



PEC Director Districts Rebalancing

Ross Fischer | Board Counsel

Board Resolution

Discussion

The Cooperative's Bylaws Article III, Section 1, requires seven (7) Director Districts which "equitably represent the Members." The Board may revise Director Districts boundaries "based upon equitable considerations determined by the Board of Directors"; *e.g.*, Number of Members, Investment, Geography, *etc.*

PEC Bylaws Article III, Section 1

"General Powers and Director Districts. General Powers. The business and affairs of the Cooperative shall be managed by a Board (the "Board of Directors"), consisting of a director (a "Director") from each of the Cooperative's seven (7) Director Districts (as defined herein), except for such vacancies as are allowed by law or these Bylaws. The Board of Directors shall exercise all of the powers of the Cooperative except such as by law, by the Articles of Incorporation of the Cooperative, or by these Bylaws are conferred upon or reserved to the Members or otherwise delegated to the Chief Executive Officer. The Board of Directors shall have the ability to appoint member advisory Committees.

Director Districts. Based upon Memberships, Cooperative growth or other equitable considerations determined by the Board of Directors, the Board of Directors shall divide the general area in which the Cooperative provides Electric Service (the "Service Area") into seven (7) districts that equitably represent the Members (the "Director Districts"). As necessary, based upon equitable considerations determined by the Board of Directors, the Board of Directors may revise the Director District boundaries."

Resolution

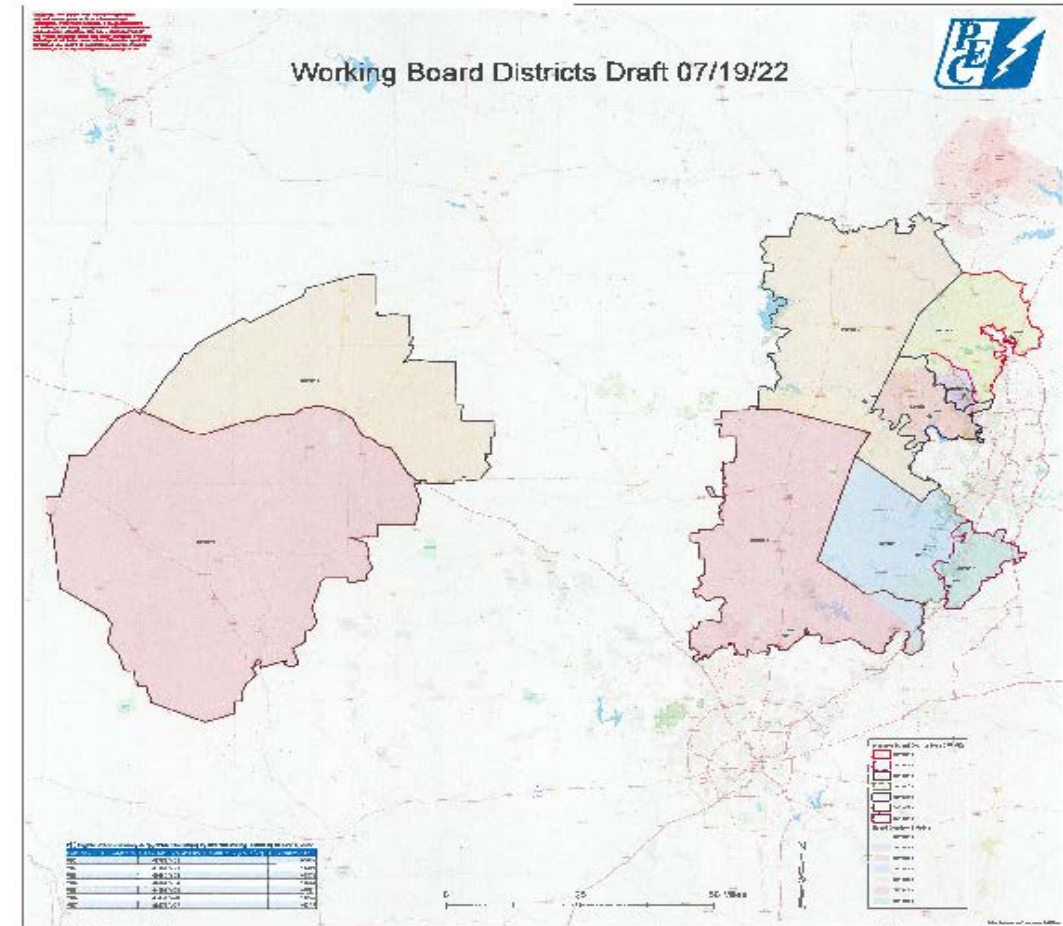
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, that the Board hereby adopts the Director District boundary revisions as presented this day, to be effective for future Director elections; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer and General Counsel, or designee, is authorized to take any actions necessary to implement this resolution.

