



**GENERAL SESSION MINUTES OF THE BOARD OF DIRECTORS MEETING OF  
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.  
7620 Metro Center Drive, Room 206  
Austin, Texas 78744  
February 12, 2019 at 9:00 a.m.

Pursuant to notice duly given, the meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened on the above-referenced date.

**Meeting Attendance:**

**Board Members:**

<b>Director</b>	<b>Affiliation</b>	<b>Segment</b>
Berg, Bill	Exelon Corporation	Independent Generator Segment Alternate
Bulger, Terry	Unaffiliated	Unaffiliated Director
Cramton, Peter	Unaffiliated	Unaffiliated Director ( <i>Proxy for Judy Walsh</i> )
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility
Pfaffmann, Karl	Unaffiliated	Unaffiliated Director
Ross, Ned	Direct Energy	Independent Retail Electric Provider Segment Alternate
Shellman, Carolyn	CPS Energy	Municipal
Walker, DeAnn	Public Utility Commission of Texas (PUCT, Commission)	Chairman

**Segment Alternates, Officers and Guests:**

Bauld, Mandy	ERCOT Senior Director of Project Management Office
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Bigbee, Nathan	ERCOT Assistant General Counsel – Regulatory
Billo, Jeff	ERCOT Senior Manager of Transmission Planning
Botkin, Shelly	PUCT Commissioner
Carpenter, Mark	Oncor Electric Delivery Company (Investor-Owned Utility Segment Alternate)
Cochran, Seth	DC Energy Texas, LLC (Independent Power Marketer Segment Alternate)
Coleman, Diana	Office of Public Utility Counsel (OPUC), Technical Advisory Committee (TAC) Vice Chair
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Gage, Theresa	ERCOT Vice President of External Affairs and Corporate Communications
Garza, Beth	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Helton, Bob	ENGIE Resources LLC, TAC Chair
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Mele, Cheryl	ERCOT Senior Vice President and Chief Operating Officer
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Opheim, Calvin	ERCOT Manager of Load Forecasting and Analysis
Petterson, Michael	ERCOT Vice President and Chief Financial Officer
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Rychetsky, Penny	ERCOT Internal Audit Director
Schwartz, Mark	Golden Spread Electric Cooperative, Inc. (Cooperative Segment Alternate)
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Sharma, Sandip	ERCOT Manager of Operations Planning
Tamby, Jeyant	ERCOT Senior Vice President and Chief Administrative Officer
Taylor, Sean	ERCOT Controller
Williams, Diane M.	ERCOT Vice President of Human Resources

### **Call General Session to Order; Election of Board Chair and Board Vice Chair (Agenda Items 1 and 2)**

Bill Magness determined that a quorum was present and called the Board General Session meeting to order at approximately 9:00 a.m. Mr. Magness welcomed everyone to the first Board meeting of the year.

Mr. Magness recognized DeAnn Walker, Chairman of the PUCT. Chairman Walker called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for February 12, 2019.

Mr. Magness entertained nominations for Board Chair and Board Vice Chair.





**Kenny Mercado nominated Craven Crowell as Board Chair and Judy Walsh as Board Vice Chair. Terry Bulger seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Mr. Magness turned the meeting over to Chairman Crowell, who addressed the following Agenda Items in the order below.

**Announce Proxies and Segment Alternates (Agenda Item 3)**

Chairman Crowell introduced and welcomed two new Segment Alternates: Bill Berg, Independent Generator Segment Alternate, who was attending in Kevin Gresham's absence, and Ned Ross, Independent Retail Electric Provider Segment Alternate, who was attending in Rick Bluntzer's absence. He also announced that Unaffiliated Director Judy Walsh, Board Vice Chair, had provided her proxy to Unaffiliated Director Peter Cramton, and Glen Lyons, Consumer – Industrial Segment Alternate, was attending in Sam Harper's absence.

**Committee Member Preferences and Assignments (Agenda Item 4)**

Chairman Crowell noted the Committee Member Preferences and Assignments for the Finance and Audit (F&A), Human Resources and Governance (HR&G), and Nominating Committees in the meeting materials. He reported that the F&A and HR&G Committees consist of seven members each, which includes the current Public Utility Counsel vacancy for the HR&G Committee. There were no requested changes to the Committee assignments.

