

Conflict of Interest Policy – Board of Directors PEDERNALES ELECTRIC COOPERATIVE, INC.

Conflict of Interest Certification and Disclosure Form

As defined in the Pedernales Electric Cooperative, Inc. Conflict of Interest Policy (Policy), the undersigned Official states:

1. I affirm that I have received or have access to, have read, and understand the most current version of the Policy;
2. I agree to comply with the Policy;
3. Based upon my good faith belief, to the best of my knowledge, and except as disclosed below, I certify that I currently comply with the Policy;
4. I disclose in the space provided below the following information or facts regarding any Potential Conflict or any actual income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact that could impact my compliance with the Policy. (If you have no Potential or actual information or facts to disclose, state "None to Disclose" in the space provided below.)

Commissioner of Comal County Emergency Services Dist. No. 4
Consulting Engineer on projects which require contact
with other utilities, including other cooperatives (no projects
inside of PEC)
Board member for the Texas State Assn. of Fire and Emergency Districts

5. Upon discovering any information or fact regarding any Potential Conflict or any actual income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact, that could impact my compliance, or another Official's compliance, with the Policy, I agree to disclose this information or fact to the Cooperative's Board President or Chief Executive Officer; and

Upon not complying with the Policy, I agree to any sanction, disqualification, removal, or other action taken under the Policy, consistent with law and the Cooperative Bylaws.

Printed Name of Official: Paul Graf

Position of Official: Board Director D6


Date: June 17, 2022

Signature of Official:



I, the undersigned, have received, and will comply with PEC's Directors' Code of Conduct. I have had the opportunity to ask questions and understand PEC's Directors' Code of Conduct.

**Affirmation
Directors' Code of Conduct**



Signature
Paul Graf

Printed name
June 17, 2022

Date

PEDERNALES ELECTRIC COOPERATIVE, INC.

BOARD OF DIRECTORS

Director Affirmation

Upon adjournment of the Annual Membership Meeting, I, the undersigned, as a director of the Pedernales Electric Cooperative, Inc. (the "Cooperative") do solemnly affirm that:

1. I have a legal responsibility and fiduciary duty to the Cooperative and its members to properly oversee the management of the Cooperative. During my term as a director, I will faithfully and honestly discharge my duties and responsibilities to serve the best interests of the Cooperative and its members. I have the capacity to enter into legally binding contracts.
2. In fulfilling my duties and responsibilities as a director, I will comply with all applicable federal and state laws, rules and regulations, and the Articles of Incorporation, Bylaws and policies of the Cooperative (as they may be amended from time to time) and with the Cooperative's duly made decisions.
3. In fulfilling my duties and responsibilities as a director, I will act at all times in good faith in what I reasonably believe to be the best interests of the Cooperative and its members. I will devote such time and effort to my duties as a director as necessary to oversee the Cooperative's business and affairs, such as attendance at meetings of the board including, attending at least a majority of all Board meetings during each twelve (12) month period except as otherwise provided by the Board for good cause, committees of the board on which I serve, state and national association meetings, director training and educational programs.
4. In fulfilling my duties and responsibilities as a director, I will represent the entire membership of the Cooperative on an impartial basis, and I will work to gain member and public understanding and support of the Cooperative, its programs and policies.
5. I have reviewed, and am familiar with, the terms of Article III, Section 2 of the Bylaws of the Cooperative, a true and correct copy of which is attached to this Affirmation, and I agree to act at all times in accordance with the terms set forth therein.
6. I meet all of the director qualifications set forth in Article III, Section 2 of the Bylaws, and I am not disqualified from serving as a director for any reason. While I am serving as a director, I must continue to meet all of the director qualifications set forth in Article III, Section 2. If at any time hereafter I no longer meet any of those director qualifications, I agree to promptly report such to the Board of Directors.

