

**CPS ENERGY**  
**MINUTES OF SPECIAL MEETING OF THE BOARD OF TRUSTEES**  
**HELD ON APRIL 22, 2021**

A Special Meeting of the CPS Energy Board of Trustees was held on Thursday, April 22, 2021, by telephone conference in order to advance the public health goal of limiting face-to-face meetings (also called “social distancing”) to slow the spread of the Coronavirus (COVID-19). There was no in-person public access to the meeting. Chair Dr. Willis Mackey called the meeting to order at 1:00 p.m.

Present via phone were Board members:

Dr. Willis Mackey, Chair  
 Ms. Janie Gonzalez, Vice Chair  
 Mr. Ed Kelley (joined the meeting after the roll call)  
 Mr. John Steen  
 Mayor Ron Nirenberg

Also present via phone were:

Ms. Paula Gold-Williams, President & CEO  
 Ms. Carolyn E. Shellman, Chief Legal Officer & General Counsel and Board Secretary  
 Mr. Frank Almaraz, Chief Power, Sustainability, & Business Development Officer  
 Mr. Paul Barham, Chief Grid Optimization & Resiliency Officer  
 Mr. Fred Bonewell, Chief Security, Safety & Gas Solutions Officer  
 Mr. Rudy Garza, Chief Customer Engagement Officer  
 Mr. Gary Gold, Chief Financial Officer & Treasurer  
 CPS Energy Staff Members  
 City of San Antonio officials  
 Interested Citizens

**I. ROLL CALL OF BOARD MEMBERS**

Ms. Shellman called the roll. A quorum was present.

**II. SAFETY MESSAGE**

Mr. Louis Labatt, Interim Director & Chief of Staff to Chief Legal Officer & General Counsel, provided a safety message.

**III. INVOCATION**

Ms. Ann Kinnard, Director & Chief of Staff to Customer Engagement Officer, delivered an invocation.

**IV. PUBLIC COMMENT**

No persons gave public comment.

## **V. OPENING REMARKS**

Vice Chair Janie Gonzalez stated that strengthening the American spirit of board service and volunteerism to develop community solutions is one of her goals as a trustee. Here, the collective efforts of Mayor Nirenberg, San Antonio City Council, the Board of Trustees and CPS Energy leadership and staff resulted in the development of the Rate Advisory Committee (RAC). Vice Chair Gonzalez, Board liaison to the RAC, thanked the 280 individuals that applied to serve on the RAC.

Vice Chair Gonzalez noted that City Councilmembers and the Trustees have each selected their nominees to the RAC. During today's meeting, the RAC members, Chair and Vice Chair will be selected and the RAC bylaws finalized.

## **VI. RATE ADVISORY COMMITTEE (RAC) BYLAWS**

Ms. Shellman explained that she considered previous comments made by the Board in public meetings, as well as subsequent comments by them and CPS Energy staff to categorize bylaws into consensus items and discussion items. She stressed that consensus items are based solely on what she believes the will of the Board to be and encouraged discussion of any of them. Eight sections of the bylaws were briefly reviewed and no suggestions were made to modify them.

Turning to discussion items, Trustee Steen asked about the change made to Article 1, Section 2, concerning the RAC's purpose regarding proposed rate increases. Ms. Shellman explained the provision was revised so that it describes the RAC's permissible role to provide input and perspectives regarding proposed rate increases, rather than listing what the RAC cannot do.

The Board then discussed the appropriateness of subcommittees, their authority and supporting resources. In response, Article 5, Section 1 was revised to state that subcommittees function as working groups. They may seek assistance from CPS Energy staff only in accordance with their charges and any issues resulting from requests for assistance will be resolved by consulting with the RAC Chair.

