



**DRAFT GENERAL SESSION MINUTES OF THE
FINANCE AND AUDIT COMMITTEE MEETING
OF ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.**

8000 Metropolis Drive (Building E), Suite 100, Boardroom B
Austin, Texas 78644
June 20, 2022

Pursuant to notice duly given and after determination that a quorum was present, the meeting of the Finance and Audit (F&A) Committee of the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) convened on the above-referenced date.

Meeting Attendance:

Committee Members:

Director	Affiliation/Role (if any)	Voting Category
England, Julie	N/A	Voting
Flexon, Bob	N/A	Voting
Flores, Bill (Chair)	N/A	Voting
Heeg, Peggy	N/A	Voting

Other Board Members:

Director	Affiliation/Role (if any)	Voting Category
Ekoh, Chris	Office of Public Utility Counsel, Interim Public Counsel	Voting
Foster, Paul	N/A	Voting
Jones, Brad	ERCOT Interim President and Chief Executive Officer (CEO)	Non-Voting
Lake, Peter	Public Utility Commission of Texas (PUCT, Commission), Chairman	Non-Voting
Smati, Zin	N/A	Voting
Swainson, John	N/A	Voting

Officers and Guests:

Officer/Guest	Role
Day, Betty	ERCOT Vice President of Security and Compliance and Chief Compliance Officer
Glutfelty, Jimmy	PUCT Commissioner
Hobbs, Kristi	ERCOT Vice President of Corporate Strategy and PUC Relations



Levine, Jonathan	ERCOT Assistant General Counsel and Assistant Corporate Secretary
Ögelman, Kenan	ERCOT Vice President of Commercial Operations
Parakkuth, Jayapal	ERCOT Vice President and Chief Information Officer
Rainwater, Kim	ERCOT Corporate Counsel
Rickerson, Woody	ERCOT Vice President of System Planning and Weatherization
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
Wiley, Leslie	ERCOT Treasurer

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

Bill Flores, F&A Committee Chair, determined that a quorum was present and called the F&A Committee meeting to order at approximately 12:10 p.m.

Chair Flores reported that Committee member Carlos Aguilar was not present for the meeting and highlighted the Antitrust Admonition. Chair Flores addressed the following Agenda Items in the order below.

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

Chair Flores announced that on the agenda for the meeting, which was posted publicly on June 13, 2022, ERCOT had provided instructions for members of the public who were interested in commenting in person and that to date no individuals had expressed interest in commenting. There were no questions or comments from Committee members.

April 27, 2022 General Session Meeting Minutes (Agenda Item 3)

Chair Flores entertained a motion to approve the April 27, 2022 General Session Meeting Minutes (Minutes).

Bob Flexon moved to approve the Minutes as presented. Julie England seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Charter Review and Approval; Recommendation regarding Committee Charter (Agenda Items 4 and 4.1)

Chair Flores presented the Committee Charter. He reported that the draft Committee Charter included in the meeting materials reflected the feedback Committee members provided at the last Committee meeting on April 27, 2022, discussions among ERCOT staff and the Board Committee chairs about consistency among the Committees' charters, and other general improvements. Chair Flores thanked Human Resources and Governance Committee Chair Peggy Heeg for her contributions to developing the charters. There were no questions or comments from Committee members. Chair Flores entertained a motion to recommend Board approval of the Committee Charter.



Ms. Heeg moved to recommend Board approval of the F&A Committee Charter, as presented. Mr. Flexon seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Review and Approval of Internal Audit Department Charter (Agenda Item 4.2)

Penny Rychetsky presented the Internal Audit Department Charter, which had been revised to reflect the feedback Committee members provided at the last Committee meeting on April 27, 2022, specifically regarding the Board being responsible for oversight of Internal Audit but delegating those duties to the F&A Committee. There were no questions or comments from Committee members. Chair Flores entertained a motion to approve the Internal Audit Department Charter.

Ms. England moved to approve the Internal Audit Department Charter as presented. Mr. Flexon seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Committee Briefs (Agenda Item 5)

Chair Flores invited Sean Taylor and Leslie Wiley to present the Committee Briefs.

2022 Financial Summary (Agenda Item 5.1)

Mr. Taylor presented the 2022 Financial Summary. There were no questions from Committee members. Chair Flores thanked Mr. Taylor, Chad Seely, and their teams for their work on the securitization under Utilities Code Chapter 39, Subchapter N, which recently closed.

Periodic Report on Investments (Agenda Item 5.2)

Ms. Wiley presented the Periodic Report on Investments. There were no questions from Committee members.

Periodic Report on Debt Compliance (Agenda Item 5.3)

Leslie Wiley presented the Periodic Report on Debt Compliance and reported that it is a new Agenda Item requested at the last Committee meeting on April 27, 2022. There were no questions from Committee members, who positively remarked on the content and presentation of the report.

Future Agenda Items (Agenda Item 6)

Mr. Taylor presented the Future Agenda Items and responded to questions and comments from Committee members.

Other Urgent Business (Agenda Item 7)

No other business was discussed at this time.

Executive Session

Chair Flores recessed General Session at approximately 12:31 p.m. and convened Executive Session at approximately 12:34 p.m. Chair Flores reconvened General Session at approximately 1:35 p.m.



Vote on Matters from Executive Session (Agenda Item 8)

Chair Flores entertained a motion for one matter discussed during Executive Session.

Mr. Flexon moved to approve the personnel matter discussed in Executive Session under Agenda Item ES 3.2. Ms. England seconded the motion. The motion passed by unanimous voice vote with no abstentions.

Adjournment (Agenda Item 12)

Chair Flores adjourned the meeting at approximately 1:36 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at http://www.ercot.com/committees/board/finance_audit/.

Jonathan M. Levine
Assistant Corporate Secretary

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