

MEMORANDUM

October 12, 2001

TO: MANAGEMENT COMMITTEE
FROM: NOMINATING COMMITTEE
RE: ELECTION OF VICE CHAIR

The Nominating Committee presents a slate of four candidates for Management Committee consideration to serve as Vice Chair of the Management Committee for a one year term, 12/1/01 to 11/30/02.

The nominees are (in alphabetical order):
Aaron Breidenbaugh
Garry Brown
Howard Fromer
Matt Picardi

We are circulating the credentials of the 4 nominees as submitted.

The election will be held, by secret ballot(s), on October 17. A vote of 58% in favor is needed to elect the Vice Chair.

Garry Brown

Submission of information related to NYISO Management Committee Vice-Chair Position.

Resume-see Attached

Questions:

1. Please describe all experience you have had in chairing groups or committees of diverse interests, with a list of such groups.

A- In my 23 years of experience working on energy issues, there have been numerous opportunities to chair committees, working groups or ad hoc groups on various subjects. Most recently, I have served as Vice Chair and Chair of the Business Issues Committee at the New York ISO. In this capacity, I was required to oversee meetings that dealt with many contentous issues. While with State government, I chaired the New York State Interagency Renewable Resources Task Force. This group brought together representatives from State agencies to advance the development of renewable resources in New York. While working toward a common goal, the views and positions of the various agency representatives differed significantly and I was required to build consensus and find common ground. In addition, I chaired the New York State Small Power Task Force, which tracked the progress of the independent power production facilities in the State including emerging issues, related to these facilities. I have also served as a Vice President of the Board of the Independent Power Producers of New York.

I also have had very relevant experience on a community level dealing with diverse interests having spent ten and a half years serving on the Averill Park Central School Board. I was the Vice-President of the Board for the last three years.

2. Please describe the support of your organization for your assuming the position of Vice-Chairperson and describe your ability to make necessary time commitment.

A- I have the full support of the management of Sithe and Exelon to undertake this difficult and time-consuming task. As demonstrated by my Chairmanship of the BIC, I have adequate time to perform the necessary functions.

3. Please describe any training or experience you have had in mediation, ADR or consensus building.

A- While having received no formal training, I spent much on my time while with State Government mediating disputes between developers of generating projects, electric utilities and regulatory bodies. My experience as Chair of the BIC helped hone those talents.

4. Please describe briefly why you would like to have this job?

A- My experience as BIC Chair has been a positive one. I believe I have offered some value to the ISO process and in turn have gained considerable insight into the challenges and issues of operating a reliable and viable electricity market. I would like to continue my close involvement.

5. Please describe briefly your organizations actual and/or potential business interests in the Northeast and New York State, including the sector in which your organization will participate for purposes of NYISO governance.

A- Sithe owns and operates 15 electric generating facilities in the Northeast representing about 3380 Mw of electric generating capacity. Five of those facilities with 1295 Mw of capacity are in New York State. Sithe is also in the process of developing an additional six facilities with a capacity of about 4500 Mw in the Northeast. Sithe remains an active participant in the generating sector but is an affiliate of Exelon as defined in the ISO by-laws. Exelon is a member of the other suppliers sector.

Garry A. Brown

Professional experience

1995 - 2001 Sithe Energies Albany, NY

Manager, Governmental and Market Relations

- Responsible for interaction with State and local governmental officials and electricity markets related to the development and operation of Sithe's electric generation assets in New York, Ontario and the northeast.
- Represent Sithe at regulatory, legislative and ISO meetings on a broad range of issues, laws, rules and regulations affecting the electricity market place and Sithe operation and development. Served as Chair and Vice-Chair of the NYISO Business Issues Committee in 2000-2001
- Served on the Board of Directors of the Independent Power Producers of New York (currently Vice President) and the Independent Energy Producers of New Jersey. Extensive involvement with the national independent power trade association (EPSA) and the New York State Business Council.

