



To: ERCOT Board of Directors
From: Chad Seely, Vice President, General Counsel & Corporate Secretary
Date: February 7, 2017
Re: Committee Member Preferences and Assignments for 2017

Attached for your review is the 2017 Committee Preferences and Assignments list. The 2017 Committee Member Preference form was previously provided to the 2017 Directors. As noted on the attached list, Segment Alternates serve on the Committees selected by their respective Segment Directors.

Human Resources and Governance Committee

The Board Members listed under the Human Resources and Governance Committee (HR&G) indicated HR&G as their preferred committee. The HR&G Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of representatives from at least two Market Segments and at least two Unaffiliated Directors." The noted HR&G composition complies with the HR&G Charter. The HR&G Chair and Vice Chair are scheduled to be elected at the February 13, 2017 HR&G meeting.

Finance and Audit Committee

The Board Members listed under the Finance and Audit Committee (F&A) indicated F&A as their preferred committee. The F&A Charter provides in pertinent part that, "The Board members shall decide from among themselves who shall participate in the Committee. The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members." The noted F&A composition complies with the F&A Charter. The F&A Chair and Vice Chair are scheduled to be elected at the February 13, 2017 F&A meeting.

Nominating Committee

The Board Members listed under the Nominating Committee (Nominating) are members of Nominating pursuant to Section 4.3(b)(1) of the Bylaws, which require that Nominating shall consist of all of the voting Directors, other than the ERCOT Chief Executive Officer (CEO) (that is, all of the Board other than the ERCOT CEO and Public Utility Commission Chair). The noted Nominating composition complies with the Bylaws. Pursuant to the Bylaws, the Nominating Chair and Vice Chair will be the Board Chair and Vice Chair absent a request for election of these positions by the Committee.

If you have any questions about the 2017 Committee Preferences or Assignments, please let me or Vickie Leady, ERCOT Assistant General Counsel and Assistant Corporate Secretary, know.

**ERCOT Board of Directors
Committee Preferences and Assignments for 2017**

Human Resources & Governance (HR&G) Committee

1. Tonya Baer
2. Craven Crowell
3. Jack Durland (Segment Alternate: Sam Harper)
4. Karl Pfirrmann
5. Wade Smith (Segment Alternate: Kenny Mercado)

Finance & Audit (F&A) Committee

1. Peter Cramton
2. Keith Emery (Segment Alternate: Seth Cochran)
3. Nick Fehrenbach (Segment Alternate: Jennifer Richie)
4. Randy Jones (Segment Alternate: Kevin Gresham)
5. Clifton Karnei (Segment Alternate: Mike Kezar)
6. Carolyn Shellman (Segment Alternate: Phil Williams)
7. Judy Walsh
8. John Werner (Rick Bluntzer)

Nominating Committee

1. Tonya Baer
2. Peter Cramton
3. Craven Crowell
4. Jack Durland (Segment Alternate: Sam Harper)
5. Keith Emery (Segment Alternate: Seth Cochran)
6. Nick Fehrenbach (Segment Alternate: Jennifer Richie)
7. Randy Jones (Segment Alternate: Kevin Gresham)
8. Clifton Karnei (Segment Alternate: Mike Kezar)
9. Karl Pfirrmann
10. Carolyn Shellman (Segment Alternate: Phil Williams)
11. Wade Smith (Segment Alternate: Kenneth Mercado)
12. Judy Walsh
13. John Werner (Segment Alternate: Rick Bluntzer)
14. Unaffiliated Director (Vacancy)