

RECEIVED
CITY OF SAN ANTONIO
CITY CLERK
2021 MAR 24 PM 12:55

SA ENERGY ACQUISITION PUBLIC FACILITY CORPORATION

NOTICE OF MEETING

BY TELEPHONE CONFERENCE

To protect the health of the public and limit the potential spread of COVID-19, the Board of Directors of the SA Energy Acquisition Public Facility Corporation will hold this meeting via telephone conference. These meeting standards are based upon the provisions of the Open Meetings Act, as modified by the Governor of Texas in response to the COVID-19 crisis. These modified standards shall remain in place until further notice or until the state disaster declaration expires or is otherwise terminated by the Texas Governor.

Notice is hereby given that the Board of Directors of the SA Energy Acquisition Public Facility Corporation will hold a public meeting **by telephone conference on Monday, March 29, 2021 at 4:35 p.m., or 15 minutes following the Regular Board Meeting of the CPS Energy Board of Trustees, whichever is later.** The Board of Directors will consider specifically those matters referred to in the attached agenda, which is incorporated herein.

There will be no in-person public access to the meeting.

**The meeting will be audio streamed on cpsenergy.com.
The meeting is also available by calling toll-free 1 (877) 353-4701.**

Those wishing to speak on an agenda item during the Public Comment portion of the meeting must register on Friday, March 26, 2021, from 7:00 a.m. CT to 1:00 p.m. CT. Registration may be made by phone at **(210) 353-4662**. Those registering to speak should be prepared to provide the following information:

- First & last name
- City & state of residence
- Phone number
- Email address
- Group for which the individual is speaking, if applicable
- Agenda item # about which they are speaking
- Any required translation services

Speakers will be called to speak in the order that they register.

The agenda packet is attached. It and other informational material may be found at:

<https://www.cpsenergy.com/en/about-us/who-we-are/trustees/board-meetings.html>

A recording of the telephonic meeting will be made and will be available to the public in accordance with the Open Meetings Act upon written request.

At any time during the Board Meeting, and pursuant to the provisions of Chapter 551 of the Texas Government Code, the Board may meet in executive session for consultation concerning attorney-client matters under Section 551.071; for deliberations and other authorized action on real property under Section 551.072; on prospective gifts or donations under Section 551.073; on personnel under Section 551.074; on security personnel or devices under Section 551.076; on economic development negotiations under Section 551.087; to deliberate, vote, or take final action on competitive matters under Section 551.086; to deliberate regarding security audits and devices under Section 551.089; or to deliberate under Texas Government Code Section 418.183(f) about confidential information under the Texas Homeland Security Act.

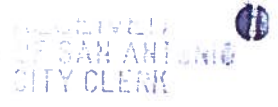
Shellman, Digitally signed by
Carolyn E. Shellman, Carolyn E.
Date: 2021.03.23
16:45:22 -05'00'

Carolyn E. Shellman
Secretary of the Board
March 24, 2021

March 2021 PFC Meeting - AGENDA



**SA ENERGY ACQUISITION PUBLIC FACILITY CORPORATION MEETING
TO BE HELD ON MARCH 29, 2021
BY TELEPHONE CONFERENCE
1 (877) 353-4701**



2021 MAR 24 PM 12:55

This meeting will follow the 15-minute break after the Regular Board Meeting of the CPS Energy Board of Trustees held at 1:00 p.m.

This agenda serves notice that the Board of Directors of the SA Energy Acquisition Public Facility Corporation will hold a meeting, open to the public, at which time the Board of Directors will consider the following matters, detailed below.

To protect the health of the public and limit the potential spread of COVID-19, the CPS Energy Board of Trustees will hold this meeting via telephone conference. These meeting standards are based upon the provisions of the Open Meetings Act, as modified by the Governor of Texas in response to the COVID-19 crisis. These modified standards shall remain in place until further notice or until the state disaster declaration expires or is otherwise terminated by the Texas Governor. There will be no in-person public access to the meeting.

