



Date: October 20, 2021
To: Board of Directors
From: Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary
Subject: Date Change for December 2021 Board Meeting and Annual Meeting of Corporate Members

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: October 22, 2021

Item No.: 14

Issue:

Whether to approve changes to the date for the December 2021 regular meeting of the ERCOT Board of Directors (Board) and 2021 Annual Meeting of the Members, which are both currently scheduled for December 14, 2021, and the location for the December 2021 Board meeting, which is currently set as ERCOT’s Austin office.

Background/History:

Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws) provides that the “Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.” Also pursuant to Bylaws Section 4.6(a), the Board must set the time and place of the Board meetings. Section 1.1 of the Board Policies and Procedures provides that “Board meetings are normally held on the third Tuesday of the month when the Board is scheduled to meet, but may be moved or held by agreement of the Board, provided that the Board shall meet at least quarterly consistent with the Bylaws.”

On August 4, 2020, the Board approved the 2021 Board meeting calendar that included a meeting on December 14, 2021, with all 2021 Board meetings to be held at ERCOT’s Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas), and also approved the date of the 2021 Annual Meeting of the Members as the same date as the December 2021 Board meeting. However, a conflict has recently arisen that would likely require several members of the Board and ERCOT Executive Team to miss the December 14, 2021 Board meeting and 2021 Annual Meeting of the Members. This conflict was unknown at the time of the August 4, 2020 Board vote to approve the 2021 Board meeting calendar and date for the 2021 Annual Meeting of the Members.

Accordingly, after considering alternative dates for these meetings, it is recommended that the date for the December 2021 Board meeting be moved to December 9-10, 2021, with the 2021 Annual Meeting of the Members to be held after the Board meeting on December 10, 2021. Because ERCOT’s Met Center office is expected to be closed during December 2021 as a result of moving to the new Met Center location, it is also recommended that the location of the December 2021 Board meeting be moved to



ERCOT's Taylor office (800 Airport Road, Taylor, Texas 76574). Further, the Annual Meeting of the Members will be conducted virtually this year as was done in 2020.

Key Factors Influencing Issue:

- Bylaws Section 4.6(a) and (b) and Public Utility Regulatory Act Section 39.1511 require the Board to set and provide public notice of the dates and locations of its meetings at least seven days in advance of the meeting.
- Section 1.1 of the Board Policies and Procedures provides that Board meeting dates may be moved by agreement of the Board.
- A conflict has arisen with the current date for the December 2021 Board meeting and 2021 Annual Meeting of the Members—that is, December 14, 2021—that would likely require several members of the Board and ERCOT Executive Team to miss both meetings.
- ERCOT's Austin office, which is the current location for the December 2021 Board meeting, is expected to be closed during December 2021 as a result of moving to new Met Center location.

Conclusion/Recommendation:

ERCOT staff recommends that the date for the December 2021 Board meeting be moved to December 9-10, 2021 and the location moved to ERCOT's Taylor office (800 Airport Road, Taylor, Texas 76574), with the 2021 Annual Meeting of the Members to be held on December 10, 2021 after the Board meeting and conducted virtually.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, at its meeting on August 4, 2020, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) approved the 2021 Board meeting calendar that included a meeting on December 14, 2021, with all 2021 Board meetings to be held at ERCOT's Austin office (currently, the Met Center at 7620 Metro Center Drive in Austin, Texas), and also approved the date of the 2021 Annual Meeting of the Members as the same date as the December 2021 Board meeting;

WHEREAS, Section 1.1 of the Board Policies and Procedures provides that Board meeting dates may be moved by agreement of the Board, and Section 4.6(a) of the ERCOT Amended and Restated Bylaws (Bylaws) requires that at least one meeting occur in conjunction with the Annual Meeting of the Members;

WHEREAS, a conflict has arisen with the current date for the December 2021 Board meeting and 2021 Annual Meeting of the Members—that is, December 14, 2021—that would likely require several members of the Board and ERCOT Executive Team to miss both meetings, and ERCOT's Met Center office, the current location for the December 2021 Board meeting, is expected to be closed during December 2021; and

WHEREAS, after due consideration of the alternatives, the Board deems it desirable and in the best interest of ERCOT to move the date for the December 2021 Board meeting to December 9-10, 2021 and the location to ERCOT's Taylor office (800 Airport Road, Taylor, Texas 76574), with the 2021 Annual Meeting of the Members to be held on December 10, 2021, pursuant to Section 4.6(a) of the ERCOT Bylaws and Section 1.1 of the Board Policies and Procedures;

THEREFORE be it RESOLVED, that the Board hereby approves that the date for the December 2021 Board meeting be moved to December 9-10, 2021 and the location moved to ERCOT's Taylor office (800 Airport Road, Taylor, Texas 76574), with the 2021 Annual Meeting of the Members to be held on December 10, 2021, pursuant to Section 4.6(a) of the ERCOT Bylaws and Section 1.1 of the Board Policies and Procedures.



CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its October 22, 2021 special meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of October 2021.

Jonathan Levine
Assistant Corporate Secretary