

To: Human Resources and Governance (HR&G) Committee  
From: Chad V. Seely, Vice-President, General Counsel & Corporate Secretary  
Date: February 4, 2019  
Re: Item 10 – Annual Review of ERCOT Governing Documents

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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.”<sup>1</sup>

Certificate of Formation (formerly known as Articles of Incorporation)

On January 17, 2019, the Public Utility Commission of Texas (PUCT) approved ERCOT’s proposed amendments to its *Amended and Restated Articles of Incorporation of Electric Reliability Council of Texas, Inc.* (Articles of Incorporation), which had been in effect since December 19, 2000.

On February 1, 2019, these approved amendments allowed ERCOT to file its *Amended and Restated Certificate of Formation of Electric Reliability Council of Texas, Inc.* (Certificate of Formation, in keeping with the language of current corporate governance practice) with the Texas Secretary of State. The Certificate of Formation is effective as of the filing date with the Secretary of State.

No further modifications to the Certificate of Formation are proposed at this time or are expected in the near future.

Bylaws

On January 17, 2019, the PUCT approved the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.* (Bylaws), and thereby became effective on that same date.

No further modifications to the Bylaws are proposed at this time or are expected in the near future.

Board Policies and Procedures

No modifications are being proposed to ERCOT’s *Board Policies and Procedures* (effective August 12, 2014) at this time; however, ERCOT may propose modifications later this year if there is a need to do so.

I look forward to discussing all of these matters with you at the February 11, 2019 Committee meeting.

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<sup>1</sup> See *HR&G Committee Charter* (effective February 20, 2018), Attachment A, Item No. 2(b)(1).