

CPS ENERGY
MINUTES OF THE REGULAR MEETING OF THE BOARD OF TRUSTEES
HELD ON NOVEMBER 29, 2022

The Regular Meeting of the Board of Trustees of CPS Energy for the month of November was held on Tuesday, November 29, 2022 in the Board Room on the First Floor of the CPS Energy headquarters located at 500 McCullough, San Antonio, Texas.

I. CALL TO ORDER

Chair Dr. Mackey called the meeting to order at 1:02 p.m.

Present were Board members:

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

Also present were:

Mr. Rudy Garza, President & CEO
Ms. Shanna M. Ramirez, Chief Legal & Ethics Officer, General Counsel & Board Secretary
Mr. Cory P. Kuchinsky, Chief Financial Officer & Treasurer
Ms. Vivian Bouet, Chief Information Officer
Ms. Lisa Lewis, Chief Administrative Officer
Mr. Benny Ethridge, EVP
CPS Energy staff members
City of San Antonio officials
Interested Citizens

II. SAFETY MESSAGE, INVOCATION AND PLEDGE OF ALLEGIANCE

A safety message, invocation, and the Pledge of Allegiance were delivered by Mr. Julius Moore, Director of Gas Growth & Operations Compliance.

III. PUBLIC COMMENT

Ms. Henrietta LaGrange, community member, presented a poster stating: "My heroes climb poles." She thanked Mr. Rudy Garza, Ms. DeAnna Hardwick, Mr. Richard Lujan, Mr. Richard Medina, Ms. Lilia Carpenter, and Ms. Alyssa Rae Ramos for their work at CPS Energy. She specifically thanked Mr. Eli Munoz, Community Relations Advocate, for his dedication and follow through.

Dr. Terry Burns, Sierra Club, stated he appreciated the Board of Trustees moving to close Spruce I and to get Spruce II off coal by 2030, but noted his concerns with natural gas. He further urged adoption of Portfolio 9, and that the Charles River & Associates studies were well done.

Mr. Gou Li, community member, urged the Board of Trustees to move to solar efficiency and innovate in the area, and expressed his wish to collaborate with CPS Energy.

IV. CHAIR'S REMARKS.

Chair Dr. Mackey stated he hoped everyone had a wonderful Thanksgiving and that he enjoyed being with his family. He noted that CPS Energy is a family and is one team. Finally, he reminded everyone to prepare for a safe Christmas, especially with use of holiday lights.

V. CEO'S REPORT

Mr. Rudy Garza highlighted challenges with the unavailability of distribution transformers and other parts needed for residential growth. He noted that we conducted a virtual meeting this month to allow our developer customers to hear directly about issues with transformer vendors, and also noted that CPS Energy continues mitigation efforts. Finally, he noted that the Department of Energy is considering use of the Defense Protection Act to address supply chain issues.

He then informed the Board of Trustees on the 2018 remarketing results. Despite challenging economic conditions, our strong credit and underwriter performance generated good demand. The result is lower debt service cost for our customers.

Mr. Garza highlighted supplier diversity outreach events. The purpose is to create as many opportunities to local suppliers as possible.

He was pleased to note that Grillsgiving 2022 was a success and \$221,000 was raised. It was a time for fellowship with our community and an opportunity to raise funds for REAP and those in need.

Mr. Garza summarized a joint tabletop exercise on preparing for winter. It was a huge success overall, and it demonstrated the strides made to improve communication and agency interoperability during a severe weather event.

Mr. Garza recognized our cybersecurity team. October was Cybersecurity Awareness Month, and the team participated in several exercises and events to keep CPS Energy prepared.

Finally, Mr. Garza recognized Ms. Vivien Bouet, Chief Information Officer, on her work and accomplishments at CPS Energy as she prepares to leave for a new opportunity.

VI. RATE ADVISORY COMMITTEE (RAC) UPDATE

Dr. Romero commented that RAC is nearing the end of its work on generation planning. She noted that there has been an amazing choreography of multiple layers of information on each of the portfolios. She appreciated how CPS Energy staff and Charles River & Associates have been able to pull together the information in a way that makes sense, and as it all comes together it is clear that there are decisions to be made and trade-offs based on objectives. She also noted the tremendous amount of work RAC members have put into the effort.

