

March 21, 2025

OFFICIAL NOTICE
OF A
SPECIAL CALLED JOINT MEETING

The Kerrville Public Utility Board (KPUB) will hold a Special Called Joint Meeting with the Kerrville Public Utility Board Public Facility Corporation (KPFC) on Wednesday, March 26, 2025, beginning at 8:00 a.m. The meetings will be held in the KPUB Conference Room at the Utility Board offices located at 2250 Memorial Blvd. The meeting site is accessible to handicapped persons. A copy of the agenda is attached to this notice.



Lidia S. Goldthorn, Assistant Secretary

AGENDA
KERRVILLE PUBLIC UTILITY BOARD (KPUB) AND
KERRVILLE PUBLIC FACILITY CORPORATION (KPFC)
SPECIAL CALLED JOINT MEETING
WEDNESDAY, MARCH 26, 2025, 8:00 A.M.
KPUB CONFERENCE ROOM
KERRVILLE PUBLIC UTILITY BOARD OFFICES
2250 MEMORIAL BLVD.
KERRVILLE, TEXAS

Pursuant to Chapter 551.127, Texas Government Code, one or more members of the Board of Directors or employees may attend this meeting remotely using videoconferencing technology. The video and audio feed of the videoconferencing equipment can be viewed and heard by the public at the address posted above as the location of the meeting.

CALL TO ORDER (KPUB and KPFC):

INVOCATION AND PLEDGE OF ALLEGIANCE:

1. CITIZEN/CONSUMER OPEN FORUM (KPUB and KPFC):

Members of the public may address the Board. Prior to speaking, each speaker must sign in with their name, address and the topic to be addressed. The Board may not discuss or take any action on an item not on the agenda but may place the issue on a future agenda. The number of speakers will be limited to the first ten speakers and each speaker is limited to four minutes.

2. CONSENT AGENDA (KPFC):

These items are considered routine and can be approved in one motion unless a Board Member asks for separate consideration of an item. It is recommended that the Board approve the following items which will grant the General Manager to take all actions necessary for each approval:

2A. APPROVAL OF MINUTES – Approval of the September 25, 2024, Special Called Board Meeting Minutes and the November 13, 2024, Special Called Board Meeting Minutes 1

3. MOTIONS TO VOTE AND RECESS THE PUBLIC MEETING AND RECONVENE IN AN EXECUTIVE CLOSED SESSION (KPUB AND KPFC):

I. EXECUTIVE CLOSED SESSION – CONSULTATION WITH ATTORNEY:

In accordance with Texas Statutes Subchapter D, Chapter 551, Government Code Section §551.071, the Kerrville Public Utility Board will recess for the purpose of “Consultation With Attorney” regarding the following matter:

A. Consultation with Attorney Regarding Pending or Contemplated Litigation – Mike Wittler, CEO

- B. Consultation with Attorney on a matter in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with this chapter – Mike Wittler, CEO

II. EXECUTIVE CLOSED SESSION – COMPETITIVE MATTERS:

In accordance with Texas Statutes Subchapter D, chapter 551, Government Code Section §551.086, the Kerrville Public Utility Board will recess to discuss and take any necessary action on the following “Competitive Matters”:

- A. Bidding and pricing information for purchased power, generation and fuel, and Electric Reliability Council of Texas bids, prices, offers, and related services and strategies; Risk management information, contracts, and strategies, including fuel hedging and storage;
 - (1) Discussion and Possible Action on Hedging Activities, ERCOT Activities, Wholesale Power Contracts and Generation – Mike Wittler, CEO

4. CONSIDERATION AND ACTION AS A RESULT OF EXECUTIVE CLOSED SESSIONS (KPUB AND KPFC):

5. ADJOURNMENT (KPUB AND KPFC)

**MINUTES OF THE
KERRVILLE PUBLIC UTILITY BOARD PUBLIC FACILITY CORPORATION
SPECIAL CALLED MEETING
WEDNESDAY, SEPTEMBER 25, 2024, AT 8:30 A.M.
KPUB CONFERENCE ROOM
KERRVILLE PUBLIC UTILITY BOARD OFFICES
2250 MEMORIAL BLVD.
KERRVILLE, TEXAS**

TRUSTEES PRESENT:

Larry Howard
Bill Thomas
Glenn Andrew
Rachel Johnston
Dalton Ride
Shelley McElhannon

STAFF PRESENT:

Mike Wittler, General Manager and CEO
Amy Dozier, Director of Finance
Allison Bueché, Director of Customer and Community Relations
Robby McCutcheon, Director of Information Technology
Mark Alejandro, Supervisor of IT Services (*via teleconference*)
Lidia S. Goldthorn, Assistant Secretary to the Board

TRUSTEES ABSENT:

Mayor Joe Herring, Jr.

OTHERS PRESENT:

Stephen Schulte, Legal Counsel
John Bonnin
Arthur Kimball-Stanley, Norton Rose Fulbright
(*via teleconference*)
Matt Lee, Norton Rose Fulbright (*via teleconference*)

CALL TO ORDER:

Mr. Dalton Rice, Incorporated Member of the Kerrville Public Utility Board Public Facility Corporation, called the Special Called Meeting to order at 8:35 a.m.

