



To: ERCOT Board of Directors
From: Chad V. Seely, Vice President, General Counsel & Corporate Secretary
Date: February 5, 2019
Re: Committee Member Preferences and Assignments for 2019

Attached for your review is the 2019 Committee Preferences and Assignments list. The 2019 Committee Member Preference form was previously provided to the 2019 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) agreed to serve on the HR&G Committee 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 one or more of the Unaffiliated Board members." 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 11, 2019 HR&G meeting.

Finance and Audit Committee

The Board Members listed under the Finance and Audit Committee (F&A) agreed to serve on the F&A Committee 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 11, 2019 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 2019 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 2019**

Finance & Audit (F&A) Committee

1. Rick Bluntzer (Segment Alternate: Ned Ross)
2. Terry Bulger
3. Nick Fehrenbach (Segment Alternate: Jennifer Richie)
4. Kevin Gresham (Segment Alternate: Bill Berg)
5. Clifton Karnei (Segment Alternate: Mark Schwirtz)
6. Carolyn Shellman (Segment Alternate: Jackie Sargent)
7. Judy Walsh

Human Resources & Governance (HR&G) Committee

1. Peter Cramton
2. Craven Crowell
3. Keith Emery (Segment Alternate: Seth Cochran)
4. Sam Harper (Segment Alternate: Glen Lyons)
5. Kenny Mercado (Segment Alternate: Mark Carpenter)
6. Karl Pfirrmann
7. *(Vacant until candidate is approved by the Public Utility Commission of Texas)*

Nominating Committee

1. Rick Bluntzer (Segment Alternate: Ned Ross)
2. Terry Bulger
3. Peter Cramton
4. Craven Crowell
5. Keith Emery (Segment Alternate: Seth Cochran)
6. Nick Fehrenbach (Segment Alternate: Jennifer Richie)
7. Kevin Gresham (Segment Alternate: Bill Berg)
8. Sam Harper (Segment Alternate: Glen Lyons)
9. Clifton Karnei (Segment Alternate: Mark Schwirtz)
10. Kenny Mercado (Segment Alternate: Mark Carpenter)
11. Karl Pfirrmann
12. Carolyn Shellman (Segment Alternate: Jackie Sargent)
13. Judy Walsh
14. *(Vacant until candidate is approved by the Public Utility Commission of Texas)*