Ms. Kathy Garcia, Vice President of Governmental Affairs, provided some additional context on the work of the RAC. She reviewed the Power Generation Resource Planning approach, which focused on an open and transparent process to guide power generation planning decisions between now and 2030. She also explained next steps which includes presenting a final recommendation at the December Board Meeting.

VII. MONTHLY PERFORMANCE UPDATE

Mr. Cory Kuchinsky, Chief Financial Officer, provided the monthly performance update. He noted that past due receivables are our biggest challenge and we are placing significant focus on this issue. Nevertheless, we expect to maintain a net positive income for the fiscal year. He noted that we are optimizing debt funding of our capital plan in order to manage cash flow.

Ms. DeAnna Hardwick, Executive Vice President Customer Strategy, summarized actions we have taken related to accounts receivable. She noted we have returned to pre-pandemic levels for accounts receivable actions. She noted that it will take time for past due accounts to improve. She highlighted that utilities across the country are experiencing similar issues, and due to economic factors, customers are struggling to remain current. We are enhancing receivables efforts by: 1) leveraging outside experts, 2) expanding communication strategies, 3) improving self-service capabilities, 4) hiring call-center employees, and 5) increasing collections & disconnections.

The Board of Trustees asked questions and discussed the update.¹

VIII. EXECUTIVE SESSION

At approximately 2:16 p.m., Ms. Shanna 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 3:06 p.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.

¹ Trustee Steen requested his comments be included in the minutes. His comments are attached (as Attachment "A").

IX. APPROVAL OF CONSENT ITEMS

On a motion duly made by Trustee Dr. Romero, seconded by Trustee Steen, and upon affirmative vote by all members present, Items A, B and C on the Consent Agenda were unanimously approved:

- A. Minutes of the Special Board meeting held on September 21, 2022
- B. Minutes of the Regular Board meeting held on September 26, 2022
- C. Approval of Payment to the City of San Antonio for October 2022

The New Series Bond Ordinance that took effect February 1, 1997 provides for a total cash payment to the City of San Antonio (City) in an amount not to exceed 14% of gross revenue as calculated pursuant to such Ordinance, less the value of other services provided to the City, with the percentage (within the 14% limitation) to be determined by the governing body of the City. The cash transfer to the City for the month of October 2022 is based on actual gross revenue per the New Series Bond Ordinance of \$239,951,915.19, less applicable exclusions. The revenue for the month of October 2022 is calculated as follows:

Gross revenue per CPS Energy financial statements	
Electric revenue	\$212,422,521.98
Gas revenue	20,211,189.14
Interest and other income	5,689,390.54
Gross revenue per CPS Energy financial statements	<u>238,323,101.66</u>
Excluded revenue	
School and hospital revenue per City Ordinance 55022	(9,370,290.83)
LVG revenue per City Ordinance 100709	(191,545.89)
Fuel cost component of off-system nonfirm energy sales per City Ordinance 61794 and revenue for wholesale special contracts	(20,350,836.96)
Noncash and other income, GASB 31 investment market value change, miscellaneous interest income, gas billing adjustment and unbilled Revenue	<u>31,541,487.21</u>
Total excluded revenue	<u>1,628,813.53</u>
Gross revenue per New Series Bond Ordinance subject to 14% payment to the City	<u>\$239,951,915.19</u>
City payment per Bond Ordinance for October 2022 based upon October 2022 revenue	\$33,593,268.13
City payment per memorandum of understanding (MOU) regarding wholesale special contracts	651,380.68
Wholesale Special Contract Annual True Up	182,408.54
City Payment reduction per gas customer billing adjustment MOU	<u>(12,500.00)</u>
City payment per Bond Ordinance plus adjustments for memorandums of understanding	<u>34,414,557.35</u> A

Utility services provided to the City for October 2022	<u>(2,928,589.20)</u>
Net amount to be paid from October 2022 revenue to the City in November 2022	<u>\$31,485,968.15</u>

Comparison of City payment per Bond Ordinance (plus adjustments for memorandums of understanding) vs. Budget before deduction for utility services provided to the City:

(Dollars in thousands)

October 2022	Actual	Budget	Variance	
Current Month* A	\$34,415	\$30,638	\$3,777	12.3%
Year-to-Date*	\$348,336	\$301,787	\$46,549	15.4%

* This amount does not include any additional funding authorized by the Board of Trustees.

