



**DRAFT 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
April 14, 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 the above-referenced date.

Meeting Attendance:

Board Members:

Director	Affiliation	Segment
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) <i>(Not Present for Agenda Item 8.1)</i>
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 Jorge Bermudez)</i>
Gresham, Kevin	E.ON North America LLC	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Nelson, Donna	Chairman	Public Utility Commission of Texas <i>(Not Present for Agenda Items 1 – 3)</i>
Pfirschmann, Karl	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director



Segment Alternates, Officers and Guests:

Ashley, Kristy	Exelon Corporation (Independent Generator Segment Alternate) (<i>Not Present for Agenda Items 1, 2, 2.1, and 2.1.1-2.1.14</i>)
Badri, Sreenivas	ERCOT Supervisor of EMMS Operations
Billo, Jeff	ERCOT Manager of Transmission Planning
Brandt, Adrienne	Austin Energy, Technical Advisory Committee (TAC) Vice Chair
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Gage, Theresa	ERCOT Vice President of External Affairs and Corporate Communications
Gajjela, Venkat	ERCOT Senior EMMS Applications Architect
Garza, Beth	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Goetz, Gene	ERCOT Manager of Physical Security
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis
Jones, Brad	ERCOT Senior Vice President and 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
Little, Carol	ERCOT Executive Assistant
Magness, Bill	ERCOT General Counsel, Senior Vice President – Governance, Risk and Compliance & Corporate Secretary
Manning, Charles	ERCOT Chief Compliance Officer and Executive Advisor
Marquez, Brandy Marty	PUCT Commissioner
Morales, Pamela	ERCOT Security Officer
Petterson, Michael	ERCOT Vice President and Chief Financial Officer
Pitts, Chad	ERCOT Physical Security Officer I
Porter, Jean Ryall	CCNG Power, LLC (Independent Power Marketer Segment Alternate)
Reedy, Steve	Potomac Economics, ERCOT IMM, Deputy Director
Schneider, Sherry	ERCOT Engineering Support Specialist
Smith, Jeremiah	ERCOT Supervisor of Physical Security
Smith, Wade	American Electric Power Service Corporation (Investor-Owned Utility Segment Alternate)
Stephenson, Randa	Lower Colorado River Authority (LCRA), TAC Chair
Tamby, Jeyant	ERCOT Chief of Staff
Taylor, Sean	ERCOT Controller
Werner, John	Source Power & Gas LLC (Independent Retail Electric Provider Segment Alternate)
White, Steve	ERCOT Manager of EMMS Production
Wiley, Leslie	ERCOT Treasurer
Williams, Diane M.	ERCOT Vice President of Human Resources
Williams, Phil	Denton Municipal Electric (Municipal Segment Alternate)
Woodfin, Dan	ERCOT Director of System Operations



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

Craven Crowell, Board Chairman, determined that a quorum was present and called the Board meeting to order at approximately 9:01 a.m. Chairman Crowell noted the Antitrust and Security Admonitions. Chairman Crowell announced that Unaffiliated Director Jorge Bermudez provided his proxy to Unaffiliated Director Michehl Gent and addressed the following Agenda Items in the order below.

Consent Agenda; Unopposed Nodal Protocol Revision Requests (NPRRs), Planning Guide Revision Request (PGRR) and Retail Market Guide Revision Request (RMGRR) Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 2, 2.1 and 2.1.1 – 2.1.14)

Chairman Crowell presented the Consent Agenda for approval. Brad Jones responded to a question from Karl Pfirrmann about the rating of facilities pursuant to NPRR642, Constraint Management During Energy Emergency Alerts (EEA). Chairman Crowell entertained a motion for the approval of the Consent Agenda as follows:

- NPRR642, Constraint Management During Energy Emergency Alerts;
- NPRR654, Discontinue Ancillary Service Requirement Methodology Assessment Report;
- NPRR655, Discontinue Contingency List Changes Due to Weather Report;
- NPRR657, Discontinue Backup Control Plan Submittal Results, Dispatch Instructions Compliance Metrics, and Backup Control Plan Test Dates and Results Summary Reports;
- NPRR661, Discontinue Posting Profile Data Evaluation Report;
- NPRR670, Clarification of Portfolio Weighted Auction Clearing Price (PWACP);
- NPRR671, Incorporation of DAM Credit Parameters into Protocols;
- NPRR672, Clarification of EMR and ONEMR Status;
- NPRR673, Correction to Estimated Aggregate Liability (EAL) for a QSE that Represents Neither Load nor Generation;
- NPRR676, Emergency Response Service (ERS) Offer Disclosure;
- NPRR677, Remove Outdated NERC Reference;
- NPRR678, Posting of Wind Peak Average Capacity Percentage Data;
- PGRR041, Revise and Add Requirements for NERC TPL-001-4 Standard; and
- RMGRR126, Additional ERCOT Validations for Customer Billing Contact Information File.

Mr. Pfirrmann moved to approve the Consent Agenda as presented. Kevin Gresham seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chairman Crowell recognized PUCT Commissioner Brandy Marty Marquez and welcomed her to the meeting.

February 9-10, 2015 General Session Meeting Minutes (Agenda Item 3)

Chairman Crowell entertained a motion to approve the February 9-10, 2015 General Session Meeting Minutes (Minutes).

Mr. Gent moved to approve the Minutes as presented. Nick Fehrenbach seconded the motion. The motion passed by unanimous voice vote with one abstention (Mr. Gresham).



Chief Executive Officer (CEO) Presentation, CEO Update, Financial Summary and Operations Report (Agenda Items 4, 4.1, 4.2 and 4.3)

Trip Doggett presented the CEO Update. Mr. Doggett, Dan Woodfin and Brad Jones responded to questions and comments from Board members.