1. CONSIDERATION AND APPROVAL OF A RESOLUTION OF THE INITIAL BOARD OF DIRECTORS OF THE KERRVILLE PUBLIC UTILITY BOARD PUBLIC FACILITY CORPORATION APPROVING THE CORPORATION'S BYLAWS; ELECTING OFFICERS OF THE CORPORATION'S BOARD OF DIRECTORS; APPROVING OTHER PROVISIONS RELATING TO MATTERS INCIDENTAL AND RELATED THERETO; AND PROVIDING FOR AN EFFECTIVE DATE:

Mr. Dalton requested all board members to execute a meeting notice waiver, being a housekeeping item needed to address the fact that the directors are technically entitled to 6 days' notice before an organizational meeting. All members agreed to attend at 5 days' notice; and the waiver serves to eliminate any question as to the validity of this meeting. Board Member Glenn Andrew highlighted a change that would need to be addressed at a future meeting regarding the expiration of term specifically with the Mayor, to coincide with the Mayoral term. Mr. Wittler acknowledged that item as well as other items identified by staff as housekeeping changes that will need to be done.

Rachel Johnston made a motion to approve Resolution No. 24-01 approving the Kerrville Public Utility Board Public Facility Corporation's Bylaws. Bill Thomas seconded the motion. Vote was by a show of hands. Motion carried 4 – 0. Mr. Rice then turned the meeting over to the newly elected board president Larry Howard.

2. **CONSIDERATION AND APPROVAL OF A RESOLUTION OF THE BOARD OF DIRECTORS OF THE KERRVILLE PUBLIC UTILITY BOARD PUBLIC FACILITY CORPORATION APPROVING THE CORPORATION'S ENGAGEMENT OF SPECIALIZED PUBLIC FINANCE INC., TO PROVIDE FINANCIAL ADVISORY SERVICES TO THE CORPORATION AND THE ENGAGEMENT OF NORTON ROSE FULBRIGHT US LLP TO PROVIDE BOND COUNSEL SERVICES TO THE CORPORATION, RESPECTIVELY; AUTHORIZING THE CORPORATION'S EXECUTION OF ENGAGEMENT AGREEMENTS WITH EACH OF THE FOREGOING; AUTHORIZING BOND COUNSEL TO SERVE AS THIRD-PARTY DESIGNEE FOR CERTAIN PURPOSES; AND OTHER MATTERS NECESSARY OR INCIDENTAL IN CONNECTION THEREWITH:**

President Howard requested a motion to approve Resolution No. 24-02 approving the corporation's engagement of Specialized Public Finance Inc., to provide financial advisory services to the corporation and the engagement of Norton Rose Fulbright US LLP to provide bond counsel services to the corporation, respectively; authorizing the corporation's execution of engagement agreements with each of the foregoing; authorizing bond counsel to serve as third-party designee for certain purposes; and other matters necessary or incidental in connection therewith. Bill Thomas, Vice President, so moved. Glenn Andrew, Secretary, seconded the motion. Vote was by a show of hands. Motion carried 4 – 0.

3. **CONSIDERATON AND APPROVAL OF A RESOLUTION OF THE BOARD OF DIRECTORS OF THE KERRVILLE PUBLIC UTILITY BOARD PUBLIC FACILITY CORPORATION AUTHORIZING THE CORPORATION TO NEGOTIATE TERM SHEETS TO FACILITATE THE CONSTRUCTION AND MANAGEMENT OF A POWER GENERATION PROJECT:**

President Howard requested a motion to approve Resolution No. 24-03 authorizing the corporation to negotiate term sheets to facilitate the construction and management of a power generation project. Rachel Johnston, Treasurer, so moved. Mr. Thomas seconded the motion. Vote was by a show of hands. Motion carried 4 – 0.

4. **CONSIDERATION AND APPROVAL OF A RESOLUTION RELATING TO ESTABLISHING THE KERRVILLE PUBLIC UTILITY BOARD PUBLIC FACILITY CORPORATION'S INTENTION TO REIMBURSE ITSELF FOR THE PRIOR LAWFUL EXPENDITURE OF FUNDS FROM THE PROCEEDS OF TAXABLE AND TAX-EXEMPT OBLIGATIONS TO BE ISSUED BY THE CORPORATION FOR AUTHORIZED PURPOSES; AUTHORIZING OTHER MATTERS INCIDENT AND RELATED THERETO; AND PROVIDING AN EFFECTIVE DATE:**

President Howard requested a motion to approve Resolution No. 24-04 establishing the Kerrville Public Utility Board Public Facility Corporation's intention to reimburse itself for the prior lawful expenditure of funds from the proceeds of taxable and tax-exempt obligations to be issued by the corporation for authorized purposes; authorizing other matters incident and related thereto; and providing

an effective date. Mr. Andrew so moved. Mr. Thomas seconded the motion. Vote was by a show of hands. Motion carried 4 – 0.

