

**Texas Reliability Entity, Inc.**

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**Date:** January 8, 2010  
**To:** Texas Reliability Entity, Inc. Board of Directors  
**From:** Larry Grimm, President & CEO  
**Subject:** Appointment of Corporate Secretary

**Texas Reliability Entity, Inc. Board of Directors Meeting Date:** January 18, 2010

**Agenda Item No.:** 3

**Issue:**

Appointment of Corporate Secretary for Texas Reliability Entity, Inc. (Texas RE).

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**Background/History:**

Article VII, Section 1 of the Texas RE Bylaws requires the Board to approve a Corporate Secretary as one of its officers. The Bylaws require the Corporate Secretary to maintain a current roster of the membership, cause notices of meetings to be served as required in the Bylaws, keep or cause to be kept the minutes of all meetings of the Members and the Board, sign all required corporate compliance certifications, and maintain charge of the seal of the Corporation, among other duties.

Texas RE requests that Susan Vincent be approved as Corporate Secretary for Texas RE. Susan Vincent serves as Director, Legal Services and Corporate Secretary for Texas Regional Entity, Inc., the predecessor of Texas RE, and is qualified to serve as Corporate Secretary.

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**Key Factors Influencing Issue:**

The requirement that the Board appoint a Corporate Secretary to maintain a current roster of the membership, cause notices of meetings to be served as required in the Bylaws, keep or cause to be kept the minutes of all meetings of the Members and the Board, sign all required corporate compliance certifications, and maintain charge of the seal of the Corporation.

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**Alternatives:**

1. Approve Susan Vincent as Corporate Secretary for Texas RE.
  2. Wait to appoint a Corporate Secretary for Texas RE.
  3. Appoint a different person to act as Corporate Secretary.
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**Conclusion/Recommendation:**

Appoint Susan Vincent to serve as Corporate Secretary.

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**RESOLUTION OF THE BOARD OF DIRECTORS**  
**TEXAS RELIABILITY ENTITY**

, 2010

WHEREAS, the Board of Directors (Board) of Texas Reliability Entity, Inc. deems it desirable and in the best interest of Texas Reliability Entity, Inc. to appoint Susan Vincent to serve as Corporate Secretary;

THEREFORE be it RESOLVED, that the Board hereby appoints Susan Vincent as Corporate Secretary for Texas Reliability Entity, Inc., with authorization to maintain a current roster of the membership, cause notices of meetings to be served as required in the Bylaws, keep or cause to be kept the minutes of all meetings of the Members and the Board, sign all required corporate compliance certifications, maintain charge of the seal of the Corporation, and perform other duties required by the Bylaws or delegated by the Board or the President and Chief Executive Officer.

**CORPORATE SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Corporate Secretary of Texas Reliability Entity, Inc., do hereby certify that, at the \_\_\_\_\_, 2010 Texas Reliability Entity, Inc. Board Meeting, the Board of Directors approved the above referenced Resolution. The Motion passed by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 2010.

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Corporate Secretary