



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

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 206
Austin, Texas 78744
February 11, 2020 at 1:00 p.m.

Pursuant to notice duly given, the meeting of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT), convened 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 (<i>Proxy for Karl Pfirrmann</i>)
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas LLC	Independent Generator
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative
Lyons, Glen	ExxonMobil Power and Gas Services, Inc.	Consumer – Industrial Segment Alternate
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
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:

Anderson, Troy	ERCOT Manager of Portfolio Management
Bauld, Mandy	ERCOT Senior Director of Project Management Office
Botkin, Shelly	PUCT Commissioner
D'Andrea, Arthur	PUCT Commissioner
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Dreyer, Jerry	ERCOT Senior Vice President and Chief Information Officer
Emery, Keith	Tenaska Power Services Co. (Independent Power Marketer Segment Alternate)
Helton, Bob	ENGIE North America Inc., Technical Advisory Committee (TAC) Chair
Hobbs, Kristi	ERCOT Director of Enterprise Risk Management and Strategic Analysis
Leady, Vickie	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Levine, Jonathan	ERCOT Senior Corporate Counsel
Mereness, Matt	ERCOT Director of Compliance
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Reedy, Steve	Potomac Economics, ERCOT Independent Market Monitor (IMM), Deputy Director
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Rychetsky, Penny	ERCOT Director of Internal Audit
Schleimer, Steven	Calpine Corporation (Independent Generator Segment Alternate)
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

Call General Session to Order; Election of Board Chair and Board Vice Chair (Agenda Items 1 and 2)

Bill Magness determined that a quorum was present and called the Board General Session meeting to order at approximately 1:00 p.m. Mr. Magness welcomed everyone to the first Board meeting of the year.

Mr. Magness recognized DeAnn Walker, Chairman of the PUCT. Chairman Walker called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for February 11, 2020.

Mr. Magness entertained nominations for Board Chair and Board Vice Chair.

Lori Cobos nominated Craven Crowell as Board Chair and Judy Walsh as Board Vice Chair. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.



Mr. Magness turned the meeting over to Chairman Crowell, who addressed the following Agenda Items in the order below.

Announce Proxies and Segment Alternates (Agenda Item 3)

Chairman Crowell recognized the following new Directors: Mark Carpenter, Oncor Electric Delivery Company, who is now serving as Investor-Owned Utility Segment Director; Seth Cochran, DC Energy Texas, who is now serving as Independent Power Marketer Segment Director; and Jackie Sargent, Austin Energy, who is now serving as Municipal Segment Director. He introduced and welcomed the following new Segment Alternates: Keith Emery, Tenaska Power Services Co., who is now serving as Independent Power Marketer Segment Alternate; Steven Schleimer, Calpine Corporation, Independent Generator Segment Alternate; Wade Smith, American Electric Power Service Corporation, Investor-Owned Utility Segment Alternate; and Ian Taylor, New Braunfels Utilities, Municipal Segment Alternate. He also announced that Karl Pfirrmann, Unaffiliated Director, had provided his proxy to Unaffiliated Director Chairman Crowell, and that Glen Lyons, Consumer – Industrial Segment Alternate, was attending in Sam Harper's absence.

Committee Member Preferences and Assignments (Agenda Item 4)

Chairman Crowell noted the Committee Member Preferences and Assignments for the Finance and Audit (F&A), Human Resources and Governance (HR&G), and Nominating Committees in the meeting materials. He reported that the F&A and HR&G Committees consist of seven members each. There were no requested changes to the Committee assignments.

Confirmation of Technical Advisory Committee (TAC) Chair and Vice Chair for 2020 (Agenda Item 5)

Chairman Crowell reported that Bob Helton, ENGIE North America Inc., and Clif Lange, South Texas Electric Cooperative Inc. (STEC), were elected by the TAC Representatives as the 2020 TAC Chair and Vice Chair, respectively. He entertained a motion for the confirmation of the TAC Chair and Vice Chair.

