

## AGENDA

### NPC MEMBERSHIP SUBCOMMITTEE MEETING

Friday, January 12, 2024

10:00 a.m.

<https://daypitney.zoom.us/j/93481703659?pwd=QldMWWdaQ2YxeW5CYURleGZmU1VWQT09>

Meeting ID: 934 8170 3659; Passcode: 558735

Dial-In Number: 646.558.8656; Participant Code: 934 8170 3659

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

#### 1. Review the Following Membership Applications:

- ◆ DEFERRED
  - ~~DRW Energy Trading LLC (Feb 1, 2024)~~
  - ~~[Related Person to Ebsen, LLC and UMBER LLC (Supplier Sector)]~~
- Eagle Creek Madison Hydro LLC (Feb 1, 2024)  
[Related Person to Ontario Power Generation Inc. et al. (Supplier Sector)]
- OW North America LLC (Feb 1, 2024)  
[Related Person to Engie et al. (AR Sector) and Marble River et al. (Supplier Sector)]

#### 2. Review Termination Requests

- Pixelle Energy Services LLC (Jan 1, 2024)  
Generation Sector [joined Jun 1, 2010]
- Power Ledger Pty Ltd (Jan 1, 2024)  
GIS-Only Participant [joined July 1, 2020]
- Utility Services of Vermont LLC (Jan 1, 2024)  
Governance Only End User [Related Person to Energy New England et al.] [joined Dec 1, 2007]

#### 3. Other Business

- Save the Date - Second January Meeting (Jan 30/31?)

### Pending Membership Applications

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

- Command Power Corp. (Feb 1, 2024)

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

- Agile Energy Trading LLC (Dec 11, 2023)
- MFT Energy US POWER LLC (Dec 11, 2023)
- Ocean State Power, LLC (Dec 11, 2023)
- Twig Redwood Inc. (Nov 13, 2023)
- The Nature Conservancy (Oct 13, 2023)
- Trailstone Renewables, LLC (Oct 13, 2023)
- Eagle Creek Renewable Energy Holdings LLC (Sep 11, 2023)
- Hecate Energy LLC (Sep 11, 2023)
- Green Apple Solar Power, LLC (Sep 11, 2023)
- Sanford ESS, LLC (Jun 12, 2023)
- South Portland ESS, LLC (Jun 12, 2023)
- Oland Energy, LLC (Jun 12, 2023)
- Delorean Power LLC (May 15, 2023)
- MSP LLC (May 15, 2023)

### Participants in a Payment<sup>P</sup> or Financial Assurance<sup>FA</sup> Default that has lasted more than 30 days

Participant Name	Initial Default Date	Amount Not Covered by FA or Default Amount
• Union Atlantic Electricity <sup>P</sup>	4/13/2020	\$249,674 <sup>P*</sup>

\*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):**

**Eagle Creek Madison Hydro, 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 Delaware
- ☐ 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):** 03-01-2017

**C. Registered & Principal Place of Business:** Registered:

c/o Corporation Service Company  
251 Little Falls Drive  
Wilmington, DE 19808

Principal:

7315 Wisconsin Ave, Suite 1100W  
Bethesda, MD 20814

**D. Description of Applicant's business operations:** own/operate hydroelectric power stations

**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: has ID as affiliate of other participants: 152217

**II. Web Page Address:** [www.eaglecreekre.com](http://www.eaglecreekre.com)

**III. Applicant Dun & Bradstreet Number:** 116914957

**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): Brown Bear II Hydro, Inc.; Ontario Power Generation Inc.; Ontario Power Generation Energy Trading, Inc.; Eagle Creek Renewable Energy Holdings, LLC; Eagle Creek RE Management, LLC (Designated Entity)

**V. Requested Effective Date of Membership: February 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: QF17-1237; QF17-1238*
- ☐ **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 QF17-1237; QF17-1238
- ☐ 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](mailto: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](http://www.iso-ne.com/static-assets/documents/trans/services/types_apps/rns_tout_srvc_agrmnt_app.docx).

