



Board Agenda

Wednesday, Oct. 21, 2020

Earliest start time: 11 a.m.

**MEMBERS OF THE PUBLIC WILL NOT BE PERMITTED TO ATTEND IN PERSON.
THE MEETING WILL BE LIVESTREAMED AT
<https://www.lcra.org/about/leadership/stream/>**

Items From the Chair

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Executive Session

1. Competitive Electric Matters

The Board also may meet in Executive Session as authorized by, as applicable, provisions of Chapter 551 of the Texas Government Code, to receive advice from legal counsel under Section 551.071; and discuss competitive electric matters under Section 551.086.

Legal Notice

Legal notices are available on the Texas secretary of state website 72 hours prior to the meeting at www.sos.state.tx.us/open/.

FOR DISCUSSION

1. Comments From the Public

Summary

Consistent with Gov. Abbott's March 16, 2020, temporary suspension of various provisions of the Open Meetings Act, the public will not be able to attend the meeting in person but may view the open session portions of the meeting via livestream at: <https://www.lcra.org/about/leadership/stream/> and make comments to the GenTex Board of Directors via telephone.

The GenTex Board will take all public comments at the beginning of the meeting. Members of the public who would like to address the Board must **register by calling the number below between 9:45 a.m. and 10:45 a.m. on the day of the meeting.**

Phone number: 833-548-0282 (toll free)

Meeting ID: 6442096404##

FOR ACTION (CONSENT)

2. Proposed 2021 GenTex Power Corporation Board Meeting Dates

Proposed Motion

Approve proposed 2021 GenTex Power Corporation Board meeting dates listed in Exhibit A.

Budget Status and Fiscal Impact

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

Summary

Staff proposes the following dates for the regular meetings of the GenTex Board as listed in Exhibit A.

Exhibit(s)

A – Proposed 2021 GenTex Power Corporation Board Meeting Schedule

EXHIBIT A

PROPOSED 2021 GENTEX POWER CORPORATION BOARD MEETING SCHEDULE

Month	Meeting Day
May	19
October	20

FOR ACTION (CONSENT)

3. GenTex Power Corporation Board Policy G106 – Ethics

Proposed Motion

Approve GenTex Power Corporation Board Policy G106 – Ethics as attached in Exhibit A to replace the existing GenTex ethics policy.

Board Consideration

Board of Directors approval is required for any changes to GenTex Board policies.

Budget Status and Fiscal Impact

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

Summary

The proposed GenTex ethics policy would replace the current version, which was established in 1999, and reflects developments in state law and best practices necessary to ensure that GenTex maintains legal compliance.

Staff recommends that the Board approve proposed GenTex Board Policy G106.

Exhibit(s)

A – Proposed GenTex Board Policy G106 – Ethics

EXHIBIT A

GENTEX BOARD POLICY

G106 – ETHICS

Oct. 21, 2020

G106.10 PURPOSE

The purpose of this policy is to provide guidance to the GenTex Board of Directors regarding standards of ethical conduct and conflicts of interest.

G106.20 POLICY

G106.201 Ethical Standards of Conduct. GenTex directors must conduct themselves so as to bring continuing respect to GenTex and avoid any questionable conduct that could bring discredit to GenTex. In accordance with state law, no director should:

- A. Accept or solicit any gift, favor or service that might reasonably tend to influence him or her in the discharge of his or her official duties, or that he or she knows or should know is being offered to him or her with the intent to influence his or her official conduct;
- B. Accept or solicit employment or engage in any business or professional activity that he or she might reasonably expect would require or induce him or her to disclose confidential information acquired by reason of his or her official position;
- C. Accept or solicit other employment or compensation that could reasonably be expected to impair his or her independence of judgment in the performance of his or her official duties;
- D. Make personal investments that could reasonably be expected to create substantial conflicts between his or her private interest and the public interest;
- E. Intentionally or knowingly solicit, accept or agree to accept any benefit for having exercised his or her official powers or performed his or her official duties in favor of another; or
- F. Misapply or misuse GenTex resources for personal benefit.

