CPS ENERGY MINUTES OF THE REGULAR MEETING OF THE BOARD OF TRUSTEES HELD ON MAY 22, 2023

The Regular Meeting of the Board of Trustees of CPS Energy for the month of May was held on Monday, May 22, 2023 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 Gonzalez called the meeting to order at 1 p.m.

Present were Board members:

Ms. Janie Gonzalez, Chair

Dr. Francine Romero, Vice Chair

Dr. Willis Mackey

Mr. John Steen

Mayor Ron Nirenberg (arrived at 1:28 p.m.)

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

Mr. Evan O'Mahoney, Interim 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. Maria Stanton, Vice President of Supply Chain. Ms. Stanton also provided a moment of silence in remembrance of the lives lost at Robb Elementary in Uvalde one year ago.

III. PUBLIC COMMENT

Ms. Henrietta LaGrange, community member, expressed gratitude for CPS Energy employees and relayed her positive conversations with CPS Energy employees in the field.

Mr. Manasseh Durken, Durken Properties, stated he appreciated CPS Energy staff, especially Jacob Bissell, for working with them to provide a transformer solution

Mr. Aaron Parencia, Real Estate Council of San Antonio, noted industry wide shortages of materials started in late 2021, but that CPS Energy weathered material shortages into 2022. He noted the supply shortages were outside of the control of CPS Energy. He stated that shareholders are having an ongoing

open and productive conversation with CPS Energy. He finally noted that extraordinary flexibility and transparency has been shown on the part of CPS Energy and appreciates the continued collaboration.

Mr. Shad Schmid, Greater San Antonio Builder's Association (GSABA), noted that supply chain issues are not unique to San Antonio – they are occurring across the state and nation. He stated that there is open, transparent, and helpful communication with CPS Energy. The results of the collaboration and transparency have been positive, such as a public dashboard or partial electrification. GSABA appreciates the continued partnership with CPS Energy.

Mr. Patrick Garcia, San Antonio Manufacturing Association (SAMA), discussed the continued partnership with CPS Energy. Specifically, he noted the relationship with Alamo Transformers. He contacted Ms. Karma Nilsson and Ms. Maria Stanton to have dialogue on transformer solutions. He noted this meeting underscores the positive relationship between SAMA and CPS Energy, and he appreciates the openness CPS Energy staff has to collaborate and create solutions.

IV. CHAIR'S REMARKS.

Chair Gonzalez noted that summer is fast approaching, and CPS Energy will be launching an energy conservation and savings campaign and volunteering with community-based organizations to beat the heat.

She stated that supply chain shortages are critical, and she explained the ways CPS Energy is collaborating with stakeholders to meet the needs of our community.

She noted that the American Public Power Association awarded CPS Energy the diamond-level designation for being a reliable public power provider, RP3. The RP3 designation recognizes public utilities that demonstrate high proficiency in four key disciplines: reliability, safety, workforce development, and systems improvement.

Finally, she congratulated local officials that were elected or re-elected, including Mayor Nirenberg, and thanked everyone that participated in the elections.

V. RATE ADVISORY COMMITTEE (RAC) UPDATE

Vice Chair Dr. Romero noted that RAC will meet later this week and is wrapping up its discussion on rate design and affordability.

Ms. Ann Kinnard, Director of Customer Experience, introduced Dr. Olufemi Osidele and Ms. Miriam Junkett. The Board of Trustees and Mr. Garza thanked Dr. Osidele for his service on the RAC and welcomed Ms. Junkett.

VI. EXECUTIVE SESSION

At approximately 1:30 p.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)
- Competitive Matters (§551.086)
- Security Personnel or Devices (§551.076)

The Board reconvened in open session at 2:30 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.

