



**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
August 10, 2020

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 by teleconference on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation	Segment
Bulger, Terry	Unaffiliated	Unaffiliated Director
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel (OPUC)	Consumer – Residential (<i>Not Present for Agenda Items 1 and 2</i>)
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
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Ross, Ned	Direct Energy Company	Independent Retail Electric Provider
Sargent, Jackie	Austin Energy	Municipal
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
Smith, Wade	American Electric Power Service Corporation	Investor-Owned Utility Segment Alternate

Officers and Guests:

Alexander, Candice	Project Manager, Lyceum Leadership Consulting (Lyceum)
Frakes, Donna	Director, Lyceum
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Linguist, Tom	Managing Director, Lyceum
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 9:00 a.m. Chairman Crowell reported there had been some recent changes to the Board and the Committee, specifically, Rick Bluntzer resigned as the Director for the Independent Retail Electric Provider (IREP) Market Segment, effective July 31, 2020, and the IREP Segment subsequently elected Ned Ross, who had been serving as the IREP Segment Alternate, as his successor. He further reported that the IREP Segment was beginning its election process for the IREP Segment Alternate position that was just vacated by Mr. Ross.

At Chairman Crowell's request, Chad Seely, Corporate Secretary, conducted a roll call of Committee Members and Segment Alternates and confirmed that a quorum was present.

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 August 10 and August 11, 2020 Urgent Teleconference Meetings of the ERCOT Nominating, Finance and Audit, Human Resources and Governance Committees and Board of Directors*, which was filed with the Public Utility Commission of Texas (PUCT) on Monday, August 3, 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, August 3, 2020, and that to date, no person had requested to provide public comment.



Chairman Crowell announced that, at its June 8, 2020 urgent meeting, the Committee had selected 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 Vice Chair Judy Walsh, Karl Pfirrmann and himself, on January 1, 2021. He continued that the purpose of this meeting was the Committee's interview of Unaffiliated Director candidates for the remaining vacancy beginning on January 1, 2021. He addressed the following Agenda Items in the order below.

Other Urgent Business (Agenda Item 2)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 3 and 4)

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 and convened Executive Session at approximately 9:07 a.m.

There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon conclusion of Executive Session at approximately 12:28 p.m.

Nominating 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