



**Date:** December 8, 2009  
**To:** Board of Directors  
**From:** Trip Doggett, Interim President and Chief Executive Officer  
**Subject:** Election of Electric Reliability Council of Texas (ERCOT) Board Chair and Vice Chair

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** December 15, 2009

**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 15, 2009. Pursuant to Section 4.4 of the Amended and Restated Bylaws of ERCOT, approved on September 17, 2007 (Bylaws), the ERCOT Board 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:**

Compliance with Section 4.4 of the Bylaws.

**Alternative:**

Wait to make a decision.

**Conclusion/Recommendation:**

The Board 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 2011 Board is seated.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Michael G. Grable, Corporate Secretary of ERCOT, do hereby certify that, at its December 15, 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 December, 2009.

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