VII. APPROVAL OF CONSENT ITEMS

On a motion by Trustee Dr. Mackey, seconded by Vice Chair Dr. Romero, and upon affirmative vote by all members present, the following items on the Consent Agenda were unanimously approved:

- A. Minutes of the Regular Board meeting held on February 27, 2023
- B. Minutes of the Regular Board meeting held on April 3, 2023
- C. Approval of Payment to the City of San Antonio for March 2023

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 April 2023 is based on actual gross revenue per the New Series Bond Ordinance of \$186,717,202.89, less applicable exclusions. In accordance with the New Series Bond Ordinance Flow of Funds requirements, current month revenue did not meet the full obligation for the 6% requirement to the Repair and Replacement account and the City Payment by \$27,066,172.90. This situation is a common occurrence for CPS Energy in the spring months due to the seasonal billing patterns. Under the previously approved agreement with the City, CPS Energy will advance to the City \$26,498,524.39 against future months' revenues for fiscal year 2024. The revenue for the month of April 2023 is calculated as follows:

Gross revenue per CPS Energy financial statements	
Electric revenue	\$195,050,273.06
Gas revenue	15,563,604.65
Interest and other income	4,334,538.48
Gross revenue per CPS Energy financial statements	214,948,416.19
Excluded revenue	
School and hospital revenue per City Ordinance 55022	(6,897,912.81)
LVG revenue per City Ordinance 100709	(22,564.79)
Fuel cost component of off-system nonfarm	
energy sales per City Ordinance 61794	
and revenue for wholesale special contracts	(5,531,546.26)
Noncash and other income, GASB 31	
investment market value change, miscellaneous	
interest income, gas billing adjustment and unbilled	

Revenue	(15,779,189.44)	
Total excluded revenue	(28,231,213.30)	
Gross revenue per New Series Bond Ordinance subject to 14% payment to the City	\$186,717,202.89	
City payment per Bond Ordinance for April 2023 based upon April 2023 revenue City payment per memorandum of understanding (MOU)	\$26,140,408.40	
regarding wholesale special contracts	370,615.99	
City Payment reduction per gas customer billing adjustment MOU	(12,500.00)	
City payment per Bond Ordinance plus adjustments for		
memorandums of understanding	26,498,524.39	Α
Utility services provided to the City for April 2023	(2,681,949.80)	
Net amount to be paid from April 2023 revenue to		
the City in May 2023	\$23,816,574.59	

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)

April 2023	Actual	Budget	Variance	
Current Month* A	\$26,498	\$31,555	(\$5,057)	-16.0%
Year-to-Date**	\$87,917	\$97,489	(\$9,572)	-9.8%

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

Approval of the following resolution is requested:

A. "BE IT RESOLVED by the CPS Energy Board of Trustees that payment to the City of San Antonio in the amount of \$23,816,574.59 representing 14% of applicable system gross revenues for the month of April 2023, such payment being net of City utility services (\$2,681,949.80), and including the current month shortage, is hereby approved." The total amount to be recovered from future months' revenues for fiscal year 2024 is \$31,271,355.09, inclusive of \$567,648.51 necessary to satisfy the 6% Repair and Replacement requirement year-to-date and \$30,703,706.58 advanced to the City.

E. Resolution approving the acquisition of the necessary property rights through negotiations or the process of eminent domain

^{**} Includes a rounding adjustment of \$1 to agree to correctly rounded YTD amount.

F. Procurement Items:

1. Item Description: Substation and Transmission Related Civil Engineering Services

Purchase Category: Professional Services **Supplier:** Civil Design Services, Inc.

Kimley-Horn and Associates, Inc. Moy Tarin Ramirez Engineers, LLC

2. Item Description: Wooden Poles

Purchase Category: Commodity & Material Goods **Supplier:** Stella-Jones Corporation Telecom Electric Supply, LLC

*The listed Procurement Items to be attached as Attachment "D".

Upon the request of Trustee Steen, Consent Item 7D (Audit & Finance Committee Charter Update) be pulled for discussion.

