TEXAS MUNICIPAL POWER AGENCY

BOARD OF DIRECTORS MEETING

THE PRESIDING OFFICER WILL BE IN ATTENDANCE AT, AND MEMBERS OF THE PUBLIC MAY ATTEND, THE FOLLOWING LOCATION:

THE STELLA HOTEL
4100 LAKE ATLAS DRIVE
BRYAN, TX 77807

Thursday, September 14, 2023
10:30 AM

Preliminary matters:

- Call to order
- Public comments

The following matters are scheduled for discussion and for possible action:

1. Consent Agenda Items:

   A. Consider approval of meeting minutes of the June 8, 2023 and June 16, 2023 Board of Directors meetings.

2. Annual Board Update relating to Fiscal Year 2023

3. Planning & Operating Committee report relating to results of the Planning & Operating Committee meeting of September 14, 2023

4. Status report relating to environmental and regulatory compliance matters

5. Status report relating to mine reclamation and land matters

6. FY23 Third Quarter Budget Status Report

7. Status report relating to the TMPA transmission operations and five-year transmission capital project plan

8. Resolution No. 2023-9-1, amending the FY2023 Annual Transmission System Capital Budget by appropriating funds for the Brazos Interconnection at Denton West Interchange Project; and resolving matters incidental and related thereto.

9. Resolution No. 2023-9-2, amending the FY2023 Annual Transmission System Capital Budget by appropriating funds for the Spencer Interchange Transformer Upgrade Project; and resolving matters incidental and related thereto

10. Executive session will be held pursuant to the Open Meetings Act (Chapter 551, Government Code, personnel matter under Section 551.074, Government Code, value of real property under

Section 551.072, Government Code, and legal advice under Section 551.071, Government Code) for the following items:

A. TMPA v. Gibbons Creek Environmental Redevelopment Group, LLC, Cause No. D-1-GN-22-004434, in the 126th District Court of Travis County, Texas (legal advice under Section 551.071, Government Code)

B. Status report relating to the sale of SP-50 (value of real property under Section 551.072, Government Code)

C. PUC Docket No. 55067, Application of Oncor Electric Delivery LLC to amend its Certificate of Convenience and Necessity for the Ramhorn Hill-Dunham 345 kV Transmission Line in Denton and Wise Counties (legal advice under Section 551.071, Government Code)

D. General Manager Agreement (personnel matter under Section 551.074, Government Code, and legal advice under Section 551.071, Government Code)

In the Board's discretion, the Board may discuss and/or take action on one or more of the above executive session items in open meeting. In regard to items scheduled on this agenda for discussion and/or action in the open portion of the meeting, the Board may, in its discretion, address one or more of such items in executive session if and to the extent permitted by the Texas Open Meetings Act.

11. Election of Officers (President, Vice President, and Secretary) and approval of appointments to standing committees (Audit & Budget Committee and Personnel Committee) in accordance with Agency Rules & Regulations

12. Future Meeting Dates

13. Adjourn

September 14, 2023

AGENDA ITEM NO. 1

SUBJECT: Consent Agenda Items

DISCUSSION: These items, since they deal with routine business, have been grouped together as consent items so that they can be approved with a single vote of the Board.

If a Board Member desires to discuss any of these items, the Board Member may so request at the meeting, and the matter will be discussed and voted on separately from the remaining consent items.

It is expected that the use of a consent agenda will streamline the decision-making process and allow the Board time to focus on more important items.

BACKUP MATERIAL:

Consent Agenda Item(s):

A. Consider approval of meeting minutes of the June 8, 2023 and June 16, 2023 Board of Directors meetings.

ACTION REQUESTED: Consideration and action on the Consent Agenda Item(s).

TEXAS MUNICIPAL POWER AGENCY

BOARD OF DIRECTORS MEETING

VIA VIDEO CONFERENCE CALL

LOCATION AT WHICH MEMBERS OF THE PUBLIC WERE INVITED TO ATTEND:

DENTON MUNICIPAL ELECTRIC
1659 SPENCER ROAD
DENTON, TX 76205

Thursday, June 8, 2023
10:30 AM

President Cheek called the meeting to order at 10:48 AM.

The following people were present at the meeting.

Board Members:

James Ratliff – City of Garland
Summer Spurlock and Sue Ann Harting – City of Greenville
Jesse Davis and Bill Cheek – City of Denton
Kean Register and Andrew Nelson – City of Bryan
Tom Jefferies – Absent

Staff:

Bob Kahn, Daniel Meadows, Lyndi Birkhead and Tracy Stracener

Others:

Carl Shahady – Tiemann, Shahady & Hamala, P.C.
Gary Miller - BTU
Antonio Puente and Terry Naulty – Denton Municipal Electric
Darrell Cline, Tom Hancock, and Steve Martin – Garland Power & Light
Alicia Hooks and Cathy Rosson – GEUS
Jan Horbaczewski
Jose de la Fuente
Jerry Fielder

Public Comments:

Mr. Cheek asked for comments, there were none.

1. **Resolution No. 2023-6-1, acknowledging the contributions of Buppy Simank to the Agency; expressing the Agency's appreciation for 3 years of dedicated service; and expressing the hopes of the Agency for an enjoyable and fruitful future.**

Mr. Nelson moved, seconded by Mr. Register, approval of Resolution No. 2023-6-1.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

2. Committee Reports

A. Audit and Budget Committee report relating to the results of the May 24, 2023 Committee meeting.

An update was provided by Mr. Davis.

3. Consent Agenda Items:

A. Consider approval of meeting minutes of the February 9, 2023 Board of Directors meeting.

Ms. Harting moved, seconded by Mr. Register, approval of all consent agenda items.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

4. Planning & Operating Committee report relating to results of the Planning & Operating Committee meeting of June 8, 2023.

An update was provided by Mr. Puente.

5. Status report relating to mine reclamation and land matters.

An update was provided by Mr. Horbaczewski.

6. Resolution No. 2023-6-2, authorizing additional funding for the Acid Seep Project ("Project"); and resolving matters incidental and related thereto.

Mr. Ratliff moved, seconded by Mr. Davis, approval of Resolution No. 2023-6-2.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

7. Status report relating to environmental and regulatory compliance matters.

An update was provided by Mr. Meadows.

8. FY23 Second Quarter Budget Status Report.

An update was provided by Mrs. Birkhead.

9. FY24 Annual Budgets, including FY24 Budget Package

Resolution No. 2023-6-3 adopting a Generation budget for FY24
Resolution No. 2023-6-4 adopting a Mine budget for FY24
Resolution No. 2023-6-5 adopting a Transmission budget for FY24

Mr. Ratliff moved, seconded by Mrs. Harting, approval of Resolution Nos. 2023-6-3, 2023-6-4 and 2023-6-4.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

10. FY24 Rates and Charges

Resolution No. 2023-6-6 establishing Generation charges for FY24
Resolution No. 2023-6-7 establishing Mine charges for FY24

Mrs. Harting moved, seconded by Mr. Davis, approval of Resolution Nos. 2023-6-6 and 2023-6-7.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

11. Resolution No. 2023-6-8, adopting and approving an Annual Transmission System Capital Budget for the Agency for the Fiscal Year October 1, 2023 through September 30, 2024; and resolving matters incidental and related thereto.

Mr. Ratliff moved, seconded by Mr. Register, approval of Resolution No. 2023-6-8.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

12. Status report relating to the TMPA transmission operations and five-year transmission capital project plan.

An update was provided by Mr. Martin.

13. Resolution No. 2023-6-9, amending the FY2023 Annual Transmission System Capital Budget by increasing the amount that is authorized to be expended on the Brand Road Pole Relocation Project; and resolving matters incidental and related thereto.

Ms. Harting moved, seconded by Mr. Davis, approval of Resolution No. 2023-6-9.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

14. Executive Session.

Mr. Cheek announced that the Board would convene in executive session pursuant to Sections 551.071 and 551.074 Government Code.

The open session was recessed, and the executive session was called to order by Mr. Cheek at 11:27 AM.

The open session resumed at approximately 12:38 PM**.**

15. Ms. Harting moved, seconded by Mr. Ratliff, to amend the General Manager Agreement within the parameters discussed in executive session.

Motion carried; voting as follows:

Cheek – Aye	Jefferies – Absent
Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

16. Future Meeting Dates.

By general consensus of the Board, the next Board meeting is tentatively set for September 14, 2023 in Bryan, Texas, and special meeting will also be held in Bryan on June 16 to discuss the position of General Manager.

17. Adjourn.

By general consensus of the Board, the meeting adjourned at approximately 12:40 PM.

Tracy Stracener
Assistant Secretary
TMPA Board of Directors

TEXAS MUNICIPAL POWER AGENCY

BOARD OF DIRECTORS MEETING

LOCATION AT WHICH MEMBERS OF THE PUBLIC WERE INVITED TO ATTEND:

BRYAN TEXAS UTILITIES
205 E 28TH STREET
BRYAN, TX 77803

Friday, June 16, 2023
1:30 PM

President Cheek called the meeting to order at 1:31 PM.

The following people were present at the meeting.

Board Members:

James Ratliff and Tom Jefferies – City of Garland
Summer Spurlock and Sue Ann Harting – City of Greenville
Jesse Davis and Bill Cheek – City of Denton
Kean Register and Andrew Nelson – City of Bryan

Staff:

Bob Kahn, Daniel Meadows, Lyndi Birkhead and Tracy Stracener

Others:

Carl Shahady – Tiemann, Shahady & Hamala, P.C.

Public Comments:

Mr. Cheek asked for comments, there were none.

1. Executive Session.

Mr. Cheek announced that the Board would convene in executive session pursuant to sections 551.071 and 551.074 Government Code.

The open session was recessed, and the executive session was called to order by Mr. Cheek at 1:31 PM.

The open session resumed at approximately 4:41 PM**.**

2. Ms. Harting moved, seconded by Mr. Jefferies, to appoint Daniel Meadows as General Manager, effective June 23, 2023, under the terms of employment as discussed in executive session.

Motion carried; voting as follows:

Cheek – Aye Jefferies – Aye

Nelson – Aye	Ratliff – Aye
Spurlock - Aye	Register – Aye
Harting – Aye	Davis – Aye

3. Adjourn.

By general consensus of the Board, the meeting adjourned at approximately 4:43 PM.

Tracy Stracener
Assistant Secretary
TMPA Board of Directors

September 14, 2023

AGENDA ITEM NO. 2

SUBJECT: Annual Board Update relating to Fiscal Year 2023.

DISCUSSION: Staff will make a verbal presentation relating to Fiscal Year 2023.

September 14, 2023

AGENDA ITEM NO. 3

SUBJECT: Planning & Operating Committee report relating to results of the Planning & Operating Committee meeting of September 14, 2023.

DISCUSSION: The P&O Committee Chair will present major discussion topics and action items taken at the September 14, 2023 P&O Committee meeting.

BACKUP MATERIAL: None.

ACTION REQUESTED: Discussion.

September 14, 2023

AGENDA ITEM NO. 4

SUBJECT: Status report relating to environmental and regulatory compliance matters.

