

## AGENDA

### NPC MEMBERSHIP SUBCOMMITTEE MEETING

Monday, February 12, 2024

10:00 a.m.

<https://daypitney.zoom.us/j/94714318311?pwd=a05kL1EycWJjQjNRejRuck1pOHFWQT09>

Meeting ID: 947 1431 8311; Passcode: 668157

Dial-In Number: 646.558.8656; Participant Code: 947 1431 8311

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

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

- Fanfare Energy, LLC (Apr 1, 2024)  
[Related Person to Think Energy (Supplier Sector)]
- Stony Creek Energy LLC (Apr 1, 2024)  
[Related Person to Invenenergy Energy Management LLC and Sheldon Energy LLC (Supplier Sector)]
- Viridon New England LLC (Apr 1, 2024)  
Provisional Member
- ZGE Massachusetts LLC (Apr 1, 2024)  
Supplier Sector

#### 2. Review the Following Termination Requests:

- Power Supply Services, LLC (Mar 1, 2024)  
Supplier Sector [joined Oct 1, 2013]
- RPA Energy Inc. d/b/a Green Choice Energy (Mar 1, 2024)  
Supplier Sector [joined May 1, 2020]

#### 3. Other Business

Pending Membership Applications

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

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

- Comity Inc. (Feb 12, 2024)
- Gunvor USA LLC (Feb 12, 2024)
- ProGrid Ventures, LLC (Feb 12, 2024)
- Vineyard Offshore (Feb 12, 2024)
- Eagle Creek Madison Hydro LLC (Jan 12, 2024)
- MFT Energy US POWER LLC (Dec 11, 2023)
- Twig Redwood Inc. (Nov 13, 2023)
- The Nature Conservancy (Oct 13, 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
None		

\*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):**

Fanfare Energy, 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):** 11-20-2023

**C. Registered & Principal Place of Business:** 107 John Street  
Southport, CT 06890

**D. Description of Applicant's business operations:** Retail electricity provider/Load serving entity

**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:** Website under development

**III. Applicant Dun & Bradstreet Number:** 119199162

*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): Think Energy, LLC

**V. Requested Effective Date of Membership:** April 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.)

Applicant Name Fanfare Energy, LLC

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

- ☐ **Alternative Resource Provider** ("substantial business interest" in Alternative Resources located within the New England Control Area)
- ☐ **Broker** (arranges power transactions without taking title)
- ☐ **Cooperative**
- ☐ **End User:** ☐ **Governance Only Member** ☐ **Market Participant End User ("MPEU")**
- ☐ **Large End User** (a single end user with a peak monthly demand for load in New England, including load served by End User Behind-the-Meter Generation, of at least one 1 MW, or a group of 2 or more corporate entities each with a peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 0.35 MWs that together totals at least 1 MW). Please indicate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation: \_\_\_\_\_ MW.
- ☐ **End User Organization**
  - ☐ Non-profit organization ( \_\_\_\_\_ 501(c)(3); \_\_\_\_\_ (other) ) with an organized board of directors and a membership of:
    - ☐ at least 100 Entities that buy electricity at wholesale or retail in the New England states; or
    - ☐ Entities with an aggregate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 10 MW.
  - ☐ Municipality or other governmental agency located in New England which does not meet the definition of Publicly Owned Entity
  - ☐ Small End User (an End User which is not a Large End User or End User Organization.)
- ☐ **Exempt Wholesale Generator ("EWG")**
- ☐ **Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- ☐ **FTR-Only Customer**
- ☐ **Fuels Industry Participant** (as defined in the 2d RNA)
- ☐ **GIS-Only Participant** (as defined in the 2d RNA)
- ☐ **Independent Power Producer** (exclusive business is owning or owning and operating all or a part of one or more generating facilities and selling electric energy at wholesale or retail, but not an EWG or QF)
- ☒ **Load Aggregator** (purchases at wholesale to sell at retail)
- ☐ **Publicly Owned Entity** (as defined in the 2d RNA)
- ☐ **Power Marketer** (purchases and sells at wholesale)
- ☐ **Provisional Member** (see 2d RNA for qualifications)
- ☐ **Qualifying Facility ("QF")**. Please provide the FERC docket number in which: \_\_\_\_\_
- ☐ **Related Person Supplier** (see 2d RNA for qualifications)
- ☐ **Transmission and/or Distribution Company**
- ☐ **Other** (please describe) \_\_\_\_\_



Applicant Name Fanfare Energy, LLC

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

- ☐ FERC granted market-based rate authorization ER 24-1183-000 (Pending)
- ☐ 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 D.8)
- ☐ 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\_\_Fanfare Energy, LLC\_\_\_\_

X. Market Participant End User Information (if applicable): Not 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): Not Applicable

- A. Aggregate Governance Rating.**<sup>3</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.

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>3</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.



