



Date: March 15, 2011
To: Board of Directors
From: H.B. "Trip" Doggett, President and Chief Executive Officer
Subject: Ratification of Officers

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: March 22, 2011

Agenda Item No.: 10c

Issue:

Ratification of 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) ratify ERCOT Officers for terms not to exceed one year. Officers may be re-elected or re-ratified for consecutive terms without limitation.

Key Factors Influencing Issue:

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

Alternatives:

1. Ratify the Officers at the March 22, 2011 Board meeting; or
2. Defer the ratification of the Officers to a later ERCOT Board meeting.

Conclusion/Recommendation:

At its March 22, 2011 Board meeting, the ERCOT Board should ratify Mark Ruane as Vice President of Risk Management and Michael Petterson as Vice President of Finance and Treasury for the 2011 year, each while employed for a term not to exceed one year.



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 ratify ERCOT Officers for a term while employed not to exceed one year;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to ratify Mark Ruane as Vice President of Risk Management and Michael Petterson as Vice President of Finance and Treasury as ERCOT Officers for the 2011 year, each for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies Mark Ruane as Vice President of Risk Management and Michael Petterson as Vice President of Finance and Treasury as ERCOT Officers for the 2011 year, each for a term while employed not to exceed one year.

CORPORATE SECRETARY'S CERTIFICATE

I, Bill Magness, Corporate Secretary of ERCOT, do hereby certify that, at its March 22, 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 March, 2011.

Bill Magness
Corporate Secretary