



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

7620 Metro Center Drive, Room 206
Austin, Texas 78744
August 12, 2019; 10:00 a.m.

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
Bulger, Terry	Unaffiliated	Unaffiliated Director
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven (Chairman)	Unaffiliated	Unaffiliated Director <i>(Proxy for Rick Bluntzer)</i>
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	E.ON Climate & Renewables North America, LLC	Independent Generator
Karnej, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Mercado, Kenny	CenterPoint Energy, Inc.	Investor-Owned Utility <i>(Not Present for Agenda Items 1-3)</i>
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Shellman, Carolyn	CPS Energy	Municipal
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Berg, Bill	Exelon Corporation	Independent Generator Segment Alternate



Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Schwartz, Mark	Golden Spread Electric Cooperative, Inc.	Cooperative Segment Alternate

Officers and Guests:

Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Seely, Chad V.	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 Independent Retail Electric Provider Segment Director Rick Bluntzer had provided his proxy to Unaffiliated Director Chairman Crowell, and Glen Lyons, Consumer – Industrial Segment Alternate, was attending in Sam Harper’s absence.

Chairman Crowell announced that the Committee was being convened to select an executive search firm to assist in the search for Unaffiliated Director candidates to fill the three Unaffiliated Director vacancies that will be created at the expiration of the third and final terms of Karl V. Pfirrmann, Vice Chair Judy Walsh and himself on December 31, 2020. Chairman Crowell addressed the following Agenda Items in the order below.

June 10, 2019 General Session Meeting Minutes (Agenda Item 2)

Chairman Crowell entertained a motion to approve the June 10, 2019 General Session Meeting Minutes (Minutes).

Terry Bulger moved to approve the Minutes as presented. Clifton Karnei seconded the motion. The motion passed by unanimous voice vote with one abstention (Glen Lyons).

Other Business (Agenda Item 3)

No other business was discussed at this time.

Executive Session

Chairman Crowell recessed General Session at approximately 10:02 a.m. and convened Executive Session at approximately 10:03 a.m. Chairman Crowell reconvened General Session at approximately 12:18 p.m.

Vote on Matters from Executive Session (Agenda Item 4)

Chairman Crowell announced that there was one voting item discussed during Executive Session and entertained a motion.



Karl Pfirrmann moved to select the primary and alternate executive search firms identified during Executive Session as the primary and alternate executive search firms to provide Unaffiliated Director candidates to fill the vacancies created by the expiration of the third and final terms of Chairman Crowell, Mr. Pfirrmann and Vice Chair Walsh on December 31, 2020, and instruct staff to negotiate an agreement with such firm(s) as discussed during Executive Session. Peter Cramton seconded the motion. The motion passed by Unanimous voice vote with no abstentions.

Adjournment (Agenda Item 5)

Chairman Crowell adjourned the meeting at approximately 12:19 p.m.

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

Vickie G. Leady
Assistant Corporate Secretary