



**WSC Energy II
Board Agenda
Wednesday, May 20, 2026
LCRA General Office Complex
Board Room – Hancock Building
3700 Lake Austin Blvd.
Austin, TX 78703
Earliest start time: 10 a.m.**

Item From the Chair

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Consent Items

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Action Item

- 6. WSC Energy II Fiscal Year 2027 Business Plan 18

Executive Session

- 1. Competitive Electric Matters – WSC Energy II Board Policies W102 and W301
- 2. Competitive Electric Matters – Fiscal Year 2027 WSC Energy II Wholesale Energy Rates

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

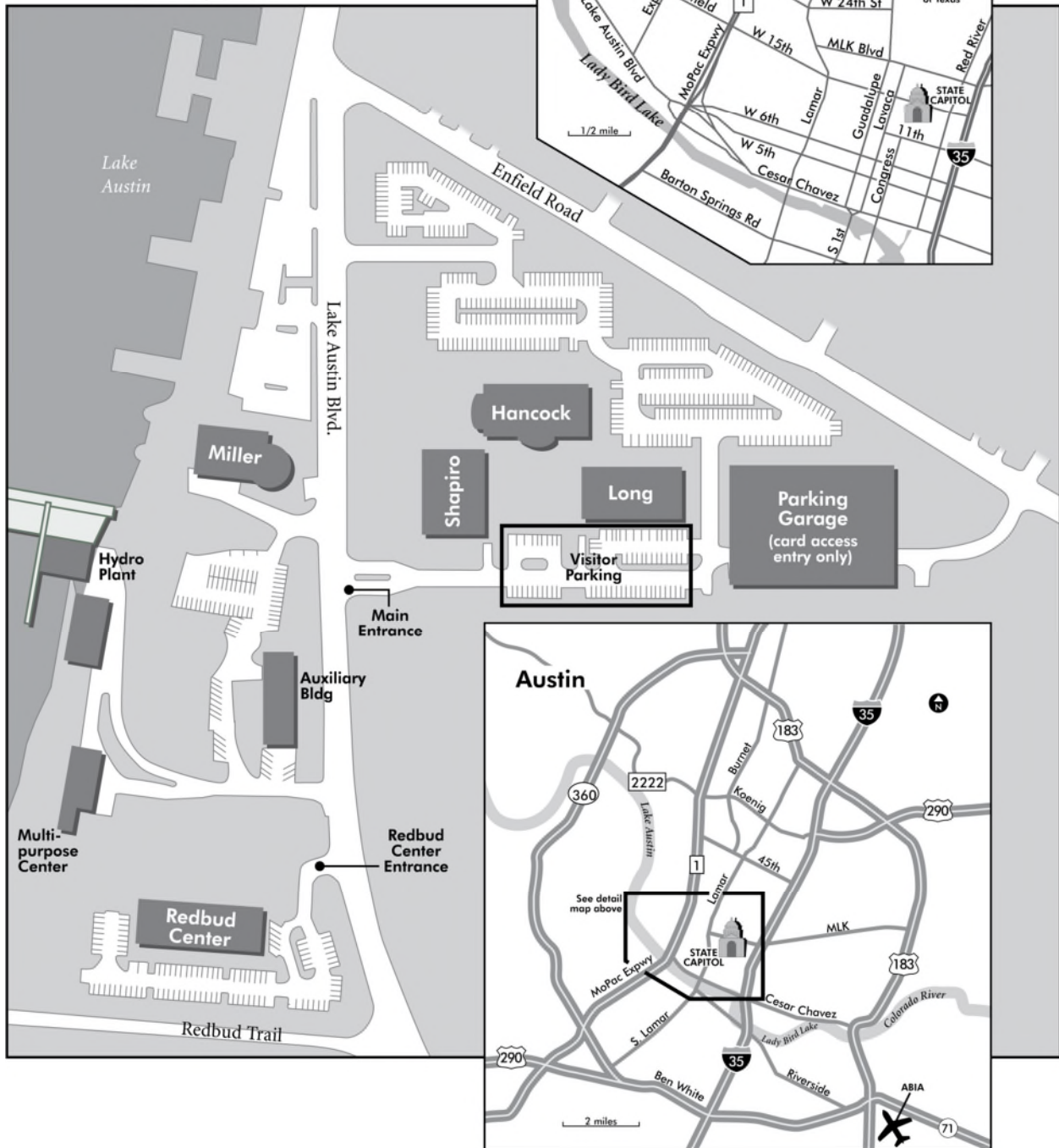
Legal notices are available on the Texas secretary of state website 72 hours prior to the meeting at the following link: <https://www.sos.texas.gov/open/index.shtml>

