



Date: January 11, 2011
To: Board of Directors
From: H.B. "Trip" Doggett, President and Chief Executive Officer (CEO)
Subject: Election of Electric Reliability Council of Texas, Inc. Board Chair and Vice Chair

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: January 18, 2011

Agenda Item No.: 2

Issue:

Election of the Chair and Vice Chair of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT).

Background/History:

Section 4.4 of the ERCOT Amended and Restated Bylaws, as approved on April 16, 2010 (Bylaws), provides that the ERCOT Board shall elect a Chair and Vice Chair of the Board annually from the Board's membership. Section 4.4 of the Bylaws further provides that the Chair must be one of the Unaffiliated Directors of the ERCOT Board and that ERCOT's CEO cannot serve as Vice Chair of the ERCOT Board.

Key Factors Influencing Issue:

- The ERCOT Bylaws require the ERCOT Board to elect a Chair and Vice Chair of the ERCOT Board on an annual basis.
- On December 14, 2010, the ERCOT Corporate Members elected the current Board members for a term for January 1, 2011 through December 31, 2011 (2011 Board). The election of a Chair and Vice Chair for the 2011 Board would be timely.

Alternatives:

1. Elect a Chair and Vice Chair of the ERCOT Board at its January 18, 2011 meeting; or
2. Defer the election of a Chair and Vice Chair of the ERCOT Board to a later Board meeting.

Conclusion/Recommendation:

The ERCOT Board should elect the Chair and Vice Chair of the ERCOT Board at its January 18, 2011 meeting.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to elect a Chair and Vice Chair of the ERCOT Board for the 2011 year.

THEREFORE, be it RESOLVED, that the Board hereby elects _____ as Chair and _____ as Vice Chair of the ERCOT Board to serve for the 2011 year.

CORPORATE SECRETARY'S CERTIFICATE

I, Bill Magness, Corporate Secretary of ERCOT, do hereby certify that, at its January 18, 2011 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of January, 2011.

Bill Magness
Corporate Secretary