



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

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 168
Austin, Texas 78744
April 12, 2010 at 2:00 p.m.

Pursuant to notice duly given, the meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Board Members:

Director	Affiliation	Segment
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Dalton, Andrew	Valero Services, Inc.	Industrial Consumer
Doggett, Trip	ERCOT	Interim President and Chief Executive Officer
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel		Unaffiliated
Fehrenbach, Nick	City of Dallas	Commercial Consumer
Gent, Michehl		Unaffiliated, Board Vice Chairman
Givens, Sheri	Office of Public Counsel	Utility Residential Consumer
Helton, Bob	International America Services	Power Independent Generator
Karnei, Clifton	Brazos Electric Cooperative Inc.	Power Cooperative
Newton, Jan		Unaffiliated, Board Chairman
Patton, A.D.		Unaffiliated
Ryall, Jean	Constellation Commodities Group	Energy Independent Power Marketer
Zlotnik, Marcie	StarTex Power	Independent Retail Electric Provider

Staff and Guests:

Goodman, Dale	ERCOT
Grable, Mike	ERCOT
Leady, Vickie	ERCOT
Magness, Bill	Casey, Gentz, & Magness LLP
Walker, Mark	NRG Texas, Segment Alternate
Whittle, Brandon	DB Energy Trading, Segment Alternate



Call Open Session to Order (Agenda Item 1)

Jan Newton, ERCOT Board Chairman, called the meeting to order at approximately 2:05 p.m. and determined a quorum was present.

Ratification of Interim Vice President, General Counsel and Corporate Secretary (Agenda Item 2)

Chairman Newton noted that this was Mike Grable's last day of employment. On behalf of the Board and personally, she thanked Mr. Grable for his tremendous efforts and service as ERCOT's Vice President, General Counsel and Corporate Secretary.

With regard to the agenda item of the ratification of Bill Magness as Interim Vice President, General Counsel and Corporate Secretary, Bob Helton inquired about the representation of parties in the Competitive Renewable Energy Zones (CREZ) proceedings by Bill Magness' law firm, Casey Gentz and Magness (CG&M). Mr. Grable responded that Mr. Magness brought his firm's potential representation of landowner parties in the CREZ CCN dockets to ERCOT's attention prior to being retained by such parties, and that ERCOT and CG&M agreed that Mr. Magness would continue his representation of ERCOT in regulatory matters and fee cases, with the caveat that there would be a strict firewall between Mr. Magness and the CG&M counsel participating in CREZ CCN dockets. Mr. Magness noted that he had represented ERCOT for the last five years, that CG&M does not represent Market Participants due to CG&M's representation of ERCOT, that he brought CG&M's representation in the CREZ docket to ERCOT's attention, and that he and the CG&M attorneys have been able to maintain an information firewall without any issue.

Miguel Espinosa moved to approve Bill Magness as ERCOT's Interim Vice President, General Counsel and Corporate Secretary as presented. Michehl Gent seconded the motion. The Board members inquired about the terms of ERCOT's engagement of Mr. Magness. Mr. Grable responded to such inquiries. **The motion passed by unanimous voice vote with no abstentions.**

Ratification of Assistant Corporate Secretary Positions (Agenda Item 3)

With regard to the ratification of Assistant Corporate Secretary positions, Mr. Grable noted the value in ERCOT having Assistant Corporate Secretaries, particularly at this time.

Mr. Espinosa moved to approve Estrellita Doolin, Assistant General Counsel, and Vickie Leady, Corporate Counsel, each as ERCOT Assistant Corporate Secretary. Mr. Dalton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Executive Session (Agenda Items 4a, 4b, 4c and 4d)

Chairman Newton adjourned the meeting to Executive Session at approximately 2:13 p.m. and requested that all ERCOT staff and guests leave the meeting room. Chairman Newton reconvened the meeting to General Session at approximately 4:20 p.m.



Vote on Matters from Executive Session (Agenda Item 5)

There were no voting matters to be considered from Executive Session.

Other Business (Agenda Item 6)

There was no other business considered at this time.

Adjournment (Agenda Item 7)

Chairman Newton adjourned the meeting at approximately 4:21 p.m.

Board materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/>.

Bill Magness
Interim Corporate Secretary