



**Date:** December 8, 2009  
**To:** Board of Directors  
**From:** Mike Grable, ERCOT Vice President and General Counsel  
**Subject:** Adjunct Membership Approval of Panda Energy International Inc.

**Issue for the ERCOT Board of Directors**

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

**Agenda Item No.:** 20

**Issue:**

Panda Energy International Inc. (Panda Energy) does not meet the Segment requirements for Membership and, therefore, has applied as an Adjunct Member (Attachment A). Adjunct Membership requires approval by the Board of Directors.

**Background/History:**

Panda Energy previously joined as an ERCOT Adjunct Member in 2005 and 2008. Panda currently does not meet the definition of any Segment.

**Key Factors Influencing Issue:**

Whether it is in the best interest of ERCOT for Panda Energy's application to be approved.

**Alternatives:**

- Approve Adjunct Membership for Panda Energy; or
- Deny Adjunct Membership for Panda Energy. If Adjunct Membership is denied, Panda Energy will not be a member of ERCOT.

**Conclusion/Recommendation:**

Allow Panda Energy to become an Adjunct Member of ERCOT.



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

WHEREAS, Panda Energy International Inc. (Panda Energy) does not meet the Segment requirements for Membership in Electric Reliability Council of Texas, Inc. (ERCOT);

WHEREAS, after due consideration of the alternatives, the ERCOT Board of Directors (Board) deems it desirable and in the best interest of ERCOT to approve Panda Energy as an Adjunct Member of ERCOT; and

THEREFORE, BE IT RESOLVED, that ERCOT is hereby authorized and approved to grant Panda Energy entry as an Adjunct member for 2010.

**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