



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, September 19, 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 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 9:05 a.m., on September 19, 2025, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas. Director Milton Rister was present by telephone. Director Amy Akers was not present.

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

Absent: 1 - 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. [2025-251](#) Friday, August 15, 2025 - Regular Meeting Minutes

Attachments: [2025-08-15 OS Meeting Minutes](#)

Cooperative Monthly Report

2. [2025-252](#) Cooperative Update - J Parsley/A Stover/N Fulmer/R Kruger/J Urban

Attachments: [September Cooperative Update FINAL 2025-252](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Ms. Andrea Stover, General Counsel, 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)

3. [2025-253](#) Member Comments

Attachments: [Decorum Policy](#)

There were no members present.

Action Items / Other Items

4. [2025-256](#) Draft Resolution - Approval to Establish 2026 Annual Membership Meeting Date and Location - A Stover

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the 2026 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 19, 2026, 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. Andrea Stover, General Counsel, presented the draft resolution.

Proposed Future Items / Meetings (subject to final posting)

5. [2025-257](#) 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.

6. [2025-258](#) Board Planning Calendar (Written Report in Materials)

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

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 9:37 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters

- 7. [2025-259](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
- 8. [2025-260](#) Litigation and Related Legal Matters - A Stover
- [2025-261](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
- 10. [2025-270](#) Draft Resolution - Approval of 2025 Interim TCOS Filing - J Greene/C Powell/A Stover
- 11. [2025-276](#) Draft Resolution - Approval of Rebalance and Equitable Consideration of Director District Boundaries - A Stover

Executive Session - Contract and Competitive Matters

- 12. [2025-255](#) Resolution(s) - Approval of Contract Renewals or Extensions - A Stover
- [2025-271](#) Resolution - Approval of Information Technology Contract - J Urban
- 14. [2025-262](#) Draft Resolution - Approval to Award and Negotiate and Contract for Election Service Provider - A Stover
- 15. [2025-263](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 16. [2025-264](#) Markets Report - R Kruger/R Strobel

Executive Session - Real Estate Matters

- 17. [2025-265](#) Facilities Update - N Fulmer
- 18. [2025-266](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 19. [2025-267](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

Executive Session - Safety and Security Matters

- 20. [2025-268](#) Safety and Security Matters

Executive Session - Personnel Matters

- 21. [2025-269](#) Personnel Matters

22. [2025-275](#) Chief Executive Officer Corporate Initiative and Action Items Quarterly Update - J Parsley

Reconvene to Open Session

At 1:01 p.m., the Board reconvened to the Open Session meeting. Directors Milton Rister and Amy Akers were not present.

Present: 5 - President Emily Pataki, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director Alice Price, and Director Paul Graf

Absent: 2 - Director Milton Rister, and Director Amy Akers

Items from Executive Session

The following agenda items were discussed in Executive Session and set for approval in Open Session.

9. [2025-261](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Cooperative is authorized to initiate litigation with respect to any third-party's interference with Cooperative facilities on the terms discussed in Executive Session and as specified in the confidential Term Sheet, and

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

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

Yes: 5 - Pataki, Ekrut, Cox, Price, and Graf

Absent: 2 - Rister, and Akers

13. [2025-271](#) Resolution - Approval of Information Technology Contract - J Urban

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Cooperative is authorized to execute a three-year agreement for continued access to the software services as discussed 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.

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

Yes: 5 - Pataki, Ekrut, Cox, Price, and Graf

Absent: 2 - Rister, and Akers

Adjournment

There being no further business to come before the Board of the Directors, the meeting adjourned at 1:03 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President