PEC By The Numbers -Membership Counts

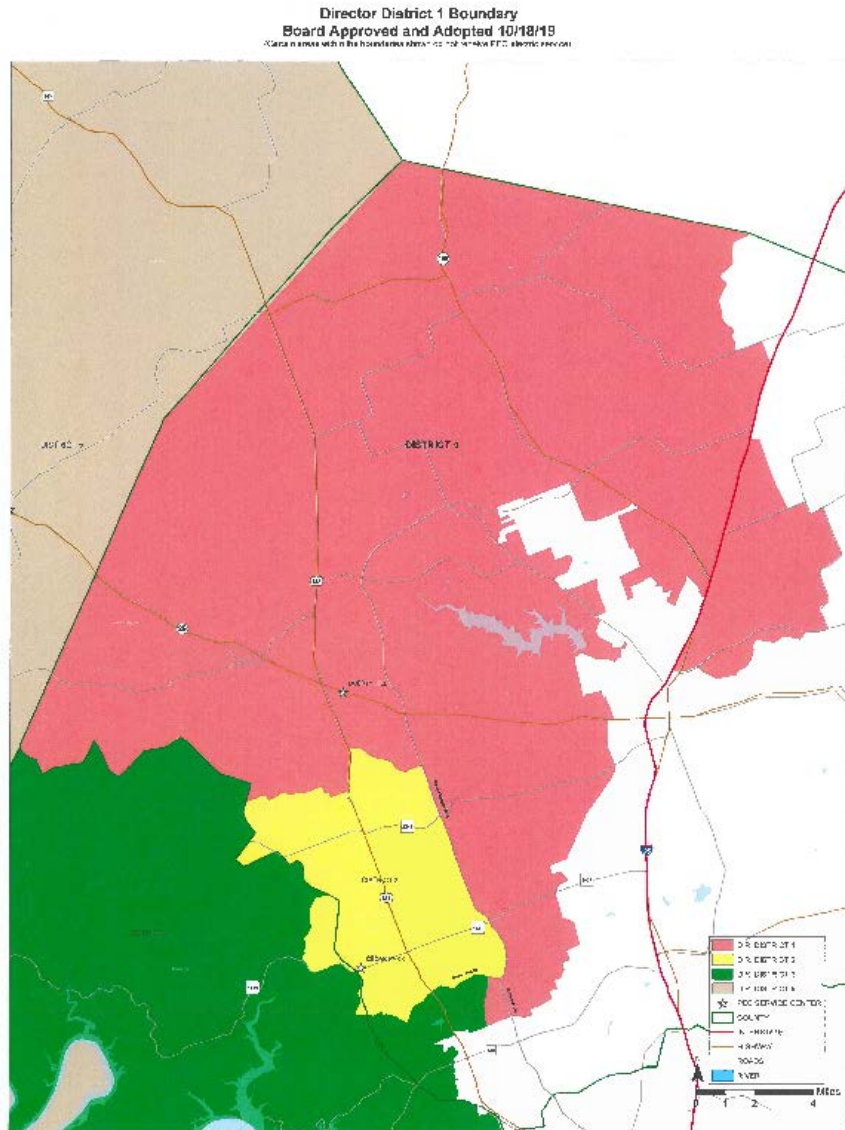
District	Current (As of June 1, 2022)	Proposed (As of July 15, 2022)
District 1	46,789	40,485
District 2	43,185	44,280
District 3	40,986	46,202
District 4	46,084	46,852
District 5	44,993	44,991
District 6	43,435	46,985
District 7	48,671	44,348
TOTAL	314,143	314,143

