



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

7620 Metro Center Drive, Room 206
Austin, Texas 78744
April 3, 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:

Director	Affiliation	Segment
Baer, Tonya	Office of Public Utility Counsel	Consumer – Residential
Bluntzer, Rick	Just Energy Texas, LP	Independent Retail Electric Provider Segment Alternate
Cramton, Peter	Unaffiliated	Unaffiliated Director <i>(Proxy for Karl Pfirrmann)</i>
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial <i>(Proxy for Clifton Karnei)</i>
Jones, Randy	Calpine Corporation	Independent Generator
Shellman, Carolyn	CPS Energy	Municipal
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Gresham, Kevin	E.ON North America, LLC	Independent Generator Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer
Williams, Phil	Denton Municipal Electric	Municipal Segment Alternate



Officers and Guests:

Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT 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 10:00 a.m. Chairman Crowell announced that Cooperative Segment Director Clifton Karnei provided his proxy to Commercial Consumer Subsegment Director Nick Fehrenbach; Unaffiliated Director Karl Pfirrmann provided his proxy to Unaffiliated Director Peter Cramton; and Rick Bluntzer, Independent Retail Electric Provider (IREP) Segment Alternate, was attending in IREP Segment Director John Werner's absence.

Chairman Crowell announced that the Committee was meeting for the purpose of reviewing the prospective candidate pool for the Unaffiliated Director position created by the resignation of Unaffiliated Director Jorge Bermudez. He reported that the Special Meeting of Corporate Members resulted in the re-election of Karl Pfirrmann, Judy Walsh and himself for their third and final terms on the Board subject to approval by the Public Utility Commission of Texas (PUCT), and that petitions were filed with the PUCT for approval of the three candidates. Chairman Crowell addressed the following Agenda Items in the order below.

February 13, 2017 General Session Meeting Minutes (Agenda Item 2)

Chairman Crowell entertained a motion to approve the February 13, 2017 General Session Meeting Minutes (Minutes).

Peter Cramton moved to approve the Minutes as presented. Carolyn Shellman 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 - 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 at approximately 10:03 a.m. to convene Executive Session at approximately 10:04 a.m.

There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon the conclusion of Executive Session at approximately 11:03 a.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