



Date: July 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: July 19, 2011

Agenda Item No.: 10b

Issue:

Ratification of Betty Day as an Officer of Electric Reliability Council of Texas, Inc. (ERCOT) with the title of Vice President of Business Integration for the 2011 year, for a term while employed not to exceed one year.

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.

Over the last eleven years as an employee of ERCOT, Betty Day has assumed increasing responsibilities and provided valuable organizational contributions. Ms. Day began her career at ERCOT on July 1, 2000, as Manager of Load Profiling and was instrumental in the zonal market go-live. Ms. Day assumed additional responsibilities of Data Aggregation and Settlement Metering in 2002 and was later promoted to Director of Commercial Operations in September 2005. In this role, Ms. Day had responsibilities for Retail Customer Choice, Settlement Metering, Data Aggregation, Settlements and Billing, and Data Integrity and Administration. During my role as Interim President and Chief Executive Officer, Ms. Day managed many of my former Chief Operating Officer responsibilities while also managing other responsibilities in her position of Director of Commercial Market Operations. During 2010, Ms. Day was the ERCOT business lead on Mike Cleary's management team for nodal implementation. Ms. Day has recently agreed to accept the responsibilities associated with the Vice President of Business Integration. For this reason, I hereby respectfully recommend the ratification of Ms. Day as an ERCOT Officer with the title of Vice President of Business Integration.

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



Conclusion/Recommendation:

At its July 19, 2011 Board meeting, the ERCOT Board should ratify Betty Day as Vice President of Business Integration for the 2011 year, for a term while employed 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 Betty Day as an Officer of ERCOT with the title of "Vice President of Business Integration" for the 2011 year, for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies Betty Day as an Officer of ERCOT with the title of "Vice President of Business Integration" 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 July 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 July, 2011.

Bill Magness
Corporate Secretary