



Memorandum

To: ADR/Audit Committee of the ISO Board of Governors

From: Steve Berberich, Vice President, Technology and Corporate Services and
Chief Financial Officer and Interim Treasurer

Date: February 3, 2010

Re: **Acceptance of Review of 2009 Code of Conduct Certification Procedures**

This memorandum requires Committee action.

PricewaterhouseCoopers LLP completed their tests of the California Independent System Operator Corporation's 2008 code of conduct certification process and issued their report on January 22, 2010. No exceptions were noted in their testing. Management requests that the ADR/Audit Committee accept the report as submitted and proposes the following motion:

Moved, that the ADR/Audit Committee accepts the report issued on January 22, 2010 by PricewaterhouseCoopers LLP for the testing of the ISO 2009 code of conduct certification process.