

**NOTICE AND AGENDA FOR
BY-LAWS SUBCOMMITTEE MEETING 12/8/2003**

TO: Members of the By-Laws and Governance Subcommittee
CC: All Members of the Management Committee
FROM: Neil H. Butterklee, Esq., Chair
DATE: 11/19/03
RE: By-Laws & Governance Subcommittee of the Management Committee Meeting,
December 8, 2003 at 10:00 a.m.

There will be a meeting of the By-Laws and Governance Subcommittee of the Management Committee on December 8, 2003. 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 Kathy Robb's assistant at Hunton & Williams, Patti Pyun, (ph: 212-309-1117 or email: ppyun@hunton.com) whether you will attend the meeting.

Dial-in information is as follows:

Dial-in number: 1-800-822-6507
Conference ID: 317-801
Moderator: Kathy Robb

AGENDA

1. Introduction and review of agenda.
2. Review of proposed amendments to the ISO Agreement regarding membership of Demand Response Providers and Distributed Generators in NYISO governance.
3. The role of the MC with respect to compliance filings.
4. The rules and procedures of the Nominating Subcommittee.
5. New business, plan next meeting and work assignments.