D. Audit and Finance (A&F) Committee Charter Update

The Board of Trustees discussed the committee charter update. Trustee Steen stated that requiring one member of the Audit & Finance Committee be a financial expert is a requirement for public companies and should be a consideration for all organizations. He expressed concern at eliminating the requirement because he believes it is a highly recommended best practice. Trustee Dr. Mackey stated that he was concerned about hiring an independent financial consultant when members of the Board have experience and oversight responsibility for the CPS Energy budget and there are qualified CPS Energy staff. Trustee Dr. Romero asked for background information, and Mr. Garza explained the qualifications of CPS Energy's CFO and contracted financial consultants, and Ms. Ramirez noted that CPS Energy's Internal Auditor reported having a financial expert on the Audit & Finance Committee was not a common practice and they were not able to source an expert to serve in the role. Chair Gonzalez noted that the Audit & Finance Committee did not have a cybersecurity expert which is a top risk factor, and CPS Energy could hire various consultants, but we already have qualified staff and consultants.

Trustee Dr. Mackey moved to approve Item 7D, Vice Chair Dr. Romero seconded, and it was approved 4-1, with Trustee Steen voting against.

VIII. COMMITTEE REPORTS

Chair Gonzalez accepted the submission of reports for the record in lieu of having them read during the meeting.

- A. Operations Oversight Committee meeting held on April 10, 2023. The report is attached as "Attachment A" to the meeting minutes.
- B. Audit and Finance Committee meeting held on April 19, 2023. The report is attached as "Attachment B" to the meeting minutes.
- C. Employee Benefits Oversight Committee meeting held on April 19, 2023. The report is attached as "Attachment C" to the meeting minutes.

IX. SUMMER 2023 PREPAREDNESS

The Executive Leadership Team presented information on CPS Energy's Summer 2023 Preparedness, noting that CPS Energy leverages the lessons-learned to enhance system performance and emergency response during significant events, and expanding communications to reach more customers. Mr. Brian Alonso, Chief Meteorologist provided a weather outlook, including tropical storm outlook. The Board of Trustees asked questions and discussed the presentation.

X. SUPPLY CHAIN IMPACTS TO DEVELOPMENT

Ms. Maria Stanton, Vice President of Supply Chain, and Ms. Karma Nilsson, Vice President of Customer Value Optimization, provided information on supply chain shortages and CPS Energy's efforts to mitigate impacts to the community. Trustee Steen, Trustee Dr. Mackey, and Vice Chair Romero stated they appreciated the efforts by Mr. Garza and CPS Energy staff in addressing supply chain issues, especially for the collaboration and open communication with shareholders. They also noted that early on they have received negative calls from community members, but the follow-up phone calls became positive. Trustee Steen stated he recently attended a meeting on supply chain shortages and noted he was impressed with the interactions by CPS Energy staff and their willingness to be flexible and think outside the box to help our community. Mayor Nirenberg and Chair Gonzalez noted their appreciation for the coordination with Alamo Transformers, and economic development opportunity to partner with a local business.

XI. J.P. MORGAN INVESTOR FORUM HIGHLIGHTS

Mr. Cory Kuchinsky, Chief Financial Officer & Treasurer, highlighted the meeting in New York with the investor community. The meeting provided an opportunity to engage with both major holders and potential investors who have a focus in the utility space.

XII. CEO RECOGNITION

Mr. Rudy Garza recognized all CPS Energy employees that worked on the annual audit. He noted that it is a lot of work to complete, and it takes everyone in the enterprise to work together in a collaborative manner. He also noted the importance of having a clean unmodified opinion that confirms CPS Energy's books and financial statements are accurate and maintained with a high excellence and strong integrity.

Then, Mr. Garza requested leaders to come to the dais to take a photograph commemorating the receipt of the RP3 diamond designation from the American Public Power Association.

XIII. REVIEW OF ACTION ITEMS

Ms. Ramirez reviewed and recapped action items.

XIV. ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Trustee Dr. Mackey, seconded by Vice Chair Romero and upon an affirmative vote by all members present, the meeting was unanimously adjourned at 3:47 p.m. by Chair Gonzalez.

