

# **ONCOR ELECTRIC DELIVERY COMPANY LLC**

## **AUDIT COMMITTEE CHARTER**

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### **PURPOSES OF THE COMMITTEE**

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

1. Assist the Board in fulfilling its oversight responsibilities relating to (a) the quality and integrity of the financial statements of the Company, (b) the compliance by the Company with legal and regulatory requirements, (c) the independent auditor's qualifications and independence; (d) the performance of the Company's internal audit function and independent auditor; and (e) the Company's system of internal controls over financial reporting, accounting, legal compliance, and ethics, including the effectiveness of disclosure controls and controls over processes that could have a significant impact on the financial statements.
2. Foster open communications among the independent auditor, financial and senior management, internal audit and the Board.

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

Each year, the Board, on recommendation of the Nominating and Governance Committee, 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.

At least annually, the Board will determine whether or not the Committee includes a person who satisfies the definition of an "Audit Committee Financial Expert" under the Sarbanes Oxley Act of 2002 and applicable regulations of the Securities and Exchange Commission (SEC) and will disclose the result of that determination in the Company's annual report on Form 10-K.

### **MEETINGS OF THE COMMITTEE**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment. The Committee shall also meet separately, on a periodic basis, in executive session without management present and in separate sessions with the chief internal audit executive, with the independent auditor and with other management as it deems appropriate. 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 and requirements may dictate.

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

The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The Committee shall have sole authority to pre-approve all audit, audit-related and permitted non-audit engagements with the independent auditor, including the fees and other terms of such engagements. The independent auditor shall report directly to the Committee. The Committee may consult with management but may not delegate these responsibilities to management.

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 may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a

meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist the Committee in the conduct of any such investigation. 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 laws and regulations.

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

The Committee shall make regular reports to the Board and shall review with the Board any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, or the performance of the internal audit function.

The Committee shall recommend any proposed amendments to its Charter to the Board.

The Committee shall annually assess its effectiveness.

### **Financial Statement and Disclosure Matters**

The Committee shall:

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the annual report filed with the Securities and Exchange Commission on Form 10-K, and recommend to the Board whether the audited financial statements should be included in the Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the quarterly report filed with the Securities and Exchange Commission on Form 10-Q, prior to the filing of its quarterly report on Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Review and discuss with management and the independent auditor:
  - a. Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
  - b. Analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles (GAAP) methods on the financial statements; and
  - c. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
  - d. Any significant communications between the audit team and the audit firm's national office respecting major audit or accounting issues presented by the engagement.
4. Discuss with the independent auditor (a) all critical accounting policies and practices used by the Company; (b) all alternative treatments of financial information within GAAP relating to material items that have been discussed with management; (c) ramifications of the use of such alternative

disclosures and treatments and the treatment preferred by the independent auditor; and (d) other material written communications between the independent auditor and management.

5. Review with the independent auditor any audit problems or difficulties and management's responses. Such review shall include:
  - a. Any difficulties encountered in the course of the audit work, including restrictions on the scope of activities or access to requested information.
  - b. Significant disagreements with management.
  - c. Any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise).
6. Discuss with management the Company's major risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management guidelines, policies and practices.
7. Discuss with management, the independent auditor and the chief internal audit executive the effectiveness of, and any significant changes to, the Company's internal controls, including internal controls over financial reporting, that have been identified during the conduct of their work.
8. Review with management, the independent auditor and the chief internal audit executive the results of the review of the design and operation of the Company's system of internal controls over financial reporting and the assessment of the effectiveness of such controls. Review any identified "significant deficiencies" and "material weaknesses," as defined in the Public Company Accounting Oversight Board's Auditing Standard No. 5.
9. Discuss with management the type and presentation of financial information provided to analysts and rating agencies.
10. Discuss the risk of fraud with management, the internal audit executive and the independent auditor and review the implementation of controls to mitigate fraud risks.

### **Oversight of the Independent Auditor**

The Committee shall:

1. Obtain and review a written report from the independent auditor at least annually regarding:
  - a. The auditor's internal quality-control procedures;
  - b. Any material issues raised by the most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
  - c. Any steps taken to deal with any such issues;
  - d. All relationships between the independent auditor and the Company; and
  - e. Any other relationships that may materially adversely affect the independence of the auditor.
2. Following review of the foregoing report and the work performed by the independent auditor, evaluate the qualifications, performance and independence of the independent auditor, including that of the lead partner and other senior members of the audit team, taking into consideration the

opinions of management and the chief internal audit executive. The Committee shall present its conclusions to the Board.

3. Establish a policy and procedures relating to the engagement of the independent auditor to provide audit, audit-related and permitted non-audit services including the Committee's pre-approval of such services; consider whether the performance of permitted non-audit services impairs the auditor's independence.
4. Assure the periodic rotation of the lead audit partner and the audit partner responsible for reviewing the audit as required by applicable law and regulations; consider whether there should be a regular rotation of the independent audit firm itself in order to assure continuing independence of the independent auditor.
5. Assure that hiring policies for employees or former employees of the independent auditor have been established.
6. Review and discuss with the independent auditor, prior to the audit, the audit planning process including the scope, fees, staffing and timing of the audit.

### **Oversight of the Company's Internal Audit Function**

The Committee shall:

1. Review the appointment, reassignment and replacement of the chief internal audit executive.
2. Provide guidance and oversight to the internal audit function and review its organization, responsibilities, budget and staffing and any recommended changes with the chief internal audit executive.
3. Review and approve internal audit's annual plan and significant changes to the approved plan.
4. Periodically review internal audit's activities, audit results, key audit recommendations and procedures for assuring management's implementation of accepted recommendations.
5. Receive assurance from the chief internal audit executive that there are no restrictions or limitations on the work of internal audit.
6. Review the quality assurance practices of the internal audit function and receive the results of the external quality assessments every five (5) years.
7. Annually review and approve the internal audit charter.

### **Compliance Oversight Responsibilities**

The Committee shall:

1. If applicable, receive from the independent auditor a report regarding the items required pursuant to Section 10A(b) of the Securities Exchange Act of 1934, as amended.
2. Review and approve the Code of Conduct that is applicable to the Company and its subsidiaries and that is in compliance with applicable laws and regulations. Approve any waiver from the Code of Conduct applicable to officers or Directors.
3. Discuss with management, including the chief compliance officer and the chief internal audit executive compliance by the Company and its subsidiaries with material applicable laws and regulations and the Code of Conduct including the systems and practices established by

management to assure compliance; advise the Board with respect to any alleged material non-compliance with applicable laws and regulations or with Company policies, including the Code of Conduct.

4. At least annually, review with management and approve/ratify or disapprove any related party transactions in accordance with the Board's policy.
5. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
6. Review any material legal proceedings involving the Company and other contingent liabilities; discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
7. Establish and maintain procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

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.

#### **Limitation of Responsibility**

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit and reviews, including reviews of the corporation's annual financial statements, reviews of the quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures.

In fulfilling their responsibilities hereunder, it is recognized that the members of the Committee are not employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or, except as may be disclosed in the Company's filings with the SEC, experts in the fields of accounting or auditing, including in respect of auditor independence. Therefore, it is not the duty or responsibility of the Committee to conduct "field work" or other types of auditing or accounting reviews or procedures or to set audit or independence standards, and each member of the Committee shall be entitled to rely on:

1. the integrity and skill of those persons and organizations within and outside the Company from which it receives information; and
2. the accuracy of the financial and other information provided by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

As amended April 27, 2011