Applicant Name Fanfare Energy, LLC

**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)).

<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\_Fanfare Energy, LLC\_\_

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

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

Application Primary Contact	Application Alternate Contact
Name: Jonathan Rubenstein	Name: Bujar Haxha
Title: General Counsel & Corporate Secretary	Title: VP of Finance
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 214-676-6354	Phone: 917-202-3574
Fax: None	Fax: None
E-mail: jr@energywell.com	E-mail: bhaxha@energywell.com

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

Primary FA Contact	Alternate FA Contact
Name: Bujar Haxha	Name: Roop Bhullar
Title: VP of Finance	Title: CFO
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 917-202-3574	Phone: 917-226-0316
Fax: None	Fax: None
E-mail: bhaxha@energywell.com	E-mail: roop@energywell.com

Applicant Name\_Fanfare Energy, LLC\_\_

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

Application Primary Contact	Application Alternate Contact
Name: Jonathan Rubenstein	Name: Bujar Haxha
Title: General Counsel & Corporate Secretary	Title: VP of Finance
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 214-676-6354	Phone: 917-202-3574
Fax: None	Fax: None
E-mail: jr@energywell.com	E-mail: bhaxha@energywell.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):*

Application Primary Contact	Application Alternate Contact
Name: Jonathan Rubenstein	Name: Bujar Haxha
Title: General Counsel & Corporate Secretary	Title: VP of Finance
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 214-676-6354	Phone: 917-202-3574
Fax: None	Fax: None
E-mail: jr@energywell.com	E-mail: bhaxha@energywell.com



Applicant Name Fanfare Energy, LLC

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

A. PARTICIPANTS COMMITTEE

NPC Member	NPC Alternate
Name: Tom McGinn	Name: Jonathan Rubenstein
Title: Senior Vice President, Energy Supply	Title: General Counsel & Corporate Secretary
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 832-302-6671	Phone: 214-676-6354
Fax:	Fax: None
E-mail: tom@energywell.com	E-mail: jr@energywell.com

B. MARKETS COMMITTEE

NPC Member	NPC Alternate
Name: Tom McGinn	Name: Jonathan Rubenstein
Title: Senior Vice President, Energy Supply	Title: General Counsel & Corporate Secretary
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 832-302-6671	Phone: 214-676-6354
Fax:	Fax: None
E-mail: tom@energywell.com	E-mail: jr@energywell.com

Applicant Name Fanfare Energy, LLC

**C. RELIABILITY COMMITTEE**

<b>NPC Member</b>	<b>NPC Alternate</b>
Name: Tom McGinn	Name: Jonathan Rubenstein
Title: Senior Vice President, Energy Supply	Title: General Counsel & Corporate Secretary
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 832-302-6671	Phone: 214-676-6354
Fax:	Fax: None
E-mail: tom@energywell.com	E-mail: jr@energywell.com

**D. TRANSMISSION COMMITTEE**

<b>NPC Member</b>	<b>NPC Alternate</b>
Name: Tom McGinn	Name: Jonathan Rubenstein
Title: Senior Vice President, Energy Supply	Title: General Counsel & Corporate Secretary
Address: 107 John Street, Southport, CT 06890	Address: 107 John Street, Southport, CT 06890
Phone: 832-302-6671	Phone: 214-676-6354
Fax:	Fax: None
E-mail: tom@energywell.com	E-mail: jr@energywell.com



Applicant Name Fanfare Energy, LLC

**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 1A to the ISO Tariff, and any other standards and procedures that may be set forth in the ISO New England Manuals and ISO New England Administrative Procedures)

**B. Eligible FTR Bidder or FTR Holder Contact Information:**

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

**C. Authorization**

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

Participant FTR Customer

\_\_\_\_\_

By its Duly Authorized Officer

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

### **XIII. Market Participant Affiliates**

- ISO-NE
  - Think Energy, LLC
- PJM
  - Think Energy, LLC
- NYISO
  - Think Energy, LLC

