



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

Electric Reliability Council of Texas, Inc.
810 Airport Road, Room 130
Taylor, Texas 76574
January 17-18, 2022 at 9:00 a.m.

Pursuant to notice duly given, the special 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) <i>(Via Teleconference on January 17, 2022)</i>
Ekoh, Chris	Office of Public Utility Counsel (OPUC), Interim Public Counsel	<i>Ex Officio</i> (voting)
England, Julie	N/A	Independent Director (voting)
Flexon, Bob	N/A	Independent Director (voting)
Flores, Bill (Vice Chair)	N/A	Independent Director (voting)
Foster, Paul (Chair)	N/A	Independent Director (voting)
Heeg, Peggy	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)
Smati, Zin	N/A	Independent Director (voting)
Swainson, John	N/A	Independent Director (voting)

Guests:

Anderson, Troy	ERCOT Senior Manager of Portfolio Management
Bauld, Mandy	ERCOT Senior Director of Project Management Office
Blakey, Eric	Just Energy Texas LP, Technical Advisory Committee (TAC) Vice Chair
Cobos, Lori	PUCT Commissioner <i>(Via Teleconference in Part)</i>



Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Glotfelty, Jimmy	PUCT Commissioner (<i>Via Teleconference</i>)
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations
Kezell, David	ERCOT Director of Weatherization and Inspection
Lange, Clif	South Texas Electric Cooperative Inc., TAC Chair
Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Martinez, Adam	ERCOT Director of Enterprise Architecture
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
Rychetsky, Penny	ERCOT Director of Internal Audit
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
Woodfin, Dan	ERCOT Vice President of System Operations

Call General Session to Order and Announce Proxies on January 17, 2022 (Agenda Item 1)

Paul Foster, Board Chair, determined that a quorum was present and called the special Board meeting to order at approximately 9:03 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 January 17, 2022. He announced that Commissioners Lori Cobos and Will McAdams were present in person and Commissioner Jimmy Glotfelty was connected via teleconference.

Chair Foster announced there were no proxies for the meeting and that one Director, Carlos Aguilar, had joined the meeting via teleconference. He also highlighted the Antitrust Admonition.

Chair Foster reported that the ERCOT Board Selection Committee (Selection Committee) had selected two new Independent Directors for three-year terms that commenced on January 1, 2022—that is, Julie England and Peggy Heeg. He announced that all eight Independent Director seats have been filled and the Board is now fully composed. Chair Foster congratulated Ms. England and Ms. Heeg on their selection and welcomed them to the Board. He thanked the Selection Committee for its hard work in selecting a diverse and dedicated group of Directors who are focused on enhancing the reliability of the power grid for Texans.

Chair Foster recognized the two new Board members and invited them to comment. Ms. England and Ms. Heeg each expressed appreciation for and commented on their selection.



Chair Foster announced the main purpose for this special Board meeting was to provide training for the new Board, and to discuss corporate governance, risk management, strategic, and personnel matters. He announced the Board expected to be in Executive Session for long portions of the next two days. Chair Foster addressed the following Agenda Items in the order below.

Notice of Public Comment, if Any (Agenda Item 2)

Chair Foster announced that ERCOT had provided instructions for members of the public who were interested in commenting in person on the agenda for the meeting, which was posted publicly on January 10, 2022, and that to date, no individuals had expressed interest in commenting in person, which Chad Seely confirmed. There were no questions or comments from Board members.

Weatherization and Inspection Update: (Agenda Item 3)

Woody Rickerson and David Kezell presented the Weatherization and Inspection Update. Brad Jones, Chairman Lake, Mr. Rickerson and Mr. Kezell responded to questions and comments from Board members. Mr. Seely announced that tomorrow ERCOT would be filing final reports on generation resource and transmission system winter weather readiness inspections with the PUCT.

Break

Chair Foster recessed General Session for break at approximately 10:37 a.m. and reconvened General Session at approximately 10:50 a.m.

Overview of ERCOT Corporate Governance (Agenda Item 4)

Mr. Seely and Jonathan Levine presented the Overview of ERCOT Corporate Governance. Mr. Seely, Mr. Levine and Chairman Lake responded to questions and comments from Board members.

Other Business (Agenda Item 5)

No other business was discussed at this time.

Executive Session

Chair Foster recessed General Session at approximately 12:29 p.m. and convened Executive Session at approximately 12:50 p.m., and announced that General Session was scheduled to reconvene on Tuesday, January 18, 2022 at 9:00 a.m.

Reconvene General Session and Announce on Tuesday, January 18, 2022 (Agenda Item 6)

Chair Foster determined that a quorum was present and reconvened General Session at approximately 9:04 a.m. on Tuesday, January 18, 2022.

Chairman Lake announced that at the start of the special Board meeting the previous day, he had called an Open Meeting of the Commission to order to consider matters which had been duly posted with the Texas Secretary of State for January 17, 2022, and reconvened the Open Meeting.



At Chairman Lake's request, Mr. Jones introduced Dan Woodfin, Vice President of System Operations. Mr. Woodfin reported that a cold front was expected to move through the ERCOT Region on Wednesday, January 19, 2022, and that the region was expected to hit its winter peak demand later in the week. Mr. Jones announced that the Operations staff would be issuing an Operating Condition Notice (OCN) at 9:30 a.m. today to remind resources to be prepared. Mr. Jones, Chairman Lake, and Mr. Woodfin responded to questions and comments from Board members. In response to a question from John Swainson regarding gas supply reliability, Mr. Jones reported that ERCOT is considering adding a gas desk to the control room, and Chairman Lake commented on the recent activities of the Texas Energy Reliability Council (TERC) and progress made on information sharing between industries.

ERCOT Project Portfolio Overview (Agenda Item 8)

Troy Anderson, Mandy Bauld and Adam Martinez presented the ERCOT Project Portfolio Overview. Mr. Anderson, Ms. Bauld, Kristi Hobbs, Mr. Jones, Kenan Ögelman and Jayapal Parakkuth responded to questions and comments from Board members.

Date Changes for 2022 Board Meetings (Agenda Item 7)

At Chair Foster's request, Mr. Seely presented the Date Changes for 2022 Board Meetings. Mr. Seely and Board members discussed possible dates for the remaining Board meetings of 2022.

Mr. Swainson moved that the date for the February 2022 Board meeting be changed to March 7-8, 2022, pursuant to Section 4.6(a) of the ERCOT Bylaws and Section 1.1 of the Board Policies and Procedures. Mr. Aguilar seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Reconvene Executive Session; Vote on Matters from Executive Session; Adjournment (Agenda Items 9 and 10)

Chair Foster announced that no voting items from Executive Session were expected; accordingly, he would adjourn the meeting immediately upon conclusion of Executive Session. Chair Foster recessed General Session at approximately 10:54 a.m. to reconvened Executive Session at approximately 11:10 a.m.

There were no voting items from Executive Session.

Chair Foster adjourned the special meeting upon conclusion of Executive Session at approximately 4:07 p.m.

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

Jonathan M. Levine
Assistant Corporate Secretary