



PEDERNALES ELECTRIC COOPERATIVE

Board of Directors Agenda - Final

10/21/2022 | 9:00 AM | PEC Headquarters Auditorium

201 S. Ave F, Johnson City, TX 78636

Open Session of this Regular Meeting will be held in the PEC Auditorium and will be recorded in accordance with Board Meetings Policy. Members are able to watch this meeting by livestream from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

Call to Order and Roll Call

9:00 AM Meeting called to order on October 21, 2022 at PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, TX.

The following agenda items may be considered in a different order than they appear.

Adoption of Agenda

Consent Items

1. [2022-333](#) Friday, September 16, 2022 - Regular Meeting Minutes

Attachments: [2022-09-16 OS Meeting Minutes draft 2](#)

Cooperative Recognitions

2. [2022-362](#) Recognition of PEC Linemen Participation at Annual International Lineman's Rodeo - E Dauterive/B Maggot

Cooperative Monthly Reports

3. [2022-334](#) Cooperative Update - J Parsley

4. [2022-335](#) Cooperative Financial Update - R Kruger

Attachments: [CFO Update Flash Report-2022-335-Draft](#)

5. [2022-336](#) Cooperative Operations Update - E Dauterive

Attachments: [Operations Report 2022-336 Final](#)

Member Comments (3 minute limitation or as otherwise directed by Board)

6. [2022-337](#) Member Comments

Attachments: [Decorum Policy](#)

Action Items / Other Items

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7. [2022-349](#) **Resolution - Approval of Election Policy and Procedures Amendments Related to 2022 Annual Director Post-Election Analysis - S Romero/D Ballard**
- Attachments:** [Election Policy and Procedures 2022-349 – REDLINE](#)
[Election Policy and Procedures 2022-349 – CLEAN](#)
8. [2022-350](#) **Resolution - Approval to Establish 2023 Annual Meeting Date and Location - D Ballard**
9. [2022-352](#) **Resolution - Approval of Rebalance and Equitable Consideration of Director District Boundaries - R Fischer**
- Attachments:** [PPT - District Rebalancing October 2022 v2 - 2022-352-Final](#)
[Current All Districts](#)
[Proposed All Districts](#)
[Current District 1](#)
[Proposed District 1](#)
[Current District 2](#)
[Proposed District 2](#)
[Current District 3](#)
[Proposed District 3](#)
[Current District 4](#)
[Proposed District 4](#)
[Current District 5](#)
[Proposed District 5](#)
[Current District 6](#)
[Proposed District 6](#)
[Current District 7](#)
[Proposed District 7](#)
10. [2022-351](#) **Resolution - Approval of Review and Amendments to Rate Policy - N Mack/D Thompson**
- Attachments:** [PPT - Approval of Rate Policy - 2022-351-FINAL](#)
[Rate Policy-Clean - 2022-351-FINAL](#)
[Rate Policy-Redline - 2022-351-FINAL](#)
11. [2022-353](#) **Resolution - Approval of Filing of Interim Transmission Cost of Service with Public Utility Commission of Texas - C Powell**
12. [2022-357](#) **Resolution - Approval of 2021 IRS Form 990 - S Houghton**
- Attachments:** [Audit Committee Resolution - Recommendation - 2022-330-Final](#)
13. [2022-354](#) **Draft Resolution - Approval of 2023 Rate Plan - N Mack/D Thompson**
- Attachments:** [PPT - Approval of 2023 Rate Plan - 2022-354-FINAL](#)
14. [2022-356](#) **Draft Resolution - Review and Approval of the Enterprise Risk Management Policy - K Krueger**
- Attachments:** [Draft Resolution - Enterprise Risk Management Governance Policy - 2022-356 - Draft Redline](#)
[Draft Resolution - Enterprise Risk Management Governance Policy - 2022-356 - Draft Clean](#)
15. [2022-321](#) **Plan Administration Committee (PAC) Update - Michael Hansen, Drew McCorkle, CAPTRUST Advisors**
- Attachments:** [PAC Board Report- 2022-321 - Final](#)
[Board Fid Education - 2022-321 - Final](#)

Proposed Future Items / Meetings (subject to final posting)

16. [2022-338](#) List of Board Approved Future Meetings
Attachments: [2022 Board Meeting Calendar](#)
17. [2022-339](#) Board Planning Calendar (Written Report in Materials)
Attachments: [3 Month Outlook Calendar](#)
[PEC Annual Board Planning Calendar](#)

Recess to Executive Session**Executive Session - Legal Matters**

18. [2022-340](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
19. [2022-341](#) Litigation and Related Legal Matters - D Ballard
20. [2022-342](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - D Ballard
21. [2022-358](#) Annual Review of Strategic Plan - M Ekrut
22. [2022-361](#) Enterprise Risk Management (ERM) Update - K Krueger

Executive Session - Contract and Competitive Matters

23. [2022-365](#) Resolution - Approval of Filing of Application as to its Certificate of Convenience and Necessity (CCN) with Public Utility Commission of Texas for Service Territory Boundary Change - A Hagen/C Powell
24. [2022-364](#) Resolution - Approval of Acceptance of the Selection of Independent Auditor and Tax Services - K Jones
Attachments: [Signature Report - Auditor Recommendation - 2022-326-Final](#)
25. [2022-359](#) Draft Resolution - Approval of 2023 Operating Budget and 2023 Capital Improvement Plan (CIP), Including Items Concerning Competitive Matters, Personnel, Contracts and Real Estate - J Smith/K Jones
26. [2022-343](#) Transmission Operations and Control Center Update - C Moos/J Warren/J Louis/J Treviño
27. [2022-360](#) Draft Resolution - Approval of Power Supply Contractual Resources - D Thompson
28. [2022-344](#) Markets Monthly Report - D Thompson

Executive Session - Real Estate Matters

29. [2022-345](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - E Dauterive/C Moos

30. [2022-346](#) Resolution(s) - Approval of Capital Improvement Plan Budget
Amendments for Real Property Acquisitions - E Dauterive/C Moos

Executive Session - Safety and Security Matters

31. [2022-347](#) Safety and Security Matters

Executive Session - Personnel Matters

32. [2022-348](#) Personnel Matters

Reconvene to Open Session

Items from Executive Session

Adjournment