



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

7620 Metro Center Drive, Room 206
Austin, Texas 78744
December 8, 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
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Dreyfus, Mark	Austin Energy	Municipal
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gent, Michehl	Unaffiliated	Unaffiliated Director
Gresham, Kevin	E.ON North America, LLC	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Porter, Jean Ryall	CCNG Power, LLC	Independent Power Marketer
Walsh, Judy	Unaffiliated	Unaffiliated Director
Werner, John	Source Power & Gas, LLC	Independent Retail Electric Provider Segment Alternate

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Ashley, Kristy	Exelon Corporation	Independent Generator Segment Alternate
Doggett, H.B. “Trip”	ERCOT	President and Chief Executive Officer (CEO)
Shellman, Carolyn	CPS Energy	Municipal Segment Alternate

Officers and Guests:

Klock, Lawrence	Russell Reynolds Associates, Inc.
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary



Levine, Jonathan	ERCOT Corporate Counsel
Linquist, Thomas	Russell Reynolds Associates, Inc. (<i>Participated in discussion by telephone</i>)
Magness, Bill	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 Nominating Committee meeting to order at approximately 11:33 a.m. Chairman Crowell announced that there were no proxies. John Werner, Independent Retail Electric Provider Segment Alternate, attended in Director Read Comstock’s absence. Chairman Crowell reported that the Committee was meeting for the purpose of reviewing additional prospective candidates for the Unaffiliated Director position that will become vacant upon the expiration of Michehl Gent’s third and final term on the Board which expires in May 2015. 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. Thomas Linquist of Russell Reynolds Associates, Inc. participated in the Committee discussion by telephone.

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

October 14, 2014 Meeting Minutes (Agenda Item 2)

Chairman Crowell entertained a motion to approve the October 14, 2014 Meeting Minutes (Minutes).

Karl Pfirrmann moved to approve the Minutes as presented. Nick Fehrenbach seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Business (Agenda Item 3)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 4 and 5)

Chairman Crowell recessed General Session at approximately 11:34 a.m. to convene Executive Session at approximately 11:43 a.m.

There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon the conclusion of Executive Session at approximately 12:57 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