Board Agenda

Wednesday, Aug. 18, 2021 LCRA General Office Complex Board Room – Hancock Building 3700 Lake Austin Blvd. Austin, TX 78703 Earliest start time: 9 a.m.

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1.	Comments From the Public	4
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6.	Acquisition of Interests in Real Property – Use of Eminent Domain	
	in Kerr and Gillespie Counties	

Executive Session

The Board may go into executive session for advice from legal counsel on any item listed above and discuss any real estate-related item listed above, pursuant to Chapter 551 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 <u>www.sos.texas.gov/open/index.shtml</u>.

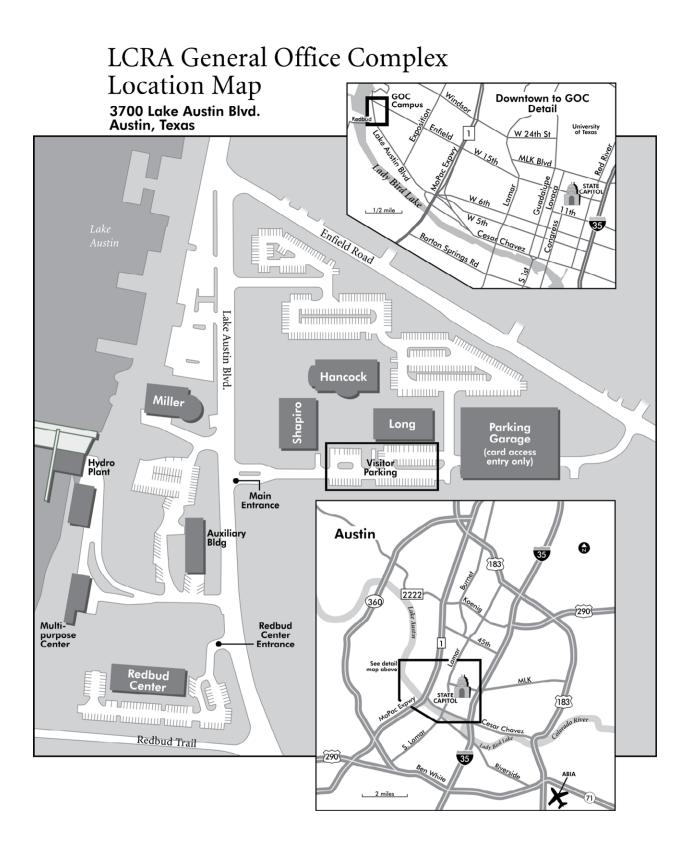
OVERVIEW OF LCRA TRANSMISSION SERVICES CORPORATION

In connection with the implementation of retail competition in the electric utility industry in the state of Texas, LCRA was required by the Texas Legislature in its amendments to the Public Utility Regulatory Act (enacted in 1999 under state legislation known as Senate Bill 7, and referred to as SB 7) to unbundle its electric generation assets from its electric transmission and distribution assets. LCRA conveyed, effective Jan. 1, 2002, all of its existing electric transmission and transformation assets (collectively, the Transferred Transmission Assets) to the LCRA Transmission Services Corporation (LCRA TSC) pursuant to the terms of an Electric Transmission Facilities Contract (the Initial Contractual Commitment), dated Oct. 1, 2001.

LCRA TSC is a nonprofit corporation created by LCRA to act on LCRA's behalf pursuant to Chapter 152, Texas Water Code, as amended. After Jan. 1, 2002, LCRA TSC engaged in the electric transmission and transformation activities previously carried out by LCRA and assumed LCRA's obligation to provide, and the right to collect revenues for, electric transmission and transformation services. LCRA TSC is an electric transmission service provider (a TSP) under the state's open-access electric transmission regulatory scheme within the approximately 85% area of the state covered by the Electric Reliability Council of Texas (ERCOT). In such capacity, LCRA TSC is entitled to receive compensation from all electric distribution service providers using the electric transmission system within ERCOT. As a TSP in the ERCOT region of the state, the rates that LCRA TSC will charge for transmission services are regulated by the Public Utility Commission of Texas (PUC) and determined pursuant to transmission cost of service rate proceedings filed with and approved by the PUC.

Within the framework of SB 7, LCRA TSC implements the electric transmission business of LCRA, including the expansion of electric transmission services outside of LCRA's traditional electric service territory. LCRA personnel are responsible for performing all of LCRA TSC's activities pursuant to a services agreement between LCRA TSC and LCRA. This includes procuring goods and services on behalf of LCRA TSC and is reflected in the LCRA Board agenda contracts.

Under the LCRA Master Resolution, defined as the LCRA Board resolution governing LCRA's outstanding debt, and certain provisions of state law, the LCRA Board is required to exercise control over all operations of LCRA TSC. This control includes approval of LCRA TSC's business plan and of the sale or disposition of any significant assets of LCRA TSC. The Board of Directors of LCRA TSC (LCRA TSC Board) is appointed by and serves at the will of the LCRA Board. The current membership of LCRA TSC Board is made up entirely of the existing LCRA Board.



1. Comments From the Public

Summary

This part of the meeting is intended for comments from the public on topics under LCRA Transmission Services Corporation's jurisdiction but not related to an item on the Board of Directors 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.

Any member of the public wishing to comment on an item listed on this agenda will be called to make comments at the appropriate time.

2. Financial Report

Summary

The financial report for LCRA Transmission Services Corporation covers fiscal year 2021.

Presenter(s) Jim Travis Treasurer and Chief Financial Officer

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LCRA Transmission Services Corporation Financial Highlights June 2021

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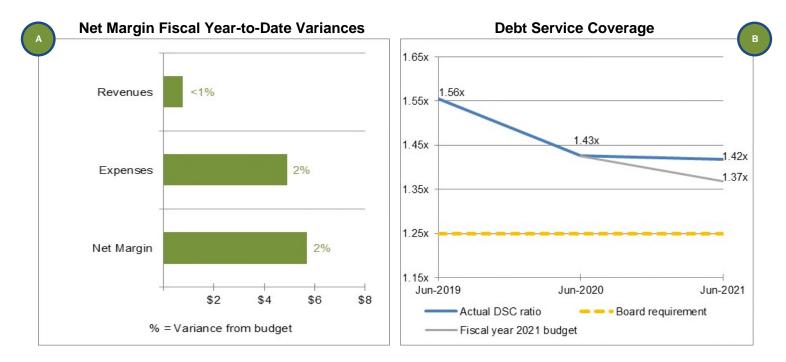
Key terms:

4CP – Four-month coincident peak is the average of the peak Electric Reliability Council of Texas electrical demands (measured in kilowatts) during the months of June, July, August and September of the previous calendar year.

ELOPPP – Extraordinary LCRA Optional Purchase Price Payment.

Net margin – Total operating revenues, including interest income, less direct and assigned expenses.

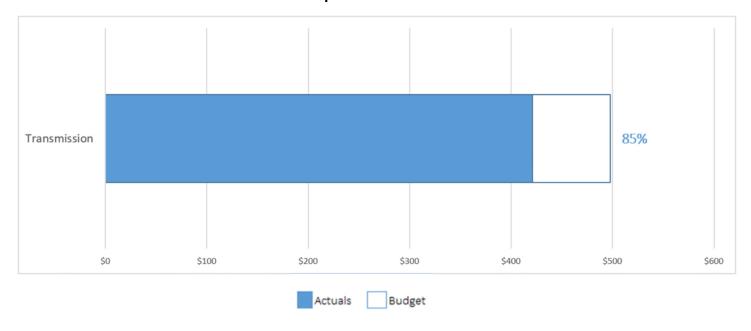
June 30, 2021 (Dollars in Millions) Budget-to-Actual Highlights



Key takeaways:

- Lower-than-budgeted expenses primarily drove year-to-date performance.
- Lower-than-budgeted expenses and debt service drove the higher-than-budgeted debt service coverage.

June 30, 2021 (Dollars in Millions) Capital Performance



Key takeaways:

- LCRA TSC capital spending for FY 2021 was \$76.9 million under the capital plan budget of \$497.7 million.
- The variance primarily is due to projects removed from the plan, projects with fiscal year spending less than forecast, generation interconnect projects removed from the plan, and FY 2021 project costs shifting to future years.

President and CEO project approvals:

For any project not previously authorized by the Board in the capital plan, authority is delegated to the
president and chief executive officer to approve any capital project with a lifetime budget not to exceed \$1.5
million, according to LCRA TSC Board Policy T301 – Finance. Additionally, the LCRA TSC Board delegated
authority to the president and CEO to approve new generation interconnection projects and additional funding
for capital projects expected to exceed a lifetime budget by 10% and \$300,000.
The president and CEO approved the following six budget resets this quarter:

president and CEO approved the following six budget resets this quarter:

- Clear Fork-Lockhart Transmission Line Overhaul from \$3.9 million to \$5.5 million.
- Coronado-Sherwood Shores Transmission Line Storm Hardening from \$12.0 million to \$16.6 million.
- LCRA TSC Fiber Build-Out FY 2019 Telecommunications Upgrade from \$31.9 million to \$51.1 million.
- LCRA TSC Fiber Build-Out FY 2020 Telecommunications Upgrade from \$9.5 million to \$13.4 million.
- o Soda Lake Substation Addition from \$5.2 million to \$5.8 million.
- Warda-Winchester Transmission Line Upgrade from \$4.5 million to \$5.6 million.

The president and CEO approved the following four new projects this quarter:

- Autotransformer Monitoring FY 2022 Substation Upgrade for \$700,000.
- o Lockhart-Luling Transmission Line Overhaul for \$1.4 million.
- Power System Center Migration System Upgrade for \$800,000.
- Sheriff's Posse Circuit Breaker Addition for \$1.1 million.

