



Date: December 2, 2008
To: Board of Directors
From: Bob Kahn, ERCOT President and CEO
Subject: Election of ERCOT Board Chair and Vice Chair

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: December 9, 2008

Agenda Item No.: 2

Issue:

Election of a Board Chair and Vice Chair of the ERCOT Board of Directors (Board).

Background/History:

New Directors will be seated at the ERCOT annual membership meeting on December 9, 2008. Pursuant to Section 4.4 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc., approved on September 17, 2007 (Bylaws), the ERCOT Directors must elect a Chair (who must be an Unaffiliated Director) and Vice Chair of the Board of Directors annually; and the Directors need to do so for the upcoming year.

Key Factors Influencing Issue:

Compliance with Section 4.4 of the Bylaws.

Alternative:

Wait to make a decision.

Conclusion/Recommendation:

The Directors elect a Board Chair and Vice Chair.



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 to elect a Board Chair and Vice Chair of the Board for the upcoming year;

THEREFORE, be it RESOLVED, that the Board hereby elects _____ as Board Chair and _____ as Board Vice Chair, to serve until the 2010 Board is seated.

CORPORATE SECRETARY'S CERTIFICATE

I, Michael G. Grable, Corporate Secretary of ERCOT, do hereby certify that, at its December 9, 2008 meeting, the ERCOT Board of Directors passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2008.

Michael G. Grable
Corporate Secretary