



**GENERAL SESSION MINUTES OF THE BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 206
Austin, Texas 78744
February 9, 2015 at 1:30 p.m.; and continuing on
February 10, 2015 at 9:00 a.m.

Pursuant to notice duly given, the meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened on February 9, 2015 at 1:30 p.m.

Meeting Attendance:

Board Members:

Director	Affiliation	Segment
Ashley, Kristy	Exelon Corporation	Independent Generator Segment Alternate
Baer, Tonya	Office of Public Utility Counsel	Consumer – Residential
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility
Comstock, Read	Direct Energy	Independent Retail Electric Provider
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Doggett, H.B. “Trip”	ERCOT	President and Chief Executive Officer (CEO)
Durland, Jack	Valero Services, Inc.	Consumer – Industrial
Emery, Keith	Tenaska Power Services	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gent, Michehl	Unaffiliated	Unaffiliated Director (<i>Proxy for Unaffiliated Director Jorge Bermudez</i>)
Karnei, Clifton	Brazos Electric Power Cooperative Inc.	Cooperative
Nelson, Donna	Chairman	Public Utility Commission of Texas (PUCT) (<i>Not Present for Agenda Items 1 – 8</i>)
Pfirmann, Karl	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Walsh, Judy (Vice Chairman)	Unaffiliated	Unaffiliated Director



Segment Alternates, Officers and Guests:

Anderson, Kenneth	PUCT Commissioner <i>(Not Present for Agenda Items 1 – 11)</i>
Billo, Jeff	ERCOT Manager of Transmission Planning
Brandt, Adrienne	Austin Energy, Technical Advisory Committee (TAC) Vice Chair
Day, Betty	ERCOT Vice President of Business Planning & Integration
Delenela, Ann	ERCOT Director of Critical Infrastructure Security
Dreyer, Jerry	ERCOT Sr. Vice President and Chief Information Officer
Forfia, David	ERCOT Director, Enterprise Architecture
Gage, Theresa	ERCOT Vice President of External Affairs & Corporate Communications
Garza, Beth	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Jones, Brad	ERCOT Sr. Vice President & Chief Operating Officer
Kezar, Mike	South Texas Electric Cooperative, Inc. (Cooperative Segment Alternate)
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Corporate Counsel
Magness, Bill	ERCOT General Counsel, Sr. Vice President – Governance, Risk and Compliance & Corporate Secretary
Manning, Chuck	ERCOT Chief Compliance Officer & Executive Advisor
Marquez, Brandy Marty	PUCT Commissioner <i>(Not Present for Agenda Items 1 – 8)</i>
McIntyre, Kenneth	ERCOT Vice President of Grid Planning and Operations
Opheim, Calvin	ERCOT Manager of Load Forecasting and Analysis
Pettersen, Michael	ERCOT Vice President & Chief Financial Officer
Porter, Jean Ryall	CCNG Power, LLC (Independent Power Marketer Segment Alternate) <i>(Not Present for Agenda Items 1 – 6 and 14 – 20)</i>
Pysh, Danya	ERCOT Media Communications Specialist
Reedy, Steve	Potomac Economics, ERCOT IMM, Deputy Director
Roberts, Randy	ERCOT Supervisor of Meter Data Analysis
Smith, Wade	American Electric Power Service Corporation Investor Owned Utility Segment Alternate <i>(Not Present for Agenda Items 7 – 20)</i>
Stephenson, Randa	Lower Colorado River Authority, TAC Chair
Werner, John	Source Power & Gas LLC (Independent Retail Electric Provider Segment Alternate)
Williams, Diane	ERCOT Vice President of Human Resources
Williams, Phil	Denton Municipal Electric (Municipal Segment Alternate)

Call General Session to Order at 1:30 p.m., on Monday, February 9, 2015 (Agenda Item 1)

Craven Crowell, Board Chairman, determined that a quorum was present and called the Board meeting to order at approximately 1:30 p.m. Chairman Crowell invited Trip Doggett, ERCOT President and CEO, to call for nominations for Board Chair and Board Vice Chair.

Election of Board Chair and Board Vice Chair (Agenda Item 2)

Mr. Doggett entertained nominations for Board Chair and Board Vice Chair.



