



**DRAFT MINUTES OF THE SPECIAL JOINT
NOMINATING COMMITTEE AND BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 206A
Austin, Texas 78744
May 27, 2010 at 3:00 p.m.

Pursuant to notice duly given, the special meeting of the Nominating Committee (Committee) and Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Nominating Committee Members in Attendance:

Director	Affiliation	Segment
Bivens, Danny	Office of Public Utility Counsel	Residential Consumer (Alternate Representative for Sheri Givens)
Brown, Deryl	Hudson Energy Services LP	Independent Retail Electric Provider (Segment Alternate for Marcie Zlotnik)
Crowder, Calvin	American Electric Power Service Corporation	Investor Owned Utility
Dalton, Andrew	Valero Services, Inc.	Industrial Consumer
Dreyfus, Mark	Austin Energy	Municipal (until Agenda Item 3)
Espinosa, Miguel		Unaffiliated
Fehrenbach, Nick	City of Dallas	Commercial Consumer
Gent, Michehl		Unaffiliated, Acting Board Chair
Helton, Bob	International Power America Services	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative Inc.	Cooperative (Proxy for Mark Dreyfus for Agenda Items 3 through 5)
Patton, A.D.		Unaffiliated
Ryall, Jean	Constellation Energy	Independent Power Marketer

Other Board Members in Attendance:

Director	Affiliation	Segment
Anderson, Kenneth	Public Utility Commission of Texas	Commissioner (Alternate Representative for Chairman Barry T. Smitherman)
Doggett, Trip	ERCOT	Interim President and Chief Executive Officer

Staff and Other Guests in Attendance:

Cleary, Mike	ERCOT
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Leady, Vickie	ERCOT
Magness, Bill	ERCOT
Walker, Mark	NRG Texas (Segment Alternate) (until Agenda Item 3)
Westbrook, Susan	ERCOT
Whittle, Brandon	DB Energy Trading LLC (Segment Alternate)
Zlotnik, Marcie	StarTex Power (By Telephone until Agenda Item 3)

Call Open Session to Order and Announce Proxies (Agenda Item 1)

Michehl Gent, ERCOT Acting Board Chairman, called the special meeting to order at approximately 3:25 p.m., determined a quorum was present, noted the Antitrust Admonition, and announced alternate representatives present at the meeting.

Executive Session (Agenda Items 2, 2a, 2b, 2c and 2d)

Chairman Gent adjourned the meeting to Executive Session at approximately 3:28 p.m. Mr. Gent reconvened the meeting to General Session at approximately 5:30 p.m.

Vote on Matters from Executive Session (Agenda Item 3)

Chairman Gent announced two voting items from the Executive Session for the Board's consideration.

Andrew Dalton moved to accept the Human Resources and Governance (HR&G) Committee's recommendation to elect H.B. "Trip" Doggett as President and Chief Executive Officer of ERCOT subject to finalization of terms and conditions of employment as discussed during Agenda Item 2 of the Executive Session. Bob Helton seconded the motion. The motion passed by unanimous voice vote with one abstention (Mr. Doggett).

Mr. Dalton moved to accept the HR&G Committee's recommendation to ratify Mike Cleary as Senior Vice President and Chief Operating Officer of ERCOT subject to finalization of terms and conditions of employment as discussed during Agenda Item 2 of the Executive Session. Mr. Helton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Business (Agenda Item 4)

No other business was considered at this time.



Adjournment (Agenda Item 5)

Chairman Gent adjourned the meeting at approximately 5:35 p.m.

Board materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/>.

Bill Magness
Interim Corporate Secretary