



September 14, 2004

VIA HAND DELIVERY

The Honorable Magalie Roman Salas
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, DC 20426

Re: New England Power Pool; FERC Docket No. ER04-____-000
Extension of Interim Independent System Operator Agreement

Dear Secretary Salas:

Pursuant to Section 205 of the Federal Power Act (the "FPA"), the New England Power Pool ("NEPOOL" or the "Pool") Participants Committee¹ and ISO New England Inc. ("ISO-NE") hereby jointly file Amendment No. 5 (the "Amendment") to the Interim Independent System Operator Agreement (the "ISO Agreement") dated as of July 1, 1997 between ISO-NE and the NEPOOL Participants acting through the Participants Committee.² The Amendment extends the term of the ISO Agreement from December 31, 2004 to no later than April 1, 2005. The Amendment was approved by ISO-NE's Board and by over 90% of the NEPOOL Participants, and has been executed by duly authorized officers of ISO-NE and NEPOOL. The Amendment is being filed in accordance with certain terms of the Settlement Agreement Resolving Specified Issues (the "Settlement Agreement") being filed on the date of this filing by

¹ Capitalized items used but not defined herein are intended to have the same meanings given to such terms in Section 1 of the ISO Agreement or Section 1 of the Restated New England Power Pool Agreement ("Restated NEPOOL Agreement").

² The NEPOOL Participants acted at the time of the initial execution of the ISO Agreement through the NEPOOL Management Committee. As a result of changes to NEPOOL's governance effected by the Forty-Second Agreement Amending New England Power Pool Agreement dated May 10, 1999 (the "Forty-Second Agreement"), which was approved by the Commission on July 16, 1999, *New England Power Pool*, 88 FERC ¶ 61,079 (1999), the NEPOOL Participants Committee, the successor to the NEPOOL Management Committee and the NEPOOL Executive Committee, is authorized to execute contracts with ISO-NE (and others) on behalf of the NEPOOL Participants and to file those contracts with the Commission. (Restated NEPOOL Agreement § 7.5(d).)

NEPOOL, ISO-NE and the New England transmission owners which are parties thereto (the “New England Transmission Owner Filing Parties”)³ in Docket Nos. RT04-2, ER04-116, and EL01-39 (together, the “RTO-NE Dockets”) to resolve many of the contested issues in those proceedings.

I. BACKGROUND

The ISO Agreement first became effective on July 1, 1997, pursuant to an order by the Commission in Docket No. EC97-35-000 (the “ISO Order”).⁴ The ISO Order approved NEPOOL’s transfer of control of the region’s bulk power system to ISO-NE as the independent system operator. The ISO Agreement had an initial term of five years, but the ISO Order provided that “the Commission has final approval authority over termination of the ISO.”⁵ In April 2002, the ISO Agreement was extended an additional eighteen months to December 31, 2003.⁶ By subsequent amendment, the ISO Agreement was further extended to, and will expire by its terms on, December 31, 2004.⁷

The NEPOOL Participants and ISO-NE desire to extend the term of the ISO Agreement in accordance with the terms of the Settlement Agreement. The Amendment will support the expeditious and orderly implementation of regional transmission organization (“RTO”) arrangements for New England agreed upon in the Settlement Agreement.

³ The Filing Party Transmission Owners are the following NEPOOL Participants: Bangor Hydro-Electric Company; Central Maine Power Company; Boston Edison Company, Commonwealth Electric Company, Cambridge Electric Light Company and Canal Electric Company acting through their affiliate, NSTAR Electric & Gas Corporation; New England Power Company; The Connecticut Light and Power Company, Western Massachusetts Electric Company, Public Service Company of New Hampshire, Holyoke Power and Electric Company and Holyoke Water Power Company, acting through their affiliate, Northeast Utilities Service Company; The United Illuminating Company; and Vermont Electric Power Company.

⁴ *New England Power Pool*, 79 FERC ¶ 61,374, at 62,587 (1997), *reh’g denied*, 85 FERC ¶ 61,242 (1998).

⁵ *Id.* at 62,590.

⁶ The Commission accepted that extension, effected by Amendment No. 3 to the ISO Agreement, in a letter order dated June 20, 2002 in Docket No. ER02-1702-000.

