

FINAL

Pursuant to notice duly given, a special meeting of the NEPOOL Participants Committee was held via teleconference on Wednesday morning, July 21, 2021, beginning at 10:00 a.m., for the sole purpose of acting on the recommendation of the Joint Nominating Committee (JNC) for a four-person slate to be elected to the ISO Board in 2021. A quorum determined in accordance with the Second Restated NEPOOL Agreement was present and acting throughout the meeting. Attachment 1 identifies the members, alternates and temporary alternates who participated in the special meeting.

Mr. David Cavanaugh, Chair, presided and Mr. David Doot, Secretary, recorded.

CONFIDENTIAL VOTE ON SLATE OF CANDIDATES FOR ISO BOARD

Mr. David Cavanaugh referred to and summarized the public materials that had been circulated and posted in advance of the meeting and provided an overview of the confidential materials that had also been circulated. He thanked members for their input throughout the process followed by the JNC's unanimous recommendation of a slate for Participants Committee consideration. He reminded the Committee that the identities of the candidates on the proposed slate must remain confidential until the ISO Board takes its final vote on the slate on September 23. Acknowledging that some non-members had been invited to assist in presenting the slate, he identified the following people who had joined the meeting: Phil Shapiro, who had chaired the JNC; Matt Nelson, Chair of the Massachusetts Department of Public Utilities, who had been designated by the States to be their JNC representative that year; ISO General Counsel Maria Gulluni, who had co-authored the memorandum from counsel describing the legal processes that could be followed to act on a four-person slate; and Meredith Hatfield, the Executive Director of the New England Conference of Public Utility Commissioners (NECPUC). Mr. Cavanaugh then

proposed that the Committee discuss the recommended slate entirely in executive session, and that proposal was accepted without objection.

EXECUTIVE SESSION

Mr. Cavanaugh recognized Phil Shapiro who referred to his confidential memo to the Committee and commented on the JNC process and the proposed slate. He thanked the JNC members, who had all been identified in his memo, for their participation in the process and identified each of the candidates on the slate and the expertise each would bring to the Board. He explained the reasons the JNC decided to propose a four-person slate given the exceptional quality of the candidates and the large turnover in Board membership over the next several years, both of which made the effort of choosing just three new candidates extraordinarily challenging for the JNC. He noted with appreciation the active support from NPC members for the JNC process through their candidate referrals, noting that, of the 23 potential candidates identified in the process, 19 were referred by members.

Mr. Cavanaugh then recognized Chairman Nelson, who thanked members for the opportunity to participate in the nomination process and expressed his appreciation for the collaborative way the JNC members worked through that process. Chairman Nelson noted his appreciation for the unique and unprecedented circumstances that resulted in a recommended four-person slate, and expressed his view that the slate would contribute to the strength of the Board going forward. He reported that slate had been reviewed confidentially with designated officials from each of the New England States and that he had not received any objections to the JNC proposal.

Mr. Cavanaugh then reminded members of the various presentations made to the Participants Committee throughout the selection process to improve the transparency of that

process, and expressed his appreciation for the thoughtful and candid input from members throughout the process.

A number of members commended the JNC and expressed their appreciation and support for the enhancements to the JNC process from the process followed in prior years. Some made clear that they supported the recommendation but only because of the highly unique circumstances that the region faced this year, which had been reviewed previously. On behalf of the ISO, Ms. Gulluni assured members that the ISO also saw the circumstances as highly unique, with the proposal to address the circumstances intentionally tailored to be narrow and limited in duration.

The four non-member guests were thanked for their participation and left the meeting. The Committee then proceeded to discuss the recommended slate and the process for acting on that recommendation. Following that discussion, a motion to endorse the slate as presented was duly made and seconded. The meeting was paused to permit the vote on that motion to be accomplished by secret written ballot, per prior agreement of the Participants Committee. The Secretary confirmed that the motion had been approved by more than the 70% Vote required for NEPOOL endorsement.

The following resolutions were then duly made, voted together without objection, and unanimously approved:

RESOLVED, that the Participants Committee approves the temporary waivers of relevant parts of the Participants Agreement, as set forth in the Waiver Agreement circulated to this Committee with the July 14 Supplemental Notice and posted with the materials for this meeting, in order to allow the four-person slate of candidates recommended by the JNC as circulated confidentially and presented to the Participants Committee in executive session at this meeting to be seated as board members if endorsed by the Participants Committee and elected by the ISO Board, subject to confirmation of such approval through the balloting process set forth in Section 17.2.3 of the Participant Agreement for amendments to the Agreement.

