![ercot logo]

# DRAFT GENERAL SESSION MINUTES OF THE URGENT NOMINATING COMMITTEE MEETING OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

Electric Reliability Council of Texas, Inc.
Urgent Nominating Committee Meeting by Teleconference
June 8, 2020 at 10:30 a.m.

Pursuant to notice duly given and after determination that a quorum was present, the urgent meeting of the Nominating Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened via teleconference on the above-referenced date.

**Meeting Attendance:**

Committee Members:

| Director | Affiliation | Segment |
|---|---|---|
| Bluntzer, Rick | Just Energy Texas, LP | Independent Retail Electric Provider |
| Bulger, Terry | Unaffiliated | Unaffiliated Director |
| Carpenter, Mark | Oncor Electric Delivery Company | Investor-Owned Utility |
| Cobos, Lori | Office of Public Utility Counsel (OPUC) | Consumer – Residential |
| Cochran, Seth | DC Energy Texas, LLC | Independent Power Marketer |
| Cramton, Peter | Unaffiliated | Unaffiliated Director |
| Crowell, Craven (Chairman) | Unaffiliated | Unaffiliated Director |
| Fehrenbach, Nick | City of Dallas | Consumer – Commercial |
| Gresham, Kevin | RWE Renewables Americas LLC | Independent Generator *(Present for Portion of Executive Session and Agenda Items 3-4)* |
| Harper, Sam | Chaparral Steel Midlothian, LP | Consumer – Industrial |
| Karnei, Clifton | Brazos Electric Power Cooperative, Inc. | Cooperative |
| Pfirrmann, Karl | Unaffiliated | Unaffiliated Director |
| Sargent, Jackie | Austin Energy | Municipal |
| Schleimer, Steven | Calpine Corporation | Independent Generator – Segment Alternate *(Seated for Portion of Executive Session and Agenda Items 3-4 Only)* |

| Walsh, Judy (Vice Chair) | Unaffiliated | Unaffiliated Director |
|---|---|---|

Guest Board Members and Segment Alternates:

| Director/ Segment Alternate | Affiliation | Segment |
|---|---|---|
| Emery, Keith | Tenaska Power Services Co. | Independent Power Marketer – Segment Alternate |
| Lyons, Glen | ExxonMobil Power and Gas Services, Inc. | Consumer – Industrial Segment Alternate |
| Magness, Bill | ERCOT | President and Chief Executive Officer (CEO) |
| Ross, Ned | Direct Energy | Independent Retail Electric Provider – Segment Alternate |
| Smith, Wade | American Electric Power Service Corporation | Investor Owned Utility – Segment Alternate |
| Taylor, Ian | New Braunfels Utilities | Municipal – 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 urgent Nominating Committee meeting to order by teleconference at approximately 10:32 a.m. At Chairman Crowell's request, Chad Seely, Corporate Secretary, conducted a roll call of Committee Members and Segment Alternates, confirmed that a quorum was present, and announced that ERCOT CEO Bill Magness was present at the request of Chairman Crowell and Nominating Committee Vice Chair Judy Walsh.

Chairman Crowell noted the antitrust and security admonitions and announced ERCOT had outlined the reason for this urgent Nominating Committee meeting in ERCOT's *Notice of June 8 and June 9, 2020 Urgent Teleconference Meetings of the ERCOT Nominating Committee and Board of Directors*, which was filed with the Public Utility Commission of Texas on Friday, May 29, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT provided instructions for public comment on the agenda for this meeting, which was posted publicly on Monday, June 1, 2020, and that to date, no person had requested to provide public comment.

Chairman Crowell announced that the purpose of the meeting was the discussion of matters related to the nomination of two Unaffiliated Directors to fill two of three vacancies to be created upon the expiration of the third and final terms of Karl Pfirrmann, Vice Chair Walsh and

himself on December 31, 2020, to mitigate the risk of contemporaneous multiple vacancies. He announced that the Committee was also meeting to discuss the nomination for the Unaffiliated Director position held by Terry Bulger, whose first term expires on March 29, 2021 and who has timely indicated a desire to seek a second term on the Board. Chairman Crowell addressed the following Agenda Items in the order below.

## Other Urgent Business (Agenda Item 2)
No other urgent business was discussed at this time.

## Executive Session
Chairman Crowell recessed General Session by teleconference at approximately 10:39 a.m. and convened Executive Session by teleconference at approximately 10:42 a.m. Chairman Crowell reconvened General Session by teleconference at approximately 11:13 a.m.

## Vote on Matters from Executive Session (Agenda Item 3)
Chairman Crowell announced that there were two voting items discussed during Executive Session and entertained a motion on these matters.

**Mr. Pfirrmann moved to select Raymond Hepper and Sally Talberg as Unaffiliated Director candidates to fill two of the three positions that will be created upon the expiration of the third and final terms of Chairman Crowell, Vice Chair Walsh and Mr. Pfirrmann, and to select Terry Bulger as an Unaffiliated Director candidate for his second three-year term, for recommendation to ERCOT Corporate Members, as discussed during Executive Session. Vice Chair Walsh seconded the motion. The motion passed by unanimous roll call vote with one abstention (Terry Bulger) as to the selection of Mr. Bulger.**

Chairman Crowell announced the Board is expected to consider calling of a Special Meeting of the Corporate Members for the above Unaffiliated Director elections and proposed amendments to the ERCOT Bylaws at its June 9, 2020 urgent meeting.

## Adjournment (Agenda Item 4)
Chairman Crowell adjourned the meeting at approximately 11:21 a.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