

# **ONCOR ELECTRIC DELIVERY COMPANY LLC NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

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## **PURPOSES OF THE COMMITTEE**

The principal purposes of the Nominating and Governance Committee (Committee) of the Board of Directors (Board) of Oncor Electric Delivery Company LLC (Company) are to:

1. Oversee, and assume a leadership role in, the governance of the Company including recommending Corporate Governance Guidelines for the Board's consideration; and
2. Recommend to the Board nominees for each committee of the Board.

## **STRUCTURE AND COMPOSITION OF THE COMMITTEE**

Each year, the Board shall appoint the members of the Committee to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. Committee members may be removed by the Board. Unless the Chair is appointed by the Board, the Committee members shall designate a Chair by majority vote of the Committee.

## **MEETINGS OF THE COMMITTEE**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and shall meet periodically in executive session without management. The Chair or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person or telephonically and may act by unanimous written consent. The Committee shall report to the Board from time to time, as circumstances may dictate.

## **AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall have the authority to retain legal, accounting or other consultants to advise the Committee and to approve such firms' fees and other retention terms. The Committee shall have the resources and funding necessary or appropriate for the Committee to discharge its duties and responsibilities as set forth in this Charter and as required by applicable law and regulations.

The Committee may form and delegate authority to subcommittees as it may deem necessary.

The Committee shall:

1. Review and recommend to the Board any proposed changes in the organization practices and processes of the Board including matters relating to directors' tenure and retirement.
2. Review and recommend to the Board any proposed changes to the Board's Committee structure and composition, and recommend to the Board nominees for each of the Board's Committees.
3. Review and recommend to the Board the Company's Corporate Governance Guidelines and any proposed changes it deems appropriate.
4. Recommend to the Board any proposed amendments to the Committee's Charter.
5. Make reports to the Board with respect to its activities.

The Committee shall also perform any other activities consistent with this Charter, the Limited Liability Company Agreement of the Company and governing law as the Committee or the Board may, from time to time, deem necessary or appropriate.

As adopted February 20, 2008