



**MINUTES OF SPECIAL H.R. & GOVERNANCE COMMITTEE MEETING  
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

7620 Metro Center Drive, Austin, Texas 78744

May 27, 2010

**Committee Members Present**

Andrew Dalton (Chair)	Bob Helton
A.D. Patton	Jean Ryall

**Alternates Present**

Danny Bivens for Sheri Givens

**Other Board Members and Alternates Present**

Ken Anderson, Member – Public Utility Commission of Texas (“PUC”) for Chairman

Barry T. Smitherman

Michehl Gent

Deryl Brown – for Marcie Zlotnik

Calvin Crowder

Brandon Whittle

Nick Fehrenbach

Miguel Espinosa

Clifton Karnei

Mark Walker

Mark Dreyfus

**ERCOT Staff**

Bill Magness – Interim Vice President & General Counsel

Susan Westbrook – Senior Corporate Counsel

Vickie Leaday – Senior Corporate Counsel

Trip Doggett – Interim President and Chief Executive Officer

Mike Cleary – Senior Vice President & Chief Technology Officer

**Call to Order**

Mr. Dalton called the meeting to order at 2:30 p.m. and immediately adjourned to executive session.

Open session re re-convened at 3:20 p.m.

Mr. Doggett and Mr. Cleary joined the meeting at this time.

**Vote on Matters from Executive Session**

Mr. Helton moved to recommend to the ERCOT Board of Directors that the Board delegate to Andrew Dalton the authority to negotiate an employment agreement for the position of President and Chief Executive Officer with the CEO candidate discussed during executive session. Ms. Ryall seconded the motion. The motion was approved by unanimous voice vote.

Ms. Ryall moved to recommend to the ERCOT Board of Directors that the Board delegate to Andrew Dalton the authority negotiate an employment agreement or an amendment to his existing employment agreement for the position of Senior Vice President & Chief Operating



Officer with the COO candidate discussed during executive session. Mr. Helton seconded the motion. The motion was approved by unanimous voice vote.

**Other Business**

None reported.

**The meeting was adjourned at 3:20 p.m.**

A handwritten signature in black ink, reading "Susan M. Westbrook", is written over a horizontal line.

Susan M. Westbrook  
Senior Corporate Counsel