

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

**August 11, 2025**

A meeting of the Board of Directors of the Southwest Public Power Agency, Inc. (“SPPA”) was held on August 11, 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, TID	Taylor Howerter—RID
Heath Brown – THAT	Scott Saline – AID, HVPD, TID
Glen Vortherms – MWD	Robert VanHofwegen – ED8
Jeff Worner – OWCD	Kristan Johnson – TOUA
Ed Gerak – Ak-Chin	Elena Byrd – ED2
Arnold Mejia – GRICUA	Greg Ellis – ED2
Srinivasa Venigalla – NTUA	RD Justice – ED7

**Also present:**

Judy Spallino - SPPA	Ashley Blank – KRSA
Daniel Pritchard – KRSA	Kent Simer - KRSA
Kim Polivka - SPPA	Dennis Delaney - KRSA
Daniel Herder – Clark Hill	
John Major – American Deposit Management	

**The following SPPA Member(s) were not present:**

Buckeye Water Conservation & Drainage District  
City of Williams  
City of Safford

The meeting was called to order at 12:00 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.

**American Deposit Management (ADM) Presentation:**

Mr. John Major presented an overview of opportunities in cash management and ADM programs offered.

Moved to SPPA Pooling Mgmt Comm meeting at 12:18 p.m.

**Upon reconvening the Board Meeting at 12:48 p.m.:**

**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.  
06-09-2025 SPPA BOD Meeting Minutes  
06-09-2025 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. Robert VanHofwegen moved to approve the contents of the Consent Agenda as presented, upon correction of the minutes to correctly reflect that Mr. Jason Moyes represented ED8 at the June meeting. Mr. Ed Gerak 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.

**5.) American Deposit Management (ADM) Presentation by Mr. John Major**

**6.) Financial matters:**

- a. Financial Update & Treasurer's Report including disbursements (Possible Action Item).  
BOCA and SRP are new to the Disbursements.

Mr. Dennis Delany and Ms. Judo Spallino presented on financial matters. Mr. Glenn Steiger moved to approve the Financial Update & Treasurer's Report including disbursements as presented. Mr. Scott Saline 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

- b. 2025 - 2027 Baker Tilly Audit Quote

Ms. Judy Spallino presented on the indicative rate of Baker Tilly for future SPPA audits. Mr. Robert VanHofwegen moved to stay with Baker Tilly with the quotes provided, signing on for 2025 and negotiating the quoted pricing for 2026 and 2027. Mr. Donovan Neese seconded the motion. Upon the taking of a voice vote, the motion was carried with no "nay" votes.

Mr. Michael Curtis from the Town of Wickenburg abstained from the motion

**7.) Risk Management Meeting**

Meeting will be held on September 2, 2025, if needed.

**8.) Legal/regulatory matters:**

**Agenda Item possible**

Mr. Brian Yerges informed the Boards that Legal will be reviewing options for the Compliance Officer role connected with hedging, including what can be put in place to make sure we are in compliance.

Mr. Daniel Herder explained that in June, Mrs. Ashley Blank attended the APS meeting, they explained that the transmission rates will go up at least 33%. Under the tariff, interested parties can ask questions up to November 2025. SPPA is monitoring.

**9.) Ongoing Activities:**

- a. Update on Energy Accounting Conversion Project
- b. Onward/Mesquite PPA.
- c. Updates on Financial Gas Hedging
- d. AEPCO
  - i. Revisions to Energy Management Service Agreement to incorporate BOCA, Apache II, Pinal County.
  - ii. Apache II Resale Agreements, and AEPCO PPA/ESA update.
  - iii. Pinal Co Resale Agreements – Update on execution of agreements
  - iv. EDAM Study  
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 of negotiation and for legal advice, and for the discussion or consideration of records exempts by law from public inspection.
- e. Box Canyon Solar Project. The Board may vote to discuss these matters 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 of negotiation and for legal advice.
  - i. Status of BrightNight/SPPA/SRP BA Discussions.
  - ii. BOCA Station Service
  - iii. Update on agreements regarding SRP project participation share in exchange for BA opportunity (Approval Item)
  - iv. Update on 10 MW Capacity exchange. Time periods to discuss:
    - a. Commercial Operation Date (COD) June 1, 2025
    - b. BA Operations
  - v. RECs
- f. Participation in “Pre-Pay Energy Supply” Opportunities

During the SPPA Board of Directors meeting an Executive Session for agenda items 9.e.i., ii, iii., iv., v., f. Legal Updates, Box Canyon Solar Project to A.R.S. § 38-431.03 (A) (2), (3) and (4) for discussion or consultation with the attorneys of SPPA for legal advice, regarding the Legal/Regulatory Matters, BrightNight/SPPA/SRP BA Discussions, BOCA, SRP Project Participation, 10MW capacity, REC, Pre-Pay Energy.

Mr. Ed Gerak called for a motion to go into Executive Session; and seconded by Mr. Glen Vortherms and the motion passed unanimously at 12:47 p.m. Executive session concluded at 1:47 p.m.

**10.) Any other business that may come before the meeting.**

*No additional business was discussed*

**11.) Discussion of Future Agenda Items**

No additional business was discussed.

**12.) Establishment of the date of the next SPPA Board Meeting: September 8, 2025**

**13.) Public Comment**

No additional business was discussed.

**14.) Adjournment**

There being no further business to come before the Board, the meeting was adjourned at 1:48 p.m.

Respectfully submitted,

*Kim Polivka*

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Kim Polivka  
Admin/Acct Assistant

Approved: *Glenn Steiger*