



**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 13, 2021; 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
Carpenter, Mark	Oncor Electric Delivery Company	Investor-Owned Utility
Cobos, Lori	Office of Public Utility Counsel (OPUC)	Consumer – Residential
D’Andrea, Arthur	Public Utility Commission of Texas (PUCT, Commission)	Chairman
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator
Hancock, Tom	Garland Power and Light	Municipal
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Magness, Bill	ERCOT	President and Chief Executive Officer (CEO)
McClendon, Shannon	Demand Control 2, LLC	Independent Retail Electric Provider
Parsley, Julie	Pedernales Electric Cooperative, Inc.	Cooperative

Segment Alternates, Officers and Guests:

Bauld, Mandy	ERCOT Senior Director of Project Management Office
Bigbee, Nathan	ERCOT Assistant General Counsel – Regulatory
Bivens, Carrie	Potomac Economics, ERCOT Independent Market Monitor (IMM), Director
Brown, Jim	Just Energy Texas LP (Independent Retail Electric Provider Segment Alternate)



Bunch, Kevin	EDF Trading North America LLC (Independent Power Marketer Segment Alternate)
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Kezar, Mike	South Texas Electric Cooperative Inc. (Cooperative Segment Alternate)
Lange, Clif	South Texas Electric Cooperative Inc., Technical Advisory Committee (TAC) Chair
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)
Maggio, Dave	ERCOT Director Market Design and Analytics
Mereness, Matt	ERCOT Senior Director Passport Program Implementation
Morehead, Juliana	ERCOT Assistant General Counsel
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Richie, Jennifer	City of Waco (Consumer – Commercial Segment Alternate)
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

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

Chad Seely, ERCOT Corporate Secretary, determined that a quorum was present and called the urgent Board meeting to order at approximately 9:01 a.m.

Mr. Seely recognized, Chairman D’Andrea of the PUCT. Chairman D’Andrea called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for April 13, 2021.

At Mr. Seely’s request, Vickie Leady, ERCOT Assistant Corporate Secretary, conducted a roll call of Directors and Segment Alternates, and confirmed that a quorum was present.

Mr. Seely announced that since the February 24, 2021 meeting, several Board members had resigned, including all seated Unaffiliated Directors, two of whom had been elected by the Board to serve as Chair and Vice Chair for 2021. He added that the Public Utility Regulatory Act (PURA) and ERCOT Bylaws require that the Chair and Vice Chair positions be held by Unaffiliated Directors, none of which are presently seated, and that as Corporate Secretary and the CEO’s



designee, he had called the urgent Board meeting to order and would administer the meeting on behalf of the Board. Mr. Seely reported that ERCOT had filed notice with the Commission on March 10, 2021 in Project Number 51878 to report on ERCOT's current corporate governance status including the process for selecting Unaffiliated Directors.

Mr. Seely welcomed Tom Hancock, Municipal Segment Director, and Jim Brown, Independent Retail Electric Provider Segment Alternate, to the Board, each of whom was elected by their respective Market Segment since the last urgent Board meeting on March 12, 2021.

Mr. Seely highlighted the antitrust and security admonitions and 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 April 13, 2021 under "Key Documents." In regard to the reason for the urgent Board meeting, he reported that ERCOT had provided a summary in ERCOT's *Notice of April 12 and April 13, 2021 Urgent Teleconference Meetings of the ERCOT Finance and Audit Committee, Human Resources and Governance Committee, and Board of Directors*, which was filed on Monday, April 5, 2021, in Project No. 51878 at the Commission. He also noted that ERCOT had provided instructions for written public comment on the agenda for the meeting, which was posted publicly on Tuesday, April 6, 2021. He reported that two sets of written comments had been received to date and were included in the materials for this Board meeting.

Mr. Seely 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 in-person 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 and 2.1.1 – 2.1.9)

Mr. Seely 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. Mr. Seely entertained a motion for the approval of the Consent Agenda as follows:

- NPRR1023, Change to CRR Repossession Process;
- NPRR1045, Transmission Operator Definition and Designation;
- NPRR1057, Modification to Real-Time Hub Price Formulas for Fully De-Energized Hubs;
- NPRR1059, Ability for MOUs and ECs to Send Non-BUSIDRRQ Interval Data;
- NPRR1065, Implementation Adjustment for NPRR917;
- NPRR1066, Interconnection of Existing Generation Owned by a Municipally Owned Utility (MOU) or Electric Cooperative (EC) Transferring Load into the ERCOT System;
- NPRR1069, Align Ancillary Service Responsibility for ESRs with NPRR987 – URGENT;
- NOGRR219, Related to NPRR1045, Transmission Operator Definition and Designation; and
- OBDRR028, Related to NPRR1069, Align Ancillary Service Responsibility for ESRs with NPRR987.



Shannon McClendon moved to approve the Consent Agenda as presented. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Executive Updates (Agenda Item 3)

Mr. Magness presented an introduction to the Executive Updates, and noted that staff would present the remaining portions of the presentation. There were no questions or comments from the Board members.

Sean Taylor presented the Financial Update portion of the presentation. There were no questions or comments from Board members.

