



**GenTex Power Corporation
Board Agenda
Wednesday, May 20, 2026
LCRA General Office Complex
Board Conference Room – Hancock Building
3700 Lake Austin Blvd.
Austin, TX 78703
Time Certain: 1 p.m.**

Item From the Chair

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Consent Items

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Executive Session

- 1. Competitive Electric Matters – GenTex Power Corporation Fiscal Year 2027 Business and Capital Plans
- 2. Competitive Electric Matters – GenTex Power Corporation Board Report – Third Quarter Fiscal Year 2026 and Financial Highlights

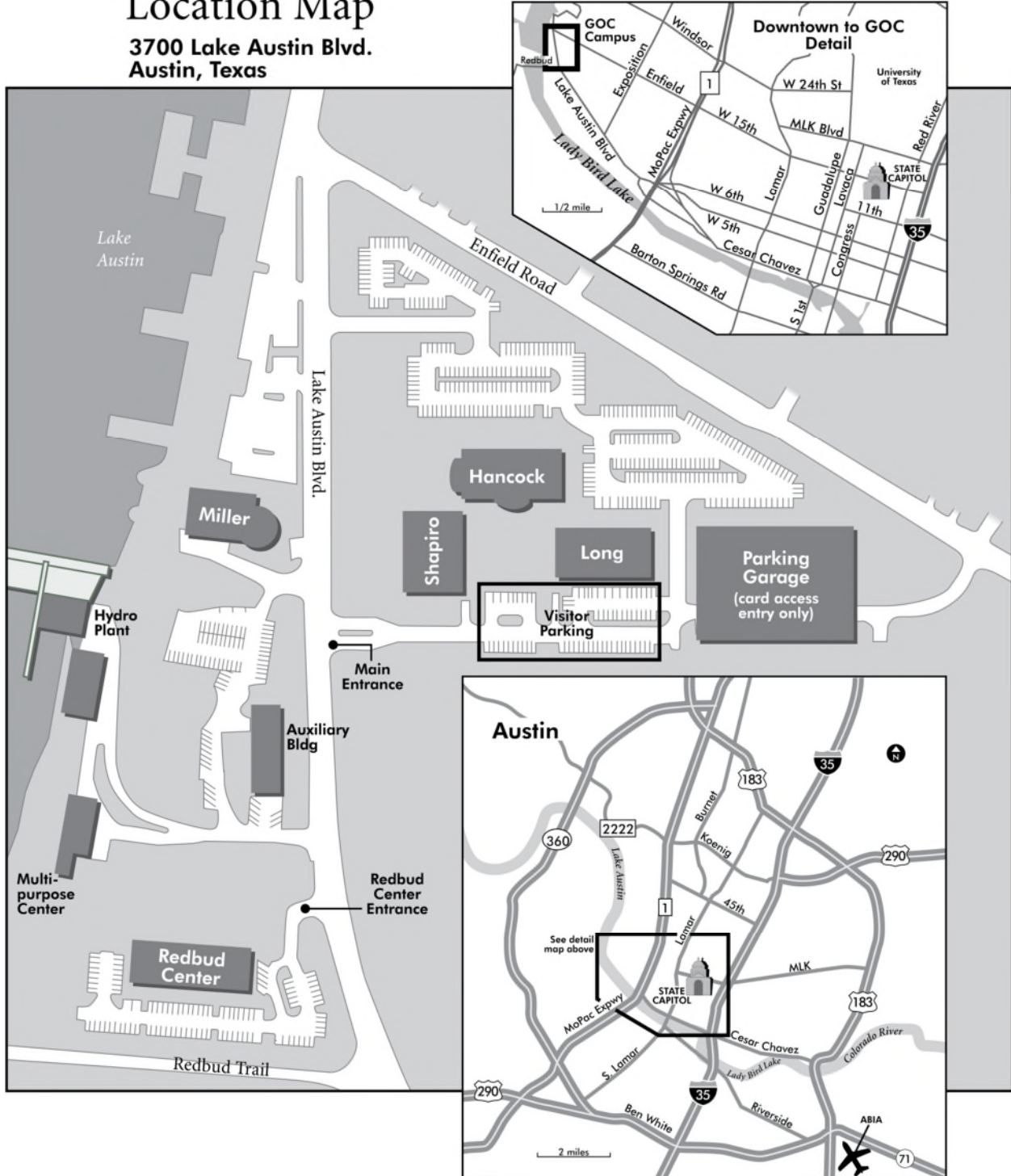
The Board also may meet in executive session on any item listed above, pursuant to Chapter 551 of the Texas Government Code, including, but not limited to, sections 551.071, 551.072, 551.074, 551.076, 551.086, 551.089 and 418.183(f) of the Texas Government Code.

