



**Date:** January 13, 2009  
**To:** ERCOT Board of Directors  
**From:** Bob Kahn, President and Chief Executive Officer  
**Subject:** Election of CEO and Ratification of Officers

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** January 20, 2009

**Agenda Item No.:** 4

**Issue:**

Election of the Chief Executive Officer (CEO) and the ratification of Officers of the Electric Reliability Council of Texas, Inc. (ERCOT).

**Background/History:**

Section 8.2 (Tenure) of the ERCOT Amended and Restated Bylaws (approved on September 17, 2007) (Bylaws) requires that the Board of Directors (Board) elect the CEO of ERCOT and ratify the remaining ERCOT Officers for terms not to exceed one year. Officers may be re-elected or re-ratified for consecutive terms without limitation. Section 7.1 (CEO) of such Bylaws provides that “[t]he CEO shall serve as President of ERCOT.”

**Key Factors Influencing Issue:**

- The Bylaws specifically contemplate the election of the ERCOT CEO and ratification of other Officers at least annually.
- ERCOT must have officers to perform its statutory and other functions.

**Conclusion/Recommendation:**

Election of Bob Kahn as President and CEO of ERCOT and ratification of the following slate of other ERCOT Officers:

H.B. “Trip” Doggett – Senior Vice President and Chief Operating Officer  
Ronald J. Hinsley – Vice President and Chief Information Officer  
Steve Byone – Vice President and Chief Financial Officer  
Nancy Capezzuti – Vice President and Chief Administrative Officer  
Kent Saathoff – Vice President of System Operations  
Michael G. Grable – Vice President, General Counsel and Corporate Secretary  
(To Be Announced at January 20, 2009 Board Meeting) – Vice President and Chief Compliance Officer – To Be Effective Upon Hire (On or About February 1, 2009)



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

WHEREAS, pursuant to Section 8.2 (Tenure) of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), approved on September 17, 2007 (Bylaws), the ERCOT Board of Directors (Board) shall elect the ERCOT Chief Executive Officer and ratify other ERCOT Officers for terms not to exceed one year;

WHEREAS, Section 7.1 (CEO) of the Bylaws also provides that the Chief Executive Officer of ERCOT shall serve also as President of ERCOT.

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby elects Bob Kahn to serve as ERCOT President and Chief Executive Officer for the year 2009;

RESOLVED FURTHER, the ERCOT Board hereby ratifies the following other ERCOT officers for the year 2009:

H.B. "Trip" Doggett – Senior Vice President and Chief Operating Officer  
Ronald J. Hinsley – Vice President and Chief Information Officer  
Steve Byone – Vice President and Chief Financial Officer  
Nancy Capezzuti – Vice President and Chief Administrative Officer  
Kent Saathoff – Vice President of System Operations  
Michael G. Grable – Vice President, General Counsel and Corporate Secretary  
(To Be Announced at January 20, 2009 Board Meeting) – Vice President and Chief Compliance Officer – To Be Effective Upon Hire (On or About February 1, 2009)

**CORPORATE SECRETARY'S CERTIFICATE**

I, Michael G. Grable, Corporate Secretary of ERCOT, do hereby certify that, at its January 20, 2009 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 \_\_\_\_\_, 2009.

\_\_\_\_\_  
Michael G. Grable  
Corporate Secretary