Board Affirmation

7. Upon adjournment of the Annual Membership Meeting, I specifically affirm that each of the following statements is true and correct:

- (a) Be twenty-one (21) years of age or older;
- (b) Have earned a high school diploma from an accredited institution, or obtained state certification through General Educational Development tests (GED), by the date of the Annual Meeting at which the Director is elected;
- (c) Be a United States citizen;
- (d) Be a Member in good standing of the Cooperative, by having met and adhered to the Cooperative's payment policies in accordance with credit requirements contained in the Cooperative's Tariff and Business Rules, as amended from time to time, and any other requirements for membership in good standing established by Board resolution;
- (e) While a Director and during the five (5) years immediately prior to becoming a Director, not have been an employee of the cooperative;
- (f) While a Director, not have a child, spouse, domestic partner, parent, sibling, parent-in-law, stepchild, grandparent, or grandchild who is an employee or Director of the Cooperative;
- (g) Have his or her primary residence receiving continuous electric service from the Cooperative for one year, and be located at the beginning of the calendar year of the election, in the district for which election is sought. Primary residence shall be determined based on factors including, but not limited to, real property rights, homestead exemption, electricity usage patterns, voter registration location, and address on a driver's license;
- (h) Annually complete and sign a conflict-of-interest certification and disclosure form approved by the Board of Directors;
- (i) While a Director or during the three (3) years immediately prior to becoming a Director, not sought to advance or have advanced a:
 - i. Competing Interest with the Cooperative;
 - ii. Financial Interest that would likely impair the ability of the Director to serve the best interests of the Cooperative; or
 - iii. Conflicting Position that would likely impair the ability of the Director to serve the best interests of the Cooperative.

A "competing interest with the Cooperative" exists when judgment concerning the cooperative (such as financial, legal or general business decisions) is influenced or may be reasonably influenced by another interest (such as financial or non-financial gain or interest).

A "Financial Interest" is likely to impair a Director's ability to serve the best interests of the Cooperative if that Director has received more than ten percent (10%) of the

Director's annual gross income from serving as an employee, consultant, or contractor with or for a person or an entity that has done business with the Cooperative in the preceding three years.

A "Conflicting Position" is likely to impair a Director's ability to serve the best interests of the Cooperative if there exists a possibility of that position requiring the Director to make business, legal or policy decisions adverse to the Cooperative or its membership. Examples of such conflicting positions include, but are not limited to:

Serving as an employee, consultant, or contractor assigned to negotiating or managing contracts with the Cooperative for any person or entity that has been a consultant, contractor, vendor, or bidder of the Cooperative during the preceding three years;

Having held an executive level or board position of a financial institution that has held Cooperative assets during the preceding three years; or

Having held an elected position to a public entity which has the authority to lawfully impose franchise fees.

- (j) Not be or have been convicted of a misdemeanor involving moral turpitude or a felony pursuant to state or federal laws;
- (k) Not currently be a member of the Qualifications and Elections Committee described herein;
- (l) Not have been previously removed or disqualified as a Director as provided for under these Bylaws;
- (m) Have the capacity to enter into legally binding contracts;
- (n) Be willing to devote such time and effort to his or her duties as a Director as may be necessary to oversee the Cooperative's business and affairs including: except as otherwise provided by the Board of Directors for good cause, beginning with election to the Board of Directors, attend at least seventy-five (75) percent of all regular and special called Board Meetings during each period from Annual Meeting to Annual Meeting; and obtain the Credentialed Cooperative Director (CCD) designation from NRECA within the first eighteen (18) months after election to the Board; attend state and national association meetings and Director continuing education training as needed to maintain current knowledge and improve awareness of potential risks to the Cooperative;
- (o) Not be employed by another Director, or be employed by an entity over which another Director exercises substantial control;
- (p) Execute and provide the relevant documents, waivers, or other materials reasonably needed to verify satisfaction of these qualifications, including criminal background checks to be performed by the Cooperative. A person subject to this provision shall not be requested or required to provide personal or business tax returns, financial or business records, or non-public, personal

details unless legal counsel has justified and certified in writing and the majority of disinterested Qualifications and Elections Committee have determined by record vote that conformity with Director Qualifications cannot be determined without such records. If such certification is made and the records are provided, the Cooperative and its agents shall not publicly disclose such records except with the consent of the person providing them, or in the course of a legal proceeding or as required by law;

- (q) While a Director, act in good faith and represent the best interests of the cooperative as a whole, representing all members on an impartial basis.

Paul Graf
Signature
Paul Graf

Print Name

June 17, 2022

Date

STATE OF TEXAS §
 §
COUNTY OF BLANCO §

This instrument was acknowledged before me on June 17, 2022 by
Paul Graf
_____.

Susanne G. Greeneth
Signature
Legal Assistant 2

Title
Notary Public, State of Texas
My commission expires: MAY 28, 2025