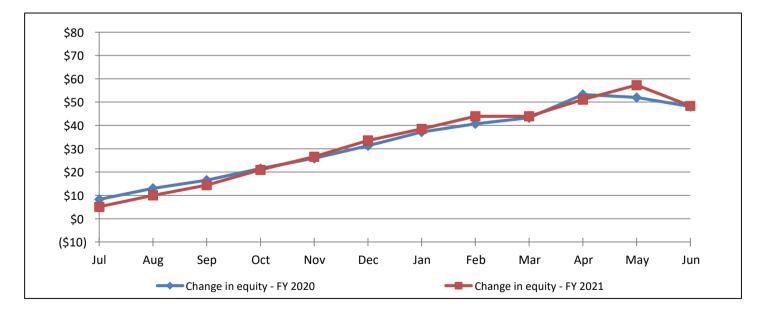
June 30, 2021

(Dollars in Millions)

Board Metrics

Board Metric	Description	Compliant
Equity Ratio	LCRA TSC will attempt to maintain a long-term average 30% equity ratio. At no time will the equity ratio fall below 20% without specific Board approval in the business plan.	\checkmark
Debt Service Reserves	LCRA TSC will covenant debt service reserves in the amount of six months of maximum annual debt service requirements on outstanding debt. Debt service reserves may be collected through rates or met with proceeds from additional debt or through the use of a surety to mitigate rate impacts.	\checkmark
Operating Reserves	LCRA TSC will build and maintain appropriate target levels of operating reserves as follows: six months of average debt service on all outstanding LCRA TSC debt and other obligations to LCRA; and two months of average operating and maintenance expenses, including those billed by LCRA. If at any time the reserves are less than the target levels set forth in this policy, the Board will promptly implement a plan, to be recommended by staff, to increase rates, reduce costs, or otherwise cause there to be sufficient revenues to replenish the reserves to such target levels within 12 months.	\checkmark

Income Statement Trends Cumulative Fiscal Year to Date



Key takeaway:

• Year-to-date net income in FY 2021 is in line with net income for the same period in FY 2020.

June 30, 2021

(Dollars in Millions)

Condensed Balance Sheets

	Ju	ne 30, 2021	Ju	ne 30, 2020
Assets				
Cash and cash equivalents	\$	219.7	\$	182.3
Current assets		170.6		175.5
Total current assets		390.3		357.8
Capital assets		3,420.7		3,125.7
Long-term assets		234.6		205.6
Total long-term assets		3,655.3		3,331.3
Total Assets	\$	4,045.6	\$	3,689.1
Liabilities				
Bonds, notes and loans payable	\$	300.4	\$	263.0
Current liabilities		122.8		118.3
Total current liabilities		423.2		381.3
Bonds, notes and loans payable		2,725.6		2,484.1
Long-term liabilities		64.1		39.4
Total long-term liabilities		2,789.7		2,523.5
Equity				
Total equity		832.7		784.3
Total Liabilities and Equity	\$	4,045.6	\$	3,689.1

Key takeaway:

• Assets and liabilities are trending higher compared with June 2020 due to construction activities related to the capital plan.

June 30, 2021

(Dollars in Millions)

Condensed Statements of Revenues, Expenses and Changes in Equity

		2021		2020	
Operating Revenues					
Transmission	\$	478.5	\$	443.4	
Transformation		15.8		14.0	
Other		3.3		2.5	
Total Operating Revenues		497.6		459.9	
Operating Expenses					
Operations		165.0		151.8	
Maintenance		14.7		11.8	
Depreciation and amortization		100.7		107.3	
Total Operating Expenses		280.4		270.9	
Operating Income		217.2		189.0	
Nonoperating Revenues (Expenses)					
Interest on debt		(94.5)		(101.1)	
Other expenses		(74.3)		(39.8)	
Total Nonoperating Revenues (Expenses)		(168.8)		(140.9)	
Change in Equity		48.4		48.1	
Equity - Beginning of Period		784.3		736.2	
Equity - End of Period	\$	832.7	\$	784.3	

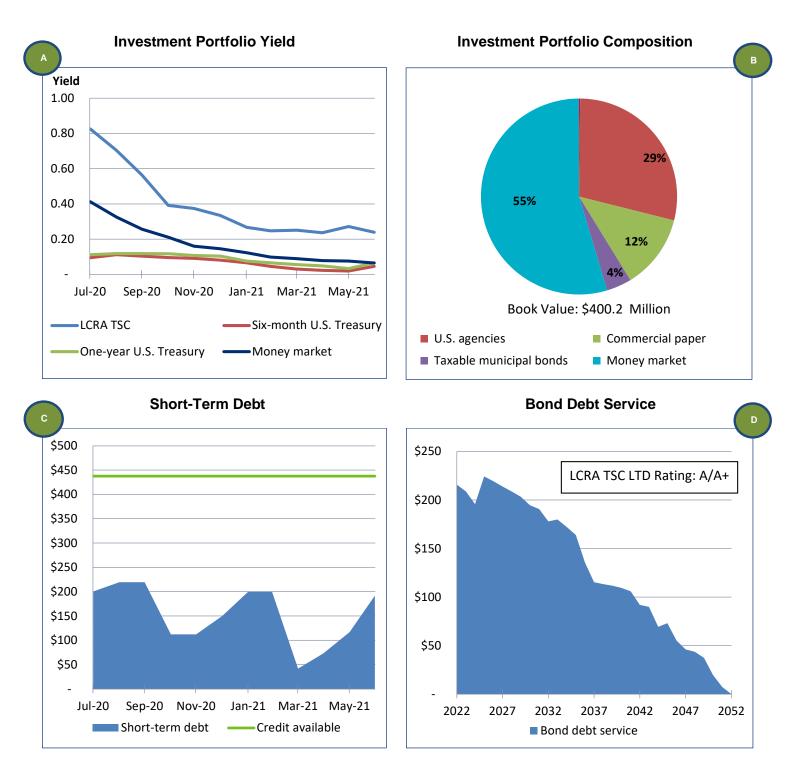
June 30, 2021

(Dollars in Millions)

Condensed Statements of Cash Flows

	Fiscal Yea	ar to Date			
 Cash Flows From Operating Activities Received from customers Payments Net cash provided by operating activities Cash Flows From Noncapital Financing Activities Cash Flows From Capital and Related Financing Activities Purchase of property, plant and equipment Debt principal payments Other capital and financing activities Net cash used in capital and financing activities Cash Flows From Investing Activities Sale and maturity of investment securities Purchase of investment securities Note payments and interest received 	 2021	_	2020		
Cash Flows From Operating Activities					
Received from customers	\$ 489.7	\$	458.6		
Payments	 (199.8)		(184.8)		
Net cash provided by operating activities	289.9		273.8		
Cash Flows From Noncapital Financing Activities	(23.8)		(27.1)		
Cash Flows From Capital and Related Financing Activities					
Purchase of property, plant and equipment	(415.2)		(403.2)		
Debt principal payments	(58.6)		(89.2)		
Other capital and financing activities	 247.9		273.8		
Net cash used in capital and financing activities	(225.9)		(218.6)		
Cash Flows From Investing Activities					
Sale and maturity of investment securities	74.6		220.1		
Purchase of investment securities	(68.5)		(200.4)		
Note payments and interest received	 1.9		7.3		
Net cash provided by investing activities	8.0		27.0		
Net Increase in Cash and Cash Equivalents	48.2		55.1		
Cash and Cash Equivalents - Beginning of Period	 183.0		127.9		
Cash and Cash Equivalents - End of Period	\$ 231.2	\$	183.0		

June 30, 2021 (Dollars in Millions) Investments and Debt



Key takeaway:

• The Federal Open Market Committee has noted that "indicators of economic activity and employment have strengthened" but will hold the benchmark rate steady at 0-0.25% through 2022.

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FOR ACTION (CONSENT)

3. Minutes of Prior Meetings

Proposed Motion

Approve the minutes of the April 28, 2021, May 19, 2021, and June 16, 2021, meetings.

Board Consideration

Section 4.06 of the LCRA Transmission Services Corporation bylaws requires the secretary to keep minutes of all meetings of the Board of Directors.

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 April 28, 2021, meeting
- B Minutes of May 19, 2021, meeting
- C Minutes of June 16, 2021, meeting

EXHIBIT A

Minutes Digest April 28, 2021

- 21-07 Authorization of the payment of an Extraordinary LCRA Optional Purchase Price Payment to LCRA of \$1.1 million for fiscal year 2021, contingent on the determination by the LCRA Board of Directors of such payment being due and payable pursuant to the Electric Transmission Facilities Contract between LCRA and LCRA Transmission Services Corporation dated as of Oct. 1, 2001.
- 21-08 Approval of the Capital Improvement Project Authorization Request for the following projects and associated lifetime budgets: Lockhart-Red Rock Transmission Line Overhaul, Lockhart-Split Transmission Line Upgrade, Turtle Creek-Verde Creek Transmission Line Overhaul, Wirtz Erosion-Control Substation Upgrade, Hilltop-Ranch Road 12 Transmission Line Upgrade, and McCarty Lane-Ranch Road 12 Transmission Line Upgrade.

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LCRA TRANSMISSION SERVICES CORPORATION Burnet, Texas April 28, 2021

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of LCRA Transmission Services Corporation (LCRA TSC) convened in a meeting at 8:08 a.m. Wednesday, April 28, 2021, in the Live Oak Room at Canyon of the Eagles Nature Park, 16942 Ranch Road 2341, Burnet, Burnet County, Texas. The following directors were present, constituting a quorum:

> Timothy Timmerman, Chair Stephen F. Cooper, Vice Chair Michael L. "Mike" Allen Lori A. Berger Joseph M. "Joe" Crane Raymond A. "Ray" Gill Jr. Thomas L. "Tom" Kelley Robert "Bobby" Lewis Thomas Michael Martine George W. Russell Margaret D. "Meg" Voelter Martha Leigh M. Whitten Nancy Eckert Yeary

Absent: Laura D. Figueroa Charles B. "Bart" Johnson

Chair Timmerman convened the meeting at 8:08 a.m. and led the Board in pledges of allegiance to the American and Texas flags. Director Whitten provided an invocation.

