



Meeting Minutes - Draft

Board of Directors

Wednesday, March 25, 2020

2:30 PM

PEC Headquarters Auditorium

201 S. Ave F, Johnson City, TX 78636

This Emergency Special Board Meeting was called to address response to COVID-19, safety, legal and election matters. The urgent matters addressed did not allow for non-emergency posting of notice for which immediate action was necessary. Members wishing to monitor the Open Session of this Special Board meeting are able to do so in the PEC Headquarters Auditorium.

Call to Order and Roll Call

This meeting was called to order at 2:33 p.m. on March 25, 2020 at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

President Graf welcomed those in attendance for the Emergency Special Board Meeting. President Graf indicated most of the board members are joining the meeting telephonically, and thanked them for their flexibility. President Graf said the urgent matters addressed today did not lend itself to the normal 72-hour posting notice. President Graf acknowledged the news of COVID-19 changes hourly. He stated that today, the staff and the board will be informed and will discuss matters related to PEC's response to COVID-19, including legal and safety aspects, and impacts to the elections process.

President Graf thanked the employees for getting the items ready on such short notice for another board meeting in Johnson City, Texas. President Graf offered his appreciation to the IT group, the building and grounds group, the governance group, Cody Moos, and his team for security at the meeting.

Present: 4 - Director Milton Rister, Director Emily Pataki, Director Amy Akers, and President Paul Graf

Absent: 1 - Director James Oakley

Adoption of Agenda

The agenda was adopted as posted and without objection.

This matter was adopted.

1. [2020-123](#) **Resolution - Good Cause for and Approval of Telephonic Participation in the March 25, 2020 Emergency Special Board Meeting**
Body: NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC. that the Board has determined that it is in the best interest of the Cooperative to hold a meeting this

day to consider a power supply matter and legal matter and good cause exists to allow telephonic participation by Directors in the meeting because a quorum may not be reached for the meeting without authorized, telephonic participation by one or more Directors; and

BE IT FURTHER RESOLVED, and that the Board approves telephonic participation by Directors in the meeting; and

BE IT FURTHER RESOLVED that the President of the Board or designee is authorized to take such actions as needed to implement this resolution.

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

Yes: 4 - Rister, Pataki, Akers, and Graf

Absent: 1 - Oakley

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

2. [2020-124](#) Member Comments

Attachments: [2015-09-21 Decorum Policy \(reference material\)](#)

President Graf reminded all present of the Decorum Policy and three minute time limit. The following members spoke on topics including but not limited to:

At 2:36p.m., Mr. Maurice Quigley, Aero Designs, Lakeway, Texas, a non-member, stated that he owns an electrical air conditioning company. Mr. Quigley mentioned a transformer upgrade in June 2019 stating a customer of his, experienced electrical damage at his home. President Graf asked Mr. Quigley to stay afterward to discuss the matter offline directly with Associate General Counsel, Aisha Hagen. President Graf thanked Mr. Quigley for coming in.

Action Items / Other Items

There were no action items or other items to discuss.

Proposed Future Items / Meetings (subject to final posting)

There were no proposed future items or meeting to discuss.

Recess to Executive Session

President Paul Graf announced the items to be discussed in Executive Session and at 2:44 p.m stated the Board would go into Executive Session.

Executive Session - Legal Matters

3. [2020-129](#) Response to COVID-19 Pandemic, Federal, State, and Local Emergency Declarations Related to Legal Matters and Matters the Board Seeks the Advice of its Attorney as Privileged Communications in the Rendition of

Professional Legal Services

4. [2020-128](#) **2020 Annual Board of Director Election Matters**

Executive Session - Contract and Competitive Matters

5. [2020-130](#) **Response to COVID-19 Pandemic, Federal, State, and Local Emergency
Declarations Related to Contract and Competitive Matters**

Executive Session - Real Estate Matters

6. [2020-131](#) **Response to COVID-19 Pandemic, Federal, State, and Local Emergency
Declarations Related to Real Estate Matters**

Executive Session - Safety and Security Matters

7. [2020-127](#) **Response to COVID-19 Pandemic, Federal, State, and Local Emergency
Declarations Related to Safety and Security Matters**

Executive Session - Personnel Matters

8. [2020-132](#) **Response to COVID-19 Pandemic, Federal, State, and Local Emergency
Declarations Related to Personnel Matters**

Reconvene to Open Session

The Board reconvened from Executive Session at 4:10 p.m. Director Oakley joined the Executive Session portion of the meeting. There were no resolutions to address.

Items from Executive Session

President Graf shared a report with the members. President Graf said the board was pleased to hear an update on what each department is doing to maintain operations and responding to members' calls. President Graf remains confident that PEC's leadership will continue to make decisions in the best interest of our employees, members, and communities. On March 16, 2020 PEC closed its offices to the public, including drive-thru lanes. That same day, PEC leadership activated the cooperatives Emergency Operations Plan (EOP) to further protect its employees and members; included having a portion of its workforce begin to work remotely from home. On March 24, 2020 PEC implemented additional remote measures for its employees, further promoting social distancing and reducing person-to-person contact. PEC line workers will continue to respond to outages and after-hours and emergency calls, and its Control Center employees are continuously monitoring the power grid 24/7. Member Relations agents are also available to answer questions Monday through Friday (8 a.m. to 6 p.m.). PEC also offers several convenient ways for members to pay their bill online, by phone, mail, payment kiosk, or at participating Moneygram locations. The PEC team is clearly united in keeping the lights on for our membership. President Graf commended the PEC team for adapting to COVID-19 working restrictions, we will continue providing the same level of service and low rates to

the cooperative.

President Graf stated the next board meeting is in Johnson City, on Friday, April 17, 2020. President Graf wished the membership and the employees an enjoyable Easter holiday and said to stay safe and wash your hands. President Graf expressed his appreciation to PEC employees for their preparation of this Emergency Special Board Meeting to make it run smoothly.

Adjournment

There being no further business to come before the Board of the Directors, the meeting was adjourned at 4:12 p.m.

Approved:

Milton Rister, Secretary

Paul Graf, President