



## Meeting Minutes - Draft

### Board of Directors

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Friday, February 20, 2026

9:00 AM

PEC Headquarters Auditorium

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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 9:00 a.m., on February 20, 2026, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas. Director Amy Akers attended the meeting by telephone.

**Present:** 7 - Director Milton Rister, President Emily Pataki, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director Alice Price, Director Paul Graf, and 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. [2026-030](#) **Friday, January 23, 2026 - Regular Meeting Minutes**

**Attachments:** [2026-01-23 OS Minutes](#)

#### Cooperative Monthly Report

2. [2026-031](#) **Cooperative Update - J Parsley/E Dauterive/N Fulmer/R Kruger/J Urban**

**Attachments:** [Cooperative Update Final 2026-031](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Eddie Dauterive, Chief Strategy Officer, 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. [2026-032](#) Member Comments**

**Attachments:** [Decorum Policy.pdf](#)

Mr. Rick Rosenberg commented on solar credits. Mr. Bill Ruff commented on solar credits. Mr. Michael Barthelemy commented on solar credits.

**Action Items / Other Items****4. [2026-005](#) Resolution - Approval of Construction Contract - Cement Plant Substation - J Greene**

**Body:** **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to execute a construction contract to build a new substation in Hays County consistent with the discussion in Executive Session and the confidential term sheet; and

**BE IT FURTHER RESOLVED** that the Chief Operating Officer - Transmission, or designee, is authorized to take all such actions as needed to implement this resolution.

**Attachments:** [Construction Contract - Cement Plant Substation 2026-005](#)

Mr. Jonathan Greene, Chief Operations Officer - Transmission, presented the resolution and asked the Board for approval.

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

**Yes:** 7 - Rister, Pataki, Ekrut, Cox, Price, Graf, and Akers

**5. [2026-034](#) Resolution - Approval of Determination and Approval of Necessity and Public Use for Transmission Easement Acquisition and Authorization of the Cooperative to Use Eminent Domain for the T531 Hunter-Purgatory Upgrade - J Greene**

**Body:** **WHEREAS** the Board of Directors of PEC, pursuant to the Texas Constitution and Texas Utilities Code, Section 161.125 and other applicable law, and Chapter 21 of the Texas Property Code, finds that the T531 Project is for public use and in the public interest to acquire the interests in the Property through eminent domain proceedings.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative's acquisition of the property interests needed for installation, construction, operation, and maintenance and upgrade of the T531 Project and all necessary appurtenant facilities is for public use and in the public interest to ensure system reliability for PEC members and the electric grid for the State of Texas; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Operations Officer - Transmission of the

Cooperative or a designated person, is authorized as an officer or agent of the Cooperative to make offers, negotiate, settle and agree on a purchase price for the necessary property interests in such form and containing such terms and conditions as may be deemed necessary, appropriate, or desirable; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that if an agreement as to the value of and/or compensation for necessary property interests cannot be reached, then the General Counsel of the Cooperative or other designated attorneys or agents, is authorized to undertake all necessary actions required to exercise the Cooperative's power of eminent domain to acquire necessary property interests, in order to allow the Cooperative to complete the T531 Project; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that all actions taken prior to the effective date hereof by the officers and duly authorized agents of the Cooperative, including, but not limited to, the delivery of any relevant document in the name of and on behalf of the Cooperative relating to any bona fide offer to the owners are hereby confirmed, ratified, and approved.

**Attachments:** [Eminent Domain - T531 Hunter-Purgatory TL Upgrade 2026-034](#)

Mr. Jonathan Greene, Chief Operations Officer - Transmission, presented the resolution and asked the Board for approval.

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

**Yes:** 7 - Rister, Pataki, Ekrut, Cox, Price, Graf, and Akers

**6. [2026-035](#) Resolution - Approval of Determination and Approval of Necessity and Public Use for Transmission Easement Acquisition and Authorization of the Cooperative to Use Eminent Domain for the T617 Sattler-Purgatory Upgrade - J Greene**

**Body: WHEREAS** the Board of Directors of PEC, pursuant to the Texas Constitution and Texas Utilities Code, Section 161.125 and other applicable law, and Chapter 21 of the Texas Property Code, hereby finds that the T617 Project is for public use and in the public interest to acquire the interests in the Property through eminent domain proceedings.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative's acquisition of the property interests needed for installation, construction, operation, and maintenance and upgrade of the T617 Project and all necessary appurtenant facilities is for public use and in the public interest to ensure system reliability for PEC members and the electric grid for the State of Texas; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Operations Officer - Transmission of the Cooperative or a designated person, is authorized as an officer or agent of the Cooperative to make offers, negotiate, settle and agree on a purchase price for the necessary property interests in such form and containing such terms and

conditions as may be deemed necessary, appropriate, or desirable; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that if an agreement as to the value of and/or compensation for necessary property interests cannot be reached, then the General Counsel of the Cooperative or other designated attorneys or agents, is authorized to undertake all necessary actions required to exercise the Cooperative's power of eminent domain to acquire necessary property interests, in order to allow the Cooperative to complete the T617 Project; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that all actions taken prior to the effective date hereof by the officers and duly authorized agents of the Cooperative, including, but not limited to, the delivery of any relevant document in the name of and on behalf of the Cooperative relating to any bona fide offer to the owners are hereby confirmed, ratified, and approved.

