

DRAFT Minutes

Finance and Audit Committee Informational Session and Webinar

May 30, 2019 | 1:00 - 3:00 p.m. Eastern

Conference Call

Call to Order and Chair's Remarks

Mr. Robert G. Clarke, Chair, called to order a duly noticed open meeting of the Finance and Audit Committee (the "Committee") of the Board of Trustees ("Board") of the North American Electric Reliability Corporation ("NERC" or the "Company") on May 30, 2019, at 1:00 p.m. Eastern, and a quorum was declared present. The agenda is attached as **Exhibit A**.

Present at the meeting were:

Committee Members

Robert G. Clarke, Chair
David Goulding
Colleen Sidford

Board of Trustee Members

Kenneth W. DeFontes, Jr.
George S. Hawkins
Suzanne Keenan
James B. Robb, President and Chief Executive Officer
Jan Schori

Committee Members Not Present

Janice B. Case
Roy Thilly

NERC Staff

Charles A. Berardesco, Senior Vice President, General Counsel, and Corporate Secretary
Tina Buzzard, Associate Director
Mark G. Lauby, Senior Vice President and Chief Reliability Officer
Janet Sena, Senior Vice President and Director of Policy and External Affairs
Andy Sharp, Interim Chief Financial Officer

Regional Representatives

Sue Clarke, Midwest Reliability Organization
Jessica Hala, Northeast Power Coordinating Council, Inc.
Carol Baskey, ReliabilityFirst
George Krogstie, SERC Reliability Corporation
Judy Foppiano, Texas Reliability Entity, Inc.

Jillian Lessner, Western Electricity Coordinating Council
Holly Taylor, Western Interconnection Regional Advisory Body

NERC Antitrust Compliance Guidelines

Mr. Clarke directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the agenda, and indicated that all questions regarding antitrust compliance or related matters should be directed to Mr. Berardesco.

Chair's Remarks

Mr. Clarke welcomed attendees and reviewed the upcoming schedule. He noted how important it is that NERC receive comments on the first draft of the BP&B and reminded attendees that comments are due by June 28, 2019.

2020 NERC Business Plan and Budget Overview

Mr. Sharp thanked the NERC executive team and Regional Entity staff for their work on the draft BP&B. He then presented the draft BP&B, referencing the materials in the advance agenda package. Mr. Sharp reviewed areas of focus and projected increases in expenses and assessments for the NERC budget, particularly for E-ISAC operations. He also reviewed the schedule leading up to the review of the final BP&B by the Board in August. Mr. DeFontes asked a question regarding NERC's strategy behind the increase in reserves. Mr. Sharp indicated he would follow up with additional information.

Regional Entities' 2020 Draft Business Plans and Budgets

Each of the Regional Entity and WIRAB representatives provided an overview of their draft 2020 business plans and budgets, referencing materials included in the advance agenda package.

2020 Combined ERO Enterprise Budgets and Assessments Overview

Mr. Sharp reviewed the combined ERO Enterprise budgets and assessments, referencing the detail information included in the advance agenda package, including the overall projected change in assessments and combined expenditures by program area and strategic goal.

Adjournment

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

Submitted by,



Charles A. Berardesco
Corporate Secretary