CURRENT

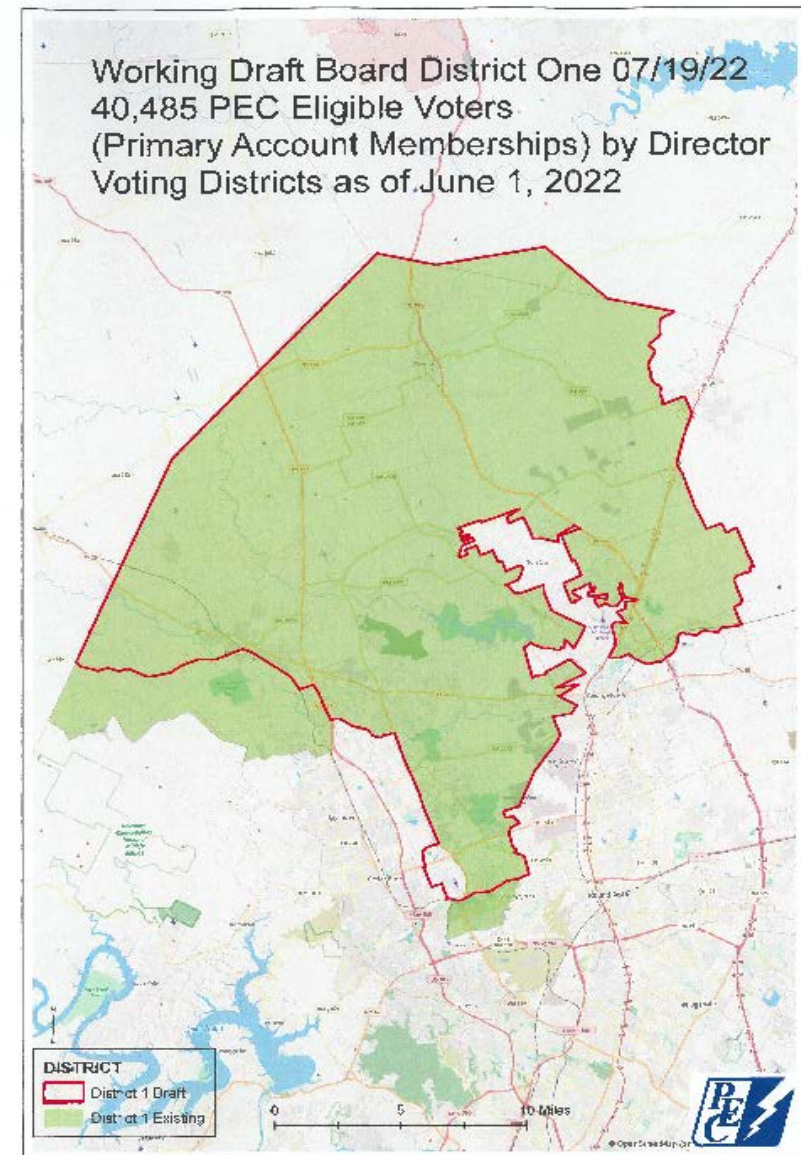


PEC District 1 Boundary (Current and Proposed)

