of LFTR Implementation
ER08-54	Quarterly Reports: Non-Generating Resource Regulation Market Participation
ER11-2879	Capital Projects Report - 2010 Q4
ER11-3316	NHPUC Information Policy
	State Certification
ER11-3564	Capital Projects Report - 2011 Q1
ER11-4281	Capital Projects Report - 2011 Q2
ZZ11-4	2010 Annual Markets Reports
ZZ11-4	Quarterly Markets Reports - 2010 Q3-Q4; 2011 Q1-Q3

Membership Filings

ER11-2573	January 2011 Membership Filing
ER11-2802	February 2011 Membership Filing
ER11-2972	March 2011 Membership Filing
ER11-3260	April 2011 Membership Filing
ER11-3483	May 2011 Membership Filing
ER11-3676	June 2011 Membership Filing
ER11-3943	July 2011 Membership Filing
ER11-4165	August 2011 Membership Filing
ER11-4414	September 2011 Membership Filing
ER11-4734	October 2011 Membership Filing
ER12-267	November 2011 Membership Filing
ER12-___	December 2011 Membership Filing

Administrative Proceedings

AD10-12	Increasing Market and Planning Efficiency Through Improved Software
AD11-1	Technical Conference on Reliability Monitoring, Enforcement and Compliance Issues
AD11-2	Technical Conference on Transmission Vegetation Management Programs
AD11-6	Technical Conference on Risks to the Reliability of the Bulk-Power System
AD11-8	Report on Metrics to Assess Reliable Integration of Variable Renewable Generation
AD11-11	Technical Conference on Priority Rights to New Participant-Funded Transmission
AD12-1	Technical Conference on Reliability
AD12-5	Workshop on Voltage Coordination on High Voltage Grids

Rulemaking Proceedings

RM05-5	NAESB Report on Demand Response Products Measurement and Verification
RM07-1	Order 717-D: Transmission Providers Standards of Conduct
RM09-16	NOPR: Exempting Non-Controlling Investments in Utilities from MBR Requirements
RM10-11	NOPR: Variable Energy Resources
RM10-12	NOPR: Electricity Market Transparency Facilitation
RM10-13	Orders 741-A and 741-B: Credit Reforms in RTO/ISO Markets
RM10-17	Order 745: Demand Response
RM10-22	Compensation in RTO/ISO Markets
RM10-23	Order 793: Promoting a Competitive Market for Capacity Reassignments
	Order 1000: Transmission Planning and Cost Allocation
RM11-2	Smart Grid Interoperability Standards
RM11-3	Order 744: Supplemental Standards of Conduct for FERC Employees
RM11-6	NOPR: Annual Charges for Use of Government Lands by Hydropower Projects
RM11-7	Order 755: Frequency Regulation Compensation in RTO/ISO Markets
RM11-9	NOI: Locational Exchanges of Wholesale Electric Power

RM11-14	NOI: Analysis of Horizontal Market Power under the FPA
RM11-17	NOPR: Ongoing Electronic Delivery of RTO/ISO Market Data
RM11-24	NOI: 3rd-Party Provision of Ancillary Services; Electric Storage Technical Accounting & Financial Reporting
RM11-26	NOI: Promoting Transmission Investment Through Pricing Reform

Other

	FERC Staff Notice of Alleged Violations – New England Load Response Program Activities
EL09-20	Northern Pass Transmission(NPT) Report on Open Season/Project Expansion
ER08-1281	NYISO Report on Regional Markets; Long-Term Solutions to Lake Erie Loop Flow
ER11-1844	MISO Methodology to Involuntarily Allocate Costs to Entities Outside Its Control Area
ER11-1918	LGIA – NGrid/ RI Central Genco
ER11-2377	NPT Line TSA
ER11-2594	SSPs Request for Waiver of WEQ-004.002.1
ER11-2617	SSP/PTO/CSC Order 676 Compliance Filing and Conforming Attachment C Revisions
ER12-481	Amendments Reflecting Modified Phase I/II HVDC-TF Facilities
IN11-4	Stipulation and Consent Agreement: Dartmouth Power
IN12-3	Stipulation and Consent Agreement: Holyoke Gas and Electric Dept.
TS10-1	Waiver of Transmission Standards of Conduct - CSC Request for Continued Waiver
TS11-1	Waiver of Transmission Standards of Conduct - NSTAR Request
TS11-4	Waiver of Transmission Standards of Conduct - CTMEEC Request
TS11-5	Waiver of Transmission Standards of Conduct - Bangor Hydro Request

