

MEMA Template

MID-CONTINENT ENERGY MARKETERS ASSOCIATION

EXAMPLE CONFIRMATION LETTER – MISO MODULE E CAPACITY

This confirmation letter shall confirm the Transaction agreed to on \_\_\_\_\_, \_\_\_\_ between \_\_\_\_\_ (as “Seller”) and \_\_\_\_\_ (as “Buyer”) regarding the sale/purchase of the Product under the terms and conditions as follows:

Schedule P Product:

Other:

Capacity from a Capacity Resource, as both terms are defined in the Midwest Independent Transmission System Operator, Inc.’s (“MISO”) Open Access Transmission Tariff as may be amended from time to time (“MISO Tariff”), that qualifies for designation by Buyer as a Planning Resource in accordance with Module E of the MISO Tariff and the applicable Business Practices Manuals published by the MISO, including but not limited to the Business Practice Manual for Resource Adequacy, as such Business Practice Manuals may be amended from time to time (“MISO Manuals”). Capacity does not include any deliveries of Energy or any Ancillary Services, nor does it include Energy sales or Energy call or other rights with respect to Energy. *[Note to Draft – If the Parties are contemplating a capacity transaction with a delivery period that commences after or extends beyond May 31, 2009, the Parties may want to consider replacing the word “Capacity” in this section with “Unforced Capacity” for the product to be delivered on and after June 1, 2009.]*

Contract Quantity: \_\_\_\_ MW

Contract Price: \$\_\_\_\_ per kW-month (i.e., \$\_\_\_\_\_ per month, for each month encompassed by the Delivery Period).

Delivery Period: \_\_\_\_\_, 20\_\_ through \_\_\_\_\_, 20\_\_

Special Conditions:

1. Specified Generation Resource. \_\_\_\_\_ generating facility located in \_\_\_\_\_, which is reported by the MISO as the Commercial Price Node \_\_\_\_\_, shall be the Capacity Resource providing the Capacity hereunder in accordance with the terms and conditions set forth in this confirmation letter (“Specified Generation Resource”). *[Note to Draft – The Parties may wish to consider providing additional language within this section to address issues relating to the designation of alternate resources.]*

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2. Availability. Notwithstanding anything to the contrary in this confirmation letter or otherwise, in the case of any outage, so long as Seller causes the Specified Generation Resource, with respect to the Contract Quantity stated above, to comply with the offer requirements of a Planning Resource as provided in Module E of the MISO Tariff and the MISO Manuals, Seller will not be deemed to be in breach of its obligation to make available the Capacity hereunder.
3. Seller's Additional Representation. During the Delivery Period, Seller shall not commit to any person other than Buyer the Quantity of Capacity that is the subject of this Transaction from the Specified Generation Resource as a Planning Resource.
4. Buyer's Additional Representation. Any communications regarding the provisions of this confirmation letter made by Buyer to the MISO, any reliability council, or other governmental authority shall be consistent with the terms of this confirmation letter.
5. Defined Terms. Terms used but not defined herein or in the Tariff shall have the meanings ascribed to such terms in the MISO Tariff.

This confirmation letter is being provided pursuant to and in accordance with the Mid-Continent Energy Marketers Association Capacity and Energy Tariff (the "Tariff") and constitutes part of and is subject to the terms and provisions of such Tariff. Terms used but not defined herein shall have the meanings ascribed to them in the Tariff.

Seller

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Phone No: \_\_\_\_\_  
Fax: \_\_\_\_\_

Buyer

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Phone No: \_\_\_\_\_  
Fax: \_\_\_\_\_

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