



Date: December 3, 2013
To: Board of Directors
From: Craven Crowell, ERCOT Board Chairman
Subject: Cancellation of January 2014 ERCOT Board and Committee Meetings

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: December 10, 2013

Item No.: 2.2

Issue:

Whether the ERCOT Board of Directors (Board) should modify the previously approved 2014 ERCOT Board Meeting and Annual Meeting Schedule (2014 Meeting Schedule) to cancel the January 2014 Board and Committee meetings.

Background/History:

Pursuant to Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws), the ERCOT “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” The ERCOT Board must set the time and place of the ERCOT Board meetings. Section 1.1 of the ERCOT Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of each month when the Board is scheduled to meet, but may be moved by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

At its September 17, 2013 meeting, the ERCOT Board approved a schedule for the Board to meet at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- January 14, 2014;
- February 11, 2014;
- April 8, 2014;
- June 10, 2014;
- August 12, 2014;
- October 14, 2014; and
- December 9, 2014.

The ERCOT Board also voted to set the date of the 2014 Annual Meeting of ERCOT Members to be called on the same date as the December 2014 ERCOT Board meeting as required by Section 4.6(a) of the Bylaws.

As part of the approved 2014 Meeting Schedule, Committee meetings are expected to be held on the day prior to the Board meetings.

At its November 19, 2013 meeting, the ERCOT Board voted to approve revisions to the ERCOT Board Policies and Procedures as recommended by the HR&G Committee. In particular, Section 7.7 (Election and Terms of Board Chair and Vice Chair) was added to allow



the Board Chair and Vice Chair to serve in their positions until their respective successors are elected to avoid any break in service of Board leadership.

After this revision, the Board's consensus at its November 19, 2013 meeting indicated that there was no longer a need to hold a January 2014 Board meeting, which was originally intended to be an organizational meeting primarily for the purpose of electing a Board Chair and Vice Chair. In addition, there does not seem to be a need to hold any Committee meetings in January 2014.

ERCOT Staff is not aware of any other issue that would require the need to hold the January 2014 Board or Committee meetings.

Key Factors Influencing Issue:

ERCOT Bylaws Section 4.6(b) and Public Utility Regulatory Act Section 39.1511 require the ERCOT Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.

Section 7.7 (Election and Terms of Board Chair and Vice Chair) of the ERCOT Board Policies and Procedures allows the Board Chair and Vice Chair to serve in their positions until their respective successors are elected to avoid any break in service of Board leadership.

There are no other known issues requiring January 2014 Board or Committee meetings.

Conclusion/Recommendation:

Given the consensus of the Board at its November 19, 2013 meeting and the lack of known issues requiring Board or Committee meetings in January 2014, the ERCOT Board should modify the 2014 Meeting Schedule to cancel its January 2014 Board and Committee meetings.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to modify the dates and locations of its previously approved 2014 meeting schedule to cancel its Board and Committee meetings currently scheduled for January 2014.

THEREFORE be it RESOLVED, that the ERCOT Board hereby approves that its January 2014 meeting is cancelled and that the 2014 meetings of the ERCOT Board will be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas) at approximately 9:00 a.m. (Central prevailing time) as noted below:

- February 11, 2014;
- April 8, 2014;
- June 10, 2014;
- August 12, 2014;
- October 14, 2014; and
- December 9, 2014.

THEREFORE be it FURTHER RESOLVED, that the date of the 2014 Annual Meeting of Members will continue to be called on the same date as the December 2014 ERCOT Board meeting; and

THEREFORE be it FURTHER RESOLVED, the January 2014 meetings of the Board's Committees are also hereby canceled.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its December 10, 2013 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of December, 2013.

Vickie G. Leady
Assistant Corporate Secretary