NEPOOL Participants

511 Plaza, LP
511 Plaza Energy, LLC
A123 Systems, Inc.
Acushnet Company
Advanced Power Services (NA) Inc.
Algonquin Energy Services Inc
Ameresco CT LLC
Ameresco DR, LLC
American PowerNet Management, LP
Ampersand Energy Partners LLC
ANP Funding I, LLC
Ansonia Generation, LLC
Anthony, Christopher M.
Ashburnham Municipal Light Plant
Associated Industries of Massachusetts
Athens Energy LLC
Backyard Farms, LLC
Backyard Farms Energy, LLC
Bangor Hydro-Electric Company
Barclays Bank PLC
Beacon Power Corporation
Bear Swamp Power Company LLC
Belmont Municipal Light Department
Berkshire Power Company, LLC
Berlin Station, LLC
BG Energy Merchants, LLC
Black Bear HVGW, LLC
Black Bear Hydro Partners, LLC
Blackstone Hydro, Inc.
Blue Pilot Energy, LLC
BlueStar Energy Services, Inc.
BNP Paribas Energy Trading GP
Borex Stratton Energy Inc.
Boylston Municipal Light Department
BP Energy Company
Braintree Electric Light Department
Bridgeport Fuel Cell Park, LLC
Bridgewater Power Company L.P.
Brookfield Energy Marketing Inc.
Brookfield Energy Marketing LP
Brookfield Renewable Energy Marketing US LLC
Burlington Electric Department
Caithness New England Services Company, LLC
Calpine Energy Services, LP

Cambridge Energy Alliance, Inc.
Cape Light Compact
Cargill Power Markets, LLC
Centaurus Energy Master Fund, L.P.
Central Maine Power Company
Central Vermont Public Service
Centre Lane Trading Limited
CHI Power Marketing, Inc.
Chicopee Municipal Lighting Plant
Choice Energy LLC
Cianbro Companies, The
Cianbro Energy, LLC
CinCap V, LLC
Clearview Electric Inc.
Commonwealth of Massachusetts (Division of Capital Asset Management)
Community Power & Utility LLC
Competitive Energy Services, LLC
Compitative Power Ventures, Inc.
Comverge, Inc.
Concord Municipal Light Plant
Concord Steam Corporation
Connecticut Central Energy, LLC
Connecticut Gas & Electric, Inc.
Connecticut Jet Power LLC
Connecticut Light and Power Company, The
Connecticut Municipal Electric Energy Cooperative
Connecticut Resources Recovery Authority
Connecticut Transmission Municipal Electric Energy Cooperative
Conservation Law Foundation
Conservation Services Group, Inc.
Consolidated Edison Co. of New York, Inc.
Consolidated Edison Development, Inc.
Consolidated Edison Energy, Inc.
Consolidated Edison Solutions, Inc.
Constellation Energy Commodities Group, Inc.
Constellation NewEnergy, Inc.
Corinth Energy LLC
Corinth Wood Pellets, LLC
Covanta Energy Marketing, LLC
Covanta Haverhill Associates, LP
Covanta Maine LLC

Covanta Projects of Wallingford, LP
CP Energy Marketing (US) Inc.
Cross-Sound Cable Company, LLC
Danvers Electric Division
Dartmouth Power Associates, LP
DB Energy Trading, LLC
DC Energy, LLC
Dennis Beverage Company, Inc.
Dennis Energy, Inc.
Devon Power LLC
Devonshire Energy LLC
DFC ERG CT, LLC
DFC-ERG Milford, LLC
Direct Energy Business, LLC
Discount Power, Inc.
Dominion Energy Marketing, Inc.
Dominion Nuclear Connecticut, Inc.
Dominion Retail, Inc.
DownEast Power Company, LLC
Dragon Energy LLC
Dragon Products Company LLC
DTE Energy Trading, Inc.
Duke Energy Commercial Enterprises, Inc.
Dynergy Marketing and Trade LLC
Dynergy Power Marketing, LLC
East Avenue Energy LLC
Easy Energy of Massachusetts, LLC
EDF Trading North America, LLC
Edison Mission Marketing & Trading, Inc.
eKapital Investments LLC
Electricity Maine, LLC
Elektrisola, Inc.
Emera Energy Services Subsidiary No. 1 LLC
Emera Energy Services Subsidiary No. 2 LLC
Emera Energy Services Subsidiary No. 3 LLC
Emera Energy Services Subsidiary No. 4 LLC
Emera Energy Services Subsidiary No. 5 LLC
EMI Power Systems, LLC
Enbala Power Networks Inc.
Endure Energy, LLC
Energy America, LLC
Energy Curtailment Specialists, Inc.
Energy Management, Inc.
Energy New England LLC

