

# **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 -

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

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.

service territory at the Cooperative's E. Babe Smith Headquarters in Johnson

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. <u>2025-258</u> Board Planning Calendar (Written Report in Materials)

<u>Attachments:</u> 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
	<u>2025-261</u>	Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
10.	<u>2025-270</u>	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.	<u>2025-255</u>	Resolution(s) - Approval of Contract Renewals or Extensions - A Stover
	<u>2025-271</u>	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.	<u>2025-265</u>	Facilities Update - N Fulmer
18.	<u>2025-266</u>	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. <u>2025-261</u> 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

<u>Body:</u> 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

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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

Printed on 9/29/2025