



**GENERAL SESSION MINUTES OF THE BOARD OF DIRECTORS MEETING OF
ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

Electric Reliability Council of Texas, Inc.
7620 Metro Center Drive, Room 206
Austin, Texas 78744
October 12, 2021 at 9:00 a.m.

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

Meeting Attendance:

Board Members:

Director	Affiliation/Role	Director Category
Aguilar, Carlos	N/A	Independent Director (voting)
Ekoh, Chris	Office of Public Utility Counsel (OPUC), Interim Public Counsel	<i>Ex Officio</i> (voting)
Foster, Paul (Chair)	N/A	Independent Director (voting)
Jones, Brad	ERCOT, Interim President and Chief Executive Officer (CEO)	<i>Ex Officio</i> (non-voting)
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission), Chairman	<i>Ex Officio</i> (non-voting)

Guests:

Cobos, Lori	PUCT Commissioner
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
McAdams, Will	PUCT Commissioner
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rickerson, Woody	ERCOT Vice President of Grid Planning and Operations
Schue, Jamie	ERCOT Corporate Counsel
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Spak, Mara	ERCOT Vice President of Human Resources
Tamby, Jeyant	ERCOT Senior Vice President, Chief Administrative Officer and Chief of Staff
Taylor, Sean	ERCOT Vice President and Chief Financial Officer



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

Paul Foster, Board Chair, determined that a quorum was present and called the Board meeting to order at approximately 9:02 a.m.

Chair Foster recognized Peter Lake, Chairman of the PUCT. Chairman Lake called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for October 12, 2021. Chairman Lake reported that Commissioners Lori Cobos and Will McAdams were present and that Commissioner Jimmy Glotfelty was unable to attend. Chairman Lake welcomed newly appointed Independent Directors Carlos Aguilar and Chair Foster. He thanked the ERCOT Board Selection Committee (Selection Committee) for its time and effort in vetting candidates and selecting the new Independent Directors, and also thanked the former Board members.

Chair Foster reported that on the prior day, the Selection Committee had selected two new Independent Directors—that is, himself and Mr. Aguilar—for three-year terms commencing today, October 12, 2021, and that he had been designated as Board Chair. Chair Foster thanked Governor Greg Abbott, Lieutenant Governor Dan Patrick, Speaker of the Texas House of Representatives Dade Phelan and the Selection Committee for their time and effort. He thanked Chairman Lake, the Commission, ERCOT Interim President and CEO Brad Jones, former Board members, PUCT staff and ERCOT staff for their efforts. Chair Foster expressed appreciation for the opportunity to serve and invited new Board member Mr. Aguilar to comment as well. Mr. Aguilar expressed gratitude for his selection to the Board and the opportunity to serve.

Chair Foster recognized the three incumbent Board members and invited them to comment, beginning with Public Counsel Chris Ekoh. Mr. Ekoh thanked the new Independent Directors for serving on the Board, and also thanked Mr. Jones and the former Board members for their leadership.

Chair Foster announced that as established by Senate Bill 2, Chairman Lake and Mr. Jones are non-voting Directors on the Board and invited them to comment. Chairman Lake invited Commissioners McAdams and Cobos to comment. Commissioners McAdams and Cobos each expressed gratitude to the new Independent Directors for accepting to serve on the Board. Mr. Jones thanked the former Board members as well as the new Independent Directors.

Chair Foster again thanked the former Board members for their dedication and service. He noted the Antitrust Admonition and addressed the following Agenda Items in the order below.

Election of Presiding Director for Meeting (Agenda Item 2)

Chair Foster announced that since he had been designated by the Selection Committee as Board Chair, the Board does not need to designate a Presiding Director for the meeting. There were no questions or comments from Board members.

Notice of Public Comment, if Any (Agenda Item 3)

Chair Foster announced that ERCOT had provided instructions for members of the public who were interested in commenting in person or submitting advance, written public comment on the agenda for the meeting, which was posted publicly on October 5, 2021, and that to date, no



individuals had expressed interest in commenting in person, and no written comments had been received. There were no questions or comments from Board members.

Approval of Amendments to ERCOT Bylaws to Conform with Texas Senate Bill 2 (Agenda Item 4)

Chair Foster presented the Approval of Amendments to the ERCOT Bylaws to Conform with Texas Senate Bill 2 and invited Chad Seely to comment on the proposed amendments. Mr. Seely explained that the proposed amendments are necessary to conform the Bylaws with the legal requirements imposed by Senate Bill 2. There were no questions or comments from Board members. Chair Foster entertained a motion to approve the Amendments to the ERCOT Bylaws to Conform with Texas Senate Bill 2.

Mr. Ekoh moved to approve the Amendments to the ERCOT Bylaws to Conform with Texas Senate Bill 2 as presented. Mr. Aguilar seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Chair Foster recognized Chairman Lake. Chairman Lake reported that the Commission is empowered with final approval authority over amendments to the ERCOT Bylaws and entertained a motion among Commissioners in attendance for Commission approval of the Amendments to the ERCOT Bylaws to Conform with Texas Senate Bill 2. Commissioner McAdams moved that the Commission approve the Amendments to the ERCOT Bylaws to Conform with Texas Senate Bill 2 as approved by the Board. Commissioner Cobos seconded the motion. The motion for Commission approval passed by unanimous voice vote with no abstentions. Chairman Lake noted that the Commission would file a copy of the approved ERCOT Bylaws in the appropriate docket.

Corporate Governance Update and Ratification Requirement (Agenda Item 5)

Mr. Seely presented the Corporate Governance Update and Ratification Requirement. There were no questions or comments from Board members.

Other Business (Agenda Item 6)

Chair Foster entertained discussion of other business.

Mr. Seely requested that the Board consider dates for a special Board meeting later in October 2021 to consider items that had been anticipated to be taken up at this meeting but were deferred. There was consensus that ERCOT staff coordinate with Board members to arrange the date for such meeting.

Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 7 and 8)

Chair Foster announced the Board would not convene in Executive Session. Having no other matters to consider, Chair Foster adjourned the meeting at approximately 9:18 a.m.

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



A handwritten signature in black ink, appearing to read "Jonathan M. Levine". The signature is written in a cursive style with a large initial "J".

Jonathan M. Levine
Assistant Corporate Secretary