



## MEMORANDUM

To: Board of Directors  
From: Chad V. Seely, Vice President, General Counsel and Corporate Secretary  
Date: March 28, 2017  
Re: Item 12 – Update on Results of Special Meeting of ERCOT Corporate Members for Election of Unaffiliated Directors

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On February 14, 2017, the Board of Directors (Board) approved the calling of a Special Meeting of ERCOT Corporate Members as soon as practicable for the re-election of Unaffiliated Director candidates Craven Crowell, Karl Pfirrmann and Judy Walsh to serve their third and final terms. The second terms of Mr. Crowell, Mr. Pfirrmann and Ms. Walsh expire on December 31, 2017.

On February 17, 2017, ERCOT issued notice for the Special Meeting to be held on April 3, 2017. Corporate Membership voting for the Unaffiliated Director candidates was conducted by ballot pursuant to the ERCOT Bylaws procedures. The in-person Special Meeting was cancelled since ERCOT timely received sufficient ballots in favor of the re-election of Mr. Crowell, Mr. Pfirrmann and Ms. Walsh as Unaffiliated Directors subject to Public Utility Commission of Texas (PUCT) approval.

ERCOT has filed petitions with the PUCT for the re-election of Mr. Crowell under Docket No. 46954, Mr. Pfirrmann under Docket No. 46953, and Ms. Walsh under Docket No. 46952, as Unaffiliated Directors. An Unaffiliated Director cannot be seated without formal PUCT approval. We expect that the PUCT will consider the approval of the re-election of these Unaffiliated Directors at the PUCT Open Meeting on July 28, 2017, at the earliest.

I look forward to answering any questions on this matter at the April 4, 2017 meeting.