



Date: January 8, 2008
To: ERCOT ISO Board of Directors
From: Bob Kahn, President and Chief Executive Officer
Subject: Removal of Assistant Corporate Secretary

Issue for the ERCOT Board of Directors

ERCOT Board of Director Meeting Date: January 15, 2008

Agenda Item No.: 12

Issue: Removal of Susan Vincent as Assistant Corporate Secretary for Electric Reliability Council of Texas, Inc. (ERCOT).

Background/History: 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, required quarterly by corporate financing agreements. At the October 2007 regular meeting of the ERCOT Board of Directors, ERCOT Directors appointed Susan Vincent and Andrew Gallo to serve as Assistant Corporate Secretaries, pending the approval of a new General Counsel and Corporate Secretary.

Key Factors Influencing Issue: In December 2007, Susan Vincent accepted the position of Director of Legal Services for the Texas Regional Entity and, therefore, it is no longer appropriate for her to serve as an Assistant Corporate Secretary of the corporation.

Conclusion/Recommendation: Removal of Susan Vincent as Assistant Corporate Secretary.



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

WHEREAS, Electric Reliability Council of Texas, Inc. (ERCOT) currently has two Assistant Corporate Secretaries and the ERCOT Board of Directors (Board) deems it desirable and in ERCOT's best interest to remove one of the individuals as Assistant Corporate Secretary;

THEREFORE, BE IT RESOLVED, the Board hereby removes Susan Vincent as Assistant Corporate Secretary of ERCOT.

CORPORATE SECRETARY'S CERTIFICATE

I, _____, Corporate Secretary of ERCOT, do hereby certify that, at the January 15, 2008 ERCOT ISO Board of Directors Meeting, the ERCOT Board of Directors approved the above-referenced Resolution. The Motion passed by _____.

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

A. Andrew Gallo
Assistant Corporate Secretary