

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

January 17, 2023

A meeting of the Board of Directors of the Southwest Public Power Agency, Inc. ("SPPA") was held on January 17, 2023, 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:

Jason Moyes—AID, HVPD, and TID
Ed Gerak—ACES
Ken Robbins—ED2
Brian Yerges—ED3
Ron McEachern—ED4
Bill Van Allen—ED6
Robert VanHofwegen—ED8

Kenneth Stock—GRICUA
Glen Vortherms—MWD
Jim Downing—MVWCDD
Jeff Woner—OWCD
Donovan Neese—RID
Brian Fickett—TOUA
Sheryl Sweeney—ED7 and Town of Thatcher

Also present:

Dennis Delaney
Lisa Dowden
Ann Finley
Steve Pearson
Daniel Pritchard
Jennifer Torpey
Ken Saline
Kent Simer
Scott Saline

Frank McRae
Rob Bentley
Jerri Tso
Joe Mease
Michael Curtis
Daniel Herder
Taylor Howerter
Jason Brimhall

The following SPPA Member(s) were not present:

Buckeye Water Conservation and Drainage District
Navajo Tribal Utility Authority

Town of Wickenburg

The meeting was called to order at 2:06 p.m. President Robbins chaired the meeting while Ms. Torpey acted as secretary.

ROLL CALL

Ms. Torpey called roll of the Members to ensure there was a quorum present. Quorum being established, the business of the meeting proceeded.

CONSIDERATION AND POSSIBLE APPROVAL OF CONSENT AGENDA:

A) MINUTES FROM PRIOR MEETINGS OF THE SPPA BOARD OF DIRECTORS

- i. November 7, 2022*
- ii. November 14, 2022*
- iii. December 9, 2022*

B) MINUTES OF EXECUTIVE SESSIONS FROM PRIOR MEETINGS OF THE SPPA BOARD OF DIRECTORS

- i. November 7, 2022*
- ii. November 14, 2022*

C) RATIFICATION OF APPROVAL ITEMS, IF ANY, FROM THE SPPA POOL MANAGEMENT COMMITTEE

Mr. Delaney presented the Consent Agenda for the Board's review and possible approval. All items listed on the Consent Agenda may be enacted by a single motion unless a Board Member requests otherwise. There were no approval items from the SPPA Pool Management Committee included in the Consent Agenda.

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

ITEM(S) REMOVED FROM CONSENT AGENDA (POSSIBLE ACTION ITEM)

No items were removed from the Consent Agenda.

DIRECTORS AND OFFICERS' INSURANCE POLICY RENEWAL (POSSIBLE ACTION ITEM)

Mr. McRae presented the renewal proposal obtained from SPPA's new insurance agent at The Arizona Group. The broker provided several options from the carrier based on the desired coverage level of \$1 million (current), \$2 million or \$3 million. A discussion then ensued over the merits of the various coverage options.

Upon discussion, Mr. VanHofwegen moved to approve renewal of the policy at the \$3 million level of coverage. Mr. Yerges seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried.

**FINANCIAL UPDATE AND TREASURER'S REPORT, INCLUDING DISBURSEMENTS
(POSSIBLE ACTION ITEM)**

A series of financial reports was presented for the Board's review, including copies of SPPA's current balance sheet and profit and loss statement, as well as recent disbursements and bank statements. Ms. Torpey noted that November's figures do not yet reflect the final settlement information for that month. In addition, the return of certain Member deposit funds was reflected in SPPA's reported Accounts Receivable for the affected months. This occurred as a result of invoice credits to those Members after they provided letters of credit to replace cash previously deposited with SPPA.

Upon discussion, Mr. VanHofwegen moved to approve and ratify the financial reports and disbursements as presented. Mr. Neese seconded the motion. Upon the taking of a voice vote, the motion was unanimously carried.

GENERAL MANAGER'S REPORT

Mr. McRae presented to the Board a summary report of his activities since the December 9, 2022 Board Meeting, which included attendance at the APPA Joint Action Agency annual conference. No Board action was required or taken.

ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING

No other business was discussed.

DISCUSSION OF FUTURE AGENDA ITEMS

Mr. Woner asked that SPPA staff pursue the acquisition of a line of credit for SPPA. Mr. McRae reported that he was scheduled to have a meeting with a banking representative in the near future and would inquire about that subject at that time. He will report back to the Board members after that meeting occurs.

ESTABLISHMENT OF DATE OF NEXT SPPA BOARD MEETING

The next SPPA meeting will be held February 13, 2023.

PUBLIC COMMENT

There was no comment from the public.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:27 p.m.

Respectfully submitted,

Approved: _____

Jennifer Torpey
Assistant Secretary-Treasurer

Attachment(s): List of approved disbursements