Legal Notice

Legal notices are available on the Texas secretary of state website 72 hours prior to the meeting at the following link: <https://www.sos.texas.gov/open/index.shtml>.

LCRA General Office Complex Location Map

3700 Lake Austin Blvd.
Austin, Texas



1. Comments From the Public

Summary

This part of the meeting is intended for comments from the public on topics under GenTex Power Corporation's jurisdiction or any item on the GenTex agenda. No responses or action may be taken by the Board during public comments.

In order to address the Board, a member of the public is required to sign and complete the registration form at the entrance to the meeting room.

FOR ACTION (CONSENT)

2. Appointment of Acting President and Chief Executive Officer

Proposed Motion

Appoint James D. Travis as acting president and chief executive officer of GenTex Power Corporation effective May 20, 2026.

Board Consideration

Section 4.01 of the GenTex bylaws provides that the GenTex Board of Directors will appoint GenTex officers.

Budget Status and Fiscal Impact

Approval of this item will have no budgetary or fiscal impact.

Summary

The LCRA Board of Directors appointed James D. Travis as acting general manager and chief financial officer of LCRA effective March 12, 2026. The practice of GenTex has been to appoint the general manager of LCRA to the office of GenTex president and chief executive officer. James D. Travis would serve as acting president and chief executive officer until such time as a new president and chief executive officer is appointed in accordance with the GenTex bylaws.

FOR ACTION (CONSENT)

3. GenTex Power Corporation Bylaws

Proposed Motion

Approve proposed revisions to GenTex Power Corporation bylaws.

Board Consideration

GenTex Board of Directors approval is required for any changes to the GenTex bylaws in accordance with Article VI therein.

Budget Status and Fiscal Impact

Approval of this item will have no budgetary or fiscal impact.

Summary

LCRA's Office of the General Counsel recommends revising the GenTex bylaws to codify past practice by designating the LCRA general manager as the GenTex president and CEO. This change ensures a seamless transition in leadership without needing further Board action.

Identical changes are being proposed for LCRA's other nonprofit corporations.

Exhibit(s)

A – Proposed Changes to GenTex Power Corporation Bylaws

EXHIBIT A

AMENDED AND RESTATED BYLAWS OF

GENTEX POWER CORPORATION

~~Oct. 21, 2025~~[Insert Date]

ARTICLE I

OFFICES

SECTION 1.01. The principal office of GenTex Power Corporation (the Corporation) shall be at the City of Austin, Texas.

ARTICLE II

DIRECTORS

SECTION 2.01. The affairs of the Corporation shall be managed by a board of directors (Board), which shall be composed of nine directors appointed by the Board of Directors of the Lower Colorado River Authority (LCRA). The directors shall include:

- (i) the chair, vice chair and secretary of LCRA (LCRA Officers) and two LCRA directors who are not officers of LCRA (Non-officer Directors), provided that one of the five directors shall have been appointed to the LCRA Board from a county other than the 10 counties named in Section 1 of the Lower Colorado River Authority Act (Electric Directors), and provided further that if none of the LCRA Officers are Electric Directors and no Electric Director is willing to serve on the Board, then any Non-officer Director may serve on the Board; and
- (ii) two directors representing LCRA's electric cooperative customers, or their successors in interest; and
- (iii) two directors representing LCRA's municipal customers, or their successors in interest.

Such directors shall serve at the will of the Board of Directors of the LCRA, and the LCRA Board of Directors may remove a director from the Board at any time without cause.

SECTION 2.02. Unless a director is removed from the Board as provided in Section 2.01, directors shall serve the following terms:

- (i) directors who are directors of LCRA shall serve one-year terms commencing on Jan. 1 of each year; and

- (ii) directors representing electric cooperative customers and municipal customers, or their successors in interest, shall serve two-year terms commencing on Jan. 1, 1999, and on Jan. 1 of each odd-numbered year thereafter.