**Applicant Name Eagle Creek Madison Hydro, LLC**

**List of Applicant's Generation Assets (Section VIII.A)**

<b>Facility</b>	<b>Nameplate (MW)</b>	<b>EIA Facility ID</b>	<b>QF Docket</b>	<b>ISO-NE Asset ID</b>	<b>Ancillary Services</b>
Anson	9.0	10186	QF17-1237	50636	None
Abenaki	18.8	10186	QF17-1238	50636	None

**List of Affiliates' Generation Assets (Section VIII.B)**

<b>Facility</b>	<b>Nameplate (MW)</b>	<b>EIA Facility ID</b>	<b>QF Docket</b>	<b>ISO-NE Asset ID</b>
Indian River	1.4	65294	QF06-162	37823
Woronoco	2.7	50166	QF06-159	15787
Turners Falls	0.937	N/A	QF06-161	16089
Pepperell	2.139	10694	QF06-160	948
Lakeport	0.705	N/A	QF99-70	892
Lochmere	1	54572	QF99-73	904
Clement Dam	2.4	10276	QF06-183	863
River Bend	1.7	58712	QF85-190	875
Bow Street	0.236	58712	QF85-190	47125
Gregg's Falls	3.479	50384	QF85-619	866
Webster Pembroke	2.75	50312	QF85-620	870
Newfound	1.5	50324	QF15-381	888
Kezar Falls Upper	0.35	N/A	QF04-76	40207
Kezar Falls Middle	0.15	N/A	QF04-76	42123
Kezar Falls Lower	0.5	N/A	QF04-76	40208
Ledgemere	0.45	N/A	QF04-77	40209
Hackett Mills	0.485	N/A	QF04-216	2286
Worumbo	19.4	50278	QF86-548	487
Riley	7.8	50081	QF83-195	[QP951]
Jay	3.125	50047	QF83-195	[QP951]
Otis	10.35	50080	QF84-492	[QP951]
Livermore	8.8	50082	QF83-195	[QP951]



**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.**<sup>1</sup> For all Alternative Resources ("AR") owned or controlled by Applicant or its Related Persons in the New England Control Area:
- Renewable Generation: 100.16 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 100 % 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 (27.80 MW) exceeds the highest quantity of hourly Governance Load responsibility held by the Participant in the prior twelve (12) months (0.00 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.

<sup>1</sup> 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 Persons<sup>2</sup> 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.<sup>3</sup> 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 securities<sup>4</sup> 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](http://www.iso-ne.com/static-assets/documents/stlmnts/assur_crdt/approved_letter_of_credit_banks.pdf)).