OVERVIEW OF WSC ENERGY II

WSC Energy II is a nonprofit corporation created under Chapter 152 of the Texas Water Code, as amended, and operating under Chapter 32 of the Texas Utilities Code, as amended. The LCRA Board of Directors appoints the WSC Energy II Board of Directors and approves WSC Energy II's annual budget and any WSC Energy II debt. WSC Energy II has no employees, and operations are provided by LCRA employees

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 WSC Energy II's jurisdiction or any item on the WSC Energy II 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 WSC Energy II effective May 20, 2026.

Board Consideration

Section 4.01 of the WSC Energy II bylaws currently provides that the WSC Energy II Board of Directors will appoint the WSC Energy II president and CEO.

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 WSC Energy II has been to appoint the general manager of LCRA to the office of WSC Energy II president and chief executive officer. James D. Travis would serve as acting president and chief executive offer until such time as a new president and chief executive officer is named in accordance with the WSC Energy II bylaws.

FOR ACTION (CONSENT)

3. WSC Energy II Bylaws

Proposed Motion

Approve proposed revisions to WSC Energy II bylaws.

Board Consideration

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

Budget Status and Fiscal Impact

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

Summary

The Office of the General Counsel has reviewed the WSC Energy II bylaws and policies and identified proposed changes that would streamline policies, update language, and provide a higher level and more strategically directed set of policies for the Board.

The Office of General Counsel recommends approval of proposed changes to the LCRA WSC Energy II bylaws. These changes simplify language, update references to reflect current practice and legal requirements, and codify the Board's practice of designating the LCRA general Manager as the president/CEO of WSC Energy II.

Proposed changes to WSC Energy II Board Policies W102 – Authority and Responsibilities and W301 – Finance contain competitive electric information and will be discussed separately in executive session.

Exhibit(s)

A – Proposed Amendments to WSC Energy II bylaws

EXHIBIT A

AMENDED AND RESTATED BYLAWS OF

WSC ENERGY II

May 18, 2016**[Insert Date]**

ARTICLE I

OFFICES

SECTION 1.01. The principal office of WSC Energy II (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 in its entirety of the individuals from time to time serving as members of the Board of Directors of the Lower Colorado River Authority (LCRA).

SECTION 2.02. The individuals serving as chair and vice chair of the LCRA Board of Directors shall serve as chair and vice chair of the Board, respectively. 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 LCRA directors is changed by vacancy, removal, lawful appointment or operation of law, the membership of the Corporation shall likewise change.

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 Corporation 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 at least annually and at such other times as may be requested by the LCRA Board or as provided in Section 2.06. The annual meetings shall be convened at such times as may be determined by the president or the

Board 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 Board members. 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.~~1009~~. 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,~~ 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 numbers 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 also shall 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 the 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.

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 ~~Chapter 152, Texas Water Code, as amended, or by other~~ applicable law.

EFFECTIVE: Adopted May 18, 2016. Amended [insert date].

FOR ACTION (CONSENT)

4. Adoption of Protocols for Public Communication at WSC Energy II Board Meetings

Proposed Motion

Approve adoption of LCRA's Protocols for Public Communication at Board and Committee Meetings for use in WSC Energy II 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 WSC Energy II Board must approve the protocols to adopt and implement. Approval of Exhibit A will align WSC Energy II 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 Nov. 12, 2025, WSC Energy II Board of Directors meeting.

