



**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
December 8, 2020 at 9:00 am

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

Meeting Attendance:

Board 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
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 (<i>Not Present for Agenda Items 1 – 4</i>)
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Karnei, Clifton	Brazos Electric Power Cooperative, Inc.	Cooperative (<i>Proxy for Nick Fehrenbach for Agenda Items 1 – 4</i>)
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
Pfirmsmann, Karl	Unaffiliated	Unaffiliated Director
Ross, Ned	Direct Energy LP	Independent Retail Electric Provider
Sargent, Jackie	Austin Energy	Municipal



Walker, DeAnn	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Walsh, Judy (Vice Chair)	Unaffiliated	Unaffiliated Director

Segment Alternates and Guests:

Ayson, Janice	ERCOT Lead Strategic Advisor
Bivens, Carrie	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Botkin, Shelly	PUCT Commissioner
Coleman, Katie	Texas Industrial Energy Consumers (TIEC)
D'Andrea, Arthur	PUCT Commissioner
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance 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
Kezar, Mike	South Texas Electric Cooperative Inc. (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)
Madden, Steve	Infinite Energy (Independent Power Marketer Segment Alternate)
Mereness, Matt	ERCOT Senior Director of Compliance
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Reichenberger, Robert	Solar Prime LLC
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
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 Corporation (Investor-Owned Utility Segment Alternate)
Spak, Mara	ERCOT Vice President of Human Resources
Tamby, Jeyant	ERCOT Senior Vice President and Chief Administrative Officer
Taylor, Ian	New Braunfels Utilities (Municipal Segment Alternate)
Taylor, Sean	ERCOT Vice President and Chief Financial Officer
Woodfin, Dan	ERCOT Senior Director of Systems Operations



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 9:01 a.m.

Chairman Crowell 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 December 8, 2020.

At Chairman Crowell's request, Chad Seely conducted a roll call of Directors, Segment Alternates and Commissioners, and confirmed a quorum was present.

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](https://ercot.com/committee/board) at the meeting link for December 8, 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 December 7 and December 8, 2020 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and Governance Committee, and Board of Directors*, which was filed with the Commission on Monday, November 30, 2020, in Project Nos. 50664 and 27706. He also noted that ERCOT had provided instructions for public comment on the agenda for this meeting, which was posted publicly on Tuesday, December 1, 2020. He reported that Katie Coleman, representing TIEC, had requested to provide public comment, if the need arises, in regard to Nodal Protocol Revision Request (NPRR) 945, Net Metering Requirements (Agenda Item 7.1.1), and Robert Reichenberger, representing Solar Prime LLC, had requested to provide public comment, if the need arises, in regard to the Adjunct Membership Approval of Solar Prime LLC for Membership Year 2021 (Agenda Item 10), and that Ms. Coleman and Mr. Reichenberger had been provided with appropriate teleconference information.

Chairman Crowell announced that Nick Fehrenbach, Consumer – Commercial Segment Director, had provided his proxy to Cooperative Segment Director Clifton Karnei.

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. He 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, 2.1.1 – 2.1.32)

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:

- NPRR1001, Clarification of Definitions of Operating Condition Notice, Advisory, Watch, Emergency Notice, and Related Clarifications;
- NPRR1007, RTC – NP 3: Management Activities for the ERCOT System – URGENT;
- NPRR1008, RTC – NP 4: Day-Ahead Operations – URGENT;



- NPRR1009, RTC – NP 5: Transmission Security Analysis and Reliability Unit Commitment – URGENT;
- NPRR1010, RTC – NP 6: Adjustment Period and Real-Time Operations – URGENT;
- NPRR1011, RTC – NP 8: Performance Monitoring – URGENT;
- NPRR1012, RTC – NP 9: Settlement and Billing – URGENT;
- NPRR1013, RTC – NP 1, 2, 16, and 25: Overview, Definitions and Acronyms, Registration and Qualification of Market Participants, and Market Suspension and Restart – URGENT;
- NPRR1014, BESTF-4 Energy Storage Resource Single Model – URGENT;
- NPRR1026, BESTF-7 Self-Limiting Facilities;
- NPRR1028, RUC Process Alignment with Resource Limitations Not Modeled in the RUC Software;
- NPRR1029, BESTF-6 DC-Coupled Resources – URGENT;
- NPRR1031, Notices for Curtailment of Load;
- NPRR1032, Consideration of Physical Limits of DC Ties in RUC Optimization and Settlements;
- NPRR1039, Replace the Term MIS Public Area with ERCOT Website;
- NPRR1041, Adjust Expiration of Protected Information Status for Wholesale Storage Load (WSL) Data;
- NPRR1042, Planned Capacity Adjustment in the Report on Capacity, Demand and Reserves in the ERCOT Region;
- NPRR1043, Clarification of NPRR986 Language Related to Wholesale Storage Load;
- NPRR1046, Additional Revisions to Remove Dynamically Scheduled Resource (DSR) from the Protocols;
- NPRR1047, Consolidate Greybox re NPRR973 and NPRR1016;
- COPMGR048, Related to NPRR1039, Replace the Term MIS Public Area with ERCOT Website;
- NOGRR207, Related to NPRR1001, Clarification of Definitions of Operating Condition Notice, Advisory, Watch, Emergency Notice, and Related Clarifications;
- NOGRR211, RTC NOG 2 and 9 – System Operations and Control Requirements and Monitoring Programs – URGENT;
- NOGRR217, Related to NPRR1039, Replace the Term MIS Public Area with ERCOT Website;
- OBDRR020, RTC – Methodology for Setting Maximum Shadow Prices for Network and Power Balance Constraints – URGENT;
- PGRR081, Related to NPRR1026, BESTF-7 Self-Limiting Facilities;
- PGRR082, Revise Section 5 and Establish Small Generation Interconnection Process;
- PGRR083, Add RPG Project Number and TPIT Revisions;
- PGRR084, Related to NPRR1039, Replace the Term MIS Public Area with ERCOT Website;
- RRGR023, Related to NPRR1002, BESTF-5 Energy Storage Resource Single Model Registration and Charging Restrictions in Emergency Conditions;
- SCR812, Create Intermittent Renewable Generation Integration Report; and
- VCMRR030, Related to NPRR1039, Replace the Term MIS Public Area with ERCOT Website.