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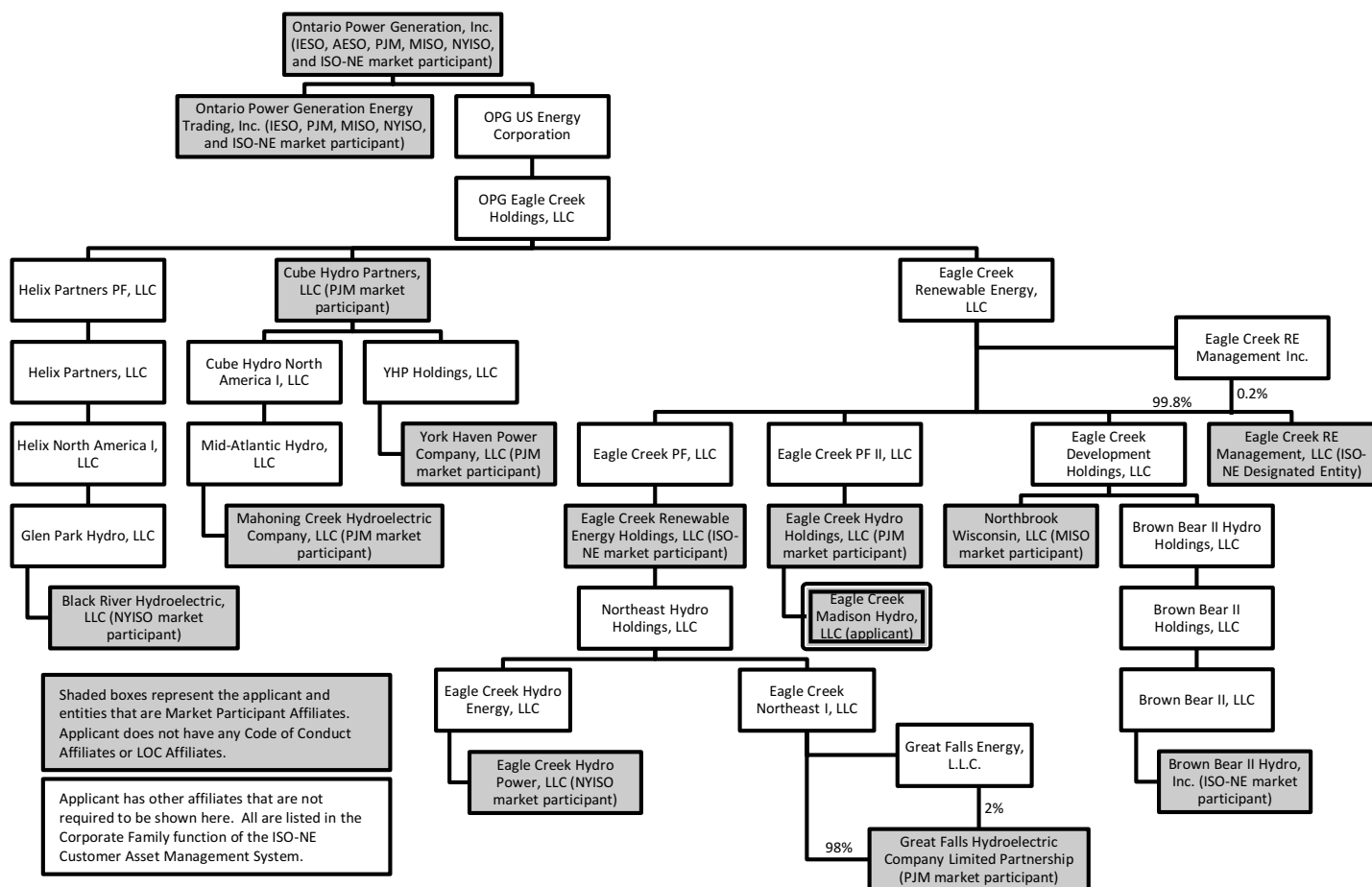
<sup>2</sup> Section 1 of the 2d RNA provides that, "A Related Person of a Participant is (a) for all Participants, either (i) a corporation, partnership, business trust or other business organization 10% or more of the stock or equity interest in which is owned directly or indirectly by, or is under 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."

<sup>3</sup> 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."

<sup>4</sup> "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** Eagle Creek Madison Hydro, LLC

### Affiliate Organizations Flow Chart (Section XIII)



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

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

<b>Application Primary Contact</b>	<b>Application Alternate Contact</b>
Name: Matthew Ocwieja	Name: Jeffrey Phillips
Title: Vice President	Title: Senior Counsel
Address: 7315 Wisconsin Ave., Suite 1100W  Bethesda, MD 20814	Address: 7315 Wisconsin Ave., Suite 1100W  Bethesda, MD 20814
Phone: 973-944-0583	Phone: 240-482-2724
Fax: 240-482-2727	Fax: 240-482-2727
E-mail: matt.ocwieja@eaglecreekre.com	E-mail: jeffrey.phillips@eaglecreekre.com

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

<b>Primary FA Contact</b>	<b>Alternate FA Contact</b>
Name: Mike Bollinger	Name: Keith Hoover
Title: Vice President	Title: Chief Financial Officer
Address: 116 N. State St.  Neshkoro, WI 54960	Address: 325 Columbia Tpke Suite 302  Florham Park, NJ 07932
Phone: 920-293-4628 x344	Phone: 973-998-8406
Fax: 920-293-8087	Fax: 973-998-8401
E-mail: mike.bollinger@eaglecreekre.com	E-mail: keith.hoover@eaglecreekre.com

