

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
SOUTHWEST PUBLIC POWER AGENCY, INC.
September 8, 2025**

A meeting of the Board of Directors of the Southwest Public Power Agency, Inc. (“SPPA”) was held on September 8, 2025, at the offices of Clark Hill, located at 3200 North Central Avenue, Suite 1600, Phoenix, Arizona 85012.

The following Board Members or Member alternates were present:

Derek McEachern – ED4	Bill Van Allen—ED6
Glenn Steiger – NTUA	Michael Curtis – Town of Wickenburg
Ken Stock – GRICUA	Ken Robbins – ED2
Brian Yerges – ED3	Jim Downing - MVWCDD
Joe Mease – TOUA	Donovan Neese - RID
Jason Moyes – AID, HVPD	Taylor Howerter—RID
Heath Brown – THAT	Scott Saline – AID, HVPD, TID, OWCD
Glen Vortherms – MWD	Robert VanHofwegen – ED8
Jeff Woner – OWCD	Noel Carter - BWCDD
Ed Gerak – Ak-Chin	Ron McEachern – ED4
Srinivasa Venigalla - NTUA	

Also present:

Judy Spallino - SPPA	Ashley Blank – KRSA
Daniel Pritchard – KRSA	Kent Simer - KRSA
Kim Polivka - SPPA	Dennis Delaney - KRSA
Daniel Herder – Clark Hill	Lisa Dowden – Spiegel & McDiarmid
Steve Pearson – Spiegel & McDiarmid	Ken Saline – KR Saline

The following SPPA Member(s) were not present:

Electrical District #7 of Maricopa County
City of Williams
City of Safford

The meeting was called to order at 12:15 p.m. Mr. Brian Yerges chaired the meeting while Ms. Kim Polivka functioned as secretary.

ROLL CALL

Mr. Brian Yerges called on the role of the Board Members to ensure there was a quorum present. Quorum being established; the business of the meeting proceeded.

3.) Consideration and approval of Consent Agenda (Possible Action Item)

All items on the Consent Agenda are considered to be routine matters and will be enacted by one motion of the Board of Directors. A Board Member may request removal of any item(s) or part(s) thereof without debate or vote.

- a. Minutes from prior meetings of the SPPA Board of Directors.
08-11-2025 SPPA BOD Meeting Minutes
08-11-2025 Confidential Executive Session
- b. Ratification of approval items, if any, from the SPPA Pool Management Committee.

Mr. Yerges presented the (3.a.) Consent Agenda for the Board's review and approval. All items listed on the Consent Agenda may be enacted by a single motion unless a Board Member requests otherwise.

Upon discussion, Mr. Glenn Steiger moved to approve the contents of the Consent Agenda as presented. Mr. Robert VanHofwegen seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried.

4.) Item(s) removed from Consent Agenda (Possible Action Item).

No items were removed from the Consent Agenda.

Under Legal/regulatory matters:

- a. FERC EDAM Orders of 08/29 for PacifiCorp, Portland General Electric and California Independent System Operator (CAISO).

EDAM Implementation Order Update Presentation:

- Mrs. Lisa Dowden presented an overview of EDAM implementation order.

5.) Financial matters:

- a. Financial Update & Treasurer's Report including disbursements (Possible Action Item)

Ms. Judy Spallino presented financial matters, also noted that we are paying invoices to BOCA and SRP for BOCA transmission now.

Mr. Glenn Steiger moved to approve the Financial Update & Treasurer's Report including disbursements as presented. Mr. Robert VanHofwegen seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried.

- i. Balance Sheet Highlights
- ii. Profit & Loss Highlights
- iii. Other Item(s) to Highlight

6.) Risk Management Meeting

- a. Meeting was held on September 2, 2025. Board members can access information by following this link:
<https://spaaaz-portal.specialdistrict.org/2025-09-02-risk-management-committee-meeting>
- b. Next meeting to be held on November 3, 2025

7.) Legal/regulatory matters:

- a. FERC EDAM Orders of 08/29 for PacifiCorp, Portland General Electric and California Independent System Operator (CAISO). Presented above.

