



**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  
August 15, 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:**

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

**Other Board Members:**

<b>Director</b>	<b>Affiliation/Role (if any)</b>	<b>Voting Category</b>
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 ( <i>Via Teleconference</i> )	N/A	Voting

**Officers and Guests:**

<b>Officer/Guest</b>	<b>Role</b>
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
Rainwater, Kim	ERCOT Corporate Counsel
Rickerson, Woody	ERCOT Vice President of System Planning and Weatherization
Rychetsky, Penny	ERCOT Director of Internal Audit
San Miguel, Senaida	Texas Sunset Advisory Commission, Policy Analyst
Seely, Chad V.	ERCOT Vice President, General Counsel and Corporate Secretary
Showalter, Dana	ERCOT Associate Corporate Counsel
Spak, Mara	ERCOT Vice President of Human Resources
Suter, Francie	Baker Tilly US, LLP (Baker Tilly)
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 12:33 p.m. Chair Flores recognized PUCT Chairman Peter Lake. Chairman Lake called back into order the Commission's Open Meeting that recessed earlier in the day. Chair Flores highlighted the Antitrust Admonition and 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 August 8, 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, which Chad Seely confirmed.

### **June 20, 2022 General Session Meeting Minutes (Agenda Item 3)**

Chair Flores entertained a motion to approve the June 20, 2022 General Session Meeting Minutes (Minutes).

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

### **Recommendation regarding Acceptance of ERCOT's 401(k) Savings Plan Audit Report (Item 4)**

Dawn Herms (ERCOT) and Francie Suter (Baker Tilly) presented ERCOT's 401(k) Savings Plan Audit Report, including the audit requirements under the Employee Retirement Income Security Act of 1974 (ERISA), total plan assets and participation rates, and 2021 plan year highlights.



**Ms. Heeg moved to recommend that the Board accept ERCOT’s 401(k) Savings Plan Audit Report as presented. Bob 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. Ms. England thanked Mr. Taylor for the new graph, “2022 Budget versus Actual/Forecast: Monthly TWh Load and Cumulative System Administration Fee (SAF) Revenue,” incorporated at the Committee’s request.

**Periodic Report on Investments (Agenda Item 5.2)**

Ms. Wiley presented the Periodic Report on Investments. She reported that the company is in compliance with the Investment Corporate Standard and provided a summary of investment fund results as of June 30, 2022.

**Periodic Report on Debt Compliance (Agenda Item 5.3)**

Ms. Wiley presented the Periodic Report on Debt Compliance. Ms. Wiley, Mr. Taylor and Committee members discussed the staffing impact to the company of ongoing compliance work related to the securitizations.

**Future Agenda Items (Agenda Item 6)**

Mr. Taylor presented the Future Agenda Items. He highlighted items anticipated for the October 17, 2022 Committee meeting.

**Other Business (Agenda Item 7)**

No other business was discussed at this time.

**Executive Session**

Chair Flores recessed General Session at approximately 12:54 p.m. and convened Executive Session at approximately 1:00 p.m. Chair Flores reconvened General Session at approximately 3:10 p.m.

**Vote on Matters from Executive Session (Agenda Item 8)**

Chair Flores entertained a motion for two matters discussed during Executive Session.

**Ms. Heeg moved to approve the selection of the ERCOT 401(k) Savings Plan Auditor for calendar year 2022 as discussed in Executive Session under Agenda Item ES 2.3. Mr. Flexon seconded the motion. The motion passed by unanimous voice vote with no abstentions.**

**Mr. Flexon moved to approve the Preapproval of Non-Audit Services as discussed in Executive Session under Agenda item ES 2.4. Ms. Heeg seconded the motion. The motion passed by unanimous voice vote with no abstentions.**



**Adjournment (Agenda Item 9)**

Chair Flores adjourned the meeting at approximately 3:11 p.m.

Committee materials and presentations from the meeting are available on ERCOT's website at [http://www.ercot.com/committees/board/finance\\_audit/](http://www.ercot.com/committees/board/finance_audit/).

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Jonathan M. Levine  
Assistant Corporate Secretary

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