

ORGANIZATION OF MISO STATES, INC.
Board of Directors Special Meeting
Conference Call Notes
December 19, 2006

The following board members or their proxies participated in the meeting:

David Hadley, Indiana
Randy Rismiller, proxy for Kevin Wright, Illinois
Frank Bodine, proxy for John Norris, Iowa
Jeff Johnson, proxy for Mark David Goss, Kentucky
Steve Gaw, Missouri
Laura Chappelle, Michigan
Burl Haar, proxy for Ken Nickolai, Minnesota
Greg Jergeson, Montana
Susan Wefald, North Dakota
Judy Jones, Ohio
Gary Hanson, South Dakota
Dan Ebert, Wisconsin

Absent

Manitoba
Nebraska

Non-proxy staff participating

AW Turner, Kentucky
Jorge Valladares, Kentucky
Angie Butcher, Michigan
Candace Beery, Montana
Jerry Lein, North Dakota
Kevin Holtsberry, Ohio
Valerie Lemmie, Ohio
David Sapper, Wisconsin

Also Bill Smith - OMS Staff

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

Business Items

1. Comment to FERC on RECB II filing – Pricing Work Group/Randy Rismiller & Mike Proctor

Gary Hanson moved to file the draft document with FERC. Burl Haar seconded. Steve Gaw began moving through the document page by page for comments.

- Page 2, Section 3B was highlighted and Mike Proctor explained that there was disagreement within the Pricing Group about that section and the Board needed to take a vote. Further explanation and discussion ensued about the 20% regional postage stamp rate.

Jeff Johnson moved that the Board vote to adopt the highlighted language. Frank Bodine seconded. A roll call vote was taken. The motion was tied 6-6 with 1 abstention and 2 states not present. The states voting aye were: Iowa, Kentucky, Minnesota, Missouri, Montana, and

Ohio. States voting nay were: Indiana, Michigan, North Dakota, Pennsylvania, South Dakota, and Wisconsin. The state abstaining was Illinois. Nebraska and Manitoba were not present.

- Further discussion on how to word the postage stamp issue, footnoting and individual state filing carried on.
- Missouri offered a footnote to page 2, Section 3A, with Wisconsin voicing their support.
- Page 5. North Dakota offered changes to wording in relation to the 20% RPB issue.

Susan Wefald moved to amend to draft to strike the words 20% of RPB costs on a region-wide basis and the remaining on the 5th page and on the 6th page strike especially the 20% region-wide complement and the word very. Laura Chappelle seconded the motion. A roll call vote was taken. The motion was failed 7-6 and 2 states not present. States voting nay were: Illinois, Iowa, Kentucky, Missouri, Montana, Ohio, and Pennsylvania. States voting aye were: Indiana, Michigan, Minnesota, North Dakota, South Dakota and Wisconsin. Nebraska and Manitoba were not present. The motion will be footnoted at the bottom of the pages.

- Page 6. Burl Haar suggested removing the word "major" from the bottom of the page. After discussion, the word was removed.
- Michigan requested the addition of footnotes to pages 25, 28 & 25. Wisconsin joined in the footnotes on pages 25 & 28.

A final roll call vote was taken on the document and it passed 11-0 with 2 abstentions and 2 states not present. States voting aye were: Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Montana, North Dakota, Pennsylvania, South Dakota, Wisconsin. Illinois and Ohio abstained. Nebraska and Manitoba were not present.

- Any additional footnote requests or vote changes needed to be in by Thursday, December 21, 2006.

2. Request for Rehearing/Clarification on RECB I Order – Pricing Work/Randy Rismiller & Mike Proctor

Randy Rismiller gave an overview of the FERC order.

- It was stated the Pricing Work Group had not had a chance to look at the issue yet and suggested they give the draft document some attention before it was put before the Board for consideration.
- Further debate happened on the need for a rehearing.

Recording of the call ended at 3:17pm CST.