DISCUSSION:

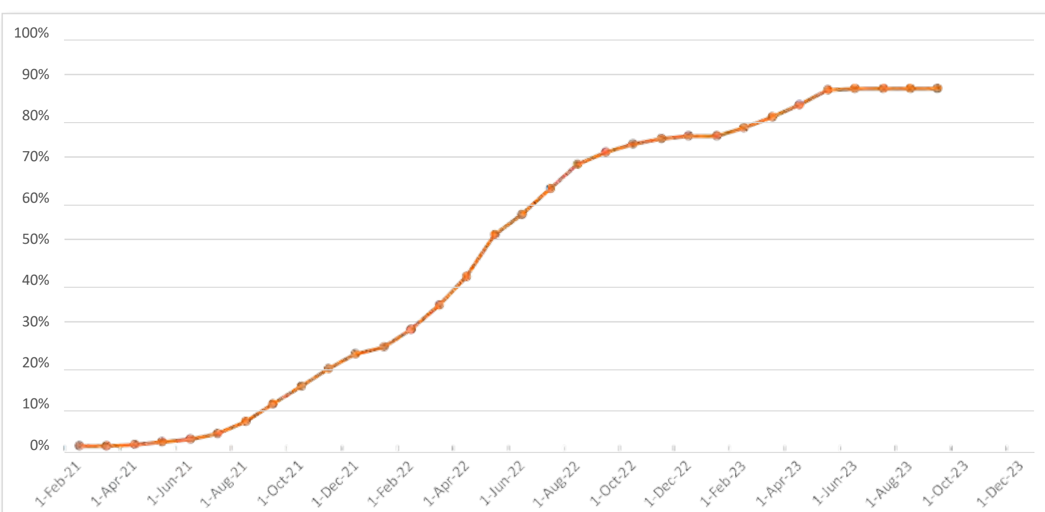
On February 10, 2021, the sale of GCSES and Gibbons Creek Reservoir to Gibbons Creek Environmental Redevelopment Group, LLC (GCERG) was finalized. Daniel Meadows continues to oversee the variety of compliance and environmental remediation oversight matters.

Remediation and Demolition of Gibbons Creek

The physical work to remediate the Gibbons Creek plant has slowed considerably over the last few months and is now projected by GCERG to be complete at the end of Calendar Year 2023. This represents a delay of 7 months from GCERG's optimistic projections earlier this year. Heavy rainfall in April and May attributed to some of the mid-2023 delays. However, poor construction sequencing of the final Site A and Site F remediation tasks, the termination of the main dirt contractor in July, and the lack of progress with regulatory agencies to obtain closure have been major contributors to the current delay in completion. GCERG is about 1-2 months behind according to the Asset Purchase Agreement (APA) schedule and will likely fall further behind over the coming months.

TMPA estimates that the project is 86.5% complete, including final administrative and regulatory tasks. Figure 1 shows the completion progress from the start of the project as calculated by TMPA.

Figure 1 – Completion Percentage Over the Course of the Remediation Project



Update of the Physical Remediation Work by Area

- The demolition and removal of the boiler and related structures is 100% complete.
- The excavation and hauling of the coal combustion residual (CCR) material from the scrubber sludge pond and ash ponds to Site F Landfill is 100% complete. Vegetation is currently established in both areas.
- Site A Landfill remediation has been about 90% complete status for the last 12 months. GCERG has spent a considerable amount of effort repairing stormwater damage to the cap and trying to establish permanent vegetation. The landfill also continues to produce leachate and GCERG is in the process of constructing a final collection system. Leachate Ponds 1 – 4 have been excavated and cleaned. A smaller, lined leachate pond will be located within the footprint of the previous Pond 4. See Photos 1 and 2 below.
- Site F Landfill remediation is about 80% complete. Site F work slowed significantly beginning in May while waiting for the excavation of the Site A leachate pond to be completed. There was no work performed on the landfill cap in June, July, or August. Once all Site A material has been placed at Site F, the final 20 acres of Site F will be capped. The open area is seen in Photo 3. This section is projected by GCERG to be closed in December 2023.

Photo 1 - Site A Landfill Pond 1 – Waste has been removed from pond; Evidence of stormwater erosion issues (8/10/2023)

Photo 2 - Site A Landfill Pond 4 – Waste has been removed from pond; a smaller, lined pond to store leachate is being constructed; evidence of stormwater erosion issues (8/10/2023)

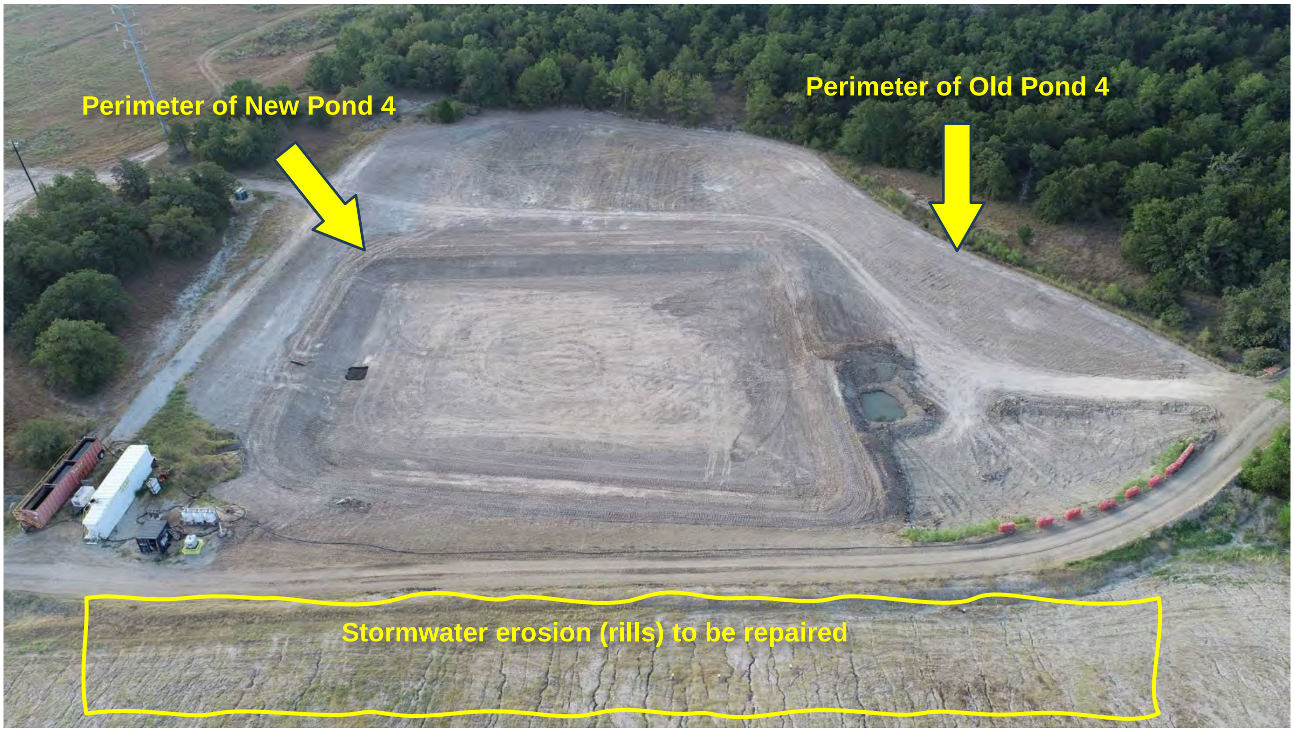


Photo 3 - Site F Landfill (8/10/2023)

Performance to Schedule and Escrow Payments

TMPA and the Environmental Designee (Schultz Engineering) regularly monitor the progress of GCERG's work as follows:

Environmental Designee Monthly Oversight Process:

- TMPA and/or Schultz Engineering visit Gibbons Creek at least once per week to observe and document the activities and discuss upcoming work.
- TMPA, Schultz, and GCERG conduct weekly meetings to discuss upcoming work and performance to the APA schedule.
- GCERG submits a monthly progress report five business days prior to the scheduled Escrow Payment date (usually) on the 10th of the month. The monthly Escrow payment amount is **$839,588**.
- Schultz and TMPA review the monthly report and compare the contents to our internal notes and assessments. Schultz performs an independent calculation of the completion percentage compared to the APA schedule. TMPA performs an independent calculation of the value of work complete as compared to the remaining estimate of work to be completed (Remaining Closure Costs).
- Schultz meets with TMPA and GCERG separately to review their assessment.

The APA contains a provision that allows GCERG to receive an additional, advance payment if the Environmental Designee determines that GCERG has substantially completed the work for the current month and the next month. On three occasions in 2022 (June, July, and September), GCERG received the additional, advance payment.

In the event GCERG falls behind schedule, the APA allows Schultz to object to the monthly escrow payment. Due to schedule deficiencies, GCERG did not receive an escrow payment in the months of January, February, June, August, and September 2023.

The Escrow Balance is currently at $4,195,662 (see Figure 2 below). There is a requirement in the APA preventing the Escrow Balance from decreasing below $2,854,000 until TMPA certifies that all post-closure bonds are in place as required by the APA. Therefore, GCERG is only eligible to receive an additional $1.3 million from now until they receive the final escrow payment which will likely be in mid-2024 at the earliest.

Regulatory Closure Update and Post-Closure

With much of the physical work winding down, the focus has shifted heavily to obtaining Regulatory Closure. GCERG has been in communication with the Texas Commission on Environmental Quality (TCEQ) in the effort to obtain closure on the Scrubber Sludge Pond, Ash Ponds, Plant Collection Pond, and Site A Landfill Leachate Ponds. The process of closing these units with TCEQ has not been accomplished as quickly as GCERG had hoped or planned. At this time, there is no indication that GCERG is close to obtaining Regulatory Closure on any part of the project.

Until TCEQ makes a closure declaration in writing, along with requirements for post-closure care, the Regulatory Closure Bonds will remain at their original amount. The annual bond renewal occurs in early February 2023.

- TMPA expects that Site F Landfill will be subject to a 30-year post closure period.

- The post-closure requirements for the Scrubber Sludge Pond and Ash Ponds are unknown at this point. However, since the waste material was removed and the units certified as clean, there will likely not be post-closure requirements once TCEQ deems these units to be closed.
- Site A Landfill is currently not under the state's CCR program. This landfill may be closed through the Texas Risk Reduction Program (TRRP). Post-closure requirements are uncertain at this time.
- The industrial plant site will likely be closed through TRRP.

TMPA has initiated discussions with GCERG regarding transition of site oversight, maintenance, and compliance for the post-closure period. These discussions will be ongoing up to and through the post-closure transition.

Financial Assessment – Total Security Available

Each month, TMPA evaluates the balance of the Escrow Fund and the Regulatory Closure Bonds (collectively known as the Total Security Available) as compared to the Remaining Closure Cost Estimate.

Refer to Figure 2 below for a summary of the monthly calculation. The importance of this evaluation is to ensure that Total Security Available is higher than the Remaining Closure Costs in the unlikely event that GCERG ceased work at any moment.

