



**GENERAL SESSION MINUTES OF THE
URGENT BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Board of Directors Meeting By Teleconference
June 9, 2020 at 9:00 a.m.

Pursuant to notice duly given, the urgent meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened by teleconference on the above-referenced date.

Meeting Attendance:

Board Members:

Director	Affiliation	Segment
Bluntzer, Rick	Just Energy Texas, LP	Independent Retail Electric Provider
Bulger, Terry	Unaffiliated	Unaffiliated Director
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel (OPUC)	Consumer – Residential
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Pfirrmann, Karl	Unaffiliated	Unaffiliated Director
Sargent, Jackie	Austin Energy	Municipal
Walker, DeAnn	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director



Segment Alternates, Officers and Guests:

Billo, Jeff	ERCOT Senior Manager of Transmission Planning
Bivens, Carrie	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Coleman, Chris	ERCOT Senior Meteorologist
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Emery, Keith	Tenaska Power Services Co. (Independent Power Marketer Segment Alternate)
Helton, Bob	ENGIE North America Inc., Technical Advisory Committee (TAC) Chair
Kezar, Mike	South Texas Electric Cooperative (Cooperative Segment Alternate)
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Lyons, Glen	ExxonMobil Power and Gas Services, Inc. (Consumer – Industrial Segment Alternate)
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Ross, Ned	Direct Energy (Independent Retail Electric Provider Segment Alternate)
Ruane, Mark	ERCOT Director of Settlements Retail and Credits
Schleimer, Steven	Calpine Corporate (Independent Generator Segment Alternate)
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Smith, Wade	American Electric Power Service Corporation (Investor-Owned Utility Segment Alternate)
Tamby, Jeyant	ERCOT Senior Vice President and Chief Administrative Officer
Taylor, Ian	New Braunfels Utilities (Municipal Segment Alternate)
Taylor, Sean	ERCOT Vice President and Chief Financial Officer
Woodfin, Dan	ERCOT Senior Director of Systems Operations

Call General Session to Order and Announce Proxies (Agenda Item 1)

Craven Crowell, Board Chairman, determined that a quorum was present and called the urgent Board meeting to order at approximately 9:01 a.m. At Chairman Crowell’s request, Chad Seely, Corporate Secretary, conducted a roll call of Directors and Segment Alternates, and confirmed that a quorum was present.

Chairman Crowell addressed certain administrative matters and reminded everyone that all meeting materials may be found on ERCOT’s website, that is, at ERCOT.com/committee/board at the meeting link for June 9, 2020 under “Key Documents.” Chairman Crowell noted the antitrust and security admonitions and announced ERCOT had outlined the reason for this urgent Board meeting in ERCOT’s *Notice of June 8 and June 9, 2020 Urgent Teleconference Meetings of the ERCOT Nominating Committee and Board of Directors*, which was filed with the



Commission on Friday, May 29, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT provided instructions for public comment on the agenda for this meeting, which was posted publicly on Tuesday, June 2, 2020, and that no person had requested to provide public comment to date. Chairman Crowell reminded the Board that the Bylaws require the Board to ratify any actions taken at an urgent Board meeting by teleconference at its next regularly scheduled meeting.

Chairman Crowell recognized DeAnn Walker, Chairman of the PUCT. Chairman Walker expressed her concerns about certain Market Participants' apparent misunderstanding of Commission staff's duties and authority in relation to Commission staff's submission of comments on Revision Requests. Chairman Crowell thanked Chairman Walker and agreed with her comments, which he hoped would serve to correct the matter.

Chairman Crowell addressed the following Agenda Items in the order below.

Consent Agenda; Unopposed Revision Requests Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 2, 2.1, and 2.1.1 – 2.1.13)

Chairman Crowell presented the Consent Agenda. Bill Magness reviewed the cost impacts of the Revision Requests on the Consent Agenda. He reported that the TAC Report for Nodal Protocol Revision Request (NPRR) 1006 (Agenda Item 2.1.5) was recently corrected to include unintentionally omitted language, and that for NPRR1019 (Agenda Item 2.1.7) ERCOT filed comments on June 1, 2020 after TAC voted to recommend approval to clarify the effective date for certain portions of the NPRR. There were no questions or comments from Board members. Chairman Crowell entertained a motion for the approval of the Consent Agenda as follows:

- NPRR933, Reporting of Demand Response by Retail Electric Providers and Non-Opt-In Entities – URGENT;
- NPRR975, Load Forecast Model Transparency – URGENT;
- NPRR987, BESTF-3 Energy Storage Resource Contribution to Physical Responsive Capability and Real-Time On-Line Reserve Capacity Calculations – URGENT;
- NPRR989, BESTF-1 Energy Storage Resource Technical Requirements – URGENT;
- NPRR1006, Update Real-Time On-Line Reliability Deployment Price Adder Inputs to Match Actual Data – URGENT;
- NPRR1018, Clarifications Regarding ERCOT Suspension or Termination of a QSE and Participation by a Virtual or Emergency QSE – URGENT;
- NPRR1019, Pricing and Settlement Changes for Switchable Generation Resources (SWGRs) Instructed to Switch to ERCOT – URGENT, as amended by the June 1, 2020 ERCOT comments;
- NPRR1021, Adjustments to the Default Uplift Invoice Process – URGENT;
- NPRR1022, Submission of Banking Information – URGENT;
- NOGRR204, Related to NPRR989, BESTF-1 Energy Storage Resource Technical Requirements – URGENT;
- OBDRR017, Related to NPRR987, BESTF-3 Energy Storage Resource Contribution to Physical Responsive Capability and Real-Time On-Line Reserve Capacity Calculations – URGENT;
- SCR807, Increase CRR Transaction Capability – URGENT; and



- SCR809, Changes to External Telemetry Validations in Resource Limit Calculator – URGENT.