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

Treasurer and Chief Financial Officer Jim Travis presented financial highlights covering March 2021 and the fiscal year to date [Agenda Item 2].

<u>21-07</u> Treasurer and Chief Financial Officer Jim Travis presented for consideration a staff recommendation, described in Agenda Item 3 [attached hereto as Exhibit A], that the Board authorize the payment of an Extraordinary LCRA Optional Purchase Price Payment to LCRA of \$1.1 million for fiscal year 2021, contingent on the determination by the LCRA Board of Directors of such payment being due and payable pursuant to the Electric Transmission Facilities Contract between LCRA and LCRA Transmission Services Corporation dated as of Oct. 1, 2001. Upon motion by Director Lewis, seconded by Director Crane, the recommendation was unanimously approved by a vote of vote of 13 to 0. <u>21-08</u> Vice President of Transmission Asset Optimization Kristian M. Koellner presented for consideration a staff recommendation, described in Agenda Item 4 [attached hereto as Exhibit B], that the Board approve the Capital Improvement Project Authorization Request for the following projects and associated lifetime budgets: Lockhart-Red Rock Transmission Line Overhaul, Lockhart-Split Transmission Line Upgrade, Turtle Creek-Verde Creek Transmission Line Overhaul, Wirtz Erosion Control Substation Upgrade, Hilltop-Ranch Road 12 Transmission Line Upgrade, Hilltop-Strahan Transmission Line Upgrade, and McCarty Lane-Ranch Road 12 Transmission Line Upgrade. Koellner noted a correction in the mileage on the Hilltop-Strahan project on Page 9. It should be "0.8-mile" instead of "1.2-mile." Upon motion by Director Russell, seconded by Director Berger, the recommendation was unanimously approved by a vote of 13 to 0.

There being no further business to come before the Board, the meeting was adjourned at 8:31 a.m.

Thomas E. Oney Secretary LCRA Transmission Services Corporation

Approved: Aug. 18, 2021

EXHIBIT B

Minutes Digest May 19, 2021

- 21-09 Adoption of the regulation for contracting for construction projects.
- 21-10 Authorization for the president and chief executive officer or his designee to convey to the City of Georgetown a public utility easement containing approximately 0.717 of an acre across LCRA Transmission Services Corporation's Gabriel Substation property in Williamson County.
- 21-11 Authorization for the president and chief executive officer or his designee to convey to Bluebonnet Electric Cooperative a 0.042-acre, 30-foot-wide electric line easement across a portion of LCRA Transmission Services Corporation's Salem Substation in Washington County to allow BBEC to install a distribution line to serve LCRA's telecommunication equipment.
- 21-12 Declaration of an approximately 3.06-acre tract of land, being a portion of LCRA Transmission Services Corporation's Cooks Point Substation site in Burleson County, nonessential, and authorization for the president and chief executive officer or his designee to convey the tract to Bluebonnet Electric Cooperative together with an access easement and an electric distribution line easement.
- 21-13 Approval of the minutes of the Jan. 20, 2021, meeting.
- 21-14 Approval of amendments to LCRA Transmission Services Corporation Board Policy T401 – Land Resources.
- Approval and ratification of the Capital Improvement Project Authorization Request for the following projects and associated lifetime budgets: Transmission Services Corporation – General Additions – FY 2022, Big Hill-Kendall Transmission Line Restoration, Gillespie-Horseshoe Bay Transmission Line Restoration and Upgrade, Kendall-Mountain Top Fiber Restoration and Upgrade, Winter Storm – FY 2021 System Restoration, Clear Springs #2 Autotransformer Upgrade, Marion Autotransformer Upgrade, Remote Terminal Unit – FY 2022 Substation Upgrade, Sandy Creek Autotransformer Upgrade, and Switch Automation – FY 2022 Substation Upgrade.
- 21-16 Adoption of a resolution authorizing the use of the power of eminent domain in Hays County to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of an easement for the McCarty Lane to Ranch Road 12 Transmission Line Upgrade project.
- 21-17 Adoption of a resolution approving the LCRA Transmission Services Corporation Fiscal Year 2022 Business and Capital Plans.

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF LCRA TRANSMISSION SERVICES CORPORATION Austin, Texas May 19, 2021

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of LCRA Transmission Services Corporation (LCRA TSC) convened in a regular meeting at 12:35 p.m. Wednesday, May 19, 2021, in the Board Room of the Hancock Building, at the principal office of the Lower Colorado River Authority, 3700 Lake Austin Blvd., Austin, Travis County, Texas. The following directors were present, constituting a quorum:

> Timothy Timmerman, Chair Stephen F. Cooper, Vice Chair Michael L. "Mike" Allen Lori A. Berger Joseph M. "Joe" Crane Laura D. Figueroa Raymond A. "Ray" Gill Jr. Thomas L. "Tom" Kelley Robert "Bobby" Lewis Thomas Michael Martine George W. Russell Margaret D. "Meg" Voelter Martha Leigh M. Whitten Nancy Eckert Yeary

Absent: Charles B. "Bart" Johnson

Due to health and safety concerns related to the COVID-19 pandemic, and in accordance with the governor's disaster declaration and subsequent temporary suspension of certain provisions of the Texas Open Meetings Act, the public was not allowed to attend this meeting in person but had access to the open session portions of this meeting via livestream and via telephone for comment.

Chair Timmerman convened the meeting at 12:35 p.m.

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

Vice President and Chief Operating Officer Kristen Senechal gave an update on LCRA TSC's fiscal year 2021 capital plan and completion of the following capital projects: Hornsby Substation Addition, Meadow Lake Substation Addition, Escobares Substation Addition, Kimbro Substation Addition, and Clear Springs Autotransformer Replacement. Senechal gave an update on LCRA TSC's application for an interim Transmission Cost of Service rate increase, which the Public Utility Commission of

Texas approved in March. Focusing on the taking initiative core value, Senecal highlighted the Engineering Outsourcing Working Group's work related to LCRA TSC projects.

Treasurer and Chief Financial Officer Jim Travis presented financial highlights covering April 2021 and the fiscal year to date [Agenda Item 2].

The Board next took action on the consent agenda. Upon motion by Director Berger, seconded by Director Voelter, the Board unanimously approved consent items 3, 4, 5, 6 and 7 by a vote of 14 to 0 as follows:

<u>21-09</u> Adoption of the regulation for contracting for construction projects, as recommended by staff in Consent Item 3 [attached hereto as Exhibit A].

<u>21-10</u> Authorization for the president and chief executive officer or his designee to convey to the City of Georgetown a public utility easement containing approximately 0.717 of an acre across LCRA Transmission Services Corporation's Gabriel Substation property in Williamson County, as recommended by staff in Consent Item 4 [attached hereto as Exhibit B].

<u>21-11</u> Authorization for the president and chief executive officer or his designee to convey to Bluebonnet Electric Cooperative a 0.042-acre, 30-foot-wide electric line easement across a portion of LCRA Transmission Services Corporation's Salem Substation in Washington County to allow BBEC to install a distribution line to serve LCRA's telecommunication equipment, as recommended by staff in Consent Item 5 [attached hereto as Exhibit C].

<u>21-12</u> Declaration of an approximately 3.06-acre tract of land, being a portion of LCRA Transmission Services Corporation's Cooks Point Substation site in Burleson County, nonessential (no longer necessary, convenient or of beneficial use to the business of LCRA TSC), and authorization for the president and chief executive officer or his designee to convey the tract to Bluebonnet Electric Cooperative together with an access easement and an electric distribution line easement, as recommended by staff in Consent Item 6 [attached hereto as Exhibit D].

<u>21-13</u> Approval of the minutes of the Jan. 20, 2021, meeting [Consent Item 7].

<u>21-14</u> Vice President and Chief Operating Officer Kristen Senechal presented for consideration a staff recommendation, described in Agenda Item 8 [attached hereto as Exhibit E], that the Board approve amendments to LCRA Transmission Services Corporation Board Policy T401 – Land Resources. Upon motion by Director Crane, seconded by Director Berger, the recommendation was unanimously approved by a vote of 14 to 0.

<u>21-15</u> Vice President of Transmission Asset Optimization Kristian M. Koellner presented for consideration a staff recommendation, described in Agenda Item 9

[attached hereto as Exhibit F], that the Board approve and ratify the Capital Improvement Project Authorization Request for the following projects and associated lifetime budgets: Transmission Services Corporation – General Additions – FY 2022, Big Hill Kendall Transmission Line Restoration, Gillespie-Horseshoe Bay Transmission Line Restoration and Upgrade, Kendall-Mountain Top Fiber Restoration and Upgrade, Winter Storm – FY 2021 System Restoration, Clear Springs #2 Autotransformer Upgrade, Marion Autotransformer Upgrade, Remote Terminal Unit – FY 2022 Substation Upgrade, Sandy Creek Autotransformer Upgrade, and Switch Automation – FY 2022 Substation Upgrade. Upon motion by Director Yeary, seconded by Director Figueroa, the recommendation was unanimously approved by a vote of 14 to 0.

<u>21-16</u> Director of Real Estate Services Mark Sumrall presented for consideration a staff recommendation, described in Agenda Item 10 – Acquisition of Interests in Real Property – Use of Eminent Domain in Hays County [attached hereto as Exhibit G]. Director Berger moved, seconded by Director Whitten, that the Board adopt a resolution authorizing by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of an easement for the McCarty Lane to Ranch Road 12 Transmission Line Upgrade project to ensure the continued reliable transmission of electric energy on the McCarty Lane to Ranch Road 12 (T699) transmission line, and that the first record vote applies to all units of property to be condemned. The Board unanimously approved the motion by a record vote of 14 to 0.

<u>21-17</u> Treasurer and Chief Financial Officer Jim Travis presented for consideration a staff recommendation, described in Agenda Item 11 [attached hereto as Exhibit H], that the Board adopt a resolution approving the LCRA Transmission Services Corporation Fiscal Year 2022 Business and Capital Plans. The Board had a detailed discussion on the FY 2022 business and capital plans during a work session on April 28. Upon motion by Director Kelley, seconded by Vice Chair Cooper, the recommendation was unanimously approved by a vote of 14 to 0.