CURRENT

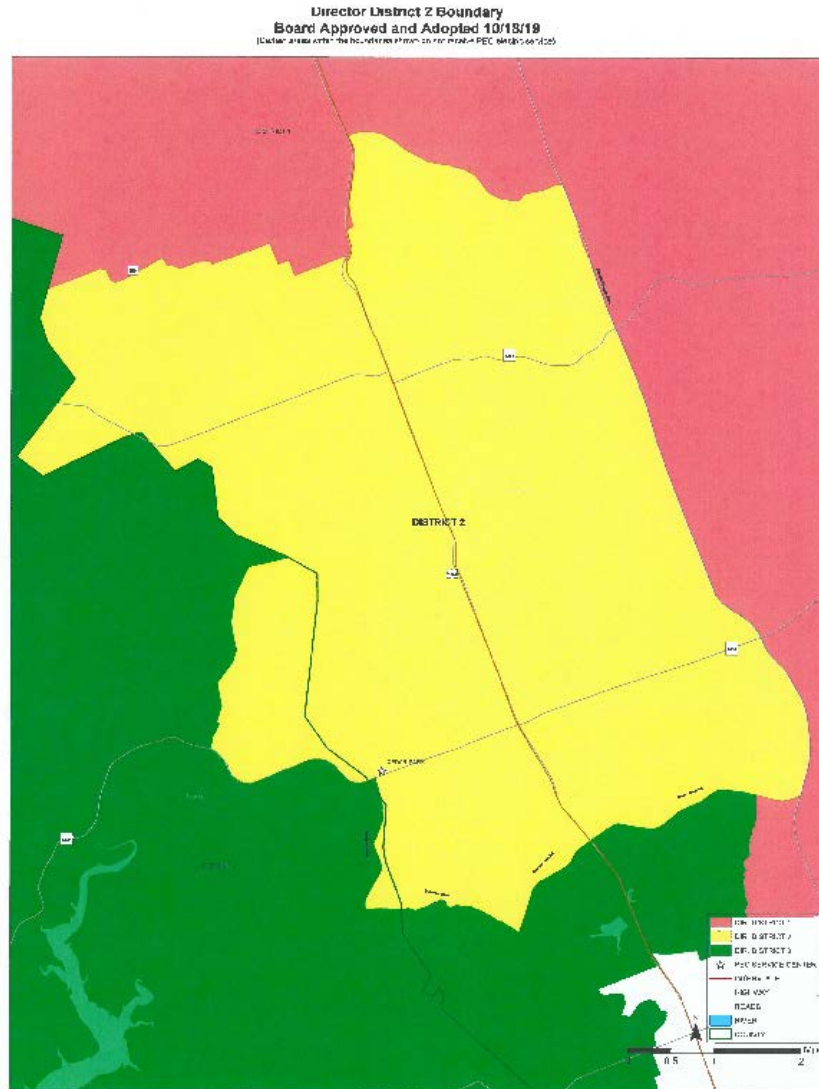


PROPOSED

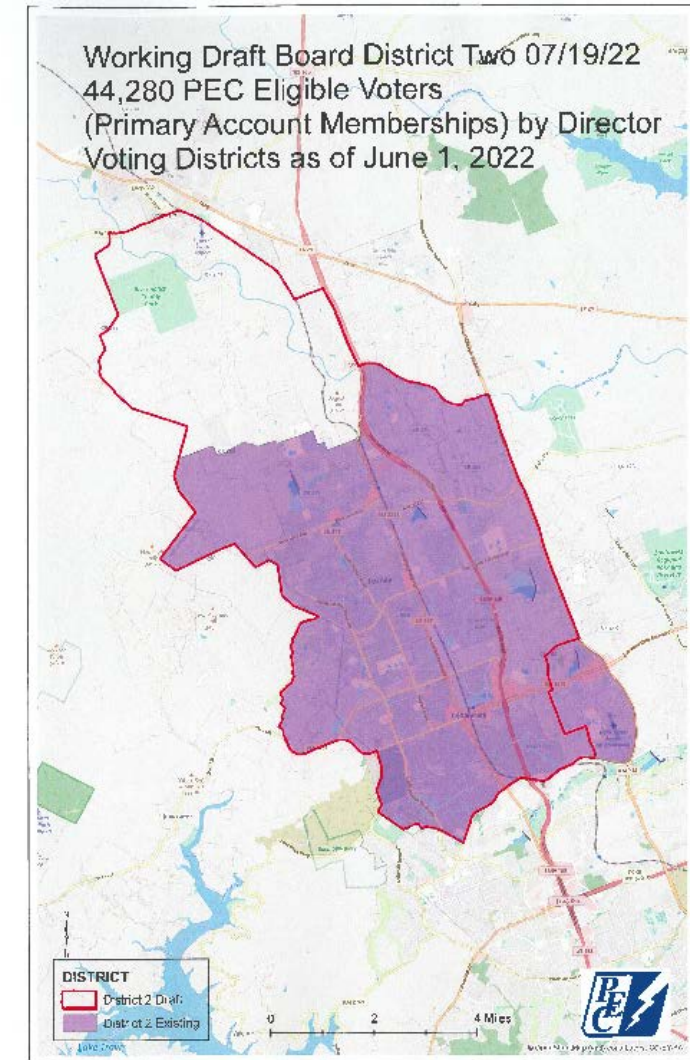


PEC District 2 Boundary (Current and Proposed)