Approval of the following resolution is requested:

"BE IT RESOLVED by the CPS Energy Board of Trustees that payment to the City of San Antonio in the amount of \$31,485,968.15 representing 14% of applicable system gross revenues for the month of October 2022, such payment being net of City utility services (\$2,928,589.20), is hereby approved."

Trustee Steen moved approval for Items D and E on the Consent Agenda, and Trustee Dr. Romero seconded. The Board of Trustees asked questions. It was unanimously approved.

D. Employee Benefit Trust State of Governance

E. Approval of Procurement Item:

1. Item Description: 138 kV and 345 kV Overhead Transmission Line Construction Services

Purchase Category: General Services

Supplier: Axis Power, LLC
Chain Electric Company
Source Power, LLC
Southeast Power Corporation
The L.E. Myers Company
Utility Construction Services, LLC

2. Item Description: Electric Meters – Additional Funding Request

Purchase Category: Commodity & Material Goods

Supplier: Landis+Gyr Technology, Inc.

*The listed Procurement Items will be attached (as Attachment "B") to the meeting minutes.

X. WINTER PREPAREDNESS COMMUNICATIONS UPDATE

Ms. Melissa Sorola, Vice President of Corporate Communications and Marketing, presented on winter preparedness and efforts to support our community and keep them informed on upcoming weather conditions. She noted that CPS Energy's summer campaign was recognized by the APPA for excellence in public power communications. She reviewed communication strategies and noted that we will have a continued partnership with CoSA and others. The Board of Trustees asked questions and discussed.

XI. GAS SOLUTIONS WINTER PREPARATION UPDATE

Mr. Richard Lujan, Interim Vice President of Gas Solutions, presented on CPS Energy's gas system. Mr. Anthony Moy, Director of Gas Engineering & Planning, presented on engineering and planning efforts and highlighted how we are preparing for the upcoming winter. Mr. Mike Fuentes, Director of Gas Construction, spoke about how we prepare our distribution system for winter. Mr. Tom Narendorf, Director of Gas operations, presented on preparing the transmission and supply systems for winter. Finally, Mr. Julius Moore, Director of Gas Growth & Operations Compliance, presented on CPS Energy's efforts on public awareness.

XII. ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Trustee Dr. Romero seconded by Vice Chair Gonzalez and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 3:52 p.m. by Chair Dr. Mackey.



Shanna M. Ramirez
Secretary of the Board

11/29/22

STATEMENT OF JOHN STEEN

I'd like to make four points today:

First, consistent with what I've stated at virtually every board meeting this year, I continue to be alarmed by the worsening customer bad-debt situation. When we began this calendar year the figure was \$150 million. Since then we've been repeatedly assured that this amount would decrease as time passed. However, the figure has only increased, and today we've learned that as of 10/31/22 the bad debt balance is around \$207 million – an almost 40% increase since the beginning of the year. I understand that tens of thousands of customers roll off, while tens of thousands roll on, but, as of 10/31/22, we have 215,000 total customers who are at least 30 days past due on their CPS Energy payments and that represents about 18% of our residential customers. We've been assured again and again two things would mitigate this disconcerting development: ARPA funds and the resumption of disconnections. But obviously these haven't been the panaceas we were told they'd be. It's not my job as a trustee to develop a specific plan of action to ameliorate the situation. That's the job of management and specifically our CEO. But I'll repeat what I've said at board meetings earlier this year: The tentativeness in reinstating disconnections and charging late fees has been and is sending mixed signals to our customers. Sure we've got certain customers who are seriously struggling and we must be mindful of that, but I've heard repeatedly from our community that our messaging has also been telling our broad customer base that, in effect, you need not prioritize paying your CPS Energy bill.