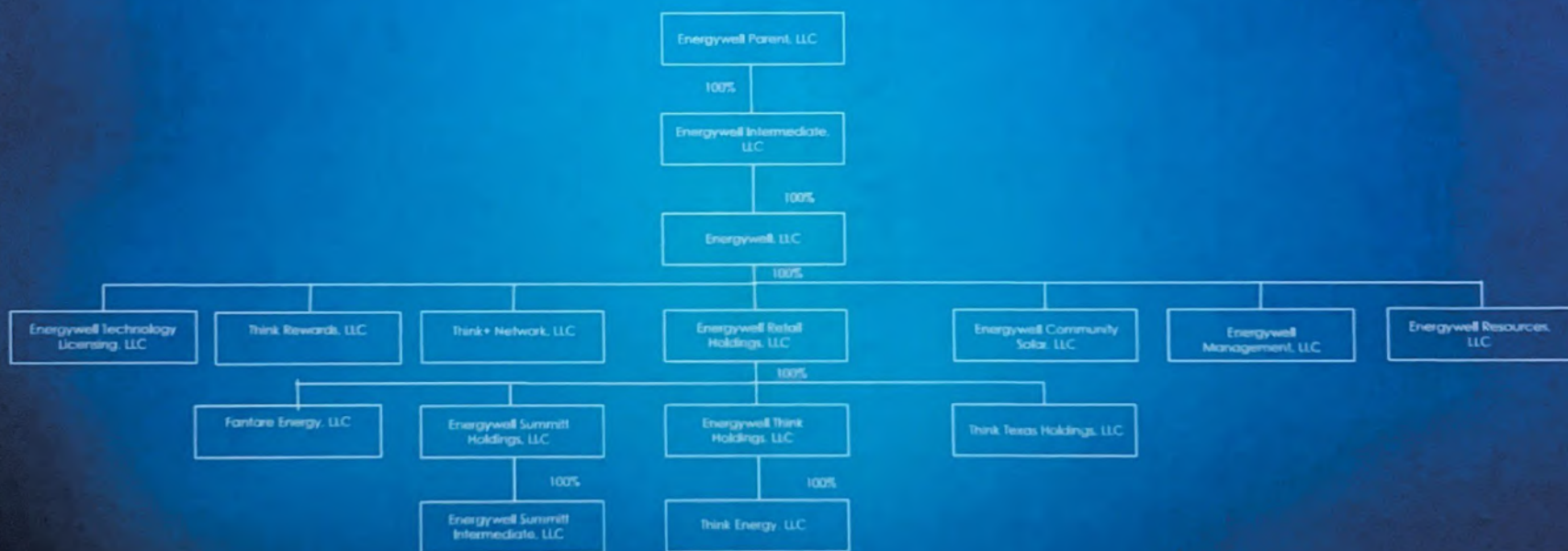
## **EXHIBIT B**

### **(Corporate Structure Flow Chart)**



ENERGYWELL GROUP  
ORGANIZATIONAL CHART

CONFIDENTIAL  
12/14/23

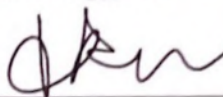


**COUNTERPART SIGNATURE PAGE**  
**NEW ENGLAND POWER POOL AGREEMENT**

IN WITNESS WHEREOF, the undersigned has caused this counterpart signature page to the New England Power Pool Agreement, being dated as of September 1, 1971, as amended, to be executed by its duly authorized representative as of February 14, 2024.

\_\_\_\_\_  
Fanfare Energy, LLC

By: \_\_\_\_\_



Name: Jonathan Rubenstein

Title: General Counsel & Corporate  
Secretary

Company: Fanfare Energy, LLC

Address: 107 John Street, Southport, CT  
06890



**ENERGYWELL MANAGEMENT,  
LLC**

**WRITTEN CONSENT IN LIEU OF A  
SPECIAL MEETING OF THE BOARD OF MANAGERS**

**February 9, 2024**

The undersigned, constituting all of the members of the board of managers (the "**Board**") of Energywell Management, LLC, a Delaware limited liability company (the "**Company**"), hereby consent to the following pursuant to Section 18-404(d) of the Limited Liability Company Act of the State of Delaware and the Operating Agreement of the Company, dated as of May 16, 2022 (the "**LLCA**"):

**Participation in the New England Power Pool**

**WHEREAS**, the Company is the Manager of Fanfare Energy, LLC ("Fanfare");

**WHEREAS**, in conjunction with its desire to operate a retail energy business in certain jurisdictions, Fanfare wishes to apply to become a Participant in the New England Power Pool under the New England Power Pool Agreement dated September 1, 1971, as amended;

**WHEREAS**, the Board has considered both the potential benefits and risks to the Company and Fanfare of proceeding with the application to become a Participant in the New England Power Pool and determined that it is advisable and in the best interests of Fanfare to become a Participant; and

**NOW, THEREFORE, BE IT RESOLVED**, that Fanfare 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 each of the officers of Fanfare is authorized to execute a counterpart of the Agreement on behalf of Fanfare and to cause Fanfare to perform its obligations under the Agreement upon the effectiveness of its membership; and further

**General**

**RESOLVED**, that the authority and power given hereunder be deemed retroactive and any and all actions taken prior to the date hereof by any manager, officer, employee or representative of the Company in effecting the purposes of

the foregoing resolution is hereby approved, adopted, ratified and confirmed in all respects; and further

**RESOLVED**, that, the officers of the Company are hereby authorized, empowered and directed, for and on behalf of the Company, from time to time to take such actions and to execute and deliver such certificates, agreements, instruments, notices and other documents, as may be required or as any such officers may deem necessary, advisable or appropriate in order to carry out the purposes and the intents of the foregoing resolution, it being understood that all such actions shall be performed in such manner, and all such certificates, agreements, instruments, notices and other documents shall be in such form, as the officers performing or executing the same shall approve, the performance or execution of the same by such officers to be conclusive evidence of the approval thereof by such officers and the Board; and further

**RESOLVED**, that, the signatures to this written consent delivered electronically (including computer-scanned, PDF, or other electronic reproduction transmitted via facsimile, email or other electronic means) shall be effective as original signatures.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the Board, duly called and constituted, pursuant to the LLCA and the laws of the State of Delaware.

This consent may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same consent.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first written above.

DocuSigned by:  
*Dinkar Bhatia*  
2051F7E5F7D7448...

Dinkar Bhatia

DocuSigned by:  
*Michael Fallquist*  
0C1CBAC598CB4D4...

Michael Fallquist

DocuSigned by:  
*Jordan Mikes*  
8CFF5F16038B41C...

Jordan Mikes

DocuSigned by:  
*David Nicoll*  
80EF4EE28E4F41F...

David Nicoll



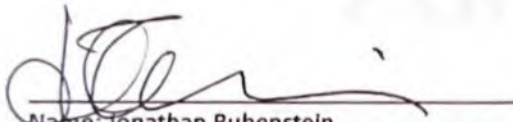
**AFFIDAVIT**

I, Jonathan Rubenstein, being duly sworn, depose and say that:

1. I am the General Counsel and Corporate Secretary of Fanfare Energy, LLC, and as a duly authorized representative of Fanfare Energy, LLC with the power and authority to execute contracts on behalf of Fanfare Energy, LLC, I am making this affidavit on behalf of Fanfare Energy, LLC.

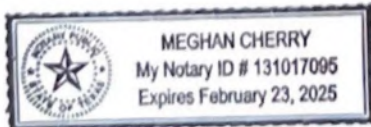
2. I have reviewed the Second Restated New England Power Pool Agreement ("2d RNA") and ISO New England Inc.'s Transmission, Markets and Services Tariff ("ISO Tariff"), including the billing policy and financial assurance policies set forth as Exhibits to Section I of the ISO Tariff, and I fully understand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

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

  
Name: Jonathan Rubenstein  
Title: General Counsel & Corporate Secretary  
Company: Fanfare Energy, LLC  
Address: 107 John Street, Southport, CT 06890

Subscribed to and sworn before me on this 15<sup>th</sup> day of February, 2024.

