

**ISO NEW ENGLAND INC.
CHARTER OF THE
COMPENSATION AND HUMAN RESOURCES COMMITTEE
OF THE BOARD OF DIRECTORS**

COMMITTEE TITLE

This committee (the “Committee”) will be called the Compensation and Human Resources 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. As outlined below, the Committee will be responsible for various aspects of the compensation of the Company’s personnel, policies and benefits promulgated by the Company’s Human Resources Department, and executive management succession planning.

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 applicable law and the Company’s charter, by-laws and code of conduct, as well as any applicable independence standards adopted by the Board of Directors.

AUTHORITY AND RESPONSIBILITIES

Salaries

- The Committee will make recommendations to the Board of Directors regarding reasonable salaries for the officers of the Company.
- The Committee will establish reasonable salary levels for the Company’s other employees or delegate some or all of this responsibility to the Company’s officers.

Incentive Plan Goals and Performance

- In accordance with the terms of the relevant incentive plan(s), after soliciting feedback from the appropriate committees of the Board, the Committee will review and make recommendations to the Board of Directors regarding plan goals and objectives.
- After soliciting feedback from the appropriate committees of the Board, the Committee will evaluate and make recommendations to the Board of Directors regarding the achievement of these goals and objectives.

Role of Committee Regarding Human Resources Policies and Benefits and Issues Related to Succession

- Except as set forth herein or in the relevant benefit plan, the Committee will have oversight of all Company benefits and benefit plans. Notwithstanding the foregoing, the Board of Directors will have the ultimate authority for the plan design and benefit levels of the Company's retirement benefits and benefit plans (e.g., 401(k) and pension plans), subject to the Committee's review and recommendation, and the Audit and Finance Committee will be responsible for the investment and management of any plan assets held in, or for the benefit of, such benefit plans.
- Management will consult with the Committee regarding material changes to significant non-benefit policies promulgated by the Company's Human Resources Department, with the exception of the Code of Conduct, for which the Audit and Finance Committee and full Board of Directors are responsible, as set forth therein.
- The Committee will be responsible for issues related to executive management succession and planning therefor, subject to the authority of the Board of Directors to approve the hiring or appointment of any officer of the Company.

General

- The Committee has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to share Company information with such advisors in connection with such consultations. The Committee has the authority to retain and terminate any such advisor and to approve such advisor's fees and other retention terms.
- 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 and recommend any proposed changes to the Board for approval. The Committee will review its own performance annually.