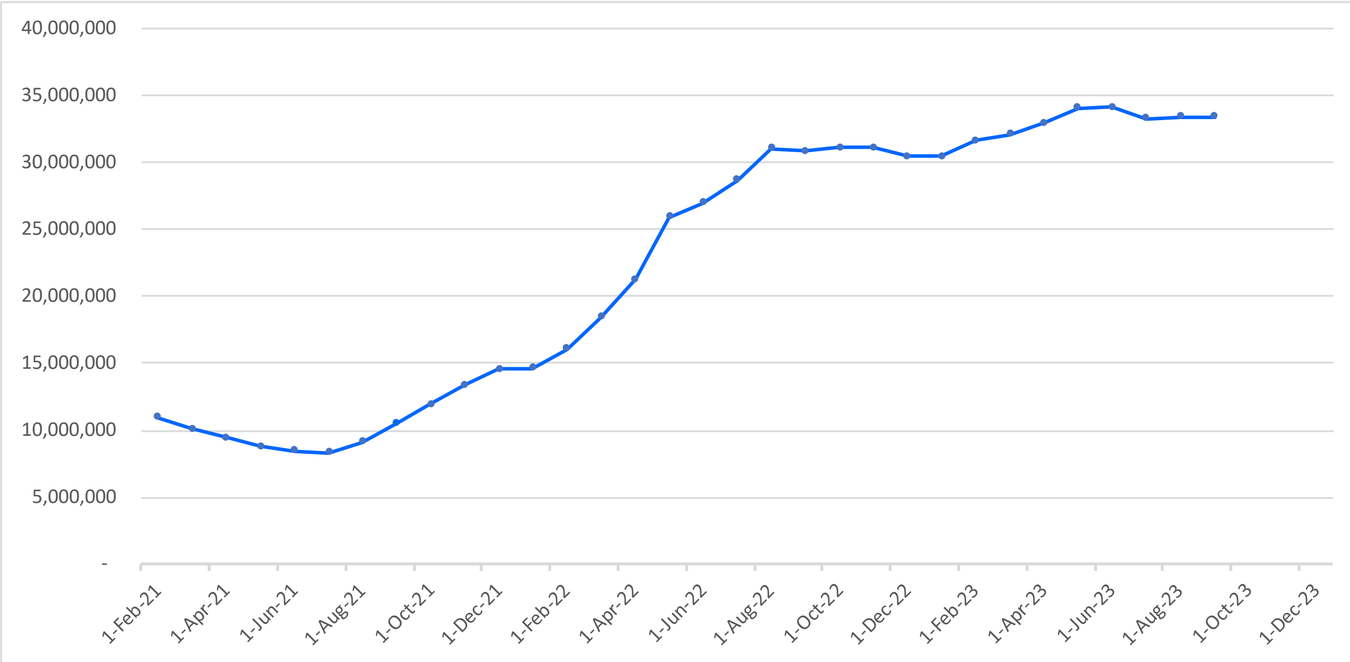
To date, the Remaining Closure Cost Estimate has been calculated by TMPA as the product of the Regulatory Closure Bond Amount and a detailed calculation of the percent completion, as determined by TMPA. As of the end of August 2023 (Period Ending 10-Sept-23; column F in Figure 2), TMPA calculates the current amount to be about **$7.3 million**. The current determination is that the Total Security Available is **$33.4 million** greater than the Remaining Closure Costs (Column G).

Column C-1 shows the Escrow releases each period. The double payments are shaded green. The missed payments are shaded orange.

Figure 2 - Total Security Available and Remaining Closure Cost Estimate

A	B	C	C-1	D	E	F	G
Month	Period Ending	Escrow Amount Balance	Escrow Amount Released This Period	Regulatory Closure Bond Amount	**Total Security Available**	**Remaining Closure Cost Estimate** (based on Regulatory Closure Bond; est by TMPA)	Difference (Total Security - Remaining Closure Costs)
0	10-Feb-21	28,546,000	**-**	36,500,000	**65,046,000**	**54,100,000**	10,946,000
1	10-Mar-21	27,703,560	839,588	36,500,000	**64,203,560**	**54,100,000**	10,103,560
2	10-Apr-21	26,864,209	839,588	36,500,000	**63,364,209**	**53,900,000**	9,464,209
3	10-May-21	26,024,845	839,588	36,500,000	**62,524,845**	**53,700,000**	8,824,845
4	10-Jun-21	25,185,479	839,588	36,500,000	**61,685,479**	**53,200,000**	8,485,479
5	10-Jul-21	24,346,100	839,588	36,500,000	**60,846,100**	**52,500,000**	8,346,100
6	10-Aug-21	23,506,721	839,588	36,500,000	**60,006,721**	**50,900,000**	9,106,721
7	10-Sep-21	22,667,335	839,588	36,500,000	**59,167,335**	**48,600,000**	10,567,335
8	10-Oct-21	21,827,935	839,588	36,500,000	**58,327,935**	**46,400,000**	11,927,935
9	10-Nov-21	20,988,535	839,588	36,500,000	**57,488,535**	**44,100,000**	13,388,535
10	10-Dec-21	20,149,121	839,588	36,500,000	**56,649,121**	**42,100,000**	14,549,121
11	10-Jan-22	19,309,706	839,588	36,500,000	**55,809,706**	**41,200,000**	14,609,706
12	10-Feb-22	18,468,784	839,588	36,500,000	**54,968,784**	**38,900,000**	16,068,784
13	10-Mar-22	17,629,339	839,588	36,500,000	**54,129,339**	**35,700,000**	18,429,339
14	10-Apr-22	16,789,903	839,588	36,500,000	**53,289,903**	**32,000,000**	21,289,903
15	10-May-22	15,950,455	839,588	36,500,000	**52,450,455**	**26,500,000**	25,950,455
16	10-Jun-22	14,271,416	1,679,176	36,500,000	**50,771,416**	**23,800,000**	26,971,416
17	10-Jul-22	12,592,361	1,679,176	36,500,000	**49,092,361**	**20,400,000**	28,692,361
18	10-Aug-22	11,752,884	839,588	36,500,000	**48,252,884**	**17,200,000**	31,052,884
19	10-Sep-22	10,073,810	1,679,176	36,500,000	**46,573,810**	**15,700,000**	30,873,810
20	10-Oct-22	9,234,309	839,588	36,500,000	**45,734,309**	**14,600,000**	31,134,309
21	10-Nov-22	8,394,802	839,588	36,500,000	**44,894,802**	**13,800,000**	31,094,802
22	10-Dec-22	7,555,284	839,588	36,500,000	**44,055,284**	**13,600,000**	30,455,284
23	10-Jan-23	7,555,351	-	36,500,000	**44,055,351**	**13,600,000**	30,455,351
24	10-Feb-23	7,553,915	-	36,500,000	**44,053,915**	**12,400,000**	31,653,915
25	10-Mar-23	6,714,327	839,588	36,500,000	**43,214,327**	**11,100,000**	32,114,327
26	10-Apr-23	5,874,797	839,588	36,500,000	**42,374,797**	**9,400,000**	32,974,797
27	10-May-23	5,035,209	839,588	36,500,000	**41,535,209**	**7,500,000**	34,035,209
28	10-Jun-23	5,035,209	-	36,500,000	**41,535,209**	**7,400,000**	34,135,209
29	10-Jul-23	4,195,662	839,588	36,500,000	**40,695,662**	**7,400,000**	33,295,662
30	10-Aug-23	4,195,662	-	36,500,000	**40,695,662**	**7,300,000**	33,395,662
31	10-Sep-23	4,195,662	-	36,500,000	**40,695,662**	**7,300,000**	33,395,662

Figure 3 - Difference (Total Security minus Remaining Closure Costs)



BACKUP MATERIAL:

- None

ACTION REQUESTED:

- Review, discuss, and provide guidance, as necessary.

Daniel Meadows

09/05/2023

September 14, 2023

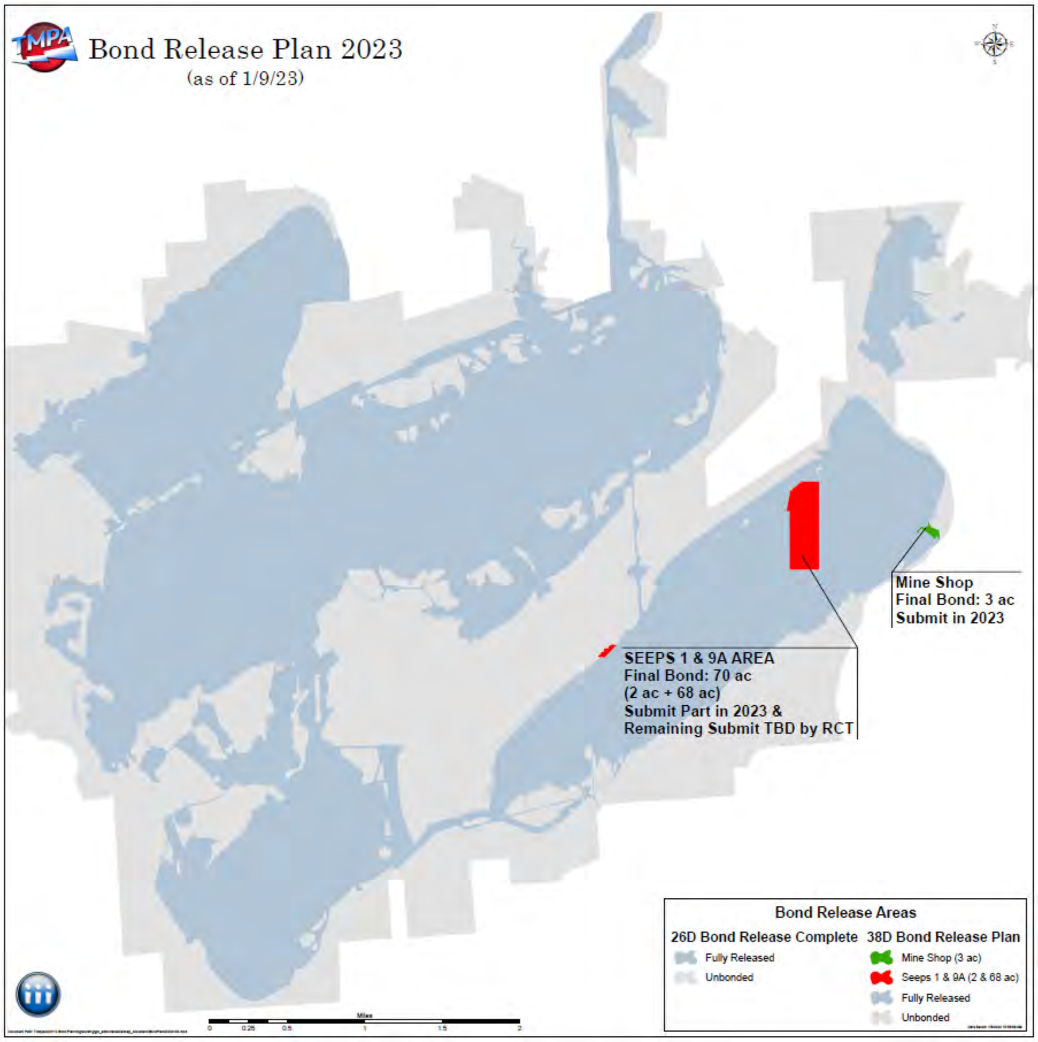
AGENDA ITEM NO. 5

SUBJECT: Status report relating to mine reclamation and land matters.

DISCUSSION:

A total of 73.5 acres are still under mine reclamation bond (Figure 1) – the Seep 1A area (in red, 3 acres), the Seep 9A area (in red, 67.5 acres), and the Mine Reclamation Shop (in green, 3 acres).

Figure 1 – Areas under mine reclamation bond (as of 08/31/23)



The Railroad Commission releases bonding in phases. Phase I bond release (release of 60% of the bonding amount) occurs when the soil standards have been met and no further dirt work will be needed. Phase II bond release (release of an additional 25% of the bonding for a cumulative total of 85%) occurs when permanent vegetation has been established. Phase III bond release (release of the remaining 15% of the bonding for a cumulative total of 100%) occurs when the Commission is satisfied that all reclamation standards have been met (e.g., restoration of the hydrologic balance – both groundwater and surface water – and permanent structures approved).

