



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, May 16, 2025

9:00 AM

PEC Headquarters Auditorium
201 S Ave F, Johnson City, TX 78636

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Open Session of this Regular Meeting was held in the PEC Auditorium and recorded in accordance with Board Meetings Policy. Members may watch the video recording from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

Call to Order and Roll Call

This meeting was called to order at 9:00 a.m., on May 16, 2025, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

Present: 7 - Director Milton Rister, President Emily Pataki, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director James Oakley, Director Paul Graf, and Director Amy Akers

Safety Briefing

President Emily Pataki provided the Safety Briefing.

Adoption of Agenda

The agenda was adopted as posted and without objection.

Consent Items

Without objection the items listed under Consent Items were approved by general consent.

1. [2025-145](#) **Friday, April 17, 2025 - Regular Meeting Minutes**

Attachments: [2025-04-17 OS Meeting Minutes.pdf](#)

Cooperative Recognitions

2. [2025-146](#) **Moment of Silence in Commemoration of Memorial Day**

President Emily Pataki recognized the upcoming May 26, 2025, Memorial Day Holiday with a moment of silence in commemoration of those serving and those who served in the United States Armed Forces.

3. [2025-152](#) **Resolution - Approval of Recognition for James Oakley, Director District 5 - E Pataki**

President Emily Pataki presented the resolution recognizing Director James Oakley's 12 years of service as a PEC Board Director, and recommended the resolution be adopted.

A motion was made by President Pataki, seconded by Secretary/Treasurer Ekrut, that this item be approved. The motion carried by the following vote:

Yes: 6 - Rister, Pataki, Ekrut, Cox, Graf, and Akers

Abstain: 1 - Oakley

Cooperative Monthly Report

4. [2025-147](#) Cooperative Update - J Parsley/C Powell/N Fulmer/R Kruger/J Urban

Attachments: [2025-147 May Cooperative Update final.pdf](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Christian Powell, Chief Compliance Officer, Mr. Nathan Fulmer, Chief Operations Officer - Distribution, Mr. Randy Kruger, Chief Financial Officer (CFO), and Mr. JP Urban, Chief Administrative Officer, presented a collaborative Cooperative Update.

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

There were no members present.

5. [2025-148](#) Member Comments

Attachments: [Decorum Policy.pdf](#)

Action Items / Other Items

6. [2025-149](#) Resolution - Approval of Construction Contract - Nameless T3 Addition - J Greene

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Cooperative is authorized to execute a contract to construct the Nameless T3 Addition as described in Executive Session; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer or designee is authorized to take all such actions as needed to implement this resolution.

Attachments: [PPT - Nameless T3 Addition Construction Contract - 2025-149 Final](#)

Mr. Jonathan Greene, Chief Operations Officer - Transmission, presented the resolution and asked the Board for approval.

A motion was made by Vice President Cox, seconded by Secretary/Treasurer Ekrut, that this item be approved. The motion carried by the following vote:

Yes: 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers

7. [2025-150](#) Resolution - Approval for Enterprise License Agreement with Cisco - L Mueller

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Cooperative is approved to execute the five-year enterprise license agreement with Cisco Systems, Inc. as presented to the Board in Executive Session; and

BE IT FURTHER RESOLVED that the Chief Executive Officer, or designee, is authorized to take all such actions as needed to implement this resolution and execute the license agreement.

Attachments: [PPT - Cisco Enterprise Service Agreement - 2025-150 - FINAL](#)

Ms. Lori Mueller, Vice President, Head of Technology and Digital Strategy, presented the resolution and asked the Board for approval.

A motion was made by Director Graf, seconded by Vice President Cox, that this item be approved. The motion carried by the following vote:

Yes: 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers

8. [2025-151](#) **Resolution - Approval of Capital Credits Special Distribution during Calendar Year 2025 - J Smith**

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that based on review, discussion and evaluation of the Capital Credits Policy and the financial state of the Cooperative and fairness to its members and former members, with input from the Cooperative's Chief Financial Officer, that capital credit retirements as described herein will not result in any adverse impact to the Cooperative;

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Cooperative distribute and pay out Special Capital Credit Retirements in an amount not to exceed \$5,000,000 on or prior to June 30, 2025, as described herein to any former members who are entitled to a distribution of at least \$10.00 by check; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Financial Officer of the Cooperative, as designee of the Chief Executive Officer, or any person designated for such purpose, is authorized to take actions necessary or appropriate in the best interests of the Cooperative to implement these resolutions.

Attachments: [2025 Capital Credits Special Distribution 2025-151 Final.pdf](#)

Ms. Janelle Smith, Director of Finance, presented the resolution and asked the Board for approval.

