



Date: February 4, 2014
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: February 11, 2014

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 October 7, 2013 (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 and Vice Chair must be Unaffiliated Directors of the ERCOT Board and that the ERCOT CEO cannot serve as Vice Chair of the ERCOT Board.

Section 7.7 of the Board Policies and Procedures, as approved on November 19, 2013 (BPP), provides that the Board Chair and Vice Chair shall be elected pursuant to the Bylaws and shall “serve in their positions until their respective successors are elected to avoid a break in service of Board leadership”.

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 10, 2013, the ERCOT Corporate Members elected the current Board members for a term for January 1, 2014 through December 31, 2014 (2014 Board). The election of a Chair and Vice Chair for the 2014 Board would be timely.

Conclusion/Recommendation:

Pursuant to and in compliance with the Bylaws and the BPP, the ERCOT Board should elect the Chair and Vice Chair of the ERCOT Board at its February 11, 2014 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 October 7, 2013, to elect a Chair and Vice Chair of the ERCOT Board for the 2014 year;

THEREFORE, be it RESOLVED, that the Board hereby elects _____ as Chair and _____ as Vice Chair of the ERCOT Board to serve for the 2014 year.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its February 11, 2014 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2014.

Vickie G. Leady
Assistant Corporate Secretary