

NYISO Management Committee Meeting

November 10, 2004

New York State Nurses Association
Albany, NY
10:00 a.m. – 3:00 p.m.

MINUTES OF THE MEETING

1. Introductions, Meeting Objectives & Chairman's Report

Joe Oates of Consolidated Edison, Chairman, called the meeting to order at 10:08 AM and welcomed the members of the Management Committee ("MC"). The meeting objectives are to act on: October 1 and 14, 2004 minutes, the selection of MC Vice Chair, recommendation of the 2005 NYISO budget, and a motion to request that the Commission defer implementation of a physical Self-Supply of Reserves option. Mr. Oates reported that the Project Prioritization Team (PPT) met by phone on Nov. 4th and approved the proposed prioritized list of projects. Changes are subject to action on agenda #9. All future PPT meetings will be open to all MP's on a listen only basis. The joint MC/Board meeting is next Monday, Nov. 15th.

2. Approval of the Minutes

Motion #1:

Motion to approve the Minutes from the October 1, and 14th MC meetings. The Oct. 14 minutes included a minor editorial correction.

(Motion passed by show of hands with one abstention)

3. Presentation of Candidates for Position of MC vice Chair

Mario DiValentino of Strategic Power Management and Jerry Ancona from National Grid are the candidates for the MC Vice Chair. Mr. Oates reported that email ballots for MC members participating by telephone are to be sent to Debbie Eckels or Ray Stalter at deckles@nyiso.com or rstalter@nyiso.com. The Management Committee elected Jerry Ancona, to fill the Vice Chair position for December 2004 through November 2005.

Mr. Ancona was elected MC Vice Chairperson by ballot to fill the position from December 2004 through November 2005.

4. President's Report

Market Performance Highlights for October 2004

William Museler of the NYISO reported that costs for energy were higher in October due to fuel costs. Ancillary Services prices also increased as a result of ongoing maintenance outages.

Progress on Seams

On November 3, 2004, FERC accepted the New York and New England proposals to eliminate export charges between the two control areas effective December 1, 2004. Also on that day, FERC in its conditional acceptance of ISO-NE's RTO filing required that ISO-NE submit, by December 1, 2004, a compliance filing for the Intra-Hour Transaction Scheduling Pilot (formerly known as VRD).

Update of RTS 15-Minute Schedule and Combined-Cycle Modeling

RTS economic scheduling of internal generation at 15 minute intervals is still planned for implementation within 150 days after SMD2 start-up. The initial activity is technical discussions at the working group level.

Combined Cycle model discussions started at Scheduling & Pricing on October 18. Discussions with owners and operators of generation are proceeding. Definition of the high level requirements is targeted for December with the Concept of Operations scheduled for completion in February. Development will begin after SMD2 start-up as resources become available.

Mr. Museler reported that the NYISO has gone back to the Board about Credit Insurance options and that the issue was being re-evaluated.

Mr. Museler reported on Reliability Standards. FERC is looking to incorporate NERC reliability rules into control area tariffs, in order to gain jurisdiction. The IRC believes reliability rules should be incorporated into Federal Law, and not necessarily through Tariff modifications.

Mayer Sasson of Consolidated Edison stated that NERC standards are incorporated into NYSRC rules; therefore, incorporation of NERC standards does not have to go into the Tariffs and committees since the NYISO follows NYSRC standards currently. Mr. Sasson does not feel this issue should come to the MC for vote.

Mr. Museler reported that the sector meetings were forward looking and highly successful. Requests have been made to have Board members attend MC meetings on a rotating basis. There was agreement at the sector meetings to maintain semi-annual sector meetings but move to one joint meeting with the Board in the summer.

Howard Fromer asked about graph 4-Y. Mr. Fromer noticed an increase in DAM mitigation from month to month, and asked for any insight on why. Mr. Museler stated the NYISO will get back to him.

5. SMD2 Readiness Update

Garry Brown of the NYISO reported on SMD2 Readiness. The current state of readiness supports the two week "intent to go live" filing to FERC. Mr. Brown stated that critical defects that were found have been fixed. SMD software is now under a code freeze. Testing of various components is complete or in the final stages. Training is complete, except for Power System Operator training, which is on schedule to be completed by December 1. NYISO departments are on schedule to meet the December 1 deployment date. Mr. Brown covered the cut-over plan activities, impacts, and timelines as well as the SMD2 fall-back plan.

