

**CPS ENERGY
MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES
HELD ON SEPTEMBER 21, 2022**

The Joint Special Meeting of the CPS Energy Board of Trustees and San Antonio Water System (SAWS) Board of Trustees was held on Wednesday, September 21, 2022 in the Grid Rooms 1-3 on the First Floor of the CPS Energy headquarters located at 500 McCullough, San Antonio, Texas.

I. CALL TO ORDER

CPS Energy Board Chair Dr. Mackey called the meeting to order at 2 p.m. SAWS Board Chair Ms. LeBlanc Jamison called the meeting to order at 2:01 p.m.

Present were CPS Energy Board members:

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

Present were SAWS Board members:

Ms. Jelynn LeBlanc Jamison, Chair
Mr. David McGee
Ms. Marilu Reyna
Mr. Eduardo Parra
Mr. Ed Balmares
Mayor 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
SAWS staff members
City of San Antonio staff
Interested Citizens

II. SAFETY MESSAGE, INVOCATION AND PLEDGE OF ALLEGIANCE

A safety message, invocation, and the Pledge of Allegiance were delivered by Mr. Simon Castillo, Business & Economic Development Manager.

III. PUBLIC COMMENT

Mr. John Courage, City Council Member for District 9, noted his appreciation for the coordination and communication for emergency preparedness. He appreciated the work of both SAWS and CPS Energy in protecting our community and commends their actions.

Ms. Henrietta LaGrange, member of our community, thanked CPS Energy and SAWS for taking steps to address the issues that arose from Winter Storm Uri.

IV. MAYOR'S OPENING REMARKS

Mayor Nirenberg acknowledged the impact of COVID-19 and Winter Storm Uri, but noted that we, as a community, have risen to meet those challenges. He thanked Mr. Rudy Garza, Mr. Robert Puente (Chief Executive Officer for SAWS), and the employees of CPS Energy and SAWS for their work in enabling our community to overcome challenges. Finally, he thanked the public utilities for their tireless work in service to our community, and ability to coordinate and build a more resilient future.

V. CHAIR OPENING REMARKS

Chair Dr. Mackey stated that we value our community and thanked the CPS Energy and SAWS employees for making the community better.

Chair Ms. LeBlanc Jamison noted the nexus between water and energy, stating the water cycle consumes energy and likewise harnessing energy requires water. However, historically, the link between the two has not been considered as decisions are made. Viewing both holistically provides tremendous value for saving water and energy and planning for the future. She thanked the employees of SAWS and CPS Energy for making this opportunity happen.

VI. THE WATER AND ENERGY NEXUS – A COMMUNITY OPPORTUNITY

Mr. Rudy Garza thanked everyone for their work. He noted the amount of work required for the Resiliency Agreement and appreciates the partnership between CPS and SAWS. Finally, he noted that this agreement will benefit the community, and will provide the improved of resiliency going forward.

Mr. Robert Puente thanked everyone for their work. He noted that the San Antonio community is ahead of other communities in preparation and resiliency. He appreciates the partnership and ability to reach this agreement that will be beneficial to SAWS and CPS Energy and our shared customers.

Mr. Jonathan Tijerina, Vice President for Enterprise Risk & Development and Mr. Steven Clouse, Senior Vice President & Chief Operating Officer, presented information on the nexus between water and energy and the community opportunity for partnership. The support for the partnership between CPS Energy and SAWS allows us to move forward as community partners. The Boards of Trustees asked questions and discussed the presentation.

VII. RESILIENCY INITIATIVE

Mr. Clouse and Mr. Tijerina presented information on the proposed Resiliency Agreement, and SAWS efforts in implementing Senate Bill 3 requirements for emergency planning. They also provided an overview of the benefits and responsibilities for each utility, and noted that the agreement will result in a win-win arrangement. Finally, they recommended and requested approval of the resolutions by each Board of Trustees.

VIII. APPROVAL OF RESOLUTIONS RELATED TO RESILIENCY AGREEMENT

The Boards of Trustees asked questions and discussed the resolutions related to the resiliency agreement.

Chair Dr. Mackey requested that Ms. Shanna Ramirez to read the following resolution:

RESOLUTION SUPPORTING A RESILIENCY AGREEMENT WITH THE SAN ANTONIO WATER SYSTEM (“SAWS”)

WHEREAS, CPS Energy and SAWS, being municipally-owned utilities of the City of San Antonio, desire to enter a Resiliency (Tolling) Agreement (“Agreement”) for the mutual benefit of their respective customers and to mitigate the adverse impacts of extended power and water outages on their customers and the community; and

WHEREAS, in order for SAWS to comply with Texas Water Code Section 13.1394, SAWS must adopt and implement a plan to ensure the emergency operation of its water system during an extended power outage;

WHEREAS, as part of SAWS’ plan, SAWS will procure and install generators at designated SAWS facilities located in CPS Energy’s service territory;

WHEREAS, under the Agreement, CPS Energy will operate and maintain these generators as part of a strategic partnership by providing electricity to the designated SAWS facilities during system outages and will otherwise operate and maintain the generators for its benefit; and

WHEREAS, CPS Energy, its customers and the community will benefit from the greater resiliency of SAWS’s facilities; NOW, THEREFORE;

BE IT RESOLVED, the CPS Energy Board of Trustees hereby expresses its support of the Resiliency (Tolling) Agreement with SAWS and recognizes its benefit to our community.

I, Shanna M. Ramirez, Secretary of the Board of Trustees of CPS Energy, do hereby certify that the foregoing is a true and exact copy of a resolution which was unanimously passed and approved at the Joint SAWS/CPS Energy Board of Trustees Meeting, held on September 21, 2022, at which a quorum was present.

Trustee Dr Romero made a motion to approve the CPS Energy resolution, it was seconded by Vice Chair Gonzalez, and unanimously approved by all members present.

Chair Ms. LeBlanc Jamison requested that Ms. Nancy Belinsky, Senior Vice President and Chief Legal & Ethics Officer, read the SAWS resolution, and it was read into the record. Trustee Parra made a motion to approve the SAWS resolution, it was seconded by Vice Chair McGee, and it was unanimously approved by all members present.

IX. ADJOURNMENT

There being no further business to come before the CPS Energy Board, upon a motion duly made by Vice Chair Gonzalez, seconded by Mayor Nirenberg, and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 3:44 p.m. by Chair Dr. Mackey.

There being no further business to come before SAWS Board, upon a motion duly made by Trustee Parra, seconded by Trustee Belmares, and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 3:44 p.m. by Chair LeBlanc Jamison.



Shanna M. Ramirez
Secretary of the CPS Energy Board