



MEMORANDUM

To: Finance and Audit (F&A) Committee
From: Chad V. Seely, ERCOT Vice President, General Counsel and
Corporate Secretary
Date: April 5, 2021
Re: Item 3 – Election of Committee Leadership

The F&A Committee Charter (effective February 9, 2021) provides for “Membership and Qualification,” in pertinent part, as follows:

Election of Committee Chair; and Chair Qualifications

The Chair of the Committee shall be elected through a majority vote of the Committee Members. The Committee Chair shall not be the CEO of the Company and shall have accounting or related financial management expertise.

As of February 25, 2021, no Unaffiliated Directors have served on the ERCOT Board of Directors (Board), including the Unaffiliated Director who was elected as the F&A Committee Chair at the February 8, 2021 F&A Committee meeting. The Segment Director who was elected as the F&A Committee Vice Chair at the February 8, 2021 F&A Committee meeting has also resigned since that election, and the Vice Chair position remains vacant. Accordingly, at the April 12, 2021 Urgent F&A Committee meeting, Committee leadership will be elected. The F&A Committee Charter allows Market Segment Directors to serve as Chair and Vice Chair for the F&A Committee.