Directors shall continue to serve until their successors are appointed.

The chair of the LCRA Board of Directors shall serve as chair of the Board, and the Board shall select as vice chair a director from among those representing the electric cooperative customers and municipal customers. The chair shall preside at all meetings of the Board and shall perform such other duties as the Board may from time to time direct. In case of the absence or inability of the chair to act, the vice chair shall perform the duties of the chair. In the absence of both the chair and vice chair at a Board meeting, the members present shall elect one of their numbers to preside.

SECTION 2.03. As the membership of the Board is changed by vacancy, removal, lawful appointment or operation of law, the LCRA Board of Directors shall appoint the successor directors to fill any unexpired term.

SECTION 2.04. The property and business of the Corporation shall be managed by the Board, which may exercise all powers of the Corporation and do all lawful acts that the Corporation is authorized to perform. In exercising its powers and responsibilities, the Board, officers, employees and agents shall be subject to and governed by such policies as may be adopted from time to time by the Board. The Corporation shall not issue bonds or other indebtedness, nor shall the Corporation dispose of or encumber all or a substantial portion of its assets without approval of the LCRA Board of Directors.

SECTION 2.05. The Board shall meet two times per year and at such other times as may be requested by the LCRA Board or as provided in Section 2.06. The Board meetings shall be convened at such times as may be determined by the president, and shall be held at LCRA's principal office or at such other places as determined by the president or the Board.

SECTION 2.06. Special meetings of the Board may be called by the president on three days' notice to each director, either personally, electronically or by mail; special meetings shall be called by the president or secretary in like manner on like notices on the written request of five directors.

SECTION 2.07. At all meetings of the Board, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these bylaws. If a quorum shall not be present at any meeting of the directors, the directors present thereat may recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless his or her dissent, abstention or recusal shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 2.08. The Board may establish one or more committees, each committee to consist of three or more of the directors of the Board. Such committee or committees shall have such name or names, and such powers, as may be determined from time to time by resolution adopted by the Board.

SECTION 2.09. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

SECTION 2.10. Directors, as such, shall receive no compensation for services rendered as directors, but shall be reimbursed for all reasonable expenses incurred in performing their duties as directors.

ARTICLE III

NOTICES

SECTION 3.01. Whenever under the provisions of any statute or these bylaws notice is required to be given to any directors, it shall not be construed to require personal notice; but such notice may be given electronically or in writing, by mail, addressed to such director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed or electronically forwarded.

SECTION 3.02. Whenever any notice is required to be given under the provisions of any statute or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 3.03. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting unless the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV

OFFICERS

SECTION 4.01. The president of the Corporation shall be the general manager of LCRA. The Board shall appoint or elect ~~a President,~~ a vice president, a treasurer and a secretary who may or may not be members of the Board, but who shall be officers or

employees of LCRA. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 4.02. The Board may appoint or elect such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Board may authorize any officer or agent to negotiate and enter into contracts or execute and deliver any instrument in the name of the Corporation. This authority may be limited to a specific type of contract or instrument or it may extend to any number and type of possible contracts and instruments.

SECTION 4.03. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. Except as otherwise provided by these bylaws, if the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board within a reasonable time.

The President

SECTION 4.04. The president, who shall be the chief executive officer of the Corporation, shall have general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The president ~~shall preside at all meetings of the Board and~~ shall perform such other duties as the Board may from time to time direct. The president shall have plenary power and authority over the affairs of the Corporation between meetings of the Board.

The Vice President

SECTION 4.05. The vice president, who shall be the chief operating officer of the Corporation, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties, as the Board or the president shall prescribe. ~~In the absence of both the President and Vice President at a Board meeting, the directors present shall elect one of their members to preside.~~

The Secretary

SECTION 4.06. The secretary shall keep, or have kept under his or her direction, minutes of all meetings of the Board and shall keep, or have kept under his or her direction, and have custody of all corporate books, documents, and records. The secretary or a designated assistant secretary shall be authorized to attest to all appropriate documents. The secretary shall perform such other duties as may be assigned by the president or Board.