Shanna M. Ramirez Secretary of the Board



OPERATIONS OVERSIGHT COMMITTEE (OOC) MEETING

PREPARED FOR COMMITTEE CHAIR, DR. FRANCINE ROMERO FOR REPORT AT THE MAY 22, 2023 BOARD OF TRUSTEES MEETING

The Operations Oversight Committee met on April 10, 2023. As part of the agenda, the Committee:

- A. Approved meeting minutes from the prior meeting held on November 10, 2022.
- B. Received a preview of Procurement items that included:
 - a. A new contract for Civil Engineering Services
 - b. A new contract for Specialty Scaffolding Services
 - c. A new contract for Physical Security Services
 - d. A new contract for Weatherization Services as part of the new STEP program
 - e. A new contract for Wooden Poles
 - f. And an overview of future funding requests for Summer 2023.
- C. Received a PUC Market Design Update that included:
 - a. An overview of policy issues regulators are addressing to ensure there are enough generators to keep up with growth
 - b. A review of the change to focus on dispatchable generation and why this is important
 - c. A discussion on short- and long-term market changes that may be adopted by the PUC and ERCOT to incentivize generator investments
 - d. And an overview of potential Market Policy changes during the Legislative Session.
- D. Received a verbal update on the Good Neighbor Plan Rule, also known as the Cross-State Air Pollution Rule, that included:
 - a. An update on the Environmental Protection Agency's (EPA's) rejection of Texas's State Implementation Plan to reduce NOx emissions during summer months
 - b. A discussion on potential financial impacts to CPS Energy if we are forced to operate under the Federal Implementation Plan
 - c. And a discussion on options and potential ERCOT requirements if the current Texas Attorney General, Texas Commission on Environmental Quality (TCEQ) and private entity lawsuits against the EPA's rejection of the state plan are unsuccessful in delaying implementation of the Federal plan.

Attachment "A" to the Ma	
Regular Board Meeting M	inutes I an update on the proposed FY2024 Performance Measures that included:
	n overview of the performance measures and a balanced approach to drive erformance
	discussion on three levels of performance measures which align to the orporate Strategic Objectives
c. A	and an overview of the proposed FY24 Board Measures.
The next meetin	ng of the Operations Oversight Committee meeting is June 29, 2023.



AUDIT & FINANCE COMMITTEE (A&F)

PREPARED FOR CHAIR JANIE GONZALEZ FOR REPORT AT THE MAY 22, 2023 BOARD OF TRUSTEES MEETING

The Audit & Finance Committee met on April 19, 2023. As part of the Audit & Finance Committee agenda, the Committee:

- A. Approved meeting minutes from the prior meeting held on Mach 2, 2022.
- B. Provided an overview of FY2023 financial reporting & audit process. The external auditors from KPMG and Shriver, Carmona & Co. were introduced.
- C. Received the results of the external audit from KPMG. Informed that the external audit process progressed more smoothly this year than the first year of the audit and there were no outstanding matters, no uncorrected misstatements, no corrected misstatements, and no deficiencies identified.
- D. Received an update on the Ethics Program, including a summary of the types and numbers of cases that were opened and closed from February 1, 2023 through March 31, 2023, and a trend analysis based on case category for FY2022 versus FY2023.
- E. Provided a procurement preview of new contracts and future funding requests. The new contracts were for civil engineering services, power generation scaffolding services, physical security services, weatherization services, and wooden poles.
- F. Provided an overview of the annual audit planning process, audit universe, and risk universe. Informed that the Enterprise Risk Management Services (ERMS) enterprise risk landscape is leveraged during the annual audit planning process. Approved the FY2024 proposed list of audit projects.
- G. Reviewed proposed revisions to the Audit & Finance Committee Charter (Charter) and agreed with the revisions and moving forward with providing the revised Charter for approval in the consent agenda at the May 22, 2023 Board meeting.

The next meeting of the Audit & Finance Committee will be held in July 2023.



