

**ORGANIZATION OF MISO STATES, INC.
Board of Directors Special Closed Meeting
Conference Call Minutes
December 12, 2014**

Draft

Eric Callisto, President of the Organization of MISO States, Inc. (OMS), called the December 12, 2014 Special Closed meeting of the OMS Board of Directors to order via conference call at approximately 1:30 p.m. (CST). The following board members or their proxies participated in the meeting:

Elana Wills, proxy for Colette Honorable, Arkansas
John Colgan, Illinois
Angela Weber, Indiana
Libby Jacobs, Iowa
Linda Breathitt, Kentucky
Noel Darce, proxy for Eric Skrmetta, Louisiana
Sally Talberg, Michigan
Betsy Wergin, proxy for David Boyd, Minnesota
David Carr, proxy for Brandon Presley, Mississippi
Josh Harden, proxy for Robert Kenney, Missouri
Phil Movish, proxy for Jason Williams, City of New Orleans
Jerry Lein, proxy for Brian Kalk, North Dakota
Richard Greffe, proxy for Ken Anderson, Texas
Eric Callisto, Wisconsin

Absent

Manitoba
Montana
South Dakota

Agency members participating

Bert Finzer, Keith Berry – Arkansas

Others on the call

Bill Smith, Tanya Paslawski, Julie Mitchell – OMS Staff

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

BUSINESS

1. ROE settlement strategy discussion, EL14-12

Betsy Wergin moved to give Bill Smith and Tanya Paslawski, and any attorneys that OMS may hire in the future, authority to negotiate these matters consistent with these guidelines and further that the Executive Committee have the authority to resolve this case consistent with these guidelines (recognizing that settlement is very unlikely except under the most unusual of circumstances); John Colgan seconded. The motion passed by voice vote with Louisiana abstaining.

ADJOURNMENT

The closed meeting of the OMS Board of Directors meeting adjourned at approximately 2:05 pm CST.