Woody Rickerson presented the Operations Update portion of the presentation. Mr. Rickerson and Mr. Seely responded to questions and comments from Board members.

Kenan Ögelman presented the Commercial Operations Update portion of the presentation. Mr. Ögelman and Mr. Seely responded to questions and comments from Board members.

Betty Day presented the Compliance Update portion of the presentation and responded to questions and comments from Board members.

Mandy Bauld presented the Major Projects Update. There were no questions or comments from Board members.

TAC Report; Non-Unanimous Revision Requests Recommended by TAC for Approval; NPRR1060, Improvements to ERS Testing Requirements and Other ERS Items; OBDRR027, Clarify Implementation Timeline for OBDRR023 (Agenda Items 4, 4.1 and 4.1.1 – 4.1.2)

Clif Lange, TAC Chair, presented the TAC Report. There were no questions or comments from Board members.

Mr. Lange presented NPRR1060, Improvements to ERS Testing Requirements and Other ERS Items, and OBDRR027, Clarify Implementation Timeline for OBDRR023, as recommended by TAC for Board approval. There were no questions or comments from Board members.

Mr. Carpenter moved to approve NPRR1060 and OBDRR027, each as recommended by TAC in the corresponding March 24, 2021 TAC Report. Tom Hancock seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Passport Program Update (Agenda Item 4.2)

Matt Mereness presented the Passport Program Update and responded to questions and comments from Board members.

Finance and Audit (F&A) Committee Report (Agenda Item 5)

Nick Fehrenbach, F&A Committee Chair, reported that the F&A Committee met the prior day and highlighted items discussed at the F&A Committee meeting. Mr. Fehrenbach reported that



he was elected as F&A Chair and Julie Parsley was elected as F&A Committee Vice Chair. There were no questions or comments from Board members.

Human Resources and Governance (HR&G) Committee Report (Agenda Item 6)

Mr. Carpenter, HR&G Committee Chair, reported that the HR&G Committee met the prior day and highlighted items discussed at the HR&G Committee meeting. Mr. Carpenter reported that he was elected as HR&G Committee Chair and Sam Harper was elected as HR&G Committee Vice Chair. There were no questions or comments from Board members. Mr. Carpenter expressed support for ERCOT staff for their work during and following the February 2021 extreme winter weather event.

2022 ERCOT Board Meeting and Annual Meeting Schedule (Agenda Item 6.1)

Mr. Carpenter presented the 2022 ERCOT Board Meeting and Annual Meeting Schedule. There were no questions or comments from Board members.

Mr. Carpenter moved to approve the 2022 ERCOT Board Meeting and Annual Meeting Schedule as presented. Ms. McClendon seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Executive Session

Mr. Seely recessed General Session at approximately 10:30 a.m. and convened Executive Session at approximately 10:49 a.m. Mr. Seely reconvened General Session at approximately 4:20 p.m.

Vote on Matters from Executive Session (Agenda Item 7)

Mr. Seely announced there were no voting items from Executive Session.

Mr. Magness reported that due to a combination of high generation outages typical in April and higher-than-forecasted demand from a stalled cold front over Texas, ERCOT may enter into emergency conditions this afternoon. Mr. Magness responded to questions and comments from Board members.

Election of ERCOT Interim President and Chief Executive Officer (Agenda Item 8)

Mr. Carpenter presented the Election of ERCOT Interim President and Chief Executive Officer and reported that the election would be deferred until a future Board meeting. There were no questions or comments from Board members.

ERCOT Decision regarding Exiting Energy Emergency Alert (EEA) Level 3 on Operating Days February 18 and 19, 2021 (Agenda Item 9)

Ms. McClendon requested that discussion of the ERCOT Decision regarding Exiting Energy Emergency Alert (EEA) Level 3 on Operating Days February 18 and 19, 2021 be deferred to a future meeting. There were no questions or comments from Board members.



Real-Time Market Price Correction for Software Error on Operating Day February 15, 2021 regarding Deployed Emergency Response Service (ERS) (Agenda Item 10)

Dave Maggio presented the Real-Time Market Price Correction for Software Error on Operating Day February 15, 2021 regarding Deployed Emergency Response Service (ERS). There were no questions or comments from Board members.

Ms. McClendon moved that the Board (1) determine that Real-Time On-Line Reliability Deployment Price Adders (RTORDPAs), Real-Time On-Line Reliability Deployment Prices (RTRDPs), Real-Time Settlement Point Prices (RTSPPs), and Real-Time Price for Energy Metered for Resources (RTRMPRs) for certain Settlement Intervals on Operating Day (OD) February 15, 2021 were significantly affected by internal software errors, and (2) direct ERCOT staff to implement the appropriate price corrections pursuant to paragraph (6) of Protocol Section 6.3, Adjustment Period and Real-Time Operations Timeline. Mr. Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Urgent Business (Agenda Item 11)

No other urgent business was discussed at this time.

Mr. Magness provided an update on ERCOT System conditions. There were no questions or comments from Board members.

Adjournment (Agenda Item 12)

Mr. Seely adjourned the meeting at approximately 5:01 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