G106.202 Conflicts of Interest. Directors will avoid conflicts of interest and conduct themselves so as to avoid even the appearance of conflicts of interest in the discharge of their official duties.

1. Before any vote or decision on a business entity or real property in which a director has a substantial interest, a director will publicly disclose the interest during a meeting of the Board, notify and file a completed affidavit with the GenTex corporate secretary, and abstain from further participation in the matter if:
 - A. The action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public; or
 - B. It is reasonably foreseeable that an action on the matter will have a special economic effect on the value of the property that is distinguishable from its effect on the public.

The Board must take a separate vote on any budget item specifically dedicated to a contract in which a director has a substantial interest.

2. Directors also must file a conflicts disclosure statement whenever a director becomes aware that a vendor or contractor of GenTex, or a potential vendor or contractor, has an employment or business relationship with a director or a family member of the director (defined as the director's spouse, parent, child, father-in-law, mother-in-law, sons-in-law, and daughters-in-law). The disclosure statement also must be filed in the following circumstances:
 - A. When a director or a family member of a director receives taxable income from a GenTex vendor or contractor or a potential vendor or contractor, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date a contract is signed or first considered by GenTex;
 - B. When a vendor has given to a director or a family member of a director one or more gifts that have an aggregate value of more than \$100 in the 12-month period preceding the date a contract is signed or first considered by GenTex; or
 - C. When a director has a family relationship with a GenTex vendor.

A director must sign the disclosure statement (available from the GenTex corporate secretary before a notary, under oath, acknowledging that it applies to the director's family members, then file it with the GenTex corporate secretary by the seventh business day after the director becomes aware of facts requiring the form to be filed.

G106.203 Vendors and Contractors. Vendors and contractors of GenTex, their subcontractors, and their employees are expected to behave in a lawful and ethical manner in their business dealings with GenTex.

G106.30 AUTHORITY

Texas Local Government Code, Chapters 171 and 176
Texas Government Code, Chapters 572 and 573
Texas Penal Code, Chapters 36 and 39

EFFECTIVE: Aug. 12, 1999. **Replaced Oct. 21, 2020.**

FOR ACTION (CONSENT)

4. Minutes of Prior Meeting

Proposed Motion

Approve the minutes of the May 20, 2020, meeting.

Board Consideration

Section 4.06 of the GenTex Power 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 May 20, 2020, meeting

EXHIBIT A

Minutes Digest
May 20, 2020

20-03 Approval of the minutes of the Jan. 22, 2020, meeting.

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF
GENTEX POWER CORPORATION
Austin, Texas
May 20, 2020

Pursuant to notice posted in accordance with the Texas Open Meetings Act, the Board of Directors (Board) of GenTex Power Corporation (GenTex) convened in a regular meeting at 1:05 p.m. on Wednesday, May 20, 2020, 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
Michael L. "Mike" Allen
Matt Bentke [attended via videoconference]
Kevin Coleman [attended via videoconference]
Stephen F. Cooper
Joseph M. "Joe" Crane
Robert "Bobby" Lewis
Julie C. Parsley [attended via videoconference]

Absent: Robert Lindsey III, Vice Chair

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 1:05 p.m.

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

The Board next took action on the consent agenda.

20-03 Upon motion by Director Lewis, seconded by Director Allen, the Board unanimously approved the minutes of the Jan. 22, 2020, meeting [Consent Item 2] by a vote of 8 to 0.

Chair Timmerman declared the meeting to be in executive session at 1:06 p.m., pursuant to sections 551.071 and 551.086 of the Texas Government Code (Open Meetings Act). Executive session ended, and Chair Timmerman declared the meeting to be in public session at 1:22 p.m.

There being no further business to come before the Board, the meeting was adjourned at 1:23 p.m.

Thomas E. Oney
Secretary
GenTex Power Corporation

Approved: Oct. 21, 2020