Michehl Gent nominated Craven Crowell as the Board Chairman and Judy Walsh as the Board Vice Chair. Clifton Karnei seconded the nominations. Craven Crowell and Judy Walsh were elected as Board Chairman and Board Vice Chair, respectively, by unanimous voice vote with no abstentions.

Mr. Doggett congratulated Chairman Crowell and Vice Chair Walsh on their reelection. Chairman Crowell extended appreciation to the Board for the reelections on his and Vice Chair Walsh's behalf.

Chairman Crowell noted the meeting schedule, beginning on Monday, February 9, 2015 and continuing on Tuesday, February 10, 2015. He noted the Antitrust and Security Admonitions, and addressed the following Agenda Items in the order below.

Announce Proxies and Segment Alternates (Agenda Item 3)

Chairman Crowell announced that Unaffiliated Director Jorge Bermudez provided his proxy to Unaffiliated Director Michehl Gent, and that Kristy Ashley, Independent Generator Segment Alternate, was attending in Kevin Gresham's absence. Chairman Crowell recognized Carolyn Shellman, who was now serving as the Municipal Segment Director, and Jean Ryall Porter, who was now serving as Independent Power Marketer Segment Alternate, and introduced and welcomed the following new Board members: Jack Durland, Industrial Consumer Market Segment Director; Keith Emery, Independent Power Marketer Market Segment Director; Mike Kezar, Cooperative Segment Alternate; and Phil Williams, Municipal Segment Alternate. He also announced that Tonya Baer, Office of Public Utility Counsel, was reappointed as the Residential Consumer Market Segment Director. Chairman Crowell recognized the recent passing of former Board member Andrew Dalton and his distinguished service to the Board.

Committee Member Preferences and Assignments (Agenda Item 4)

Chairman Crowell noted the Committee Member Assignments for the Human Resources and Governance (HR&G), Finance and Audit (F&A) and Nominating Committees in the meeting materials. There were no requested changes to the Committee assignments.

December 9, 2014 General Session Meeting Minutes (Agenda Item 5)

Chairman Crowell entertained a motion to approve the December 9, 2014 General Session 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.

Executive Session

Chairman Crowell recessed General Session to convene Executive Session from approximately 1:36 p.m. until approximately 3:04 p.m. on Monday, February 9, 2015. He announced that General Session was scheduled to reconvene on Tuesday, February 10, 2015 at 9:00 a.m. Chairman Crowell also announced that if there were any voting items from Executive Session, the Board would take such a vote when General Session reconvened.



Reconvene General Session and Announce Proxies and Segment Alternates at 9:00 a.m. on Tuesday, February 10, 2015; Vote on Matters from Executive Session (Agenda Items 7 and 6)

Chairman Crowell determined that a quorum was present and reconvened General Session at approximately 9:00 a.m. on Tuesday, February 10, 2015. Chairman Crowell noted the antitrust and security admonitions and announced that Unaffiliated Director Jorge Bermudez provided his proxy to Unaffiliated Director Michehl Gent and that Kristy Ashley, Independent Generator Segment Alternate, was attending in Kevin Gresham's absence. Chairman Crowell noted there were no voting items from Executive Session and addressed the following Agenda Items in the order below.

Confirmation of Technical Advisory Committee (TAC) Chair and Vice Chair (Agenda Item 8)

Chairman Crowell reported that Randa Stephenson, Lower Colorado River Authority, and Adrienne Brandt, Austin Energy, were elected by the TAC Representatives as the 2015 TAC Chair and Vice Chair, respectively. He entertained a motion for the confirmation of the TAC Chair and Vice Chair.

Mr. Karnei moved to confirm Randa Stephenson of Lower Colorado River Authority as 2015 TAC Chair and Adrienne Brandt of Austin Energy as 2015 TAC Vice Chair. Mr. Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Consent Agenda; Unopposed Nodal Protocol Revision Requests (NPRRs) and System Change Request (SCR) Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 9, 9.1 and 9.1.1 - 9.1.8)

With regard to the Consent Agenda, Chairman Crowell noted that SCR783, Outage Scheduler Enhancements – Groups 2 and 3, Group Outage, Usability and Filtering Enhancements (Agenda Item 9.1.9) and Parking Deck NPRR219, Resolution of Alignment Items A33, A92, A106, and A150 – TSPs Must Submit Outages for Resource Owned Equipment and Clarification of Changes in Status Transmission Element Postings (Agenda Item 9.1.10) would be removed from the Consent Agenda and discussed in the TAC Report as part of Agenda Item 12.

