

**NOTICE AND AGENDA FOR
BY-LAWS SUBCOMMITTEE MEETING 1/23/2004**

TO: Members of the By-Laws and Governance Subcommittee
CC: All Members of the Management Committee
FROM: Neil H. Butterklee, Esq., Chair
DATE: 1/12/2004
RE: By-Laws & Governance Subcommittee of the Management Committee Meeting,
January 23, 2004 at 10:00 a.m.

There will be a meeting of the By-Laws and Governance Subcommittee of the Management Committee on January 23, 2004. The meeting will commence at 10:00 a.m. at the offices of Hunton & Williams LLP, 200 Park Avenue, 31st Floor, New York City, New York. Please be advised that due to security at the Metropolitan Life Building, which houses the offices of Hunton & Williams, you should arrive early in order to enable us to start the meeting promptly at 10:00 a.m.

Per the usual practice of the Subcommittee, all members of the NYISO Management Committee are invited to attend the meeting. Please advise Andrea Gibney at Hunton & Williams (ph: 212-309-1083 or email: agibney@hunton.com) whether you will attend the meeting.

Dial-in information is as follows:

Dial-in number: 800-822-6507
Conference i.d.: 359-741
Moderator: Kathy Robb

AGENDA

1. Review of proposed amendments to the ISO Agreement regarding membership of Demand Response Providers and Distributed Generators in NYISO governance. The goal is to finalize this issue in order to present it at the February Management Committee meeting.
2. Discussion of whether the Management Committee should hold meetings on a bi-monthly basis with the Chair having the discretion to schedule additional meetings.
3. New business, plan next meeting and work assignments.