



Date: October 9, 2007
To: ERCOT ISO Board of Directors
From: Bob Kahn, President and CEO
Subject: Appointment of Assistant Corporate Secretary

Issue for the ERCOT Board of Directors

ERCOT ISO Board of Director Meeting Date: October 16, 2007

Agenda Item No.: 4

Issue: Appointment of Assistant Corporate Secretary for Electric Reliability Council of Texas (ERCOT) ISO.

Background/History: Because the ERCOT Vice President, General Counsel and Corporate Secretary resigned effective September 30, 2007, ERCOT currently has no person approved to act as Corporate Secretary or Assistant Corporate Secretary for ERCOT. Section 8.1 of the ERCOT Bylaws requires that ERCOT have a Secretary as one of its officers. Section 4.6(f) of the Bylaws requires that the ERCOT Secretary keep minutes of each meeting of the Board of Directors (Board). A Secretary is also required to verify corporate compliance certifications, which are required quarterly by corporate financing agreements. ERCOT requests that Assistant General Counsel Susan Vincent and Assistant General Counsel Andrew Gallo each be appointed to serve as Assistant Corporate Secretary, pending the approval of a new General Counsel and Corporate Secretary.

Key Factors Influencing Issue: The requirement that Board minutes be maintained and verified by a Secretary and the potential need to have corporate compliance certifications signed by an ERCOT Secretary.

Alternatives:

1. Appoint one or more different employees or officers (excluding the President) of ERCOT to act as Corporate Secretary and/or Assistant Corporate Secretary.
 2. Per Section 8.1 of the Bylaws, form a subcommittee of the Board to serve as Secretary.
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Conclusion/Recommendation: We request that the Board appoint Susan Vincent and Andrew Gallo to each serve as Assistant Corporate Secretary.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
ISO BOARD OF DIRECTORS RESOLUTION

WHEREAS, Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) does not currently have a Corporate Secretary and deems it desirable and in the best interest of ERCOT to appoint two individuals to serve as Assistant Corporate Secretary, pending hiring and approval of a new Corporate Secretary;

THEREFORE be it RESOLVED, that the Board hereby appoints Susan Vincent, Assistant General Counsel and Andrew Gallo, Assistant General Counsel to each serve as Assistant Corporate Secretary for ERCOT, with authorization to take, verify and maintain minutes of the Board and to verify corporate compliance certifications.

CORPORATE SECRETARY’S CERTIFICATE

I, _____, Assistant Corporate Secretary of ERCOT, do hereby certify that, at the _____, 200__ ERCOT ISO Board Meeting, the Board of Directors of ERCOT approved the above referenced Resolution. The Motion passed by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 200__.

Assistant Corporate Secretary