There being no further business to come before the Board, the meeting was adjourned at 1:05 p.m.

Thomas E. Oney Secretary LCRA Transmission Services Corporation

Approved: Aug. 18, 2021

EXHIBIT C

Minutes Digest June 16, 2021

- 21-18 Request and approval of the adoption by LCRA of the Amended and Restated Twentieth Supplemental Resolution to the Controlling Resolution establishing the LCRA Transmission Contract Revenue Financing Program to authorize an increase in the capacity of the LCRA Transmission Contract Revenue Notes, Series C and Taxable Series C and other amendments. Authorization for the chief executive officer or his designee to negotiate and execute all related documents setting forth the terms and conditions governing the issuance of such notes in an amount up to \$200 million, including but not limited to, a new note purchase agreement among LCRA, LCRA Transmission Services Corporation and Bank of America, N.A. and an amended and restated supplement to the restated Transmission Contract Revenue Debt Installment Payment Agreement between LCRA and LCRA TSC.
- 21-19 Adoption of a resolution authorizing the use of the power of eminent domain in Hays County to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the Hilltop to Ranch Road 12 Transmission Line Upgrade project.
- 21-20 Adoption of a resolution authorizing the use of the power of eminent domain in Hays County to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the McCarty Lane to Ranch Road 12 Transmission Line Upgrade project.
- 21-21 Adoption of a resolution authorizing the use of the power of eminent domain in Kerr and Gillespie counties to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the Mountain Home Substation and Transmission Line Addition project.

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LCRA TRANSMISSION SERVICES CORPORATION Austin, Texas June 16, 2021

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of LCRA Transmission Services Corporation (LCRA TSC) convened in a meeting at 9:36 a.m. Wednesday, June 16, 2021, in the Board Room of the Hancock Building, at the principal office of the Lower Colorado River Authority, 3700 Lake Austin Blvd., Austin, Travis County, Texas. The following directors were present, constituting a quorum:

> Timothy Timmerman, Chair Stephen F. Cooper, Vice Chair Michael L. "Mike" Allen Lori A. Berger Melissa K. Blanding Carol Freeman Raymond A. "Ray" Gill Jr. Thomas L. "Tom" Kelley Thomas Michael Martine Margaret D. "Meg" Voelter Martha Leigh M. Whitten

Absent: Joseph M. "Joe" Crane Laura D. Figueroa Robert "Bobby" Lewis Nancy Eckert Yeary

Chair Timmerman convened the meeting at 9:36 a.m. and welcomed new Directors Melissa K. Blanding from Hays County and Carol Freeman from Llano County, who were attending their first LCRA TSC Board meeting as Board members.

Chair Timmerman led the Board in pledges of allegiance to the American and Texas flags. Director Whitten provided an invocation.

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

<u>21-18</u> Treasurer and Chief Financial Officer Jim Travis presented for consideration a staff recommendation, described in Agenda Item 2 [attached hereto as Exhibit A], that the Board request and approve the adoption by LCRA of the Amended and Restated Twentieth Supplemental Resolution to the Controlling Resolution establishing the LCRA Transmission Contract Revenue Financing Program to authorize an increase in the capacity of the LCRA Transmission Contract Revenue Notes, Series C and Taxable Series C and other amendments. The staff recommendation also included that the Board authorize the chief executive officer or his designee to negotiate and execute all related documents setting forth the terms and conditions governing the issuance of such notes in an amount up to \$200 million, including but not limited to, a new note purchase agreement among LCRA, LCRA Transmission Services Corporation and Bank of America, N.A. and an amended and restated supplement to the restated Transmission Contract Revenue Debt Installment Payment Agreement between LCRA and LCRA TSC. [In conjunction with the amended Series C Notes Program, LCRA and LCRA TSC will terminate the LCRA Transmission Contract Revenue Notes, Series F and Taxable Series F program.] Upon motion by Director Berger, seconded by Director Whitten, the recommendation was unanimously approved by a vote of 11 to 0.

<u>21-19</u> Director of Real Estate Services Mark Sumrall presented for consideration a staff recommendation, described in Agenda Item 3 – Acquisition of Interests in Real Property – Use of Eminent Domain in Hays County [attached hereto as Exhibit B]. Vice Chair Cooper moved, seconded by Director Gill, that the Board adopt a resolution authorizing by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the Hilltop to Ranch Road 12 Transmission Line Upgrade project to ensure the continued reliable transmission of electric energy on the Hilltop to Ranch Road 12 (T375) transmission line; and that the first record vote applies to all units of property to be condemned. The Board unanimously approved the motion by a record vote of 11 to 0.

<u>21-20</u> Director of Real Estate Services Mark Sumrall presented for consideration a staff recommendation, described in Agenda Item 4 – Acquisition of Interests in Real Property – Use of Eminent Domain in Hays County [attached hereto as Exhibit C]. Director Blanding moved, seconded by Director Berger, that the Board adopt a resolution authorizing by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the McCarty Lane to Ranch Road 12 Transmission Line Upgrade project to ensure the continued reliable transmission of electric energy on the McCarty Lane to Ranch Road 12 (T699) transmission line; and that the first record vote applies to all units of property to be condemned. The Board unanimously approved the motion by a record vote of 11 to 0.

<u>21-21</u> Director of Real Estate Services Mark Sumrall presented for consideration a staff recommendation, described in Agenda Item 5 – Acquisition of Interests in Real Property – Use of Eminent Domain in Kerr and Gillespie counties [attached hereto as Exhibit D]. Director Freeman moved, seconded by Director Berger, that the Board adopt a resolution authorizing by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the Mountain Home Substation and Transmission Line Addition project to provide for the reliable transmission of electric energy and communications and to facilitate broadband services on the Mountain Home to Hunt (T677) and Headwaters to Mountain Home (T678) transmission lines; and that the first record vote applies to all

units of property to be condemned. The Board unanimously approved the motion by a record vote of 11 to 0.

Chair Timmerman declared the meeting to be in executive session at 9:53 a.m., pursuant to sections 551.071 and 551.072 of the Texas Government Code (Open Meetings Act). Executive session ended, and Chair Timmerman declared the meeting to be in public session at 10:09 a.m.

There being no further business to come before the Board, the meeting was adjourned at 10:09 a.m.

Thomas E. Oney Secretary LCRA Transmission Services Corporation Approved: Aug. 18, 2021

4. Capital Improvement Projects Approval

Proposed Motion

Approve and ratify the Capital Improvement Project Authorization Request for the projects and associated lifetime budgets as described in Exhibit A.

Board Consideration

LCRA Transmission Services Corporation Board Policy T301 – Finance requires Board of Directors approval for any project exceeding \$1.5 million.

Budget Status and Fiscal Impact

- All projects recommended for Board approval are within the total annual budget approved in the fiscal year 2022 capital plan.
- Staff will monitor the FY 2022 forecast and will request a fiscal year budget increase if needed.
- The treasurer and chief financial officer will release funds as needed.
- Project costs will be funded through LCRA TSC regulated rates, subject to approval by the Public Utility Commission of Texas.

Summary

Staff recommends approval of the capital projects described in Table 1 and Exhibit A. These projects meet legal requirements in the Public Utility Regulatory Act and PUC rules.

Project funds will pay for activities, including but not limited to project management, engineering, materials acquisition, construction and acquisition of necessary land rights. LCRA TSC representatives will perform all necessary regulatory, real estate, environmental and cultural due diligence activities.

<u>Table 1</u>

Project Name	Previous Fiscal Years	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	Lifetim
Service Reliability Projects							
Battery Systems – FY 2022 Substation Upgrade	0.2	2.1	-	-	-	-	2.3
Bypass Switch Addition Substation Upgrade	0.3	1.5	-	-	-	-	1.
El Campo-Ricebird Transmission Line Storm Hardening	0.4	9.7	-	-	-	-	10.0
Out-of-Band Management Switch – FY 2022 Telecommunications Upgrade	0.3	2.4	-	-	-	-	2.0
Transmission Metering – FY 2022 Substation Upgrade	0.2	1.3	0.6	-	-	-	1.9
Third-Party Funded Projects							
King Mountain-North McCarney Transmission Line Relocation	0.2	2.7	-	-	-	-	2.
Requested Total	\$ 1.2	\$ 19.5	\$ 0.6	\$ -	\$ -	\$ -	\$ 21.

Note: Totals may not equal the sum of numbers shown due to rounding.

- -- ----

Presenter(s)

Kristian M. Koellner Vice President, Transmission Asset Optimization

Exhibit(s) A – Project Details

EXHIBIT A

Project Details

Project Name: Battery Systems - FY 2022 Substation Upgrade

Project Number: 1024580

Lifetime Budget: \$2.2 million

Description: The project will improve the reliability of substation equipment by replacing diminished and obsolete batteries and battery charger systems with new 125-volt DC batteries and charger systems at 19 sites throughout LCRA TSC's service area. Spill containment, operator alarms and capacity upgrades also will be installed at certain locations as appropriate. The recommended project completion date is May 15, 2022.

Project Name: Bypass Switch Addition Substation Upgrade

Project Number: 1024837

Lifetime Budget: \$1.7 million

Description: The project will improve reliability of substation equipment at the LCRA TSC-owned Mendoza, McCarty Lane and Webberville substations in Caldwell, Hays and Travis counties by installing 138-kilovolt bypass switches to keep power transformers energized without reliance on mobile substation units while circuit breakers are tested and maintained. Wildlife protection measures also will be installed at each location as part of the project scope. The recommended project completion date is May 15, 2022.

