



Date: January 10, 2012
To: ERCOT Board of Directors and Segment Alternates
From: Bill Magness, Vice President, General Counsel and Corporate Secretary
Subject: Committee Preferences and Assignments for 2012

Attached for your review is the 2012 Committee Preferences and Assignments list. The 2012 Committee Member Preference form was sent to the ERCOT Board of Directors on January 3, 2012.

The Board Members listed under the Human Resources and Governance Committee (HR&G) indicated HR&G as their preferred committee. The HR&G Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of representatives from at least two Market Segments and one or more of the Unaffiliated Board members."

The Board Members listed under the Finance and Audit Committee (F&A) indicated F&A as their preferred committee. The F&A Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members."

The Board Members listed under the Nominating Committee (Nominating) are members of Nominating pursuant to Section 4.3(b)(1) of the Bylaws, which require that Nominating shall consist of all of the voting Directors, other than the ERCOT Chief Executive Officer (CEO) (that is, all of the Board other than the ERCOT CEO and Public Utility Commission Chair).

If you have any questions about the 2012 Committee Preferences or Assignments, do not hesitate to contact me or Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary.

Thank you for your attention to this matter.



**ERCOT Board of Directors
Committee Preferences and Assignments for 2012**

Human Resources & Governance (HR&G) Committee

Craven Crowell
Andrew Dalton
Mark Dreyfus*
Sheri Givens
Karl V. Pfirrmann
Jean Ryall

Finance & Audit (F&A) Committee

Jorge Bermudez
Nick Fehrenbach
Michehl Gent
Kevin Gresham
Eric Hendrick
Clifton Karnei
Scott Prochazka
Judy Walsh*

Nominating Committee

Jorge Bermudez
Craven Crowell
Andrew Dalton
Mark Dreyfus
Nick Fehrenbach
Michehl Gent
Sheri Givens
Kevin Gresham
Eric Hendrick
Clifton Karnei
Karl V. Pfirrmann
Scott Prochazka
Jean Ryall
Judy Walsh

*Indicated preference for either committee.