Second, I continue to be concerned about the three key financial metrics our credit rating agencies stress. (Please display slide 7.) Three-quarters of the way through our fiscal year, we're still missing the mark in two out of three:

- Adjusted Debt Service Coverage The threshold is 1.5, and the higher, the better. The past two fiscal years we've been above the threshold: 1.59 for FY 2021 and 1.66 for FY 2022. As of 10/31/22, our ADSC number is 2.28. So we're good on this one metric.
- Debt Capitalization: The threshold is 60%, and, in this case, lower is better. The past two years we're above the threshold and out of kilter: 60.5% for FY 2021 and 61.6% for FY 2022. This year we *planned not to meet the threshold*. As of 10/31/22 that number is 60.8%, but the fiscal yearend target is 61.7%.
- Days Cash on Hand. The threshold is 150, and the higher the better. The past two fiscal years we've been well above the threshold: 209 for FY 2021 and 182 for FY 2022. As of 10/31/22 the number is 138.

Recently, in connection with the remarketing of CPS Energy's 2018 Jr. Lien Variable Bonds, management sought confirmation of our credit ratings. While I suppose it's positive that

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we didn't receive another credit downgrade, it's definitely adverse that our outlooks remained the same, that is, "Negative" for both Fitch and S&P, and "Stable" for Moody's. As many of you know, outlooks are used to indicate a credit rating agency's view toward the likelihood of a rating change, and, in most cases, the probable direction of that change. A "Stable" outlook is assigned when the agency believes it's rating is not likely to be changed. A "Negative" outlook indicates a rating may be lowered. We need to set our sights on "Positive," which indicates a rating may be raised.

I've reviewed the correspondence from each of the three credit rating agencies. Fitch's November 1st letter was not very revealing. However, the other two expressed their concerns with the issues I've addressed above:

Here are some quotes from S&P's report:

- "We have maintained our negative outlook reflecting [CPS Energy's] rising delinquent account balances trend and the need for more regular base-rate increases as potentially limiting its financial flexibility."
- "In addition, management is in the process of a change in rate design and has identified the need for 5.5% base-rate increases in 2024 and 2026 which could affect its rate competitiveness in future years."

Here are some quotes from Moody's report:

- "The stable outlook reflects our expectation that CPS Energy will maintain solid liquidity and DSCRs averaging between 1.6x and 1.8x over the outlook period and that the near term base rate increases will be approved every other year."
- Under "FACTORS THAT COULD LEAD TO A DOWNGRADE OF THE RATING" is this: "Unadjusted days cash on hand below management's target of 150 days..."

Now, put all this together, and I see storm clouds on the horizon. Customers are financially stressed: To repeat as of 10/31/22 we have 215,000 customers who are over 30 days past due on their CPS Energy's bills. And yet management has represented to the credit rating agencies, that CPS Energy is anticipating 5.5% base-rate increases in 2024 and 2026. As S&P warns: "...[CPS Energy's] rate affordability pressures could worsen, as evidenced by increased delinquent account balances that could frustrate its projected rate increase plans."

Third, in regard to our 16 Tier 1 metrics which we use to gauge our financial health, we've learned today that a total of three metrics have been deemed to be "unrecoverable" and one is "at risk." This means that overall we're headed toward a fair or average score of 75 at the end of our fiscal year on 1/31/23. CPS Energy's Tier 1 metrics are often referred to as our report card. And it looks like the company's going to get, at best, a "C." An overall grade of "C" on our report card – is that where we want to be?

Finally, I think there needs to be more input by the entire board in setting next year's 16 Tier 1 metrics to make sure they're driving improvements and helping CPS Energy focus its people and resources on what's important. To be effective our metrics must be appropriately challenging and tough. As Ed Kelley liked to put it: There should be no softballs. Hitting the targets should mean our company is operating at the highest level. Here are two examples where the standards need to be toughened. First example: The current metric for "Enterprise Senior Lien Bond Ratings" is attained if we merely maintain the current downgraded ratings as well as the

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“Negative” outlook for two out of the three credit rating agencies. At the minimum, shouldn’t our target be to move the two “Negative” outlooks to “Stable?” Second example: As I mentioned earlier, in regard to the metric for “Debt Capitalization,” it should be the threshold set by our credit rating agencies, that is, 60%. That should be our goal. If we fall short, we fall short, but we shouldn’t plan not to meet the threshold.

