

Electric Reliability Council of Texas, Inc.
Annual Membership Meeting
December 13, 2005, Austin Hilton Airport Hotel

Mr. Thomas Schrader, ERCOT President and CEO, opened the meeting at 11:30 a.m. by announcing a quorum was present (through physical attendance and written proxies), introducing the Directors and Officers and welcoming everyone to the meeting.

Mr. Schrader recognized Messrs. Tom Payton and David Veiseh (who was not in attendance) commemorating their service as members of the Board of Directors. He also made a brief speech thanking Mike Greene for his service as Chairman of the ERCOT Board of Directors for the last several years and presented Mr. Greene with a token of the organization's appreciation.

Confirmation of Board of Directors Members

Mr. Schrader called attention to the new slate of Board members which has been provided to all present. Paula DiFonzo of New Braunfels Utilities moved to confirm the members of the Board and DeAnn Walker of CenterPoint Energy seconded the motion confirming the new slate of Board members as follows:

<u>Segment</u>		<u>Members</u>	<u>Segment Alternate</u>
<u>Cooperative</u>		<u>Clifton Karnei</u> – Brazos Electric Power Cooperative, Inc.	<u>Mike Packard</u> – South Texas Electric Cooperative, Inc.
<u>Consumer</u>	- <u>OPUC</u> (<i>ex officio</i>) - <u>Commercial</u> - <u>Industrial</u>	<u>Suzi McClellan</u> <u>Bob Manning</u> – H-E-B Grocery Company, LP <u>Andrew J. Dalton</u> – Valero	N/A
<u>ERCOT CEO</u> (<i>ex officio</i>)		<u>Tom Schrader</u>	N/A
<u>Independent Generator</u>		<u>Darrell Havslip</u> – Calpine Corporation	<u>Bob Helton</u> – American National Power, Inc.
<u>Independent Power Marketer (PM)</u>		<u>Brad Cox</u> – Tenaska Power Services	<u>Jean Rvall</u> – Constellation Energy
<u>Independent Retail Electric Provider (REP)</u>		<u>R. Scott Gahn</u> – Just Energy	<u>James Striedel</u> – Entergy Solutions
<u>Investor Owned Utility (IOU)</u>		<u>Tom Standish</u> – CenterPoint Energy	<u>Mike McCall</u> – TXU Wholesale
<u>Municipal</u>		<u>Bob Kahn</u> – Austin Energy	<u>Jim Harder</u> – Garland Power & Light
<u>PUCT Chair</u> (<i>ex officio, non-voting</i>)		<u>Paul Hudson</u>	N/A
<u>Unaffiliated</u>		<u>Mark Armentrout</u> <u>Miguel Espinosa</u> <u>Carolyn Lewis Gallagher</u>	N/A

On the initial vote, the Motion failed to obtain the required majority of all ERCOT members, with sixty-one votes in favor and three abstentions (Shannon McClendon, as proxy for Oscar Robinson of Austin White Lime and Nick Fehrenbach as representative of the City of Dallas and as proxy for Chris Hendrix of Wal-Mart), one vote shy of the needed majority of sixty-two.

Subsequently, Ms. McClendon moved to reconsider the vote and to confirm the members of the Board of Directors set forth above. Mr. Fehrenbach seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Confirmation of Technical Advisory Committee Members

Bob Kahn of Austin Energy moved to accept the slate of TAC Representatives set forth below. Clifton Karnei of Brazos Electric Power Cooperative seconded the motion. The motion passed by unanimous voice vote with no abstentions.

<u>Segment</u>	<u>Member</u>
Cooperatives	Hugh Lenox – Brazos Electric Power Cooperative Dudley Piland – Lower Colorado River Authority John L. Sims – Nueces Electric Cooperative Henry Wood – South Texas Electric Cooperative
Consumers	Industrial: Randall Bachman – Chevron Phillips Oscar Robinson – Austin White Lime Commercial: Nick Fehrenbach – City of Dallas Chris Hendrix – Wal-Mart OPUC: Laurie Pappas Residential: Shannon McClendon
Independent Generators	Barbara Clemenhagen – Sempra Bob Helton – American National Power Randy Jones – Calpine Corporation Mark Walker – Texas Genco
Independent Power Marketers	Kristy Ashley – Exelon Jeff Brown – Coral Power Brian Gedrich – BP Energy Clayton Greer – Constellation Energy
Independent Retail Electric Providers	Read Comstock – Strategic Energy Marty Downey – TriEagle Energy William Lewis – Cirro Energy Marcie Zlotnik – Star Electricity
Investor Owned Utilities	BJ Flowers – TXU Energy John Houston – CenterPoint Energy Richard Ross – AEP Service Corporation Michelle Trenary – First Choice Power
Municipals	Mark Dreyfus – Austin Energy Dan Jones – CPS Energy Sharon Mays – Denton Municipal Electric Dan Wilkerson – Bryan Texas Utilities

Speeches

Mr. Schrader invited Richard Sergel, President and CEO of the North American Electric Reliability Council (“NERC”), to the podium to provide comments to the membership on NERC’s new responsibilities expected under the Energy Policy Act of 2005..

Mr. Schrader then introduced the Honorable Phil King, Texas State Representative - Weatherford (and Chair of the Committee on Regulated Industries), who discussed state energy issues and encouraged industry representatives to call on their state legislators to keep them adequately informed.

At the meeting’s conclusion, Mike Greene made a brief statement thanking the membership for the opportunity to be a member of the Board and serve as its Chairman for the last several years.

The meeting adjourned at 1:00 p.m.

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