After reporting on the budget impact of the Revision Requests, Mr. Magness moved to approve the Consent Agenda as presented. Karl Pfirrmann seconded the motion. The motion passed by unanimous voice vote with no abstentions.

General Session Meeting Minutes; February 11, 2020 Meeting; April 14, 2020 Urgent Meeting; June 9, 2020 Urgent Meeting; August 11, 2020 Urgent Meeting; October 13, 2020 Urgent Meeting; (Agenda Items 3 and 3.1 – 3.5)

Chairman Crowell entertained a motion to approve the General Session Meeting Minutes (Minutes) for the February 11, 2020 Meeting, April 14, 2020 Urgent Meeting, June 9, 2020 Urgent Meeting, August 11, 2020 Urgent Meeting and October 13, 2020 Urgent Meeting.

Mark Carpenter moved to approve the Minutes as presented. Peter Cramton seconded the motion. The motion passed by unanimous voice vote with three abstentions as to the February 11, 2020 Meeting Minutes (Sam Harper, Mr. Pfirrmann and Jackie Sargent).

Chief Executive Officer (CEO) Presentation; CEO Update (Agenda Items 4 and 4.1)

Mr. Magness presented the CEO Update. He recognized ERCOT staff and stakeholders for their efforts in regard to the Revision Requests related to the Passport Program, which the Board approved as part of the Consent Agenda (Agenda Item 2). Mr. Magness conveyed his appreciation to Chairman Crowell, Vice Chair Judy Walsh and Mr. Pfirrmann, whose third and final terms as Unaffiliated Directors expire on December 31, 2020, and thanked them for their nine years of dedicated service to ERCOT. Mr. Magness responded to questions and comments from Board members.

Confirmation of 2021 TAC Representatives (Agenda Item 5)

Chairman Crowell entertained a motion for the confirmation of 2021 TAC Representatives.

Kevin Gresham moved to confirm the 2021 TAC representatives, as presented. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Independent Market Monitor (IMM) Report (Agenda Item 6)

Chairman Crowell reported that IMM Director Carrie Bivens would not be providing an oral presentation for the IMM Report, but that she was available to answer any questions. There were no questions or comments from Board members.

TAC Report; Non-Unanimous Revision Requests Recommended by TAC for Approval; NPRR945, Net Metering Requirements; NPRR1055, Market Notice and ERCOT Discretion re Late-Filed NOIE Eligibility Attestations for PTP Obligations with Links to an Option Bid Awards – URGENT (Agenda Items 7, 7.1 and 7.1.1 – 7.1.2)

Bob Helton, TAC Chairman, presented the TAC Report. There were no questions or comments from Board members.

Mr. Helton presented NPRR945, Net Metering Requirements, as recommended by TAC for Board approval, and announced that Ms. Coleman was available to respond to questions and



comments. Mr. Helton and Ms. Coleman responded to questions and comments from Board members.

Mr. Carpenter moved to approve NPRR945 as recommended by TAC in the October 28, 2020 TAC Report. Nick Fehrenbach seconded the motion. The motion passed by voice vote with one opposed (Mr. Karnei) and no abstentions.

Mr. Helton presented NPRR1055, Market Notice and ERCOT Discretion re Late-Filed NOIE Eligibility Attestations for PTP Obligations with Links to an Option Bid Awards – URGENT, as recommended by TAC for Board approval. Mr. Magness responded to questions and comments from Board members.

