



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

7620 Metro Center Drive, Room 206  
Austin, Texas 78744  
February 13, 2017

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:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Baer, Tonya	Office of Public Utility Counsel	Consumer – Residential
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Durland, Jack	Valero Services, Inc.	Consumer – Industrial
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Jones, Randy	Calpine Corporation	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility Segment Alternate ( <i>Present Only for Agenda Items 1 – 3</i> )
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility ( <i>Not Present for Agenda Items 1 – 3</i> )
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director
Werner, John	Source Power & Gas LLC	Independent Retail Electric Provider



**Guest Board Members and Segment Alternates:**

<b>Director/ Segment Alternate</b>	<b>Affiliation</b>	<b>Segment</b>
Cochran, Seth	DC Energy Texas LLC	Independent Power Marketer Segment Alternate <i>(Present Only for Agenda Items 4 – 5)</i>
Magness, Bill	ERCOT	President and Chief Executive Officer
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate

**Officers and Guests:**

Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
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, Board Chairman, determined that a quorum was present and called the Nominating Committee General Session meeting to order at approximately 11:02 a.m. He announced that Kenny Mercado, Investor-Owned Utility Segment Alternate, was attending in Wade Smith’s absence.

Chairman Crowell reported that the Committee was being convened to select an executive search firm to assist in the search for an Unaffiliated Director candidate to fill the vacancy created by the resignation of Unaffiliated Director Jorge Bermudez and to consider the nominations for the Unaffiliated Director positions held by himself, Board Vice Chair Judy Walsh and Karl Pfirrmann, all of whose second terms expire on December 31, 2017 and all of whom timely indicated a desire to seek a third and final term on the Board. 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. No such request was made. He added that no Committee member would preside over matters pertaining to that member.

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

**December 12, 2016 General Session Meeting Minutes (Agenda Item 2)**

Chairman Crowell entertained a motion to approve the December 12, 2016 General Session Meeting Minutes (Minutes).

**Clifton Karnei moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with one abstention (Carolyn Shellman).**



### **Other Business (Agenda Item 3)**

No other business was discussed at this time.

### **Executive Session**

Chairman Crowell recessed General Session and convened Executive Session at approximately 11:05 a.m. Chairman Crowell reconvened General Session at approximately 12:42 p.m.

### **Vote on Matters from Executive Session (Agenda Item 4)**

Chairman Crowell announced that there were four voting items from Executive Session.

**Keith Emery moved to select the executive search firm identified during Executive Session as the executive search firm to provide Unaffiliated Director candidates to fill the vacancy created by the resignation of Unaffiliated Director Jorge Bermudez. Tonya Baer seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Mr. Karnei moved to select Mr. Pfirrmann as an Unaffiliated Director candidate for his third and final three-year term for recommendation to ERCOT Corporate Members. Ms. Shellman seconded the motion. The motion passed by unanimous voice vote with one abstention (Mr. Pfirrmann).**

**Mr. Cramton moved to select Vice Chair Walsh as an Unaffiliated Director candidate for her third and final three-year term for recommendation to ERCOT Corporate Members. Randy Jones seconded the motion. The motion passed by unanimous voice vote with one abstention (Vice Chair Walsh).**

Chairman Crowell requested that Vice Chair Walsh preside over the final voting item.

**Mr. Karnei moved to select Chairman Crowell as an Unaffiliated Director candidate for his third and final three-year term for recommendation to ERCOT Corporate Members. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with one abstention (Chairman Crowell).**

Chad Seely noted that the Board was scheduled to convene on the following day and was expected to consider the calling of a Special Meeting of ERCOT's Corporate Members for the re-election of Mr. Pfirrmann, Vice Chair Walsh and Chairman Crowell.

### **Adjournment (Agenda Item 5)**

Chairman Crowell adjourned the meeting at approximately 12:45 p.m.



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

A handwritten signature in blue ink that reads "Vickie G. Leady". The signature is written in a cursive style and is positioned above a horizontal line.

Vickie G. Leady  
Assistant Corporate Secretary