



**MINUTES OF THE NOMINATING COMMITTEE MEETING  
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.  
7620 Metro Center Drive, Room 206  
Austin, Texas 78744  
March 22, 2011 at 3:00 p.m.

Pursuant to notice duly given, the meeting of the Nominating Committee (Committee) of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened on the above-referenced date.

**Meeting Attendance:**

Committee Members:

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Dalton, Andrew	Valero Services, Inc.	Consumer/Industrial
Doggett, Trip	ERCOT	President and Chief Executive Officer (CEO)
Doll, Laura (Chair)		Unaffiliated Director
Dreyfus, Mark	Austin Energy	Municipal
Espinosa, Miguel		Unaffiliated Director (Proxy for Jorge Bermudez)
Fehrenbach, Nick	City of Dallas	Consumer/Commercial
Gent, Michehl (Vice Chair)		Unaffiliated Director
Givens, Sheri	Office of Public Utility Counsel	Consumer/Residential
Helton, Bob	IPR – GDF SUEZ North America	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative	Cooperative
Patton, A.D.		Unaffiliated Director
Ryall, Jean	Constellation Energy Commodities Group	Independent Power Marketer
Zlotnik, Marcie	StarTex Power	Independent Retail Electric Provider

Guests:

Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Nelson, Donna	Commissioner, Public Utility Commission of Texas (Alternate Representative of Chairman Barry T. Smitherman)



### **Call Open Session to Order and Announce Proxies (Agenda Item 1)**

Chairman Laura Doll determined a quorum was present and called the Nominating Committee meeting to order at approximately 5:43 p.m. Chairman Doll announced that Jorge Bermudez had provided his proxy to Miguel Espinosa for the meeting.

Chairman Doll reported that the initial Unaffiliated Director term of A.D. Patton would be expiring in June 2011 and that the final Unaffiliated Director term of Miguel Espinosa would be expiring in November 2011. She further reported that the Legislature was currently considering the Sunset Commission bill that contemplated the addition of other Unaffiliated Director seats to the Board. Chairman Doll advised that the Committee would be developing a pipeline of Unaffiliated Director candidates for these reasons. She also reported that the Public Utility Commission of Texas (Commission) recently amended its rules regarding ERCOT oversight, effective as of the meeting date, which required Commission approval of Unaffiliated Directors prior to their seating on the Board among other things. She generally reminded the Committee of the ERCOT Bylaws requirements regarding the composition of the Committee, the engagement of an executive search firm to identify Unaffiliated Director candidates, and the independence requirements for Unaffiliated Directors.

### **Executive Session (Agenda Items 2 through 6)**

Chairman Doll adjourned the meeting to Executive Session at approximately 5:45 p.m. until approximately 6:15 p.m., when she reconvened the meeting to Open Session.

### **Vote on Matters from Executive Session (Agenda Item 7)**

Chairman Doll reported that there were no voting matters from Executive Session.

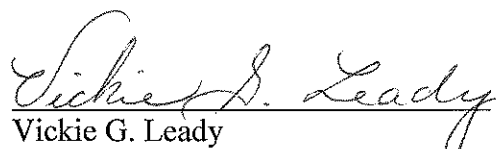
### **Other Business (Agenda Item 8)**

No other business was discussed at this time.

### **Adjournment (Agenda Item 9)**

After motion by Bob Helton and a second by Calvin Crowder, Chairman Doll adjourned the meeting at approximately 6:18 p.m.

Board materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/>.

  
Vickie G. Leady  
Assistant Corporate Secretary