

CPS ENERGY
MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES
HELD ON OCTOBER 4, 2021

A Special Meeting of the CPS Energy Board of Trustees was held on Monday, October 4, 2021, in the Board Room located on the First Floor of the CPS Energy headquarters located at 500 McCullough, San Antonio, Texas. Chair Dr. Mackey called the meeting to order at 8:30 a.m.

Present were Board members:

Dr. Willis Mackey, Chair
Ms. Janie Gonzalez, Vice Chair
Mr. Ed Kelley
Mr. John Steen
Mayor Ron Nirenberg

Also Present was:

Ms. Shanna M. Ramirez, Chief Legal & Ethics Officer, General Counsel & Board Secretary
CPS Energy staff members
Interested Citizens

I. SAFETY MESSAGE, INVOCATION AND PLEDGE OF ALLEGIANCE

A safety message, invocation, and the Pledge of Allegiance were delivered by Ms. Jessica Landin, Manager, Board Relations.

II. PUBLIC COMMENT

Chair Dr. Mackey announced that public comments would be taken, and Ms. Landin outlined the guidelines for doing so. The following person made comments:

1. Mr. Martin Gutierrez, Director of Policy and Business Advocacy, Hispanic Chamber of Commerce, spoke on Agenda item 5. He expressed the Chamber's support for Ms. Denise Hernandez to serve on the Board of Trustees from the Northwest Quadrant. He described Ms. Hernandez's extensive business experience, including her role as Vice President of her family-owned company, True Flavors Catering.

III. EXECUTIVE SESSION

At approximately 8:37 a.m., Ms. Ramirez announced that the required notice had been posted and that the Trustees, with only necessary parties in attendance, would convene into Executive Session, pursuant to the provisions of Chapter 551 of the Texas Government Code, for discussion of a number of posted items, including the following:

- Attorney-Client Matters (§551.071)
- Real Property (§551.072)
- Prospective Gifts (§551.073)
- Personnel Matters (§551.074)
- Security Personnel or Devices (§551.076)
- Security Audits and Devices (§551.089)
- Confidential Information Under the Texas Homeland Security Act (§418.183(f))
- Economic Development Negotiations (§551.076)
- Competitive Matters (§551.086)

The Board reconvened in open session at 10:33 a.m. The quorum was re-established, and all members were present. Ms. Ramirez reported that only the matters cited above, and no others were discussed, and no votes were taken in Executive Session.

IV. CANDIDATES FOR THE NORTHWEST QUADRANT BOARD OF TRUSTEES POSITION

Chair Dr. Mackey opened the floor for Board of Trustees candidate nominations for the Northwest Quadrant. Mayor Nirenberg nominated Dr. Francine Romero. Trustee Kelley nominated Mr. Clayton Killinger. Mayor Nirenberg moved for a vote of the candidates. Trustee Steen requested that, prior to casting votes, the nominating Trustee provide information on their candidate.

Mayor Nirenberg stated that he has known Dr. Romero for a long time. She is an esteemed professional and can help us restore public confidence. She also has the competence and capability to help move the company forward on issues we are facing today and in the future. The Mayor also thanked the Nominations Committee and the Board for considering the more than twenty (20) strong candidates. The Board interviewed four (4) candidates and the Mayor feels that Dr. Romero is the best candidate to serve on the Board.

Trustee Kelley thanked the Board and Chair Dr. Mackey for dedicating many hours to evaluating the candidates. He felt the evaluation process was strong and transparent, resulting in four (4) outstanding final candidates. He also referenced the organization's six (6) Guiding Pillars and how they sit on a foundation of Financial Stability. We are a large company with a \$12B balance sheet, \$6B in debt and 1.3M customers that rely on us to make sound financial decisions. Trustee Kelley stated that the four (4) candidates are outstanding, but only one (1) has financial acumen, Mr. Clay Killinger. He has his undergraduate degree in finance, graduated summa cum laude from the University of Texas at San Antonio, has over forty (40) years in top finance positions, including Controller of Valero Energy, and Executive Vice President and Chief Financial Officer of CST brands.

The Board of Trustees voted as follows: Trustees Steen and Kelley voted for Mr. Clayton Killinger; Vice Chair Gonzalez, Mayor Nirenberg, and Chair Dr. Mackey voted for Dr. Francine Romero. With a majority of the votes from the Board of Trustees, Dr. Francine Romero was selected as the Northwest Quadrant Nominee. In addition, upon a motion by Trustee Steen, seconded by Mayor Nirenberg and upon an affirmative vote by all members present, the Board of Trustees approved a show of support for the selection of Dr. Francine Romero.

XII. ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Trustee Kelley, and seconded by Mayor Nirenberg, and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 10.43 a.m. by Chair Dr. Mackey.



Shanna M. Ramirez
Secretary of the Board