



# City of San Antonio

## Agenda Memorandum

**File Number:**20-7405

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**Agenda Item Number:** 17.

**Agenda Date:** 1/14/2021

**In Control:** City Council A Session

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**DEPARTMENT:** Office of the City Clerk

**DEPARTMENT HEAD:** Tina J. Flores

**COUNCIL DISTRICTS IMPACTED:** City-Wide

### **SUBJECT:**

Reappointing Mayor Ron Nirenberg, John Steen, Ed Kelley, Willis Mackey, Juanita (Janie) Gonzalez, Paula Gold-Williams, and Gary Gold to the SA Energy Acquisition Public Facility Corporation (PFC) Board of Directors and approval of Bylaw amendments.

### **SUMMARY:**

Resolutions approving amendments to the PFC Bylaws updating the location of the PFC principal office and meetings to the new CPS Energy headquarters and aligning Directors' terms, and the Reappointment of Directors to the PFC Board of Directors for a term commencing February 1, 2021 and ending January 31, 2023.

### **BACKGROUND INFORMATION:**

The CPS Energy Board of Trustees is comprised of five citizens, one of whom is the Mayor. The Mayor is a voting member of the Board and is charged with keeping the City Council advised and informed of any actions, deliberations and decisions of the Board.

In Resolution No. 2007R-04-19-0455, approved on April 19, 2007, the City Council approved the creation of the PFC. The PFC's Articles of Incorporation and Bylaws require that the City Council approve any amendments to the Bylaws, as well as appoint or reappoint the members of the CPS Energy Board of Trustees, along with the President & CEO and the CFO of CPS Energy to the PFC Board of Directors. The PFC was created to finance and acquire electric energy, power and fuel for use by CPS Energy in operating its generation plants and in providing service to its customers. PFC directors serve two-year terms, except for directors appointed to replace a director who has resigned, died, become incapacitated, or has been removed during his

or her term, and directors appointed to replace a director who served on the CPS Energy Board of Trustees (each a “Successor Director”), who shall serve for the remainder of the predecessor’s term. Directors whose terms have expired shall continue to serve until his or her successors are appointed.

At the PFC Board of Directors meeting on June 29, 2020, a Bylaw amendment was approved, aligning the terms of office of all members of the PFC Board of Directors to expire on January 31 of odd number years (the Term End Date”). As a result of the amendment, all PFC members, including those who may not have served a complete two-year term, require reappointment at this time.

Additionally, 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.

## **ISSUE:**

Pursuant to Resolution No. 2007R-04-19-0455, City Council reappoints to the PFC Board of Directors the members of the CPS Energy Board of Trustees, along with the President and CEO and the CFO of CPS Energy. Members of the PFC requiring reappointment to align with the term of office from February 1, 2021 to January 31, 2023 are as follows:

- Ron Nirenberg, Mayor & Ex-Officio Member Board of Trustees
- Mr. John Steen, CPS Energy Trustee
- Dr. Willis Mackey, CPS Energy Trustee
- Mr. Ed Kelley, CPS Energy Trustee
- Ms. Janie Gonzalez, CPS Energy Trustee
- Ms. Paula Gold-Williams, President & CEO, CPS Energy
- Mr. Gary Gold, Interim CFO & Treasurer, CPS Energy

Requesting approval of the PFC Bylaw amendments

1. Aligning all Directors’ terms to expire on January 31 of odd-numbered years.
2. Updating the location of the PFC principal office and Board meetings to 500 McCullough Ave., San Antonio Texas 78215.

## **ALTERNATIVES:**

Resolution No. 2007R-04-19-0455, requires the PFC Board of Directors to be the members of the CPS Energy Board of Trustees, along with the President and CEO and the CFO of CPS Energy. If the reappointments are not approved, the PFC Directors continue to serve until successors are appointed.

## **FISCAL IMPACT:**

There is no fiscal impact.

## **RECOMMENDATION:**

The reappointment of all members of the PFC Board of Directors.

## Approval of the PFC Bylaw amendments

This item is coordinated with the Mayor's Office, the Office of the City Attorney, and the Office of Public Utilities. The Office of the City Clerk recommends appointment.