**Confirmation of Technical Advisory Committee (TAC) Chair and Vice Chair for 2019 (Agenda Item 5)**

Chairman Crowell reported that Bob Helton, ENGIE Resources LLC., and Diana Coleman, OPUC, were elected by the TAC Representatives as the 2019 TAC Chair and Vice Chair, respectively. He entertained a motion for the confirmation of the TAC Chair and Vice Chair.

**Clifton Karnei moved to confirm Bob Helton of ENGIE Resources LLC as 2019 TAC Chair and Diana Coleman of OPUC as 2019 TAC Vice Chair. Karl Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Consent Agenda; Unopposed Revision Requests Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 6, 6.1 and 6.1.1 - 6.1.10)**

Chairman Crowell entertained a motion for the approval of the Consent Agenda as follows:

- NPPRR850, Market Suspension and Restart;
- NPPRR871, Customer or Resource Entity Funded Transmission Projects Review Process;
- NPPRR886, Agreements Between ERCOT and Other Control Area Operators;
- NPPRR905, CRR Balancing Account Resettlement;
- NPPRR907, Revise Definition of M1a to Reflect Actual Calendar Days;
- NPPRR910, Clarify Treatment of RUC Resource that has a Day-Ahead Market Three-Part Supply Award;
- NPPRR911, Improved Calculation of Real-Time LMPs at Logical Resource Nodes for On-Line Combined Cycle Generation Resources;



- NPPRR915, Define Limited Duration Resource and Clarify Telemetered Resource Status Requirements – URGENT;
- OBDRR010, Related to NPPRR910, Clarify Treatment of RUC Resource that has a Day-Ahead Market Three-Part Supply Award; and
- OBDRR011, ORDC OBD Revisions for PUCT Project 48551.

**Mr. Mercado moved to approve the Consent Agenda as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**December 11, 2018 General Session Meeting Minutes (Agenda Item 7)**

Chairman Crowell entertained a motion to approve the December 11, 2018 General Session Meeting Minutes (Minutes).

**Mr. Mercado moved to approve the Minutes as presented. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with two abstentions (Bill Berg and Ned Ross).**

**Chief Executive Officer (CEO) Presentation; CEO Update; Operations Report (Agenda Items 8 and 8.1 - 8.2)**

Mr. Magness presented the CEO Update and Operations Report. He highlighted recent events and end-of-year reports.

Mr. Magness recognized Scotty Clifton and all ERCOT staff who played a role in completing the new ERCOT training center on budget and ahead of schedule. He also congratulated Mr. Clifton and the Data Center Team for their creative thinking in developing a creative and cost-saving alternate solution to a maintenance issue at the Taylor campus. There were no questions or comments from Board members.

**2019 Major Projects Update (Agenda Item 8.3)**

Mr. Magness introduced Mandy Bauld, who presented the 2019 Major Projects Update. Ms. Bauld invited Cheryl Mele to present overviews of several key projects. Ms. Bauld and Ms. Mele responded to questions and comments from Board members.

**2018 Transmission Planning Report (Agenda Item 9)**

Jeff Billo presented the 2018 Transmission Planning Report and responded to questions and comments from Board members.

**Overview of Operational Forecasting; Load Forecasting Overview; Wind and Solar Forecast Methodologies (Agenda Items 10 and 10.1 - 10.2)**

Calvin Opheim presented the Load Forecasting Overview and responded to questions and comments from Board members.

Sandip Sharma presented the Wind and Solar Forecast Methodologies, and he and Mr. Magness responded to questions and comments from Board members.





### **Independent Market Monitor (IMM) Report (Agenda Item 11)**

Beth Garza presented the IMM Report. There were no questions or comments from Board members.

### **Break**

Chairman Crowell recessed the General Session for break at approximately 10:55 a.m. and reconvened the General Session at approximately 11:16 a.m.

### **TAC Report; Non-Unanimous Revision Request Recommended by TAC for Approval; NPRR863, Creation of ERCOT Contingency Reserve Service and Revisions to Responsive Reserve (Agenda Items 13, 13.1, and 13.1.1)**

Mr. Helton, TAC Chairman, thanked the Board for its support in confirming him and Diana Coleman as 2019 TAC Chair and Vice Chair, respectively. Mr. Helton presented the TAC Report. There were no questions and comments from Board members.