**C. Affiliate Information and Asset Registration Contacts:**

<b>Affiliate Information Contact:</b>	<b>Asset Registration Contact:</b>
Name: Matthew Ocwieja	Name: Matthew Ocwieja
Title: Vice President	Title: Vice President
Address: 7315 Wisconsin Ave., Suite 1100W  Bethesda, MD 20814	Address: 7315 Wisconsin Ave., Suite 1100W  Bethesda, MD 20814
Phone: 973-944-0583	Phone: 973-944-0583
Fax: 240-482-2727	Fax: 240-482-2727
E-mail: matt.ocwieja@eaglecreekre.com	E-mail: matt.ocwieja@eaglecreekre.com

**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):*

<b>Participant Contact</b>	<b>Participant Contact</b>
Name: Matthew Ocwieja	Name: Bashir Bhana
Title: Vice President	Title: Director
Address: 7315 Wisconsin Ave., Suite 1100W  Bethesda, MD 20814	Address: 700 University Avenue  Toronto, ON M5G 1X6 Canada
Phone: 973-944-0583	Phone: 416-592-6012
Fax: 240-482-2727	Fax:
E-mail: matt.ocwieja@eaglecreekre.com	E-mail: bashir.bhana@opg.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:**

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

**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 December 19, 2023.

(please insert date)

Eagle Creek Madison Hydro, LLC  
(Applicant Company Name)

By: 

Name: Matthew Ocwieja

Title: Vice President

Company: Eagle Creek Madison Hydro, LLC

Address: 7315 Wisconsin Ave., Suite 1100W

Bethesda, MD 20814



RESOLUTION FOR ADOPTION BY NEPOOL APPLICANTS

CERTIFIED RESOLUTION

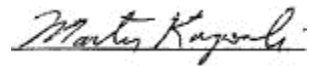
OF THE BOARD OF DIRECTORS

OF EAGLE CREEK MADISON HYDRO, LLC

The undersigned, being the Secretary and Chief Counsel of Eagle Creek Madison Hydro, LLC (the "Company"), a Delaware limited liability company, certifies that on a meeting of the Board of Directors of the Company held on December 13, 2023 in accordance with the provisions of the duly-adopted Unanimous Written Consent of the Board of Directors dated March 1, 2017, the following resolution was adopted and the same remains in full force and effect as of the date hereof.

RESOLVED, that Eagle Creek Madison Hydro, LLC (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 any officer of the Company is severally 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: December 13, 2023

A handwritten signature in cursive script, appearing to read "Martin Karpenski", written in dark ink.

By Martin Karpenski

Secretary and Chief Counsel of Eagle Creek Madison Hydro, LLC

**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):**

OW North America LLC

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

- ☐ Corporation created under the laws of \_\_\_\_\_
- ☒ LLC (limited liability company) created under the laws of Delaware.
- ☐ 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):** 11/16/2017

**C. Registered & Principal Place of Business:** 3 Center Plaza, Suite 205, Boston, MA 02108

**D. Description of Applicant's business operations:**

To conduct its business, carry on its operations and exercise the powers granted to limited liability companies, including but not limited to, designing, developing, managing and operating renewable energy projects.

**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:** <https://www.oceanwinds.com/north-america/>

**III. Applicant Dun & Bradstreet Number:** 117341486

**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):

- ENGIE Resources LLC
- Engie Energy Marketing NA, Inc.
- Genbright, LLC
- MATEP, LLC
- Marble River, LLC
- EDP Renewables North America LLC
- Number Nine Wind Farm LLC
- Sustaining Power Solutions LLC

**V. Requested Effective Date of Memberships:** February 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:

**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. – **Please see document attached.***

**B. Affiliate's Generation**

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

**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-](mailto:askiso@iso-ne.com)

**NEPOOL AGREEMENT**  
**ATTACHMENT TO SECTION VIII - A**

Section VIII – A – Applicant’s Generation (All Applicants):

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.

- ☒ Developing Generation
  - (1) NA
  - (2) 2400 MW
  - (3) 2400 mw
  - (4) Capacity, Reserves, Regulation, and Black Start.