Let me close by recalling that a few meetings ago, when I brought up these same financial challenges, my remarks were decried by someone sitting at this dais as “harping.” Let me respond by asserting that it’s one of the primary responsibilities of a trustee to ensure long-term financial stability. It’s arguably our major responsibility because everything else CPS Energy does depends on being on firm fiscal footing. We, the trustees, must protect the organization’s financial status so that it can meet its many obligations – economic and social – to its communities. So, with all due respect, I intend to keep harping on these matters.

I respectfully request that this statement be included in the minutes of today’s meeting.



**CPS Energy Board of Trustees Meeting
November 29, 2022
APPROVAL of PROCUREMENT ITEMS
Table of Contents**

1. Item Description:	<u>138 kV and 345 kV Overhead Transmission Line</u>
	<u>Construction Services</u>
Purchase Category:	General Services
Supplier:	Axis Power, LLC
	Chain Electric Company
	Source Power, LLC
	Southeast Power Corporation
	The L.E. Myers Company
	Utility Construction Services, LLC

2. Item Description:	<u>Electric Meters – Additional Funding Request</u>
Purchase Category:	Commodity & Material Goods
Supplier:	Landis+Gyr Technology, Inc.

Approval: 
Cory Kuchinsky, Chief Financial Officer

Approval: 
Rudy Garza, President & CEO



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Procurement Form 1

Item Description	138 kV and 345 kV Overhead Transmission Line Construction Services
Purchase Order Value	\$137,000,000
Purchase Category	General Services
Department	Energy Delivery Services
VP T&D Engineering & Grid Transformation	Ricardo Maldonado
EVP Energy Delivery Services	Richard Medina

Detailed Description

CPS Energy staff recommend that a contract be awarded to Axis Power, LLC and Source Power, LLC, both of which are local, diverse firms; Utility Construction Services, LLC, a non-local, diverse firm; Chain Electric Company and The L.E. Myers Company, both of which are local, non-diverse firms; and Southeast Power Corporation, a non-local, non-diverse firm, as the respondents who will provide the goods or services at the best value for CPS Energy based on the evaluation criteria set forth below.

This is a recurring contract for the construction of new 138kV and 345kV overhead transmission line infrastructure. This contract will expire on November 30, 2027.

Subcontracting Opportunities

Chain Electric Company, Southeast Power Corporation, and The L.E. Myers Company have all committed to subcontract 20% of overall spend to diverse businesses.

The solicitation method for this procurement was a Request for Proposals. An evaluation team considered the following weighted evaluation criteria to determine the best value to CPS Energy.

Evaluation Criteria	Points
Experience and qualifications to perform the Services	40
Safety records and training program	20
The overall cost	10
The ability to meet CPS Energy's requirements	10
The financial soundness of the Respondent	10
Economic Development (local & diverse consideration)	10
TOTAL	100



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Procurement Form 1

Recommended Respondent(s) & Award					
Respondent Name	SBA Classification & Details	Score	PO Value	PO #	Comments
Utility Construction Services, LLC	Non-Local / Diverse (Small)	82%	\$22,833,333.34	2204311	
Southeast Power Corporation	Non-Local / Non-Diverse	71%	\$22,833,333.34	2204312	
The L.E. Myers Company	Local / Non-Diverse	71%	\$22,833,333.33	2204310	
Axis Power, LLC	Local / Diverse (Small, Woman-owned, Hispanic American-owned)	70%	\$22,833,333.33	2204307	
Source Power, LLC	Local / Diverse (Small, Woman-owned)	67%	\$22,833,333.33	2204309	Corporate headquarters based in San Antonio Metropolitan Area
Chain Electric Company	Local / Non-Diverse	65%	\$22,833,333.33	2204308	
TOTAL			\$137,000,000		

Ten (10) additional respondents were not recommended for award: Bird Electric Enterprises, LLC; Higher Power Electrical LLC dba 5 Star Electric West LLC; JRD Texas, LLC dba Maslonka Powerline Services, LLC; Kiewit Infrastructure South Co.; Power Standard, LLC; Linetec Services LLC; North Houston Pole Line, LP; NorthStar Energy Solutions, LLC; Pike Electric, LLC; and Primoris T&D Services, LLC.