The Seep 90A area is enclosed within a rectangular bonded area in which 22 acres are still fully bonded (the bottom of the Seep 9A drainage where TMPA has been installing the limestone French drain to mitigate the seep) and the 46 acres (the side slopes adjacent to the Seep 9A drainage) which have had Phase I (60%) bond release (Figure 2).

Figure 2 – Status of bonding in the Seep 9A area (as of 08/31/23)

TMPA completed the mitigation work on Seep 9A on 08/15/23 (Figures 3 and 4), and has scheduled a field meeting with the Railroad Commission for 09/11/23 to discuss the strategy for bond release in this area.

Figure 3 – Seep 9A area before mitigation

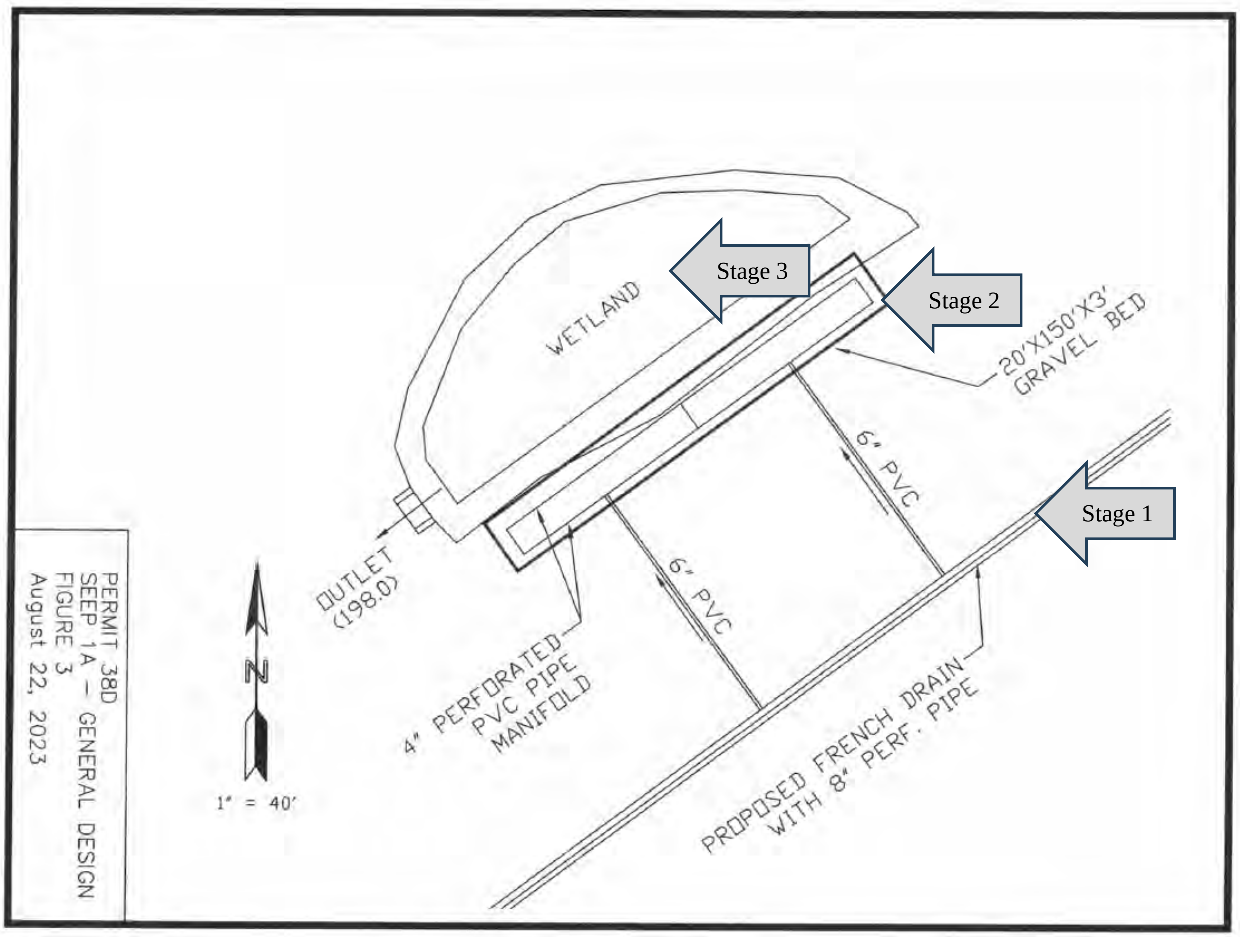
Figure 4 – Seep 9A area after mitigation (08/31/23)

Acid Seep 1A Mitigation Plan

TMPA discussed its proposed mitigation plan for Acid Seep 1A with the Railroad Commission Staff on 08/7/23 and started construction work on 08/21/23. Under this plan, the acid groundwater will be neutralized by crushed limestone (calcium carbonate) in three stages (Figure 5):

- Stage 1 – French drain with limestone rock on the upstream (south) side of the road.
- Stage 2 – Gravel bed with limestone rock on the downstream (north) side of the road.
- Stage 3 – Existing wetland replenished with fresh limestone rock.

Figure 5 – Seep 1A Mitigation Plan – General Design



The construction progress is shown in Figure 6. Stage 3 is about 90% complete. Stage 2 is about 25% complete. Stage 1 will be constructed at the completion of Stage 2. The three stages of treatment were designed to provide a long-term solution for the seep. TMPA will discuss bond release on this area at the field meeting with the Railroad Commission on 09/11/23.

Figure 6 – Seep 1A Mitigation Progress (8/31/23)

Closure of Permit 26D

The Railroad Commission released the final area in Permit 26D from mine reclamation bonding on 12/13/22 (Area B2-8, 146.1 acres). This permit corresponds to the older part of the mine north of Gibbons Creek from which coal was removed in 1982-1992 and covers approximately 11,000 acres. On 03/29/23, TMPA filed a request to close Permit No. 26D (originally issued on 08/4/1980).

The Commission assigned an Administrative Law Judge to this matter and on 04/24/23, he issued a docket number and requested additional information, which TMPA provided on 05/31/23 and 06/28/23. On 08/2/23, the Judge held an Informal Conference with TMPA and Commission Staff to clarify a few final points and issued a letter on 08/3/23 stating that he was satisfied with the clarifications. In the absence of any requests for additional information since that time, TMPA is expecting an Order recommending closure of the permit in the next few weeks.

Sale of Pond SP-50 Property (723 acres)

Discussions with the real estate broker and Tim Walton, TMPA's real estate consultant, suggest that the condition of the Pond SP-50 property be evaluated early next year to see how the water level in the pond has recovered after this prolonged dry summer.

BACKUP MATERIAL: None

ACTION REQUESTED: None

Jan K. Horbaczewski
08/31/23

September 14, 2023

AGENDA ITEM NO. 6

SUBJECT: FY23 Third Quarter Budget Status Report

DISCUSSION: This report, along with the attachments, provides a comparison of actual cost performance to budgets (approved 6/9/22; Mine budget amended 12/8/22) for each business unit of TMPA as of the end of Q3, as well as year-end projections. The year-end projections are summarized as follows:

GENERATION – Projection to Year-end (in thousands)				
Cost Type	**Approved Budget**	**Projection**	**(Under) / Over**	**Percentage Change**
Fixed Costs - Non-Debt	$1,132	$1,216	$84	7.4%
Other Revenues Excluding City Billings	($5)	($30)	($25)	(450.6%)
Total Budget Variance			**$59**	**5.3%**

MINE – Projection to Year-end (in thousands)				
Cost Type	**Approved Budget**	**Projection**	**(Under) / Over**	**Percentage Change**
Fixed Costs - Non-Debt	$811	$726	($85)	(10.5%)
Cash Fund Mine Bonding	$1,850	$1,600	($250)	(13.5%)
Other Revenues Excluding City Billings	($4)	($40)	($35)	(882.4%)
Total Budget Variance			**($370)**	**(13.9%)**

TRANSMISSION – Projection to Year-end (in thousands)				
Cost Type	**Approved Budget**	**Projection**	**(Under) / Over**	**Percentage Change**
Fixed Costs - Non-Debt	$6,996	$6,531	($465)	(6.6%)
Fixed Costs - Debt	$17,409	$16,185	($1,224)	(7.0%)
Other Revenues	($32,191)	($33,720)	($1,529)	(4.7%)
Total Budget Variance			**($3,217)**	**(41.3%)**
Debt Service Coverage	1.25X	2.13X		Exceeds requirement

A&G costs are projected to be lower ($123K) primarily due to reduced general legal services and reduced labor charges following Bob's departure from TMPA.

Generation - Total Costs are projected to be over budget by $59K in FY23. This is primarily due to more of Daniel's labor being charged to Generation than the other business units.

Mine - Total Costs are projected to be under budget by $370K in FY23.

1. Contractor Maintenance is $60K lower as a portion of this O&M budget will be transferred to the Acid Seep Project as permitted in Resolution 2022-9-1.
2. Cash Fund Mine Bonding is $250K lower as a result of B2-8 being released from bonding on 12/13/22.
3. Interest Income is $27K higher as interest rates have risen significantly over the last year.

Transmission - Total Costs are projected to be under budget by $3.2M in FY23.

1. Bank Charges are $170K lower as a result of the new Note Program established in November with more favorable terms.
2. Contractor Maintenance is $297K lower as vegetation management is projected to be under budget in the Denton area.
3. Consulting Services are $75K higher due to fees related to the new Note Program established in November, as well as revisions to the Spill Prevention, Control, and Countermeasure plans.
4. Debt Service - Bonds are $1.4M lower as the budget anticipated a bond issuance in FY23 that should not be needed until at least FY24. Capital spending and the remaining capacity of the Note Program continue to be monitored closely.
5. Revolving Notes Interest is $185K higher as interest rates have risen significantly over the last year.
6. Transmission System Revenue is $906K higher as the 2022 Average 4CP was higher than estimated.
7. Interest Income is $612K higher as interest rates have risen significantly over the last year.

NOTE: There is no FY23 charge to the Member Cities for the Transmission division since revenues exceeded expenses.

At the end of FY23, TMPA will distribute Transmission revenues to the Cities. This distribution is currently estimated to be $14.4M. This estimate includes TMPA's retention of a Transmission cash reserve of 120 days of FY24's Transmission operating expenses. This estimated distribution has been reviewed by the Financial Working Group and will continue to be reviewed as the amounts are finalized in the coming months. They will be presented to the Board at the December Board meeting and wired to the Cities shortly thereafter.

BACKUP
MATERIAL: **Attachment A:** Generation FY23 Q3 Key Budget Driver Rate Sheet
Attachment B: Mine FY23 Q3 Key Budget Driver Rate Sheet
Attachment C: Transmission FY23 Q3 Key Budget Driver Rate Sheet

ACTION
REQUESTED: None. This item is presented for the Board's information.