EnerNOC, Inc.
Energy Federation Inc.
Energy Plus Holdings LLC
Energy Nuclear Power Marketing LLC
EnvaPower, Inc.
EquiPower Resources Management, LLC
ESI Northeast Energy GP, Inc.
Evergreen Wind Power III, LLC
Evergreen Wind Power V, LLC
Exelon New England Holdings, LLC
Fairchild Energy, LLC
FirstLight Hydro Generating Company
FirstLight Power Resources Management, LLC
First Point Power, LLC
First Wind Energy Marketing, LLC
Fitchburg Gas and Electric Light Company
Food City, Inc.
FPL Energy Maine Hydro, LLC
FPL Energy Mason, LLC
FPL Energy Wyman IV, LLC
FPL Energy Wyman, LLC
Freedom Logistics, LLC
Gallop Power Greenville, LLC
Galt Power Inc.
Garland Manufacturing Company
Garland Power Company
Gas Recovery Systems, LLC
GDF Suez Energy Marketing NA, Inc.
GenConn Energy LLC
GenOn Canal, LLC
GenOn Energy Management, LLC
GenOn Kendall, LLC
Georgetown Municipal Light Department
Glacial Energy of New England, Inc.
Granite Reliable Power, LLC
Granite Ridge Energy, LLC
Granite State Electric Company
Great Bay Power Marketing, Inc.
Green Berkshires, Inc.
Green Mountain Energy Company
Green Mountain Power
Groton Electric Light Department
Groveland Electric Light Department
Gulf Oil Limited Partnership

H.Q. Energy Services (U.S.) Inc.
Hammond Belgrade Energy LLC
Hammond Lumber Company
Hampshire Council of Governments
Hannaford Bros. Co.
Hannaford Energy, LLC
Hardwood Products Company
Hardwood Energy LLC
Harvard Dedicated Energy Limited
Hess Corporation
Hexis Energy Trading, LLC
Highland Wind LLC
Hingham Municipal Lighting Plant
Holden Municipal Light Department
Holyoke Gas & Electric Department
HOP Energy, LLC
Hudson Energy Services, LLC
Hudson Light and Power Department
Hull Municipal Lighting Plant
Iberdrola Renewables, Inc.
Indeck Energy-Alexandria, LLC
Independence Energy Group LLC
Industrial Energy Consumer Group
Industrial Power Services Corporation
Integrus Energy Services, Inc.
Ipswich Municipal Light Department
J. Aron & Company
J.F. Gray & Associates, LLC
J.P. Morgan Ventures Energy Corporation
Just Energy (U.S.) Corp.
Kennebec River Energy, LLC
Kimberly-Clark Corporation
Kleen Energy Systems, LLC
LaBree's, Inc.
LaBree's Energy, LLC
Lavalley Energy LLC
LDH Energy Funds Trading, Ltd.
Liberty Power Delaware LLC
Liberty Power Holdings, LLC
Lincoln Paper and Tissue, Inc.
Linde Energy Services, Inc.
Littleton (MA) Electric Light Department
Littleton (NH) Water and Light Department
Long Island Lighting Company d/b/a LIPA