CURRENT

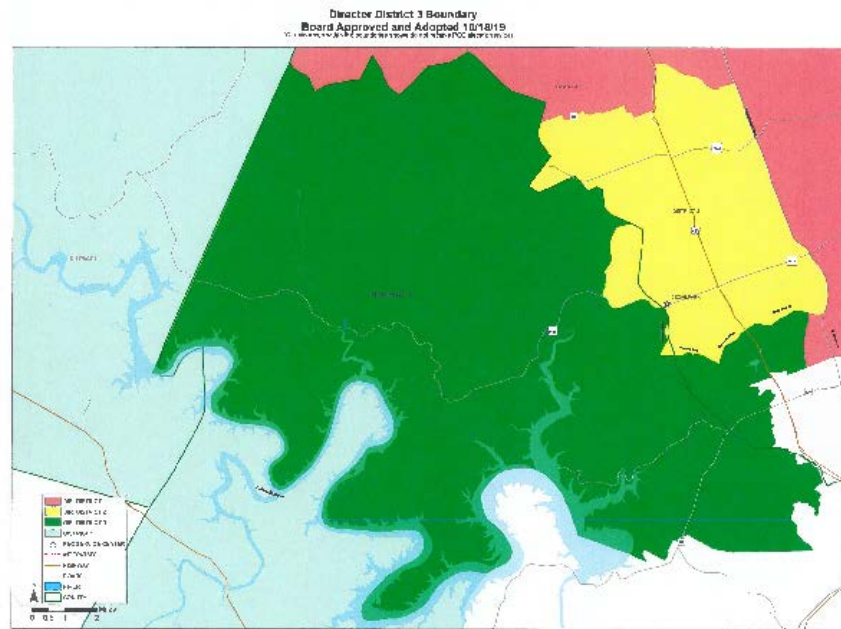


PROPOSED

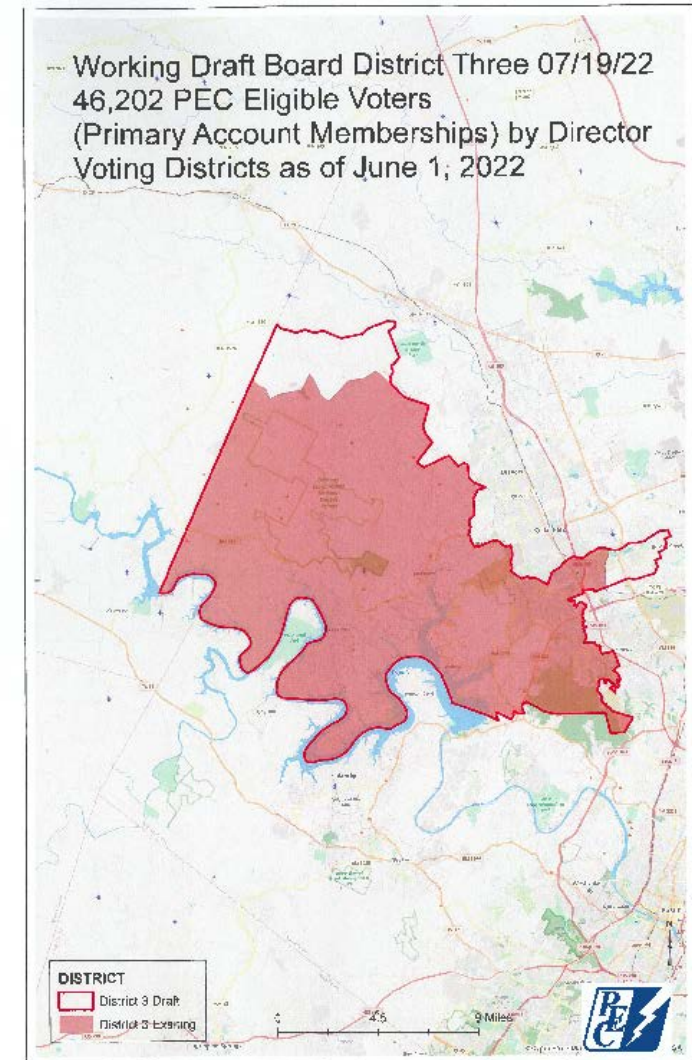


PEC District 3 Boundary (Current and Proposed)

