On June 11, 2010, the members of the Board of Trustees of the North American Electric Reliability Corporation consented in writing to appoint Tom Galloway, senior vice president; Michael Walker, senior vice president; David Cook, senior vice president; and Herbert Schrayshuen, vice president of the Corporation effective July 1, 2010.

Attached to these minutes is the memorandum from the General Counsel requesting the action and the written votes of the trustees as Exhibits A and B respectively.

Submitted by,

[Signature]

David Cook
Secretary
MEMORANDUM TO:   BOARD OF TRUSTEES

FROM:   DAVID COOK
        GENERAL COUNSEL

DATE:   June 9, 2010

SUBJECT:   REQUEST FOR ACTION WITHOUT A MEETING
           Appointment of officers

ACTION DATE:   COB, Friday, June 11, 2010

At the initiation of John Q. Anderson, chairman of the NERC Board of Trustees, we are asking
the Board to take action in writing without a meeting to appoint Tom Galloway, Michael Walker
and David Cook as senior vice presidents and Herbert Schrayshuen as vice president. A draft
resolution is attached to this memorandum as Attachment 1.

As discussed with the Corporate Governance and Human Resources Committee on May 27,
2010, President and CEO Gerry Cauley recommends that the board appointment Messrs.
Galloway, Walker and Cook as senior vice presidents of the Corporation and Mr. Schrayshuen as
vice president of the Corporation, to be effective July 1, 2010. The Committee voted to approve
those appointments. Under Section 1 of Article VI of the NERC Bylaws, the Board of Trustees
appoints the officers of the Corporation, on recommendation of the CEO.

VOTING INSTRUCTIONS:   I will need a signed resolution from each trustee voting. You
may either (1) paste your signature into the attached Word file [Action Without a Meeting
appointment of additional officers 20100609 Word 2003], save it, and return the executed
resolution to me by attachment to an e-mail (david.cook@nerc.net), or (2) print out, sign, and fax
the executed resolution to my attention at (202) 393-3955 [NOTE: This is the fax number for the
DC office, not the general NERC New Jersey fax number]. Simply responding to this email is
not sufficient. We request that you return the signed resolution by COB Friday, June11, 2010.

Thank you for your prompt consideration of this matter. Please contact me if you have questions
or need additional information.

Cell:   609-915-3063
E-mail:  david.cook@nerc.net
WRITTEN CONSENT OF
THE BOARD OF TRUSTEES OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

The undersigned, being a majority of the members of the Board of Trustees of the North American Electric Reliability Corporation, a New Jersey nonprofit corporation (the “Corporation”), do hereby waive all notice of the time, place and purpose of a meeting and consent and agree to the adoption of the following resolutions pursuant to Section 15A:5-6 of the New Jersey Nonprofit Corporation Act and Section 6 of Article V of the Bylaws, in lieu of holding a meeting:

On the recommendation of the NERC President and Chief Executive Officer and the affirmative vote of the Corporate Governance and Human Resources Committee,

RESOLVED, that the NERC Board of Trustees appoints the following additional officers of the Corporation, to be effective July 1, 2010:

(1) Tom Galloway, senior vice president
(2) Michael Walker, senior vice president
(3) David Cook, senior vice president
(4) Herbert Schrayshuen, vice president

FURTHER RESOLVED, that this consent may be signed in any number of counterparts and by facsimile, photo or other electronic signature copy, each of which shall be deemed to be an original, and all of which taken together shall be deemed to be a single consent.

John Q. Anderson
Vicky A. Bailey

Paul F. Barber
Thomas W. Berry

Janice B. Case
Gerald W. Cauley

James M. Goodrich
Frederick W. Gorbet

David Goulding
Kenneth G. Peterson

Bruce A. Scherr
Jan Schori

Dated as of _________________
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THE BOARD OF TRUSTEES OF THE
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Jan Schori

Dated as of

Action Without a Meeting
Appointment of Additional Officers
Circulated June 9, 2010
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THE BOARD OF TRUSTEES OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

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David Goulding

Bruce A. Scherr

Jan Schori

Dated as of 6/10/2010

Action Without a Meeting
Appointment of Additional Officers
Circulated June 9, 2010
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James M. Goodrich

Frederick W. Gorbet

David Goulding

Kenneth G. Peterson

Bruce A. Scherr

Jan Schori

Dated as of 10th June 2010

Action Without a Meeting
Appointment of Additional Officers
Circulated June 9, 2010
WRITTEN CONSENT OF
THE BOARD OF TRUSTEES OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION

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Circulated June 9, 2010
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Dated as of June 10, 2010
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Dated as of June 9, 2010

Action Without a Meeting
Appointment of Additional Officers
Circulated June 9, 2010
WRITTEN CONSENT OF
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