Lyndi Birkhead
9/6/23

ATTACHMENT A

Generation

FY23 Q3 Key Budget Driver Rate Sheet

FY23 Approved Budget Compared to YTD June Actual and to Year-end Projection

	FY23 Budget Approved 6-9-22 YTD June	FY23 Actual YTD June	(Under) Over Budget	Percentage Change	FY23 Budget Approved 6-9-22	FY23 Year-end Projection as of June	(Under) Over Budget	Percentage Change
Fixed Costs								
L01 Labor & Benefits	79,853	139,002	59,150	74.1%	103,808	200,000	96,192	92.7%
L01 Retention Bonuses	-	-	-	0.0%	33,271	40,000	6,729	20.2%
S02 Consulting Services	105,000	85,191	(19,809)	-18.9%	140,000	110,000	(30,000)	-21.4%
S04 Legal Services	390,000	110,967	(279,033)	-71.5%	520,000	520,000	-	0.0%
Other Fixed Costs - Non-Debt	6,829	1,936	(4,893)	-71.7%	8,439	6,599	(1,840)	-21.8%
Allocation of A&G	225,018	174,684	(50,334)	-22.4%	326,566	339,337	12,771	3.9%
TOTAL FIXED COSTS	**$ 806,700**	**$ 511,899**	**$ (294,800)**	**-36.5%**	**$ 1,132,085**	**$ 1,216,057**	**$ 83,972**	**7.4%**
Other Revenues								
I73 Interest Income	(4,024)	(22,157)	(18,134)	-450.7%	(5,450)	(30,000)	(24,550)	-450.5%
TOTAL OTHER REVENUES	**$ (4,024)**	**$ (22,166)**	**$ (18,143)**	**-450.9%**	**$ (5,450)**	**$ (30,009)**	**$ (24,559)**	**-450.6%**
TOTAL COSTS	**$ 802,676**	**$ 489,733**	**$ (312,943)**	**-39.0%**	**$ 1,126,635**	**$ 1,186,048**	**$ 59,413**	**5.3%**

Mine

ATTACHMENT B

FY23 Q3 Key Budget Driver Rate Sheet

FY23 Amended Budget Compared to YTD June Actual and to Year-end Projection

	FY23 Budget Amended 12-8-22 YTD March	FY23 Actual YTD June	(Under) Over Budget	Percentage Change	FY23 Budget Amended 12-8-22	FY23 Year-end Projection as of June	(Under) Over Budget	Percentage Change
Fixed Costs								
L01 Labor & Benefits	26,618	14,619	(11,999)	-45.1%	34,603	26,000	(8,603)	-24.9%
M44 Mine Maintenance	131,250	172,936	41,686	31.8%	175,000	175,000	-	0.0%
R06 Bank Charges	45,000	34,561	(10,439)	-23.2%	45,000	45,000	-	0.0%
R51 Contractor Maintenance	45,000	-	(45,000)	-100.0%	60,000	-	(60,000)	-100.0%
S02 Consulting Services	138,750	131,889	(6,861)	-4.9%	185,000	185,000	-	0.0%
S04 Legal Services	37,500	26,884	(10,616)	-28.3%	50,000	50,000	-	0.0%
Other Fixed Costs - Non-Debt	16,938	30,531	13,593	80.3%	20,250	25,233	4,983	24.6%
Allocation of A&G	166,044	165,474	(570)	-0.3%	240,978	219,718	(21,260)	-8.8%
Subtotal Fixed Costs	**$ 607,099**	**$ 576,894**	**$ (30,205)**	**-5.0%**	**$ 810,831**	**$ 725,951**	**$ (84,880)**	**-10.5%**
C03 Cash Fund Mine Bonding	1,850,000	1,600,000	(250,000)	-13.5%	1,850,000	1,600,000	(250,000)	-13.5%
Subtotal Cash Fund Mine Bonding	**$ 1,850,000**	**$ 1,600,000**	**$ (250,000)**	**0.0%**	**$ 1,850,000**	**$ 1,600,000**	**$ (250,000)**	**-13.5%**
TOTAL FIXED COSTS	**$ 2,457,099**	**$ 2,176,894**	**$ (280,205)**	**-11.4%**	**$ 2,660,831**	**$ 2,325,951**	**$ (334,880)**	**-12.6%**
Other Revenues								
I76 Interest Income	(2,969)	(23,236)	(20,267)	-682.6%	(4,022)	(31,000)	(26,978)	-670.8%
Other Revenue	-	(8,510)	(8,510)	-100.0%	-	(8,510)	(8,510)	-100.0%
TOTAL OTHER REVENUES	**$ (2,969)**	**$ (31,746)**	**$ (28,777)**	**-969.2%**	**$ (4,022)**	**$ (39,510)**	**$ (35,488)**	**-882.4%**
TOTAL COSTS	**$ 2,454,130**	**$ 2,145,147**	**$ (308,982)**	**-12.6%**	**$ 2,656,809**	**$ 2,286,441**	**$ (370,368)**	**-13.9%**

	Additional Project Funds Collected FY23**	Transfer of FY23 O&M Budgeted Funds***	Actual Spent in FY23 as of 6/30/23	Project Balance as of 6/30/23
Acid Seep Project (balance as of 9/30/22 = $242,596)*****	600,000	60,000	241,578	661,018

** Expenses for the Project do NOT impact the FY23 budget and are NOT included in the analysis above.*

*** As permitted in Resolution 2023-6-2, $600K in additional funding was collected from the Cities in FY23.*

**** As permitted in Resolution 2022-9-1, available FY23 O&M budgeted funds will be transferred to the Project.*

Transmission

FY23 Q3 Key Budget Driver Rate Sheet

FY23 Approved Budget Compared to YTD June Actual and to Year-end Projection

	FY23 Budget Approved 6-9-22 YTD June	FY23 Actual YTD June	(Under) Over Budget	Percentage Change	FY23 Budget Approved 6-9-22	FY23 Year-end Projection as of June	(Under) Over Budget	Percentage Change
Fixed Costs								
L01 Labor & Benefits	529,910	507,441	(22,469)	-4.2%	732,867	732,867	-	0.0%
R06 Bank Charges	242,500	95,590	(146,910)	-60.6%	319,500	150,000	(169,500)	-53.1%
R41 Property Insurance	291,879	301,792	9,913	3.4%	389,172	430,000	40,828	10.5%
R51 Contractor Maintenance	1,309,416	1,161,647	(147,769)	-11.3%	1,835,172	1,538,060	(297,112)	-16.2%
S02 Consulting Services	-	65,823	65,823	-100.0%	-	75,000	75,000	-100.0%
S04 Legal Services	128,750	119,356	(9,394)	-7.3%	195,000	195,000	-	0.0%
Other Fixed Costs - Non-Debt	1,018,559	794,160	(224,400)	-22.0%	1,444,765	1,445,333	568	0.0%
Allocation of A&G	1,432,563	1,410,130	(22,433)	-1.6%	2,079,066	1,964,276	(114,790)	-5.5%
Subtotal Fixed Costs - Non-Debt	**$ 4,953,578**	**$ 4,455,938**	**$ (497,640)**	**-10.0%**	**$ 6,995,542**	**$ 6,530,536**	**$ (465,006)**	**-6.6%**
R57-R58 Debt Service - Bonds	9,748,827	8,820,519	(928,308)	-9.5%	13,169,709	11,761,333	(1,408,376)	-10.7%
R55 Revolving Notes Interest	611,474	689,238	77,764	12.7%	815,299	1,000,000	184,701	22.7%
R62 Debt Coverage Payment	2,568,093	2,568,093	-	0.0%	3,424,124	3,424,124	-	0.0%
Subtotal Fixed Costs - Debt	**$ 12,928,394**	**$ 12,077,850**	**$ (850,544)**	**-6.6%**	**$ 17,409,132**	**$ 16,185,457**	**$ (1,223,675)**	**-7.0%**
TOTAL FIXED COSTS	**$ 17,881,972**	**$ 16,533,788**	**$ (1,348,184)**	**-7.5%**	**$ 24,404,674**	**$ 22,715,993**	**$ (1,688,682)**	**-6.9%**
Other Revenues								
I50 Transmission System Revenue	(23,991,195)	(24,595,133)	(603,938)	-2.5%	(32,040,872)	(32,946,778)	(905,906)	-2.8%
I70-I75 Interest Income	(46,913)	(473,477)	(426,564)	-909.3%	(60,959)	(673,200)	(612,241)	-1004.3%
Other Revenue	(67,900)	(41,090)	26,810	39.5%	(89,490)	(100,134)	(10,644)	-11.9%
TOTAL OTHER REVENUES	**$ (24,106,008)**	**$ (25,109,700)**	**$ (1,003,691)**	**-4.2%**	**$ (32,191,321)**	**$ (33,720,112)**	**$ (1,528,791)**	**-4.7%**
TOTAL COSTS / (REVENUES)	**$ (6,224,036)**	**$ (8,575,911)**	**$ (2,351,875)**	**37.8%**	**$ (7,786,647)**	**$ (11,004,119)**	**$ (3,217,472)**	**-41.3%**

September 14, 2023

AGENDA ITEM NO. 7

SUBJECT: Status report relating to the TMPA transmission operations and five-year transmission capital project plan.

DISCUSSION: The purpose of this agenda item is to provide two routine reports to the Board.

BACKUP MATERIAL:

1) Transmission Operations Status Reports
2) Transmission Capital Project Status Report

ACTION REQUESTED: None.

TRANSMISSION OPERATIONS STATUS REPORT
AUGUST 25, 2023

Outage Summary:

During the months of April, May, June, and July 2023, TMPA had 23 planned outages on the 345kV system, 19 planned outages on the 138kV system and 2 planned outages on the 69kV system. There were no forced extensions on the 345kV, 138kV or 69kV system. There were no unplanned outages on the 345kV, there were 4 on the 138kV and none on the 69kV system.

The four unplanned outages are outlined below:

5/16/23 Shelby 9010 and 9020 locked out at 01:31 and were closed back at 03:39. Cause was a snake on SW 9017 at Shelby.

6/15/23 Swindell 1580 and 1590 locked out at 21:23 and were closed back at 23:19. Cause was a snake on the ONCOR distribution XFMR.

7/4/23 Greenville Interchange XFMR #1 locked out at 01:40 and was closed back 01:54. Cause was a snake on the bus.

7/26/23 Shelby 9020, 9070 and 9030 locked out at 10:58 and were closed back at 16:01. Cause was a failed diode on the board for 9030 sending a lockout to 9020 and 9070. There was no loss of load due to this lockout.

Personnel Summary:
Every TMPA operator is NERC-certified and current with all continuing education requirements.

Steve Martin
Matt Carter
8/25/23

TMPA Transmission Operations Report
2023

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	2023 Total
Planned Outages													
345 Kv	4	1	6	5	3	9	6						**34**
138 Kv	2	1	4	8	2	3	6						**26**
69 Kv	1	0	1	2	0	0	0						**4**
Devices requested													**64**
Un-Planned Outages													
345 Kv	0	0	0	0	0	0	0						**0**
138 Kv	0	0	0	0	1	1	2						**4**
69 Kv	0	0	0	0	0	0	0						**0**
													4
Forced Extension Outages													
345 Kv	0	0	0	0	0	0	0						**0**
138 Kv	0	0	0	0	0	0	0						**0**
69 Kv	0	0	0	0	0	0	0						**0**
													0

Note: Outages are counted by the number of entries in the ERCOT Outage Scheduler.

TRANSMISSION FIVE-YEAR PROJECTS PLAN STATUS REPORT
Augus 2023

SUBJECT: Status report relating to the TMPA five-year transmission capital project plan.

DISCUSSION: The attached five-year Transmission Project Status Report forecasts expenditures for Fiscal Years 2023 through 2027. Projects reported as "Completed" in a previous report have been removed from this report.

Additional capital projects are being reviewed and discussed within the Transmission Engineering Working Group (TEWG) that could potentially affect the number of projects and capital investment on the Transmission Project Status Report.

Staff will update the Transmission Project Status Report and present to the P&O and Board as future capital projects are vetted and direction is given.

