



**DRAFT MINUTES OF SPECIAL H.R. & GOVERNANCE COMMITTEE MEETING
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

7620 Metro Center Drive, Austin, Texas 78744

May 27, 2010

Committee Members Present

Andrew Dalton (Chair) Bob Helton
A.D. Patton Jean Ryall

Alternates Present

Danny Bivens for Sheri Givens

Other Board Members and Alternates Present

Ken Anderson, Member – Public Utility Commission of Texas (“PUC”) for Chairman
Barry T. Smitherman
Michehl Gent Deryl Brown – for Marcie Zlotnik
Calvin Crowder Brandon Whittle
Nick Fehrenbach Miguel Espinosa
Clifton Karnei Mark Walker
Mark Dreyfus

ERCOT Staff

Bill Magness – Interim Vice President & General Counsel
Susan Westbrook – Senior Corporate Counsel
Vickie Leady – Senior Corporate Counsel
Trip Doggett – Interim President and Chief Executive Officer
Mike Cleary – Senior Vice President & Chief Technology Officer

Call to Order

Mr. Dalton called the meeting to order at 2:30 p.m. and immediately adjourned to executive session.

Open session re re-convened at 3:20 p.m.

Mr. Doggett and Mr. Cleary joined the meeting at this time.

Vote on Matters from Executive Session

Mr. Helton moved to recommend to the ERCOT Board of Directors that the Board delegate to Andrew Dalton the authority to negotiate an employment agreement for the position of President and Chief Executive Officer with the CEO candidate discussed during executive session. Ms. Ryall seconded the motion. The motion was approved by unanimous voice vote.

Ms. Ryall moved to recommend to the ERCOT Board of Directors that the Board delegate to Andrew Dalton the authority negotiate an employment agreement or an amendment to his existing employment agreement for the position of Senior Vice President & Chief Operating Officer with the COO candidate discussed during executive session. Mr. Helton seconded the motion. The motion was approved by unanimous voice vote.



Other Business

None reported.

The meeting was adjourned at 3:20 p.m.

Susan M. Westbrook
Senior Corporate Counsel