Terms of RAC members and the frequency of RAC meetings were discussed. Mayor Nirenberg noted that the proposed bylaws are based on the bylaws of the Rate Advisory Committee of the San Antonio Water Systems (SAWS), whose rate setting process and timing significantly differ from that of CPS Energy. Given that, the original language of Article 2, Section 4 was reinstated to provide for time-based, not scope-based, terms. Proposed Article 4, Section 1 was revised to include Board discretion over meeting frequency.

After discussion, Article 4, Sections 5 and 6 were not revised.

Ms. Shellman recapped the bylaws deliberated and the revisions that the Board members had proposed during the meeting.

Upon motion duly made by Mayor Nirenberg, seconded by Vice Chair Gonzalez, the attached RAC bylaws reflecting revisions made during discussion, were approved by a vote of 4-0-1, Trustee Kelley announcing that he was present, thus recorded as abstaining.

## VII. RATE ADVISORY COMMITTEE MEMBER SELECTION

Mr. Garza recapped the process for the selection of the 21 members comprising the RAC, noting that the period for applications was extended by two weeks after Winter Storm Uri. After applications were received, each San Antonio Councilmember nominated a member from his/her district. Each Trustee selected two applicants and two alternates. CPS Energy staff, considering the Board-selected alternate candidates and the diversity of the nominee group, made a recommendation of one additional candidate for joint Board nomination. Three of the nominees have past or existing experience on our Citizens Advisory Committee. Mr. Garza stated that the demographic and geographic diversity of the candidate pool reflects the customer base of CPS Energy. The following are the resulting nominees for RAC membership:

|                                      |                                       |
|--------------------------------------|---------------------------------------|
| John Agather (District 1)            | Wayne Eddington (Chair Dr. Mackey)    |
| Seymour Battle (District 2)          | Anthony Edwards (Chair Dr. Mackey)    |
| Lulu Avitua (District 3)             | Michael Sanchez (Vice Chair Gonzalez) |
| Peter Onofre (District 4)            | DeeDee Belmares (Vice Chair Gonzalez) |
| Andy Castillo (District 5)           | Curtis Anastasio (Trustee Kelley)     |
| Alvaro Rodriguez (District 6)        | Norman Dugas (Trustee Kelley)         |
| Eloisa Portillo-Morales (District 7) | Dana McGinnis (Trustee Steen)         |
| Michael Kennick (District 8)         | Jim Berg (Trustee Steen)              |
| Ann Marie Nikolich (District 9)      | Reed Williams (Mayor Nirenberg)       |
| Jack Hebdon (District 10)            | Dr. Olufemi Osidele (Mayor Nirenberg) |
|                                      | Anita Ledbetter (All)                 |

Mayor Ron Nirenberg moved that the 21 nominations to the RAC be approved, and Trustee Steen seconded. Upon affirmative vote by all members present, the motion was unanimously approved.

## VIII. RATE ADVISORY COMMITTEE (RAC) CHAIR & VICE CHAIR SELECTION

Mayor Nirenberg nominated Reed Williams to be RAC Chair. Trustee Steen seconded the nomination to demonstrate his support. Upon affirmative vote by all members present, Mr. Williams was selected as RAC Chair.

Vice Chair Gonzalez nominated Eloisa Portillo-Morales to be RAC Vice Chair. Mayor Nirenberg seconded the nomination to demonstrate his support.

Trustee Steen spoke favorably about Lulu Avitua's qualifications and nominated her to be RAC Vice Chair.

Mayor Nirenberg noted Ms. Portillo-Morales's qualifications and expressed his positive regard for Ms. Avitua.


Trustee Steen expressed his positive regard for Ms. Portillo-Morales.

By a vote of 3-2, the Board selected Ms. Portillo-Morales as the RAC Vice Chair.

Vice Chair Gonzalez noted that the plan will be to hold the initial RAC meeting in May.

**IX. ADJOURNMENT**

There being no further business to come before the Board, and upon motion duly made by Mayor Nirenberg, seconded by Trustee Steen, and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 2:18 p.m. by Chair Dr. Mackey.

  
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Carolyn E. Shellman  
Secretary of the Board