

NPCC Governmental/Regulatory Affairs Advisory Group

Terms of Reference

The following “Terms of Reference” define the composition and conduct of the Northeast Power Coordinating Council (“NPCC”) Governmental/Regulatory Affairs Advisory Group (“Advisory Group”).

Mission Statement

To promote NPCC interaction and coordination with Federal/State/Provincial governmental/regulatory agencies on a coordinated regional basis, and identify and develop policy input for NPCC (NPCC Inc.) and Northeast Regional Governmental/Regulatory bodies.

Objectives

To share actionable information among NPCC, NERC (ERO) and other related governmental/regulatory agencies related to regional energy and reliability matters.

To provide a forum where industry and governmental/regulatory representatives can exchange views and strive to develop consensus recommendations provided to the Executive Committee of NPCC (Board of Directors of NPCC Inc.) on reliability issues specific to the NPCC region (Northeastern United States and Eastern Canada).

Participation

Participation is open to any NPCC Member as well as industry and governmental/regulatory parties. Participants shall have an opportunity to express views on matters discussed at the meeting. All participants of a meeting shall advise the Chair in advance of their attendance in order to facilitate the logistics of planning the meeting.

Governance

The Advisory Group shall select a Chair and Vice Chair whose terms are not to exceed two years; the Chair and Vice Chair shall not be from the same organization or same type of organization. Upon the completion of the term of the Chair, the current Vice Chair will normally succeed as Chair for a term not to exceed two years. A Secretary may also be appointed.

Voting

Consensus positions of the issues presented before the Advisory Group, where possible, will be developed by those participating in the Advisory Group’s discussion. Minority positions may also be developed in cases where a consensus opinion of the participants is not achievable.

Meetings

At the start of each year, two meetings of the Advisory Group meetings shall be scheduled in advance for that year. Additional meetings, as requested by members and scheduled by the Chair, will be held as necessary. Conference calls will be utilized to the extent possible to discuss urgent issues before the Advisory Group. All participants in the Advisory Group’s meetings agree to abide by NPCC’s Anti-Trust Guidelines (attached).

Notice of Meetings

Written or electronic notice of each meeting shall normally be given to the Advisory Group not less than seven days prior to the date of the meeting. Such notice of the meeting shall include the agenda of those topics to be addressed and all background materials available and deemed by the Chair necessary to consider a position on all issues to be discussed.

Background materials should be provided to the Chair prior to the date of the notice of a meeting so that such information can reasonably be included with the notice. Notice shall be deemed to have been given if sent electronically to participants at his or her designated electronic mail address and/or when posted on the NPCC website (at: <http://www.npcc.org/regulatory.cfm>)

Antitrust Guidelines for NPCC Meetings

The antitrust laws make it important that meeting participants avoid discussion of topics that could result in charges of anti-competitive behavior, including: restraint of trade and conspiracies to monopolize, unfair or deceptive business acts or practices, price discrimination, division of markets, allocation of production, imposition of boycotts, and exclusive dealing arrangements.

Therefore, you should not discuss during the meeting or during any breaks:

- Your company's prices for products or services, or prices charged by your competitors;
- Costs, discounts, terms of sale, profit margins or anything else that might affect prices;
- The resale prices your customers should charge for products you sell them;
- Allocating markets, customers, territories or products with your competitors;
- Limiting production;
- Whether or not to deal with any company; and
- Any competitively sensitive information concerning your company or a competitor.

If you have any questions, please contact NPCC's Secretary, Robert Lamkin at (212) 424-8278.