1978-1995 New York State Energy Office Albany NY

Energy Policy Analyst, Division of Policy Analysis and Planning

- Coordinated agency activities related to independent power production and renewable resource technologies with an emphasis on increasing the role of these technologies in the State's electric supply mix.
- Authored various sections of the New York State Energy Plan including sections on cogeneration, renewable resource technologies and industrial and commercial conservation. Specific emphasis was placed on projections of future impacts from conservation and renewable resources and identification of barriers inhibiting development and formulation of specific recommendations to overcome those barriers.

1977-1978 New York State Senate Albany, NY

Research Analyst, Senate Administrative Regulation Review Committee

- Reviewed rules and regulations promulgated by state agencies pursuant to state law for consistency with legislative intent.

Education

Masters of Public Administration

- Rockefeller School of Public Affairs at the State University of New York at Albany, 1977. Recipient of National Public Fellowship

Bachelor of Arts- Political Science

- State University of New York College at Plattsburgh, 1975

Howard A. Fromer

1. Please describe all experience you have had in chairing groups or committees of diverse interests, with a list of such groups.

For the past two years, I have served as Chair of the Business Issues Committee's ICAP Working Group. In that capacity, I facilitated consensus among diverse business interests regarding major revisions to the capacity markets. Those efforts culminated in the adoption of tariff revisions, which were recently approved by the Management Committee, the NYISO Board and FERC. I also served early on as the Other Suppliers Sector representative on a number of transitional groups including the ISO Board Selection Committee, the Outside Counsel Selection Committee, and the ISO Transitional Committee.

During my tenure as General Counsel to the New York State Energy Office, I oversaw numerous regulatory and administrative proceedings in which conflicting views and interests from the public as well as other governmental agencies had to be balanced and consensus achieved in the course of arriving at final rules and agency determinations. I also served as the sole Executive Branch representative in the nation on a special team of State Attorneys General responsible for litigating the federal petroleum overcharge cases.

2. Please describe the support of your organization for your assuming the position of Vice-Chairperson, and describe your ability to make the necessary time commitment.

Enron has been an extremely active participant in the development of competitive markets in New York and elsewhere. The company has had a full-time government affairs presence in New York since well before the creation of the NYISO, and has devoted considerable internal and external resources to participate fully in the committee activities of the NYISO. Enron is actively engaged in both the wholesale and retail markets in New York, is fully in support of my candidacy for this position, and committed to making the time and resources necessary to allow me to perform the duties of the positions of vice-chair and chair over the next two years.

3. Please describe any training or experience you have had in mediation, ADR or consensus building.

In addition to the activities described in response to question one above, both my legal education and experience as an Attorney for more than two decades has provided numerous opportunities to engage in mediation and consensus building to achieve agreements that were deemed fair and acceptable to all sides.

4. Please describe briefly why you would like to have this job.

For the past five years, and even prior to then, I have actively participated in efforts to establish competitive electricity markets in the State. Serving in a NYISO committee

leadership role, especially during the next two years when fundamental decisions about the future of those markets are going to be decided by the FERC, is an exciting prospect for me and would allow me to continue the work to which I have devoted much of my professional life. While I have not always agreed with decisions about the way New York's wholesale markets were designed and have been operated, I have always tried to bring constructive suggestions for improvements through the committee process, and have shown respect for the professionals charged with running the system and other market participants with whose views I may have disagreed. If given the opportunity to serve, I believe my long experience in this industry, my familiarity with many market participants, and my open and accessible management style would help the market to realize the common goal we all share of truly open and competitive markets.

5. Please describe briefly your organizations actual and/or potential business interests in the Northeast and New York State, including the sector in which your organization participates for purposes of NYISO governance.

Enron is an active provider of energy products and risk management solutions at both the wholesale and retail levels in New York, New England and PJM. It is committed to making forward markets for New York and throughout the region, and currently provides a variety of products through Enron Online as well as its origination and risk management desks. Enron has always participated in the Other Suppliers sector for purposes of NYISO governance.

HOWARD A. FROMER

130 Washington Avenue
Albany, New York 12210
518-427-0531 (phone)
518-427-0734 (fax)

EXPERIENCE

DIRECTOR, GOVERNMENT AFFAIRS, Enron Corp

April 1996 to Present

Manage Enron's efforts in New York to establish competitive and open markets in the electric industry through the administrative, political and regulatory processes in support of Enron's wholesale and retail merchant business in electric power and natural gas. Provide support to deal teams in securing the necessary regulatory approvals and permission for complex transactions. Actively participated in efforts to create the New York Independent System Operator as the successor to the New York Power Pool and serve as Enron's representative on all committees of the NYISO.