⁷ The Commission accepted the subsequent extension, effected by Amendment No. 4, by letter order dated September 29, 2003 in Docket No. ER03-1181-000.

II. AMENDMENT NO. 5 TO THE ISO AGREEMENT

The Amendment modifies Section 3 of the ISO Agreement, which sets forth the term of the ISO Agreement, by adding two sections--Sections 3.1 and 3.2. Under Section 3.1 of the revised Section 3, the term of the ISO Agreement is extended to no later than April 1, 2005, unless the ISO Agreement is earlier terminated in accordance with Section 3.2, or otherwise terminated in accordance with the provisions of Section 13 of the ISO Agreement. Section 3.2 of the revised Section 3 provides for the early termination of the ISO Agreement, as extended, if ISO-NE becomes the RTO for New England either in accordance with Paragraph 1 of the Settlement Agreement or following a termination of the Settlement Agreement that occurs in accordance with Paragraph 14(d) of the Settlement Agreement.

The Amendment is an integral part of the arrangements agreed to in settlement in the RTO-NE Dockets and provides a continued level of certainty concerning the contractual relationship between ISO-NE and NEPOOL during the transition period prior to ISO-NE becoming the RTO for New England. For these reasons, the Amendment is in the public interest and should be approved, without modification or condition, by the Commission. NEPOOL and ISO-NE join in urging the Commission to approve this Amendment by no later than November 1, 2004, the date requested by the Settling Parties for approval of the Settlement Agreement.

III. ADDITIONAL SUPPORTING INFORMATION

NEPOOL and ISO-NE submit the following additional information pursuant to Sections 205 of the Federal Power Act and 35.13 of the Code of Federal Regulations:

35.13(b)(1) – Materials included herewith are as follows:

- This filing letter;
- The Amendment (Attachment 1);
- A copy of Section 3 of the ISO Agreement marked to show changes to be made by the Amendment to ISO Agreement on file with the Commission (Attachment 2);⁸
- A list of NEPOOL Participants Committee members and alternates to which a copy of this filing has been sent electronically in accordance with the requirements of Rule 210 of the Commission's Rules of Practice and Procedure,

⁸ A composite copy of the ISO Agreement reflecting the changes effected by the Amendment is posted on ISO-NE's website at: http://www.iso-ne.com/FERC/filings/Interim_ISO_Agreement/.

18 C.F.R. § 385.2010, and Section 21.13 of the Restated NEPOOL Agreement (Attachment 3);

- A list of governors and utility regulatory agencies in Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut to which a copy of this filing has been sent (Attachment 4); and
- A draft form of notice, suitable for the publication in the *Federal Register* (Attachment 5), and a diskette containing this form of notice.

35.13(b)(2) – The NEPOOL Participants Committee and ISO-NE together request that the Amendment be permitted to be effective as soon as possible, but by no later than November 1, 2004, the date requested by the Settling Parties for approval of the Settlement Agreement.

35.13(b)(3) – A copy of this filing is being provided to ISO-NE, all Participants, and the governors and electric utility regulatory agencies for the six New England states which comprise the NEPOOL Control Area. Attachment 3 to this transmittal letter shows the names and addresses of all Participants Committee members and alternates, who represent all of the electric utilities rendering or receiving service under the NEPOOL Agreement, as well as each of the independent power producers, power marketers, power brokers, load aggregators, merchant transmission providers, and end users that are currently NEPOOL Participants. All NEPOOL Participants Committee members and alternates have been furnished with an electronic copy of the Amendment, together with this transmittal letter and the accompanying materials. Attachment 4 lists the names and addresses of New England governors and regulatory agencies. In accordance with Commission rules and practice, there is no need for the entities identified on Attachments 3 and 4 to be included on the Commission's official service list in the captioned docket unless such entities become intervenors in this docket.

35.13(b)(4) – A description of the materials submitted pursuant to this filing is contained in this transmittal letter and the Attachments referenced herein.

35.13(b)(5) – The reasons for the approval of the Amendment are discussed in this transmittal letter.

35.13(b)(6) – In accordance with Section 23 of the ISO Agreement, the Amendment was approved by ISO-NE's Board of Directors and by over 90% of the NEPOOL Participants Committee. The Amendment has also been executed by duly authorized representatives of both parties.