EMPLOYEE BENEFITS OVERSIGHT COMMITTEE (EBOC)

PREPARED FOR COMMITTEE CHAIR JANIE GONZALEZ FOR REPORT AT THE MAY 22, 2023 BOARD OF TRUSTEES MEETING

The EBOC met on April 19, 2023. As part of the EBOC agenda, the Committee:

- A. Approved meeting minutes from the prior meeting held on March 3, 2023.
- B. Reviewed the Action Items list from the meeting held on March 3, 2023.

The Committee also received presentations regarding:

- C. A Benefit Plans Administrative & Financial Update, which highlighted the following topics: governance overview; annual calendar review; CY 2022 audit results with an unmodified ("clean") opinion by BDO USA, LLP for each plan (Pension, Health, Life, & Disability); and trusts investment performance for CY2022, since inception and YTD thru February.
- D. An Administrative Committee (AC) Membership & Succession Planning update, including a recommendation to revise the term that a member serves on the AC.

The next meeting of the EBOC will be held in July 2023.



CPS Energy Board of Trustees Meeting May 22, 2023 APPROVAL of PROCUREMENT ITEMS Table of Contents

1. Item Description: Substation and Transmission Related Civil Engineering

Services

Purchase Category:

Supplier:

Professional Services

Civil Design Services, Inc.

Kimley-Horn and Associates, Inc.

Moy Tarin Ramirez Engineers, LLC

 Item Description: Purchase Category:

Supplier:

Wooden Poles

Commodity & Material Goods

Stella-Jones Corporation

Telecom Electric Supply, LLC

Approval:

= 100.000000

Approval:

Rudy Garze, President & CEO



Item Description	Substation and Transmission Related Civil Engineering Services
Purchase Order Value	\$6,000,000
Purchase Category	Professional Services
Department	Energy Delivery Services
VP T&D Engineering & Grid Transformation	Ricardo Maldonado
EVP Energy Delivery Services	Richard Medina

Detailed Description

CPS Energy staff recommends that contracts be awarded to Moy Tarin Ramirez Engineers, LLC, a local/diverse firm, and Civil Design Services, Inc. and Kimley-Horn and Associates, Inc., both local firms, as the respondents who will provide the services at the best value for CPS Energy based on the evaluation criteria set forth below.

These contracts are for routine civil engineering services for the site design of electrical substations and transmission lines. Design services such as grading, drainage, foundations, and permitting will be supported by these contractors. These contracts also help to supplement CPS Energy's internal Civil Engineering Department. These contracts will expire on June 14, 2026.

Subcontracting Opportunities

Kimley-Horn and Associates, Inc. has committed to subcontracting 20% of overall spend to the following diverse businesses:

- Arias and Associates, Inc. is a local, small, Hispanic American-owned business providing geotechnical engineering services.
- Summit Geomatics is a local, small, Hispanic American-owned, HUBZone business providing surveying services.

Civil Design Services, Inc. has committed to subcontracting 20% of overall spend to the following diverse business:

MP Studios, LLC is a local, small business providing landscape architecture services.

The solicitation method for this procurement was a Request for Qualifications (RFQ)¹. 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	56
Safety records and training program	20
The financial soundness of the Respondent	20
The ability to meet CPS Energy's requirements	4
TOTAL	100

¹ CPS Energy is unable to consider price or economic development as Evaluation Criteria for RFQ's.

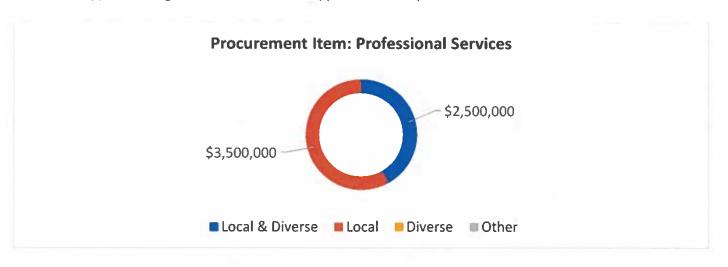


Recommended Respondent(s) & Award							
Respondent Name	SBA Classification & Details	Score	PO Value	PO #	Comments		
Civil Design Services, Inc.	Local	94	\$2,500,000	2211755	Corporate headquarters based in San Antonio Metropolitan Area		
Moy Tarin Ramirez Engineers, LLC	Local/Diverse (Small, Hispanic American-Owned)	92	\$2,500,000	2211453	Corporate headquarters based in San Antonio Metropolitan Area		
Kimley-Horn and Associates, Inc.	Local	88	\$1,000,000	2211756			
		TOTAL	\$6,000,000				