  
Notary Public  
My Commission Expires: 02/23/2025



**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):**

Stony Creek Energy 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):** 2/26/2008

**C. Registered & Principal Place of Business:** Registered: 850 New Burton Road, Suite 201  
Dover, DE 19904

Principal: 1 S Wacker Dr, Suite 1800  
Chicago, IL 60606

**D. Description of Applicant's business operations:** Electric generation developer

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

- ☒ No. Proceed to Section II.
- ☐ Yes. Provide Participant Name and ID number: \_\_\_\_\_

**II. Web Page Address:** www.invenenergy.com

**III. Applicant Dun & Bradstreet Number:** 969291264

**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): Invenenergy Energy Management LLC

**V. Requested Effective Date of Membership:** April 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

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

- ☐ **Alternative Resource Provider** (“substantial business interest” in Alternative Resources located within the New England Control Area)
- ☐ **Broker** (arranges power transactions without taking title)
- ☐ **Cooperative**
- ☐ **End User:**    ☐ **Governance Only Member**        ☐ **Market Participant End User** (“MPEU”)
- ☐ **Large End User** (a single end user with a peak monthly demand for load in New England, including load served by End User Behind-the-Meter Generation, of at least one 1 MW, or a group of 2 or more corporate entities each with a peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 0.35 MWs that together totals at least 1 MW). *Please indicate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation: \_\_\_\_\_MW.*
- ☐ **End User Organization**
  - ☐ Non-profit organization ( \_\_\_\_ 501(c)(3); \_\_\_\_ (other) ) with an organized board of directors and a membership of:
    - ☐ at least 100 Entities that buy electricity at wholesale or retail in the New England states; or
    - ☐ Entities with an aggregate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 10 MW.
- ☐ **Municipality** or other **governmental agency** located in New England which does not meet the definition of Publicly Owned Entity
- ☐ **Small End User** (an End User which is not a Large End User or End User Organization.)
- ☐ **Exempt Wholesale Generator (“EWG”)**
- ☐ **Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- ☐ **FTR-Only Customer**
- ☐ **Fuels Industry Participant** (as defined in the 2d RNA)
- ☐ **GIS-Only Participant** (as defined in the 2d RNA)
- ☐ **Independent Power Producer** (exclusive business is owning or owning and operating all or a part of one or more generating facilities and selling electric energy at wholesale or retail, but not an EWG or QF)
- ☐ **Load Aggregator** (purchases at wholesale to sell at retail)
- ☐ **Publicly Owned Entity** (as defined in the 2d RNA)
- ☐ **Power Marketer** (purchases and sells at wholesale)
- ☐ **Provisional Member** (see 2d RNA for qualifications)
- ☐ **Qualifying Facility (“QF”)**. *Please provide the FERC docket number in which:*
- ☐ **Related Person Supplier** (see 2d RNA for qualifications)
- ☐ **Transmission and/or Distribution Company**
- ☒ **Other** (please describe) Participating in external transactions



**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 ER11-3872
- ☐ EWG status was obtained EG
- ☐ QF status was obtained QF
- ☐ Describe other FERC-approved basis \_\_\_\_\_
- ☐ Exempt from, or not subject to, FERC requirements to have rates on file with the FERC

**VIII. Generation (All Applicants):**

**A. Applicant's Generation**

- ☒ No Generation. (proceed to 0.B)
- ☐ Developing Generation.\*
- ☐ (i) Owns, or (ii) leases with rights equivalent to ownership, facilities for the generation of electric energy that are located in the New England Control Area.\*

\* *Please indicate on a separate sheet of paper attached to this Questionnaire the following information for each such facility: (1) CELT Asset ID (if known); (2) Total Generation (Name-Plate Capacity); (3) Net Generation; and (4) Ancillary services to be provided.*

**B. Affiliate's Generation**

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

**IX. OATT Information (All Applicants):**

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

- ☐ **No.** Proceed to IX.B below.
- ☒ **Yes.**
  1. **NERC Purchasing Selling Entity (PSE) code:** ORAN
  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).

**X. Market Participant End User Information (if applicable): N/A**

- 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): N/A**

- 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.

**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.

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<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: 0MW. (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)).

