



Date: February 2, 2016
To: Board of Directors
From: Bill Magness, President and Chief Executive Officer
Subject: Confirmation of Technical Advisory Committee (TAC) Chair for 2016

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: February 9, 2016

Item No.: 5

Issue:

Confirmation of the Election of the Chair of TAC for 2016.

Background/History:

Section 5.1(g) of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), as approved on August 17, 2015 (Bylaws), requires that the ERCOT Board of Directors (Board) confirm TAC's election of its Chair and Vice Chair each year. Section 5.1(g) of the Bylaws further provides that the TAC Chair and Vice Chair shall provide full disclosure pursuant to Section 9.2 (Potential Conflicts of Interest) of the Bylaws during the confirmation process.

At the January 28, 2016 TAC meeting, the TAC Representatives elected Randa Stephenson, LCRA, and Adrienne Brandt, Austin Energy, as Chair and Vice Chair of TAC, respectively, for the 2016 year. Subsequent to the election, Ms. Brandt ended her employment with Austin Energy. Upon the termination of her employment with Austin Energy, pursuant to Section 5.1(h) of the Bylaws, Ms. Brandt became ineligible to serve on TAC as a representative of Austin Energy, and therefore also became ineligible to serve as TAC Vice Chair. Accordingly, TAC is only requesting confirmation of Ms. Stephenson as Chair at this time. TAC intends to hold an election for the now-vacant Vice Chair position at its next meeting on February 25, 2016.

Since her election, Ms. Stephenson has acknowledged her disclosure obligations pursuant to Section 9.2 of the Bylaws.

Key Factors Influencing Issue:

- The ERCOT Bylaws require Board confirmation of TAC's election of its Chair and Vice Chair.
- The ERCOT Bylaws require full disclosure by the TAC Chair and Vice Chair pursuant to Section 9.2 (Potential Conflicts of Interest) during the confirmation process.

Conclusion/Recommendation:

It is recommended that the Board confirm TAC's election of Randa Stephenson, LCRA, as TAC Chair for the 2016 year.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Section 5.1(g) of the Amended and Restated Bylaws (Bylaws) of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) must confirm the election of the Chair and Vice Chair of the Technical Advisory Committee (TAC) each year;

WHEREAS, at the January 28, 2016 TAC meeting, TAC elected Randa Stephenson, LCRA, and Adrienne Brandt, Austin Energy, as Chair and Vice Chair of TAC, respectively, for the 2016 year;

WHEREAS, since the TAC election, due to a change in employer, Ms. Brandt became ineligible to serve on TAC as a representative of Austin Energy, and therefore also became ineligible to serve as TAC Vice Chair; and as such, the Board can only confirm the TAC Chair at this time;

WHEREAS, since her election, Ms. Stephenson has acknowledged her disclosure obligations pursuant to Section 9.2 of the Bylaws;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby confirms Randa Stephenson, LCRA, as Chair of TAC for the 2016 year.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its February 9, 2016 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2016.

Vickie G. Leady
Assistant Corporate Secretary