Mayer Sasson, Con Ed, asked for clarification on SMD prices, and what would happen if corrections are needed to SMD2 prices. Rich Dewey of the NYISO answered that price correction processes will be in place. In the event of a fall-back, Legacy rules and mechanisms would be in effect. There would not be two sets of prices used in settlements.

Jim Scheiderich of Select Energy asked how the NYISO would handle a scenario where a catastrophic condition occurred, and prices were not available to be corrected. This will be discussed at a future meeting of the MSWG..

Mr. Brown reported on feedback from a number of participants on SMD2 Readiness. MP's reported concerns about the NYISO's ability to attain an unqualified SAS70 opinion after only one month of operations. MP's also have concerns about their own ability to test internal controls pursuant to SAS70 and Sarbanes-Oxley. Finally, concerns were raised that the ability to meet Public Company Auditing Oversight Board standards for testing. Auditing controls will be compromised due to the fact there will not be enough data and time to accurately test against. Mr. Brown asked the MP's to submit information to the NYISO on whether they feel they can subscribe to the Dec. 1 deployment date in light of these concerns. Comments can be sent to Brad Kranz at bkranz@nyiso.com, by noon tomorrow (11/11/2004).

Mr. Oates stated that the concerns surrounding SAS70 and Sarbanes-Oxley requirements had only recently come to light and were brought to the NYISO's attention by Consolidated Edison and the other TOs just a few days ago. Mr. Oates asked for a summary of the plan going forward to address these issues.

6. Facilities Report

An new Facilities report will be available by the first week in December if not sooner. Factors, drivers, and economics will be presented.

7. Billing Issues Update

Ken Davis of Hunton & Williams gave a brief status update to the MC members. Next BIRT meeting is scheduled for November 18th.

8. 2005 NYISO Budget

Mario DiValentino of Strategic Power Management presented the recommended budget and motion. Proposals for a new facility will be submitted to the MC for approval and will be accommodated within the budget.

Motion #2:

The Management Committee (MC) recommends that the Board of Directors approve the proposed Rate Schedule #1 Revenue Requirement Budget of \$129.0M for the 2005 budget year as described in the presentation materials for the October 14, 2004 and November 10, 2004 Management Committee meetings. This budget represents the funding level required to meet NYISO's key objectives and projects scheduled for 2005 while staying within the 2005 target budget. Approval of the budget is subject to the understanding that any proposal for the acquisition of NYISO facilities will be submitted to the Management Committee for approval. The Management Committee also recommends that the Revenue Requirement Budget of \$129.0M be subject to the following provisions:

a. Cash Expenditures – Total amount of budgeted cash expenditures should be \$149.9 million or less.

b. Rate Schedule #1 – The budgeted rate schedule 1 charges should be maintained at equal to or less than 0.788 \$/MWH.

c. Debt Payment – If a budget under run occurs, the under run should be reserved for paying down the principal of outstanding debt. This policy should apply for the five-year duration of the 2004 financing.

d. Expenditures for Insurance – Recommend that Board consider eliminating Credit Insurance expenditures in light of current ISO credit policy.

e. Reduce Consultant Costs – Move forward on conversion of LECG price validation efforts to internal resources in 2005 (addition of 4 TEs at \$0.4M could offset \$0.3M in LECG costs in 2005; savings for LECG costs in 2006 would be \$0.7M)

f. Obligation for Repayment – In approving the 2005 budget, the Management Committee acknowledges and agrees that the cost of financing (i) the funds expended on 2003 projects, and (ii) the funds expended on 2004 projects must be repaid in the future NYISO budgets that cover the relevant amortization periods.

(Motion passed by show of hands with one negative vote and no abstentions.)

9. Motion with regard to Self-Supply or Reserves

Robert Thompson of the NYISO presented this issue and motion. A FERC order is in place directing the NYISO to work jointly with MP's to design and then implement physical self supply of reserves. Mr. Thompson noted the key findings and recommendations.

