



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

7620 Metro Center Drive, Room 168
Austin, Texas 78744
September 17, 2014

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

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
Baer, Tonya	Office of Public Utility Counsel	Consumer – Residential
Bermudez, Jorge	Unaffiliated	Unaffiliated Director (<i>Proxy for Michehl Gent</i>)
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director (<i>Proxy for John Werner</i>)
Dreyfus, Mark	Austin Energy	Municipal (<i>Proxy for Clifton Karnei</i>)
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gent, Michehl	Unaffiliated	Unaffiliated Director (<i>Participated in discussion by telephone</i>)
Gresham, Kevin	E.ON North America, LLC	Independent Generator
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Porter, Jean Ryall	CCNG Power, LLC	Independent Power Marketer
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director
Werner, John	Source Power & Gas, LLC	Independent Retail Electric Provider Segment Alternate (<i>Participated in discussion by telephone</i>)

Other Board Members and Guests:

Ashley, Kristy	Exelon Corporation, Independent Generator Segment Alternate
Klock, Lawrence	Russell Reynolds Associates
Ledy, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Corporate Counsel
Linguist, Thomas	Russell Reynolds Associates
Magness, Bill	ERCOT Vice President, General Counsel and Corporate Secretary
Shellman, Carolyn	CPS Energy, Municipal Segment Alternate



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

Craven Crowell, Committee Chairman, determined that a quorum was present and called the Nominating Committee meeting to order at approximately 1:04 p.m. Chairman Crowell reported that the main purpose for the Committee's meeting was to review Committee member feedback on the semi-finalist candidate pool for the Unaffiliated Director position that will become vacant upon the expiration of Unaffiliated Director Michehl Gent's final term on the Board, and to narrow the list to those candidates that the Committee intends to interview. Chairman Crowell commended Russell Reynolds Associates for the process used for this candidate search.

Chairman Crowell announced that Mr. Gent provided his proxy to Unaffiliated Director Jorge Bermudez, Independent Retail Electric Provider Segment Alternate John Werner provided his proxy to Unaffiliated Director Craven Crowell, and Cooperative Segment Director Clifton Karnei provided his proxy to Municipal Segment Director Mark Dreyfus. Mr. Gent and Mr. Werner listened to the Committee discussion by telephone.

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

August 11, 2014 General Session Meeting Minutes (Agenda Item 2)

Chairman Crowell entertained a motion to approve the August 11, 2014 General Session Meeting Minutes (Minutes).

Mr. Bermudez moved to approve the Minutes as presented. Karl Pfirrmann seconded the motion. The motion passed by unanimous voice vote with one abstention (Kevin Gresham).

Other Business (Agenda Item 3)

No other business was discussed at this time.

Executive Session

Chairman Crowell announced that no voting items from Executive Session were expected, and accordingly he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Crowell adjourned the meeting into Executive Session at approximately 1:07 p.m. for discussion of Executive Session matters.

Vote on Matters from Executive Session (Agenda Item 4)

There were no voting items from Executive Session.

Adjournment (Agenda Item 5)

Chairman Crowell adjourned the meeting upon the conclusion of Executive Session at approximately 1:31 p.m.



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

Vickie G. Leady
Assistant Corporate Secretary