



**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 (<i>Present for Portion of Executive Session and Agenda Items 3-4</i>)
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Sargent, Jackie	Austin Energy	Municipal
Schleimer, Steven	Calpine Corporation	Independent Generator – Segment Alternate (<i>Seated for Portion of Executive Session and Agenda Items 3-4 Only</i>)



Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director
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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>.

A handwritten signature in blue ink, appearing to read "Vickie G. Leady".

Vickie G. Leady
Assistant Corporate Secretary