



Date: April 12, 2011
To: Board of Directors
From: H.B. "Trip" Doggett, President and Chief Executive Officer
Subject: Ratification of Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: April 19, 2011

Agenda Item No.: 19b

Issue:

Ratification of Officer of Electric Reliability Council of Texas, Inc. (ERCOT), specifically, the Vice President of Human Resources and Chief Compliance Officer.

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.

Charles B. Manning, Jr., was ratified as Vice President and Chief Compliance Officer by the ERCOT Board at its January 18, 2011 meeting. Mr. Manning has recently agreed to accept additional responsibilities for the oversight of the Human Resources Department. For this reason, a recommendation is hereby being made for the ratification of Mr. Manning with the title of Vice President of Human Resources and Chief Compliance Officer.

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 Officer at the April 19, 2011 Board meeting; or
2. Defer the ratification of the Officer to a later ERCOT Board meeting.

Conclusion/Recommendation:

At its April 19, 2011 Board meeting, the ERCOT Board should ratify Charles B. Manning, Jr., as Vice President of Human Resources and Chief Compliance Officer for the 2011 year, 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 Charles B. Manning Jr. as Vice President of Human Resources and Chief Compliance Officer as an ERCOT Officer for the 2011 year, for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies Charles B. Manning Jr. as Vice President of Human Resources and Chief Compliance Officer as an ERCOT Officer for the 2011 year, 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 April 19, 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 April, 2011.

Bill Magness
Corporate Secretary