



Date: October 3, 2019
To: Board of Directors
From: Bill Magness, ERCOT President and Chief Executive Officer (CEO)
Subject: Ratification of Officers

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: October 8, 2019

Item No.: 13.1

Issue:

Ratification of new Officers of Electric Reliability Council of Texas, Inc. (ERCOT) for 2019.

Background/History:

Since the posting of the October 2019 ERCOT Human Resources and Governance (HR&G) Committee and Board of Directors (Board) meeting agendas, ERCOT announced several executive leadership changes, including two new Officer promotions. Mara Spak has been promoted to Vice President, Human Resources, and Sean Taylor has been promoted to and assumed the position of Vice President and Chief Financial Officer, given Michael Petterson's upcoming retirement.

Section 8.2 of ERCOT's Amended and Restated Bylaws, as approved on January 17, 2019 (Bylaws), requires that the Board ratify ERCOT Officers for terms not to exceed one year. Section 8.2 further provides that Officers may be re-elected or re-ratified for consecutive terms without limitation and that all Officers shall hold office until their successors are chosen and qualified or until their earlier resignation or removal.

At its meeting on October 7, 2019, the HR&G Committee is expected to consider the ratification of the following Officers, while employed for a term not to exceed one year, as recommended by Bill Magness, President and CEO:

- Mara Spak, Vice President, Human Resources, effective October 1, 2019; and
- Sean Taylor, Vice President and Chief Financial Officer, effective October 1, 2019.

Key Factors Influencing Issue:

The Bylaws require the ratification of officers at least annually. It is preferable to ratify officers as the CEO promotes or hires executives for certain leadership roles.

Conclusion/Recommendation:

The HR&G Committee is expected to consider recommending whether the ERCOT Board should ratify the following new ERCOT officers for 2019, as recommended by



Mr. Magness, ERCOT President and CEO, while employed for a term not to exceed one year:

- Mara Spak, Vice President, Human Resources, effective October 1, 2019; and
- Sean Taylor, Vice President and Chief Financial Officer, effective October 1, 2019.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Section 8.2 of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) shall ratify ERCOT officers for a term while employed not to exceed one year;

WHEREAS, the ERCOT Board deems it desirable and in the best interest of ERCOT to ratify two new ERCOT Officers for 2019 for a term while employed not to exceed one year, as recommended by Bill Magness, ERCOT President and Chief Executive Officer (CEO) and the Human Resources and Governance (HR&G) Committee;

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby ratifies the following new officers, while employed for a term not to exceed one year, as recommended by Bill Magness, ERCOT President and CEO, and the HR&G Committee:

- Mara Spak, Vice President, Human Resources, effective October 1, 2019; and
- Sean Taylor, Vice President and Chief Financial Officer, effective October 1, 2019.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its October 8, 2019 meeting, the ERCOT Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of October, 2019.

Vickie G. Leady
Assistant Corporate Secretary