

ORGANIZATION OF MISO STATES, INC.
SPECIAL BOARD MEETING NOTES
November 23, 2004

Commissioner Susan Wefald, President of the Organization of MISO States, Inc. (OMS), called the November 23, 2004 Special Meeting of the OMS Board of Directors to order via conference call at approximately 2:00 pm (cst). The following directors were present for the meeting:

Susan Wefald, North Dakota
Laura Chappelle, Michigan
Ken Nickolai, proxy for Leroy Koppendrayner, Minnesota
Robert Garvin, Wisconsin
Diane Munns, Iowa
Kevin Wright, Illinois
Greg Jergeson, Montana
Judy Jones, Ohio
Glen R. Thomas, Pennsylvania
David Hadley, Indiana
A.W. Turner, proxy for Mark David Goss, Kentucky
Tim Texel, proxy for Louis Lamberty, Nebraska
Gary Hanson, South Dakota
Steve Dottheim, proxy for Steve Gaw, Missouri

Absent: Manitoba

Also Present:

Kim Joyce, Pennsylvania
Marla Larson, Montana
Jack Dwyer, Iowa OCA
Raksha Krishna, EEI
Bill Malcolm, MISO

The Directors and proxies listed above established the necessary quorum for the meeting of at least eight Directors being present.

President Wefald announced there would be one item of business on the meeting agenda:

1. Action item: David Hadley moved that OMS should hire a consultant to assist the Market Monitoring Working Group prepare comments to the FERC on the issues regarding state commission access to confidential information. Diane Munns offered a second.

- David Hadley has been working with state commissions and stakeholders on the issue of data confidentiality. Due to the tight timeline to get the compliance filing ready - and the lack of staff able to provide the necessary assistance to do so - the Market Monitoring Work Group asked the OMS to consider hiring outside counsel for the purposes of drafting strawman language to be approved or rejected by OMS at the Annual Meeting on December 9 and solely for this purpose.
- Judy Jones indicated Ohio would have to abstain from voting, because Ohio contracts with Scott Hempling. Steve Dottheim, Missouri, also indicated Scott Hempling has worked for Missouri, but he doesn't anticipate a conflict.

- President Wefald asked for questions for David Hadley and referred to the notes on the agenda page naming Scott Hempling as the preferred choice for legal counsel.
- Scott Hempling was recommended by members of the MMWG for his skill set. Scott was asked if he would be willing to work solely on the comments portion of this project. He agreed to do so if that is what the agreement stipulates. Hourly his rate would be \$200 - \$250 per hour (depending on which individual in his group works on the project). He has offered to work on a task by task fixed fee arrangement - estimating it would take about 40-50 hr to complete the project.
- Laura Chappelle and Bert Garvin both felt OMS should not provide compensation that is open-ended.
- After much discussion, President Wefald asked the directors to vote on three separate motions:
 1. Shall OMS hire a consultant to assist the Market Monitoring Work Group with their comments? Motion carried unanimously by voice vote of directors.
 2. Ken Nickolai moved that OMS select Scott Hempling for this engagement at an hourly rate with total cost not to exceed \$20,000. Laura Chappelle seconded the motion.
Bert Garvin objected to \$20,000. Too expensive. Laura agreed. Ken Nickolai amended the motion to \$15,000 instead. The new amount was acceptable to Laura, who seconded the amended motion.

Ken Nickolai moved that OMS select Scott Hempling for this engagement at an hourly rate with total cost not to exceed \$15,000. Laura Chappelle seconded the motion
OMS directors by voice vote passed the motion with all members but one voting yes. Ohio abstained.
 3. Ken Nickolai moved and Kevin Wright offered a second to approve Bill Smith to draft and sign a contract authorizing Scott Hempling to work for OMS. Motion carried unanimously by voice vote of OMS directors.

President Wefald indicated state staff assistance is crucial to the success of this endeavor. All the state commission help needed by David Hadley's Work Group is still needed even though they've hired Scott Hempling. (President Wefald asked the directors to refer to the memo sent out last week to all the state commissioners.) She asked each each director to designate someone from each of your states to be in touch with David Hadley.

At the MISO Advisory Committee Meeting on December 8, MISO intends to present Tariff language, MMWG will be working with them to produce language.

MISO will be offering tariff language for OMS to support or reject at the Annual Meeting on December 9.

Comments will be due to the FERC in late December or early January

Meeting adjourned at 2:30 pm (cst).