**NEPOOL AGREEMENT**  
**ATTACHMENT TO SECTION VIII - B**

Section VIII - B - Generation (All Applicants):

☒ 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.

**List of Generation assets in the New England Control Area owned by your Affiliates identified pursuant to Section XIII.**

**ENGIE North America**

Resource ID	Name
40925	ENA Grove St PV
40923	ENA_CranberryRd PV
40934	ENA_CranberryRd ESS
69255	NHEC - Moultonborough
40928	ENA Old Falmouth Road PV
40934	ENA Cranberry Rd Storage
40936	ENA Grove Street Storage
40936	ENA Grove Street Storage
44249	ZPB-373
44251	ZPB-48
44252	ZPB-385
44310	ZPB-433
44311	ZPB-434
44343	Partridge Road (PV)
44344	Partridge Road (ESS)

**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):

**Account Number(s) and/or**

**Meter Number(s)**

**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.**<sup>1</sup> 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.

<sup>1</sup> 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*):

Note: Applicant will be represented by, and its Sector membership determined by the Sector of, its Related Persons identified in Section IV.

- ☐ **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:

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- ☐ 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**

**XIII. Affiliate Information:**

*The governance provisions of the 2d RNA require that Related Persons<sup>2</sup> 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.<sup>3</sup> 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 securities<sup>4</sup> trade or are available publicly); or

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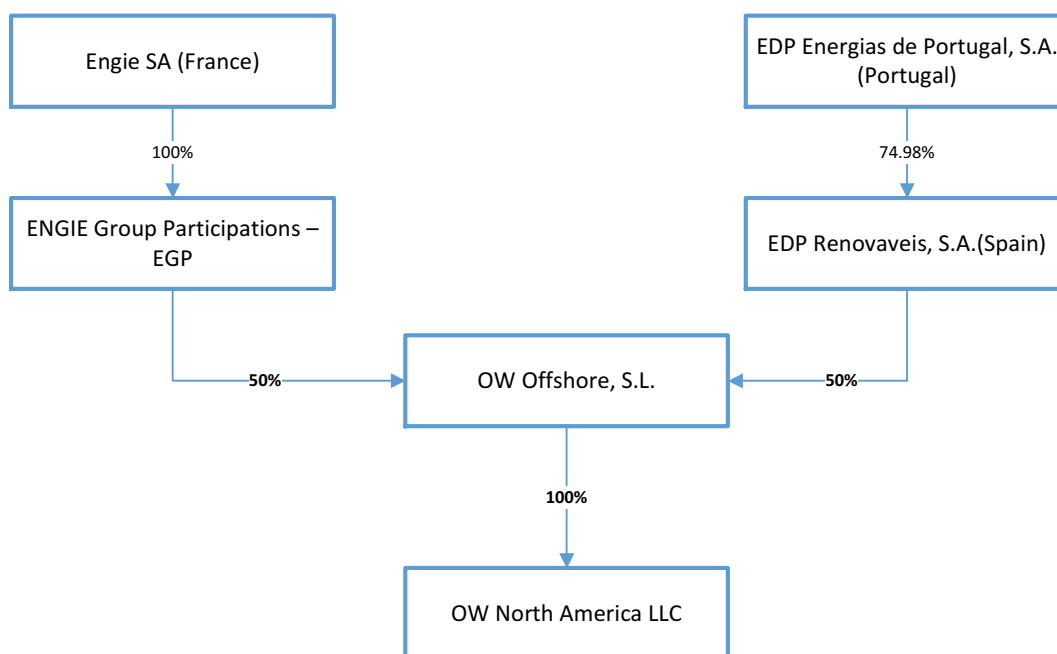
<sup>2</sup> Section 1 of the 2d RNA provides that, "A Related Person of a Participant is (a) for all Participants, either (i) a corporation, partnership, business trust or other business organization 10% or more of the stock or equity interest in which is owned directly or indirectly by, or is under 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."

<sup>3</sup> 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."

<sup>4</sup> "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.