At any time during the Board Meeting, and pursuant to the provisions of Chapter 551 of the Texas Government Code, the Board may meet in executive session for consultation concerning attorney-client matters under Section 551.071; for deliberations and other authorized action on real property under Section 551.072; on prospective gifts or donations under Section 551.073; on personnel under Section 551.074; on security personnel or devices under Section 551.076; on economic development negotiations under Section 551.087; to deliberate, vote, or take final action on competitive matters under Section 551.086; to deliberate regarding security audits and devices under Section 551.089; or to deliberate under Texas Government Code Section 418.183(f) about confidential information under the Texas Homeland Security Act.

ITEM	TOPIC	ACTION	PRESENTER / SPONSOR
1	CALL TO ORDER	Execute	Mr. John Steen
2	PUBLIC COMMENT Pre-Registration on Friday, March 26, 2021 from 7:00 AM – 1:00 PM @ (210) 353-4662 or PublicCommentRegistration@CPSEnergy.com A. Chair’s Announcements B. Comments	Discuss	Mr. John Steen
CHAIR’S PRIORITIES			
3	APPOINTMENT OF OFFICERS	Vote	Ms. Carolyn Shellman
CONSENT AGENDA			
4	APPROVAL OF CONSENT ITEMS: A. Minutes of the Meeting held on 12/14/2020	Vote	Dr. Willis Mackey
REGULAR AGENDA			
5	FINANCIAL AUTHORIZATION & APPROVALS POLICY FOR BANKING & INVESTING UPDATE	Discuss	Ms. Shannon Albert
6	CLOSE-OUT: Review Action Items from this meeting	Discuss	Ms. Shannon Albert
7	ADJOURNMENT	Execute	Dr. Willis Mackey
If the Board meeting has not adjourned by 5:00 PM, the presiding officer may entertain a motion to continue the meeting, postpone the remaining items to the next Board meeting date, or recess and reconvene the meeting at a specified date and time.			



RESOLUTION TO APPROVE ELECTION OF OFFICERS

WHEREAS, Article VII of the SA Energy Acquisition Facility Corporation’s (Corporation) Articles of Incorporation stipulates that “No person shall be appointed as a director of the corporation unless that person is also appointed as a member of the Board of Trustees of CPS Energy or serves as the General Manager and CEO or Chief Financial Officer of CPS Energy; provided that a director whose term on the Board of Trustees of CPS Energy or whose employment at CPS Energy concludes before the expiration of the term as a director of the corporation shall also conclude their term as a director of the Corporation”; and

WHEREAS, all terms of the members of the Corporation’s Board expired on January 31, 2021 and on January 14, 2021, the San Antonio City Council reappointed all members of the Corporation’s Board to two-year terms expiring January 31, 2023; and

WHEREAS, the Corporation’s by-laws call for the election of a president, a vice president, a secretary, and an executive director and authorize the board of directors to establish and fill other offices that it determines to be necessary.

NOW, THEREFORE, BE IT RESOLVED, that the following persons shall serve as officers of the Corporation, in positions as identified below, for a term ending January 31, 2022, provided that an officer whose term on the Board of Trustees of CPS Energy concludes before the expiration of the term as an officer of the corporation shall also conclude his/her term as an officer of the corporation:

President ^(1,3)	Dr. Willis Mackey
Vice President ^(1,3)	Janie Gonzalez
Assistant Vice President ⁽¹⁾	Paula Y. Gold-Williams
Secretary	Carolyn Shellman
Assistant Secretary ⁽²⁾	Shannon R. Albert
Treasurer ⁽²⁾	Julie Johnson
Executive Director	Paul Vinson

Notes:

- 1) *Also serves as a Director of the Corporation. Other Trustees of CPS Energy not specified above also serve as Directors of the Corporation.*
- 2) *Serves as an Authorized Financial Officer for Banking & Investing of the Corporation.*
- 3) *The President and Vice President positions in the Corporation are aligned to be consistent with the Chair and Vice Chair positions on the CPS Energy Board.*

Carolyn Shellman, Secretary



**MINUTES OF MEETING OF
BOARD OF DIRECTORS
HELD ON DECEMBER 14, 2020**

A regular meeting of the Board of Directors of SA Energy Acquisition Public Facility Corporation ("PFC"), held by telephone conference, was called to order on Monday, December 14, 2020 at 5:42 p.m. by PFC President John Steen.