Mr. Magness moved to approve NPRR1055 as recommended by TAC in the November 18, 2020 TAC Report. Ned Ross commented on NPRR1055. Mr. Karnei seconded the motion. After discussion, the motion passed by roll call vote with four opposed (Seth Cochran, Mr. Pfirrmann, Mr. Ross and Vice Chair Walsh) and no abstentions.

Real-Time Co-Optimization Task Force (RTCTF) Update (Agenda Item 7.2)

Matt Mereness, RTCTF Chair, presented the RTCTF Update and responded to questions and comments from Board members. Chairman Walker and Chairman Crowell commended the efforts of Mr. Mereness, Mr. Helton, ERCOT staff and the stakeholders on real-time co-optimization, and Chairman Crowell thanked Chairman Walker for the Commission's leadership.

2021 ERCOT Methodologies for Determining Minimum Ancillary Service Requirements (Agenda Item 8)

Dan Woodfin presented the 2021 ERCOT Methodologies for Determining Minimum Ancillary Service Requirements. There were no questions or comments from Board members.

Mr. Cramton moved to approve the 2021 ERCOT Methodologies for Determining Minimum Ancillary Service Requirements as presented. Chairman Crowell 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 3 – ERCOT Determination Regarding Ramp Rate Restrictions (Agenda Item 9)

Janice Ayson 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 3 – ERCOT Determination Regarding Ramp Rate Restrictions. There were no questions or comments from Board members.

Mr. Carpenter moved to accept ERCOT's staff's determination on Directive 3 that: To accommodate the Southern Cross DC Tie, ERCOT will need to impose restrictions on DC Tie flows when ERCOT determines that system conditions near or in Real-Time cannot accommodate the DC Ties' scheduled ramp; and approved NPRR999, DC Tie Ramp



Limitations, will be implemented prior to the interconnection of the Southern Cross DC Tie and will revise the Protocols to make clear that ERCOT will curtail DC Tie Schedules when necessary to conform with the system's ramp capability, but that ERCOT will, when time permits, first request that one or more e-Tags be resubmitted with an adjusted ramp duration in order to minimize the need for curtailments. Mr. Ross seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjunct Membership Approval of Solar Prime LLC for Membership Year 2021 (Agenda Item 10)

Mr. Seely presented the Adjunct Membership Approval of Solar Prime LLC for Membership Year 2021, and announced that Mr. Reichenberger was available to respond to questions and comments. There were no questions or comments from Board members.

Mr. Cramton moved to approve the Adjunct Membership of Solar Prime LLC for Membership Year 2021 as requested. Chairman Crowell seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Finance and Audit (F&A) Committee Report; Acceptance of 2020 System and Organization Control Audit Report (Agenda Items 11 and 11.1)

Mr. Bulger, F&A Committee Chairman, reported that the F&A Committee met the prior day and highlighted items discussed at the F&A Committee meeting. Mr. Bulger commended ERCOT staff on a successful 2020 System and Organization Control audit, which was expected to be issued with an unqualified (clean) opinion and with no testing exceptions. There were no questions or comments from Board members.

Mr. Bulger moved to accept the 2020 System and Organization Control Audit Report as recommended by the F&A Committee. Jackie Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Human Resources and Governance (HR&G) Committee Report; 2021 ERCOT Key Performance Indicators (KPIs) (Agenda Items 12 and 12.1)

Mr. Pfirrmann, HR&G Committee Chairman, reported that the HR&G Committee met the prior day and highlighted items discussed at the HR&G Committee meeting. Mr. Pfirrmann invited Kristi Hobbs to present the 2021 KPIs. Ms. Hobbs presented the 2021 KPIs and highlighted changes from 2020. There were no question or comments from Board members.

Mr. Pfirrmann moved to approve the 2021 ERCOT KPIs as recommended by the HR&G Committee. Mr. Cramton seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Urgent Business (Agenda Item 13)

No other urgent business was discussed at this time.



Convene Executive Session

Chairman Crowell recessed General Session at approximately 10:45 a.m. and convened Executive Session at approximately 11:01 a.m. Chairman Crowell reconvened General Session at approximately 11:39 a.m.

Vote on Matters from Executive Session (Agenda Item 14)

Chairman Crowell entertained motions for four matters discussed during Executive Session.

Mr. Bulger moved to select the 2021 Independent System and Organization Control Auditor as recommended by the F&A Committee and as discussed during Executive Session. Ms. Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Bulger moved to select ERCOT's 401(k) Savings Plan Auditor as recommended by the F&A Committee and as discussed during Executive Session. Ms. Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Bulger moved to select the Independent Financial Auditor to perform ERCOT's financial statements audit and Form 990 review as recommended by the F&A Committee and as discussed during Executive Session. Ms. Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Bulger moved to select the Independent System and Organization Control Auditor as recommended by the F&A Committee and as discussed during Executive Session. Ms. Sargent seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 15)

Chairman Crowell adjourned the meeting at approximately 11:42 a.m.

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

Vickie G. Leady
Assistant Corporate Secretary