



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Final

Board of Directors

Friday, September 20, 2024

9:00 AM

PEC Headquarters Auditorium

201 S Ave F, Johnson City, TX 78636

Open Session of this Regular Meeting was held in the PEC Auditorium and recorded in accordance with Board Meetings Policy. Members may watch the 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 9:04 a.m., on September 20, 2024, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas. Director Amy SJ 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

Safety Briefing

President Emily Pataki announced 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. [2024-209](#) **Friday, August 16, 2024 - Regular Meeting Minutes**
Tuesday, August 27, 2024 - Workshop Session Meeting Minutes
Wednesday, August 28, 2024 - Workshop Session Meeting Minutes

Attachments: [2024-08-16 OS meeting minutes.pdf](#)
[2024-08-27 OS Meeting Minutes.pdf](#)
[2024-08-28 OS Meeting Minutes draftv2.pdf](#)

Cooperative Monthly Report

2. [2024-257](#) **Cooperative Update - J Parsley/E Dauterive/R Kruger/N Fulmer/J Urban**
Attachments: [September Cooperative Update FINAL 2024-257.pdf](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Eddie Dauterive, Chief Strategy Officer (CSO), Mr. Randy Kruger, Chief Financial Officer (CFO), and, Mr. JP Urban, Executive Vice President, External Relations, presented a collaborative Cooperative Update.

Member Comments (3 minute limitation or as otherwise directed by Board)**3. 2024-258 Member Comments**

Attachments: [Decorum Policy](#)

There were no members present.

Action Items / Other Items**4. 2024-259 Resolution - Review and Approval of the Open Records Policy - A Hagen**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that pursuant to its regular review of Board policies, the Board has reviewed and adopts the Open Records Policy, with such changes, if any, as were approved by the Board; and

BE IT FURTHER RESOLVED that the General Counsel, or designee, are hereby authorized to take all such action as may be necessary to implement this resolution.

Attachments: [Open Records Policy Redline.pdf](#)
[Open Records Policy Clean.pdf](#)

Ms. Aisha Hagen, Senior Associate General Counsel, presented the resolution and asked the Board for approval.

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

5. 2024-264 Draft Resolution - Approval of Election Policy and Procedures

Amendments Related to 2024 Post-Election Analysis for Annual Director Elections and Annual Review of Election Policy and Procedures - A Hagen

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that pursuant to the Election Policy and Procedures and its regular review of Board policies, the Board has reviewed and adopts the Election Policy and Procedures, with any such amendments to the Election Policy and Procedures, as were presented, discussed and approved by the Board; and

BE IT FURTHER RESOLVED that the General Counsel, or designee, is authorized to take all such action as may be necessary to implement this resolution.

Attachments: [Election Policy and Procedures Redline](#)

[Election Policy and Procedures Clean](#)

Ms. Aisha Hagen, Senior Associate General Counsel, presented a summary of the draft resolution.

6. [2024-265](#) Draft Resolution - Approval to Establish 2025 Annual Membership Meeting Date and Location - A Hagen

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the 2025 Annual Meeting of Pedernales Electric Cooperative, Inc. ("PEC") be held within the PEC service territory at the Cooperative's E. Babe Smith Headquarters in Johnson City, Texas, on Friday, June 20, 2025, at 9:00 a.m.; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Executive Officer, or designee, is authorized to take all such other actions necessary to implement this resolution.

Ms. Aisha Hagen, Senior Associate General Counsel, presented a summary of the draft resolution.

Proposed Future Items / Meetings (subject to final posting)

7. [2024-266](#) List of Board Approved Future Meetings

Attachments: [2024 Board Meeting Calendar](#)

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

8. [2024-267](#) Resolution - Approval to Reschedule the October 2024 Regular Board Meeting

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

President Emily Pataki and the Board agreed to move the October Board of Directors meeting to October 25, 2024.

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

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

Absent: 1 - Akers

9. [2024-268](#) Board Planning Calendar (Written Report in Materials)

Attachments: [PEC Annual Board Planning Calendar.pdf](#)

[3-Month Outlook Calendar.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 9:43 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters

10. [2024-269](#) **Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services**
11. [2024-270](#) **Litigation and Related Legal Matters - A Hagen**
12. [2024-271](#) **Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Hagen**

Executive Session - Contract and Competitive Matters

- [2024-285](#) **Resolution - Approval for Renewal of 2025 Medical Insurance Benefits - N Fulmer**
14. [2024-272](#) **Draft Resolution - Approval of Filing of Application as to Its Certificate of Convenience and Necessity with Public Utility Commission of Texas - C Powell/E Kane**
15. [2024-273](#) **Draft Resolution - Approval of Pole Contract T318 Blanco to Devils Hill - C DeWitt**
16. [2024-284](#) **Draft Resolution - Approval of Power (Substation) Transformer 5-Year Master Service Agreement Extension - C DeWitt**
17. [2024-274](#) **Markets Report - R Kruger**
18. [2024-286](#) **Update - Pole Attachment Fee and Rate Structure - J Urban**
19. [2024-276](#) **Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey**

Executive Session - Real Estate Matters

20. [2024-277](#) **Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell**
21. [2024-278](#) **Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell**

Executive Session - Safety and Security Matters

22. [2024-279](#) **Safety and Security Matters**

Executive Session - Personnel Matters

23. [2024-280](#) Personnel Matters

24. [2024-281](#) Chief Executive Officer Corporate Initiative and Action Items Quarterly Update - J Parsley

Reconvene to Open Session

At 1:45 p.m., the Board reconvened to the Open Session meeting. Director Amy SJ 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.

13. [2024-285](#) Resolution - Approval for 2025 Medical Insurance Benefits - N Fulmer

Body: **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Board approve the transition of the Medical insurance to a self-funded plan for future years based upon the plan design and projections presented to the Board during Executive Session; and

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

A motion was made by Secretary/Treasurer Ekrut, 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 was adjourned at 1:46 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President