Steve Martin
8/28/2023

Transmission Project Status Report
August 2023

Projects	Priority	Original Proposed Completion Date	Projected or Actual Completion Date	Original Approved Budget/Cost Estimate	Current Approved Budget/Cost Estimate	FY2023	FY2024	FY2025	FY2026	FY2027	Total Estimated Expenditures FY23-FY27	Comments
T11009 CIP Substation Security	H	Dec-11	Sep-23	$ 1,250,700	$ 1,250,700						$ -	Close-out Project
T13001 Breaker Replacements	H	Sep-17	Sep-23	$ 12,201,239	$ 12,201,239	$ 253,000					$ 253,000	Project to install breaker disconnect switches on the Reserve AUX transformer breakers and the replacement of the Voltage transformers on the Keith Switch line.
T13002 Relay and SCADA Upgrade	M	Sep-17	May-23	$ 7,552,776	$ 7,552,776	$ 200,000					$ 200,000	Complete
T17007 Brand Rd. Pole Reroute	L	Sep-17	Dec-23	$ 192,000	$ 698,196	$200,000	$ 310,000				$ 310,000	Project required for street improvements and cost will be reimbursed by City of Garland.
T20004 Ben Davis Breaker Replacement Project	H	Dec-21	May-24	$ 4,290,000	$ 4,290,000	$ 100,000	$ 2,600,000				$ 2,700,000	345 kV breakers installed in May 2022. Add Capacitance to 138kV busses.
T21002 Shelby-Nevada elevation for SS1570	H	Jun-21	Jun-23	$ 600,000	$ 600,000						$ -	TxDOT has canceled project; GP&L requesting reimbursement
T21005 Pruitt 138 kV Terminal Addition (Pink Solar)	H	Dec-22	Jun-24	$ 3,700,000	$ 3,700,000	$ 1,000,000	$ 2,700,000				$ 3,700,000	Studies are underway. Amending IA to include transmission line to project.
T21006 Gibbons Creek Decommission Phase 2	H	Sep-21	May-24	$ 1,760,000	$ 1,760,000	$ 500,000	$ 260,000				$ 760,000	In-Progress
T22003 Dansby to Steep Hollow T-Line Rebuild	H	Apr-24	Apr-24	$ 21,500,000	$ 21,500,000	$ 11,000,000	$ 8,500,000				$ 19,500,000	Material and structures on order
T22004 Greenville Intch to Pruitt New Line and Station (Makalu Solar)	H	Oct-23	May-25	$ 12,500,000	$ 12,500,000	$200,000	$ 10,300,000	$ 2,000,000			$ 12,500,000	Draft Study Agreement
T22005 Rayburn Country 138kV POI	H	Dec-23	Dec-24	$ 2,750,000	$ 2,750,000	$1,000,000	$ 1,250,000	$ 500,000			$ 2,750,000	Design and Procurement underway
				Totals	**$ 68,802,911**	**$ 14,453,000**	**$ 25,920,000**	**$ 2,500,000**	**$ -**		**$ 42,673,000**	

September 14, 2023

AGENDA ITEM NO. 8

SUBJECT: Resolution No. 2023-9-1, amending the FY2023 Annual Transmission System Capital Budget by appropriating funds for the Brazos Interconnection at Denton West Interchange Project; and resolving matters incidental and related thereto.

DISCUSSION: Brazos Electric Power Cooperative has requested an interconnection point at the Denton West Interchange owned by TMPA. In order to accommodate Brazos Electric's request, it will be necessary to construct a breaker-and-half terminal in the existing Denton West 138 kV busses for this purpose. The project will involve the procurement and construction of 3 circuit breakers, 8 switches, 2 wave traps, relay panels, associated bus for 2 transmission circuits, two transmission poles, conductor, and associated hardware.

The proposed resolution would appropriate $3,530,400 for this project.

BACKUP MATERIAL: Brazos Interconnection at Denton West Interchange Capital Proposal

ACTION REQUESTED: Consideration and action on Resolution No. 2023-9-1.

RESOLUTION NO. 2023-9-1

A RESOLUTION BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY ("AGENCY") AMENDING THE FY2023 ANNUAL TRANSMISSION SYSTEM CAPITAL BUDGET BY APPROPRIATING FUNDS FOR THE BRAZOS INTERCONNECTION AT DENTON WEST INTERCHANGE PROJECT; AND RESOLVING MATTERS INCIDENTAL AND RELATED THERETO.

WHEREAS, in order to accommodate an interconnection request by Brazos Electric Power Cooperative, it is necessary to construct a breaker-and-half terminal in the Agency's Denton West Interchange (the "Brazos Interconnection at Denton West Interchange Project" or "Project"); and

WHEREAS, the Project involves the procurement and construction of 3 circuit breakers, 8 switches, 2 wave traps, relay panels, associated bus for 2 transmission circuits, two transmission poles, conductor, and associated hardware;

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 FY2023 Annual Transmission System Capital Budget is amended by appropriating $3,530,400 for the Project;

3. 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 14TH DAY OF SEPTEMBER 2023.

____
Bill Cheek, President
Board of Directors
Texas Municipal Power Agency

ATTEST: ______________________________
Summer Spurlock, Secretary
Board of Directors
Texas Municipal Power Agency

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

PROJECT TITLE:		PROJECT MANAGER:	DATE:
Brazos Interconnection at Denton West Interchan		Mark Zimmerer	August 22, 2023

PROJECT NO.	RISK LEVEL:	RISK TYPE:	FERC ACCOUNT:	FUNDING: ☐ Rate ☐ Debt

SCHEDULE DATES

START DATE: December 2023	ESTIMATED IN-SERVICE DATE: July 2026	
☑ Capital	☐ Annual Need ☑ One Time Need ☐ Cyclical Need	Capital Plan Year:

Total Cost: $3,530,400	Prev Amt Appr:	FY23:	FY24: $ 2,401,000	FY25: $ 946,000	FY26: $ 183,400

DESCRIPTION OF PROJECT:

Brazos Electric Power Cooperative has requested service from TMPA at Denton West to serve a maximum of 4x50MVA transformers. TMPA proposes to construct a breaker-and-half terminal in the existing Denton West 138kV busses for this purpose.

This project will include construction and procuring 3 circuit breakers, 8 switches, 2 wave traps, relay panels, and associated bus for 2 transmission circuits. Also included, is procurement and construction of two transmission poles, approximately 1000 linear feet of conductor, and associated hardware.

In addition to the project above, 3 circuit breakers rated 40kA will be replaced with 63kA rated breakers as needed to meet short circuit requirements.

Currently, breaker lead times are approximately 2 years and is the critical path for this project.

DME is requesting to manage this project with reimbursement from TMPA.

PROJECT BENEFITS & JUSTIFICATION (OUTCOME):

Satisfy interconnection request from Brazos Electric Power Cooperative.

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

BACKGROUND:

Brazos ownes a parcel of land to build a new substation immediately east of the TMPA West Denton Substation. . Brazos is requesting to begin discussion about the interconnection requirements to receive two 138kV transmission feeds into the proposed substation (double tap or loop service), presumably form the DME line(s) to serve a maximum of 4x50MVA transformers. Brazos' typical scenario is to install the first transformer upon new construction with the second within the next 5 years thereafter. Brazos wants to have it in service as soon as they can finalize coordination and EPC.

ALTERNATIVES:

1. NA; TMPA has an obligation to serve.

2.

3.

COST/BENEFIT WORKSHEET

ECONOMIC ASSESSMENT:

Costs: Current Year Only

TMPA Labor Hours =			**Benefits:$/Year**
TMPA Labor	**$**		**Reliability -**
Materials	**$**	1,771,000	**Capability -**
Contract Services	**$**	661,000	**Labor Savings -**
Engineering Consultant	**$**	360,000	**Heat Rate Improvement -**
Misc. Expenses	**$**	738,400	**Non Labor O&M Savings -**
Labor Loadings (50%)	**$**		**Total Benefit $**
TOTAL	**$**	3,530,400	**Cost / Benefit =**

Estimation Levels:
P1 = Budget/Preliminary
P2 = Conceptual
P3 = Detail Design

Staff will measure improvement of completed project: ☐ **Yes** ☐ **No**

Level of Estimate: P1 ☑ **P2** ☐ **P3** ☐

Over $100K in professional services: ☑ **Yes** ☐ **No**

Estimated life of asset: 40

Is land acquisition or right of ways procurement required: ☐ **Yes** ☑ **No**

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

ASSUMPTIONS:

Estimated breakdown of cost:

Substation Addition:
- Materials $1,365,000
- Construction $436,000
- Commissioning $80,000
- Consulting $220,000
- DME Labor $120,000

Total Substation Costs: $2,221,000

Transmission Line:
- Materials $406,000
- Construction $225,000
- Consulting $60,000
- DME Labor $30,000

Total Transmission Line Costs: $721,000

Substation - Transmission Total: $2,942,000
20% Contingency $588,400
Project Total $3,530,400

SIGNATURES	
Project Manager: Mark Zimmerer Digitally signed by Mark Zimmerer Date: 2023.08.28 14:24:53-05'00'	**Date:**
Supervisor:	**Date:** 8-28-2023
Division Manager: Steve Maten	**Date:** 8-28-2023
General Manager:	**Date:** 9-5-2023

September 14, 2023

AGENDA ITEM NO. 9

SUBJECT: Resolution No. 2023-9-2, amending the FY2023 Annual Transmission System Capital Budget by appropriating funds for the Spencer Interchange Transformer Upgrade Project; and resolving matters incidental and related thereto.

DISCUSSION: In order to enable Garland's Spencer Plant to operate at full capacity, it is necessary to upgrade equipment between Switch 9017 at Spencer Plant and Spencer Interchange. The Project will include the relocation to Spencer Interchange of the Agency's spare 168 MVA autotransformer currently located at Denton's R. D. Wells substation.

The proposed resolution would appropriate $1.8 million for this Project.

BACKUP MATERIAL: Spencer Interchange Transformer Upgrade Capital Proposal

ACTION REQUESTED: Consideration and action on Resolution No. 2023-9-2.

RESOLUTION NO. 2023-9-2

A RESOLUTION BY THE BOARD OF DIRECTORS OF THE TEXAS MUNICIPAL POWER AGENCY ("AGENCY") AMENDING THE FY2023 ANNUAL TRANSMISSION SYSTEM CAPITAL BUDGET BY APPROPRIATING FUNDS FOR THE SPENCER INTERCHANGE TRANSFORMER UPGRADE PROJECT; AND RESOLVING MATTERS INCIDENTAL AND RELATED THERETO.

WHEREAS, in order to enable Garland's Spencer Plant to operate at full capacity, it is necessary to upgrade equipment between Switch 9017 at Spencer Plant and Spencer Interchange (the "Spencer Interchange Transformer Upgrade Project" or "Project"); and,

WHEREAS, the Project involves the relocation to the Spencer Interchange of the Agency's spare 168MVA autotransformer currently located at Denton's R. D. Wells substation;

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 FY2023 Annual Transmission System Capital Budget is amended by appropriating $1,800,000 for the Project;

3. 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 14TH DAY OF SEPTEMBER 2023.

