



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

WHEREAS, the Human Resources and Governance Committee (Committee) of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) proposed revisions to the Human Resources and Governance Committee Charter to more accurately reflect the Committee's advisory and oversight role;

WHEREAS, at the Board meeting held on February 16, 2010 the Committee recommended to the Board that the Committee Charter attached as Exhibit A to this Resolution be adopted with changes as noted; and

WHEREAS, having considered the Committee's recommendation, the Board deems it desirable and in the best interest of ERCOT to adopt the Committee Charter with changes as noted;

THEREFORE, BE IT RESOLVED, that the Human Resources and Governance Committee Charter attached as Exhibit A to this Resolution is adopted with changes as noted.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Michael G. Grable, Corporate Secretary of ERCOT, do hereby certify that, at its February 16, 2010 meeting, the ERCOT Board of Directors passed a motion approving the above Resolution by unanimous voice vote with no abstentions.

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

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Michael G. Grable  
Corporate Secretary