

ISO NEW ENGLAND INC.
CHARTER OF THE
SYSTEM PLANNING AND RELIABILITY COMMITTEE
OF THE BOARD OF DIRECTORS

COMMITTEE TITLE

This committee (the “Committee”) will be called the System Planning and Reliability Committee of the Board of Directors of ISO New England Inc. (the “Company”).

PURPOSE

The Committee is a standing committee of the Board of Directors of the Company.

The Committee will be responsible for studying and making recommendations to the Board of Directors with respect to system planning and reliability issues, including compliance with mandatory reliability standards.

The Committee will be responsible for overseeing the Regional System Plan process and recommending to the Board of Directors the annual Regional System Plan.

MEMBERSHIP

The Committee will consist of three or more members of the Board of Directors of the Company. Each member of the Committee must meet all independence standards imposed under the Company’s charter, by-laws and code of conduct.

AUTHORITY AND RESPONSIBILITIES

The Committee has the authority to study and make recommendations to the Board with respect to system planning and reliability issues.

More specifically, the Committee shall review the Company’s compliance with mandatory reliability standards, including those approved by the North American Electric Reliability Corporation’s Board of Trustees and the Federal Energy Regulatory Commission, and shall receive regular reports from the Company’s personnel responsible for compliance.

The Committee will oversee the Regional System Plan process and recommend an annual Regional System Plan to the Board for approval.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain special legal or other advisors to advise the Committee in the performance of its duties.

The Committee will make regular reports to the Board. The Committee will review key risks within the scope of its oversight of Company operations and will report to the Board of Directors regarding these key risks no less frequently than annually. The Committee may review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will review the Committee's own performance annually.

In performing its functions, the Committee will undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to fulfilling and implementing the purposes of the Committee.