



**Date:** January 10, 2012  
**To:** Board of Directors  
**From:** H.B. "Trip" Doggett, President and Chief Executive Officer (CEO)  
**Subject:** Election of Electric Reliability Council of Texas Inc. (ERCOT) Board Chair and Vice Chair

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** January 17, 2012

**Agenda Item No.:** 2

**Issue:**

Election of the Chair and Vice Chair of the Board of Directors (Board) of ERCOT.

**Background/History:**

Section 4.4 of the ERCOT Amended and Restated Bylaws, as approved on April 16, 2010 (Bylaws), provides that the ERCOT Board shall elect a Chair and Vice Chair of the Board annually from the Board's membership by an act of the Board. Section 4.4 of the Bylaws further provides that the Chair must be one of the Unaffiliated Directors of the ERCOT Board and that the ERCOT CEO cannot serve as Vice Chair of the ERCOT Board.

**Key Factors Influencing Issue:**

- The ERCOT Bylaws require the ERCOT Board to elect a Chair and Vice Chair of the ERCOT Board on an annual basis.
- On December 13, 2011, the ERCOT Corporate Members elected the current Board members for a term for January 1, 2012 through December 31, 2012 (2012 Board). The election of a Chair and Vice Chair for the 2012 Board would be timely.

**Alternatives:**

1. Elect a Chair and Vice Chair of the ERCOT Board at its January 17, 2012 meeting; or
2. Defer the election of a Chair and Vice Chair of the ERCOT Board to a later Board meeting.

**Conclusion/Recommendation:**

Pursuant to and in compliance with the Bylaws, the ERCOT Board should elect the Chair and Vice Chair of the ERCOT Board at its January 17, 2012 meeting.



**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**  
**BOARD OF DIRECTORS RESOLUTION**

WHEREAS, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT, pursuant to Section 4.4 of the ERCOT Amended and Restated Bylaws as approved on April 16, 2010, to elect a Chair and Vice Chair of the ERCOT Board for the 2012 year;

THEREFORE, be it RESOLVED, that the Board hereby elects \_\_\_\_\_ as Chair and \_\_\_\_\_ as Vice Chair of the ERCOT Board to serve for the 2012 year.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its January 17, 2012 meeting, the ERCOT Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of January, 2012.

\_\_\_\_\_  
Vickie G. Leady  
Assistant Corporate Secretary