

April 26, 2001

The Honorable David P. Boergers  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E.  
Washington, D.C. 20426

**Re: California Independent System Operator Corporation,  
Docket No. ER01-\_\_\_\_\_**

Dear Secretary Boergers:

Enclosed for filing are Amended and Restated Bylaws ("Amendment") of the California Independent System Operator Corporation ("ISO"). The purpose of the Amendment is to submit amended Bylaws approved by the Board of Governors of the ISO and by the California Electricity Oversight Board, intended to comply with California Public Utilities Code Section 337, as revised by Assembly Bill 5X, approved by the Governor and filed with the Secretary of State on January 18, 2001.

In order to conform the ISO's Bylaws to the requirements of Section 337, the Amendment –

- changes number of members of the Board to five (Article III, Section 2);
- deletes unnecessary definitions (Article III, Section 3);
- provides that members of the Governing Board will be appointed by the Governor of the State of California, subject to approval by the State Oversight Authority (Article III, Section 4.1);
- requires that Governors not be affiliated with any actual or potential participant in the markets administered by the ISO and eliminates previous class-based election structure (Article III, Section 4.2);

- provides that the State Oversight Authority cannot change the number of members of the Governing Board by appointing a Chairperson from outside the current membership of the Board (Article III, Section 4.3);
- deletes previous nomination, selection and qualification provisions (Article III, former Sections 4.4 - 4.6);
- deletes record date provision as superfluous under new election procedures (Article III, Section 5);
- changes the terms of Governors to one year, with unlimited additional terms (Article III, Section 6);
- conforms cross-references (Article III, Section 7);
- deletes now-inaccurate cross-references to State Oversight Authority confirmation of Board members (Article III, Section 13.4);
- eliminates references to the President of the ISO as a member of the Board, which are no longer accurate (Article III, Section 17.1 - 17.2);
- eliminates reference to balancing the membership of Board and advisory Committees among the range of stakeholder entities, which are no longer applicable (Article IV, Section 1);
- eliminates reference to the President of the ISO as a member of the Board, which is no longer accurate (Article IV, Section 5);
- eliminates Secretary's duty to administer stakeholder class election procedures, which is no longer applicable (Article IV, Section 6);
- permits amendments to Bylaws with vote of two-thirds of the Board and requires State Oversight Authority approval of amendments dealing with areas of exclusive state jurisdiction under Senate Bill 96 (Article IX, Sections 3.1 - 3.2); and
- eliminates the requirement that Board composition assure balance among stakeholder classes and eliminates the requirement to report to FERC on stakeholder governance structure, which requirements are no longer applicable (Article IX, Section 6).

## **EFFECTIVE DATE**

Pursuant to Section 35.11 of the Commission's regulations, 18 C.F.R. § 35.11, the ISO respectfully requests that the Commission waive its notice requirements and approve the amended Bylaws effective as of April 18, 2001. This is the date that the amended Bylaws were approved by the California Electricity Oversight Board.

## **SERVICE**

The ISO has served this filing on Public Utilities Commission of the State of California, the California Energy Commission, the California Electricity Oversight Board, and all parties with effective Scheduling Coordinator Service Agreements under the ISO Tariff.

## **NOTICES**

Communications regarding this filing should be addressed to the following individuals, whose names should be placed on the official service list established by the Secretary with respect to this submittal:

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Roger E. Smith	Kenneth G. Jaffe
Richard Jacobs	Michael E. Ward
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## **SUPPORTING DOCUMENTS**

The following documents are attached in support of this filing:

Attachment A: The Amended and Restated Bylaws of California Independent System Operator Corporation, as approved April 18, 2001; and

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Attachment B: A "blacklined" version of the Amended and Restated Bylaws of California Independent System Operator Corporation, showing the changes from the Bylaws as amended in December 1999.

Attachment C: Form of Notice suitable for publication in the Federal Register.

Also enclosed is a 3½ inch diskette containing the notice of filing in WordPerfect format. In addition, an extra copy of the filing is enclosed. We would appreciate your stamping the extra copy with the time and date and returning to the messenger.

Respectfully submitted,

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# **ATTACHMENT A**

## **ATTACHMENT B**

## **ATTACHMENT C**



**NOTICE SUITABLE FOR PUBLICATION IN THE  
FEDERAL REGISTER**

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**California Independent System            )       Docket No. ER01-\_\_\_\_-000**  
**Operator Corporation                        )**

**Notice of Filing**

**[    ]**

Take notice that on April 26, 2001, the California Independent System Operator Corporation ("ISO") tendered for filing Amended and Restated Bylaws. The purpose of the Amendment is to submit amended Bylaws to comply with California Public Utilities Code Section 337, as revised by Assembly Bill 5X, approved by the Governor and filed with the Secretary of State on January 18, 2001.

The ISO requests that the filing be made effective on April 18, 2001.

The ISO states that this filing has been served on the California Public Utilities Commission and all California ISO Scheduling Coordinators.

Any person desiring to be heard or to protest the filing should file a motion to intervene or protest with the Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426, in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 C.F.R. §§ 385.211 and 385.214). All such motions or protests must be filed in accordance with § 35.9 of the Commission's regulations. Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a motion to intervene. Copies of this filing are on file with the Commission and are available for public inspection in the Public Reference Room. This filing may also be viewed on the Internet at <http://www.ferc.fed.us/online/rims.htm> (call 202-208-2222 for assistance).