Attachments: [Eminent Domain - T617 Sattler-Purgatory TL Upgrade 2026-035](#)

Mr. Jonathan Greene, Chief Operations Officer - Transmission, presented the resolution and asked the Board for approval.

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

**Yes:** 7 - Rister, Pataki, Ekrut, Cox, Price, Graf, and Akers

7. [2026-033](#) **Resolution - Approval of Appointments to 2026 Qualifications and Elections Committee - M Butler**

Body: **WHEREAS** the Bylaws of the Cooperative require the Board to appoint a Qualifications and Elections Committee (the "Committee") to review and determine the qualifications of applicants who wish to be candidates for election to the Board ("Candidates"), and in accordance with the Cooperative's Election Policy and Procedures.

**NOW, THEREFORE, BE IT RESOLVED** that the following individuals are appointed to serve on the Qualifications and Elections Committee for the 2026 Election:

- 1. Jim West
- 2. Cliff Hahn
- 3. Mike Carroll
- 4. Chris Smith
- 5. Craig Magerkurth
- 6. Linden Sisk
- 7. Amanda Crawford

**BE IT FURTHER RESOLVED** that the following individuals are appointed as alternates to serve on the Qualifications and Elections Committee for the 2026 Election should an appointed member be unable to serve:

- 1. Richard Law

**BE IT FURTHER RESOLVED** that the Committee will elect its own officers (Chair and Secretary), and will have access to information gathered from various sources, including the Candidates themselves, public records, and the Cooperative; and

**BE IT FURTHER RESOLVED** that the Cooperative will provide legal counsel and staff support; and

**BE IT FURTHER RESOLVED** that the Committee should conduct meetings as often as the Committee determines that they are needed to perform the review of Candidates applications, and these meetings may be conducted by phone or at a place of the Committee's choosing; and

**BE IT FURTHER RESOLVED** that Committee members are paid \$150 for each telephonic or live meeting lasting more than one hour; the Cooperative will reimburse mileage and reasonable meal expenses incurred by Committee members in the course of their service; and provide indemnification and protection from liability for Committee members serving in that capacity as provided for in the PEC Bylaws; and

**BE IT FURTHER RESOLVED** that the General Counsel, or designee, is authorized and directed to take all actions necessary to implement this resolution.

**Attachments:** [Approval of Appointments to 2026 QEC FINAL 2026-033](#)

Mr. Michael Butler, Senior Counsel, presented the resolution and asked the Board for approval.

**A motion was made by Vice President Cox, seconded by Secretary/Treasurer Ekrut, that this item be approved. The motion carried by the following vote:**

**Yes:** 7 - Rister, Pataki, Ekrut, Cox, Price, Graf, and Akers

8. [2026-036](#) **2026 Election Timeline Monthly Update - A Stover (Written Report in Materials)**

**Attachments:** [Election Timeline 2026-036](#)  
[January-December 2026](#)

9. [2026-037](#) **Key Performance Indicator (KPI) of 2025 Period 2 Results - E Dauterive**

**Attachments:** [KPI 2025 P2 Performance 2026-037](#)

Mr. Eddie Dauterive, Chief Strategy Officer, presented the Key Performance Indicator (KPI) 2025 Period 2 Results.

**Proposed Future Items / Meetings (subject to final posting)**

10. [2026-038](#) **List of Board Approved Future Meetings**

**Attachments:** [2026 Board Meeting Calendar](#)

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

11. [2026-039](#) **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 10:00 a.m., stated the Board would go into Executive Session.

**Executive Session - Legal and Governance Matters**

12. [2026-040](#) **Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services**
13. [2026-041](#) **Litigation and Related Legal Matters - A Stover**
14. [2026-042](#) **Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover**
15. [2026-052](#) **Discussion of Board Relation Issues**

**Executive Session - Contract and Competitive Matters**

16. [2026-043](#) **Resolution(s) - Approval of Contract Renewals or Extensions - A Stover**
17. [2026-051](#) **Draft Resolution - Authorization for Approval to Increase Transmission Operations Connectivity Services Agreement - A Robertson/J Greene**
18. [2026-044](#) **Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey**
19. [2026-045](#) **Markets Report - R Kruger/R Strobel**
20. [2026-027](#) **CFO Quarterly Update - R Kruger**

**Executive Session - Real Estate Matters**

21. [2026-046](#) **Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell**
22. [2026-047](#) **Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell**

**Executive Session - Safety and Security Matters**

- 23.     [2026-048](#)     **Safety and Security Matters**
- 24.     [2026-049](#)     **Cyber Security Semiannual Update - S Stoppelmoor**

**Executive Session - Personnel Matters**

- 25.     [2026-050](#)     **Personnel Matters**

**Reconvene to Open Session**

At 1:19 p.m., the Board reconvened to the Open Session meeting. 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

**Items from Executive Session**

There were no agenda items to consider from Executive Session.

**Adjournment**

There being no further business to come before the Board of the Directors, the meeting adjourned at 1:20 p.m.

Approved:

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Mark Ekrut, Secretary

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Emily Pataki, President