Chairman Crowell recognized Donna Nelson, Chairman of the PUCT. PUCT Chairman Nelson called an Open Meeting of the PUCT to order to consider matters which had been duly posted with the Texas Secretary of State for February 10, 2015.

Chairman Crowell entertained a motion for the approval of the Consent Agenda as follows:

- NPRR645, Real-Time On-Line Capacity Revisions;
- NPRR646, Emergency Operations Settlement for CFC;
- NPRR648, Remove References to Flowgate Rights;
- NPRR658, Changes to Annual Reporting Requirements for RUC Payments Made to Resources with PPAs;
- NPRR659, Discontinue RMR Cost Data Deviation Requests/Responses Report;
- NPRR660, Remove CRR State Change Adder;
- NPRR665, As-Built Clarification of Reliability Deployment Price Adder; and
- NPRR669, Maintaining Frequency Responsiveness from Generation Resources Providing RRS.



Ms. Ashley moved to approve the Consent Agenda as presented with the exception of Agenda Items 9.1.9 and 9.1.10. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chief Executive Officer (CEO) Presentation; CEO Update; Financial Summary; Operations Report (Agenda Items 10, 10.1, 10.2 and 10.3)

Mr. Doggett highlighted the 2014 State of the Grid Report, which was provided at the meeting to Board members, and recognized ERCOT Corporate Communications staff, Theresa Gage, Robbie Searcy and Danya Pysh, for their contributions to the report.

Mr. Doggett presented the CEO Update. Mr. Doggett, Calvin Opheim and Kenneth McIntyre responded to questions and comments from Board members.

Mr. Doggett recognized David Forfia, ERCOT Director of Enterprise Architecture, for his election as Chairman of the GridWise Architecture Council, an industry group that focuses on shaping the architecture of an interactive electric grid. Mr. Doggett also recognized ERCOT staff on the Settlement System team for their dedicated efforts to upgrade the settlement system and for a successful deployment. Mr. Karnei commented this was a high priority enterprise risk that the F&A Committee was monitoring and that as a result of their work, the risk has been mitigated. He congratulated the team on this achievement.

Mr. Doggett presented the Financial Summary and Operations Report. There were no questions or comments from Board members.

Independent Market Monitor (IMM) Report (Agenda Item 11)

Beth Garza provided the IMM Report, and she and Brad Jones responded to questions and comments from Board members. Ms. Garza introduced the new Deputy Director, Steve Reedy.

TAC Report; SCR783, Outage Scheduler Enhancements – Groups 2 and 3, Group Outage, Usability and Filtering Enhancements; Parking Deck NPRR219, Resolution of Alignment Items A33, A92, A106, and A150 - TSPs Must Submit Outages for Resource Owned Equipment and Clarification of Changes in Status of Transmission Element Postings (Agenda Items 12, 9.1.9 and 9.1.10)

Randa Stephenson presented SCR783 and NPRR219, which were previously removed from the Consent Agenda, and she and Mr. McIntyre responded to questions and comments from Board members.

Mr. Carpenter moved to approve SCR783 and NPRR219, each as recommended by TAC in the respective 1/29/15 TAC Reports. Mr. Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chairman Crowell requested clarification from Mr. Carpenter on whether his motion included NPRR219 in addition to SCR783. Mr. Carpenter responded affirmatively. There was no further discussion on these agenda items.

Ms. Stephenson presented the TAC Report. There were no questions or comments from Board members.



Jones Creek Regional Planning Group Project Independent Review (Agenda Item 13)

Jeff Billo presented the Jones Creek Regional Planning Group Project Independent Review. There were no questions or comments from Board members. Chairman Crowell entertained a motion to endorse the Jones Creek Regional Planning Group Project.