The Treasurer

SECTION 4.07. The treasurer, who shall be the chief financial officer of the Corporation, shall maintain, or have maintained under his or her direction, the financial books and records of the Corporation. The treasurer shall also have custody and be responsible for

all funds and securities of the Corporation. The treasurer shall perform such other duties as may be assigned by the president or Board.

ARTICLE V

FISCAL PROVISIONS

SECTION 5.01. Each year, consistent with the time requirements for the preparation of the LCRA business plan, the Corporation shall prepare a budget for the upcoming fiscal year, which shall begin on July 1. The budget shall be submitted to the LCRA Board of Directors for approval.

SECTION 5.02. No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation or association, except that in the event the Board shall determine that sufficient provision has been made for the full payment of the expenses and other obligations of the Corporation, then any net earnings of the Corporation thereafter accruing shall be paid to LCRA. No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

AMENDMENTS

SECTION 6.01. These bylaws may be altered, changed, or amended at any meeting of the Board at which a quorum is present, provided notice of the proposed alteration, change, or amendment is contained in the notice of such meeting, by the affirmative vote of a majority of the directors at such meeting and present thereafter. No amendment shall be effective until approved by the LCRA Board of Directors.

ARTICLE VII

INDEMNIFICATION

SECTION 7.01. The Corporation will indemnify a director, officer, employee or agent of the Corporation who was, is, or is threatened to be made a named defendant or respondent in any proceedings as a result of that person's actions or omissions within the course and scope of the person's official capacity in the Corporation to the full extent provided by applicable law.

EFFECTIVE: Oct. 2, 1998. Amended Oct. 20, 1998; March 4, 1999; Aug. 12, 1999; Nov. 8, 2001; Dec. 18, 2002; Aug. 22, 2018; Oct. 21, 2025; and [\[insert date\]](#).

FOR ACTION (CONSENT)

4. Adoption of Protocols for Public Communication at GenTex Power Corporation Board Meetings

Proposed Motion

Approve adoption of LCRA's Protocols for Public Communication at Board and Committee Meetings for use in GenTex Power Corporation Board of Directors meetings.

Board Consideration

LCRA's protocols for public communication at LCRA Board and committee meetings were adopted by the LCRA Board in accordance with LCRA Board Policy 103 – Public Information and Communication to the Board, and Executive Session. The GenTex Board must approve the protocols to adopt them. Approval of Exhibit A will align GenTex public comment protocols with LCRA Board, LCRA Transmission Services Corporation Board and committee meeting public communication protocols.

Budget Status and Fiscal Impact

Approval of this item will have no budgetary or fiscal impact.

Summary

Staff recommends adopting Exhibit A – Protocols for Public Communication at Board and Committee Meetings to ensure identical public communication protocols for Board meetings and standing committees with meetings that are open to the public – Water Operations, Energy Operations, and Planning and Public Policy. LCRA Board communications protocols were revised in December 2018 in response to recommendations in the Sunset Advisory Commission staff's published final report on LCRA. Before the 2018 revisions, the LCRA protocols – adopted by the Board pursuant to Board Policy 103 – limited public testimony at Board meetings to topics included in the legal notice for the meeting and limited a speaker's ability to distribute written materials to the Board. The revisions relaxed the restriction on topics the public can address and allowed members of the public to discuss any topic within LCRA's jurisdiction. The changes also allowed the distribution of written materials to Board members. Other changes included deleting the ability of the chair to limit the number of speakers, the addition of protocols for members of the public wishing to tape the meeting, and making the protocols for the Water Operations Committee, the Energy Operations Committee, and the Planning and Public Policy Committee meetings identical to those for Board meetings.

Exhibit(s)

A – Protocols for Public Communication at Board and Committee Meetings

EXHIBIT A

PROTOCOLS FOR PUBLIC COMMUNICATION AT BOARD AND COMMITTEE MEETINGS Approved by the LCRA Board of Directors on Dec. 11, 2018