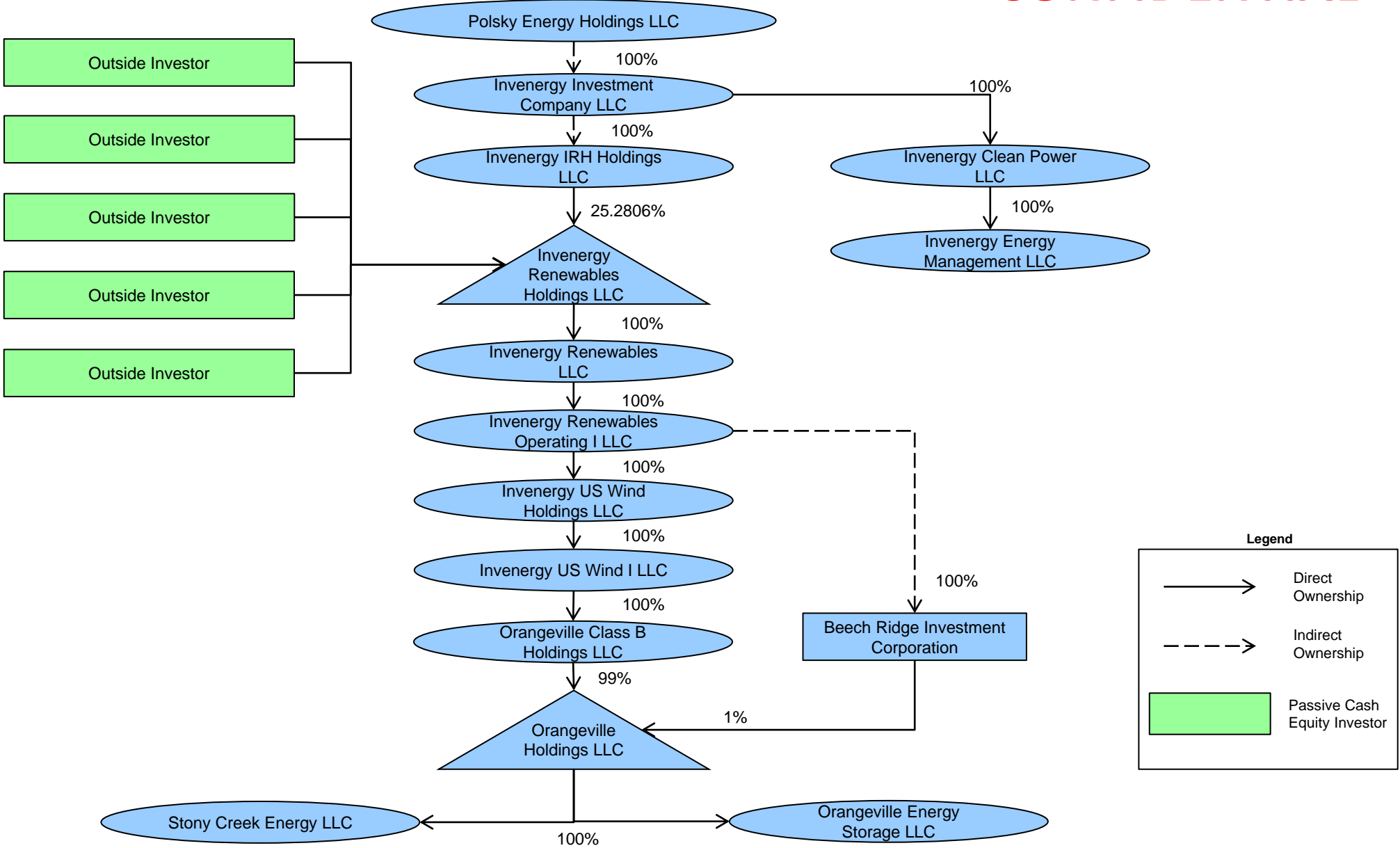
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<sup>2</sup> Section 1 of the 2d RNA provides that, "A Related Person of a Participant is (a) for all Participants, either (i) a corporation, partnership, business trust or other business organization 10% or more of the stock or equity interest in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

CONFIDENTIAL



**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: Jessie Becker	Name: Michelle Joubanc
Title: Director, Power Markets Desk	Title: Manager, Market Registration and Operational Compliance
Address: 1 S Wacker Drive, Suite 1800	Address: 1 S Wacker Drive, Suite 1800
Chicago, IL 60606	Chicago, IL 60606
Phone: 720-907-8993	Phone: 708-377-9810
Fax:	Fax:
E-mail: jbecker@invenenergy.com	E-mail: <a href="mailto:marketregistration_ops@invenenergy.com">marketregistration_ops@invenenergy.com</a>
	Mjoubanc@invenenergy.com

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

<b>Primary FA Contact</b>	<b>Alternate FA Contact</b>
Name: Steve Caine	Name: Brian Schierloh
Title: Director, Risk Management	Title: SVP, Treasury and Financial Planning
Address: 1 S Wacker Drive, Suite 1800	Address: 1 S Wacker Drive, Suite 1800
Chicago, IL 60606	Chicago, IL 60606
Phone: 312-582-1090	Phone: 312-582-1784
Fax:	Fax:
E-mail: scaine@invenenergy.com	E-mail: bschierloh@invenenergy.com



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

<b>Affiliate Information Contact:</b>	<b>Asset Registration Contact:</b>
Name: Anne Schenk	Name: Jessie Becker
Title: Vice President, Risk Management and Settlements	Title: Director, Power Markets Desk
Address: 1 S Wacker Drive, Suite 1800	Address: 1 S Wacker Drive, Suite 1800
Chicago, IL 60606	Chicago, IL 60606
Phone: 312-761-8345	Phone: 720-907-8993
Fax:	Fax:
E-mail: aschenk@invenergy.com	E-mail: jbecker@invenergy.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: Glenn Haake	Name: Mandy Huang
Title: VP, Regulatory Affairs	Title: Analyst, Regulatory Affairs
Address: 1 S Wacker Drive, Suite 1800	Address: 1 S Wacker Drive, Suite 1800
Chicago, IL 60606	Chicago, IL 60606
Phone: (918) 6043343	Phone: 708-377-9880
Fax:	Fax:
E-mail: ghaake@invenergy.com	E-mail: mhuang@invenergy.com

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

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 April 1, 2024.  
(please insert date)

Stony Creek Energy LLC  
(Applicant Company Name)

DocuSigned by:  
*David Azari*  
By: 0181045A3FF44CF...

