

**DRAFT MINUTES OF THE ANNUAL MEMBERSHIP MEETING  
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Austin Hilton Airport Hotel  
9515 New Airport Drive  
Austin, Texas 78744  
December 12, 2006

Mr. Sam Jones, ERCOT President and Chief Executive Officer (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. Jones recognized Messrs. Bob Kahn and Bob Manning commemorating their service as members of the Board of Directors.

**Confirmation of Board of Directors Members**

Mr. Jones called attention to the new slate of Board members which has been provided to all present. Mr. Manning, HEB Grocery Company, moved to confirm the members of the Board and Clifton Karnei, Brazos Electric Power Cooperative, seconded the motion confirming the new slate of Board members as follows:

<b><u>Segment</u></b>	<b><u>Members</u></b>	<b><u>Segment Alternate</u></b>
Cooperative	<u>Clifton Karnei</u> – Brazos Electric Power Cooperative	<u>Mike Packard</u> – South Texas Electric Cooperative
Consumer OPUC ( <i>ex officio</i> ) Commercial Industrial	<u>Suzi McClellan</u> <u>Nick Fehrenbach</u> – City of Dallas <u>Andrew J. Dalton</u> – Valero Refining – Texas	N/A
ERCOT CEO ( <i>ex officio</i> )	<u>Sam Jones</u>	N/A
Independent Generator	<u>William Taylor</u> – Calpine Corporation	<u>Bob Helton</u> – American National Power
Independent Power Marketer	<u>Brad Cox</u> – Tenaska Power Services	<u>Jean Ryall</u> – Constellation Energy Commodities Group
Independent Retail Electric Provider	<u>R. Scott Gahn</u> – Just Energy Texas	<u>Robert Thomas</u> – Green Mountain Energy Company
Investor Owned Utility	<u>Tom Standish</u> – CenterPoint Energy	<u>Mike McCall</u> – TXU Energy Company
Municipal	<u>Dan Wilkerson</u> – Bryan Texas Utilities	<u>Steve Bartley</u> – CPS Energy
PUCT Chair ( <i>ex officio</i> , non-voting)	<u>Paul Hudson</u>	N/A

Unaffiliated	<u>Mark Armentrout</u> <u>Miguel Espinosa</u> <u>Carolyn Lewis Gallagher</u> <u>Michehl Gent</u> <u>Jan Newton</u>	N/A
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The motion passed by unanimous voice vote with no abstentions.

#### Speeches

Mark Armentrout invited Steve Wolens, former Texas State Representative, to the podium. Representative Wolens discussed state energy issues.

The meeting adjourned at approximately 1:00 p.m.

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James L. Thorne  
Vice President, General Counsel & Corporate Secretary