



**Date:** January 28, 2025  
**To:** Board of Directors  
**From:** Pablo Vegas, President and Chief Executive Officer (CEO)  
**Subject:** Confirmation of 2025 Technical Advisory Committee (TAC) Chair and Vice Chair

**Issue for the ERCOT Board of Directors**

**ERCOT Board of Directors Meeting Date:** February 4, 2025

**Item No.:** 3

**Issue:**

Confirmation of the election of the Chair and Vice Chair of TAC for 2025.

**Background/History:**

Section 5.1(h) of the Bylaws of Electric Reliability Council of Texas, Inc. (ERCOT) requires that the ERCOT Board of Directors (Board) confirm TAC’s election of its Chair and Vice Chair each year. Section 5.1(h) of the Bylaws further provides that the TAC Chair and Vice Chair shall provide full disclosure pursuant to Section 9.2 (Potential Conflicts of Interest) of the Bylaws during the confirmation process.

At the January 22, 2025 TAC meeting, the TAC Representatives elected Caitlin Smith, Jupiter Power LLC, and Martha Henson, Oncor Electric Delivery LLC, as Chair and Vice Chair of TAC, respectively, for the 2025 year. Since their election, Ms. Smith and Ms. Henson have acknowledged their disclosure obligations pursuant to Section 9.2 of the Bylaws.

**Key Factors Influencing Issue:**

- The ERCOT Bylaws require Board confirmation of TAC’s election of its Chair and Vice Chair.
- The ERCOT Bylaws require full disclosure by the TAC Chair and Vice Chair pursuant to Section 9.2 (Potential Conflicts of Interest) during the confirmation process.

**Conclusion/Recommendation:**

It is recommended that the Board confirm TAC’s election of Caitlin Smith, Jupiter Power LLC, and Martha Henson, Oncor Electric Delivery LLC, as TAC Chair and Vice Chair, respectively, for the 2025 year.



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

WHEREAS, pursuant to Section 5.1(h) of the Amended and Restated Bylaws (Bylaws) of Electric Reliability Council of Texas, Inc. (ERCOT), the ERCOT Board of Directors (Board) must confirm the election of the Chair and Vice Chair of the Technical Advisory Committee (TAC) each year;

WHEREAS, at the January 22, 2024 TAC meeting, TAC elected Caitlin Smith, Jupiter Power LLC, and Martha Henson, Oncor Electric Delivery LLC, as Chair and Vice Chair of TAC, respectively, for the 2025 year; and

WHEREAS, since their election, Ms. Smith and Ms. Henson have acknowledged their disclosure obligations pursuant to Section 9.2 of the Bylaws;

THEREFORE, BE IT RESOLVED, the Board hereby confirms Caitlin Smith, Jupiter Power LLC, and Martha Henson, Oncor Electric Delivery LLC, as Chair and Vice Chair of TAC, respectively, for the 2025 year.

**CORPORATE SECRETARY’S CERTIFICATE**

I, Chad V. Seely, Corporate Secretary of ERCOT, do hereby certify that, at its February 4, 2025 meeting, the Board passed a motion approving the above Resolution by \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of February, 2025.

\_\_\_\_\_  
Chad V. Seely  
Corporate Secretary