CURRENT

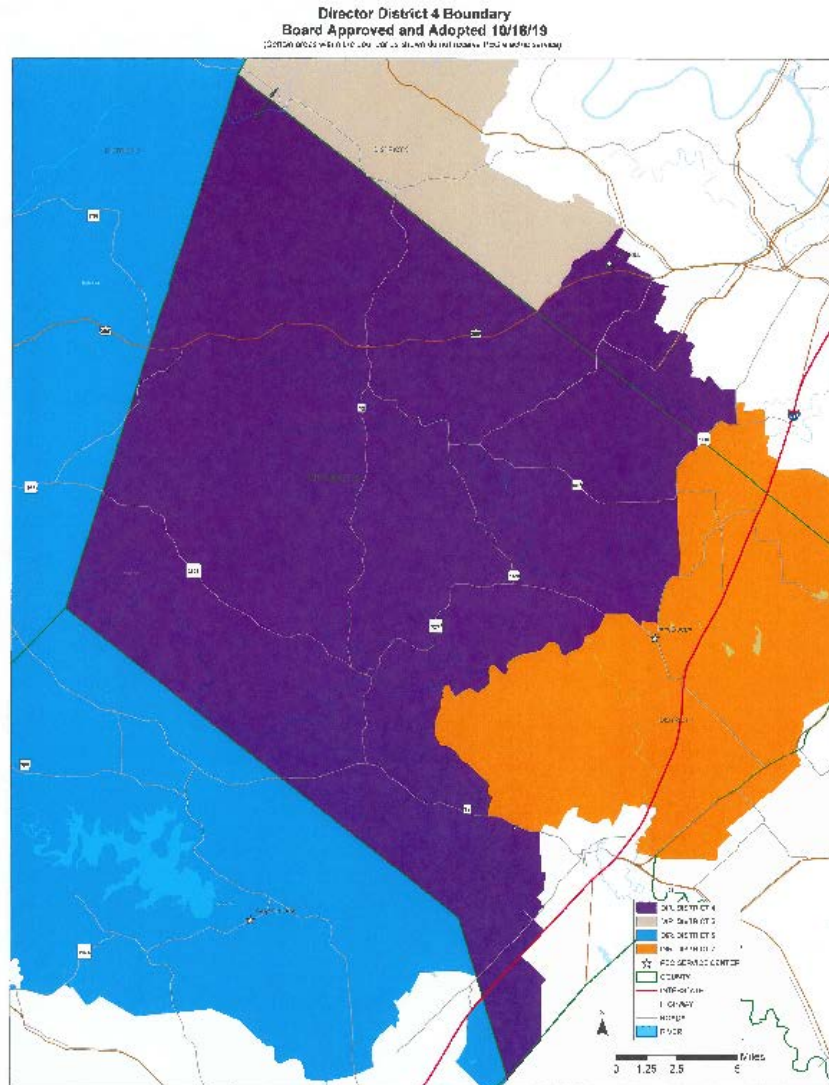


PROPOSED

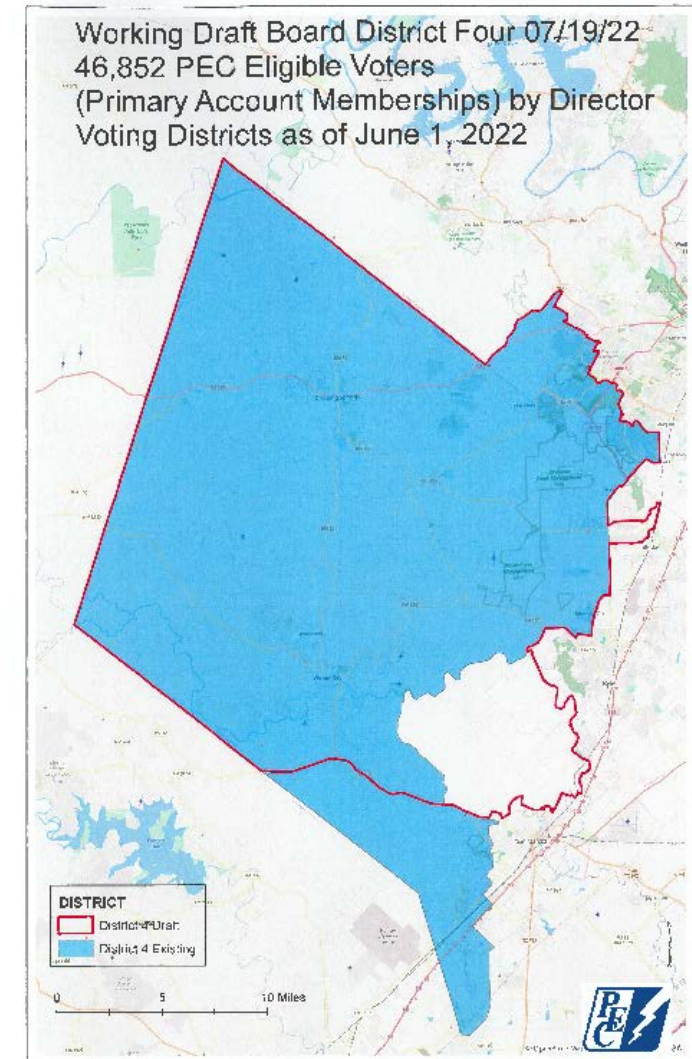


PEC District 4 Boundary (Current and Proposed)

