

Date: February 9, 2009
To: Texas RE Board of Directors (Board)
From: Larry Grimm, Texas RE CEO and CCO
Subject: Approval of Texas RE Board Chair and Vice Chair

Texas Regional Entity Board of Directors Meeting Date: February 16, 2009
Agenda Item No.: 2

Issue:
Election of the 2009 Texas RE Board Chair and Vice Chair.

Background/History:

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

Key Factors Influencing Issue:

- Need for 2009 Chair and Vice Chair, in accordance with the Bylaws.
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Alternatives:

- Elect a Board Chair and Vice Chair.
 - Wait to make a decision.
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Conclusion/Recommendation:

Texas RE staff respectfully requests that the Board elect a Chair and Vice Chair for 2009.

RESOLUTION OF THE BOARD OF DIRECTORS OF
TEXAS REGIONAL ENTITY, A DIVISION OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

, 2009

WHEREAS, the Board of Directors (“Board”) of Texas Regional Entity, an independent division of Electric Reliability Council of Texas, Inc., a Texas non-profit corporation, deems it desirable and in the best interest of Texas Regional Entity to elect a Chair and Vice Chair of the Board for the upcoming year;

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

CORPORATE SECRETARY’S CERTIFICATE

I, Susan Vincent, Corporate Secretary of Texas Regional Entity, do hereby certify that, at the February 16, 2009 Texas Regional Entity Board of Directors Meeting, the Board of Directors of Texas Regional Entity approved the above referenced resolution. The motion passed by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2009.

Susan Vincent
Corporate Secretary