

NOTICE AND AGENDA

To: Members of the By-Laws Subcommittee

cc: All Members of the Management Committee
Ira Freilicher, Esq., Gina Fedele, Mollie Lampi, Esq.

From: Peter W. Brown, Esq., Chair

Re: By-Laws Subcommittee of the Management Committee Meeting June 11, 2001 at 10:00 a.m. at the Offices of Hunton & Williams, New York City

There will be a meeting of the By-Laws Subcommittee of the Management Committee on Monday, June 11, 2001 starting at 10:00 a.m. at the offices of Hunton & Williams, 200 Park Avenue, New York City, New York.

The meeting will end at approximately 4:00 p.m. and we plan to work through lunch. Please RSVP to Andrea Gibney (212-309-1083), Ira's secretary, so that she can make the appropriate luncheon arrangements.

AGENDA

1. Review of draft May 21, 2001 minutes;
2. Report on Secret Ballot Proposals (Jesse Samberg and Kim Byham);
3. Report on the creation of the Tariff Review Committee (Gary Brown, Neil Butterklee and Paul Gioia);
4. Small End-User Consumer Issues, Report (Chuck Kowalski and John Dowling);
5. Conforming Changes to Management Committee By-Laws (Mike Mager);
6. The Relationship of the Management Committee to Standing Lower Committees - a continued discussion;
7. The 30-Day Effective Date for Management Committee Action - continued discussion;
8. A FERC Filing for the 5-Business Day ISO Agreement Change - this is a question raised by the continued problems with scheduling various committee meetings in conformity to the 7-business day rule that is the current provision in the ISO Agreement.

The above items 1-8 are the principal agenda items that bear further discussion and reflection. To keep track of the work of the subcommittee in all further agendas there will be a category of items known as “clean-up” items. The following are clean-up items and have been identified by the Chair as such. If there is any disagreement by any member of the subcommittee with respect to the categorizations in the agenda each member is free to move an item from clean-up to an item requiring further discussion.

Clean-Up Items

1. Quorum Requirements - this requires a report to the Management Committee that there will be no change;
2. The 2 nominee requirement - we will review the Hunton & Williams language to determine whether or not the intention of the subcommittee was captured by the proposed language;
3. The appeals process - this is the last chance for comments on the rules prepared by Hunton & Williams;
4. Eligibility requirements for chairs and vice-Chairs - Paul Gioia will report;
5. Proxy rules - changes to facilitate proxy designations by telephone and in writing, this is a report by Jonathan Mayo; and
6. Subcommittee on By-Laws and Governance, this a renaming of the By-Laws Subcommittee and requires a review of Section 14.01 of the Management Committee By-Laws with a purpose to liberalize the formation of subcommittees within the NYISO Governance structure.

There is one other category of business and that is new business. As has been our practice we will add agenda items at the request of individual members of the Management Committee or of the By-Laws Subcommittee.