Motion #3:

The Management Committee requests NYISO staff to inform FERC of the conclusions and recommendations contained in this presentation and advises FERC that it is deferring the schedule for implementing a physical self supply option. The Committee also recommends that the NYISO further inform the FERC that the NYISO may be making a filing in the third quarter of 2005 addressing the implementation of a physical self-supply option in New York's markets or the implementation of alternative market mechanisms.

(Motion passed unanimously by show of hands with abstentions)

10. New Business

Congratulations to Mary McGarvey and her husband on the birth of their son.

11. Adjourn

Meeting adjourned at approximately 13:17.

NYISO Management Committee Meeting

November 10, 2004

Albany, NY

MOTION FROM THE MEETING

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(Motion passed unanimously by show of hands with abstentions)

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- c. **Debt Payment** – If a budget under run occurs, the under run should be reserved for paying down the principal of outstanding debt. This policy should apply for the five-year duration of the 2004 financing.
- d. **Expenditures for Insurance** – Recommend that Board consider eliminating Credit Insurance expenditures in light of current ISO credit policy.
- e. **Reduce Consultant Costs** – Move forward on conversion of LECG price validation efforts to internal resources in 2005 (addition of 4 TEs at \$0.4M could offset \$0.3M in LECG costs in 2005; savings for LECG costs in 2006 would be \$0.7M)
- f. **Obligation for Repayment** – In approving the 2005 budget, the Management Committee acknowledges and agrees that the cost of financing (i) the funds expended on 2003 projects, and (ii) the funds expended on 2004 projects must be repaid in the future NYISO budgets that cover the relevant amortization periods.

(Motion passed by majority show of hands)

Motion #3:

The Management Committee requests NYISO staff to inform the FERC of the conclusions and recommendations contained in this presentation and advise the FERC that it is deferring the schedule for implementing a physical self supply option. The Committee also recommends that the NYISO further inform the FERC that the NYISO may be making a filing in the third quarter of 2005 addressing the implementation of a physical self-supply option in New York's markets or the implementation of alternative market mechanisms.

(Motion passed unanimously by show of hands with abstentions)

* The Management Committee elected Jerry Ancona, to fill the Vice Chair position for December 2004 through November 2005.

(Mr. Ancona was elected MC Vice Chairperson by ballot with 76.75% affirmative votes)

New York Independent System Operator - Committee Membership

Management Committee - Attendance November 10, 2004 - Albany, NY - Parties Checked in Attendance

