

CPS ENERGY
MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES
HELD ON AUGUST 23, 2022

A Special Meeting of the Board of Trustees of CPS Energy was held on Tuesday, August 23, 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 11:45 a.m.

Present were Board members:

Dr. Willis Mackey, Chair
Ms. Janie Gonzalez, Vice Chair
Mr. John Steen
Dr. Francine Romero
Mayor Ron Nirenberg (arrived at 11:50 a.m.)

Also present were:

Mr. Rudy Garza, Interim 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 Ms. Jessica L. Coxon, Board Manager.

III. PUBLIC COMMENT

Ron Ramsey, Electric Service Crew Foreman for CPS Energy and President of the International Brotherhood of Electrical Workers, Local 500. Mr. Ramsey stated on behalf of himself, the IBEW membership, and co-workers in attendance that they are in full support of Mr. Rudy Garza becoming the permanent leader of CPS Energy. He further stated that Mr. Garza has left a positive footprint throughout the utility as he has climbed the ranks, and that he has no doubt that with his experience, skills and leadership that he is the right choice for quarterback of CPS Energy.

IV. EXECUTIVE SESSION

At approximately 11:51 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) (Duties, Employment and Evaluation of Interim President & CEO)
- 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 1:29 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.

V. PERSONNEL COMMITTEE UPDATE

Vice Chair Gonzalez made a motion, based on information and data received from Russell Reynolds (the executive search firm) and feedback from the community and colleagues, to enter a 30-day negotiation period with the interim President & CEO candidate and suspend the search for a President & CEO. Trustee Dr. Romero seconded the motion. The Board of Trustees discussed the motion and asked questions. On a 4-0-1 vote, the motion was approved. Trustee Steen abstained, and stated his abstention was due to concerns that posted agenda did not provide sufficient notice to the public because it did not state Rudy Garza's name, and only states his title "Interim CEO & President".

VI. ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Vice Gonzalez, seconded by Trustee Dr. Romero, and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 1:43 p.m. by Chair Dr. Mackey.



Shanna M. Ramirez
Secretary of the Board