

The Human Resources and Governance (HR&G) Committee is expected to consider HR&G Committee Agenda Item 4:

***Recommendation regarding
Ratification of Officer***

**at its meeting on September 14,
2026.**

The Board of Directors is expected to hear the HR&G Committee's recommendation on this matter as part of the HR&G Committee Report at the Board meeting on September 14-15, 2026.

Attached are the Board materials in relation to these agenda items.



Date: September 4, 2026
To: Board of Directors
From: Peggy Heeg, Human Resources and Governance (HR&G) Committee Chair
Subject: Ratification of Officer

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: September 14-15, 2026

Item No.: 19.3.1

Issue:

Whether to ratify Mahesh Puducheri as Senior Vice President and Chief People Officer of Electric Reliability Council of Texas, Inc. (ERCOT), effective July 6, 2026.

Background/History:

ERCOT must appoint Officers to perform statutory and corporate functions, and the Bylaws require the Board of Directors (Board) to ratify appointments.

At its meeting on September 14, 2026, the HR&G Committee will consider the ratification of Mahesh Puducheri as Senior Vice President and Chief People Officer, effective July 6, 2026, for a term while employed not to exceed one year as recommended by Pablo Vegas, ERCOT President and Chief Executive Officer (CEO).

Key Factors Influencing Issue:

- Section 4.10(c) of the Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc. requires the Board to ratify appointments of ERCOT Officers.
- Section 8.2 of the Bylaws provides that Officer terms will not exceed one (1) year and that Officers may be re-elected or re-ratified for consecutive terms without limitation. Further, all Officers hold office until their successors are chosen and qualified or until their earlier resignation or removal.

Conclusion/Recommendation:

The ERCOT President and CEO has recommended, and the HR&G Committee is expected to recommend, that the Board ratify appointment of Mr. Puducheri as Senior Vice President and Chief People Officer, effective July 6, 2026, for a term while employed not to exceed one year.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

BOARD OF DIRECTORS RESOLUTION

WHEREAS, pursuant to Sections 8.2 and 4.10 of the *Amended and Restated Bylaws of Electric Reliability Council of Texas, Inc.*, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) shall ratify ERCOT Officers for a term while employed not to exceed one year; and

WHEREAS, the Board deems it desirable and in the best interest of ERCOT to ratify a new ERCOT Officer as recommended by Pablo Vegas, ERCOT President and Chief Executive Officer (CEO), and the Human Resources and Governance (HR&G) Committee, effective July 6, 2026, for a term while employed not to exceed one year;

THEREFORE, BE IT RESOLVED, the Board hereby ratifies appointment of the following as an ERCOT Officer, effective July 6, 2026, for a term while employed not to exceed one year, as recommended by Mr. Vegas and the HR&G Committee:

- Senior Vice President and Chief People Officer – Mahesh Puducheri.

CORPORATE SECRETARY'S CERTIFICATE

I, Brandon Gleason, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its _____ meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2026.

Brandon Gleason

Assistant Corporate Secretary