



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Bill Magness, Vice President, General Counsel and Corporate Secretary
Date: January 10, 2011
Re: Annual Review of HR&G Committee Charter

The HR&G Committee must review and assess the adequacy of its Committee Charter on an annual basis pursuant to the provisions of its Charter. To assist you with this review, attached are proposed red-lined changes to the Charter for the Committee's consideration.

Please note that the Finance and Audit (F&A) Committee also will be conducting its annual review of its Charter at its meeting on January 17, 2011.

ERCOT Legal has proposed changes to both the HR&G and F&A Committee Charters for the purpose of increasing consistency in the language of the common provisions of the HR&G and F&A Committee Charters.