

**THIS IS A DRAFT AND WILL BE REPLACED BY THE FINAL, SIGNED  
ORDINANCE OR RESOLUTION ADOPTED BY CITY COUNCIL.**

**RESOLUTION**

**REAPPOINTING MAYOR RON NIRENBERG, JOHN STEEN, ED KELLEY, WILLIS MACKKEY, JUANITA (JANIE) GONZALEZ, PAULA GOLD-WILLIAMS, AND GARY GOLD TO THE SA ENERGY ACQUISITION PUBLIC FACILITIES CORPORATION BOARD OF DIRECTORS FOR A TERM OF OFFICE COMMENCING ON FEBRUARY 1, 2021 AND EXPIRING JANUARY 31, 2023; AND APPROVING AMENDMENTS TO THE PFC BYLAWS.**

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**WHEREAS**, the CPS Energy System is subject to bond covenants related to the management of the System, including the requirement that nominees for vacancies on the CPS Board of Trustees be approved by a majority vote of the San Antonio City Council as evidence by ordinance or resolution; and

**WHEREAS**, on April 19, 2007, the City Council approved Resolution No. 2007R-04-19-0455 authorizing the creation of SA Energy Acquisition Public Facility Corporation (“PFC”), which articles of incorporation and Bylaws require the City Council to appoint the members of the CPS Energy Board of Trustees along with the President & CEO and the Chief Financial Officer of CPS Energy to the PFC Board of Directors and approve amendments to the PFC Bylaws; and

**WHEREAS**, PFC Directors serve two-year terms; and

**WHEREAS**, at the PFC Board of Directors meeting on June 29, 2020, a Bylaw amendment was approved, aligning the terms of office of all PFC Directors to expire on January 31<sup>st</sup> of odd number years; and as a result of the amendment, all PFC Directors, including those who may not have served a complete two-year term, require reappointment at this time; and

**WHEREAS**, as part of the CPS Energy campus headquarters move, at the PFC Board of Directors meeting on December 14, 2020, a Bylaw amendment was approved, updating the location of the PFC principal office and Board meetings to the new headquarters at 500 McCullough Ave., San Antonio Texas 78215; and

**WHEREAS**, the CPS Energy Board of Trustees submitted a letter to the City Clerk requesting a Resolution from the City Council reappointing Mayor Ron Nirenberg, John Steen, Ed Kelley, Willis Mackey, Juanita (Janie) Gonzalez, Paula Gold-Williams, and Gary Gold to the PFC Board of Directors and approval of the Bylaw amendments; and

**WHEREAS**, this Resolution will reappoint Mayor Ron Nirenberg, John Steen, Ed Kelley, Willis Mackey, Juanita (Janie) Gonzalez, Paula Gold-Williams, and Gary Gold to the SA Energy PFC Board of Directors for a term of office commencing on February 1, 2021 and

expiring January 31, 2023; and approving PFC Bylaw amendments aligning all Directors' terms to expire on January 31<sup>st</sup> of odd-number years and updating the location of the PFC principal office and PFC Board meetings; **NOW THEREFORE:**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

**SECTION 1.** Mayor Ron Nirenberg, John Steen, Ed Kelley, Willis Mackey, Juanita (Janie) Gonzalez, Paula Gold-Williams, and Gary Gold are reappointed to the SA Energy Acquisition Public Facility Corporation Board of Directors for a term of office commencing on February 1, 2021 and expiring January 31, 2023.

**SECTION 2.** SA Energy Acquisition Public Facility Corporation Bylaw amendments aligning the terms of office of all members of the Board of Directors to expire on January 31<sup>st</sup> of odd number years and updating the location of the PFC's principal office and PFC Board meetings to the new CPS Energy headquarters at 500 McCullough Ave., San Antonio Texas 78215, as further set out in **Exhibit 1**, are approved.

**SECTION 3.** This Resolution becomes effective immediately upon the receipt of eight affirmative votes, or in the event eight affirmative votes are not received, on the tenth day after passage.

**PASSED AND APPROVED** this 14<sup>th</sup> day of January 2021.

**M A Y O R**  
**Ron Nirenberg**

**ATTEST:**

**APPROVED AS TO FORM:**

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Tina J. Flores, City Clerk

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Andrew Segovia, City Attorney