The following Directors of the PFC, constituting a quorum, were present and participated throughout the meeting:

- Mr. John Steen
- Dr. Willis Mackey
- Mr. Ed Kelley
- Ms. Janie Gonzalez
- Ms. Paula Gold-Williams
- Mr. Gary Gold

Also, in attendance during the telephone conference were:

- Ms. Carolyn Shellman, Secretary
- Ms. Shannon Albert, Treasurer
- CPS Energy leadership and staff members

I. WELCOME / CALL TO ORDER

Mr. Steen welcomed everyone and called the meeting to order.

II. PUBLIC COMMENT

No members of the public registered to speak. President Steen noted the various communication channels available for public comment.

III. APPROVAL OF CONSENT ITEMS

Approval of August 31, 2020 Minutes

Upon motion made by Mr. Kelley and seconded Dr. Mackey, the meeting minutes from the August 31, 2020 meeting were approved by all members present.

IV. AMENDMENT TO BYLAWS

Ms. Shellman stated that the proposed bylaw amendments update the PFC principal office and meeting location. Ms. Shellman noted that the principal office may be updated in the future without amending the bylaws.

Upon motion made by Dr. Mackey and seconded by Mr. Kelley, the amendments to the bylaws were approved by all members present.

V. FINANCIAL AUTHORIZATION AND APPROVALS POLICY FOR BANKING AND INVESTING

Mr. Gold presented the Financial Authorization and Approvals Policy for Banking and Investing noting that PFC Officers are required to annually review and approve it. Mr. Gold stated that there were no updates to the Policy.

In response to Ms. Gonzalez, Mr. Gold explained that the primary purpose of the PFC is the prepaid natural gas transaction.

Mr. Kelley asked about the various uses and meanings of “trustee” throughout the Policy. After discussion with staff, the Board requested that the term be defined or clarified in the Policy.

Ms. Gold-Williams moved that the Policy be approved, subject to the requested clarifications being made. Mr. Kelley seconded, and the motion was approved by all members present.

Ms. Albert agreed to provide the clarified Policy to the Board.

VI. CLOSE-OUT

Ms. Albert noted one action item: to clarify the Policy as discussed and provide it to the Board.

VIII. ADJOURNMENT

There being no further business to come before the Board, upon motion by Mr. Kelley, seconded by Ms. Gold-Williams, the meeting was unanimously adjourned by Mr. Steen at 5:58 p.m.

Carolyn Shellman, Secretary



FINANCIAL AUTHORIZATION AND APPROVALS POLICY FOR BANKING AND INVESTING - UPDATE

PFC POLICY CLARIFICATION

(reprinted from informational email sent to Board of Directors 1/29/21)

In response to a request by Trustee Kelley at the December 2020 Board meeting, we are providing you with clarifying language on the Financial Authorization and Approvals Policy for Banking and Investing ("The Policy"), effective January 31, 2021.

To address the request for clarification on the use of the words "Trustee" and "trustee," we have made the following changes within the Policy:

- Defined the word "Trustee" to refer to the PFC's custodial bank who will pledge collateral in accordance with the Texas Public Funds Collateral Act and the Trust Indenture.
- Added a reference to the Texas Property Section Code as the source of this definition.
- Identified Bank of New York Trust Company, N.A. as the current Trustee for the PFC.
- Replaced previous reference to "trustee" or "trustees" with the newly defined "Trustee."
- Clarified the Standard of Care section.

We have attached the Texas Property Code and have highlighted the relevant section for your convenience. We are also providing copies of both redlined and clean versions of the Policy.

Please do not hesitate to contact us with any additional questions. We appreciate your continued support.