Fourteen (14) additional respondents were not recommended for award: Alisto Engineering Group; ASEC, Inc.; Binkley & Barfield, Inc; Black and Veatch; Burns & McDonnell; EN Engineering, Inc; Halff Associates; Patterson & Dewars; POWER Engineers, Inc; Power Grid Engineering (QUALUS); Testengeer, Inc; TRC Solutions, Inc; TTL; and Stanley Consultants.

Annual Funds Budgeted								
Corporate	Funding	Projected	% of FY2024	Projected	Projected	Projected		
Annual Budget	Method	FY2024 PO	Annual Corp	FY2025 PO	FY2026 PO	FY2027 PO		
		Spend	Budget	Spend	Spend	Spend		
\$940,520,261	Capital	\$1,500,000	0.16%	\$2,000,000	\$1,500,000	\$1,000,000		
\$773,000,000	Non-Fuel O&M	\$0	0%	\$0	\$0	\$0		

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





Item Description	Wooden Poles
Purchase Order Value	\$90,000,000
Purchase Category	Commodity & Material Goods
Department	Distribution Engineering
VP T&D Engineering & Grid Transformation	Ricardo Maldonado
EVP Energy Delivery Services	Richard Medina

Detailed Description

CPS Energy staff recommends that contracts for the supply of various wooden poles be awarded to Stella-Jones Corporation and Telecom Electric Supply, LLC, a diverse firm, as the respondents who will provide the materials at the best value for CPS Energy based on the evaluation criteria set forth below.

These contracts are for the procurement of wooden poles that will be used for the construction of our distribution infrastructure and for the ongoing pole replacement program. Wooden poles are among the many commodity items affected by nationwide supply chain constraints, and as such, two (2) suppliers are recommended for award to expand supply availability. The purchase order value has also increased 55% from the previous contract term to account for rapidly escalating prices experienced in this market. These contracts will support the growth of CPS Energy service territory and ongoing compliance requirements through their expiration on May 31, 2028.

Subcontracting Opportunities

Stella-Jones Corporation has committed to subcontracting their pole transportation services to Smith Trucking, a small, African American-owned business.

Telecom Electric Supply, LLC supplies wooden poles from a woman-owned pole manufacturing company, Thomasson Company.

The installation of this material also provides opportunity for CPS Energy construction contractors where prime and subcontracting opportunities to local and diverse businesses are available.

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, warranty, quality control, and contingencies	30
The overall cost	30
The ability to meet CPS Energy's requirements	25
Economic Development (local & diverse consideration)	10
The financial soundness of the Respondent	5
TOTAL	100



Recommended Respondent(s) & Award						
Respondent Name	SBA Classification & Details	Score	PO Value	PO#	Comments	
Stella-Jones Corporation		83%	\$70,000,000	3073363		
Telecom Electric Supply, LLC	Diverse (Small)	34%	\$20,000,000	3073364		
		TOTAL	\$90,000,000			

Two (2) additional respondents were not recommended for award: KBS Electrical Distributors, Inc. and Texas Electric Cooperatives Inc.

Annual Funds Budgeted								
Corporate Annual Budget	Funding Method	Projected FY2024 PO Spend	% of FY2024 Annual Corp Budget	Projected FY2025 PO Spend	Projected FY2026 PO Spend	Projected FY2027 PO Spend		
\$940,520,261	Capital	\$9,030,000	1%	\$15,480,000	\$15,480,000	\$15,480,000		
\$773,000,000	Non-Fuel O&M	\$1,470,000	0.2%	\$2,520,000	\$2,520,000	\$2,520,000		

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

