



Date: September 13, 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: September 20, 2011

Agenda Item No.: 15

Issue:

Ratification of Jerry Dreyer as an Officer of Electric Reliability Council of Texas, Inc. (ERCOT) with the title of Vice President and Chief Information Officer for the 2011 year and 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.

Jerry Dreyer, most recently employed by ERCOT as Director of Application Services, has agreed to accept the responsibilities associated with Vice President and Chief Information Officer. For this reason, Mr. Dreyer is being recommended as an ERCOT Officer with the title of Vice President and Chief Information 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 September 20, 2011 Board meeting; or
2. Defer the ratification of the Officer to a later ERCOT Board meeting.

Conclusion/Recommendation:

At its September 20, 2011 Board meeting, the ERCOT Board should ratify Jerry Dreyer as Vice President and Chief Information Officer for the 2011 year and 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 Jerry Dreyer as an Officer of ERCOT with the title of "Vice President and Chief Information Officer" for the 2011 year and for a term while employed not to exceed one year;

RESOLVED FURTHER, the ERCOT Board hereby ratifies Jerry Dreyer as an Officer of ERCOT with the title of "Vice President and Chief Information Officer" for the 2011 year and 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 September 20, 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 September, 2011.

Bill Magness
Corporate Secretary