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Article VI Amended September 18, 2003
Article V Amended March 18, 2004
Articles III, IV, VI and X Amended February 1, 2005
Articles II, IV and VIII Amended November 17, 2011

BY-LAWS
OF
ISO NEW ENGLAND INC.

ARTICLE I

OFFICES

Section 1.1 The registered office of the Corporation in the State of Delaware shall be as stated in the Certificate of Incorporation or at such other location in the State of Delaware to which the registered office shall be changed by action of the Board of Directors.

Section 1.2 The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF DIRECTORS IN THEIR CAPACITY AS MEMBERS

Section 2.1 All meetings of the directors, in their capacity as members, shall be held at such place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

Section 2.2 All meetings of directors, in their capacity as members, shall be held on not less than five days' notice at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

Section 2.3 The presence in person of a majority of the voting directors, in their capacity as members, shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. If a quorum shall not be present, the directors present, in their capacity as members, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 2.4 When a quorum is present at any meeting, the vote of a majority of the voting directors present in person, in their capacity as members, shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by any provision of law, the Certificate of Incorporation or these By-laws, in which case such express provision shall govern and control the decision of such question.

Section 2.5 Unless otherwise provided in the Certificate of Incorporation or in Section 10.1 of these By-laws, any action required to be taken at any meeting of members of the Corporation, or any action which may be taken at any meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing or in electronic format, setting forth the action so taken, shall be signed or submitted by that number of directors, in their capacity as members, that would be necessary to authorize or take such action at a meeting at which directors, in their capacity as members, were present and voted; provided that any member submitting a consent in electronic format shall also deliver a written copy of such consent to the Corporation by mail, overnight delivery or hand. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those directors, in their capacity as members, who have not consented.

ARTICLE III

DIRECTORS

Section 3.1 The Board of Directors shall be the governing body of the Corporation. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things, either directly as a Board of Directors or in the capacity of the directors as the sole members of the Corporation, as may be directed or required by law.

Section 3.2 The number of directors which shall constitute the Board of Directors and the terms of office of directors shall be set by the Certificate of Incorporation. Except for the person elected and serving as the President and Chief Executive Officer of the Corporation, at each annual meeting of the members of the Corporation, directors whose terms expire shall be elected by a majority of the directors then in office in their capacity as the members of the Corporation for the term specified in the Certificate of Incorporation. Except for the President and Chief Executive Officer, who shall be an *ex officio*, non-voting member of the Board of Directors, each director elected shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor is elected and takes office, or (b) his or her earlier death, resignation or removal. No person or director shall be eligible for election or reelection, as the case may be, as a director unless such person or director is age 70 or less at the time of such election or reelection. Additionally, no director shall be eligible for reelection as a director if such person has served three consecutive three-year terms, provided that such term limit shall be subject to waiver by the Board of Directors.

Section 3.3 Any vacancy of a directorship may be filled by a majority of the voting directors then in office, though less than a quorum, or by a sole remaining director, and the director so chosen shall hold office for the balance of the unexpired term of such directorship and until his or her successor is duly elected and takes office or until his or her earlier death, resignation or removal.

Section 3.4 Directors shall be subject to the non-affiliation provisions of the Corporation's Code of Conduct.

Section 3.5 If the Board of Directors by the affirmative vote of a majority of the disinterested, voting directors then in office determines that a director has failed to comply with the requirements specified in the Code of Conduct, of which failure the Board of Directors shall be the sole judge, the director shall thereupon automatically cease to be a director, his or her office shall become vacant and the vacancy shall be filled at the next scheduled meeting of the Board of Directors.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 The Board of Directors may hold meetings either within or without the State of Delaware.

Section 4.2 An annual meeting of the Board of Directors shall be held each year to review operations during the immediately preceding year, to elect directors and officers, to elect the Chair of the Board of Directors as required by Section 4.4 of these By-laws, and to transact such other business as may properly be brought before the meeting. Each annual meeting of the Board of Directors shall be held at such time and at such place as shall from time to time be fixed by resolution of the Board of Directors without notice other than such resolution.

Section 4.3 Regular meetings of the Board of Directors shall be held at least each quarter at such time and at such place as shall from time to time be fixed by resolution of the Board of Directors without notice other than such resolution.

Section 4.4 At each annual meeting of the Board of Directors, the Board of Directors shall elect from among its members the Chair of the Board of Directors. The Chief Executive Officer shall not be the Chair of the Board of Directors. The Chair shall serve until the next annual meeting of the Board of Directors and until his or her successor has been elected and takes office. The Chair of the Board of Directors shall preside at all meetings of the Board

of Directors and at all meetings of the directors in their capacity as members. He or she shall conduct such meetings in accordance with procedures, if any, established by the Board of Directors or by the directors in their capacity as members. In the case of any absence, inability to act or vacancy in the office of the Chair of the Board of Directors, such person as the Board of Directors may designate shall assume all the functions and discharge all the duties of the Chair of the Board of Directors.

Section 4.5 Except as may be provided by Section 4.2 or 4.3 of these By-laws, all meetings of the Board of Directors may be called by the Chair of the Board of Directors, the President or by two or more directors on not less than five days' notice to each director.

Section 4.6 At all meetings of the Board of Directors, a majority of the voting directors then in office shall constitute a quorum for the transaction of business and the act of a majority of the voting directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Certificate of Incorporation or these By-laws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.7 Unless otherwise restricted by the Certificate of Incorporation or in Section 10.1 of these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all voting members of the Board of Directors or committee, as the case may be, consent thereto in writing or in electronic format, and the consents are filed with the minutes of proceedings of the Board of Directors or committee.