Project Name: El Campo to Ricebird Transmission Line Storm Hardening **Project Number:** 1022797

Lifetime Budget: \$10 million

Description: The project will improve the safety and reliability of the transmission facilities on the 4.6-mile, 138-kV T589 EI Campo to Ricebird transmission line in Wharton County to meet PUC storm hardening requirements. Due to the extent of the necessary structure replacements and future growth expectations, the existing conductor also will be upgraded to provide a capacity of 471 megavolt-amperes. The project will further improve the reliability and capability of transmission facilities by replacing the existing shield wire with new 72-count optical ground wire. The recommended project completion date is May 15, 2022.

Project Name: Out-of-Band Management Switch – FY 2022 Telecommunications Upgrade

Project Number: 1024851

Lifetime Budget: \$2.6 million

Description: The project will improve the reliability of the existing out-of-band management (OBM) network by installing new OBM equipment to replace obsolete and nonstandard OBM switching hardware. This network is used to control, monitor and troubleshoot devices supporting LCRA TSC's telecommunications transport network and transmission operations throughout LCRA TSC's service area. The recommended project completion date is June 30, 2022.

Project Name: Transmission Metering – FY 2022 Substation Upgrade **Project Number:** 1024603

Lifetime Budget: \$1.9 million

Description: The project will improve the reliability, security and capability of substation equipment by replacing Electric Reliability Council of Texas polled settlement metering equipment and adding modern, digital telecommunication circuits for meter data connectivity at 17 sites throughout LCRA TSC's service area. The recommended project completion date is Nov. 30, 2022.

Project Name: King Mountain to North McCamey Transmission Line Relocation **Project Number:** 1024877

Lifetime Budget: \$2.8 million

Description: The project will facilitate a third-party request by relocating and modifying transmission facilities along sections of the T455 King Mountain to North McCamey 138-kV transmission line and the T452 Castillo to North McCamey 138-kV double-circuit transmission line to accommodate the Texas Department of Transportation expansion of U.S. Highway 385 in Crane and Upton counties.

The Standard Utility Agreement between LCRA TSC and TxDOT, which includes cost reimbursement provisions, will be fully executed prior to proceeding with construction. The recommended project completion date is Dec. 16, 2021.

5. Acquisition of Interests in Real Property – Use of Eminent Domain in Guadalupe County

Proposed Motion

I move that the Board of LCRA Transmission Services Corporation adopt the attached resolution; that the Board authorize by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easement amendments necessary to provide, on behalf of LCRA and at LCRA's expense, for communications and to facilitate broadband services on the Clear Springs to Marion transmission line (T419); and that the first record vote applies to all units of property to be condemned.

Board Consideration

LCRA Transmission Services Corporation Board Policy T401 – Land Resources and Section 2206.053 of the Texas Government Code require Board authorization prior to the initiation of eminent domain proceedings.

Section 2206.053 of the Texas Government Code provides that if two or more Board members object to adopting a single resolution for all units, a separate record vote must be taken for each unit of property. If two or more units of real property are owned by the same person, those units may be treated as one unit of property.

LCRA utilizes LCRA Transmission Services Corporation to provide LCRA with fiberoptic communications and broadband services at LCRA's expense pursuant to LCRA Board Policy 220.20 and Section 8503.032 of the Special District Local Laws Code.

Budget Status and Fiscal Impact

The acquisition cost was included in the Board-approved budget for the Project Connect Northwest Loop project.

Summary

LCRA TSC proposes to acquire communications rights, including the facilitation of broadband services, in Guadalupe County. Paul Hornsby and Company performed an independent appraisal of the interests in real property to be acquired to determine just compensation to the landowners.

Staff will make an initial offer to acquire the necessary interests in real property voluntarily from the landowners listed in Exhibit C, as required by Sec. 21.0113 of the Texas Property Code. Staff will continue to negotiate for the purchase of the interests in real property. Staff seeks Board authorization to proceed with condemnation if an agreement cannot be reached with the landowner(s).

Staff has provided to the Board descriptions of the specific properties to be acquired and will attach the descriptions to the resolution.

Staff requests that the Board adopt the resolution in Exhibit D authorizing the initiation of condemnation proceedings on the first record vote for all units of property.

Presenter(s)

Mark Sumrall Director, Real Estate Services

Exhibit(s)

- A Vicinity Map
- B Site Map
- C Landowner List
- D Resolution

EXHIBIT A

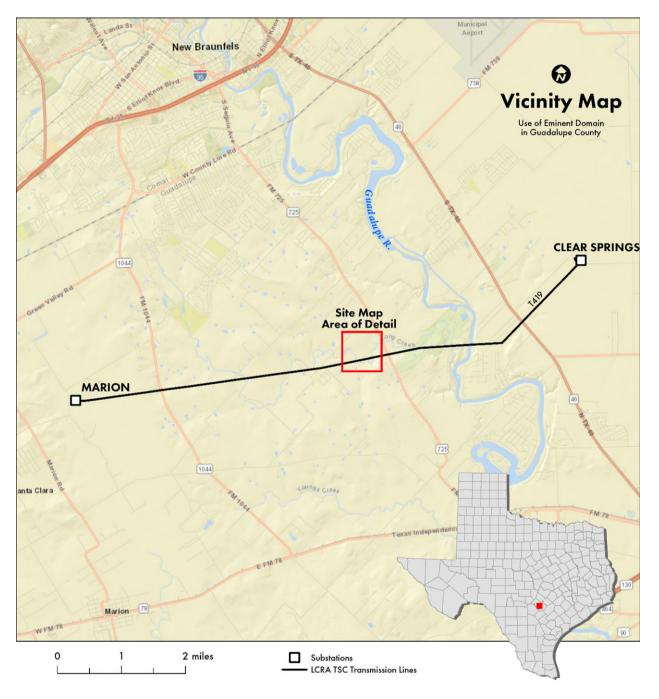


EXHIBIT B

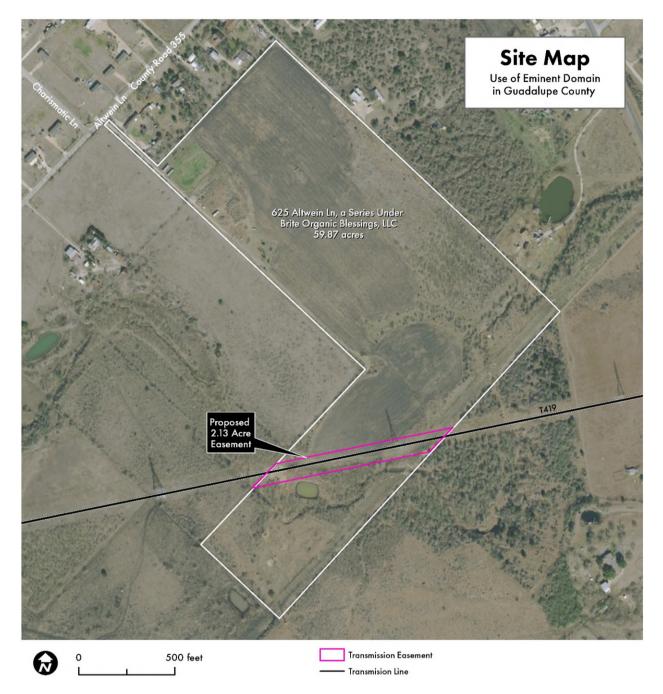


EXHIBIT C

CAD Number	Landowner	Approximate Parent Tract Acreage	Land Rights	Approximate Easement Acreage	County	Approximate Value
68633	625 Altwein Lane, a Series Under Brite Organic Blessings, LLC	60 acres	Third-Party Communication	2.13 acres	Guadalupe	\$1,000

EXHIBIT D Page 1 of 2

PROPOSED MOTION

I MOVE THAT THE BOARD OF LCRA TRANSMISSION SERVICES CORPORATION ADOPT THE ATTACHED RESOLUTION; THAT THE BOARD AUTHORIZE BY RECORD VOTE THE USE OF THE POWER OF EMINENT DOMAIN RIGHTS IN THE PROPERTIES DESCRIBED IN EXHIBIT 1 TO THE RESOLUTION FOR THE ACQUISITION OF EASEMENT AMENDMENTS NECESSARY TO PROVIDE, ON BEHALF OF LCRA AND AT LCRA'S EXPENSE, FOR COMMUNICATIONS AND TO FACILITATE BROADBAND SERVICES ON THE CLEAR SPRINGS TO MARION TRANSMISSION LINE (T419); AND THAT THE FIRST RECORD VOTE APPLIES TO ALL UNITS OF PROPERTY TO BE CONDEMNED.

RESOLUTION

AUTHORIZING ACQUISITION OF INTERESTS IN REAL PROPERTY BY CONDEMNATION IN GUADALUPE COUNTY FOR TRANSMISSION LINE EASEMENT AMENDMENTS.

WHEREAS, LCRA Transmission Services Corporation has determined the need to acquire the interests in real property necessary for the public uses of operation and maintenance of electric transmission lines, communication lines, and appurtenances thereto in Guadalupe County; and

WHEREAS, an independent, professional appraisal of the subject property will be submitted to LCRA Transmission Services Corporation, and an amount will be established to be just compensation for the interests in real property to be acquired;

NOW, THEREFORE, BE IT RESOLVED that the president and chief executive officer or his designee is authorized to purchase the interests in real property from the landowner(s) listed in the attached Exhibit C, with the description of the location of and interest in the property LCRA Transmission Services Corporation seeks to acquire being more particularly described in maps provided to the Board and attached to this Resolution as Exhibit 1; that the public convenience and necessity requires the acquisition of said interests in real property; that the public necessity requires the condemnation of the interests in real property in order to acquire them for such uses; that LCRA Transmission Services Corporation does not intend to acquire rights to groundwater or surface water in the land; that LCRA Transmission Services Corporation will make a bona fide offer to acquire the interests in real property from the landowner voluntarily as required by Sec. 21.0113 of the Texas Property Code; and that at such time as LCRA Transmission Services Corporation has determined that the landowner and LCRA Transmission Services Corporation will be unable to reach an agreement on the fair market value of the subject interests in real property and that it should appear that further negotiations for settlement with the landowner would be futile, then the

EXHIBIT D

Page 2 of 2

president and chief executive officer or his designee is authorized under Sec. 8503.032, Special District Local Laws Code and directed to initiate condemnation proceedings against the landowner of the property, and against all other owners, lien holders, and other holders of an interest in the property, in order to acquire the necessary interests in real property, and that this resolution take effect immediately from and after its passage;

BE IT FURTHER RESOLVED that the president and chief executive officer or his designee is hereby authorized to do all things necessary and proper to carry out the intent and purpose of this resolution, including determination and negotiation of the interest(s) in real property that are proper and convenient for the operation of the electric transmission line.