RESOLVED, that the Balloting Agent (as defined in the Second Restated NEPOOL Agreement) is authorized and directed to circulate ballots for written approval of the Waiver Agreement, to each Participant for execution by its voting member or alternate on this Committee or such Participant's duly authorized officer.

RESOLVED, that the Participants Committee Chair is authorized to execute the Waiver Agreement on behalf of NEPOOL and NEPOOL Counsel is directed and authorized to make any filing(s) as it deems reasonably necessary to implement the Waiver Agreement if approved.

There being no further business, the morning meeting adjourned at 11:20 a.m., with Mr. Cavanaugh reminding members of the Future Pathways working session that would convene later that day at 1:00 p.m.

Respectfully submitted,

David Doot, Secretary

**PARTICIPANTS COMMITTEE MEMBERS AND ALTERNATES
PARTICIPATING IN THE JULY 21, 2021 AM TELECONFERENCE MEETING**

| PARTICIPANT NAME | SECTOR/ GROUP | MEMBER NAME | ALTERNATE NAME | PROXY |
|--|----------------------|-------------------|----------------------|----------------|
| Advanced Energy Economy | Fuels Industry Part. | Caitlin Marquis | | |
| AR Large Renewable Generation (RG) Group Member | AR-RG | Alex Worsley | | |
| AR Small Load Response (LR) Group Member | AR-LR | Brad Swalwell | | |
| AR Small Renewable Generation Group Member | AR-RG | Erik Abend | | |
| Ashburnham Municipal Light Plant | Publicly Owned | | Brian Thomson | |
| AVANGRID: CMP/UI | Transmission | Alan Trotta | | |
| Belmont Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| Block Island Utility District | Publicly Owned | Dave Cavanaugh | | |
| Borrego Solar Systems, Inc. | AR-DG | Liz Delaney | | |
| Boylston Municipal Light Department | Publicly Owned | | Brian Thomson | |
| BP Energy Company | Supplier | | | José Rotger |
| Braintree Electric Light Department | Publicly Owned | | | Dave Cavanaugh |
| Calpine Energy Services, LP | Supplier | Brett Kruse | | Bill Fowler |
| Castleton Commodities Merchant Trading | Supplier | | | Bob Stein |
| Chester Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| Chicopee Municipal Lighting Plant | Publicly Owned | | Brian Thomson | |
| Clearway Power Marketing LLC | Supplier | | | Pete Fuller |
| Concord Municipal Light Plant | Publicly Owned | | Dave Cavanaugh | |
| Connecticut Municipal Electric Energy Coop. | Publicly Owned | Brian Forshaw | | |
| Conservation Law Foundation (CLF) | End User | Phelps Turner | | |
| CPV Towantic, LLC | Generation | Joel Gordon | | |
| Cross-Sound Cable Company (CSC) | Supplier | | José Rotger | |
| Danvers Electric Division | Publicly Owned | | Dave Cavanaugh | |
| DC Energy, LLC | Supplier | Bruce Bleiweis | | |
| DTE Energy Trading, Inc. | Supplier | | | José Rotger |
| Dynergy Marketing and Trade, LLC | Supplier | Andy Weinstein | | Bill Fowler |
| Emera Energy Services | Supplier | | | Bill Fowler |
| Environmental Defense Fund | End User | Jolette Westbrook | | |
| Eversource Energy | Transmission | James Daly | Dave Burnham | |
| Exelon Generation Company | Supplier | | Bill Fowler | |
| FirstLight Power Management, LLC | Generation | Tom Kaslow | | |
| Galt Power, Inc. | Supplier | José Rotger | | |
| Generation Group Member | Generation | Dennis Duffy | | |
| Georgetown Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| Great River Hydro | AR-RG | | | Bill Fowler |
| Groton Electric Light Department | Publicly Owned | | Brian Thomson | |
| Groveland Electric Light Department | Publicly Owned | | Dave Cavanaugh | |
| H.Q. Energy Services (U.S.) Inc. | Supplier | Louis Guibault | Bob Stein | |
| High Liner Foods (USA) Incorporated | End User | | William P. Short III | |
| Hingham Municipal Lighting Plant | Publicly Owned | | Dave Cavanaugh | |
| Holden Municipal Light Department | Publicly Owned | | Brian Thomson | |
| Holyoke Gas & Electric Department | Publicly Owned | | Brian Thomson | |
| Hull Municipal Lighting Plant | Publicly Owned | | Brian Thomson | |
| Industrial Energy Consumer Group (IECG) | End User | Alan Topalian | | |
| Ipswich Municipal Light Department | Publicly Owned | | Brian Thomson | |
| Jericho Power LLC (Jericho) | AR-RG | Mark Spencer | Nancy Chafetz | |
| Littleton (MA) Electric Light and Water Department | Publicly Owned | | Dave Cavanaugh | |
| Long Island Power Authority (LIPA) | Supplier | | Bill Killgoar | |
| Maine Power LLC | Supplier | Jeff Jones | | |