DocuSigned by:

Legal  
Reviewed  
*hrs*

Name: David Azari  
Title: Vice President  
Company: Stony Creek Energy LLC  
Address: One South Wacker Drive  
Suite 1800  
Chicago, IL 60606



**WRITTEN CONSENT OF THE SOLE MEMBER AND MANAGER**  
**OF**  
**STONY CREEK ENERGY LLC**

March 6, 2024

The undersigned, Orangeville Holdings LLC, a Delaware limited liability company, being the sole member (“Member”) and manager (“Manager”) of Stony Creek Energy LLC, a Delaware limited liability company (the “Company”), acting pursuant to the Company’s Operating Agreement dated February 26, 2008, as amended from time to time, hereby gives its express written consents to the following recitals and resolutions, effective for all purposes as of the date set forth above:

WHEREAS, 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”);

WHEREAS, the Manager and Member believe that executing the Agreement is in the best interest of the Company;

WHEREAS, the Manager and Member finds it desirous to grant signing authority for and on behalf of the Company to authorize David Azari in his capacity as Vice President 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 Agreement be, and is hereby approved, authorized and ratified.

FURTHER RESOLVED: That the Company be, and is hereby authorized and empowered to perform all of its obligations under the Agreement.

FURTHER RESOLVED: That all acts and deeds heretofore done or actions taken by any member or any officer or agent of the Company for and on behalf of the Company, including any act or deed in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents which carry out the terms and intentions of any of the foregoing resolutions are hereby in all respects ratified, approved and confirmed.

*[Signatures follow.]*

Orangeville Holdings LLC,  
a Delaware limited liability company  
as Manager of Stony Creek Energy LLC

DocuSigned by:  
  
By: 378613BE76034A3...  
Name: Andrea Hoffman  
Title: Vice President

## 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):

Viridon New England 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): 10-20-2023

##### C. Registered & Principal Place of Business: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606

##### D. Description of Applicant's business operations: Non-Incumbent Transmission Development\_\_\_\_\_

##### 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://viridon.com/>

#### III. Applicant Dun & Bradstreet Number: 119201816

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

If applied for but not yet received, please so indicate.

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

- ☒ No Proceed to Section V.
- ☐ Yes. Please provide the name of the Related Person(s): \_\_\_\_\_

#### V. Requested Effective Date of Membership: April 1, 2024 (estimated date based on ongoing Qualified Transmission Project Sponsor application received by ISO-NE on January 29, 2024 and resulting NTDOA).

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



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

- ☐ **Alternative Resource Provider** (“substantial business interest” in Alternative Resources located within the New England Control Area)
- ☐ **Broker** (arranges power transactions without taking title)
- ☐ **Cooperative**
- ☐ **End User:**   ☐ **Governance Only Member**   ☐ **Market Participant End User** (“MPEU”)
- ☐ **Large End User** (a single end user with a peak monthly demand for load in New England, including load served by End User Behind-the-Meter Generation, of at least one 1 MW, or a group of 2 or more corporate entities each with a peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 0.35 MWs that together totals at least 1 MW). *Please indicate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation: \_\_\_\_\_MW.*
- ☐ **End User Organization**
  - ☐ Non-profit organization ( \_\_\_\_ 501(c)(3); \_\_\_\_ (other) ) with an organized board of directors and a membership of:
    - ☐ at least 100 Entities that buy electricity at wholesale or retail in the New England states; or
    - ☐ Entities with an aggregate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 10 MW.
- ☐ **Municipality** or other **governmental agency** located in New England which does not meet the definition of Publicly Owned Entity
- ☐ **Small End User** (an End User which is not a Large End User or End User Organization.)
- ☐ **Exempt Wholesale Generator (“EWG”)**
- ☐ **Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- ☐ **FTR-Only Customer**
- ☐ **Fuels Industry Participant** (as defined in the 2d RNA)
- ☐ **GIS-Only Participant** (as defined in the 2d RNA)
- ☐ **Independent Power Producer** (exclusive business is owning or owning and operating all or a part of one or more generating facilities and selling electric energy at wholesale or retail, but not an EWG or QF)
- ☐ **Load Aggregator** (purchases at wholesale to sell at retail)
- ☐ **Publicly Owned Entity** (as defined in the 2d RNA)
- ☐ **Power Marketer** (purchases and sells at wholesale)
- ☐ **Provisional Member** (see 2d RNA for qualifications)
- ☐ **Qualifying Facility (“QF”)**. *Please provide the FERC docket number in which:*
- ☐ **Related Person Supplier** (see 2d RNA for qualifications)
- ☒ **Transmission and/or Distribution Company**
- ☒ **Other** (please describe) Qualified Transmission Project Sponsor application in progress, received by ISO-NE on January 29, 2024.

**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 transmission: formula rate application in progress under ER24-771-000 filed 12/26/2023.
- ☐ 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).

**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: \_\_\_\_\_ MW    Distributed Generation: \_\_\_\_\_ MW    Load Response: \_\_\_\_\_ MW

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

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

**AND**

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

**OR**

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

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<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: Transmission.