**OW North America LLC**

**Organizational Chart**



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

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

<b>Application Primary Contact</b>	<b>Application Alternate Contact</b>
Name: Saad Syed	Name: Michael Brown
Title: Grid & Interconnection Manager	Title: Chief Executive Officer
Address: 3 Center Plaza, Suite 205, Boston MA 02108	Address: 3 Center Plaza, Suite 205, Boston MA 02108
Phone: +1 806-283-7974	Phone: +1 832-544-6232
E-mail: <a href="mailto:saad.syed@oceanwinds.com">saad.syed@oceanwinds.com</a>	E-mail: <a href="mailto:michael.brown@oceanwinds.com">michael.brown@oceanwinds.com</a>

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

<b>Primary FA Contact</b>	<b>Alternate FA Contact</b>
Name: Rebekah Barberich	Name: Richard Terrasi
Title: Head of Finance	Title: Senior Tax Manager
Address: 3 Center Plaza, Suite 205, Boston MA 02108	Address: 3 Center Plaza, Suite 205, Boston MA 02108
Phone: +1 913-579-0417	Phone:
E-mail: <a href="mailto:rebekah.barberich@oceanwinds.com">rebekah.barberich@oceanwinds.com</a>	E-mail: <a href="mailto:richard.terrasi@oceanwinds.com">richard.terrasi@oceanwinds.com</a>

**C. Affiliate Information and Asset Registration Contacts:**

<b>Affiliate Information Contact:</b>	<b>Asset Registration Contact:</b>
Name: Saad Syed	Name: Seth Kaplan
Title: Grid & Interconnection Manager	Title: Development & Communications Director
Address: 3 Center Plaza, Suite 205, Boston MA 02108	Address: 3 Center Plaza, Suite 205, Boston MA 02108
Phone: +1 806-283-7974	Phone: +1 617-285-9569
E-mail: <a href="mailto:saad.syed@oceanwinds.com">saad.syed@oceanwinds.com</a>	E-mail: <a href="mailto:seth.kaplan@oceanwinds.com">seth.kaplan@oceanwinds.com</a>

**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):*

<b>Participant Contact</b>	<b>Participant Contact</b>
Name: Saad Syed	Name: Seth Kaplan
Title: Grid & Interconnection Manager	Title: Development & Communications Director
Address: 3 Center Plaza, Suite 205, Boston MA 02108	Address: 3 Center Plaza, Suite 205, Boston MA 02108
Phone: +1 806-283-7974	Phone: +1 6172859569
E-mail: E-mail: <a href="mailto:saad.syed@oceanwinds.com">saad.syed@oceanwinds.com</a>	E-mail: <a href="mailto:seth.kaplan@oceanwinds.com">seth.kaplan@oceanwinds.com</a>

**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:**

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

**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:

**NEPOOL AGREEMENT**  
**COUNTERPART SIGNATURE PAGE**



**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 Thursday, December 14, 2023.

**OW North America LLC**

DocuSigned by:  
  
By: B2E31605ED134D3

Name: Michael Brown

Title: Chief Executive Officer

Company: OW North America LLC

Address: 3 Center Plaza, Suite 205,

Boston, MA 02108

**NEPOOL AGREEMENT**  
**EVIDENCE OF DUE AUTHORIZATION**

**WRITTEN CONSENT OF THE  
MANAGEMENT COMMITTEE**

**OF**

**OW NORTH AMERICA LLC**

Dated as of December 6, 2023

The undersigned, being Managers on the Management Committee of OW North America LLC (the “Company”), in lieu of an organizational meeting of the Management Committee, do hereby adopt, by written consent, in accordance with Section 18-302(d) of the Delaware Limited Liability Company Act, the following resolutions:

**WHEREAS**, the Company desires to 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


**WHEREAS**, the Management Committee desires to delegate authority to Michael Brown, Chief Executive Officer of the Company, 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.


**NOW, THEREFORE BE IT**


**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 Michael Brown, Chief Executive Officer of the Company, 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.

**IN WITNESS WHEREOF**, the undersigned Management Committee has executed this written consent dated December 6, 2023, to be effective as of December 6, 2023.