GENERAL COUNSEL, New York State Energy Office

COUNSEL, New York State Energy Planning Board

March 1987 to April 1995

As the Office's chief legal advisor and head of its Office of Counsel, advised the Agency and the Governor's Office on the development and implementation of energy policies, programs and legislation relating to the supply, demand and price of all forms of energy in the State. Responsibilities included: overseeing the drafting and negotiation of Agency contracts, grants, RFPs and other agreements involving more than \$350 million; supervising the Agency's participation in administrative and legal proceedings; overseeing the Agency's preparation of testimony before other State agencies, the State Legislature, Congress and Federal Agencies; managing its legislative program; overseeing the development of the Agency's energy efficiency codes and standards and other regulations; directing the State's participation in the Federal petroleum overcharge proceedings, which resulted in over \$400 million being returned to the State for use in energy-related programs; and serving as the Agency's ethics officer.

As Counsel to the Energy Planning Board following its creation in 1992, developed the hearing procedures and other regulations governing the Board's statutorily mandated energy planning proceedings, and advised the Board regarding its review of the hearing record leading to adoption of State Energy Plan.

DEPUTY COUNSEL, New York State Energy Office

April 1982 to March 1987

Responsibilities included heading a task force responsible for the Agency's participation in the multi-billion dollar Federal petroleum overcharge cases; preparing testimony concerning energy policies and programs for submission before other State and Federal agencies, the

State Legislature and Congress; drafting the Agency's energy conservation standards and other regulations and serving as Hearing Officer in connection with their adoption; and supervising staff participation in administrative proceedings.

ASSISTANT COUNSEL, New York State Energy Office
September 1979 to April 1982

Responsibilities included advising staff, drafting and negotiating agreements and regulations, and representing the Agency in activities relating to energy planning, energy conservation, renewable resources and the State's coal conversion program.

PARTNER, Fromer and Rapaport, Attorneys at Law, Albany, New York
September 1976 to September 1979

Co-founded a law firm that engaged in a general civil law practice with emphasis on environmental and energy matters. Retained as a legal consultant by the New York State Energy Office, primarily to assist in the drafting of legislation, and frequently served as a Hearing Officer for both the Energy Office and the New York State Department of Environmental Conservation.

ASSISTANT ATTORNEY GENERAL, Water and Air Resources Bureau,
New York State Department of Law
November 1973 to September 1976

Represented the Department of Environmental Conservation, the Adirondack Park Agency and the Department of Health in State and Federal actions and proceedings involving environmental matters.

U.S. ARMY

December 1968 to September 1970. Received Honorable Discharge.

JR. ACCOUNTANT, Touche, Ross, Bailey & Smart, CPAs, New York, NY
September 1968 to December 1968

Assisted in audits of firm's clients.

EDUCATION

New York University School of Law
Juris Doctor, June 1973

Lehigh University
Bachelor of Arts, June 1968
Major: Accounting
Honors: Elected to Beta Alpha Psi, National Accounting Honorary

BAR ADMISSIONS

New York State
U.S. Court of Appeals, 2nd Circuit
U.S. District Court, Northern District of New York

Matthew J. Picardi

1. Please describe all experience you have had in chairing groups or committees of diverse interests, with a list of such groups.

Prior to joining Dynegy, I served as the Chair of the Executive Committee of the National Energy Marketers Association (“NEMA”). NEMA is a Washington, D.C. based trade association that promotes the formation of competitive energy markets. I also served as Vice Chair of the organization.

As NEMA grew, the interests that it represented became more diverse. Members included energy marketing firms that were affiliates of utilities, independent energy marketing firms, retail marketing firms, wholesale marketing and trading firms and metering and energy technology firms, many of which had their own issues and messages that needed attention. NEMA developed White Papers on key energy issues and it participated in state and federal regulatory proceedings to advance its objectives. Meshing all of these interests to project a clear and meaningful message was a challenge and required a great deal of consensus building.

