



**Date:** October 22, 2021  
**To:** Board of Directors  
**From:** Chad V. Seely, ERCOT Vice President, General Counsel and Corporate Secretary  
**Subject:** Ratification of Officer

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** October 22, 2021

**Item No.:** 13

**Issue:**

Ratification of Officer of Electric Reliability Council of Texas, Inc. (ERCOT) for 2021.

**Background/History:**

Sections 8.2 and 4.10(c) of ERCOT's Amended and Restated Bylaws, as approved on October 12, 2021 (Bylaws), require that the ERCOT Board of Directors (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.

Brad Jones, ERCOT Interim President and Chief Executive Officer (CEO), has recommended the ratification of the following Officer for a term not to exceed one year:

- Assistant General Counsel and Assistant Corporate Secretary – Jonathan Levine, effective September 16, 2021.

Section 22.231 of the Texas Business Organization Code requires that the officers of a non-profit corporation include a secretary to manage the records of the board of directors, facilitate communications, and perform related duties. The ERCOT Assistant Corporate Secretary position assists the ERCOT Corporate Secretary with these responsibilities and can act in the Corporate Secretary's place if the Corporate Secretary is unavailable.

While the Human Resources and Governance (HR&G) Committee would typically review and provide a recommendation to the Board on the proposed ratification of an Officer, the Board retains the ultimate approval authority over this matter. Given the transition from the pre-Senate Bill 2 hybrid Board to the post-Senate Bill 2 independent Board, it is requested that the Board consider and vote on the ratification of a new Officer at its October 22, 2021 Special Board meeting without recommendation from the Committee.



**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:**

Brad Jones, ERCOT President and Interim CEO, has recommended that the Board ratify the following new ERCOT Officer for 2021 while employed for a term not to exceed one year:

- Jonathan Levine, Assistant General Counsel and Assistant Corporate Secretary, effective September 16, 2021.



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

WHEREAS, pursuant to Sections 8.2 and 4.10(c) 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 a new ERCOT Officer for 2021 for a term while employed not to exceed one year, as recommended by Brad Jones, ERCOT Interim President and Chief Executive Officer (CEO);

THEREFORE, BE IT RESOLVED, the ERCOT Board hereby ratifies the following new Officer, while employed for a term not to exceed one year as, recommended by Brad Jones, ERCOT Interim President and CEO:

- Jonathan Levine, Assistant General Counsel and Assistant Corporate Secretary, effective September 16, 2021.

**CORPORATE SECRETARY'S CERTIFICATE**

I, Jonathan Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its October 22, 2021 special meeting, the Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of October, 2021.

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Jonathan Levine  
Assistant Corporate Secretary