Mr. Carpenter moved to endorse the Jones Creek Regional Planning Group Project as presented. Mr. Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Finance & Audit (F&A) Committee Report; F&A Committee Charter; Market Credit Risk Corporate Standard; Financial Corporate Standard; Investment Corporate Standard; Revisions to ERCOT Counter-Party Credit Application (Agenda Items 14 and 14.1 – 14.5)

Clifton Karnei, F&A Committee Vice Chairman, reported that the F&A Committee met the prior day and highlighted items discussed at the meeting. Mr. Karnei provided the F&A Committee membership and reported that Jorge Bermudez was elected as F&A Committee Chairman, Mr. Karnei was elected as F&A Committee Vice Chairman, and Bill Magness or his designee was designated as Committee Secretary.

Mr. Karnei moved to approve the F&A Committee Charter, Market Credit Risk Corporate Standard, Financial Corporate Standard, Investment Corporate Standard and Revisions to ERCOT Counter-Party Credit Application, each as recommended by the F&A Committee, including additional revisions to the ERCOT Counter-Party Credit Application proposed by the F&A Committee. Mr. Gent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources & Governance (HR&G) Committee Report (Agenda Item 15)

Karl Pfirrmann, HR&G Committee Chairman, reported that the HR&G Committee met the prior day and highlighted items discussed at the HR&G Committee meeting. Mr. Pfirrmann reported that the HR&G Committee membership was confirmed, Mr. Pfirrmann was elected as HR&G Committee Chairman, Tonya Baer was elected as HR&G Committee Vice Chair, and Bill Magness or his designee was designated as Committee Secretary.

HR&G Committee Charter (Agenda Item 15.1)

Mr. Pfirrmann moved to approve the HR&G Committee Charter as recommended by the HR&G Committee. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Election of Chief Executive Officer and Ratification of Officers (Agenda Item 15.4)

Mr. Pfirrmann moved to elect the CEO and ratify officers as recommended by the HR&G Committee. Mr. Gent inquired and received responses about officer title changes. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with one abstention (Mr. Doggett).



Proposed Bylaws Amendment (Agenda Item 15.3)

Mr. Pfirrmann moved to approve the Bylaws Amendment as recommended by the HR&G Committee. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Proposed Revisions to Benefits Committee Charter (Agenda Item 15.2)

Mr. Pfirrmann moved to approve the Benefits Committee Charter as recommended by the HR&G Committee. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Nominating Committee Report (Agenda Item 16)

Chairman Crowell, who also serves as Nominating Committee Chairman, reported that the Nominating Committee was scheduled to meet later that day to interview Unaffiliated Director candidates to fill the position currently occupied by Mr. Gent upon the expiration of his final term. There were no questions or comments from Board members.

Call for Special Meeting of ERCOT Corporate Members for Approval of Bylaws Amendment (Agenda Item 17)

Chairman Crowell entertained a motion to call for a Special Meeting of ERCOT Corporate Members for approval of the proposed Bylaws amendment.

Mr. Pfirrmann moved to approve the calling of a Special Meeting of ERCOT Corporate Members for approval of the proposed Bylaws amendment as presented. Mr. Carpenter seconded the motion. Board members discussed the timing for calling the Special Meeting. The motion passed by unanimous voice vote with no abstentions.

In response to a question from Vice Chair Walsh, Mr. Magness clarified that the scope for the Special Meeting could later be expanded to include consideration of the Unaffiliated Director candidate if this issue becomes ripe before the Special Meeting is called.

2014 Internal Revenue Service Form 990 Questionnaire (Agenda Item 18)

Michael Petterson provided an overview of ERCOT's 2014 Internal Revenue Service Form 990 Questionnaire and schedule for filing ERCOT's 2014 IRS Form 990 and responded to questions and comments from Board members.

Other Business (Agenda Item 19)

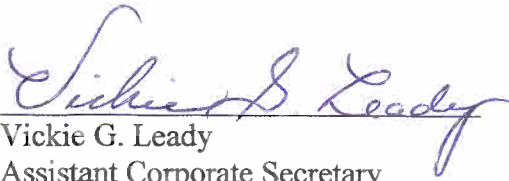
No other business was discussed at this time.

Adjournment (Agenda Item 20)

Chairman Crowell adjourned the meeting at approximately 10:21 a.m.



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


Vickie G. Leady
Assistant Corporate Secretary