

# NOTICE OF COMBINED PUBLIC MEETING AND EXECUTIVE SESSION AND AGENDA OF THE BOARD OF DIRECTORS OF THE SOUTHWEST PUBLIC POWER AGENCY, INC.

Pursuant to A.R.S. § 38-431.02, **NOTICE IS HEREBY GIVEN** that a meeting of the Board of Directors of the Southwest Public Power Agency, Inc. ("SPPA") will be held on March 11, 2019, at the offices of Ryley Carlock & Applewhite, located at One North Central Avenue, Suite 1200, Phoenix, Arizona 85004. **The meeting will begin at 11:05 a.m. or upon conclusion of the SPPA Pool Management Committee meeting.**

The agenda for the meeting is as follows. As indicated in the agenda, the Board of Directors of SPPA may vote to go into executive session, which will not be open to the public, to discuss certain matters. All agenda items are for discussion and possible action. Items may be taken up in a different order than that shown.

1. Call to Order.
2. Roll Call.
3. Presentation of Minutes:
  - a. February 11, 2019 Meeting of SPPA (**Approval Item**).
4. Report on operations YTD and other activities undertaken since last SPPA Meeting.
5. Financial Update and Treasurer's Report, including disbursements (**Approval Item**).
6. Discussion and possible action on authorization for SPPA Project Manager and legal advisor(s) to take necessary steps to obtain up to a \$20 million line of credit (**Possible Approval Item**).
7. Discussion and possible action on authorization for SPPA Project Manager and legal advisor(s) to proceed with all steps necessary to establish a gas hedging program, including but not limited to the development and execution of ISDA Agreement(s) with one or more counterparties (**Possible Approval Item**).
8. Discussion and possible action regarding modification of Exhibit C to the Energy Management Services Agreement between SPPA and Arizona Electric Power Cooperative, Inc. (**Possible Approval Item**).
9. Discussion and possible action on authorization for SPPA Project Manager and legal advisor(s) to proceed with all steps necessary to finalize an extension of SCIP's layoff for another year (**Possible Approval Item**).
10. Discussion and possible action on authorization for SPPA Project Manager and legal advisor(s) to proceed with all steps necessary to arrange for the layoff of 4 MW of PPA Capacity to the City of Williams (**Possible Approval Item**).
11. Discussion and possible action regarding pending regulatory proceedings. May go into Executive Session, pursuant to A.R.S. § 38-431.03 (A) (3) for discussion or consultation for legal advice with the attorney or attorneys of SPPA (**Possible Approval Item**).
12. Discussion and possible approval of SPPA delegates for AEPCO Class D representation (**Possible Approval Item**).
13. Any other business that may come before the meeting.
14. Discussion of future agenda items.
15. Establishment of date of next SPPA Meeting (April 8, 2019).
16. Public comment.
17. Adjournment.

The Board may vote to hold an executive session for the purpose of obtaining legal advice from SPPA's attorney on any matter listed on the agenda, pursuant to A.R.S. § 38-431.03(A)(3). The meeting is open to the general public, except for the possible executive session(s).

Please note that this agenda may be changed prior to the scheduled meeting by modifying or deleting listed matters or adding new ones. Anyone interested in the final agenda for the meeting should contact SPPA's management office at (480) 610-8741 twenty-four (24) hours in advance of the meeting. Pursuant to the Americans with Disabilities Act, SPPA endeavors to ensure the accessibility of its meetings to all persons with disabilities. If you need an accommodation or alternative format for a meeting, please contact SPPA's management office at (480) 610-8741 so that an accommodation or alternative format can be made.