

BOARD OF DIRECTORS MEETING

DUE TO THE EXISTENCE OF AN EMERGENCY RELATED TO THE CORONA VIRUS EPIDEMIC, AND IN ACCORDANCE WITH GOVERNOR ABBOTT'S SUSPENSION OF CERTAIN PROVISIONS OF THE TEXAS OPEN MEETINGS ACT, MEMBERS OF THE PUBLIC MAY ATTEND BY USING THE FOLLOWING FREE-OF-CHARGE VIDEOCONFERENCE LINK TO THE VIDEOCONFERENCE CALL:

FRIDAY, March 26, 2021
10:00 AM

2. Resolution No. **2021-3-1**, authorizing an amendment to the General Manager Agreement; approving a secondary employment of the General Manager; and resolving matters incidental and related thereto.
3. Future Meeting Dates.
4. Adjourn.

March 26, 2021

AGENDA ITEM NO. 1A

SUBJECT: Discussion relating to the employment and duties of the General Manager (personnel matter under Section 551.074, Government Code and legal advice under Section 551.071, Government Code.)

DISCUSSION: The General Manager has been approached concerning a potential secondary employment. The purpose of this agenda item is to discuss the potential secondary employment, its effect on the General Manager's duties to the Agency, and pertinent provisions of the General Manager Agreement. For the open portion of the meeting, following the executive session, a Resolution is for consideration that would authorize an amendment to the General Manager Agreement, to permit a secondary employment if it is approved by the Board, and that would approve the secondary employment in this particular case.

BACKUP MATERIAL: The proposed amendment to the General Manager Agreement is attached to the Resolution.

ACTION REQUESTED: In open session, approval of the Resolution.

March 26, 2021

AGENDA ITEM NO. 2

SUBJECT: Resolution No. 2021-3-1, authorizing an amendment to the General Manager Agreement; approving a secondary employment of the General Manager; and resolving matters incidental and related thereto.

DISCUSSION: The General Manager has been approached concerning a potential secondary employment. The General Manager Agreement does not specifically address secondary employment, but it does expressly require that the General Manager be on call for Agency business “at all times”.

The purpose of this Resolution is to authorize an amendment to the General Manager Agreement that expressly authorizes secondary employment if the secondary employment is approved by the Board. The Resolution also authorizes a secondary employment, within the parameters discussed in executive session on the date of the Resolution.

BACKUP

MATERIAL: The proposed Amendment to the General Manager Agreement is attached to the Resolution as Exhibit “A”.

ACTION

REQUESTED: Consideration and action on Resolution No. 2021-3-1.

RESOLUTION NO. 2021-3-1

A RESOLUTION BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY ("AGENCY") AUTHORIZING AN AMENDMENT TO THE GENERAL MANAGER AGREEMENT; APPROVING A SECONDARY EMPLOYMENT OF THE GENERAL MANAGER; AND RESOLVING MATTERS INCIDENTAL AND RELATED THERETO.

WHEREAS, the Board desires to authorize an amendment to the General Manager Agreement that permits the General Manager to engage in secondary employment, provided the secondary employment is approved by the Board;

WHEREAS, the Board desires to approve a secondary employment of the General Manager;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY:

1. That the above recitals are true and correct;
2. That the President of the Board is authorized to execute an amendment to the General Manager Agreement that authorizes the General Manager to engage in a secondary employment, provided the secondary employment is approved by the Board;
3. That the amendment to the General Manager Agreement shall be in substantially the same form as Exhibit "A";
4. That the Board approves the secondary employment of the General Manager within the parameters discussed in executive session on this date;
5. That it is officially found and determined that notice of this meeting of the Board of Directors of the Agency was given as required by law.

PASSED AND APPROVED THIS 26TH DAY OF MARCH 2021.

Sue Ann Harting, President
Board of Directors
Texas Municipal Power Agency

ATTEST:

Buppy Simank, Secretary
Board of Directors
Texas Municipal Power Agency

EXHIBIT “A” TO RESOLUTION NO. 2021-3-1

AMENDMENT NUMBER FIVE TO GENERAL MANAGER AGREEMENT

This Amendment Number Five To General Manager Agreement is entered into between the Texas Municipal Power Agency (the “Agency”) and Bob Kahn, effective March 26, 2021 (the “Effective Date”).

RECITALS

The Agency and the General Manager have previously entered into the General Manager Agreement, effective December 6, 2012, as amended by Amendment Number One To General Manager Agreement, effective November 10, 2014, as amended by Amendment Number Two To General Manager Agreement, effective February 22, 2018, as amended by Amendment Number Three to General Manager Agreement, effective October 1, 2019, and as amended by Amendment Number Four to General Manager Agreement, effective December 10, 2020 (as amended, the “General Manager Agreement”). The Agency and the General Manager desire to amend the General Manager Agreement in accordance with the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the mutual undertakings herein contained, the Agency and the General Manager agree to amend the General Manager Agreement as follows:

Section 1. As of the Effective Date, Section 3(b) of the General Manager Agreement is amended to read as follows:

The General Manager shall devote as much time as is necessary to fulfill the duties of General Manager as set forth in this Agreement and, to the end, the General Manager shall be considered “on call” for Agency business at all times. The foregoing provision, however, shall not preclude the General Manager from engaging in a secondary employment that is approved by motion or resolution of the Board.

Section 2. This Amendment Number Five To General Manager Agreement may be executed in multiple counterparts, each of which shall constitute an original but both or all of which, when taken together, shall constitute but one instrument. This Amendment Number Five To General Manager Agreement may be delivered by the exchange of signed signature pages by facsimile transmission or by attaching a pdf copy to an email, and any printed or copied version of any signature page so delivered shall have the same force and effect as an originally signed version of such signature page.

IN WITNESS WHEREOF, the parties have caused this Amendment Number Five To General Manager Agreement to be signed as of the dates set forth below.

By: _____
Sue Ann Harting
President, Board of Directors

Date: _____

By: _____
Bob Kahn

Date: _____

March 26, 2021

AGENDA ITEM NO. 3

SUBJECT: Future meeting dates and subjects

DISCUSSION: The date for the next scheduled Board meeting is **June 10, 2021 in Garland.**

**TENTATIVE
MEETING DATES
FOR 2021 and 2022:**

September 9, 2021 - Bryan
December 9, 2021 – Garland

February 10, 2022 – Bryan
June 9, 2022 – Garland
September 8, 2022 – Bryan
December 8, 2022 – Garland