Longfellow Wind, LLC
Louis Dreyfus Energy Services L.P.
Luminescent Systems, Inc.
Macquarie Energy, LLC
Madison Electric Works
MAG Energy Solutions, Inc.
Maine Health & Higher Educational Facilities Authority
Maine Public Service Company
Maine Skiing, Inc.
Maine Woods Pellet Company LLC
Manchester Methane, LLC
Mansfield Municipal Electric Department
Marblehead Municipal Light Department
Marden's. Inc.
Massachusetts, Office of the Attorney General
Massachusetts Bay Transportation Authority
Massachusetts Development Finance Agency
Massachusetts Electric Company
Massachusetts Gas and Electric, Inc.
Massachusetts Municipal Wholesale Electric Company
Massachusetts Port Authority
MATEP LLC
Mead Oxford Corporation
Merchants Plaza, LLC
Merchants Plaza Energy, LLC
Mercuria Energy America, Inc.
Merrill Lynch Commodities, Inc.
Merrimac Municipal Light Department
Messalonskee Stream Hydro, LLC
Middleborough Gas and Electric Department
Middleton Municipal Electric Department
Middletown Power LLC
Milford Power Company, LLC
Milford Power Limited Partnership
Millennium Power Partners, LP
Miller Hydro Group, Inc.
Mint Energy, LLC
Moose River Lumber Co., Inc.
Montville Power LLC
Morgan Stanley Capital Group, Inc.
MRL Energy LLC
MxEnergy Electric Inc.

NAEA Energy Massachusetts, LLC
NAEA Newington Energy, LLC
Narragansett Electric Company
New Brunswick Power Generation Corporation
New England Building Materials, LLC
New England Confectionery Company Inc.
New England Independent Transmission Company, LLC
New England Power Company
New England Wire Technologies Corporation
New Hampshire Electric Cooperative, Inc.
New Hampshire Industries, Inc.
New Hampshire Office of Consumer Advocate
New Hampshire Transmission, LLC
New York State Electric & Gas, Inc.
NextEra Energy Power Marketing, LLC
NextEra Energy Maine, Inc.
NextEra Energy Resources, LLC
NextEra Energy Seabrook LLC
NextEra Energy Services Massachusetts, LLC
Noble Americas Energy Solutions LLC
Noble Americas Gas & Power Corp.
Noble Environmental Power, LLC
North America Power Partners LLC
North American Power and Gas, LLC
North Attleborough Electric Department
Northern States Power Company
Norwalk Power LLC
Norwood Municipal Light Department
NRG Power Marketing, LLC
NSTAR Electric Company
Number Nine Wind Farm LLC
NYSEG Solutions, Inc.
Ontario Power Generation Energy Trading, Inc.
Ontario Power Generation Inc.
Open Book Energy, LLC
Order of St. Benedict of New Hampshire, d/b/a St. Anselm College
PalletOne Energy LLC
PalletOne of Maine
Palanco Power CT, LLC
Parkview Adventist Medical Center
Parkview AMC Energy, LLC
Pascoag Utility District

Patriot Partnership LLC
Paxton Municipal Light Department
Pawtucket Power Holding Company
Peabody Municipal Light Plant
People's Power and Gas LLC
Pepco Energy Services, Inc.
PER Development, LLC
Pinpoint Power, LLC
Plainfield Renewable Energy, LLC
PNE Energy Supply LLC
Power Bidding Strategies, LLC
Powerex Corp.
PowerOptions, Inc.
PPL EnergyPlus Co.
Praxair, Inc.
Princeton Municipal Light Department
PSEG Energy Resources & Trade LLC
Public Power, LLC
Public Service Company of New Hampshire
Putnam Hydropower, Inc.
Quality Egg of New England, LLC
Rainbow Energy Marketing Corporation
RBC Energy Services LP
Reading Municipal Light Plant
Record Hill Wind LLC
ReEnergy Sterling CT Limited Partnership
Reliable Power, LLC
Reliant Energy Northeast LLC
REP Energy LLC
Repsol Energy North American Corporation
ResCom Energy LLC
Rhode Island Engine Genco, LLC
RJF – Morin Brick LLC
RJF – Morin Energy LLC
Robbins Energy LLC
Robbins Lumber Inc.
Rocky Gorge Corporation
Rowley Municipal Light Plant
Royal Bank of Canada
Saracen Energy East LLC
Saracen Power LLC
Select Energy Inc.
Seneca Energy II, LLC
SESCO Enterprises, LLC

