

ORGANIZATION OF MISO STATES, INC.
SPECIAL EXECUTIVE COMMITTEE MEETING MINUTES
July 7, 2005

Approved 8/04/05

Commissioner Kevin Wright, President of the Organization of MISO States, Inc. (OMS), called the July 7, 2005 Special Meeting of the OMS Executive Committee to order via conference call at approximately 2:00 p.m. (CDT). The following directors participated in the meeting:

Kevin Wright, Illinois
Burl Haar, proxy for Ken Nickolai, Minnesota
Judy Jones, Ohio
Steve Gaw, Missouri
David Sapper, proxy for Bert Garvin, Wisconsin

The directors listed above established the necessary quorum of three (3) Executive Committee members.

The Executive Committee members unanimously approved a motion to go into closed session at 2:05 pm to discuss one item of business on its agenda, the approval of a contract authorized by the Board of Directors at its special meeting June 30.

The meeting was closed because it dealt with potential litigation. After discussion, the members came out of closed session at 3:25 pm to unanimously approve, by voice vote of the members present, the contract with the Scott Hempling Law Firm which follows the minutes.

The meeting adjourned at 3:35 pm CDT

Law Offices of Scott Hempling, P.C.

Agreement for Legal Services

1. This is an agreement for legal services between the Law Offices of Scott Hempling, P.C. ("Law Offices"), and the Organization of MISO States ("OMS"). This agreement covers work relating to the data access issue in FERC Docket No. ER04-691-000.

2. Law Offices will carry out such analyses or other tasks as directed by Comm. David Hadley, William Smith or their designees, relating to possible actions OMS might take as result of FERC's order of June 21, 2005 in the above mentioned docket. William Smith will be responsible for administering this contract on behalf of OMS.

3. Law Offices will bill for work on an hourly basis, recorded by the quarter hour and not to exceed \$12,000, at the following rates:

Senior staff: \$250

Intermediate staff: \$190-225

Law clerks and research assistants: \$80

4. Law Offices will invoice monthly for legal services and expenses, such as postage, long distance charges, photocopying expenses, and computerized legal research. Expenses will be charged at cost. There is no charge for clerical time, overhead or computer usage. Invoices are payable within 30 days of receipt.

5. This agreement implements the authorization of the OMS Board at its June 30, 2005, meeting.

6. OMS may discharge Law Offices at any time. If OMS discharges Law Offices or Law Offices properly withdraws from representation, OMS agrees to pay those expenses and legal fees which are owed as of that time to Law Offices under this agreement.

Dated _____.

Scott Hempling

William Smith for OMS