CURRENT

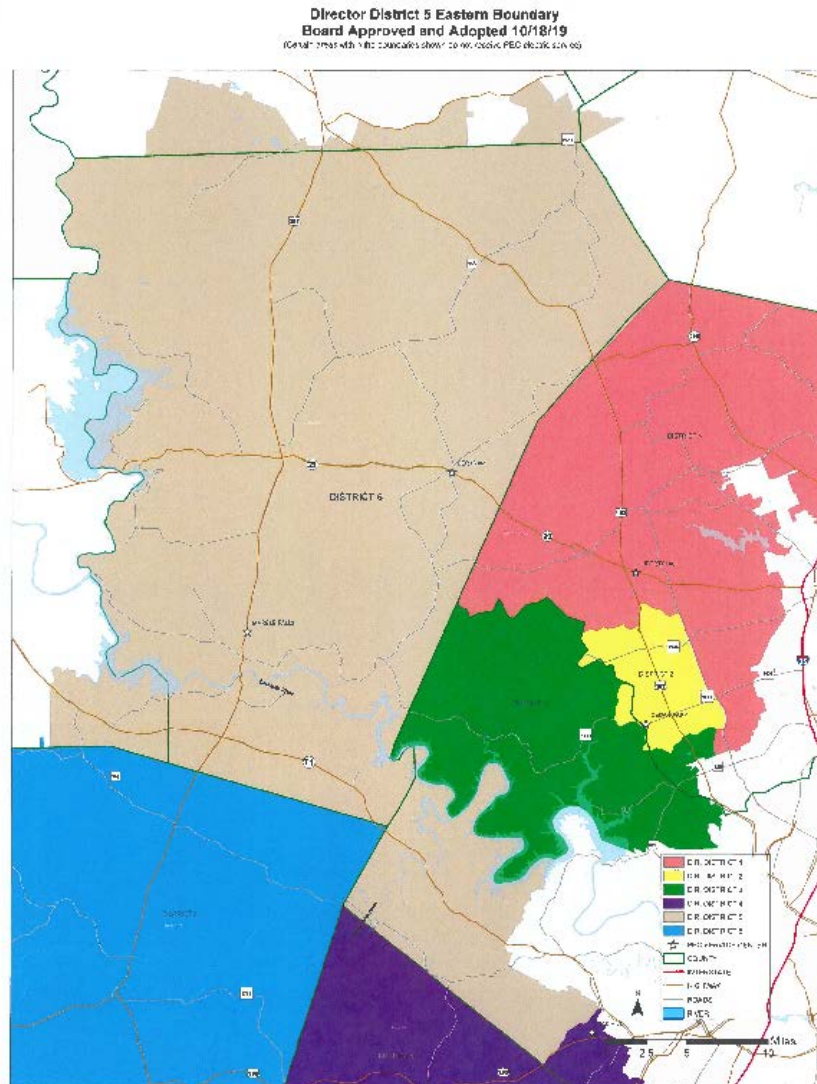


PROPOSED

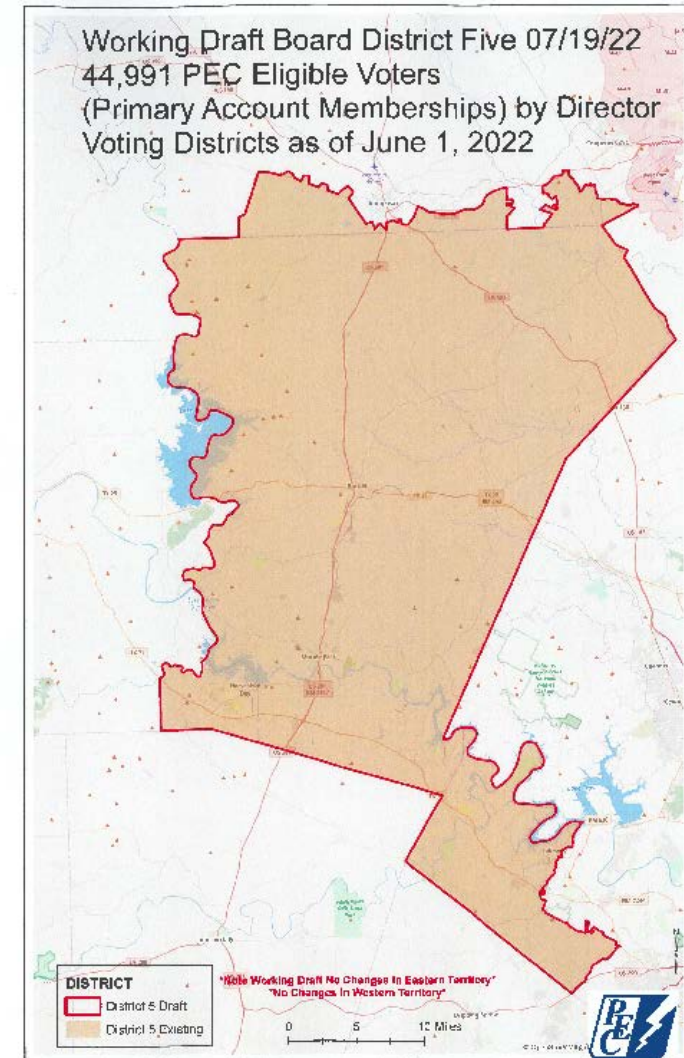


PEC District 5 Boundary (Current and Proposed)

