



To: Human Resources and Governance (HR&G) Committee
From: Chad Seely, Vice-President, General Counsel & Corporate Secretary
Date: February 1, 2016
Re: Item 10 – Annual Review of ERCOT Governing Documents

The HR&G Committee Charter provides that the HR&G Committee shall perform an annual review of “proposed modifications to the ERCOT (i) Articles of Incorporation, (ii) Bylaws, or (iii) the Board Policies and Procedures.”¹

Articles of Incorporation

The Amended and Restated Articles of Incorporation of Electric Reliability Council of Texas, Inc. (Articles of Incorporation) have been in effect since December 19, 2000.

Bylaws

The Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (Bylaws) were most recently approved by the Public Utility Commission of Texas (PUCT) and became effective on August 17, 2015.

Board Policies & Procedures

The Board Policies and Procedures (Board Policies) were most recently approved by the Board of Directors on August 12, 2014.

ERCOT Legal is not recommending any amendments to the Articles of Incorporation, the Bylaws and Board Policies at this time.

I look forward to discussing all of these matters with you at the February 8, 2016 Committee meeting.

¹ See *HR&G Committee Charter*, Attachment A, Item No. 2(b)(1).