Board Consideration

Section 4.06 of the WSC Energy II 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 Nov. 12, 2025, WSC Energy II Board meeting

EXHIBIT A

WSC Energy II Board of Directors
Minutes Digest
Nov. 12, 2025

25-03 Approval of the minutes of the May 21, 2025, WSC Energy II Board meeting.

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF
WSC Energy II
Austin, Texas
Nov. 12, 2025

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of WSC Energy II convened in a regular meeting at 2:53 p.m. Wednesday, Nov. 12, 2025, in the Board Room of the Hancock Building, at the principal office of the Lower Colorado River Authority (LCRA), 3700 Lake Austin Blvd., Austin, Travis County, Texas. The following directors were present, constituting a quorum:

Stephen F. Cooper, Chair
Martha Leigh M. Whitten, Vice Chair
Matthew L. "Matt" Arthur
Joseph M. "Joe" Crane
Curtis E. Ford
Carol Freeman
Thomas L. "Tom" Kelley
Robert "Bobby" Lewis
Mark Mayo
Margaret D. "Meg" Voelter
David R. Willmann
Nancy Eckert Yeary

Absent: Melissa K. Blanding
Aden Lasseter

Chair Cooper convened the meeting at 2:53 p.m.

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

The Board next took action on the consent agenda.

25-03 Upon motion by Director Voelter, seconded by Director Mayo, the Board unanimously approved the minutes of the May 21, 2025, WSC Energy II Board meeting [Consent Item 2] by a vote of 12 to 0.

Chair Cooper declared the meeting to be in executive session at 2:55 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 2:56 p.m.

There being no further business to come before the Board, the meeting was adjourned at 2:56 p.m.

Leigh Sebastian
Secretary
WSC Energy II

Approved: May 20, 2026

FOR ACTION

6. WSC Energy II Fiscal Year 2027 Business Plan

Proposed Motion

Adopt a resolution approving the WSC Energy II Fiscal Year 2027 Business Plan.

Board Consideration

Section 5.01 of the WSC Energy II bylaws requires approval of a business plan by the WSC Energy II Board of Directors and the LCRA Board of Directors before the start of each fiscal year.

Budget Status and Fiscal Impact

The proposed business plan and the budgets included therein provide targets for revenue, operating and maintenance expenses, and capital spending for FY 2027.

Summary

The Board received a draft of the WSC Energy II FY 2027 business plan under separate cover. The business plan is the WSC Energy II comprehensive operations plan and budget. Approval of the WSC Energy II FY 2027 business plan provides authorization for all expenditures and plans of WSC Energy II.

Presenter(s)

Dawn Reed

Senior Vice President, Financial Planning and Analysis

Exhibit(s)

A – WSC Energy II Board Resolution WSC Energy II Fiscal Year 2027 Business Plan

EXHIBIT A

WSC ENERGY II BOARD RESOLUTION WSC ENERGY II FISCAL YEAR 2027 BUSINESS PLAN

BE IT RESOLVED that the WSC Energy II Board of Directors hereby adopts and approves the WSC Energy II Fiscal Year 2027 Business Plan.

The WSC Energy II FY 2027 operating expense and capital budgets are presented to the Board under separate cover as a confidential competitive electric matter.

The Board recognizes that through its normal agenda process, it will approve capital projects and other major expenditures not included in the business plan, and the president and chief executive officer is instructed to inform the Board when a capital project or other major expenditure is proposed on the agenda that significantly changes or varies from the approved budget in accordance with LCRA financial policy. Furthermore, the president and chief executive officer shall provide the Board with monthly financial reports and quarterly business plan updates describing the progress toward the accomplishment of WSC Energy II's goals within the budgeted amounts approved by the Board.

Adoption of the WSC Energy II Fiscal Year 2027 Business Plan provides authorization for all expenditures and plans in the business plan and approves the budget for WSC Energy II, as required by state law. Individual purchases and contracts to implement the business plan fall under various state laws and Board policies, and may require additional approval.

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