

Minutes Board of Trustees

September 28, 2021 | 12:35–12:50 p.m. Eastern
Virtually via WebEx

Call to Order

Mr. Kenneth W. DeFontes, Jr., Chair, called to order the duly noticed open meeting of the Board of Trustees (the “Board”) of the North American Electric Reliability Corporation (“NERC” or the “Corporation”) on September 28, 2021, at 12:35 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Board Members

Kenneth W. DeFontes, Jr., Chair
Robert G. Clarke, Vice Chair
Jane Allen
George S. Hawkins
Larry Irving
Suzanne Keenan
Susan Kelly
Robin E. Manning
Jim Piro
James B. Robb, NERC President and Chief Executive Officer
Colleen Sidford
Roy Thilly

NERC Staff

Tina Buzzard, Assistant Corporate Secretary
Erika Chanzas, Manager of Business Planning
Kelly Hanson, Senior Vice President, Chief Administrative Officer
Sonia Mendonça, Senior Vice President, General Counsel, and Corporate Secretary
Lauren Perotti, Senior Counsel
Andy Sharp, Vice President and Chief Financial Officer

NERC Antitrust Compliance Guidelines

Ms. Buzzard noted the public nature of the meeting and directed the participants’ attention to the NERC Antitrust Compliance Guidelines included in the advance meeting materials. She stated that any additional questions regarding these guidelines should be directed to Ms. Mendonça.

Introduction and Chair’s Remarks

Mr. DeFontes welcomed all of the attendees to the meeting, noting the purpose of the meeting is to authorize staff to enter into a new Atlanta office lease and approve an amendment to the 2022 NERC Business Plan and Budget as recommended by the Finance and Audit Committee.

Authorization for New Atlanta Office Space and Amendment to the 2022 NERC Business Plan and Budget

Mr. Clarke presented management's request for the Board to consider, upon recommendation of the Finance and Audit Committee, the material terms of a new lease agreement for NERC's Atlanta office and an amendment to the NERC 2022 Business Plan and Budget. He noted that the proposed amended budget was posted for public comment and feedback was solicited from the Member Representatives Committee.

Upon discussion, and upon motion duly made and seconded, the Board adopted the following resolutions:

RESOLVED, that the Board hereby approves management's request for authorization to execute a final lease agreement for NERC's Atlanta office in terms materially consistent with those presented.

FURTHER RESOLVED, that the Board approves the proposed amended NERC 2022 Business Plan and Budget, as presented to the Board at this meeting.

FURTHER RESOLVED, that the Board confirms that the exigency of the circumstances necessitated the use of a shortened comment period for the amendment.

FURTHER RESOLVED, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

Mr. DeFontes noted the significant cost savings of the Atlanta office move and other benefits and thanked staff for their work on this effort.

Adjournment

There being no further business, and upon motion duly made and seconded, the meeting was adjourned.

Submitted by,



Sônia Mendonça
Corporate Secretary