Sincerely,

Loretta Kerner, Interim Director, Board Relations & Chief of Staff to the CEO, on behalf of,

Gary Gold, CPA

Interim Chief Financial Officer (CFO) & Treasurer
CPS Energy | 500 McCullough Ave., San Antonio, TX 78215 | MD: CT1501
Office: 210.353.2523 | Mobile: 210.414.8311
Email address | gwgold@cpsenergy.com

From: [Johnson, Julie](#)
To: [Shringarpure, Gautam](#); [Cervantes, Roy A.](#); [Diez, Ricardo M.](#); [Infante, Jessica](#)
Cc: [Salinas, Ernestine V.](#)
Subject: FW: Board Relations Update: PFC Policy Clarification
Date: Friday, January 29, 2021 3:39:45 PM
Attachments: [image001.png](#)
[TEXAS PROPERTY CODE Sec. 111.004\(18\).pdf](#)
[PFC - Financial Authorization and Approvals Policy for Banking and Investing FY21-22 Final 11-18-20 Original w changes for Action Item RL 1-5-21.pdf](#)
[PFC - Financial Authorization and Approvals Policy for Banking and Investing FY21-22 Final 11-18-20 Original w changes for Action Item Clean 1-5-21.pdf](#)
Importance: High

FYI

From: Kerner, Loretta
Sent: Friday, January 29, 2021 3:34 PM
To: Kerner, Loretta <akerner@cpsenergy.com>
Subject: Board Relations Update: PFC Policy Clarification
Importance: High



This informational email was sent to the Board of Directors of SA Energy Acquisition Public Facility Corporation (PFC): John Steen, Dr. Willis Mackey, Ed Kelley, Janie Gonzalez, Mayor Ron Nirenberg, Paula Gold-Williams, Carolyn Shellman, Shannon Albert, Julie Johnson, Paul Vinson and Gary Gold.
Also included were: Denae Myers, Zandra Pulis, Ivalis Meza Gonzalez and Michelle Lugalía-Hollon.

Dear Directors & Officers of the PFC,

In response to a request by Trustee Kelley at the December 2020 Board meeting, we are providing you with clarifying language on the Financial Authorization and Approvals Policy for Banking and Investing (“The Policy”), effective January 31, 2021.

To address the request for clarification on the use of the words “Trustee” and “trustee,” we have made the following changes within the Policy:

- Defined the word “Trustee” to refer to the PFC’s custodial bank who will pledge collateral in accordance with the Texas Public Funds Collateral Act and the Trust Indenture.
- Added a reference to the Texas Property Section Code as the source

of this definition.

- Identified Bank of New York Trust Company, N.A. as the current Trustee for the PFC.
- Replaced previous reference to "trustee" or "trustees" with the newly defined "Trustee."
- Clarified the Standard of Care section.

We have attached the Texas Property Code and have highlighted the relevant section for your convenience. We are also providing copies of both redlined and clean versions of the Policy.

Please do not hesitate to contact us with any additional questions. We appreciate your continued support.

Sincerely,

Loretta Kerner, Interim Director, Board Relations & Chief of Staff to the CEO, on behalf of,

Gary Gold, CPA

Interim Chief Financial Officer (CFO) & Treasurer
CPS Energy | 500 McCullough Ave., San Antonio, TX 78215 | MD: CT1501
Office: 210.353.2523 | Mobile: 210.414.8311
Email address | gwgold@cpsenergy.com

Julie Johnson, CPA

Sr. Director, Treasury & Finance | Financial Services
CPS Energy | 500 McCullough Ave., San Antonio, TX 78215 | MD: CT0701
Office: 210.353.2462 | Mobile: 210.289.3490
Email address | mjjohnson@cpsenergy.com

Gautam J. Shringarpure, CFA

Director | Debt Management
CPS Energy | 500 McCullough Ave., San Antonio, TX 78215 | MD: CT0701
Office: 210.353.2710 | Mobile: 210.793.6002
Email address | gshringarpur@cpsenergy.com