- 1. Oral Presentations on Issues Under LCRA's Jurisdiction.** Any person wishing to make an oral presentation at a Board meeting on any matter under LCRA's jurisdiction must complete a registration form that indicates the agenda item or other topic on which they wish to comment, along with the speaker's name, address and other relevant information. Any person making an oral presentation to the Board may distribute related materials to the Board at the meeting.
- 2. Time Allocation.** The presiding officer may limit the length of time for each speaker. Speakers may not trade or donate time to other speakers without permission from the presiding officer, and repetitive testimony shall be minimized.
- 3. Rules of Decorum.** Speakers and members of the audience must avoid disruptive behavior that interferes with the orderly conduct of a public meeting. Placards, banners, and hand-held signs are not allowed in Board or committee meetings, and speakers and members of the audience must avoid personal affronts, profanity, booing, excessive noise, and other disruptive conduct. The presiding officer may direct that anyone who disrupts a meeting be removed from the room.
- 4. Recording.** Any person making an audio or video recording of all or any part of a Board meeting must do so in a manner that is not disruptive to the meeting. During a meeting, members of the public must remain in or behind the public seating area and are not permitted to record from any other area of the meeting room.
- 5. Committee Meetings.** The protocols outlined in 1-4 above also apply to members of the public wishing to address any LCRA Board committee whose membership comprises the entirety of the LCRA Board on matters within the scope of each of those committees.

FOR ACTION (CONSENT)

5. Minutes of Prior Meeting

Proposed Motion

Approve the minutes of the Oct. 21, 2025, GenTex Power Corporation Board of Directors meeting.

Board Consideration

Section 4.06 of the GenTex bylaws requires the secretary to keep minutes of all meetings of the Board.

Budget Status and Fiscal Impact

Approval of this item will have no budgetary or fiscal impact.

Summary

Staff presents the minutes of each meeting to the Board for approval.

Exhibit(s)

A – Minutes of Oct. 21, 2025, GenTex Board meeting

EXHIBIT A

GenTex Power Corporation Board of Directors
Minutes Digest
Oct. 21, 2025

- 25-02 Approval of the proposed GenTex Power Corporation Board meeting dates for calendar year 2026.

- 25-03 Approval of the proposed revisions to the GenTex Power Corporation bylaws and the following GenTex Board policies: G102 – Authority and Responsibilities, G103 – Protection of Competitive Electric Information, G105 – Directors’ Expense Reimbursement, G106 – Ethics and G308 – Purchasing.

- 25-04 Approval of the minutes of the May 21, 2025, GenTex Power Corporation Board meeting.

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF
GENTEX POWER CORPORATION
Caldwell, Texas
Oct. 21, 2025

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of GenTex Power Corporation convened in a regular meeting at 2:05 p.m. Wednesday, Oct. 21, 2025, in the Special Events Room, at the Caldwell Civic Center, 103 W. Texas Highway 21, Caldwell, Burleson County, Texas. The following directors were present, constituting a quorum:

Stephen F. Cooper, Chair
Wayne Berger [via videoconference]
Joseph M. "Joe" Crane
Grant Gutierrez [via videoconference]
Thomas L. "Tom" Kelley
Mark Mayo

Absent: Robert Lindsey III, Vice Chair
Rob Strobel
Martha Leigh M. Whitten

Chair Cooper convened the meeting at 2:05 p.m.

There were no comments from the public during the meeting [Agenda Item 1].

The Board next took action on the consent agenda. Upon motion by Director Crane, seconded by Director Mayo, the Board unanimously approved consent items 2, 3 and 4 by a vote of 6 to 0 as follows:

25-02 Approval of the proposed GenTex Power Corporation Board meeting dates for calendar year 2026, as recommended in Consent Item 2 [attached hereto as Exhibit A].

25-03 Approval of the proposed revisions to the GenTex Power Corporation bylaws and the following GenTex Board policies: G102 – Authority and Responsibilities, G103 – Protection of Competitive Electric Information, G105 – Directors' Expense Reimbursement, G106 – Ethics and G308 – Purchasing, as recommended by staff in Consent Item 3 [attached hereto as Exhibit B].

25-04 Approval of the minutes of the May 21, 2025, GenTex Power Corporation Board meeting [Consent Item 4].

Chair Cooper declared the meeting to be in executive session at 2:08 p.m., pursuant to sections 551.071, 551.072, 551.074, 551.076, 551.086, 551.089 and 418.183(f) of the Texas Government Code. Executive session ended, and Chair Cooper declared the meeting to be in public session at 2:36 p.m.

There being no further business to come before the Board, the meeting adjourned at 2:36 p.m.

Leigh Sebastian
Secretary
GenTex Power Corporation

Approved: May 20, 2026