Mr. Magness moved to approve the Consent Agenda as presented, each as recommended by TAC, with NPRR1019 also as amended by the June 1, 2020 ERCOT comments. Chairman Crowell seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Corpus Christi North Shore Transmission Improvement Regional Planning Group Project (Agenda Item 3)

Jeff Billo presented the Corpus Christi North Shore Transmission Improvement Regional Planning Group (RPG) Project, which ERCOT staff independently reviewed and recommended improvements known as Option 4, and which TAC voted to endorse, based on North American Electric Reliability Corporation (NERC) and ERCOT reliability planning criteria and ERCOT economic planning criteria. There were no questions or comments from Board members.

Mark Carpenter moved to endorse the need for the Corpus Christi North Shore Transmission Improvement RPG Project, which ERCOT staff independently reviewed and recommended improvements known as Option 4, and which TAC has voted to endorse, based on NERC and ERCOT reliability planning criteria and ERCOT economic planning criteria. Mr. Magness seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Proposed Bylaws Amendments (Agenda Item 4)

Karl Pfirrmann, Human Resources and Governance (HR&G) Committee Chairman, reported that while the HR&G Committee would typically review and provide a recommendation to the Board regarding any proposed Bylaws amendments prior to the Board's consideration, the Board will consider the Proposed Bylaws Amendments provided in the Board's meeting materials without a formal recommendation from the Committee since the Board has ultimate approval authority over this matter. Mr. Pfirrmann, HR&G Committee Chairman, and Mr. Seely presented the Proposed Bylaws Amendments. There were no questions or comments from Board members.

Mr. Carpenter moved to approve the Proposed Bylaws Amendments as presented. Mr. Pfirrmann seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Nominating Committee Report and Call for Special Meeting of ERCOT Corporate Members for Elections of Unaffiliated Directors and Approval of Bylaws Amendments (Agenda Item 5)

Chairman Crowell, who also serves as Nominating Committee Chairman, reported that the Nominating Committee met the prior day and voted to select Raymond Hepper and Sally Talberg as Unaffiliated Director candidates to fill two of the three vacancies that will be created upon the expiration of the third and final terms of Mr. Pfirrmann, Board Vice Chair Judy Walsh and himself on December 31, 2020, and also to select Terry Bulger as an Unaffiliated Director candidate for his second three-year term upon the expiration of his first term. There were no questions or comments from Board members.



Chairman Crowell moved to approve the calling of a Special Meeting of ERCOT Corporate Members as soon as practicable for votes to (A) approve proposed amendments to the ERCOT Bylaws as recommended by the Board, and (B) elect Unaffiliated Director candidates, Mr. Bulger, Mr. Hepper and Ms. Talberg, who were each selected by the Nominating Committee for recommendation to the ERCOT Corporate Members (as noted previously), all of which are subject to PUCT final approval. Vice Chair Walsh seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Ratification of Vice President and Chief Information Officer (Agenda Item 6)

Mr. Magness presented the Ratification of Vice President and Chief Information Officer. He reported that Jayapal Parakkuth was named Vice President and Chief Information Officer, effective May 11, 2020, and introduced Mr. Parakkuth to the Board. There were no questions or comments from Board Members.

Mr. Magness moved to approve the ratification of Jayapal Parakkuth as Vice President and Chief Information Officer, effective May 11, 2020. Mr. Pfirrmann seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

TAC Report (Agenda Item 7)

Bob Helton, TAC Chairman, presented the TAC Report. There were no questions or comments from Board members.

Chief Executive Officer (CEO) Update (Agenda Item 8)

Mr. Magness presented the CEO Update and responded to questions and comments from Board members.

2020 Financial Summary Update (Agenda Item 9)

Sean Taylor presented the 2020 Financial Summary Update. There were no questions or comments from Board members.

Summer 2020 Outlook (Agenda Item 10)

Chairman Crowell invited Chris Coleman, Dan Woodfin and Mark Ruane to present the 2020 Summer Outlook (Agenda Items 10.1 – 10.3 below)

2020 Summer Weather Update (Agenda Item 10.1)

Mr. Coleman presented the 2020 Summer Weather Update. There were no questions or comments from Board members.

2020 Summer Operations (Agenda Item 10.2)

Mr. Woodfin presented the 2020 Summer Operations report and responded to questions and comments from Board members.

2020 Summer Markets and Credit (Agenda Item 10.3)

Mr. Ruane presented the 2020 Summer Markets and Credit report. There were no questions or comments from Board members.



2019 State of the Market Report by the Independent Market Monitor (IMM) (Agenda Item 11)

Chairman Crowell introduced and welcomed Carrie Bivens as the new Director for ERCOT IMM Potomac Economics. Ms. Bivens presented the 2019 State of the Market report by the IMM. There were no questions or comments from Board members.

Other Urgent Business (Agenda Item 12)

No other business was discussed at this time.

Executive Session

Chairman Crowell recessed General Session at approximately 11:21 a.m. and convened Executive Session at approximately 11:36 a.m. Chairman Crowell reconvened General Session at approximate 12:28 p.m.

Vote on Matters from Executive Session (Agenda Item 13)

Chairman Crowell entertained a motion for one matter discussed during Executive Session

Mr. Magness moved to approve the Contract Matter discussed during Executive Session. Chairman Crowell seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Adjournment (Agenda Item 14)

Chairman Crowell adjourned the meeting at approximately 12:30 p.m.

Board materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committee/board>.

A handwritten signature in blue ink that reads "Vickie G. Leady". The signature is written in a cursive, flowing style.

Vickie G. Leady
Assistant Corporate Secretary