2. Please describe the support of your organization for your assuming the position of Vice-Chairperson, and describe your ability to make the necessary time commitment.

Since August of 2000, Dynegy started to build its presence in New York State to the point where it now owns and control approximately 2700 MW of generating capacity in the State. With its acquisitions, it needed to ramp up its understanding of and participation in the NYISO. Over the course of the last year, I have represented Dynegy at most of the Management Committee Meetings, many of the BIC Meetings and attended many working group, sub-committee and task force meetings that addressed issues of interest to Dynegy.

In addition to being Dynegy’s representative, my role has been to be “eyes and ears” for Dynegy with respect to significant issues or rule changes working their way through the NYISO committee process, and to coordinate participation by Dynegy representatives that are experts in specific areas. Dynegy enthusiastically supports my candidacy and would dedicate more resources from its Houston and Boston offices for coverage of other committees so that I could devote my attention to matters that concern the Management Committee. One of Dynegy’s visions is to encourage its employees to assume leadership roles on industry committees and associations. Serving in the Vice-Chairperson, and, ultimately, Chairperson position would be consistent with this vision.

3. Please describe any training or experience you have had in mediation, ADR or consensus building.

I have had experience in all three areas. With respect to ADR, I have served as a court appointed arbitrator for small claims court cases in Syracuse, New York. I have

participated in mediation processes in an attempt to resolve disputes concerning transmission rates, interconnection arrangements and wholesale power contracts. Having been involved with many generic proceedings before the New York State Public Service Commission that concerned rates or rules with respect to services provided by a regulated utility, I was often involved with consensus building efforts that attempted to reduce the issues that had to be brought to an Administrative Law Judge or the PSC for resolution.

I also worked with a group of market participants near the end of the Northeast RTO Mediation Process to obtain support for a Fast Track Issues Resolution Process.

4. Please describe briefly why you would like to have this job.

Simply put, it is time for Dynegy and me to contribute to the NYISO. During my tenure with Niagara Mohawk Energy, I was a NYISO practitioner in the sense that I would develop a working knowledge of the NYISO rules so that my company could properly structure and document its transactions in NYISO administered markets. With my move to Dynegy, I became involved with the NYISO committee process and advocating Dynegy's views and interests. I have observed the process for approximately one year and believe that I can add fresh ideas while respecting the "best practices" that have served the Management Committee well.

It is also the challenge that we face at this particular point in time that draws me to the position. We sit on the fence of having to potentially revamp the NYISO administered markets as a result of the RTO proceedings, while having to successfully administer the existing markets. This will not be an easy task, as it will require a conscientious effort to set the appropriate priorities and agenda and help resolve the technical and human resource issues that the organization will undoubtedly face.

If the organization fails to maintain a commitment to making the existing markets work as effectively as possible during the RTO deliberations; all market participants will pay the price. With a career that has represented interests of transmission owners, load serving entities, and generators and wholesale marketers, I believe that I have the experience and skills to help the organization through these times.

5. Please describe briefly your organizations actual and/or potential business interests in the Northeast and New York State, including the sector in which your organization participates for purposes of NYISO governance.

Dynegy owns the Roseton and Danskammer generating stations, and through a tolling arrangement, controls the output of the Sithe-Independence Units. Dynegy has extensive trading and risk management functions in Houston, Texas. The personnel in Houston bid the output of the units into the NYISO administered markets and perform the Company's trading functions for the Northeastern power markets, which include markets in the New England and PJM regions. Its origination business is

conducted out of its regional office in Boston, Massachusetts. Dyengy Energy Services has registered as an ESCO in New York State and will be entering the retail markets. Dynegy participates in the Other Suppliers Sector for NYISO Governance Purposes.

MATTHEW J. PICARDI

101 Merrimac Street, 2nd Fl., Boston, Massachusetts 02043

PROFESSIONAL EXPERIENCE

Dynergy Inc.