FOR ACTION

6. Acquisition of Interests in Real Property – Use of Eminent Domain in Kerr and Gillespie Counties

Proposed Motion

I move that the Board of Directors of LCRA Transmission Services Corporation adopt the attached resolution; that the Board authorize by record vote the use of the power of eminent domain to acquire rights in the properties described in Exhibit 1 to the resolution for the acquisition of easements for the Mountain Home Substation and Transmission Line Addition project to provide for the reliable transmission of electric energy and, on behalf of LCRA and at LCRA's expense, to provide for communications and to facilitate broadband services on the Mountain Home to Hunt (T677) and Headwaters to Mountain Home (T678) transmission lines; and that the first record vote applies to all units of property to be condemned.

Board Consideration

LCRA Transmission Services Corporation Board Policy T401 – Land Resources and Section 2206.053 of the Texas Government Code require Board authorization prior to the initiation of eminent domain proceedings.

Section 2206.053 of the Texas Government Code provides that if two or more Board members object to adopting a single resolution for all units of property, a separate record vote must be taken for each unit of property. If two or more units of real property are owned by the same person, those units may be treated as one unit of property.

LCRA utilizes LCRA Transmission Services Corporation to provide LCRA with fiberoptic communications and broadband services at LCRA's expense pursuant to LCRA Board Policy 220.20 and Section 8503.032 of the Special District Local Laws Code.

Budget Status and Fiscal Impact

The acquisition costs were included in the Board-approved budget for the Mountain Home Substation and Transmission Line Addition project.

Summary

LCRA TSC proposes to acquire transmission line easements in Kerr and Gillespie counties for the Mountain Home Substation and Transmission Line Addition project. Kokel Oberrender and Wood Appraisals performed independent appraisals of the interests in real properties to be acquired to determine just compensation to the landowners.

Staff made initial offers to acquire the necessary interests in real property voluntarily from the landowners listed on Exhibit C, as required by Sec. 21.0113 of the Texas Property Code. Staff will continue to negotiate for the purchase of the interests in real property. Staff seeks Board authorization to proceed with condemnation if agreements cannot be reached with the landowners.

Staff has provided to the Board a description of the specific properties to be acquired, and will attach the description to the resolution.

LCRA TSC representatives performed environmental and cultural due diligence studies and did not identify any concerns. Staff requests the Board adopt the resolution in Exhibit D authorizing the initiation of condemnation proceedings on the first record vote for all units of property.

Presenter(s)

Mark Sumrall Director, Real Estate Services

Exhibit(s)

- A Vicinity Map
- B Site Maps
- C Landowner List
- D Resolution
- 1 Description of the Specific Properties

EXHIBIT A

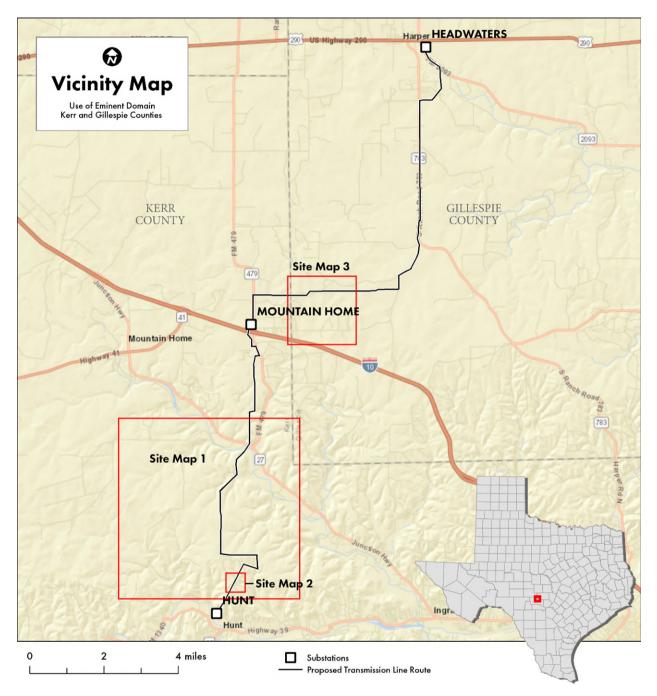


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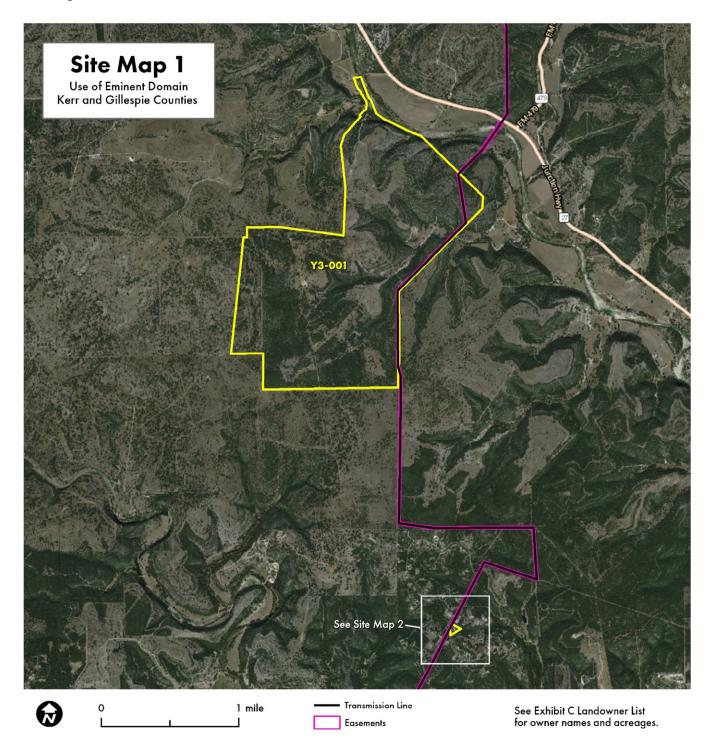


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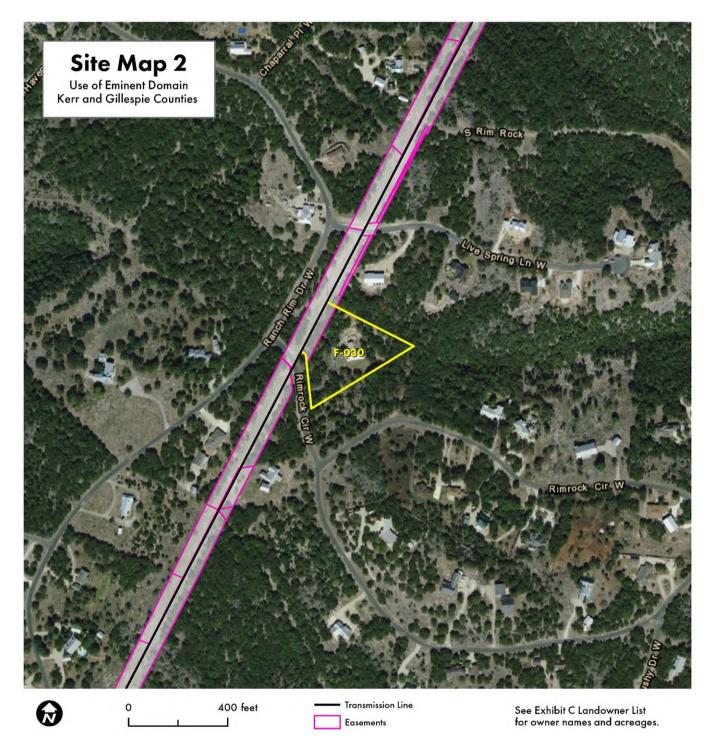


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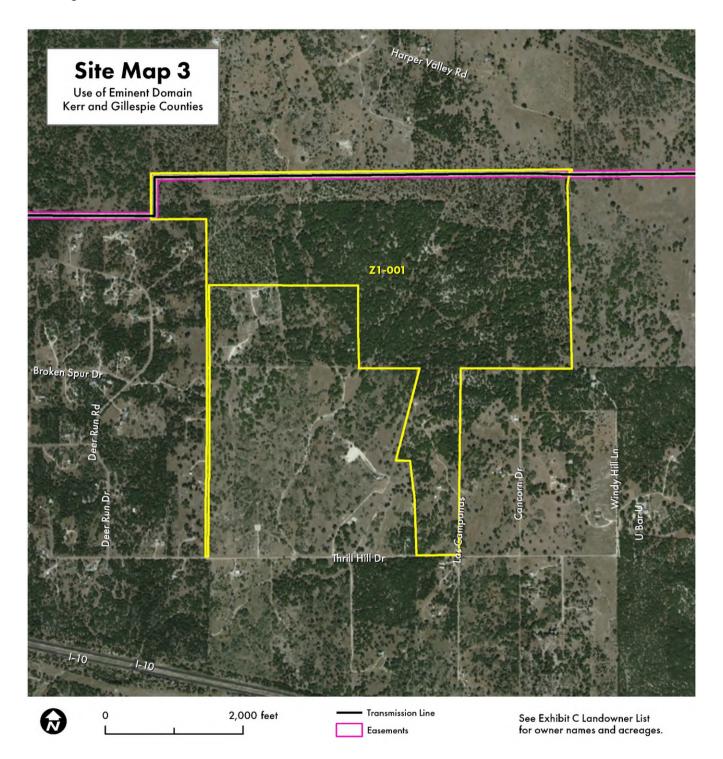