During the SPPA Board of Directors meeting an Executive Session for agenda items 7.b., c. Discussion and possible approval for SRP participation in Box Canyon, including Amendment to PPA, SRP Participation Agreement, Battery Option, and Amendment to Resale Agreement, AEPCO gas transportation capacity opportunity The Board may vote to discuss this matter in executive session pursuant to A.R.S § 38-431.03 (A), (3) and (4) for discussion or consultation with the attorney of the public body to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are the subject negotiation and for legal advice.

- b. Discussion and possible approval of agreements for SRP participation in Box Canyon, including Amendment to PPA, SRP Participation Agreement, Battery Option, and Amendment to Resale Agreement. The Board may vote to discuss this matter in executive session pursuant to A.R.S § 38-431.03 (A), (3) and (4) for discussion or consultation with the attorney of the public body to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are the subject negotiation and for legal advice.
- c. Discussion and possible action on the AEPCO gas transportation capacity opportunity, including the contemplated Subscription Agreement. The Board may vote to discuss this matter in executive session pursuant to A.R.S § 38-431.03 (A), (2), (3), and (4) for discussion or consultation with the attorney of the public body to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are the subject negotiation and for legal advice, and for the discussion or consideration of records exempt by law from public inspection.

Mr. Robert VanHofwegen called for a motion to go into Executive Session; and was seconded by Mr. Ed Gerak and the motion passed unanimously at 12:40 p.m. Executive session concluded at 1:21 p.m.

Upon discussion, Mr. Brian Yerges called for Approval for SPPA proceeding with the Gas Capacity Request Form, including the Participant Terms and Conditions, for the Pipeline Project as presented to the Board of Directors. The agreements are to be distributed to member board for consideration and possible approval by tomorrow, 9/9/2025.

Mr. Jason Moyes moved to approve, Mr. Scott Saline seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried.

Upon discussion Mr. Brian Yerges called for Approval for agenda items 7.b., c. the Resolution to approve and authorize the execution and delivery of each of the SRP Box Canyon Participation Agreements, the first amendment to the amended and restated Box Canyon PPA, and the first amendment to the Box Canyon Resale Agreement as presented to the Board of Directors.

Mr. Ed Gerak moved to approve, Mr. Robert VanHofwegen seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried. NTUA, Per Mr. Glenn Steiger, abstained.

d. Discussion of SPPA pooling budget timeline

- **Budget Timeline Issue:** The pooling agreement requires the annual budget to be presented by September 15, but this is not feasible due to delays in receiving necessary data from AEPCO, which typically arrives in November or December.
- **Next Steps:** Despite the delay, the board still has until December 31 to approve the budget or make changes, as per the agreement.
- **ACES Scheduling Complications:** Part of the delay stems from ACES-related scheduling and fees, which must be communicated to AEPCO before AEPCO can calculate and distribute the budget figures.
 - **Long-term fix:** Amend the agreement to change the hard-coded September 15 deadline.

Mr. Robert VanHofwegen moved to approve a waiver by presenting the Pooling budget in September, to allow flexibility. Mr. Brian Yerges seconded, upon the taking of a voice vote, the approval was unanimously carried.

- e. Discussion of prepay opportunity and banking relationships

No updates.

8.) Ongoing Activities:

- a. Updates on Financial Gas Hedging
- b. SPP Onboarding Discussion – Presentation by NTUA (Mr. Glenn Steiger)
 - Mr. Glenn Steiger NTUA gave an SPP Onboarding process presentation.

9.) Any other business that may come before the meeting.

No additional business was discussed

10.) Discussion of Future Agenda Items

No additional business was discussed.

11.) Establishment of the date of the next SPPA Board Meeting: October 13, 2025.

12.) Public Comment

No additional business was discussed.

13.) Adjournment

There being no further business to come before the Board, the meeting was adjourned at 1:50 p.m.

Respectfully submitted,

Kim Polivka
Admin/Acct Assistant

Approved: _____