### 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.

**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: Warren Whitson	Name: Verónica Gómez
Title: Vice President, Development	Title: General Counsel & Chief Administrative Officer
Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606	Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606
Phone: (205) 903-4134	Phone: (773) 551-1920
Fax:	Fax:
E-mail: warren@viridon.com	E-mail: veronica@viridon.com

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

<b>Primary FA Contact</b>	<b>Alternate FA Contact</b>
Name: Paul Smith	Name: Fanny Kidwell Langlois
Title: Chief Financial Officer	Title: VP Finance & Corporate Development
Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606	Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606
Phone: (561) 379-8788	Phone: (775) 233-3325
Fax:	Fax:
E-mail: paul@viridon.com	E-mail: fanny@viridon.com



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

<b>Affiliate Information Contact:</b>	<b>Asset Registration Contact:</b>
Name: Verónica Gómez	Name: Warren Whitson
Title: General Counsel & Chief Administrative Officer	Title: Vice President, Development
Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606	Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606
Phone: (773) 551-1920	Phone: (205) 903-4134
Fax:	Fax:
E-mail: veronica@viridon.com	E-mail: warren@viridon.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: Warren Whitson	Name: Verónica Gómez
Title: Vice President, Development	Title: General Counsel & Chief Administrative Officer
Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606	Address: 110 North Wacker Drive, Suite 2500 - Chicago, IL 60606
Phone: (205) 903-4134	Phone: (773) 551-1920
Fax:	Fax:
E-mail: warren@viridon.com	E-mail: veronica@viridon.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 March 4<sup>th</sup>, 2024.

(please insert date)

Viridon New England LLC \_\_\_\_\_  
(Applicant Company Name)

By:  \_\_\_\_\_

Name: Verónica Gómez

Title: General Counsel and Chief

Administrative Officer

Company: Viridon New England LLC

Address: 110 N. Wacker Dr., Suite 2500,  
Chicago, IL 60606

**RESOLUTION FOR ADOPTION BY NEPOOL APPLICANTS**

**CERTIFIED RESOLUTION  
OF THE BOARD OF MANAGERS OF VIRIDON HOLDINGS LLC**

The undersigned, being the Secretary of the Viridon Holdings LLC, as the parent, manager and 100% owner of Viridon New England LLC (the "Company"), a Delaware limited liability company, certifies that on written consent in lieu of a meeting of the Board of Managers, approved on March 4, 2024, in accordance with the provisions of the duly-adopted operating agreement of the Company, the following resolution was adopted and the same remains in full force and effect as of the date hereof.

RESOLVED, that Viridon New England LLC 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 the officers are severally authorized to execute a counterpart of the Agreement on behalf of Viridon New England LLC and to cause Viridon New England LLC to perform its obligations under the Agreement upon the effectiveness of its membership.

Dated: March 4, 2024

A handwritten signature in dark ink, appearing to read 'Veronica Gomez', with a stylized flourish at the end.

---

By Verónica Gómez  
Its Secretary



**MEMBERSHIP APPLICANT QUESTIONNAIRE**  
**New England Market / New England Power Pool**

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

**I. Applicant Name (full corporate name or full name if Applicant is an individual):**

**ZGE Massachusetts LLC**

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

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

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

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

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

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

- ☒ No. Proceed to Section II.
- ☐ Yes. Provide Participant Name and ID number: \_\_\_\_\_

**II. Web Page Address:** n/a

**III. Applicant Dun & Bradstreet Number:** 109109530

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

If applied for but not yet received, please so indicate.

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

- ☒ No Proceed to Section V.
- ☐ Yes. Please provide the name of the Related Person(s): \_\_\_\_\_

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

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

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

- ☐ **Alternative Resource Provider** (“substantial business interest” in Alternative Resources located within the New England Control Area)
- ☐ **Broker** (arranges power transactions without taking title)
- ☐ **Cooperative**
- ☐ **End User:**    ☐ **Governance Only Member**    ☐ **Market Participant End User** (“MPEU”)
- ☐ **Large End User** (a single end user with a peak monthly demand for load in New England, including load served by End User Behind-the-Meter Generation, of at least one 1 MW, or a group of 2 or more corporate entities each with a peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 0.35 MWs that together totals at least 1 MW). *Please indicate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation: \_\_\_\_\_ MW.*
- ☐ **End User Organization**
  - ☐ Non-profit organization ( \_\_\_\_ 501(c)(3); \_\_\_\_ (other) ) with an organized board of directors and a membership of:
    - ☐ at least 100 Entities that buy electricity at wholesale or retail in the New England states; or
    - ☐ Entities with an aggregate peak monthly demand (non-coincident) for load in New England, including load served by End User Behind-the-Meter Generation, of at least 10 MW.
- ☐ **Municipality** or other **governmental agency** located in New England which does not meet the definition of Publicly Owned Entity
- ☐ **Small End User** (an End User which is not a Large End User or End User Organization.)
- ☐ **Exempt Wholesale Generator (“EWG”)**
- ☒ **Financial Marketer/Trader** (submits Increment Offers and/or Decrement Bids in the Day-Ahead Market)
- ☐ **FTR-Only Customer**
- ☐ **Fuels Industry Participant** (as defined in the 2d RNA)
- ☐ **GIS-Only Participant** (as defined in the 2d RNA)
- ☐ **Independent Power Producer** (exclusive business is owning or owning and operating all or a part of one or more generating facilities and selling electric energy at wholesale or retail, but not an EWG or QF)
- ☐ **Load Aggregator** (purchases at wholesale to sell at retail)
- ☐ **Publicly Owned Entity** (as defined in the 2d RNA)
- ☐ **Power Marketer** (purchases and sells at wholesale)
- ☐ **Provisional Member** (see 2d RNA for qualifications)
- ☐ **Qualifying Facility (“QF”)**. *Please provide the FERC docket number in which:*
- ☐ **Related Person Supplier** (see 2d RNA for qualifications)
- ☐ **Transmission and/or Distribution Company**
- ☐ **Other** (please describe) \_\_\_\_\_

