



**DRAFT GENERAL SESSION MINUTES OF THE
URGENT BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
Urgent Board of Directors Meeting By Teleconference
April 14, 2020 at 9:00 a.m.

Pursuant to notice duly given, the urgent meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened by teleconference on the above-referenced date.

Meeting Attendance:

Board 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
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Sargent, Jackie	Austin Energy	Municipal
Walker, DeAnn	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director



Segment Alternates, Officers and Guests:

Botkin, Shelly	PUCT Commissioner
D’Andrea, Arthur	PUCT Commissioner
Emery, Keith	Tenaska Power Services Co. (Independent Power Marketer Segment Alternate)
Helton, Bob	ENGIE North America Inc., Technical Advisory Committee (TAC) Chair
Kezar, Mike	South Texas Electric Cooperative (Cooperative Segment Alternate)
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Lyons, Glen	ExxonMobil Power and Gas Services, Inc. (Consumer – Industrial Segment Alternate)
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Ross, Ned	Direct Energy (Independent Retail Electric Provider Segment Alternate)
Schleimer, Steven	Calpine Corporation (Independent Generator Segment Alternate)
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Smith, Wade	American Electric Power Service Corporate (Investor-Owned Utility Segment Alternate)
Taylor, Sean	ERCOT Vice President and Chief Financial Officer
Worthman, Aaron	Baker Tilly Virchow Krause, LLP (Baker Tilly), Partner

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

Craven Crowell, Board Chairman, determined that a quorum was present and called the urgent Board meeting to order at approximately 9:02 a.m. At Chairman Crowell’s request, Chad Seely conducted a roll call of Directors, Segment Alternates and Commissioners and expected speakers, and confirmed that a quorum was present.

Chairman Crowell recognized DeAnn Walker, Chairman of the PUCT. Chairman Walker called an Open Meeting of the Commission in order to consider matters which had been duly posted with the Texas Secretary of State for April 14, 2020.

Chairman Crowell addressed certain administrative matters and reminded everyone that all meeting materials may be found on ERCOT’s website, that is, at ERCOT.com/committee/board at the meeting link for April 14, 2020 under “Key Documents.” Chairman Crowell noted the antitrust and security admonitions and announced ERCOT had outlined the reason for this urgent Board meeting in ERCOT’s *Notice of April 14, 2020 Urgent Teleconference Meeting of the ERCOT Board of Directors*, which was filed with the Commission on Monday, April 6, 2020, in Project Nos. 50664 and 27706. He explained that, given the international state of emergency related to the Coronavirus Disease 2019 (COVID-19) pandemic, ERCOT cancelled the in-person meetings of the ERCOT Board and its Committees, originally scheduled for April 13-14, 2020. Based on the unforeseen threat to the public health and safety presented by COVID-19, pursuant



to the “urgent” meeting provisions of the ERCOT Bylaws, Chairman Crowell announced that ERCOT scheduled this urgent meeting of the Board by teleconference, solely to consider urgent, time-sensitive matters that could not wait until the next regularly-scheduled Board meeting on June 9, 2020. He also noted that ERCOT provided instructions for public comment on the agenda for this meeting, which was posted publicly on Tuesday, April 7, 2020, and that no person had requested to provide public comment to date.

Chairman Crowell reminded the Board that the Bylaws require the Board to ratify any actions taken at an urgent Board meeting by teleconference at its next regularly scheduled meeting. Chairman Crowell addressed the following Agenda Items in the order below.

Consent Agenda; Unopposed Revision Requests Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 2, 2.1, and 2.1.1 – 2.1.3)

Chairman Crowell presented the Consent Agenda. Bill Magness reviewed the cost impacts of the Revision Requests on the Consent Agenda. There were no questions or comments from Board members. Chairman Crowell entertained a motion for the approval of the Consent Agenda as follows:

- NPRR953, Addition of Relay Loadability Rating Definition;
- NPRR997, Natural Gas Pipeline Coordination Requirements for Resource Entities with Natural Gas Generation Resources – URGENT; and
- PGRR075, Dynamic Model Quality Requirement.

Mr. Magness moved to approve the Consent Agenda as presented. Peter Cramton seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Chief Executive Officer (CEO) Presentation; CEO Update (Agenda Items 3 and 3.1)

Mr. Magness presented the CEO Update. He reported on measures ERCOT is taking as a company to respond to the COVID-19 pandemic. Mr. Magness thanked ERCOT employees and contractors for their professionalism and flexibility to carry on the company’s critical activities, and thanked Market Participants for providing their respective services during these conditions. There were no questions or comments from Board members.

TAC Report; Non-Unanimous Revision Request Recommended by TAC for Approval; NPRR998, ERS Deployment and Recall Messages – URGENT (Agenda Items 4, 4.1, and 4.1.1)

Bob Helton, TAC Chairman, presented NPRR998, ERS Deployment and Recall Messages – URGENT, as recommended by TAC for Board approval. There were no questions or comments from Board members.

Mr. Magness moved to approve NPRR998 as recommended by TAC in the April 3, 2020 TAC Report. Karl Pfirrmann seconded the motion. The motion passed by unanimous roll call vote with no abstentions.



Report on Financial Statements Audit Report; Requirements for Annual Audit of Financial Statements; Report on December 31, 2019 Financial Audit; Acceptance of Financial Statements Audit Report (Agenda Items 5 and 5.1 – 5.4)

Chairman Crowell reported that while the Finance and Audit (F&A) Committee would typically review and provide a recommendation to the Board regarding the Financial Statements Audit Report for the year ended December 31, 2019 (Report) prior to the Board's consideration, the Board will consider the Report without a formal recommendation from the F&A Committee because the Board has ultimate approval authority over this matter. Chairman Crowell invited Terry Bulger, F&A Committee Chairman, to present the Report on Financial Statements Audit Report. Mr. Bulger noted that the Board included all F&A Committee members and that the Report had been provided to all Board members for review as of April 7, 2020. Mr. Bulger commented on the various reasons the Board could not defer consideration of the Report until the next regularly scheduled Board meeting. He reported that Baker Tilly, Independent Financial Auditor, plans to issue an unmodified audit opinion without exceptions for the year ending December 31, 2019, and that Aaron Worthman of Baker Tilly was present and available for questions, along with Sean Taylor. There were no questions or comments from Board members.

Mr. Bulger moved to accept the audited financials and Report as presented. Jackie Sargent seconded the motion. The motion passed by unanimous roll call vote with no abstentions.

Other Urgent Business (Agenda Item 6)

No other business was discussed at this time.

Chairman Crowell announced that if the current health safety risks are expected to still be a concern on June 8, 2020, ERCOT may consider requesting the Commission to waive provisions of the Bylaws that limit consideration strictly to urgent matters for teleconference meetings of the Board, so that the Board and its Committees may convene and consider routine, non-urgent matters at its regularly-scheduled June 8-9, 2020 Board and Committee meetings.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 7 and 8)

Chairman Crowell announced the Board would not convene in Executive Session. He explained that the Executive Session agenda items were placed on the agenda as placeholders in the event that unexpected urgent Executive Session matters arose between the time of the public posting of the agenda on April 7, 2020 and the meeting on April 14, 2020.

Having no other urgent and time-sensitive matters to consider, Chairman Crowell adjourned the meeting at approximately 9:34 a.m.



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

Vickie G. Leady
Assistant Corporate Secretary