5. MOTION AND VOTE TO RECESS THE PUBLIC MEETING AND RECONVENE IN AN EXECUTIVE CLOSED SESSION:

I. EXECUTIVE CLOSED SESSION – COMPETITIVE MATTERS:

In accordance with Texas Statutes Subchapter D, chapter 551, Government Code Section §551.086, the Kerrville Public Utility Board will recess to discuss and take any necessary action on the following “Competitive Matters”:

A. Bidding and pricing information for purchased power, generation and fuel, and Electric Reliability Council of Texas bids, prices, offers, and related services and strategies; Risk management information, contracts, and strategies, including fuel hedging and storage;

(1) Deliberation of competitive matters regarding wholesale market activities to include power supply projects – Mike Wittler, CEO

II. EXECUTIVE CLOSED SESSION – PERSONNEL MATTERS:

In accordance with Texas Statutes Subchapter D, chapter 551, Government Code Section §551.074, the Kerrville Public Utility Board will recess for the purpose of “Personnel Matters” regarding the following matters:

A. Personnel Matters

Deliberation as to Appointment of Officers to the Board of Trustees

Mr. Wittler advised that at this point there was not a need to enter into executive session.

6. CONSIDERATION AND ACTION AS A RESULT OF EXECUTIVE CLOSED SESSION:

Item passed.

7. ADJOURNMENT

President Howard adjourned the Special Called Meeting at 8:51 a.m.

Date Approved: _____

Larry Howard, President

ATTEST

Glenn Andrew, Secretary

**MINUTES OF THE
KERRVILLE PUBLIC UTILITY BOARD (KPUB)
and KERRVILLE PUBLIC UTILITY BOARD
PUBLIC FACILITY CORPORATION (KPFC)
SPECIAL CALLED JOINT MEETING
THURSDAY, DECEMBER 12, 2024, AT 1:30 P.M.
KPUB CONFERENCE ROOM
KERRVILLE PUBLIC UTILITY BOARD OFFICES
2250 MEMORIAL BLVD.
KERRVILLE, TEXAS**

TRUSTEES PRESENT:

Larry Howard
Bill Thomas
Glenn Andrew
Rachel Johnston
Mayor Joe Herring, Jr.
Dalton Rice (KPFC)

STAFF PRESENT:

Mike Wittler, General Manager and CEO
Amy Dozier, Assistant General Manager
Robby McCutcheon, Director of Information Technology
(via teleconference)
Allison Bueché, Director of Customer and Community Relations
(via teleconference)
Lidia S. Goldthorn, Assistant Secretary to the Board

TRUSTEES ABSENT:

OTHERS PRESENT:

Stephen Schulte, Legal Counsel
John Bonnin
Frank Rotondi, Sky Global Partners, LLC
Randall Bird, Sky Global Partners, LLC
Kent McKinney, City Councilman

CALL TO ORDER:

Mr. Larry Howard, Chairman of the Kerrville Public Utility Board and President of the Kerrville Public Utility Board Public Facility Corporation, called the Special Called Joint Meeting to order at 1:32 p.m.

INVOCATION AND PLEDGE OF ALLEGIANCE:

1. MOTION AND VOTE TO RECESS THE PUBLIC MEETING AND RECONVENE IN AN EXECUTIVE CLOSED SESSION:

I. EXECUTIVE CLOSED SESSION – CONSULTATION WITH ATTORNEY:

In accordance with Texas Statutes Subchapter D, Chapter 551, Government Code Section §551.071, the Kerrville Public Utility Board will recess for the purpose of “Consultation With Attorney” regarding the following matter:

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- B. Consultation with Attorney on a matter in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with this chapter – Mike Wittler, CEO

II. EXECUTIVE CLOSED SESSION – COMPETITIVE MATTERS:

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 - (1) Deliberation of competitive matters regarding wholesale market activities to include power supply projects – Mike Wittler, CEO

Staff asked for a motion that both Boards convene in Executive Closed Session to discuss “Consultation with Attorney” in accordance with Texas Statutes Subchapter D, Chapter 551, Government Code Section §551.071, and “Competitive Matters” in accordance with Texas Statutes Subchapter D, Chapter 551, Government Code Section §551.086. Glenn Andrew, Secretary, so moved. Bill Thomas, Vice Chairman, seconded the motion. Vote was by show of hands. Motion carried 5 – 0.

KPUB and KPFC Boards entered Executive Closed Session at 1:34 p.m. Chairman (KPUB) and President (KPFC) Howard adjourned the Executive Closed Session for both Boards and reconvened into Open Session at 4:12 p.m.

2. CONSIDERATION AND ACTION AS A RESULT OF EXECUTIVE CLOSED SESSIONS:

3. ADJOURNMENT

Chairman (KPUB) and President (KPFC) Howard adjourned the Special Called Joint Board Meeting for both Boards at 4:12 p.m.

Date Approved: _____

Larry Howard, Chairman

ATTEST

Lidia S. Goldthorn, Assistant Secretary to the Board