Section 4.8 Unless otherwise restricted by the Certificate of Incorporation or these By-laws, members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall

constitute presence in person at the meeting. Members of the Board of Directors, or any committee of the Board of Directors, may not participate in a meeting of the Board of Directors, or any committee, by means of a proxy.

ARTICLE V

COMMITTEES OF THE BOARD

Section 5.1 The Corporation shall have the following standing committees: a Nominating and Governance Committee, a Compensation and Human Resources Committee, an Audit and Finance Committee, a Markets Committee and a System Planning and Reliability Committee. Each standing committee shall consist of three or more directors. The President of the Corporation shall not be a member of any of the standing committees. Each standing committee shall have such duties and may exercise such authority as prescribed for that standing committee in the charter of that standing committee approved by the Board of Directors and as may be prescribed for the standing committee by resolution of the Board of Directors.

Section 5.2 The Board of Directors may, by resolution passed by a majority of the voting members of the Board of Directors, designate one or more special committees, each special committee to consist of one or more of the directors of the Corporation. All special committees shall have such duties and may exercise such authority as may be prescribed for them by resolution of the Board of Directors.

Section 5.3 Except as otherwise provided by resolution of the Board of Directors, each standing or special committee may determine the manner in which its proceedings shall be conducted. Each standing or special committee shall keep regular minutes of its meetings and periodically report the same to the Board of Directors.

ARTICLE VI

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ARTICLE VII

COMPENSATION OF DIRECTORS

Section 7.1 Unless otherwise restricted by the Certificate of Incorporation or these By-laws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and, except for the person elected and serving as the President and Chief Executive Officer of the Corporation, may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. Members of standing or special committees may be allowed like compensation for attending committee meetings.

ARTICLE VIII

NOTICES

Section 8.1 Whenever, under the provisions of the statute or of the Certificate of Incorporation or of these By-laws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given electronically, by telephone, or in a writing to such director, at his or her telephone or facsimile number(s) or address(es) as they appear on the records of the Corporation, and such notice shall be deemed to be given (a) if by telephone, when telephoned, provided that in order to be effective, telephone notices must be confirmed in writing or in electronic format no later than the next day, (b) if by facsimile or electronically, when received, (c) if by hand delivery, when delivered, (d) if by a reputable overnight delivery service, charges prepaid, one day after given to such delivery service, and (e) if by a regular first class mail, postage prepaid, when received.

Section 8.2 Whenever any notice is required to be given under the provisions of the statute or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, or submitted electronically by such person or persons, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of

such meeting, except when the person attends the meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX

OFFICERS

Section 9.1 The officers of the Corporation shall be a President, a Secretary and a Treasurer or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed. The Corporation may also have one or more Vice-Presidents and such other officers and assistant officers as the Board of Directors may choose. Any number of offices may be held by the same person, except that the offices of President and Treasurer may not be held by the same person.

Section 9.2 The officers and assistant officers shall be chosen by the Board of Directors at its annual meeting and shall hold office until their successors are elected and qualified or until their earlier resignation or removal.

Section 9.3 The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 9.4 The President may be removed at any time as provided in the Certificate of Incorporation. Any other officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors then in office. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 9.5 The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 9.6 Officers shall be employees of the Corporation.

Section 9.7 The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall be referred to as the "President and Chief Executive Officer."

Section 9.8 The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 9.9 In the absence of the President or in the event of his or her inability or refusal to act, and if a Vice-President has been appointed by the Board of Directors, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 9.10 The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing or special committees when required. He or she shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. He or she shall have custody of the corporate seal of the Corporation and he or she, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 9.11 The Treasurer shall have or arrange for the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 9.12 The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 9.13 If required by the Board of Directors, the Treasurer shall give the Corporation a bond (which shall be renewed periodically) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of this office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE X

FUNDAMENTAL ACTIONS

Section 10.1 Notwithstanding anything to the contrary contained in these By-laws, no action by the Board of Directors or by the directors in their capacity as members, of a kind described below shall become effective unless (i) not less than five days' notice of the proposed action shall have been given to each director prior to the meeting of the Board of Directors at which such proposed action is to be voted on and (ii) such action shall have been approved by resolution passed by two-thirds of the voting directors then in office:

- (a) except as otherwise provided in the Certificate of Incorporation, removal of any director;
- (b) adoption of any plan of merger or consolidation;
- (c) adoption of any plan of sale, lease or exchange of assets relating to all, or substantially all, of the property and assets of the Corporation;
- (d) adoption of any plan of division relating to the division of the Corporation into two or more corporations or other legal entities;
- (e) adoption of any plan of conversion relating to the conversion of the Corporation into a non-profit stock corporation, into a for-profit stock business corporation or into any other form of for-profit legal entity;
- (f) adoption of any proposal of voluntary dissolution; or
- (g) taking any action which has the purpose or effect of the adoption of any plan or proposal described in items (b), (c), (d), (e) or (f) above.

ARTICLE XI

GENERAL PROVISIONS

Section 11.1 All checks or demands for money and notes of the Corporation shall be signed by any officer or by any other person designated by the Board of Directors.

Section 11.2 The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 11.3 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 11.4 The books of the Corporation may be kept within or without the State of Delaware at the principal place of business of the Corporation.

ARTICLE XII
AMENDMENTS

Section 12.1 Subject to the authorization being contained in the Certificate of Incorporation, these By-laws may be altered, amended or repealed or new by-laws may be adopted at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting, by a vote of two-thirds of the voting directors then in office.