35.13(b)(7) – Neither ISO-NE nor the NEPOOL Participants Committee has any knowledge of any relevant expenses or costs of service that have been alleged or judged in any administrative or judicial proceeding to be illegal, duplicative, or unnecessary costs that are demonstrably the product of discriminatory employment practices.

35.13(b)(8) – Submitted as Attachment 5 to this transmittal letter is a draft form of notice concerning this filing that is suitable for publication in the *Federal Register* in accordance with Section 35.8 of the Commission’s Regulations. A diskette containing this form of notice is also enclosed.

35.13(c)(1) – The Amendment will not effect any rate increase.

35.13(c)(2) – The Amendment does not affect any change in rates or charges and there are no other arrangements for which a comparison of charges would be appropriate.

35.13(c)(3) – No specifically assignable facilities have been or will be installed or modified in order to supply service under the extension to the ISO Agreement.

Correspondence and communications regarding this filing should be addressed to the Chair of the Participants Committee and the undersigned as follows:

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Please acknowledge receipt of the foregoing by date-stamping the enclosed extra copy of this filing and returning it to the courier delivering this filing.

Respectfully submitted,

NEPOOL Participants Committee

ISO New England Inc.

by: _____
David T. Doot
Its Counsel

By: _____
Howard Shafferman
Its Counsel

cc: Donald J. Sipe, Chair, NEPOOL Participants Committee
Gordon van Welie, Chief Executive Officer, ISO New England Inc.
Kathleen A. Carrigan, General Counsel, ISO New England Inc.
Persons identified in Attachments 3 and 4

ATTACHMENT 1

**AMENDMENT NO. 5 TO
INTERIM INDEPENDENT SYSTEM OPERATOR AGREEMENT**

This Amendment No. 5 to Interim Independent System Operator Agreement (this "Amendment") is made and entered into as of this 31st day of August, 2004 by and between the entities which are the participants in the New England Power Pool pursuant to the Restated New England Power Pool Agreement dated as of September 1, 1971, as amended and restated to date ("Restated NEPOOL Agreement"), acting herein by and through the NEPOOL Participants Committee, as successor to the NEPOOL Management Committee (collectively, the "NEPOOL Participants" or "NEPOOL"), on the one hand, and ISO New England Inc. (the "ISO", and together with the NEPOOL Participants, the "Parties"), on the other.

WHEREAS, the NEPOOL Participants and the ISO are parties to that certain Interim Independent System Operator Agreement dated as of July 1, 1997, as amended from time to time (the "ISO Agreement"); and

WHEREAS, the term of the ISO Agreement, as amended, expires on December 31, 2004; and

WHEREAS, the NEPOOL Participants and the ISO desire to extend the term of the ISO Agreement in accordance with the terms of the "Settlement Agreement Resolving Specified Issues" dated August 20, 2004 (the "Settlement Agreement"), approved by the Participants Committee, which addresses disputes among NEPOOL, the ISO and various individual Participants concerning the proposal to establish the ISO as the regional transmission organization ("RTO") for New England pending before the Commission in Docket Nos. RT04-2, ER04-116, and EL01-39 (together, the "RTO-NE Dockets").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the NEPOOL Participants and the ISO agree as follows:

1. Amendment of Section 3. The heading and text of Section 3 of the ISO Agreement are amended and replaced in their entirety to read as follows:

3. TERM; EARLY TERMINATION

3.1 Term. The term of this Agreement shall begin on the Effective Date and shall continue until April 1, 2005, unless (a) earlier terminated in accordance with Section 3.2, or (b) otherwise terminated in accordance with the provisions of Section 13.

3.2 Early Termination. This Agreement shall automatically terminate before April 30, 2005 ("Early Termination") upon the occurrence of either of the following events:

- (a) The ISO becoming the RTO for New England in accordance with Paragraph 1 of the "Settlement Agreement Resolving Specified

Issues” dated August 20, 2004 entered into by and among the parties thereto, including the ISO and NEPOOL, as filed with the Commission (the “Settlement Agreement”).

- (b) The ISO becoming the RTO for New England following a termination of the Settlement Agreement that occurs in accordance with Paragraph 14(d) of the Settlement Agreement.