Mr. Helton presented NPRR863, Creation of ERCOT Contingency Reserve Service and Revisions to Responsive Reserve, as recommended by TAC for Board approval. There were no questions or comments from Board members.

**Mr. Pfirrmann moved to approve NPRR863 as recommended by TAC in the January 30, 2019 TAC Report. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with one abstention (Glen Lyons).**

### **Overview of Revisions to SPP and MISO Coordination Plans (Agenda Item 14)**

Nathan Bigbee presented the Overview of Revisions to SPP and MISO Coordination Plans. There were no questions or comments from Board members.

### **Finance and Audit (F&A) Committee Report; F&A Committee Charter; Market Credit Risk Corporate Standard; Financial Corporate Standard; Investment Corporate Standard (Agenda Items 15 and 15.1 - 15.4)**

Mr. Bulger, F&A Committee Chair, reported that the F&A Committee met the prior day and highlighted items discussed at the F&A meeting. Mr. Bulger reported that he was elected as F&A Committee Chairman and Clifton Karnei was elected as F&A Committee Vice Chairman. There were no questions or comments from Board members.

**Mr. Bulger moved to approve the F&A Committee Charter, Market Credit Risk Corporate Standard, Financial Corporate Standard, and Investment Corporate Standard as recommended by the F&A Committee. Mr. Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

### **Human Resources and Governance (HR&G) Committee Report; HR&G Committee Charter; Election of Chief Executive Officer and Ratification of Officers; Proposed 2020 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 16 and 16.1 – 16.3)**

Mr. Pfirrmann, HR&G Committee Chairman, reported that the HR&G Committee met the prior day and highlighted items discussed at the HR&G Committee meeting. Mr. Pfirrmann reported



that he was elected as HR&G Committee Chairman and Keith Emery was elected as HR&G Committee Vice Chairman. There were no questions or comments from Board members.

**Mr. Pfirrmann moved to approve the HR&G Committee Charter as recommended by the HR&G Committee. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Mr. Pfirrmann invited Mr. Magness to discuss officer ratification and the retirement of Diane Williams, Vice President of Human Resources, in the near future. Mr. Magness also introduced Jeyant Tamby, Senior Vice President and Chief Administrative Officer, and reported that Mr. Tamby would be the executive responsible for Human Resources, and that Mara Spak had been appointed Senior Director of Human Resources. Mr. Magness thanked Ms. Williams for her service and wished her well.

**Mr. Pfirrmann moved to elect the CEO and ratify officers as recommended by the HR&G Committee. Mr. Mercado seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

Mr. Pfirrmann presented the Proposed 2020 ERCOT Board Meeting and Annual Meeting Schedule and reminded Board members that this matter is scheduled to be voted upon at the April 2019 Board meeting. There were no questions or comments from Board members.

#### **Nominating Committee Report (Agenda Item 17)**

Chairman Crowell reported that the Nominating Committee met the prior day and highlighted items discussed at the Nominating Committee meeting. There were no questions or comments from Board members.

#### **2018 Internal Revenue Service Form 990 Questionnaire (Agenda Item 18)**

Sean Taylor presented the 2018 Internal Revenue Service (IRS) Form 990 Questionnaire and schedule for filing ERCOT's 2018 IRS Form 990. He noted the requested completion deadline of April 9, 2019. There were no questions or comments from Board members.

#### **Other Business (Agenda Item 19)**

No other business was discussed at this time.

#### **Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 20 and 21)**

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 11:46 a.m. to convene Executive Session at approximately 12:03 p.m.

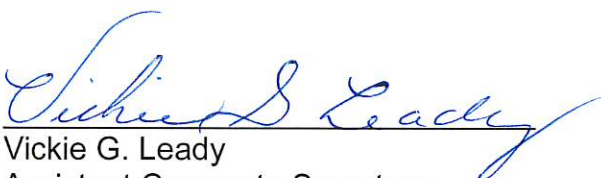
There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon the conclusion of Executive Session at approximately 1:48 p.m.





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

  
Vickie G. Leady  
Assistant Corporate Secretary