EXHIBIT C Page 1 of 1

Parcel ID	Landowners	Approximate Parent Tract Acreage	Land Rights	Approximate Acquisition Acreage	County	Approximate Value
Y3-001	Max Duncan Family Investments LTD	1317.33 acres	Easement Temporary Easement	19.78 acres 4.09 acres	Kerr	\$396,000
F-030	Wallace, Gregory C. and Ruthie Verlene	2.2 acres	Easement	0.11 acre	Kerr	\$25,000
Z1-001	Foster, James H. and Donna Jean	299.05 acres	Easement Temporary Easement	15.4 acres 0.64 acre	Gillespie	\$200,000

EXHIBIT D Page 1 of 2

PROPOSED MOTION

I MOVE THAT THE BOARD OF DIRECTORS OF LCRA TRANSMISSION SERVICES CORPORATION ADOPT THE ATTACHED RESOLUTION; THAT THE BOARD AUTHORIZE BY RECORD VOTE THE USE OF THE POWER OF EMINENT DOMAIN TO ACQUIRE RIGHTS IN THE PROPERTIES DESCRIBED IN EXHIBIT 1 TO THE RESOLUTION FOR THE ACQUISITION OF EASEMENTS FOR THE MOUNTAIN HOME SUBSTATION AND TRANSMISSION LINE ADDITION PROJECT TO PROVIDE FOR THE RELIABLE TRANSMISSION OF ELECTRIC ENERGY AND, ON BEHALF OF LCRA AND AT LCRA'S EXPENSE, TO PROVIDE FOR COMMUNICATIONS AND TO FACILITATE BROADBAND SERVICES ON THE MOUNTAIN HOME TO HUNT (T677) AND HEADWATERS TO MOUNTAIN HOME (T678) TRANSMISSION LINES; AND THAT THE FIRST RECORD VOTE APPLIES TO ALL UNITS OF PROPERTY TO BE CONDEMNED.

RESOLUTION AUTHORIZING ACQUISITION OF INTERESTS IN REAL PROPERTY BY CONDEMNATION IN GILLESPIE AND KERR COUNTIES FOR TRANSMISSION LINE EASEMENTS.

WHEREAS, LCRA Transmission Services Corporation has determined the need to acquire the interests in real property necessary for the public purposes of construction, operation and maintenance of electric transmission lines, communication lines, and appurtenances thereto in Gillespie and Kerr counties;

WHEREAS, an independent, professional appraisal of the subject properties will be submitted to LCRA Transmission Services Corporation, and an amount will be established to be just compensation for the interests in real property to be acquired;

NOW, THEREFORE, BE IT RESOLVED that the president and chief executive officer or his designee is authorized to purchase the interests in real property from the landowner(s) listed in the attached Exhibit C for the Mountain Home Substation and Transmission Line Addition project, with the description of the location of and interest in the properties that LCRA Transmission Services Corporation seeks to acquire being more particularly described in maps provided to the Board and attached to this Resolution as Exhibit 1; that the public convenience and necessity requires the acquisition of the above-stated interests in real property; that the public necessity requires the condemnation of the interests in real property in order to acquire them for such purposes; that LCRA Transmission Services Corporation does not intend to acquire rights to groundwater or surface water in the land; that LCRA Transmission Services Corporation will make a bona fide offer to acquire the interests in real property from the landowner(s) voluntarily as required by Sec. 21.0113 of the Texas Property Code; and that at such time as LCRA Transmission Services Corporation has

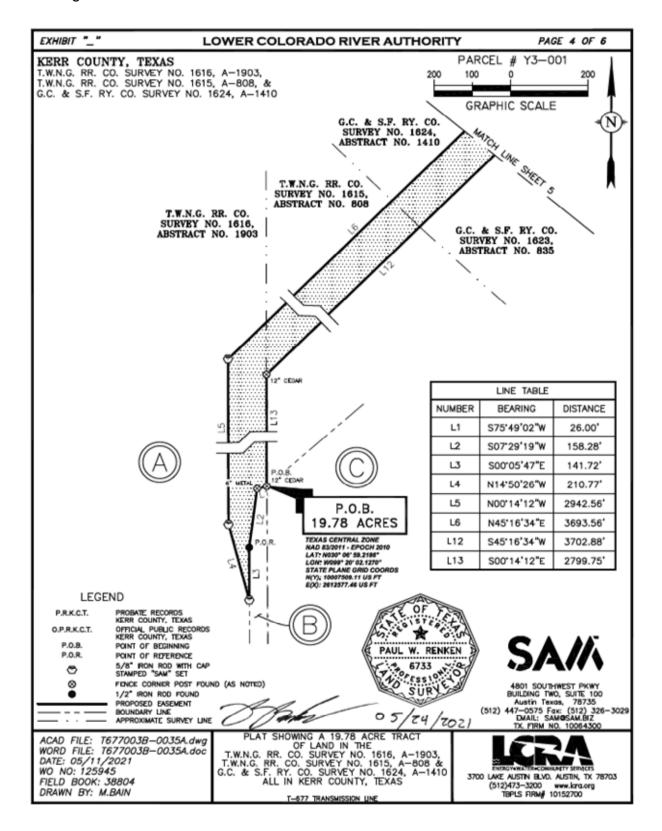
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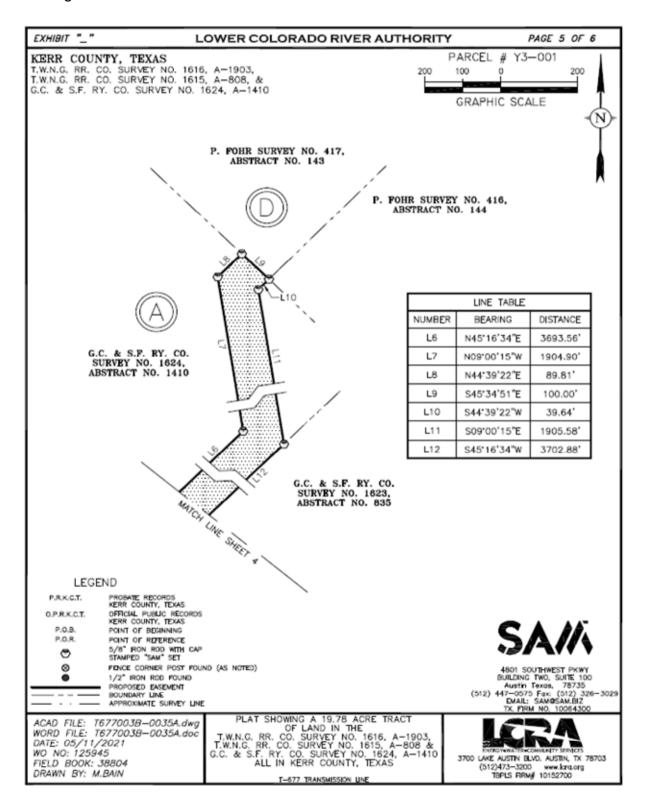
determined that the landowner(s) and LCRA Transmission Services Corporation will be unable to reach an agreement on the fair market value of the subject interests in real property and that it should appear that further negotiations for settlement with the landowner(s) would be futile, then the president and chief executive officer or his designee is authorized and directed to initiate condemnation proceedings against the owner(s) of the property, and against all other owners, lien holders, and other holders of an interest in the property, in order to acquire the necessary interests in real property; and that this resolution take effect immediately from and after its passage;

BE IT FURTHER RESOLVED that the president and chief executive officer or his designee is hereby authorized to do all things necessary and proper to carry out the intent and purpose of this resolution, including determination and negotiation of the interest in real property that are proper and convenient for the operation of the electric transmission line.