During the presentation of the CEO Update, Donna Nelson, Chairman of the Public Utility Commission of Texas (PUCT), arrived and called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for April 14, 2015.

Mr. Doggett reported that the Federal Energy Regulatory Commission (FERC) recently completed an assessment of ERCOT's physical and cyber security systems and networks and the results were favorable and positive.

Mr. Doggett commended ERCOT staff members Sreenivas Badri, Steve White, Carol Little, Sherry Schneider and Venkat Gajjela, as well as Texas Reliability Entity, Inc. (Texas RE) staff, for their work at the recent Emergency Management System (EMS) Support Workshop. He also recognized ERCOT staff for its effort on the major software upgrades for the Market Management System (MMS) and Outage Scheduler (OS).

Mr. Doggett acknowledged the in-house physical security team, Gene Goetz, Pamela "Mia" Morales, Jeremiah Smith and Chad Pitts, and noted the successful transition from a contractor workforce on March 31, 2015.

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

Independent Market Monitor (IMM) Report (Agenda Item 5)

Beth Garza provided the IMM Report and responded to questions and comments from Board members.

TAC Report (Agenda Item 6)

Randa Stephenson presented the TAC Report. Ms. Stephenson, Ms. Garza and Mr. Jones responded to questions and comments from Board members.

LCRA TSC and CPS Energy Transmission System Addition Regional Planning Group (RPG) Project Independent Review (Agenda Item 7)

Jeff Billo presented the LCRA TSC and CPS Energy Transmission System Addition RPG Project Independent Review and presented ERCOT's recommendation for Option A, which TAC voted unanimously to support. Chairman Crowell entertained a motion for the approval of the project.

Mark Carpenter moved to endorse the need for the LCRA TSC and CPS Energy Transmission System Addition RPG Project, which ERCOT staff has independently reviewed and TAC has voted unanimously to support, and to deem the Zorn-Marion 345-kV line critical to the reliability of the ERCOT System pursuant to P.U.C. SUBST. R. 25.101 (b)(3)(D), as presented. Mr. Gent seconded the motion. The motion passed by unanimous voice vote with one abstention (Carolyn Shellman).



Mr. Gresham and Ms. Shellman commended ERCOT staff for their work and efforts on this project.

Finance & Audit (F&A) Committee Report (Agenda Item 8)

Clifton Karnei, F&A Committee Vice Chairman, reported that the F&A Committee met the prior day and highlighted items discussed at the F&A meeting.

Acceptance of Financial Statement Audit Report (Agenda Item 8.1)

Mr. Karnei moved to accept the Financial Statement Audit Report as recommended by the F&A Committee. Judy Walsh seconded the motion. The motion passed by unanimous voice vote with no abstentions.

DAM Credit Parameters (Agenda Item 8.2)

Mr. Karnei moved to approve the DAM Credit Parameters as recommended 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 9)

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. At Mr. Pfirrmann's request, Betty Day provided an overview of the strategic planning review process, which begins in July 2015, and noted a summary report will be presented to the Board in October 2015.

Board and Committee Meeting Scheduling (Agenda Item 9.1)

Mr. Pfirrmann presented a proposed Board and Committee meeting schedule. He reported that the HR&G Committee discussed potential efficiencies in conducting Committee meetings on Monday morning, convening the Executive Session of the Board on Monday afternoon, and then convening General Session of the Board on Tuesday. He requested the Board's consideration of this matter and noted that this issue will be placed on the agendas for the June 2015 Board and HR&G Committee meetings for further discussion. After some discussion, Chairman Crowell noted for the record that he is neutral on this matter.

Nominating Committee Report (Agenda Item 10)

Chairman Crowell, who also serves as Nominating Chairman, reported that the Nominating Committee met the prior day and voted to select, for presentation to ERCOT's Corporate Members and the PUCT, Peter Cramton as an Unaffiliated Director candidate to fill the vacancy that will be created when Mr. Gent's third and final term expires in May 2015. There were no questions or comments from Board members.

Call for Special Meeting of ERCOT Corporate Members for Election of Unaffiliated Director (Agenda Item 11)

Chairman Crowell entertained a motion to call for a Special Meeting of ERCOT Corporate Members for the election of an Unaffiliated Director.

Mr. Karnei moved to approve the calling of a Special Meeting of ERCOT Corporate Members for the election of an Unaffiliated Director as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.



In response to Chairman Crowell's inquiry whether the call for a Special Meeting of ERCOT Corporate Members would also include a vote on the Bylaws Amendment that the Board approved at its February 9-10, 2015 meeting, Mr. Magness responded affirmatively.

Other Business (Agenda Item 12)

Chairman Crowell presented a Board resolution honoring Mr. Gent, who's third and final term as an Unaffiliated Director on the Board expires in May 2015. On behalf of the Board, Chairman Crowell noted that Mr. Gent was the longest serving Unaffiliated Director at ERCOT and expressed his gratitude for Mr. Gent's devoted service to ERCOT.

Chairman Crowell moved to approve the resolution honoring Mr. Gent as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Executive Session

Chairman Crowell recessed the General Session and convened Executive Session at approximately 10:16 a.m. Chairman Crowell reconvened General Session at approximately 11:48 a.m.

Vote on Matters from Executive Session (Agenda Item 13)

Chairman Crowell called for a motion to approve a matter discussed during Executive Session.

Mr. Karnei moved to select the Independent Service Organization Control (SSAE 16) Auditor as recommended by the F&A Committee and as discussed during Executive Session. Ms. Walsh seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 14)

Chairman Crowell adjourned the meeting at approximately 11:50 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