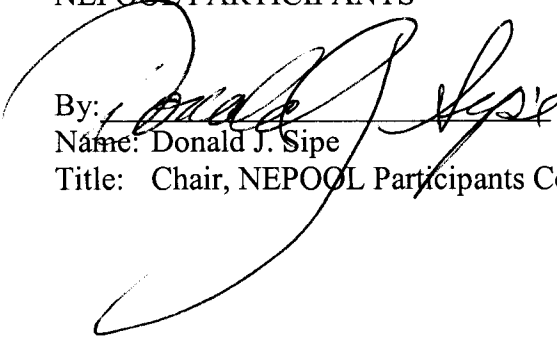
- 2. Continuing Effect.** Except as specifically amended hereby, all terms and provisions contained in the ISO Agreement shall remain unchanged and in full force and effect.
- 3. Reservation of Rights.** Nothing set forth in this Amendment shall be construed to alter, restrict, prejudice, or in any way be inconsistent with the rights of the NEPOOL Transmission Owners set forth in Section 17A of the Restated NEPOOL Agreement.
- 4. Counterparts.** Two or more counterparts of this Amendment may be signed by the Parties, each of which shall be an original but all of which together shall constitute one and the same instrument.
- 5. Governing Law.** This Amendment shall be governed by and enforced in accordance with the laws of the State of Connecticut.
- 6. Miscellaneous.** Terms used in this Amendment that are not defined herein shall have the meanings ascribed to them in the Settlement Agreement, the ISO Agreement, or the Restated NEPOOL Agreement.

[The next page is the signature page.]

IN WITNESS WHEREOF, the NEPOOL Participants and the ISO have caused this Amendment to be executed by their duly authorized representatives as of the date first written above.

NEPOOL PARTICIPANTS

ISO NEW ENGLAND INC.

By: 
Name: Donald J. Sipe
Title: Chair, NEPOOL Participants Committee

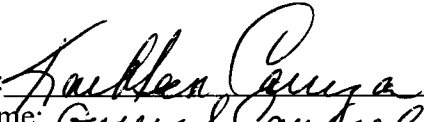
By: _____
Name:
Title:

IN WITNESS WHEREOF, the NEPOOL Participants and the ISO have caused this Amendment to be executed by their duly authorized representatives as of the date first written above.

NEPOOL PARTICIPANTS

ISO NEW ENGLAND INC.

By: _____
Name: Donald J. Sipe
Title: Chair, NEPOOL Participants Committee

By: 
Name: *Kathleen Carrigan*
Title: *General Counsel*

ATTACHMENT 2

2.30 **Party or Parties:** The NEPOOL Participants, acting collectively through NEPOOL, and the ISO as identified in the first paragraph of this Agreement.

2.31 **Satellites:** Those control centers now existing or to be established whose facilities are separate from the NEPOOL Control Center and which perform dispatching and other functions essential to the reliable operation of the System. Satellite responsibilities include, but are not limited to, regional transmission security analysis, switching and tagging, and implementation of applicable System Rules and Procedures. The locations of the Satellites as of the date of this Agreement are set forth on Schedule A attached hereto.

2.32 **System:** Designated Generation Facilities and Designated Transmission Facilities.

2.33 **System Rules and Procedures:** The criteria, rules, standards and procedures to be developed pursuant to this Agreement for operation of the System and administration of the transmission and market arrangements under the Tariff and the NEPOOL Agreement. Upon the Effective Date of this Agreement, the CRS and Operating Procedures then in effect shall constitute the System Rules and Procedures until modified, replaced or supplemented pursuant to the procedures set forth in Section 6.17.

2.34 **Tariff:** The NEPOOL Open Access Transmission Tariff set out in Attachment B to the NEPOOL Agreement, as modified and amended from time to time, which designates the terms and conditions of non-discriminatory regional transmission service provided by the NEPOOL Participants.

~~3. TERM; AUTOMATIC EXTENSION; ADDITIONAL MODIFICATIONS~~

3. TERM; EARLY TERMINATION

3.1 **Term.** The term of this Agreement shall begin on the Effective Date and shall continue until ~~December 31, 2004, unless this Agreement is~~ April 1, 2005, unless (a) earlier terminated in accordance with Section 3.2, or (b) otherwise terminated earlier in accordance with the provisions of Section 13.