A motion was made by Director Akers, seconded by Vice President Cox, that this item be approved. The motion carried by the following vote:

Yes: 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers

9. [2025-153](#) **Resolution - Approval of the 2026-2030 Strategic Plan - E Dauterive**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the 2026-2030 Strategic Plan as developed by the Board and considered this day, is adopted as the Strategic Plan of the Cooperative for 2026-2030; and

BE IT FURTHER RESOLVED, the Chief Executive Officer, or designee, is authorized to take all such actions necessary to implement the Cooperative's Strategic Plan and this resolution.

Attachments: [PPT - Strategic Plan Overview Final 2025-153 Final Strategic Plan 2025 - Final](#)

Mr. Eddie Dauterive, Chief Strategy Officer, presented the resolution and asked the Board for approval.

A motion was made by Vice President Cox, seconded by Director Akers, that this item be approved. The motion carried by the following vote:

Yes: 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers

10. [2025-154](#) **2025 Election Timeline Monthly Update - A Stover (Written Report in Materials)**

Attachments: [2025 Election Timeline Final Board Approved 122024 2025-154.pdf](#)

Ms. Andrea Stover, General Counsel indicated that voting begins on May 21, 2025.

11. [2025-156](#) **Summer Preparedness - N Fulmer/J Greene/J Urban/C Powell**

Mr. Christian Powell, Chief Compliance Officer, Mr. Nathan Fulmer, Chief Operations Officer - Distribution, Mr. Jonathan Greene, Chief Operations Officer - Transmission, and Mr. JP Urban, Chief Administrative Officer, presented a collaborative report.

Proposed Future Items / Meetings (subject to final posting)

12. [2025-157](#) **List of Board Approved Future Meetings**

Attachments: [2025 Board Meeting Calendar.pdf](#)

President Emily Pataki stated that the Board approved meeting dates were included in the meeting materials.

13. [2025-158](#) **Board Planning Calendar (Written Report in Materials)**

Attachments: [Annual Board Planning Calendar.pdf](#)
[3-Month Outlook.pdf](#)

President Emily Pataki stated that the planning calendars were included in the meeting materials.

Recess to Executive Session

President Emily Pataki announced the items to be discussed in Executive Session and at 10:29 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters

- 14. [2025-159](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
- 15. [2025-160](#) 2025 Texas Legislative Matters - J Urban
- 16. [2025-161](#) Litigation and Related Legal Matters - A Stover
- 17. [2025-162](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
- 18. [2025-163](#) Ethics and Compliance Semiannual Update - B Headrick

Executive Session - Contract and Competitive Matters

- 19. [2025-164](#) Draft Resolution - Budget Amendment for T323 Marshall Ford-Paleface TL Overhaul - J Greene
- 20. [2025-165](#) Draft Resolution - Budget Amendment for T333 Lago Vista-Nameless TL Overhaul - J Greene
- 21. [2025-166](#) Draft Resolution - Budget Amendment for T380 Buda-Turnersville TL Overhaul - J Greene
- 22. [2025-167](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 23. [2025-168](#) Markets Report - R Strobel/R Kruger
- 24. [2025-206](#) Tariff Update - K Jones/R Kruger

Executive Session - Real Estate Matters

- 25. [2025-169](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 26. [2025-170](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

Executive Session - Safety and Security Matters

- 27. [2025-171](#) Safety and Security Matters

Executive Session - Personnel Matters

- 28. [2025-172](#) Personnel Matters

[2025-173](#)**Resolution - Review and Approval of 2025 CEO Performance Evaluation and Compensation - T Cox****Reconvene to Open Session**

At 2:00 p.m., the Board reconvened to the Open Session meeting. Director Amy Akers was not present.

Present: 6 - Director Milton Rister, President Emily Pataki, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director James Oakley, and Director Paul Graf

Absent: 1 - Director Amy Akers

Items from Executive Session

The following agenda item was discussed in Executive Session and set for approval in Open Session.

29. [2025-173](#)**Resolution - Review and Approval of 2025 CEO Performance Evaluation and Compensation - T Cox**

Body: **WHEREAS**, an effective CEO performance evaluation process is a key factor in creating and maintaining a strong and effective relationship between PEC's Board of Directors and the CEO;

WHEREAS, the Board of Directors' evaluation of the CEO's performance is based on the CEO's achievement of goals, objectives and management responsibilities;

WHEREAS, consideration of the CEO's appropriate compensation includes the results of the Board of Director's performance evaluation and review of CEO compensation market data; and

WHEREAS, the Board of Directors conducted its annual performance evaluation of and consideration of compensation changes for the CEO this day;

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS that the CEO's performance evaluation and compensation are approved as discussed this day in Executive Session.

A motion was made by Director Oakley, seconded by Vice President Cox, that this item be approved. The motion carried by the following vote:

Yes: 6 - Rister, Pataki, Ekrut, Cox, Oakley, and Graf

Absent: 1 - Akers

Adjournment

There being no further business to come before the Board of the Directors, the meeting adjourned at 2:02 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President