

**DRAFT MINUTES OF THE BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Special Called Meeting via Teleconference

Tuesday, October 25, 2005

7:30 a.m.

Meeting Attendance:

Board Members:

Armentrout, Mark		Unaffiliated
Cox, Brad	Tenaska Power Services	Independent Power Marketer
Dalton, Andrew	Valero	Consumer/Industrial
Espinosa, Miguel		Unaffiliated
Gallagher, Carolyn Lewis		Unaffiliated
Greene, Mike	TXU Power	IOU; Board Chairman
Hayslip, Darrell	Calpine Corp.	Independent Generator
Kahn, Bob	Austin Energy	Municipal – Proxy for C. Karnei after 2:15 p.m.
Karnei, Clifton	Brazos Electric Cooperative	Cooperative
Manning, Bob	H-E-B Grocery Company	Consumer/Commercial; Board Vice-Chairman
McClellan, Suzi	Office of Public Utility Counsel	OPUC Residential & Small Commercial Consumers
Schrader, Tom	ERCOT President and CEO	ERCOT
Weiseh, David	Utility Choice Electric	Independent REP

Staff and Guests:

Shellman, Carolyn ERCOT VP, General Counsel

The meeting by telephone conference was called to order by Chairman Mike Greene at 7:30 a.m. Roll was taken and Mr. Greene asked Bob Kahn to address the status of the proposed Bylaws amendments. Mr. Kahn reported that insufficient votes were received in favor of passing the proposed amendments. He recommended that a second vote be taken and that the amendment related to elimination of the segment alternate be taken off the ballot because it appeared to be the reason the amendments were not supported by Corporate Members. After a brief discussion concerning the merits of the proposal, Clifton Karnei moved to accept Mr. Kahn's recommendation and the motion was seconded by Miguel Espinosa. The motion passed by unanimous roll call vote with no abstentions.

The meeting adjourned at approximately 7:45 a.m.

Carolyn E. Shellman
Vice President, General Counsel & Corporate Secretary