Shell Energy North America (US) L.P.
Shipyard Brewing Co., LLC
Shipyard Energy LLC
Shrewsbury's Electric Light Department
SIG Energy, LLLP
SJH Energy LLC
Société Générale Energy Corp.
Solios Power, LLC
Somerset Power LLC
South Hadley Electric Light Department
South Jersey Energy Company
South Jersey Energy Solutions, LLC
Spark Energy, LP
Spruce Mountain Wind, LLC
St. Joseph Health Services of Rhode Island
Starion Energy, Inc.
StatArb Investment, LLC
State of Connecticut, Office of Consumer Counsel
Sterling Municipal Electric Light Department
Stetson Wind II, LLC
Stowe Electric Department
Summit Hydropower, Inc.
Swift River Trading Company LLC
Taunton Municipal Lighting Plant
TCPL Power Ltd.
Templeton Municipal Lighting Plant
Texas Retail Energy, LLC
The Energy Consortium
The Energy Council of Rhode Island
Topsham Hydro Partners Limited Partnership
Towantic Energy, LLC
Town of New Shoreham, Rhode Island
TransAlta Energy Marketing (U.S.) Inc.
TransCanada Energy Ltd.
TransCanada Power Marketing Ltd.
TrueLight Commodities, LLC
Turner Energy LLC
Twin Cities Energy, LLC
Twin Cities Power, LLC
UBS AG, acting through its London Branch
Union of Concerned Scientists, Inc.
Union Leader Corporation
United Illuminating Company, The
Unitil Energy Systems, Inc.

UNITIL Power Corp.
University of Massachusetts at Amherst
University of Rhode Island
University System of New Hampshire
Utility Services, Inc.
VCharge Inc.
Verde Energy USA, Inc.
Vermont Electric Cooperative
Vermont Electric Power Company, Inc.
Vermont Energy Investment Corporation
Vermont Marble Company
Vermont Public Power Supply Authority
Vermont Transco LLC
Vermont Wind
Vermont Yankee Nuclear Power Corporation
Verso Maine Energy, LLC
Viridian Energy, Inc.
Viridity Energy, Inc.
Vitol Inc.
Wakefield Municipal Gas and Light Department
Waterbury Generation LLC
Waterside Power, LLC
Wellesley Municipal Light Plant
West Boylston Municipal Lighting Plant
Westerly Hospital
Westerly Hospital Energy Company, LLC
Western Massachusetts Electric Company
Westfield Gas & Electric Light Department
West Oaks Energy NY/NE, LP
Wheelabrator Bridgeport, LP
Wheelabrator Claremont Company, L.P.
Wheelabrator North Andover, Inc.
Wolfeboro Municipal Electric Department
WM Renewable Energy, LLC
XOOM Energy LLC
Z-TECH, LLC

*As of December 1, 2011.

Operative Documents

Second Restated NEPOOL Agreement (2d RNA)

http://www.iso-ne.com/regulatory/restatd_nepool_agree/index.html

Participants Agreement (PA)

http://www.iso-ne.com/regulatory/part_agree/index.html

Market Participant Service Agreement (MPSA)

http://www.iso-ne.com/regulatory/tariff/attach_a/index.html

ISO Tariff (Tariff)

<http://www.iso-ne.com/regulatory/tariff/index.html>

Manuals

http://www.iso-ne.com/rules_proceeds/isone_mnls/index.html

Operating Procedures (OPs)

http://www.iso-ne.com/rules_proceeds/operating/isone/index.html

Planning Procedures (PPs)

http://www.iso-ne.com/rules_proceeds/isone_plan/index.html

Transmission Operating Agreement (TOA)

<http://www.iso-ne.com/regulatory/toa/index.html>

Phase I/II HVDC Transmission Operating Agreement (HVDC TOA)

http://www.iso-ne.com/regulatory/toa/hvdc_toa.pdf

Phase I/II HVDC-TF Transmission Service Administration Agreement (TSAA)

http://www.iso-ne.com/regulatory/toa/phase_I-II_hvdc-tf_tsaa.pdf

Interconnection Operators Agreement (IOA)

http://www.iso-ne.com/regulatory/co_agree/ioa_july_18_2005.pdf

Asset Owners Agreement (AOA)

http://www.iso-ne.com/regulatory/co_agree/aoa_jul_2005.pdf

Highgate Interconnection Operators Agreement

http://www.iso-ne.com/regulatory/co_agree/highgate_interconnection_oa..pdf

New Brunswick Coordination Agreement

http://www.iso-ne.com/regulatory/tariff/attach_f/index.html

NYISO Coordination Agreement

http://www.iso-ne.com/regulatory/tariff/attach_f/index.html

Generation Information System (GIS) Operating Rules

<http://www.nepoolgis.com/>





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