



Date: February 2, 2015
To: ERCOT Board of Directors
From: Bill Magness, General Counsel, Senior Vice President – Governance Risk and Compliance, & Corporate Secretary
Subject: Committee Member Preferences and Assignments for 2015

Attached for your review is the 2015 Committee Preferences and Assignments list. The 2015 Committee Member Preference form was previously provided to the 2015 Directors. As noted on the attached list, Segment Alternates serve on the Committees selected by their respective Segment Directors.

Human Resources and Governance Committee

The Board Members listed under the Human Resources and Governance Committee (HR&G) indicated HR&G as their preferred committee. The HR&G Charter provides in pertinent part that, “The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of representatives from at least two Market Segments and one or more of the Unaffiliated Board members.” The noted HR&G composition complies with the HR&G Charter. The HR&G Chair and Vice Chair are scheduled to be elected at the February 9, 2015 HR&G meeting.

Finance and Audit Committee

The Board Members listed under the Finance and Audit Committee (F&A) indicated F&A as their preferred committee. The F&A Charter provides in pertinent part that, “The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members.” The noted F&A composition complies with the F&A Charter. The F&A Chair and Vice Chair are scheduled to be elected at the February 9, 2015 F&A meeting.

Nominating Committee

The Board Members listed under the Nominating Committee (Nominating) are members of Nominating pursuant to Section 4.3(b)(1) of the Bylaws, which require that Nominating shall consist of all of the voting Directors, other than the ERCOT Chief Executive Officer (CEO) (that is, all of the Board other than the ERCOT CEO and Public Utility Commission Chair). The noted Nominating composition complies with the Bylaws. Pursuant to the Bylaws, the Nominating Chair and Vice Chair will be the Board Chair and Vice Chair absent a request for election of these positions by the Committee.

If you have any questions about the 2015 Committee Preferences or Assignments, please let me or Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, know.



ERCOT Board of Directors Committee Preferences and Assignments for 2015

Human Resources & Governance (HR&G) Committee

1. Tonya Baer
2. Mark Carpenter (Segment Alternate: Wade Smith)
3. Craven Crowell
4. Jack Durland
5. Keith Emery (Segment Alternate: Jean Ryall Porter)
6. Karl Pfirrmann
7. Carolyn Shellman (Segment Alternate: Phil Williams)

Finance & Audit (F&A) Committee

1. Jorge Bermudez
2. Read Comstock (Segment Alternate: John Werner)
3. Nick Fehrenbach
4. Michehl Gent
5. Kevin Gresham (Segment Alternate: Kristy Ashley)
6. Clifton Karnei (Segment Alternate: Mike Kezar)
7. Judy Walsh

Nominating Committee

1. Tonya Baer
2. Jorge Bermudez
3. Mark Carpenter (Segment Alternate: Wade Smith)
4. Read Comstock (Segment Alternate: John Werner)
5. Craven Crowell
6. Jack Durland
7. Keith Emery (Segment Alternate: Jean Ryall Porter)
8. Nick Fehrenbach
9. Michehl Gent
10. Kevin Gresham (Segment Alternate: Kristy Ashley)
11. Clifton Karnei (Segment Alternate: Mike Kezar)
12. Karl Pfirrmann
13. Judy Walsh
14. Carolyn Shellman (Segment Alternate: Phil Williams)