

**TEXAS BUSINESS ORGANIZATIONS CODE
TITLE 2 CORPORATIONS
SUBCHAPTER 22 NONPROFIT CORPORATIONS
SUBCHAPTER B PURPOSES AND POWERS**

A corporation may:

1. Pay compensation in a reasonable amount to the members, directors, or officers of the corporation for services provided;

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**AMENDED AND RESTATED BYLAWS
OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
(A Texas Non-Profit Corporation)
ARTICLE 10
EXPENSES, BOOKS AND RECORDS**

Section 10.1 Member Representatives' Expenses and Compensation of Certain Directors and TAC Representatives.

- (a) Except as described below, ERCOT shall not bear the personal and travel expenses of each person who serves as a representative of a Member or as a Director, TAC Representative or subcommittee member. Except as provided below, no such person shall receive any salary or other compensation from ERCOT.

- (b) The Board shall have the authority to fix the compensation of its Unaffiliated Directors who may be paid a fixed sum plus reimbursement of travel expenses for attendance at each meeting of the Board, or a stated compensation as a member thereof, or any combination of the foregoing. Unaffiliated Directors, who are members of standing or special committees, may be allowed like compensation and reimbursement of travel expenses for attending committee meetings. Unaffiliated Directors and Consumer Directors may be reimbursed for registration, travel, lodging and related expenses for training activities and Unaffiliated Directors shall be reimbursed for travel lodging and related expenses for attending each meeting of the Board. The reimbursement of travel expenses by ERCOT shall be in accordance with ERCOT policies on the reimbursement of appropriate and reasonable, documented travel expenses.

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