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

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

**VIII. Generation (All Applicants):**

**A. Applicant's Generation**

- ☒ No Generation. (proceed to VII.B)
- ☐ Developing Generation.\*
- ☐ (i) Owns, or (ii) leases with rights equivalent to ownership, facilities for the generation of electric energy that are located in the New England Control Area.\*  
*\* Please indicate on a separate sheet of paper attached to this Questionnaire the following information for each such facility: (1) CELT Asset ID (if known); (2) Total Generation (Name-Plate Capacity); (3) Net Generation; and (4) Ancillary services to be provided.*

**B. Affiliate's Generation**

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

**IX. OATT Information (All Applicants):**

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

- ☒ **No.** Proceed to VIII.B below.
- ☐ **Yes.**
  1. **NERC Purchasing Selling Entity (PSE) code:** \_\_\_\_\_
  2. Applicant must (i) complete the OASIS registration process for external transactions, which is described in detail on the ISO's website: <https://www.iso-ne.com/participate/applications-status-changes/access-software-systems>.  
*PLEASE NOTE: OASIS access will only be approved for a Market Participant as defined by its associated DUNs number. OASIS certificates will not be approved for member company branches with a different number than the member.*

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

- ☒ **No.** Proceed to Section XI or XII if applicable; Section XIII if not.
- ☐ **Yes.** Applicant may need to complete and submit an Application for Regional Network Service ("RNS Application"). Prior to submitting a completed RNS Application, it is recommended that the Applicant contact ISO-NE Participant Support ([askiso@iso-ne.com](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).

**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: \_\_\_\_\_ MW    Distributed Generation: \_\_\_\_\_ MW    Load Response: \_\_\_\_\_ MW

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

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

**AND**

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

**OR**

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

<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.

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

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

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

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

<b>Affiliate Information Contact:</b>  Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203  Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com	<b>Asset Registration Contact:</b>  Name: Joseph Shull Title: Authorized Officer Address: 1580 N Logan St Ste 660 PMB 26933 Denver, Colorado 80203  Phone: 303-815-4080 Fax: E-mail: joe@zerogcapital.com
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**D. Participant Contact** *(only if Applicant (i) is a Related Person to a current NEPOOL Participant or (ii) will be represented by a group voting member):*

<b>Participant Contact</b>  Name: Title: Address:  Phone: Fax: E-mail:	<b>Participant Contact</b>  Name: Title: Address:  Phone: Fax: E-mail:
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**XV. Principal NEPOOL Committee Designations** *(only if Applicant (i) is not a Related Person to a current NEPOOL Participant or (ii) will not be represented by a group voting member):*

**A. PARTICIPANTS COMMITTEE**

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

**B. MARKETS COMMITTEE**

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

**C. RELIABILITY COMMITTEE**

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

**D. TRANSMISSION COMMITTEE**

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

Applicant Name \_\_\_\_\_

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

Complete only if registering for Eligible FTR Bidder and/or FTR Holder Status

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

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

**B. Eligible FTR Bidder or FTR Holder Contact Information:**

<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 February 1, 2024

ZGE Massachusetts LLC

\_\_\_\_\_  
(Applicant Company Name)

By: 

Name: Joseph Shull

Title: Authorized Officer

Company: ZGE Massachusetts LLC

Address:

1580 N Logan St Ste 660

PMB 26933

Denver, Colorado 80203-1942



**RESOLUTION FOR ADOPTION BY NEPOOL APPLICANTS**

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

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

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

Dated: 02/07/2024



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Joseph Shull  
CEO  
ZGE Massachusetts LLC

## AFFIDAVIT

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

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

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

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



Name: Joseph Shull  
Title: Authorized Officer  
Company: ZGE Massachusetts LLC  
Address:

1580 N Logan St Ste 660  
PMB 26933  
Denver, Colorado 80203

Commonwealth of Virginia, County of Prince William

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



Notary Public  
My Commission Expires: 04/30/2025



Electronic Notary Public

Notarized remotely online using communication technology via Proof.



March 1st, 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: Power Supply Services, LLC Notice of Intent to Terminate NEPOOL Membership and Market Participant Status**

Please accept this letter as notice of termination of the NEPOOL membership of Power Supply Services, LLC (“PSP”) and the Market Participant Service Agreement by and between PSP and ISO New England Inc. (the “MPSA”).<sup>1</sup> PSP requests that the termination of its status as a NEPOOL Participant and the termination of the MPSA be made effective as of March 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.

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

PSP further understands that termination of the MPSA and the termination of PSP’s status as a NEPOOL member does not affect any obligation of, or to, PSP arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, PSP 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 [adam.hagge@woodmac.com](mailto:adam.hagge@woodmac.com).

Sincerely,

A handwritten signature in black ink, appearing to read 'Adam Hagge', written over a horizontal line.

Adam Hagge  
Security Administrator  
Power Supply Services, LLC

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

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<sup>1</sup> The MPSA with PSP is reported by ISO New England Inc. as MPSA No. 557.



March 5, 2024

NEPOOL Participants Committee  
c/o Sebastian M. 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: RPA Energy Inc. Notice of Intent to Terminate NEPOOL Membership and Market Participant Status**

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

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

RPA further understands that termination of the MPSA and the termination of RPA's status as a NEPOOL member does not affect any obligation of, or to, RPA arising prior to the effective date of such termination under the Second Restated NEPOOL Agreement, the Participants Agreement, or the Tariff. In particular, RPA 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 [btrombino@rpaenergy.com](mailto:btrombino@rpaenergy.com) or 516-858-3352.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian Trombino", written over a horizontal line.

Brian Trombino  
President

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

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<sup>1</sup> The MPSA with RPA is reported by ISO New England as MPSA No. 133694.