



**DRAFT GENERAL SESSION MINUTES OF THE URGENT NOMINATING COMMITTEE
MEETING OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Nominating Committee Meeting By Teleconference
October 12, 2020

Pursuant to notice duly given and after determination that a quorum was present, the urgent meeting of the Nominating Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened by teleconference on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
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
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Pfirmann, Karl	Unaffiliated	Unaffiliated Director
Ross, Ned	Direct Energy Company	Independent Retail Electric Provider (IREP)
Sargent, Jackie	Austin Energy	Municipal
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director



Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer Segment Alternate
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Madden, Steve	Infinite Energy	IREP Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate
Taylor, Ian	New Braunfels Utilities	Municipal Segment Alternate

Officers and Guests:

Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary

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

Craven Crowell, Nominating Committee Chairman, determined that a quorum was present and called the Urgent Nominating Committee meeting to order by teleconference at approximately 9:00 a.m. At Chairman Crowell’s request, Chad Seely, Corporate Secretary, conducted a roll call of Committee Members, Segment Alternates and other Board Members in attendance, 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/bodnom at the meeting link for October 12, 2020 under “Key Documents.” Chairman Crowell noted the antitrust and security admonitions and announced ERCOT had outlined the reason for this urgent Nominating Committee meeting in ERCOT’s *Notice of October 12 and October 13, 2020 Urgent Teleconference Meetings of the ERCOT Nominating, Finance and Audit, and Human Resources and Governance Committees and Board of Directors*, which was filed with the Public Utility Commission of Texas (PUCT) on Monday, October 5, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT had provided instructions for public comment on the agenda for this meeting, which was posted publicly on Monday, October 5, 2020, and that to date, no person had requested to provide public comment.

Chairman Crowell announced that the purpose of the meeting was the discussion of matters related to the nomination of an Unaffiliated Director to fill the remaining one of three vacancies to be created upon the expiration of the third and final terms of Karl Pfirrmann, Committee Vice Chair Judy Walsh and himself on December 31, 2020. He reported that the petitions for



approval of the election of Raymond Hepper and Sally Talberg as Unaffiliated Directors, which were filed with the PUCT on July 15, 2020, were pending final approval. Chairman Crowell addressed the following Agenda Items in the order below.

General Session Meeting Minutes; February 10, 2020 Meeting; June 8, 2020 Urgent Meeting; August 10, 2020 Urgent Meeting (Agenda Items 2 and 2.1 –2.3)

Chairman Crowell entertained a motion to approve the February 10, 2020 General Session Meeting Minutes (February Minutes), June 8, 2020 Urgent General Session Meeting Minutes (June Minutes) and August 10, 2020 Urgent General Session Meeting Minutes (August Minutes).

Mark Carpenter moved to approve the February Minutes, June Minutes and August Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with three abstentions as to the February Minutes (Sam Harper, Mr. Pfirrmann and Jackie Sargent).

Ned Ross commented that he had transitioned from IREP Segment Alternate to Director between the June 8, 2020 and August 10, 2020 urgent meetings.

Other Urgent Business (Agenda Item 3)

No other business was discussed at this time.

Executive Session

Chairman Crowell recessed General Session by teleconference at approximately 9:10 a.m. and convened by teleconference Executive Session at approximately 9:14 a.m. Chairman Crowell reconvened General Session by teleconference at approximately 9:29 a.m.

Vote on Matters from Executive Session (Agenda Item 4)

Chairman Crowell announced that there was one voting item discussed during Executive Session and entertained a motion.

Mr. Pfirrmann moved to select Craig Ivey as an Unaffiliated Director candidate to fill one of the three positions that will be created upon the expiration of the third and final terms of Chairman Crowell, Vice Chair Walsh and Mr. Pfirrmann, for recommendation to ERCOT Corporate Members, subject to the approval of the Public Utility Commission of Texas, as discussed during Executive Session. Chairman Crowell seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Chairman Crowell announced that the ERCOT Corporate Members would be voting on the election of Mr. Ivey at the December 8, 2020 Annual Membership Meeting.

Adjournment (Agenda Item 5)

Chairman Crowell adjourned the meeting at approximately 9:31 a.m.



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

Vickie G. Leady
Assistant Corporate Secretary