Annual Funds Budgeted						
Corporate Annual Budget	Funding Method	Projected FY2023 PO Spend	% of FY2023 Annual Corp Budget	Projected FY2024 PO Spend	Projected FY2025 PO Spend	Projected FY2026 PO Spend
\$832,904,076	Capital	\$0	0%	\$21,000,000	\$37,000,000	\$30,000,000
\$729,676,030	Non-Fuel O&M	\$0	0%	\$0	\$0	\$0

Our current approved budget and latest estimates support these new purchase orders.



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Procurement Item: General Services



■ Local / Diverse ■ Local / Non-Diverse ■ Non-Local / Diverse ■ Non-Local / Non-Diverse



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Procurement Form 2

Item Description		Electric Meters - Additional Funding Request
Original Cumulative Purchase Order Value	(A)	\$7,293,927.36
Previously Added Funds	(B)	\$2,206,072.64
Additional Funds Requested	(C)	\$5,000,000.00
Projected Cumulative Purchase Order Value	(D)	\$14,500,000.00
Purchase Category		Commodity & Material Goods
Department		Metering Services
VP Customer Experience Operations		Christen Waggoner
EVP Customer Strategy		DeAnna Hardwick

Detailed Description

CPS Energy staff recommend that additional purchase order funding be approved for an existing contract for the supply and delivery of electric meters. This contract was previously awarded to Landis+Gyr Technology, Inc., a non-local, non-diverse firm, as the respondent who provided the goods at the best value for CPS Energy based on the evaluation criteria set forth below.

This contract is for the procurement of electric meters that primarily serve residential and small commercial customers for maintenance and new construction purposes. This additional funding request will support the growth of the CPS Energy service territory and will ensure supply continuity for the remainder of FY24 and into FY25, as lead times have increased for this material to 50+ weeks. This funding will be added to our existing meter contract which is valid until November 13, 2023.

Subcontracting Opportunities

There are no subcontracting opportunities associated with this contract, as Landis+Gyr Technology, Inc. is the sole supplier of the residential electric meter approved and set forth in the contract.

The solicitation method for this procurement was an Invitation for Bid. An evaluation team considered the following weighted evaluation criteria to determine the best value to CPS Energy.

Evaluation Criteria	Points
Overall cost	90
Economic Development (local & diverse consideration)	10
TOTAL	100



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Procurement Form 2

Recommended Respondent(s) & Award					
Vendor Name	SBA Classification & Details	Original PO Value	Previously Added Funds	Additional Funds Requested	PO#
Landis+Gyr Technology, Inc.	Non-Local/Non-Diverse	\$7,293,927.36	\$2,206,072.64	\$5,000,000.00	3071178
		(A)	(B)	(C)	
Totals		\$7,293,927.36	\$2,206,072.64	\$5,000,000.00	
Projected Cumulative Purchase Order Value (D)				\$14,500,000.00	

One (1) additional respondent was not recommended for award: Anixter, Inc.

Annual Funds Budgeted						
Corporate Annual Budget	Funding Method	Projected FY2023 PO Spend	% of FY2023 Annual Corp Budget	Projected FY2024 PO Spend	Projected FY2025 PO Spend	Projected FY2026 PO Spend
\$832,904,076	Capital	\$7,513,400	0.9%	\$3,400,700	\$3,585,900	\$0
\$729,676,030	Non-Fuel O&M	\$0	0%	\$0	\$0	\$0

Our current approved budget and latest estimates support this additional purchase order increase.

Procurement Item: Commodity & Material Goods



- Local / Diverse
- Local / Non-Diverse
- Non-Local / Diverse
- Non-Local / Non-Diverse