DocuSigned by:  
  
3CBDB5E1D8614D0...  
David Carroll, Manager

DocuSigned by:  
  
1B4F0C9F7B4941B...  
Grzegorz Gorski, Manager

DocuSigned by:  
  
259899B3184947E...  
Sandhya Ganapathy, Manager

DocuSigned by:  
  
1B4F0C9F7B4941B...  
Bautista Rodriguez, Manager

Applicant Name OW North America LLC

**NEPOOL AGREEMENT**  
**AFFIDAVIT**

# AFFIDAVIT

I, Ann McDowell, solely in my capacity as an officer of OW North America LLC ("OW NA"), and not in any individual capacity, being duly sworn, depose and say that:

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

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 OW NA'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: Ann McDowell

Title: Secretary

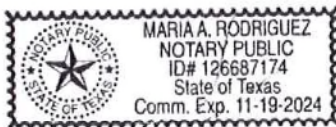
Company: OW North America LLC

Address: 3 Center Plaza, Suite 205, Boston, MA 02108

Subscribed to and sworn before me on this 14<sup>th</sup> day of December, 2023.



Notary Public  
My Commission Expires: 11/19/2024





**January 4, 2024**

NEPOOL Participants Committee  
c/o Sebastian Lombardi, Secretary  
Day Pitney LLP  
[slombardi@daypitney.com](mailto:slombardi@daypitney.com)

ISO New England Inc.  
c/o Participant Support & Solutions  
[askiso@iso-ne.com](mailto:askiso@iso-ne.com)

**RE: Pixelle Energy Services LLC Notice of Intent to Terminate NEPOOL Membership and Market Participant Status**

Please accept this letter as notice of termination of Pixelle Energy Services LLC's ("Pixelle's") NEPOOL membership and the Market Participant Service Agreement by and between Pixelle and ISO New England Inc (the "MPSA").<sup>1</sup> Pixelle requests that the termination of its status as a NEPOOL Participant and the termination of the MPSA be made effective as of January 1, 2024, and further requests, if and to the extent necessary, that the NEPOOL Participants Committee waive the 60 days' notice of termination of membership requirement set forth in Section 16.1(a) of the Second Restated NEPOOL Agreement.

Pixelle 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, Pixelle will continue to have the full rights and obligations of other Participants under the Second Restated NEPOOL Agreement.

Pixelle further understands that termination of the MPSA and the termination of Pixelle's status as a NEPOOL member does not affect any obligation of, or to, Pixelle arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, Pixelle 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 (717) 955-8135 or [Eric.Back@Pixelle.com](mailto:Eric.Back@Pixelle.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Eric S. Back".  
Eric S. Back

Eric Back  
Vice President, Procurement

cc: Patrick M. Gerity, Esq., [pmgerity@daypitney.com](mailto:pmgerity@daypitney.com)  
Susan Bruce, [sbruce@mcneeslaw.com](mailto:sbruce@mcneeslaw.com)

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<sup>1</sup> The MPSA with Pixelle is reported by ISO New England as MPSA No. 433.



21 December 2023

By email:

slombardi@daypitney.com

akiso@iso-ne.com

cc: pmgerity@daypitney.com

NEPOOL Participants Committee  
c/o Sebastian M. Lombardi, Secretary  
Day Pitney, LLP  
ISO New England Inc.  
c/o Participant Support & Solutions

Dear Mr Lombardi

**NOTICE OF INTENTION TO TERMINATE NEPOOL MEMBERSHIP AND MARKET PARTICIPANT STATUS**

Please accept this letter as notice of termination of Power Ledger Pty Ltd's (**Powerledger**) NEPOOL membership and the Market Participant Service Agreement by and between Powerledger and ISO New England Inc (the **MPSA**). Powerledger requests that the termination of its status as a NEPOOL Participant and the termination of the MPSA be made effective as of 1 January 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.

Powerledger 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, Powerledger will continue to have the full rights and obligations of other Participants under the Second Restated NEPOOL Agreement.

Powerledger further understands that termination of the MPSA and the termination of Powerledger's status as a NEPOOL member does not affect any obligation of, or to, Powerledger arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, Powerledger 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.

Kind Regards

Jemma Green  
Director  
Power Ledger Pty Ltd