____
Bill Cheek, President
Board of Directors
Texas Municipal Power Agency

ATTEST: ____________________________
Summer Spurlock, Secretary
Board of Directors
Texas Municipal Power Agency

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

PROJECT TITLE:		PROJECT MANAGER:	DATE:
Spencer Intch Transformer Upgrade		Eric Carter	August 21, 2023

PROJECT NO.	RISK LEVEL:	RISK TYPE:	FERC ACCOUNT:	FUNDING:
				☐ Rate ☑ Debt

SCHEDULE DATES

START DATE: October 2023	ESTIMATED IN-SERVICE DATE: May 2024	
☑ Capital	☐ Annual Need ☑ One Time Need ☐ Cyclical Need	Capital Plan Year: 2024

Total Cost:	FY22:	FY23:	FY24:	FY25:	FY26:
$1,800,000			$ 1,800,000		

DESCRIPTION OF PROJECT:

Garland Power & Light generation output of Spencer Plant is 129 MW at 0.85 p.f. but is currently limited by a 112 MVA autotransformer at Spencer Interchange. This proposal is to upgrade all equipment between Switch 9017 at Spencer Plant to Spencer Intch, including the autotransformer at Spencer Interchange and reconductor to allow full output of the generation resources at Spencer Plant.

PROJECT BENEFITS & JUSTIFICATION (OUTCOME):

No limitation of generation resources due to Transmission Service Provider's equipment limitations.
Autotransformer - 112 MVA
Conductor (Drake) - 107 MVA
Conductor (Suwannee) - 193 MVA

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

BACKGROUND:

The 168 MVA autotransformer currently located at DME's R.D.Wells station is no longer needed and is available for use elsewhere.

ALTERNATIVES:

1. Do nothing and limit the output of Spencer Plant to 107 MVA (Drake Conductor)

2. Just reconductor and overload transformer,as necessary, and accept loss-of-life

3.

COST/BENEFIT WORKSHEET

ECONOMIC ASSESSMENT:

Costs: Current Year Only

TMPA Labor Hours =			**Benefits:$/Year**
TMPA Labor	$		**Reliability -**
Materials	$	475,000	**Capability -**
Contract Services	$	1,125,000	**Labor Savings -**
Engineering Consultant	$	200,000	**Heat Rate Improvement -**
Misc. Expenses	$		**Non Labor O&M Savings -**
Labor Loadings (50%)	$		**Total Benefit $**
TOTAL	$	1,800,000	**Cost / Benefit =**

Estimation Levels:
P1 = Budget/Preliminary
P2 = Conceptual
P3 = Detail Design

Estimated life of asset: 30

Staff will measure improvement of completed project: ☐ Yes ☑ No

Level of Estimate: P1 ☑ **P2** ☐ **P3** ☐

Over $100K in professional services: ☑ Yes ☐ No

Is land acquisition or right of ways procurement required: ☐ Yes ☑ No

TEXAS MUNICIPAL POWER AGENCY
CAPITAL PROPOSAL

ASSUMPTIONS:

Relocate autotransformer from R.D.Wells to Spencer Intch and store existing auto on-site.
Reconductor ~1000 ft circuit of Drake to Suwannee (193 MVA)
Provide new foundation with oil containment

SIGNATURES	
Project Manager: [signature]	**Date:** 8/23/23
Supervisor: [signature]	**Date:** 8-23-23
Division Manager: Steve Martin	**Date:** 8-24-2023
General Manager: [signature]	**Date:** 9-5-2023

September 14, 2023

AGENDA ITEM NO. 10

SUBJECT: Executive Session

Executive session will be held pursuant to the Open Meetings Act (Chapter 551, Government Code) for the following items:

A. TMPA v. Gibbons Creek Environmental Redevelopment Group, LLC, Cause No. D-1-GN-22-004434, in the 126th District Court of Travis County, Texas (legal advice under Section 551.071, Government Code).

B. Status report relating to the sale of SP-50 (value of real property under Section 551.072, Government Code).

C. PUC Docket No. 55067, Application of Oncor Electric Delivery LLC to amend its Certificate of Convenience and Necessity for the Ramhorn Hill-Dunham 345 kV Transmission Line in Denton and Wise Counties (legal advice under Section 551.071, Government Code).

D. General Manager Agreement (personnel matter under Section 551.074, Government Code, and legal advice under Section 551.071, Government Code).

In the Board's discretion, the Board may discuss and/or take action on one or more of the above executive session items in open meeting. In regard to items scheduled on this Agenda for discussion and/or action in the open portion of the meeting, the Board may, in its discretion, address one or more of such items in executive session if and to the extent permitted by the Texas Open Meetings Act.

September 14, 2023

AGENDA ITEM NO. 10A

SUBJECT: TMPA v. Gibbons Creek Environmental Redevelopment Group, LLC, Cause No. D-1-GN-22-004434, in the 126th District Court of Travis County, Texas.

DISCUSSION: The purpose of this agenda item is to advise the Board concerning developments in this litigation subsequent to the briefing that the Board received on June 8, 2023.

BACKUP MATERIAL: Legal Memorandum re Status of Lawsuit

ACTION REQUESTED: None.

PRIVILEGED AND CONFIDENTIAL

TIEMANN, SHAHADY & HAMALA, P.C.
102 N. RAILROAD
PFLUGERVILLE, TEXAS 78660

MEMORANDUM

To: Board of Directors

From: Carl J. Shahady CJS

Date: August 28, 2023

Re: Litigation with GCERG and Charah Solutions

PRIVILEGED AND CONFIDENTIAL

Since not all Board Members have been involved in the previous briefings relating to this litigation, I have set out below a Background and Chronology. It addresses the history relating to the issues that are currently described in TMPA's pleadings.

Not addressed in the Background and Chronology are the following issues, discussed with GCERG recently, which might be added to the litigation in the future either by TMPA or GCERG.

Regulatory Performance Bond: At closing on February 10, 2021, GCERG provided to TMPA a performance bond (named "Regulatory Closure Bond") in the amount of $36.5M. The APA allows the bond to be reduced in increments as each remediation project is completed. There are 5 remediation projects set out in the APA, i.e. ash pond closure, scrubber sludge pond closure, Site A landfill closure, Site F landfill closure, and plant shutdown and decommissioning.

Our interpretation of the APA is that, in order to get a bond reduction for a completed project, two things must occur: (i) a regulatory authority must confirm in writing that the project is complete (a "closure letter") and (ii) if the project is subject to "Environmental Post-Closure Requirements," GCERG must provide to TMPA a post-closure bond for that project.

Beginning in August of 2022, GCERG has made approximately 5 requests for bond reduction on the basis that substantial work has been performed in the field and the cost of completion is less than $36.5M. GCERG's bond reduction request of August 11, 2022, for example, requested that the bond be reduced from $36.5M to $6M. TMPA has denied all of these requests because, although progress on the ground has been substantial, little progress has been made with regulatory authorities, namely the TCEQ. To date, not one of the 5 remediation projects has received a closure letter.

Daniel Meadows recently discussed this issue with GCERG's president, Scott Reschly, on July 28, 2023, and on August 18, 2023. During the July 28 conversation, Scott indicated that GCERG was considering litigation over this issue. During the August 18 conversation, Scott indicated that GCERG's interpretation of the requirements for bond reduction are vastly different than TMPA's. Scott does not believe that a closure letter is required and believes that Daniel Meadows may simply, using his "business judgment," approve a bond reduction for any given project. Scott also asserts that TMPA's denial of the requested bond reduction is in retaliation for the dispute over Site F Landfill costs, an assertion that Daniel denied.

The APA does not give Daniel or the Board authority to waive APA requirements. The Member Cities are express third party beneficiaries of the APA and their approval is required for any amendment or waiver of the APA. During the mediation, since we agreed that the remaining costs of the Project were less than \$36.5M, we suggested that we could reduce the bond to \$14.6M if the Member Cities approved it. Since we could not reach agreement on other issues at the mediation, this offer is no longer on the table.

This issue is coming to a head since, shortly after the first of the year, GCERG will have to pay the annual premium on the bond, approximately \$1M.

Regulatory Correspondence: The APA requires GCERG to provide TMPA access to all regulatory correspondence relating to the Project. Since the Project's inception, GCERG has frustrated TMPA by providing some, but less than all, correspondence. Bob Kahn discussed this problem with Scott Reschly on April 24, 2023, and followed up with a demand letter on May 15, 2023. In response, GCERG provided some correspondence that it had initially withheld, but recently has lapsed back to old habits, failing to provide all of such correspondence. On August 18, 2023, Daniel Meadows spoke with Scott Reschly about this issue. At first, Scott sounded willing to cooperate. But by the end of the conversation, Scott stated that he did not believe the APA requires GCERG to provide all correspondence. Scott Reschly cited no authority or provision in the APA to support this statement. We are waiting to see if Daniel's conversation with Scott on August 18 made any progress on this issue. If not, we may need to add this as a breach of contract claim to the litigation.

BACKGROUND AND CHRONOLOGY

A.
Background Information

The Asset Purchase Agreement ("APA") and Escrow Agreement contain the following requirements that are pertinent to the chronology below.

Site F Landfill Costs-The APA estimates that the cost to remediate the Site F Landfill will be \$13.6M. If "aggregate costs actually incurred" to remediate Site F come in under \$13.6M, then TMPA is to receive a refund of the difference. If the costs exceed \$13.6M, GCERG is to absorb the additional costs. Each month, GCERG is required to submit a

Progress Report. In it, GCERG is required to provide an accounting of costs actually incurred to remediate Site F.

Escrow Funds-At closing, TMPA deposited into escrow $28.546M. Provided work is on schedule, payments out of the escrow fund are made to GCERG in monthly installments. The APA requires that GCERG must use the escrow funds exclusively for the remediation of the former plant site (the "Project").

Resale of parcels out of the former plant site by GCERG-The APA requires that, for tracts having "recognized environmental conditions", GCERG must use a particular form of deed and the transferee must execute an Assignment and Assumption Agreement (requiring the transferee to assume the obligations of GCERG under the APA, but without letting GCERG "off the hook"). Prior to the transfer, TMPA must be given an opportunity to review the contract documents to ensure that the foregoing requirements are met.

Venue for litigation-The APA places venue for any litigation involving the APA in Travis County.

B.
Chronology

Prior to September 9, 2022-Prior to this date, TMPA became aware that GCERG was assigning, to the Site F Landfill, costs that were that were obviously **not** "costs actually incurred" to close the Site F Landfill. These included, among others, estimated and inflated costs of engineering, estimated and inflated costs for project management, costs that were unrelated to the Site F Landfill (such as costs of contesting an electric bill associated with Winter Storm Uri), and a 35% surcharge for profit. In addition, TMPA became aware that escrow funds paid to GCERG were being utilized by Charah for purposes unrelated to the Project and that GCERG was getting behind on payments to contractors.

September 9, 2022-TMPA filed its Original Petition in Travis County District Court, against GCERG, seeking declaratory relief and damages. Claims asserted related to the improper assignment of costs to Site F and the improper use of escrow funds.

January 6, 2023-TMPA learned that Mike Dunn, Vice President of GCERG, was preparing to file a lawsuit against Charah Solutions to, among other things, prevent Charah from diverting escrow funds away from the Project. TMPA was also informed that contractors were not being timely paid. In addition, TMPA learned that on September 29, 2022, GCERG had executed a Deed of Trust to secure a loan. The Deed of Trust, which included two tracts with Recognized Environmental Conditions, did not comply with the APA because (i) TMPA was not given an opportunity to review the transaction (ii) no provision was made for the execution of the deed form required by the APA, and (iii) no provision was made for the execution by the ultimate transferee of the Assignment and Assumption Agreement.

January 7, 2023-TMPA filed a First Amended Petition, bringing Charah Solutions, Inc. and Charah, LLC into the lawsuit, and seeking injunctive relief to prevent Charah from diverting escrow funds away from the Project. In addition, TMPA added a claim for breach of contract relating to the Deed of Trust.