Organization	Sector	Representative	Alternate1	Alternate2	Alternate3	Alternate4	Alternate5	Proxy	Guest
NYS Energy Research & Develop. Auth.	End Use - Gov. Agency/Aggr.	Paul DeCotis	✓ David Coup	Erin Hogan	Chris Hall	John Spath			
The City of New York	End Use - Gov. Agency/Aggr.	Michael Delaney	Gil Quiniones	Scott Butler	Jonathan Wallach				
Alcoa/Reynolds Metals Company	End Use - Large Consumer	Robert Loughney	✓ Michael Mager	Morgan Parke					
ATCO Management Co.	End Use - Large Consumer	Peter DiCapua	Scott Petersen	George Diamantopoulos					
IBM Corporation	End Use - Large Consumer	Robert Loughney	✓ Michael Mager	Morgan Parke					
Occidental Chemical Corp.	End Use - Large Consumer	Robert Loughney	✓ Michael Mager	Morgan Parke					
Praxair Inc.	End Use - Large Consumer	Robert Loughney	✓ Michael Mager	Morgan Parke					
Xerox Corporation	End Use - Large Consumer	Robert Loughney	✓ Michael Mager	Morgan Parke					
Metropolitan Transportation Authority	End Use - Large Cons. Gov.	Jesse Samberg	Gary Caplan	Walter McCarroll					
Association for Energy Affordability, Inc.	End Use - Small Consumer	David Hepinstall	Larry DeWitt						
Beth Israel Health Care System	End Use - Small Consumer	Catherine Luthin	✓ John Dowling	Jennifer Kearney	✓ Tariq Niazi	Doug Elfner		✓ Tariq Niazi	
Building and Realty Institute	End Use - Small Consumer	Herb Rose	Judith Mondre	Ted Lee	✓ Tariq Niazi				
CNYC Inc. (Council of NY Coop & Condo)	End Use - Small Consumer	Herb Rose	MaryAnn Rothman	Judith Mondre	Ted Lee	✓ Tariq Niazi			
Columbia University	End Use - Small Consumer	Catherine Luthin	✓ John Dowling	Jennifer Kearney	✓ Tariq Niazi	Doug Elfner			
Mount Sinai Medical Center	End Use - Small Consumer	Catherine Luthin	✓ John Dowling	Jennifer Kearney	✓ Tariq Niazi	Doug Elfner			
New York Energy Buyers Forum	End Use - Small Consumer	Herb Rose	David Bomke	✓ Tariq Niazi					
New York Presbyterian Hospital	End Use - Small Consumer	Catherine Luthin	✓ John Dowling	Jennifer Kearney	✓ Tariq Niazi	Doug Elfner			
New York University	End Use - Small Consumer	Catherine Luthin	✓ John Dowling	Jennifer Kearney	✓ Tariq Niazi	Doug Elfner			
Refined Sugars, Inc.	End Use - Small Consumer	John Gebhard	Quintin George	Catherine Luthin	✓ John Dowling	Jennifer Kearney			
NY State Consumer Protection Board	End Use - State Agency	✓ Tariq Niazi	Doug Elfner						
AES NY	Generation Owners	✓ Christopher Wentlent	Rick Santorosi	Charles Sjoberg					
American National Power, Inc.	Generation Owners	Dorothy Capra	Bill Henson						
Astoria Energy LLC	Generation Owners	Greg Banhazl	Leonard Singer						
Calpine	Generation Owners	Thomas Kaslow	Tracee Bersani	✓ Richard Felak					
East Coast Power Linden Holding LLC	Generation Owners	Thomas Hoatson	Robert Licato	Kathy Benini					
Edison Mission Marketing & Trading	Generation Owners	✓ William Roberts	Robert Agnello	Jeffrey Ellis	Peter Brown	Rich Mooney	Pam Van Horn		
Entergy Nuclear Northeast	Generation Owners	Marc Potkin	Angelo Vai	✓ Ron Mackowiak					