**PARTICIPANTS COMMITTEE MEMBERS AND ALTERNATES
PARTICIPATING IN THE JULY 21, 2021 AM TELECONFERENCE MEETING**

| PARTICIPANT NAME | SECTOR/ GROUP | MEMBER NAME | ALTERNATE NAME | PROXY |
|--|---------------------|------------------|----------------|---------------|
| Maine Public Advocate's Office | End User | Andrew Landry | | Erin Camp |
| Maine Skiing, Inc. | End User | Alan Topalian | | |
| Mansfield Municipal Electric Department | Publicly Owned | | Brian Thomson | |
| Maple Energy LLC | AR-LR | | | Doug Hurley |
| Marblehead Municipal Light Department | Publicly Owned | | Brian Thomson | |
| Mass. Attorney General's Office (MA AG) | End User | Christina Belew | Ben Griffiths | |
| Mass. Bay Transportation Authority | Publicly Owned | | Dave Cavanaugh | |
| Mass. Municipal Wholesale Electric Company | Publicly Owned | Brian Thomson | | |
| Mercuria Energy America, Inc. | Supplier | | | José Rotger |
| Merrimac Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| Michael Kuser | End User | | Jason York | |
| Middleborough Gas & Electric Department | Publicly Owned | | Dave Cavanaugh | |
| Middleton Municipal Electric Department | Publicly Owned | | Dave Cavanaugh | |
| National Grid | Transmission | Tim Brennan | Tim Martin | |
| Natural Resources Defense Council | End User | Bruce Ho | | |
| Nautilus Power, LLC | Generation | | Bill Fowler | |
| New England Power Generators Association (NEPGA) | Fuels Industry Part | Bruce Anderson | Dan Dolan | |
| New Hampshire Electric Cooperative | Publicly Owned | | | Brian Forshaw |
| NextEra Energy Resources, LLC | Generation | Michelle Gardner | | |
| North Attleborough Electric Department | Publicly Owned | | Dave Cavanaugh | |
| Norwood Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| NRG Power Marketing LLC | Generation | | Pete Fuller | |
| Pascoag Utility District | Publicly Owned | | Dave Cavanaugh | |
| Paxton Municipal Light Department | Publicly Owned | | Brian Thomson | |
| Peabody Municipal Light Department | Publicly Owned | | Brian Thomson | |
| Princeton Municipal Light Department | Publicly Owned | | Brian Thomson | |
| PSEG Energy Resources & Trade LLC | Supplier | Eric Stallings | | |
| Reading Municipal Light Department | Publicly Owned | | Dave Cavanaugh | |
| Rowley Municipal Lighting Plant | Publicly Owned | | Dave Cavanaugh | |
| Russell Municipal Light Dept. | Publicly Owned | | Brian Thomson | |
| Shrewsbury Electric & Cable Operations | Publicly Owned | | Brian Thomson | |
| South Hadley Electric Light Department | Publicly Owned | | Brian Thomson | |
| Sterling Municipal Electric Light Department | Publicly Owned | | Brian Thomson | |
| Stowe Electric Department | Publicly Owned | | Dave Cavanaugh | |
| Sunrun Inc. | AR-DG | | | Pete Fuller |
| Taunton Municipal Lighting Plant | Publicly Owned | | Dave Cavanaugh | |
| Templeton Municipal Lighting Plant | Publicly Owned | | Brian Thomson | |
| The Energy Consortium | End User | Bob Espindola | Mary Smith | |
| Vermont Electric Power Company | Transmission | Frank Ettori | | |
| Vermont Energy Investment Corp (VEIC) | AR-LR | | Doug Hurley | |
| Vermont Public Power Supply Authority | Publicly Owned | | | Brian Forshaw |
| Versant Power | Transmission | Lisa Martin | | |
| Village of Hyde Park (VT) Electric Department | Publicly Owned | | Dave Cavanaugh | |
| Vitol Inc. | Supplier | Joe Wadsworth | | |
| Wakefield Municipal Gas & Light Department | Publicly Owned | | Brian Thomson | |
| Wallingford DPU Electric Division | Publicly Owned | | Dave Cavanaugh | |
| Wellesley Municipal Light Plant | Publicly Owned | | Dave Cavanaugh | |
| West Boylston Municipal Lighting Plant | Publicly Owned | | Brian Thomson | |
| Westfield Gas & Electric Department | Publicly Owned | | Dave Cavanaugh | |
| Wheelabrator North Andover, Inc. | AR-RG | | Bill Fowler | |