



Date: April 12, 2016
To: Board of Directors
From: Bill Magness, President and Chief Executive Officer
Subject: Confirmation of Technical Advisory Committee (TAC) Vice Chair for 2016

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: April 19, 2016

Item No.: 7

Issue:

Confirmation of the Election of the Vice 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 transitioned her employment from Austin Energy to CPS 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. Ms. Brandt was subsequently elected as a TAC Representative to serve on behalf of CPS Energy.

At the February 9, 2016 Board meeting, the Board confirmed TAC's election of Ms. Stephenson as TAC Chair for 2016, but did not take up confirmation of TAC Vice Chair for 2016.

At the February 25, 2016 TAC meeting, the TAC Representatives elected Ms. Brandt, CPS Energy, as Vice Chair of TAC for the 2016 year. Since her election, Ms. Brandt 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 Adrienne Brandt, CPS Energy, as TAC Vice 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 February 25, 2016 TAC meeting, TAC elected Adrienne Brandt, CPS Energy, as TAC Vice Chair for the 2016 year; and

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

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby confirms Adrienne Brandt, CPS Energy, as Vice 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 April 19, 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 April, 2016.

Vickie G. Leady
Assistant Corporate Secretary