Indeck Energy Services	Generation Owners	Mike Ferguson	John Schrage	✓ Mark Younger					
KeySpan Ravenswood, LLC	Generation Owners	Jim Brennan	Rich Hohlman	Joe Vignola	✓ Jim D'Andrea	Madison Milhous	Rich Rapp		
Mirant New York, Inc.	Generation Owners	James Mayhew	✓ Doreen Saia	Vicki Lynch					
Orion Power New York	Generation Owners	✓ Liam Baker	Bill Berg						
Selkirk Cogen Partners, L.P.	Generation Owners	Tim Biittig	Steve Kampilla						
Sithe Energies, Inc.	Generation Owners	Scott Silverstein	✓ Joe Klimaszewski	Jim Verna					
TransCanada Power Marketing	Generation Owners	William Taylor	Elaine Beaudry						
1st Rochdale Cooperative NYC	Other Suppliers	Gregory Wortham							
Advantage Energy, Inc.	Other Suppliers	Kyle Storie							
Agway Energy Services, Inc.	Other Suppliers	Russell Miller	✓ Jim Scheiderich						
Amerada Hess Corporation	Other Suppliers	Hemant Jain	Kevin Laguardia	Bias Hernandez	George Braulke				
Brascan Energy Marketing Inc.	Other Suppliers	✓ Robert Ricketts	Daniel Whyte						
Cinergy Capital and Trading	Other Suppliers	Jason Barker	Walt Yeager						
Con Edison Energy	Other Suppliers	Ken Bekman	Ivan Kimball						
Con Edison Solutions	Other Suppliers	Ken Bekman	Stephen Wemple						
Conectiv	Other Suppliers	Bill Fehr	John Foreman						
Constellation New Energy Inc.	Other Suppliers	Peter Duprey	Carrie CullenHitt	Sara O'Neill	Susan Chamberlin				
Constellation Power Source	Other Suppliers	✓ Daniel Allegretti	✓ Glen McCartney	Mary Lynch	Carrie CullenHitt				
Coral Power, LLC	Other Suppliers	Matt Picardi	Marc Overdyk	Dave French					
DC Energy	Other Suppliers	✓ Bruce Bleiweis	Dean Wilde	Andrew Stevens					
Dominion Energy Marketing, Inc.	Other Suppliers	Wes Walker	Lou Oberski	Michael Bekker					
Duke Energy North America, LLC	Other Suppliers	Stacy Dimou	Del Disher						
Dynegy	Other Suppliers	✓ Alan Foster	Jason Cox	Kevin White	Tom May	Steve Vavrik			
ECONergy	Other Suppliers	Saul Horowitz	Tom Halleran						
El Paso Merchant Energy	Other Suppliers	Jeff Moore	Asavari Alvarez						
Exelon Generation - Power Team	Other Suppliers	Scott Silverstien	✓ Joe Klimaszewski	Jim Verna					
Fortistar/Lockport Energy Associates, L.P.	Other Suppliers	Roger Kelley	Tom Gesicki	✓ Mark Younger	✓ Glenn Haake				
FPL Energy	Other Suppliers	Fernando DaSilva	Shalesh Ganjoo						
HQ Energy Services	Other Suppliers	✓ Michel Prevost	Paul Norris	Benoit Goyette					
KeySpan Energy Services	Other Suppliers	Terrence Kain	✓ Jim D'Andrea	Edwin Kichline	James Cross	John Vaughn			
Morgan Stanley Capital Group	Other Suppliers	Patrick Murray	Karen Kochonies	Levon Kazarian	Doron Ezickson	Nikolai Markarian			
NRG Power Marketing	Other Suppliers	Tim Foxen	Katie Sullivan	Peter Chamberlain					
NU / Select Energy	Other Suppliers	Gunnar Jorgensen	✓ Jim Scheiderich						
Ontario Power Generation Inc.	Other Suppliers	Barry Green	Tasos Karatsoreos	Ken Lacivita	Scott McArthur	✓ Glenn Haake	✓ David Barr		