Mr. Magness moved to confirm Bob Helton of ENGIE North America Inc. as 2020 TAC Chair and Clif Lange of STEC as 2020 TAC Vice Chair. Jackie Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Consent Agenda; Unopposed Revision Requests Recommended by Technical Advisory Committee (TAC) for Approval (Agenda Items 6, 6.1, and 6.1.1 – 6.1.19)

Chairman Crowell presented the Consent Agenda. Mr. 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:

- NPPRR826, Mitigated Offer Caps for RMR Resources;
- NPPRR838, Updated O&M Cost for RMR Resources;
- NPPRR955, Define Limited Impact Remedial Action Scheme (RAS);



- NPRR963, Base Point Deviation Settlement and Deployment Performance Metrics for Energy Storage Resources (Combo Model);
- NPRR964, Improvement of RMR Process and Removal of Synchronous Condenser Unit and Agreement;
- NPRR967, Remove the 10 MW Limit from the Definition of Limited Duration Resource (LDR);
- NPRR970, Reliability Unit Commitment (RUC) Fuel Dispute Process Clarification;
- NPRR971, Replacing the Real-Time Average Incremental Energy Cost;
- NPRR974, Capacity Insufficiency Operating Condition Notice (OCN) Transparency;
- NPRR977, Create MIS Posting for RUC Cancellations;
- NPRR978, Alignment with Amendments to PUCT Substantive Rule 25.505;
- NPRR980, Accounting for NSO Forced Outages and GINR Inactive Projects in the Report on the Capacity, Demand and Reserves in the ERCOT Region;
- NPRR982, Alignment of Block Load Transfer (BLT) Requirements Between Protocols and Nodal Operating Guide;
- NPRR985, Modify Forward Adjustment Factors to Include Pricing for the Current Operating Day;
- NPRR986, BESTF-2 Energy Storage Resource Energy Offer Curves, Pricing, Dispatch, and Mitigation – URGENT;
- NPRR988, Correction to Conditions for DAM Award Eligibility for PTP Obligations with Links to an Option – URGENT;
- NOGRR183, Remedial Action Scheme (RAS) Submittal and Review Requirements;
- SCR806, Adding QSE and DME Information to Disclosure Reports; and
- VCMRR026, Related to NPRR970, Reliability Unit Commitment (RUC) Fuel Dispute Process Clarification.

Mr. Carpenter moved to approve the Consent Agenda as presented. Clifton Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.

December 10, 2019 General Session Meeting Minutes (Agenda Item 7)

Chairman Crowell entertained a motion to approve the December 10, 2019 General Session Meeting Minutes (Minutes).

Mr. Cramton moved to approve the Minutes as presented. Terry Bulger seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chief Executive Officer (CEO) Presentation; CEO Update (Agenda Items 8 and 8.1)

Mr. Magness presented the CEO Update. He highlighted recent events and end-of-year reports. Mr. Magness reported that Chairman Walker had held a pre-summer meeting with all Market Segments on January 28, 2020. Chairman Walker commented on the pre-summer meeting and encouraged attendance at the Pre-Summer Communications Meeting with stakeholders scheduled for May 15, 2020. Mr. Magness thanked ERCOT staff who worked to implement the ERCOT Market Information List (EMIL) web interface. There were no questions or comments from Board members.



2020 Major Projects Update (Agenda Item 8.2)

Mandy Bauld presented the 2020 Major Projects Update. Ms. Bauld and Troy Anderson responded to questions and comments from Board members.

Mr. Magness commented on the Major Projects Update and noted the corrected Seasonal Assessment Resource Adequacy (SARA) release date of March 5, 2020.

Independent Market Monitor (IMM) Report (Agenda Item 9)

Chairman Crowell mentioned the IMM Report was provided in the materials and there would not be an oral presentation, but that IMM Deputy Director Steve Reedy was available to answer questions. There were no questions or comments from Board members.

TAC Report (Agenda Item 10)

Bob Helton, TAC Chairman, thanked the Board for its support in confirming him and Clif Lange as 2020 TAC Chair and Vice Chair, respectively.

Mr. Helton presented the TAC Report. There were no questions or comments from Board members.

Real-Time Co-optimization (RTC) Task Force (RTCTF) Update; RTC Key Principles (KPs) (Agenda Items 10.1 and 10.1.1)

Matt Mereness, RTCTF Chair, presented the RTCTF Update and responded to questions and comments from Board members.

Mr. Mereness presented the RTC KPs. Chairman Crowell commended Mr. Mereness, ERCOT staff and the RTCTF for achieving consensus on these matters.

