



**Date:** January 11, 2011  
**To:** Board of Directors  
**From:** H.B. “Trip” Doggett, President and Chief Executive Officer  
**Subject:** Election of Chief Executive Officer and Ratification of Officers

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** January 18, 2011

**Agenda Item No.:** 3

**Issue:**

Election of the Chief Executive Officer (CEO) and ratification of other Officers of Electric Reliability Council of Texas, Inc. (ERCOT).

**Background/History:**

Section 8.2 of ERCOT’s Amended and Restated Bylaws, as approved on April 16, 2010 (Bylaws), requires that the ERCOT Board of Directors (Board) elect the CEO of ERCOT and ratify the remaining ERCOT Officers for terms not to exceed one year. Officers may be re-elected or re-ratified for consecutive terms without limitation. Section 7.1 of the Bylaws provides in part that “[t]he CEO shall serve as President of ERCOT.”

**Key Factors Influencing Issue:**

- The Bylaws require the election of the ERCOT CEO and ratification of other Officers at least annually.
- ERCOT must have a CEO and other Officers to perform its statutory and corporate functions.

**Alternatives:**

1. Elect the CEO and ratify the other Officers at the January 18, 2011 Board meeting; or
2. Defer the election of the CEO and ratification of the other Officers to a later ERCOT Board meeting.

**Conclusion/Recommendation:**

At its January 18, 2011 Board meeting, the ERCOT Board should elect H.B. “Trip” Doggett as President and CEO of ERCOT, while employed for a term not to exceed one year, and should ratify the following ERCOT Officers for the 2011 year, while employed for a term not to exceed one year:

Mike Cleary – Senior Vice President and Chief Operating Officer;  
Bill Magness – Vice President, General Counsel and Corporate Secretary;  
Charles B. Manning, Jr. – Vice President and Chief Compliance Officer;  
Richard Morgan – Vice President and Chief Information Officer;  
Kent Saathoff – Vice President of Grid Operations and System Planning; and  
Vickie Leady – Assistant Corporate Secretary.



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

WHEREAS, pursuant to Section 8.2 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall elect the ERCOT Chief Executive Officer (CEO) and ratify other ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, Section 7.1 of the Bylaws provides in part that the ERCOT CEO shall serve as President of ERCOT;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to elect a President and CEO and ratify other ERCOT Officers for the 2011 year for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby elects H.B. "Trip" Doggett to serve as ERCOT President and CEO for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies the following other ERCOT Officers for the 2011 year for a term while employed not to exceed one year:

Mike Cleary – Senior Vice President and Chief Operating Officer;  
Bill Magness – Vice President, General Counsel and Corporate Secretary;  
Charles B. Manning, Jr. – Vice President and Chief Compliance Officer;  
Richard Morgan – Vice President and Chief Information Officer;  
Kent Saathoff – Vice President of Grid Operations and System Planning; and  
Vickie Leady – Assistant Corporate Secretary.

**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