



**GENERAL SESSION MINUTES OF THE
NOMINATING COMMITTEE
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

7620 Metro Center Drive, Room 206
Austin, Texas 78744
December 12, 2016

Pursuant to notice duly given and after determination that a quorum was present, the meeting of the Nominating Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Jones, Randy	Calpine Corporation	Independent Generator Segment Alternate
Karnei, Clifton	Brazos Electric Power Cooperative Inc.	Cooperative
Mercado, Kenneth	CenterPoint Energy Inc.	Investor-Owned Utility Segment Alternate
Pfirmann, Karl	Unaffiliated	Unaffiliated Director
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Magness, Bill	ERCOT	President and Chief Executive Officer



Officers and Guests:

Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Assistant Corporate Counsel
Seely, Chad	ERCOT Vice President, General Counsel and Corporate Secretary

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

Craven Crowell, Nominating Committee Chairman, determined that a quorum was present and called the Nominating Committee General Session meeting to order at approximately 12:00 p.m. Kenneth Mercado, Investor-Owned Utility Segment Alternate, was attending in Wade Smith's absence; Randy Jones, Independent Generator Segment Alternate, was attending in Kevin Gresham's absence; and Phil Williams, Municipal Segment Alternate, was attending in Carolyn Shellman's absence.

Chairman Crowell announced that the Committee was being convened to consider matters related to the selection of an Unaffiliated Director candidate to fill the vacancy that was created due to the resignation of Jorge Bermudez on October 4, 2016. He further announced that it was being convened to discuss the type of executive search firm to identify Unaffiliated Director candidates to fill the vacancy created by the resignation of Unaffiliated Director Jorge Bermudez. He reported that, according to the Bylaws, the Board Chair and Vice Chair serve as Nominating Committee Chair and Vice Chair, respectively, absent a request to the contrary.

Chairman Crowell addressed the following Agenda Items in the order below.

February 8, 2016 General Session Meeting Minutes (Agenda Item 2)

Chairman Crowell entertained a motion to approve the February 8, 2016 General Session Meeting Minutes (Minutes).

Karl Pfirrmann moved to approve the Minutes as presented. Clifton Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Business (Agenda Item 3)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 4 and 5)

Chairman Crowell announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chairman Crowell recessed General Session and convened Executive Session at approximately 12:02 p.m.

There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon conclusion of Executive Session at approximately 12:35 p.m.



Committee materials and presentations from the meeting are available on ERCOT's website at <http://www.ercot.com/committees/board/bodnom>.

A handwritten signature in blue ink that reads "Vickie G. Leady". The signature is written in a cursive style with a horizontal line underneath the name.

Vickie G. Leady
Assistant Corporate Secretary