Director and Regulatory Counsel, September 18, 2001 to Present

Manage Dynergy's regulatory and government affairs functions for the Northeast and support trading and origination functions by providing legal and regulatory advice with respect to energy transactions. My efforts have focused on issues related to the New York Independent System Operator and the New York State Public Service Commission. Participated in the Northeast RTO Mediation proceedings and have followed important issues such as ICAP market development in the three Northeast ISOs in support of the Company's commercial activities in the region. Helping Dynergy Energy Services start a retail marketing effort in the Northeast.

Niagara Mohawk Energy, Inc.

General Counsel and Secretary, June 1, 1996 to September 16, 2000

Supervised a five person staff and outside counsel and kept legal service expenses under budget every year.

- Responsibilities included regulatory advocacy and compliance before Federal Energy Regulatory Commission ("FERC") and state regulatory authorities in jurisdictions where the Corporation sold energy and provides energy services. Monitored and participated in FERC proceedings related to the operation of three Independent System Operators.
- Negotiated, drafted and established standards for energy trading and marketing contracts, including financial instruments such as swaps and credit support documentation and served on the Company's risk management committee. Supervised contract administration personnel for energy trading function. Followed key open access issues in Northeast for retail marketing arm and obtained significant financial recovery associated with a billing dispute under the terms of a New Jersey utility's retail access program.
- Managed corporate governance for three Niagara Mohawk Holdings, Inc. subsidiaries, including coordinating Board of Director meetings and providing advice to the Board on corporate and legal matters.

Niagara Mohawk Power Corporation

September 1985 to June 1996

Achieved position of Managing Counsel in November 1992. Practice focused on corporate law, negotiating and drafting corporate and commercial transactions and utility regulation.

- Represented Niagara Mohawk in rulemakings and administrative proceedings before FERC and New York State Public Service Commission. Duties included drafting testimony and briefs, cross-examination of witnesses, case negotiations and preparation of rate filing applications.
- Temporary assignment with Power Transactions Department (July 1995 to June 1996) to assist in the negotiation of complex wholesale power contracts and preparation of transmission tariff filings.

PROFESSIONAL ORGANIZATIONS

Former Chair and Vice Chair of the Executive Committee of the National Energy Marketers Association, a Washington, D.C. based trade association promoting laws, rules and regulations that advance competition in electricity and natural gas markets. Member of the Federal Energy Bar Association and New York State Bar Association.

EDUCATION

Syracuse University College of Law, J.D. 1985 (Moot Court Board)

Hobart College, B.A. in Economics and Political Science 1982
Dean's List Student, Hobart College NCAA/Scholar Athlete (Tennis 1982)

BAR ADMISSIONS

United States District Court for Northern District of New York (1989); New York State Bar (1986)

PAPERS AND ARTICLES

Presented paper to Edison Electric Institute Legal Committee in 1996 entitled, "Royalty Payments For Unregulated Affiliates – A Regulatory Tool That Will Frustrate Efficient Competition" and authored an article appearing in the October 2000 edition of Harts Energy Markets entitled, "Defining The End State For Deregulation".

Aaron Breidenbaugh

Responses to NYISO MC Nominating Committee Questions

Question. 1 - Please describe all experience you have had in chairing groups or committees of diverse interests, with a list of such groups.

As Deputy Director at the Independent Power Producers of New York, I effectively chaired several groups and committees made up the Association's members. Often these parties had substantially differing views. In addition, I am currently the Executive Director of the Price Responsive Load Coalition, a diverse group.

Question. 2 - Please describe the support of your organization for your assuming the position of Vice-Chairperson, and describe your ability to make the necessary time commitment.

Virtually all of my professional time (and a significant portion of my personal time as well) is spent (i) attending NYISO meetings, summarizing those meetings and NYISO email exchanges for the publication I edit: *ISO Navigator: New York Edition*, (ii) advising various clients to enhance their understanding of NYISO rules, procedures, and operations, and/or (iii) representing clients (currently the Price Responsive Load Coalition) before the NYISO. My professional life already guarantees me more and broader involvement in NYISO activities than virtually any other outside professional.

Perhaps more importantly, I am the only Residential Consumer member of the NYISO, a decision I made entirely on my own and at my sole expense. I did this in large part because I have a genuine personal interest in the success of the NYISO. Whatever votes I have cast in any ISO committee meeting to date have been based on my own personal views of what was best, not the views of my employer or any clients.

