

**ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
SPECIAL NODAL PROGRAM COMMITTEE CHARTER**

Purpose

The Special Nodal Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) shall:

1. Assist and advise the Board with respect to oversight of the Texas Nodal Market Implementation Program (TNMIP or Nodal Program), including but not limited to recommendations and reports on the specific topics in this list;
2. Review the Nodal Program budget and all proposed changes thereto, and all contracts and purchases in support of the Nodal Program with a value greater than \$1,000,000;
3. Review the Nodal Program schedule, and the schedules of the component projects, and all proposed changes thereto;
4. Review the Nodal Program scope, and all proposed changes thereto, including the pre-go-live Nodal Protocol Revision Requests (NPRRs), specifically focusing on Nodal Program consistency with Nodal Protocol requirements;
5. Review Nodal Program and ERCOT Staff strategy and policy decisions;
6. Review status of and activities undertaken as a part of the Nodal Program with Program Director and/or his subordinate staff;
7. Review the performance and findings of and confer with the independent Nodal Program Review consultant;
8. Recommend, and review the results of, internal and external audits of the Nodal Program; and
9. Perform such other duties and responsibilities as are consistent with this Charter.

Membership

Committee membership shall be comprised of no more than eight (8) Directors and Board Segment Alternates. The Board members shall decide from among themselves which Directors and Segment Alternates shall serve on the Committee.

The Chair of the Committee shall be selected through a majority vote of the Committee members.

The Committee may request that any officers or employees of ERCOT or of the Nodal Program Review consultant, or any other person, whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Directors and Segment Alternates (other than Committee members) may attend and participate in committee meetings but may not participate in Committee voting. The Committee may exclude any persons who are not Directors or Segment Alternates from any meeting or portion of any Committee meeting that the Committee determines, in its discretion, needs to be held in executive session to address sensitive matters such as confidential personnel information, contracts, lawsuits, competitively sensitive information, or other information related to the security of the regional electrical network. However, all votes shall be taken in open session.

Structure

Half of the Committee shall constitute a quorum. At any meeting at which a quorum exists, the act of a majority of the members present at a meeting shall be the act of the Committee.

Duration

The Committee shall exist until it is dissolved by the Board of Directors. The Board of Directors may dissolve the Committee at any time, and the Committee shall be dissolved within a reasonable time after the Nodal Program is implemented or canceled.

Meetings

The Committee shall meet at least once during each fiscal quarter, and as many additional times as the Committee shall deem necessary and appropriate.

Evaluation

The Committee shall undertake an annual evaluation assessing its performance and considering changes in its membership, charter, duration, or procedures. The Committee shall report to the Board of Directors the results of its evaluation, including recommended changes, if any.