



**GENERAL SESSION MINUTES OF THE FINANCE & AUDIT COMMITTEE
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

7620 Metro Center Drive, Room 206

Austin, Texas 78744

October 7, 2019

Pursuant to notice duly given and after determination that a quorum was present, the meeting of the Finance & Audit (F&A) 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
Bluntzer, Rick	Just Energy Texas, LP	Independent Retail Electric Provider
Bulger, Terry (Chairman)	Unaffiliated	Unaffiliated Director
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas LLC	Independent Generator (<i>Not Present for Agenda Items 1 – 2</i>)
Karnei, Clifton (Vice Chairman)	Brazos Electric Power Cooperative, Inc.	Cooperative
Shellman, Carolyn	CPS Energy	Municipal
Walsh, Judy	Unaffiliated	Unaffiliated Director

Guest Board Members and Segment Alternates:

Director/ Segment Alternate	Affiliation	Segment
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility Segment Alternate
Cochran, Seth	DC Energy Texas, LLC	Independent Power Marketer Segment Alternate
Cramton, Peter	Unaffiliated	Unaffiliated Director
Crowell, Craven	Unaffiliated	Unaffiliated Director
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial



Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Pfaffmann, Karl	Unaffiliated	Unaffiliated Director
Ross, Ned	Direct Energy	Independent Retail Electric Provider Segment Alternate
Schwartz, Mark	Golden Spread Electric Cooperative, Inc.	Cooperative Segment Alternate

Officers and Guests:

Collins, Brian	Baker Tilly Virchow Krause, LLP (Baker Tilly), Partner
Day, Betty	ERCOT Vice President of Governance, Risk and Compliance and Chief Compliance Officer
Levine, Jonathan	ERCOT Senior Corporate Counsel
Meek, Donald	Austin Energy, Credit Work Group (CWG) Chair
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Petterson, Michael	ERCOT Chief Financial Officer Advisor
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Ruane, Mark	ERCOT Director of Settlements Retail and Credit
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Spak, Mara	ERCOT Vice President of Human Resources
Tamby, Jeyant	ERCOT Senior Vice President and Chief Administrative Officer
Taylor, Sean	ERCOT Vice President and Chief Financial Officer
Wiley, Leslie	ERCOT Treasurer

Call General Session to Order, Announce Proxies and Segment Alternates (Agenda Item 1)

Terry Bulger, F&A Committee Chairman, determined that a quorum was present and called the F&A Committee General Session meeting to order at approximately 12:03 p.m. Chairman Bulger noted the Antitrust Admonition and addressed the following Agenda Items in the order below.

August 12, 2019 General Session Meeting Minutes (Agenda Item 2)

Chairman Bulger entertained a motion to approve the August 12, 2019 General Session Meeting Minutes (Minutes).

Nick Fehrenbach moved to approve the Minutes as presented. Clifton Karnei seconded the motion. The motion passed by unanimous voice vote with one abstention (Rick Bluntzer).



Committee Education on Current Issues Confronting Finance and Audit Committees: New Auditor Reporting Standard (Agenda Item 3)

Sean Taylor introduced Brian Collins of Baker Tilly. Mr. Collins presented the Committee Education on Current Issues Confronting Finance and Audit Committees: New Auditor Reporting Standard and responded to questions and comments from Committee members.

Periodic Report on Credit Work Group Activity (Agenda Item 4)

Donald Meek, CWG Chair, presented the Periodic Report on Credit Work Group Activity and he, Mark Ruane and Chad Seely responded to questions and comments from Committee members.

Letter of Credit Issuer Limits (Agenda Item 5)

Mr. Ruane presented the Letter of Credit Issuer Limits and responded to questions and comments from Committee members.

Committee Briefs (Agenda Item 6)

Chairman Bulger invited Mr. Taylor and Leslie Wiley to present the Committee Briefs.

Review 2019 Financial Summary (Agenda Item 6.1)

Mr. Taylor presented the 2019 Financial Summary. There were no questions or comments from Committee members.

Periodic Report on Investments (Agenda Item 6.2)

Ms. Wiley presented the Periodic Report on Investments and responded to questions and comments from Committee members.

Annual Committee Self-Evaluation (Agenda Item 7)

Chairman Bulger presented the Annual Committee Self-Evaluation. He solicited feedback from the Committee on suggested changes. There were no changes suggested by Committee members, and no questions or comments.

Future Agenda Items (Agenda Item 8)

Mr. Taylor presented the Future Agenda Items. There were no questions or comments from Committee members.

Other Business (Agenda Item 9)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 10 and 11)

Chairman Bulger announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session.

Chairman Bulger announced Michael Petterson's upcoming retirement from ERCOT, congratulated him, and thanked him for his service to the Committee.



Chairman Bulger recessed General Session at approximately 1:48 p.m. to convene Executive Session at approximately 2:02 p.m.

There were no voting matters from Executive Session.

Chairman Bulger adjourned the meeting upon conclusion of Executive Session at approximately 4:10 p.m.

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

A handwritten signature in blue ink, reading "Jonathan M. Levine".

Jonathan Levine
Senior Corporate Counsel