February 17, 2023-To avoid a temporary injunction against GCERG and Charah, GCERG and Charah were willing to and entered into with TMPA a Rule 11 Agreement (an agreement signed by the attorneys and enforceable by the Court). The Rule 11 Agreement:

-Reiterates that escrow funds may be used only for "Guaranteed Obligations"

-Eliminates commingling by requiring a separate bank account for escrow funds

-Requires that TMPA receive bank statements from the separate account

-Requires that TMPA receive a monthly report on payments to contractors

-Provides that, in the event of a breach of the Rule 11 Agreement, Charah's only defense against injunctive relief would be to argue that it has not breached the Rule 11 Agreement.

May 11, 2023-At GCERG's request, the parties engaged in mediation in Austin. The mediation (described in detail in a memorandum from me to the Board, dated May 12, 2023) was not successful. The last offer made by TMPA at the mediation was to receive a refund relating to Site F of $2.5M. GCERG's last offer at the mediation was to refund to TMPA $200,000.

June 9, 2023-Daniel Meadows was deposed by GCERG. After the deposition was concluded, the attorney for GCERG, Bennie Rush, in a conversation with TMPA's litigation counsel, Joe de la Fuente, proposed that the litigation could possibly be resolved if GCERG/Charah was privy to TMPA's cost projections for Site F. (Mike Dunn had made numerous requests for this in the past.) In subsequent discussions with GCERG in July and August, TMPA agreed to share its cost projection provided (i) GCERG would also provide to TMPA GCERG's cost projection (utilizing the same format as TMPA's, so as to allow for an "apples to apples" comparison) and (ii) the exchange of cost projections would be deemed settlement communications that could not be used as evidence in court.

August 22, 2023-The Site F cost projections were exchanged. TMPA's cost projection, prepared by Daniel Meadows, was (as of 8-10-23) $10,990,309.

GCERG's was $13,935,834. GCERG believes it has a right to add to the $13,935,834 cost projection a 35% surcharge for profit.

For reasons to be discussed at the Board Meeting, we do not believe GCERG's cost projection is based on "aggregate costs actually incurred" as required by the APA.

September 14, 2023

AGENDA ITEM NO. 10B

SUBJECT: Status report relating to the sale of SP-50.

DISCUSSION: An update will be provided at the meeting.

BACKUP MATERIAL: None.

ACTION REQUESTED: None.

September 14, 2023

AGENDA ITEM NO. 10C

SUBJECT: PUC Docket No. 55067, Application of Oncor Electric Delivery LLC to amend its Certificate of Convenience and Necessity for the Ramhorn Hill-Dunham 345 kV Transmission Line in Denton and Wise Counties.

DISCUSSION: On June 13, 2023, TMPA received notice from Oncor of the above application, informing TMPA of a July 24, 2023 intervention deadline. After consulting with each of the P&O Committee members, TMPA intervened on July 19, 2023. The purpose of the intervention was not to oppose the application, but to monitor the proceedings and, if necessary, take a position on one or more issues.

The proposed line is approximately 20 miles in length. All of the proposed routes will cross two lines owned by TMPA. One line, 100% owned by TMPA, is the Roanoke-Denton West 345 kV line. The other line, jointly owned by TMPA (40.7%) and Oncor (59.3%), is the NW Carrollton-Roanoke 345 kV line.

The Interconnection Agreement with Oncor requires the parties to consult with each other on changes to the jointly owned line. In addition, the design and construction of any reconstruction or modification of the jointly owned line must be approved by both parties. It is possible, that as a result of this proceeding, the jointly owned line and/or the Roanoke-Denton West 345 kV line may require modification.

BACKUP MATERIAL: None.

ACTION REQUESTED: None.

September 14, 2023

AGENDA ITEM NO. 10D

SUBJECT: General Manager Agreement.

DISCUSSION: On June 16, 2023, the Board appointed Daniel Meadows as General Manager, effective June 23, 2023. In separate correspondence from the General Counsel, the Board has received a proposed form of General Manager Agreement and a legal memorandum for discussion during this executive session.

BACKUP MATERIAL: Proposed General Manager Agreement (provided separately).

ACTION REQUESTED: Approval of the General Manager Agreement may be voted on by motion in open session.

September 14, 2023

AGENDA ITEM NO. 11

SUBJECT: Election of Officers (President, Vice President, and Secretary) and approval of appointments to standing committees (Audit & Budget Committee and Personnel Committee) in accordance with Agency Rules & Regulations.

DISCUSSION: In accordance with the Agency Rules & Regulations, the election of the following officers will be held at the Annual Meeting:

- President
- Vice President
- Secretary-Treasurer

The Rules & Regulations also provide for the appointment of two standing committees: the Personnel Committee and the Audit & Budget Committee. Committee members are appointed by the President and confirmed by the Board. The Personnel Committee consists of the President of the Board, and three other Board Members, each representing a different Member City. Similarly, the Audit & Budget Committee (ABC) consists of the Vice President of the Board, and three other Board Members, each representing a different Member City. To simplify the process, the following priority of rules has been used to determine committee assignments.

1. The President and Vice President are the respective chairs of the Personnel and Audit & Budget committees.
2. The peer Board Members from the President's and Vice President's city move to the opposite committee to maintain equal representation.

The Rules & Regulations require no specific experience requirements to serve as a TMPA officer and the duties of each office are outlined below:

Article IV, Section 4: The President

The President shall, when present, preside at all meetings of the Board of Directors. He may sign, with the Secretary-Treasurer or any other proper officer of the Agency, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors to some other officer or agent of the Agency, and in general shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

Article IV, Section 5: The Vice-President

In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform other duties as may be assigned to him by the President or by the Board of Directors.

<u>Article IV, Section 6: The Secretary-Treasurer</u>

The Secretary-Treasurer shall keep the minutes of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions hereof and as required by law; be custodian of the Agency records; keep a register of the post office addresses of the Directors, and of the members of any committee appointed by the Board of Directors. Such officer shall also have charge and custody of and be responsible for all funds and securities of the Agency; receive and give receipts for monies due and payable to the Agency from any source, and deposit all monies in the name of the Agency in the depositories selected in accordance with the provisions of Article VI, Section 3 of these by-laws; and perform all of the duties as may be assigned to him or her by the President or by the Board of Directors. Subject to the right of the Secretary-Treasurer to perform the foregoing duties, the Secretary-Treasurer may allow the foregoing duties to be performed by other officers or employees of the Agency.

The President of the Board position requires more time than the Vice President or Secretary-Treasurer positions, as the President is frequently contacted on matters regarding Board Agendas, coordination with and on P&O Committee matters, remediation of the former plant site, and transmission matters, and frequently visits and meets with Agency Staff outside of Board meetings.

The current tenures of the Board Members are as follows:

BOARD MEMBER	YEARS OF SERVICE
Andrew Nelson	<1
Jesse Davis	2
Summer Spurlock	5
Kean Register	11
Bill Cheek	13
Jamie Ratliff	19
Tom Jefferies	21
Sue Ann Harting	24

Following the above guidelines as they relate: A Secretary would normally be nominated from the city which held no officer position in FY23, which in FY23 was the city of Bryan.

Following past practices of ascendency which have varied from time to time, rotation among the Cities, and the rules above, the changes below would occur:

- For Bryan, Kean Register and Andrew Nelson are eligible to serve as Secretary-Treasurer. So long as they serve on separate committees, both are each eligible for appointment to the Personnel Committee and Audit & Budget Committee to maintain equal representation of the Cities.

- For Denton, Bill Cheek served as President for FY23. As long as they serve on separate committees, Bill Cheek and Jesse Davis are each eligible for appointment to the Personnel Committee and Audit & Budget Committee to maintain equal representation of the Cities.

- For Garland, Tom Jefferies served as Vice President; therefore, he is in line to become President and chair of the Personnel Committee. Jamie Ratliff would therefore become a member of the Audit and Budget Committee to maintain equal representation of the Cities.

- For Greenville, Summer Spurlock served as Secretary-Treasurer; therefore, she is in line to become Vice President and chair of the Audit and Budget Committee. Sue Ann Harting would therefore become a member of the Personnel Committee to maintain equal representation of the Cities.

Staff normally does not provide input on the officers' election. The above information is provided based on past practices of officer rotation and ascendency to show how Committee assignments might follow. It is the Board's prerogative to elect officers, and the President's prerogative to make Committee appointments, as they deem advisable.

Officer positions held recently include:

Board Member	City	2023	2022	2021	2020	2019
Sue Ann Harting	Greenville			Pres	VP	Sec
Chris Watts	Denton			VP		
Tom Jefferies	Garland	VP	Sec		Pres	VP
Jamie Ratliff	Garland					
Kean Register	Bryan		Pres			
David Bairrington	Bryan				Sec	
Bill Cheek	Denton	Pres	VP			Pres
Summer Spurlock	Greenville	Sec				
Buppy Simank	Bryan			Sec		

Committee tenures of the Board Members are as follows:

Board Member	City	Committee Membership				
		2023	2022	2021	2020	2019
Sue Ann Harting	Greenville	Pers	Pers	Pers - Chair	ABC - Chair	ABC
Chris Watts	Denton			ABC - Chair	Pers	ABC
Kean Register	Bryan	Pers	Pers – Chair	Pers	Pers	Pers
Tom Jefferies	Garland	ABC – Chair	Pers	Pers	Pers - Chair	ABC-Chair
Bill Cheek, Jr.	Denton	Pers – Chair	ABC – Chair	Pers	ABC	Pers-Chair
Jamie Ratliff	Garland	Pers	ABC	ABC	ABC	Pers
David Bairrington	Bryan				ABC	ABC
Summer Spurlock	Greenville	ABC	ABC	ABC	Pers	
Buppy Simank	Bryan	ABC	ABC	ABC	2020	
Jesse Davis	Denton	ABC	Pers	2021		
Andrew Nelson	Bryan	ABC				

Article V, Section 10: Planning & Operating Committee, provides in part:

A Planning & Operating Committee, which will consist (ex-officio) of the Electric Utility Director, or his designate, of each of the Cities of Bryan, Denton, Garland, and Greenville, the Plant Manager, Transmission System Manager, and the General Manager of the Agency, or their designates, shall serve as an advisory committee to the Board of Directors as outlined below. In the event the function of managing the transmission system has been delegated by contract to a Member City, such that the Agency no longer has an employee serving as Transmission System Manager, the Member City may select a person knowledgeable in transmission systems to serve on the Planning & Operating Committee, and such person shall be considered the "Transmission System Manager" as referred to in this Section.

Prior to the annual election of officers of the Board of Directors, the Planning & Operating committee shall elect one of the Electric Utility Directors to serve as Chairperson. The Committee Chairperson's primary duties shall include presiding over Committee Meetings, approving the Meeting agenda, and providing a report at each Board Meeting.

The rotation of the P&O Chairperson is listed below to provide additional information.

Rotation of P&O Chairperson		
P&O Chairperson	**City**	**Year**
Tony Puente	Denton	2023, 2022
Alicia Hooks	Greenville	2020, 2021
Gary Miller	Bryan	2017, 2018 & 2019

An Election for the P&O Committee Chairperson will take place at the P&O meeting scheduled for September 14, 2023.

ACTION REQUESTED: Elect officers and approve committee assignments.

Daniel Meadows
8/28/23

September 14, 2023

AGENDA ITEM NO. 12

SUBJECT: Future meeting dates and subjects

DISCUSSION: The date for the next scheduled Board meeting is **December 14, 2023.**

TENTATIVE MEETING DATES FOR 2024:

February 8, 2024
June 13, 2024
September 12, 2024
December 12, 2024