

**ORGANIZATION OF MISO STATES, INC.
Executive Committee Meeting Minutes
December 18, 2014**

Approved January 29, 2015

Eric Callisto, President of the Organization of MISO States, Inc. (OMS), called the December 18, 2014 meeting of the OMS Executive Committee to order via conference call at approximately 1:00 p.m. (CDT). The following directors participated in the meeting:

President – Eric Callisto, Wisconsin
Vice-President – Libby Jacobs, Iowa
Treasurer – Colette Honorable, Arkansas
Secretary – Linda Breathitt, Kentucky
Commissioner at Large – Sally Talberg, Michigan
Past-President – vacant

Others present on the conference call:

OMS Staff – Bill Smith, Tanya Paslawski, Julie Mitchell

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

The minutes of the November 25, 2014 open and closed meetings were approved as distributed with Wisconsin abstaining.

BUSINESS

1. Return on Equity: Settlement Conference Update

Eric Callisto introduced this item and Bill Smith provided the update, indicating that a settlement had not been reached and parties were at an impasse. A pre-hearing conference will be held in January. Proposals are currently being solicited for counsel in this matter.

2. OMS Insurance Renewal

Bill Smith presented the documentation and walked through the insurance coverage and costs and requested approval to renew the policies for 2015. Renewal was approved by acclamation; and it was requested that further research be done to determine if additional directors and liability coverage is needed.

3. Approval of auditing firm to file OMS taxes and conduct 2014 audit

Bill Smith explained the current status of OMS's relationship with Ryun Givens and requested approval to retain that firm to conduct the 2015 audit and IRS filings. Approval was given by acclamation.

4. 2015 OMS Strategic Initiatives Discussion

Libby Jacobs presented the draft 2015 OMS Strategic Initiatives and indicated it would be presented to the full Board for approval during the January 2015 meeting.

5. Agenda for the January 15, 2015 Board Meeting

The following items were discussed for inclusion:

- Periodic updates from the MISO IMM and FERC embedded staff (possibly 2-3 times per year);
- Strategic Initiatives;
- ROE docket update;
- Possible OMS participation at the FERC regional clean power plant meetings.

6. Review of Demand Response Principles approved in 2007

Eric Callisto introduced this topic and led discussion. It was agreed to review the resolutions and principles documents on the OMS website, beginning with the Demand Response Principles, as time allows.

7. Approval of doc-less intervention in Docket ER15-592

Tanya Paslawski presented this issue and requested approval to file an intervention without taking a position on the merits of the issue so as to be included in communications and status updates about the docket. Approval was granted by acclamation with Colette Honorable abstaining.

8. Vote for PAC Co-Chair

Sally Talberg requested input from the Executive Committee regarding the upcoming vote for MISO PAC Co-Chair. There were no objections from the Executive Committee to following the staff recommendation.

9. OMS Officer Vacancies

The OMS Secretary and Treasurer positions will both be vacant at the beginning of 2015. Libby Jacobs recommended waiting to fill the positions until January 2015 and allowing the 2015 Nominating Committee to provide recommendations of appointees to the OMS Board of Directors. That recommendation was approved by acclamation.

The open meeting adjourned at approximately 1:45 p.m. CST