SA ENERGY
Acquisition Public Facility Corp.

Minutes of Meeting of
Board of Directors
January 31, 2025

A regular meeting of the Board of Directors of SA Energy Acquisition Public Facility Corporation ("PFC" or "Corporation"), held in the Board Room on the First Floor of the CPS Energy headquarters located at 500 McCullough, San Antonio, Texas, was called to order on Friday, January 31 at 4:41 p.m. by Board President Gonzalez.

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

Ms. Janie Gonzalez, President
Dr. Francine Romero, Vice President
Mr. Rudy Garza, Assistant Vice President
Dr. Willis Mackey
Mr. John Steen
Mayor Ron Nirenberg
Mr. Cory Kuchinsky

Also, in attendance during the meeting were:

Ms. Shanna Ramirez, Secretary
Ms. Julie Johnson, Assistant Secretary
Mr. David Ramirez, Treasurer
Mr. Kevin Pollo, Executive Director
Other CPS Energy leadership and staff members

I. WELCOME / CALL TO ORDER

Board President Gonzalez welcomed everyone and called to order the meeting. Ms. Ramirez confirmed a quorum was present.

II. PUBLIC COMMENT

There were no members of the public wishing to provide public comment.

III. APPROVAL OF CONSENT AGENDA

On a motion by Assistant Vice President Garza, seconded by Director Dr. Mackey, and upon the affirmative vote by all members present, the following items on the Consent Agenda were unanimously approved:

A. Board Meeting Minutes from July 29, 2024
B. Financial Authorization and Approvals Policy for Banking & Investing

IV. RESOLUTION FOR ELECTION OF OFFICERS

Director Steen moved to approve the Resolution for Election of Officers, Board President Gonzalez seconded the motion, and the following resolution was approved unanimously:

RESOLUTION FOR ELECTION OF OFFICERS

WHEREAS, Article VII of the Corporation's Articles of Incorporation stipulates that "No person shall be appointed as a director of the Corporation unless that person is also appointed as a member of the Board of Trustees of CPS Energy or serves as the President and CEO or Chief Financial Officer of CPS Energy; provided that a director whose term on the Board of Trustees of CPS Energy or whose employment at CPS Energy concludes before the expiration of the term as a director of the Corporation shall also conclude their term as a director of the Corporation"; and

WHEREAS, the San Antonio City Council is expected to reappoint the members of the CPS Energy Board of Trustees along with the President and CEO and the Chief Financial Officer of CPS Energy to the SA Energy Acquisition Public Facility Corporation Board of Directors for terms to commence February 1, 2025, and expiring on January 31, 2027; and

WHEREAS, the Board of Directors previously elected a slate of officers to serve the Corporation for terms that expire January 31, 2025; and

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

NOW, THEREFORE, BE IT RESOLVED, that the following persons shall serve as officers of the Corporation, in positions as identified below, for a term ending January 31, 2026, provided that an officer whose term on the Board of Trustees of CPS Energy concludes before the expiration of the term as an officer of the corporation shall also conclude his/her term as an officer of the corporation:

President (1,3)	Dr. Francine Romero
Vice President (1,3)	Dr. Willis Mackey
Assistant Vice President (1)	Rudy Garza
Secretary	Shanna Ramirez
Assistant Secretary (2)	Julie Johnson

Treasurer [2]	David Ramirez
Executive Director	Kevin Pollo

Notes:

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

V. CLOSE-OUT

Ms. Julie Johnson noted that no action items were captured.

VI. ADJOURNMENT

There being no further business to come before the Board of Directors, a motion was made by Director Mackey, seconded by Assistant Vice President Garza, and approved unanimously. The meeting was adjourned by Board President Gonzalez at 4:44 p.m.

Shanna M. Ramirez
Secretary of the Board