



Date: January 8, 2013
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 15, 2013

Item Nos.: 2 and 3

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 11, 2012, the ERCOT Corporate Members elected the current Board members for a term for January 1, 2013 through December 31, 2013 (2013 Board). The election of a Chair and Vice Chair for the 2013 Board would be timely.

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 15, 2013 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 2013 year;

THEREFORE, be it RESOLVED, that the Board hereby elects _____ as Chair and _____ as Vice Chair of the ERCOT Board to serve for the 2013 year.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its January 15, 2013 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, 2013.

Vickie G. Leady
Assistant Corporate Secretary