3.2 Early Termination. This Agreement shall automatically terminate before April 30, 2005 ("Early Termination") upon the occurrence of either of the following events:

(a) The ISO becoming the RTO for New England in accordance with Paragraph 1 of the "Settlement Agreement Resolving Specified Issues" dated August 20, 2004 entered into by and among the parties thereto, including the ISO and NEPOOL, as filed with the Commission (the "Settlement Agreement").

(b) The ISO becoming the RTO for New England following a termination of the Settlement Agreement that occurs in accordance with Paragraph 14(d) of the Settlement Agreement.

ATTACHMENT 3

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State Capitol
210 Capitol Ave.
Hartford, CT 06106

Connecticut Department of Public Utility
Control
10 Franklin Square
New Britain, CT 06051-2605

Maine

The Honorable John Baldacci
One State House Station
Rm. 236
Augusta, ME 04333-0001

Maine Public Utilities Commission
State House, Station 18
242 State Street
Augusta, ME 04333-0018

Massachusetts

The Honorable Mitt Romney
Office of the Governor
Rm. 360 State House
Boston, MA 02133

Massachusetts Department of Telecommunications
and Energy
One South Station
Boston, MA 02110

New Hampshire

The Honorable Craig Benson
State House Rm. 208
Concord, NH 03301

New Hampshire Public Utilities Commission
8 Old Suncook Road - Building #1
Concord, NH 03301

Rhode Island

The Honorable Donald Carcieri
State House Rm. 143
Providence, RI 02903

Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

Vermont

The Honorable James Douglas
109 State Street
Montpelier, VT 05609

Vermont Public Service Board
112 State Street, Drawer 20
Montpelier, VT 05620-2701

**New England Governors
and Utility Regulatory
and Related Agencies**

September 14, 2004

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Public Utilities Commissioners, Inc.
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Power Planning Committee
New England Governors Conference, Inc.
76 Summer Street, 2nd Floor
Boston, MA 02110

ATTACHMENT 5

**UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION**

NOTICE OF FILING

New England Power Pool and) Docket No. ER04- -000
ISO New England Inc.)
)

(September , 2004)

Take notice that on September 14, 2004, the New England Power Pool (NEPOOL) Participants Committee and ISO New England Inc. (ISO-NE) jointly submitted a filing pursuant to Section 205 of the Federal Power Act requesting acceptance of Amendment No. 5 (Amendment) to the Interim Independent System Operator Agreement (ISO Agreement) dated July 1, 1997 between ISO-NE and the NEPOOL Participants. The Amendment extends the term of the ISO Agreement to no later than April 1, 2005 in accordance with certain terms of the Settlement Agreement Resolving Specified Issues (the "Settlement Agreement") filed the same day by NEPOOL, ISO-NE and the New England transmission owners which are parties thereto in Docket Nos. RT04-2, ER04-116, and EL01-39. NEPOOL and ISO-NE have requested that the Commission issue an order accepting the Amendment on or before November 1, 2004.

The NEPOOL Participants Committee and ISO-NE state that copies of these materials were sent to the NEPOOL Participants and the New England state governors and regulatory commissions.

Any person desiring to intervene or to protest this filing must file in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 CFR 385.211 and 385.214). Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a notice of intervention or motion to intervene, as appropriate. Such notices, motions, or protests must be filed on or before the comment date. Anyone filing a motion to intervene or protest must serve a copy of that document on the Applicant. On or before the comment date, it is not necessary to serve motions to intervene or protests on persons other than the Applicant.

The Commission encourages electronic submission of protests and interventions in lieu of paper using the "eFiling" link at <http://www.ferc.gov>. Persons unable to file electronically should submit an original and 14 copies of the protest or intervention to the Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426.

This filing is accessible on-line at <http://www.ferc.gov>, using the “eLibrary” link and is available for review in the Commission’s Public Reference Room in Washington, D.C. There is an “eSubscription” link on the web site that enables subscribers to receive email notification when a document is added to a subscribed docket(s). For assistance with any FERC Online service, please email FERCOnlineSupport@ferc.gov, or call (866) 208-3676 (toll free). For TTY, call (202) 502-8659.

Comment Date: 5:00 pm Eastern Time on _____.

Magalie R. Salas
Secretary