



**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 27, 2021 at 10:00 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 via 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
Emery, Keith	Tenaska Power Services Co.	Independent Power Marketer
Fehrenbach, Nick	City of Dallas	Consumer – Commercial
Gresham, Kevin	RWE Renewables Americas, LLC	Independent Generator (<i>Not Present for Agenda Items 4 – 7</i>)
Hancock, Tom	Garland Power and Light	Municipal
Harper, Sam	Chaparral Steel Midlothian, LP	Consumer – Industrial
Lake, Peter (<i>Presiding Director</i>)	Public Utility Commission of Texas (PUCT, Commission)	Chairman
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
Schleimer, Steven	Calpine Corporation	Independent Generator Segment Alternate (<i>Seated for Agenda Items 4 – 7 Only</i>)

Segment Alternates and Guests:

Brown, Jim	Just Energy Texas LP (Independent Retail Electric Provider Segment Alternate)
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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
Ebbs, Penney	ERCOT Senior Paralegal
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)
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
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, 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 10:00 a.m.

Mr. Seely welcomed Peter Lake, Chairman of the PUCT to his first meeting of the ERCOT Board of Directors, and announced that the Board is looking forward to working with recently appointed PUCT Commissioner Will McAdams, who could not attend today’s meeting.

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 noted that since the February 24, 2021 urgent Board meeting, several Board members have 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 called the urgent Board meeting to order on behalf of the Board. Mr. Seely added that upon the election of a Presiding Director for the meeting under Agenda Item 2, he would turn the meeting over to the Presiding Director.



Mr. Seely announced that Independent Generator Segment Director Kevin Gresham may need to leave the meeting before it adjourns, in which case Segment Alternate Steven Schleimer will act in Mr. Gresham's absence.

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 27, 2021 under "Key Documents." In regard to the reason for the urgent meeting, he reported that ERCOT had provided a summary in ERCOT's *Notice of April 27, 2021 Urgent Teleconference Meeting of the ERCOT Board of Directors*, which was filed on Monday, April 26, 2021, in Project No. 51878 at the Public Utility Commission. He also noted that ERCOT had provided instructions for written public comment on the agenda for the meeting, which was posted publicly on Friday, April 23, 2021, and that to date no comments had been received. Mr. Seely added that ERCOT staff would forward to the Board any comments that are received.

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.

Election of Presiding Director for Meeting (Agenda Item 2)

Mr. Seely entertained nominations for a Presiding Director for the meeting.

Shannon McClendon nominated Chairman Lake as Presiding Director for the meeting. Mark Carpenter seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Mr. Seely turned the meeting over to Chairman Lake. Chairman Lake addressed the following Agenda Items in the order below.

Passport Program Update (Agenda Item 3)

Kenan Ögelman presented the Passport Program Update and responded to questions and comments from Board members.

Executive Session

Chairman Lake recessed General Session at approximately 10:22 a.m. and convened Executive Session at approximately 10:29 a.m. Chairman Lake reconvened General Session at approximately 12:19 p.m.

Vote on Matters from Executive Session (Agenda Item 4)

Chairman Lake reported that there were no voting matters discussed during Executive Session.

Election of ERCOT Interim President and Chief Executive Officer (Agenda Item 5)

Chairman Lake entertained a motion for Election of ERCOT Interim President and Chief Executive Officer.

Ms. McClendon moved that the Board elect Brad Jones to serve as Interim President and CEO, beginning upon the earlier of the effective date of Mr. Magness' termination as ERCOT President and CEO or May 4, 2021, and continuing until the earlier of one year or



ERCOT's employment of a permanent President and CEO. Julie Parsley seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Other Urgent Business (Agenda Item 6)

No other urgent business was discussed at this time.

Adjournment (Agenda Items 7)

Chairman Lake adjourned the meeting at approximately 12:20 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