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Organization	Sector	Representative	Alternate1	Alternate2	Alternate3	Alternate4	Alternate5	Proxy	Guest
PP&L Energy Plus	Other Suppliers	✓ Tom Hyzinski	John Brodbeck	✓ Joseph Langan	Sharon Weber				
PSEG Energy Resources & Trade	Other Suppliers	✓ Howard Fromer	Michael LaFalce						
Reliant Energy Services, Inc.	Other Suppliers	✓ Liam Baker	Bill Berg						
Sempra Energy Trading	Other Suppliers	Dan Staines	Maria Agovino	Scott Englander	Robert Fagan				
SESCO Enterprises, LLC	Other Suppliers	Mike Schubiger	Jim Thoresen						
Strategic Energy LLC	Other Suppliers	✓ Francis Pullaro	Michael Swider	Jeffrey Knox	James McCormick	Matt Morais			
Strategic Power Management, Inc.	Other Suppliers	Dan Duthie	✓ Mario DiValentino						
TransEnergie U.S. Ltd.	Other Suppliers	José Rotger	Michael Jacobs						
Williams Energy Marketing & Trading Co.	Other Suppliers	David Singer	Dennis Keener	Robert O'Connell					
Long Island Power Authority	Public Power - Authorities	✓ Jim Parmelee	✓ Kevin Jones	Jim Wittine					
New York Power Authority	Public Power - Authorities	Robert Hiney	✓ William Palazzo	Kim Byham					
American Wind Energy Association	Public Power - Environmental	Valerie Strauss	Larry DeWitt	Douglas Ward	Mike Jacobs			✓ Tariq Niazi	
Environmental Advocates	Public Power - Environmental	Anne Reynolds	Larry DeWitt					✓ Tariq Niazi	
Nat'l Resources Defense Council	Public Power - Environmental	Dale Bryk	Larry DeWitt					✓ Tariq Niazi	
Pace University	Public Power - Environmental	Edward Smeloff	Larry DeWitt					✓ Tariq Niazi	
Scenic Hudson	Public Power - Environmental	Larry DeWitt						✓ Tariq Niazi	
Bath Electric, Gas & Water Systems	Public Power - Munis & Co-ops	✓ Tim Bush	Jim Hamilton	Matthew Benesh	Ken Moore	Jack Brown			
City of Jamestown Board of Pub. Util.	Public Power - Munis & Co-ops	Michael Darroch	David Gustafson	Wally Haase	✓ Tom Rudebusch				
Plattsburgh Municipal Lighting Dept.	Public Power - Munis & Co-ops	Jack Brown	✓ Tim Bush	✓ Paul Pallas					
Village of Fairport	Public Power - Munis & Co-ops	Ken Moore	✓ Tim Bush	✓ Paul Pallas					
Village of Freeport	Public Power - Munis & Co-ops	✓ Hubert Bianco	Anthony Fiore						
Village of Rockville Centre	Public Power - Munis & Co-ops	✓ Paul Pallas	Jim Hamilton	Matthew Benesh	Jim Hamilton	Jack Brown	Ken Moore	✓ Tom Rudebusch	
Village of Westfield	Public Power - Munis & Co-ops	Jim Hamilton	✓ Tim Bush	✓ Paul Pallas	Matthew Benesh	Jack Brown	Ken Moore		
Central Hudson Gas & Electric	Transmission Owners	Charles Freni	✓ John Watzka						
Consolidated Edison	Transmission Owners	✓ Joe Oates	Terry Agriss	✓ Neil Butterklee	✓ Rebecca Craft				
National Grid	Transmission Owners	✓ Jerry Ancona	Wes Yeomans	Janet Gail Besser	Herb Schrayshuen	Bart Franey	Terron Hill		
NY State Electric Gas (NYSEG)	Transmission Owners	✓ Ray Kinney	✓ Patti Caletka	Hank Masti	Cliff Olson	Denis Wickham			
Orange & Rockland, Inc.	Transmission Owners	None Assigned							
Rochester Gas & Electric	Transmission Owners	✓ Ray Kinney	✓ Patti Caletka	Hank Masti	Cliff Olson	Denis Wickham			
Boundless Energy, L.L.C	Non-voting	John Tompkins	Brian Chernack	Chuck Gilbert					
Caithness Energy, L.L.C	Non-voting	Ross Ain	Jack Feinstein						
Cianbro Corporation	Non-voting	Chuck Hewett	John Tompkins						
Conjunction LLC	Non-voting	Roger Clayton							
Customized Energy Solutions	Non-voting	✓ Rick Mancini	Stephen Fernands	Bill Schofield					
Ecogen, L.L.C	Non-voting	Tom Hagner							
Energetix, Inc.	Non-voting	Barney Farnsworth							
Hudson River Energy Group	Non-voting	Frank Radigan	Richard Canfield						
Hydro-Quebec TransEnergie	Non-voting	Glenn Sylvain	Mario Boucher						
NYS Department of Public Service	Non-voting	Penny Rubin	✓ Rajendra Addepalli						✓ B. Heinrich
The Structure Group	Non-voting	Bob Furry	Alex Lago						
Tom Halleran	Non-voting	Tom Halleran							
Stealth Energy	Non-voting	Gad Cohen							
Fluent Energy	Non-voting	Michael Mastroianni	David Koplas	Margie Miller					
William P. Short	Non-voting	William Short	Marc Schaefer	Joe DeVito	John Brodbeck	Ron Matlock	Paul Savage	Roberto Denis	
zNew Member	Non-voting	None Assigned							

NYISO and Hunton & Williams Members in Attendance:

- ✓ Ira Freilicher Hunton & Williams
- Kathy Robb Hunton & Williams
- James Schmidt Hunton & Williams
- ✓ Rob Fernandez NYISO
- ✓ Bill Museler NYISO
- ✓ Chuck King NYISO
- ✓ Mollie Lampi NYISO
- ✓ Maria Sturgess NYISO
- ✓ Mike Jaeger NYISO
- ✓ Diana Ortiz NYISO
- ✓ Amy Curley NYISO
- ✓ Leigh Bullock NYISO
- ✓ Ray Stalter NYISO
- ✓ Debbie Eckels NYISO

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Jim Savitt	NYISO								
Dave Evanoski	NYISO								
Phil Gootee	NYISO								
John Cutting	NYISO								
✓ Jane Lathrop	NYISO								
✓ Ernie Cardone	NYISO								
John Charlton	NYISO								
Kathy Whitaker	NYISO								
Andrew Hartshorn	NYISO/LECG								

Key:

✓ = In attendance