Question. 3 - Please describe any training or experience you have had in mediation, ADR (Alternative Dispute Resolution) or consensus building.

I have no formal training in mediation or ADR beyond that learned from "Getting to Yes" or through participating in countless Public Service Commission collaborative processes and NYISO working group meetings. Regardless of my employer or client, I have always tried my best to find ways to foster consensus and bridge differences.

Question. 4 - Please describe briefly why you would like this job.

Because I genuinely care about the NYISO as an institution and believe that I can best foster that institution by serving as MC Vice-Chair if elected.

Question. 5 - Please describe briefly your organization's actual and/or potential business interests in the Northeast and New York State, including the sector in which your organization will participate for purposes of NYISO governance.

My "organization" in this context is myself. Although I have a financial interest in the NYISO in the sense of an impact on my monthly electric bill, it is a relatively minor one. I also have an obvious professional interest in seeing the institution continue and prosper.

However, these "business" interests are ultimately subservient to my personal interest in seeing New York successfully complete the transition from a regulated to a market-based structure. The first ten years of my professional life were dedicated to deregulating generation, the last two years working on fostering wholesale power markets. My most recent efforts focus on assisting the expansion of market opportunities for end-use consumers.

In all likelihood, given my personal investment in the institution, I would be an active member of the NYISO even if my professional life brought me nowhere near it (albeit on a much more limited basis).

AARON BREIDENBAUGH

Aaron Breidenbaugh is a Senior Engagement Manager for Navigant Consulting, Inc. He has eleven years of experience as a policy and regulatory affairs specialist in the electric power industry. His expertise includes electric industry deregulation, independent system operator (ISO) and centralized market design and operation, development and operation of privately owned and operated power exchanges. Mr. Breidenbaugh has also worked extensively on Clean Air Act compliance and emissions trading programs; development of strategic and marketing plans, and project administration.

EDUCATION

B.S., Nuclear Engineering, Rensselaer Polytechnic Institute

M.S., Science and Technology, Rensselaer Polytechnic Institute
(coursework completed)

PROFESSIONAL HISTORY

Navigant Consulting, Inc. 08/99- present
Senior Engagement Manager

Automated Power Exchange, Inc. 10/98 - 07/99
Director of Marketing

Independent Power Producers of New York, Inc. 06/88 - 09/98
Deputy Director
Director of Regulatory Affairs
Research Director
Editor, Quarterly Newsletter
Information Services Manager
Original Designer/Programmer of Internet Web Site

RELEVANT PROJECT EXPERIENCE

Conceived and formed the non-profit Price Responsive Load Coalition, a New York interest group advocating on behalf of end-use consumers and providers of load reduction solutions and equipment. Subsequently retained by the Coalition's members to act as Executive Director.

Editor-In-Chief of Navigant Consulting newsletter *ISO Navigator: New York Edition*. Responsible for writing, editing, marketing, and distribution of a weekly electronic newsletter summarizing activities concerning the New York State Independent System Operator. This effort includes maintaining an associated website.

Advised major industry software vendor on development and marketing of customer interface software for the New York ISO.

Advised Canadian electric utility concerning the implications of northeastern U.S. ISO rules on a proposed multi-billion dollar 2000+ MW new generation investment.

Advised New York generation owner on ways in which to maximize facility value and utilization under new New York Independent System Operator rules.

Assessed the property tax implications associated with the redevelopment of a major Northeastern U.S. nuclear generating facility.

Prepared summary of impacts of FERC Notice of proposed Rulemaking on Regional Transmission Organizations for a major Northeastern U.S. electric utility.

Responsible for the technical design and marketing of a full-service power exchange in New York.

Developed policy positions and managed other major aspects of a 100+ member trade association with a \$600,000+ annual budget. Drafted or reviewed all position papers files with state and federal regulators, coordinated and supervised numerous Working Groups, testified before state legislative committees. Supervised Association involvement in proceedings before:

- the Federal Energy Regulatory Commission
- the New York State Public Service Commission
- the New York State Department of Environmental Conservation.

Coordinated the ongoing exchange of information with all New York State Executive branch agencies and staff for this trade association.