Mr. Cramton moved to: (1) approve the RTC KPs endorsed by TAC; (b) preclude consideration of policy principles set forth in KP8, Out of Scope and Post-RTC Review Items, in the development and implementation of RTC Nodal Protocol Revision Requests (NPRRs) and Other Binding Document Revision Requests (OBDRRs); and (c) direct ERCOT staff to develop and sponsor NPRRs and OBDRRs based on Board-approved KPs for the purpose of implementing RTC. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

ERCOT Recommendation to PUC Project No. 46304, Oversight Proceeding Regarding ERCOT Matters Arising Out of PUC Docket No. 45624 Relating to DC Tie Project Proposed by Southern Cross Transmission, LLC, Directive 7 – ERCOT Determination regarding DC Tie Congestion Management (Agenda Item 11)

Mr. Mereness presented the ERCOT Recommendation to PUC Project No. 46304, Oversight Proceeding Regarding ERCOT Matters Arising Out of PUC Docket No. 45624 Relating to DC Tie Project Proposed by Southern Cross Transmission, LLC, Directive 7 – ERCOT Determination regarding DC Tie Congestion Management, and responded to questions and comments from Board members.



Mr. Magness moved to accept ERCOT staff's determination on Directive 7 that: (1) DC Ties cannot be economically dispatched using the existing DC Tie scheduling interface, and developing the appropriate systems to enable economic dispatch between ERCOT and one or more other systems would be prohibitively complicated and expensive; (2) ERCOT's consideration of any Constraint Management Plan (CMP) or Remedial Action Scheme (RAS) is fact-specific, and ERCOT will evaluate any future CMP or RAS developed by ERCOT or properly proposed by other entities at the appropriate time; (3) based on information currently available to ERCOT, ERCOT expects that it would have reliability concerns with a CMP or RAS solution to address potential congestion impacted by the Southern Cross DC Tie due to its size; and (4) no revisions to ERCOT Protocols or Guides are needed at this time to more reliably and cost-effectively manage congestion caused by DC Tie flows. Mr. Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Finance and Audit (F&A) Committee Report; F&A Committee Charter; Market Credit Risk Corporate Standard; Financial Corporate Standard; Investment Corporate Standard (Agenda Items 12 and 12.1 - 12.4)

Mr. Bulger, F&A Committee Chair, reported that the F&A Committee met the prior day and highlighted items discussed at the F&A meeting. Mr. Bulger reported that he was elected as F&A Committee Chairman and Clifton Karnei was elected as F&A Committee Vice Chairman. There were no questions or comments from Board members.

Mr. Bulger moved to approve the F&A Committee Charter, Market Credit Risk Corporate Standard, Financial Corporate Standard, and Investment Corporate Standard, each as recommended by the F&A Committee. Mr. Karnei seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources and Governance (HR&G) Committee Report; HR&G Committee Charter; Election of Chief Executive Officer and Ratification of Officers (Agenda Items 13, 13.1 and 13.2)

Mr. Carpenter, HR&G Committee Vice Chairman, reported that the HR&G Committee met the prior day and highlighted items discussed at the HR&G Committee meeting. Mr. Carpenter reported that Karl Pfirrmann was elected as HR&G Committee Chairman and he (Mr. Carpenter) was elected as HR&G Committee Vice Chairman. There were no questions or comments from Board members.

Mr. Carpenter moved to: (1) approve the HR&G Committee Charter and; (2) elect the CEO and ratify officers, each as recommended by the HR&G Committee. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Proposed 2021 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 13.3)

Chairman Crowell presented the Proposed 2021 ERCOT Board Meeting and Annual Meeting Schedule and reminded Board members that this matter is expected to be voted upon at the April 2020 Board meeting. There were no questions or comments from Board members.



Nominating Committee Report (Agenda Item 14)

Chairman Crowell reported that the Nominating Committee met the prior day and highlighted items discussed at the Nominating Committee meeting. There were no questions or comments from Board members.

2019 Internal Revenue Service Form 990 Questionnaire (Agenda Item 15)

Sean Taylor presented the 2019 Internal Revenue Service (IRS) Form 990 Questionnaire and schedule for filing ERCOT's 2019 IRS Form 990. He noted the requested completion deadline of April 7, 2020. There were no questions or comments from Board members.

Other Business (Agenda Item 16)

No other business was discussed at this time.

Executive Session; Vote on Matters from Executive Session; and Adjournment (Agenda Items 17 and 18)

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 for break at approximately 2:18 p.m. and convened the Executive Session at approximately 2:34 p.m.

There were no voting items from Executive Session.

Chairman Crowell adjourned the meeting upon the conclusion of Executive Session at approximately 3:54 p.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