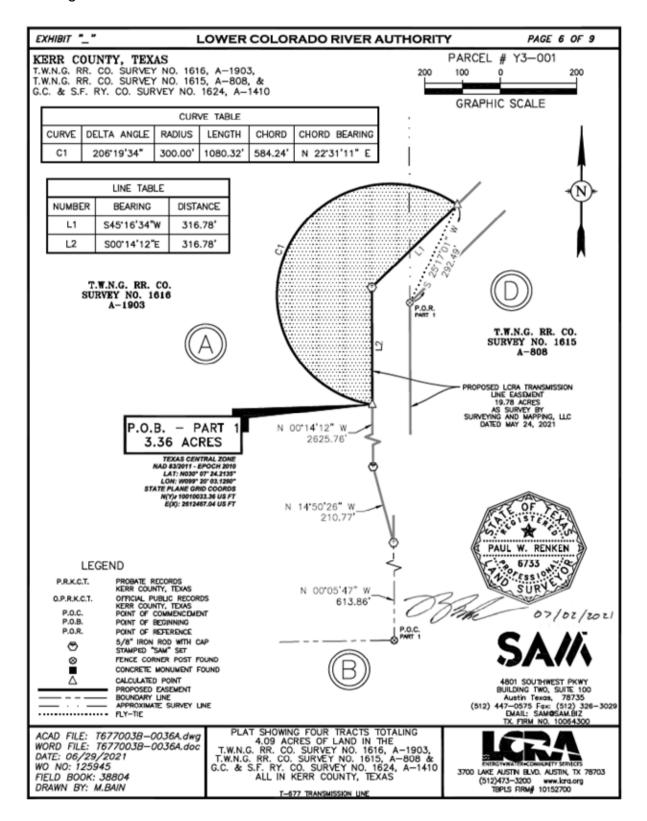
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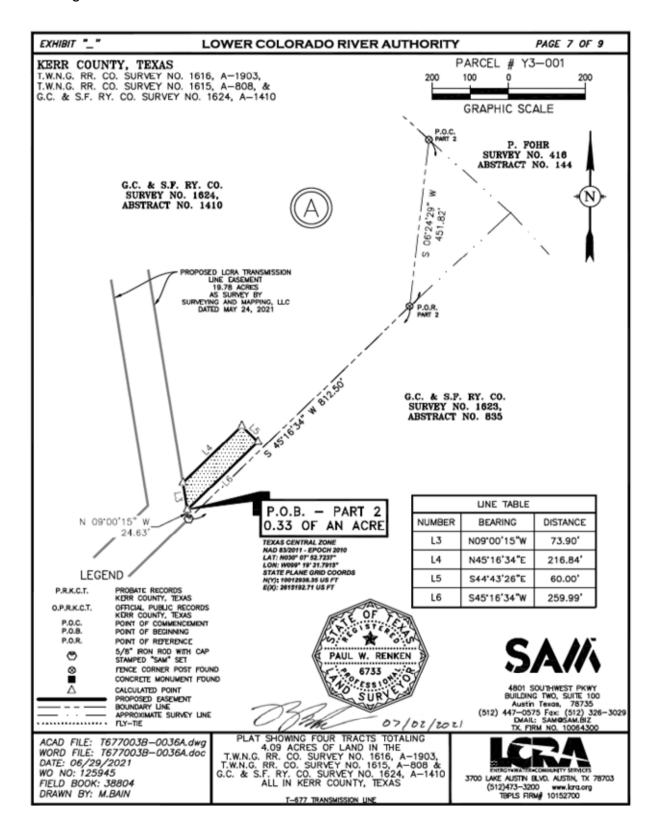
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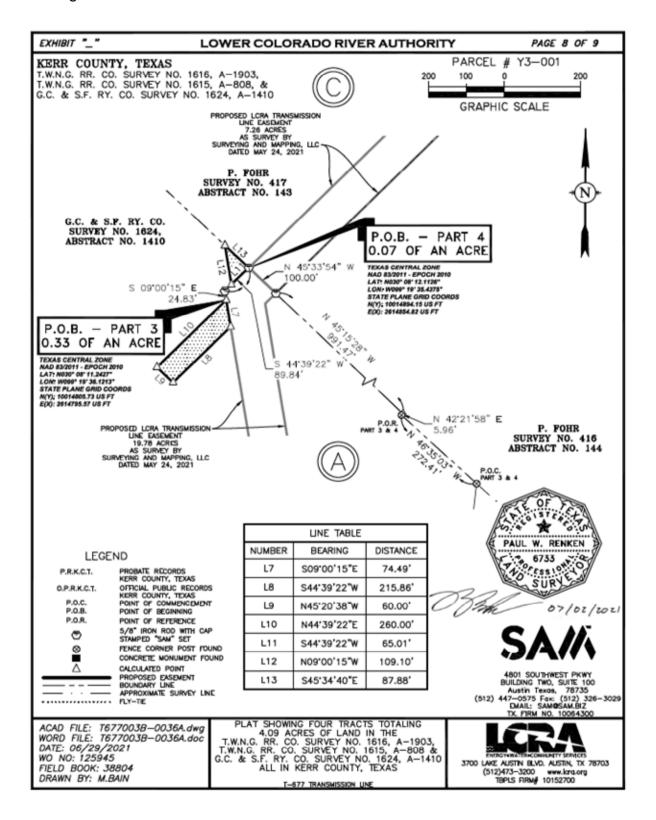
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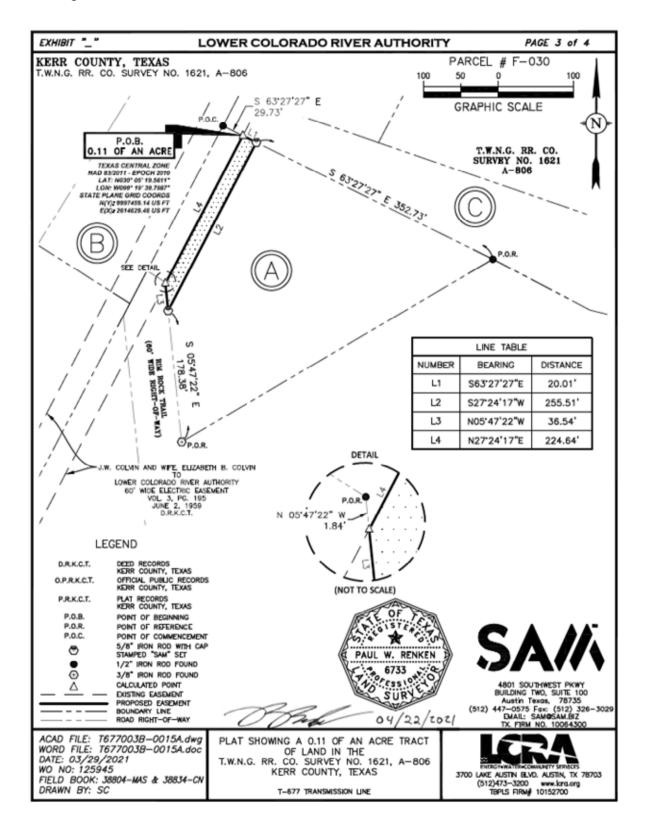
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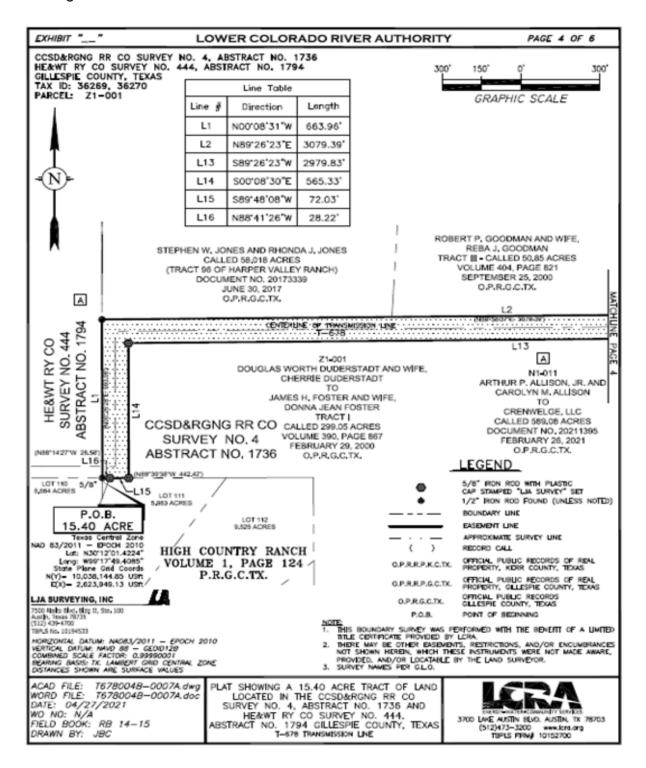
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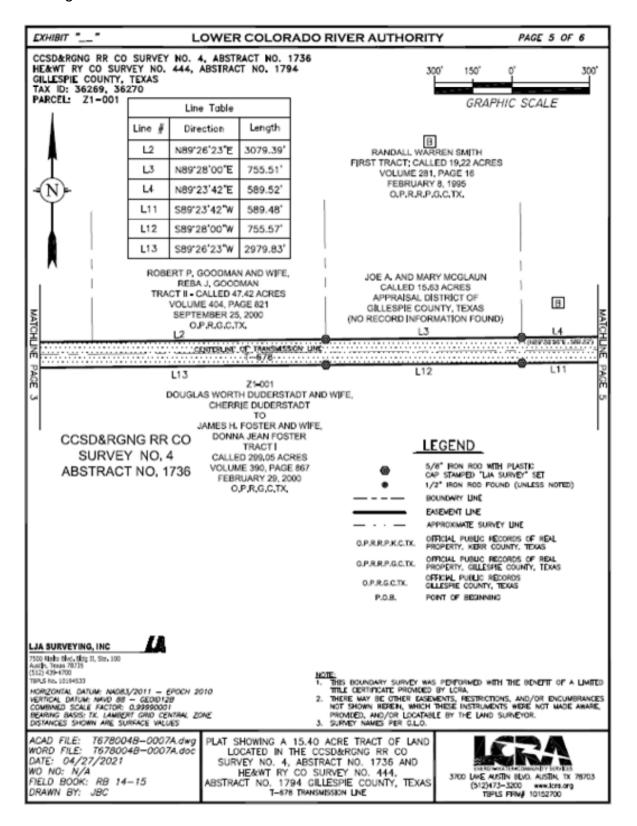
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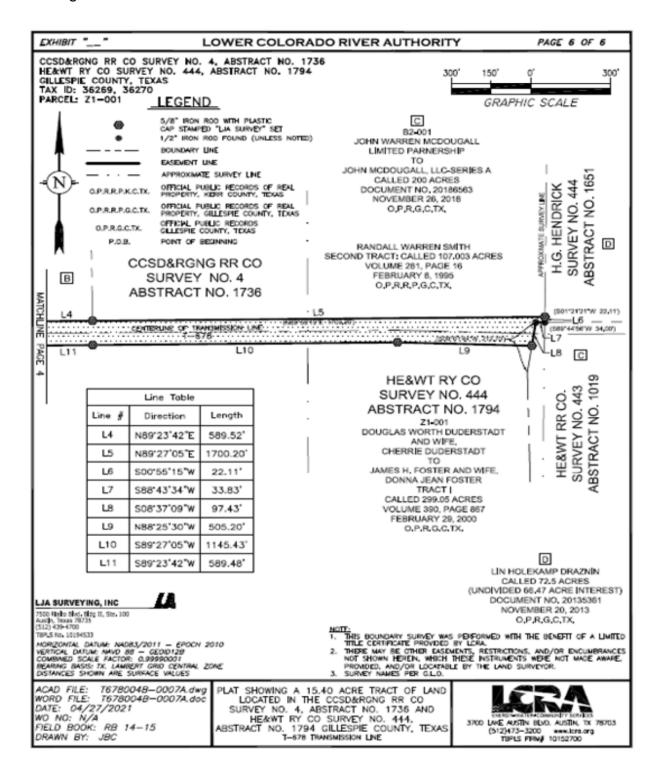
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