



# PEDERNALES ELECTRIC COOPERATIVE

Audit Committee Agenda - Final

04/09/2026 | 10:00 AM | PEC Headquarters Auditorium

Open Session of this Audit Committee Meeting is held in the PEC Auditorium and audio recorded in accordance with Board Meetings Policy.

## Call to Order and Roll Call

10:00 AM meeting called to order on April 9, 2026, 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.

## Safety Briefing

## Adoption of Agenda

## Consent Items

1. [2026-082](#) **Tuesday, October 7, 2025 - Audit Committee Meeting Minutes**

**Attachments:** [2025-10-07 Audit Committee OS Minutes](#)

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

2. [2026-083](#) **Member Comments**

## Recess to Executive Session

### Executive Session - Legal and Governance Matters

3. [2026-084](#) **Matters in Which the Audit Committee Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services**
4. [2026-085](#) **Update of the Internal Audit Scope - C Powell**

### Executive Session - Contract and Competitive Matters

5. [2026-086](#) **Presentation of 2025 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM) - T Canady, CPA/J Smith**
6. [2026-087](#) **Discussion of Independent Auditor and Tax Services - J Smith**

## Reconvene to Open Session

## Items from Executive Session

## Adjournment



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**File #: 2026-082, Version: 1**

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**Tuesday, October 7, 2025 - Audit Committee Meeting Minutes**



**Meeting Minutes - Final**

**Audit Committee**

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Tuesday, October 7, 2025

10:00 AM

PEC Headquarters Auditorium

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**201 S Ave F, Johnson City, TX 78636**

Open Session of this Audit Committee Meeting was held in the PEC Auditorium and audio recorded in accordance with Board Meetings Policy.

**Call to Order and Roll Call**

This meeting was called to order at 10:00 a.m., on October 7, 2025, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

**Present:** 3 - Chairperson Amy Akers, Mark Ekzut and Milton Rister

**Safety Briefing**

Audit Committee Chairperson, Amy Akers, 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. 2025-278 Thursday, April 10, 2025 - Audit Committee Meeting Minutes**

**Attachments:** 2025-04-10 Audit Committee OS Minutes

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

**2. 2025-279 Member Comments**

**Attachments:** Decorum Policy.pdf

There were no members present.

**Recess to Executive Session**

Audit Committee Chairperson, Amy Akers, announced the items to be discussed in Executive Session and at 10:01 a.m., stated the Audit Committee would go into Executive Session.

**Executive Session - Legal Matters**

- 3.       **2025-280**       **Matters in Which the Audit Committee Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

**Executive Session - Contract and Competitive Matters**

- 4.       **2025-281**       **Review of Internal Audit Report Provided by Sirius Solutions - C Powell**
- 5.       **2025-282**       **Review of 2024 IRS Form 990 - B Miller, Bolinger, Segars, Gilbert & Moss, LLP (BSGM) - K Jones**

**Reconvene to Open Session**

At 11:27 a.m., the Audit Committee reconvened to the Open Session meeting.

**Items from Executive Session**

There were no items from Executive Session.

**Adjournment**

There being no further business to come before the Audit Committee, the meeting adjourned at 11:28 a.m.

Approved:

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Amy Akers, Audit Committee Chairperson



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**File #:** 2026-083, **Version:** 1

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## Member Comments

**Submitted By:** Andrea Stover  
**Department:** General Counsel  
**Financial Impact and Cost/Benefit Considerations:** N/A

All Cooperative Members have the right to attend any meetings called by the Board of Directors as defined in the Cooperative's Articles of Incorporation, and members may speak for up to 3 minutes or as otherwise directed by the Board.

Members may watch this meeting by live stream from the PEC website at <https://pec.legistar.com/Calendar.aspx> unless otherwise noted.

Board meeting dates, agendas, and supporting materials are available online <https://pec.legistar.com/Calendar.aspx>.

Members also may provide input by using the following methods. Comments are provided to all board directors.

- Members may submit comments and requests to the board by email or U.S. mail.
- Contact a member of PEC's Board of Directors at <https://www.mypec.com/board-of-directors>

### Articles of Incorporation, Article IX, Section 3, Member Bill of Rights - Open Meetings:

A Member has the right to attend every regular, special, or called meeting of the Board of Directors and its committees, except for executive sessions as allowed by policy or law. All meetings shall be called with proper notice, and any final action, decision, or vote on a matter shall be made in an open meeting.

### Articles of Incorporation, Article IX, Section 5, Member Bill of Rights - Right to Speak:

A Member has the right to speak at every regular, special, or called meeting of the Board of Directors and its committees, except for executive sessions, on any PEC matter at a time designated by the Board.

Members' attendance and their right to speak at all meetings called by the Board of Directors is further outlined in the Decorum Policy.

### Decorum Policy, Purpose:

As a democratically-controlled and Member-owned Cooperative, Member participation in Pedernales Electric Cooperative ("Cooperative" or "PEC") affairs is valued and respected and individuals should be allowed to state opinions. Meetings or functions of the Cooperative whether conducted on or off premises shall be conducted in a professional and courteous manner.



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**File #:** 2026-084, **Version:** 1

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**Matters in Which the Audit Committee Seeks the Advice of its Attorney as Privileged Communications  
in the Rendition of Professional Legal Services**

**Submitted By:** Andrea Stover  
**Department:** General Counsel



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**File #:** 2026-085, **Version:** 1

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**Update of the Internal Audit Scope - C Powell**

**Submitted By:** Christian Powell  
**Department:** Chief Compliance Officer



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**File #:** 2026-086, **Version:** 1

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**Presentation of 2025 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM) - T Canady, CPA/J Smith**

**Submitted By:** Janelle Smith  
**Department:** Chief Financial Officer



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**File #:** 2026-087, **Version:** 1

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**Discussion of Independent Auditor and Tax Services - J Smith**

**Submitted By:** Janelle Smith  
**Department:** Chief Financial Officer