CURRENT

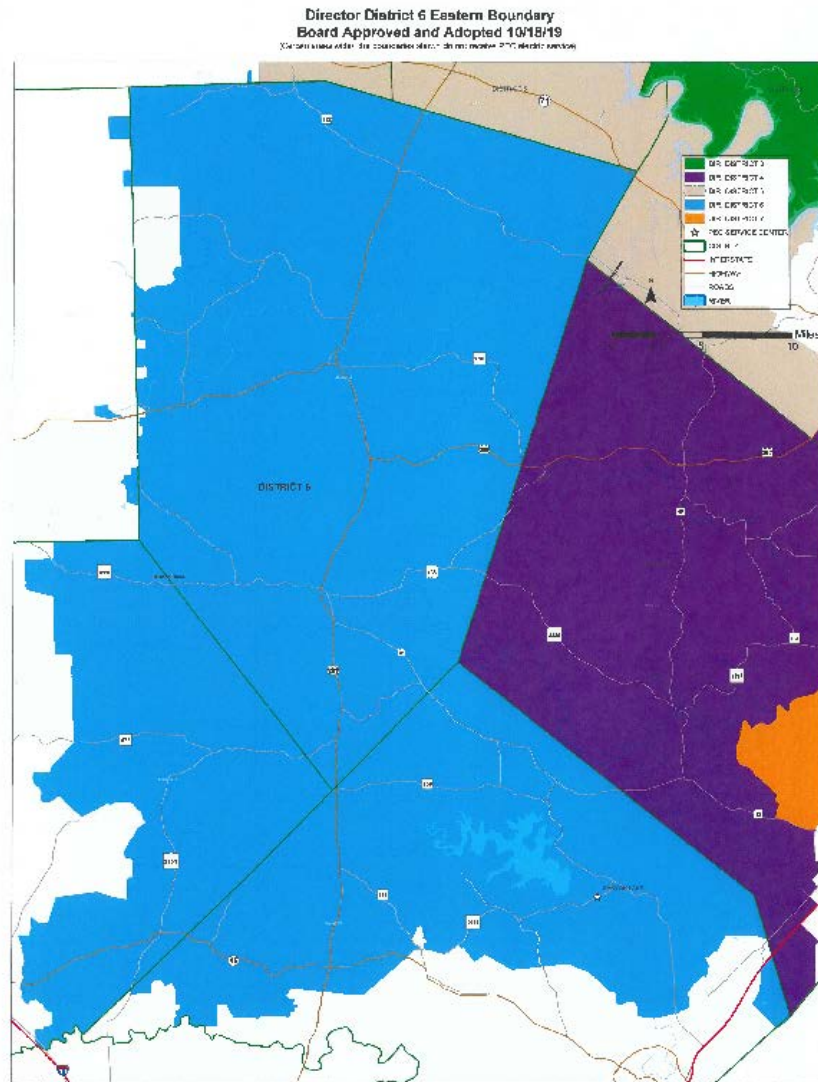


PROPOSED

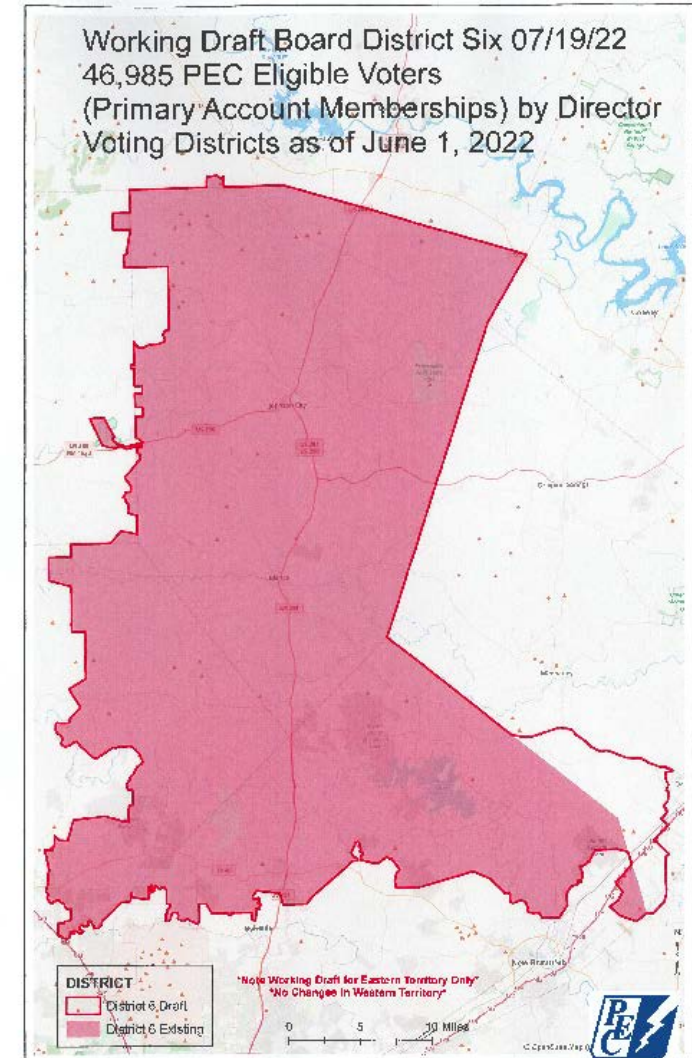


PEC District 6 Boundary (Current and Proposed)

CURRENT

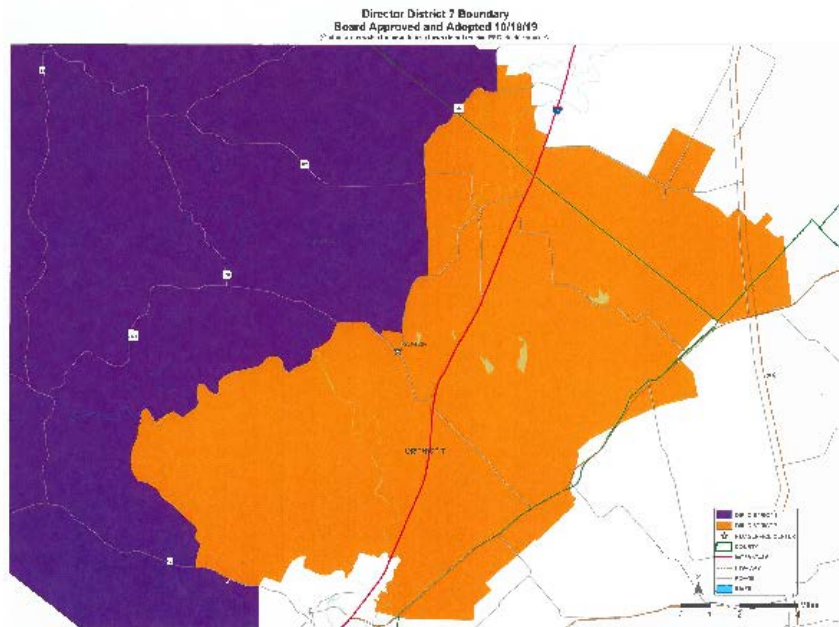


PROPOSED

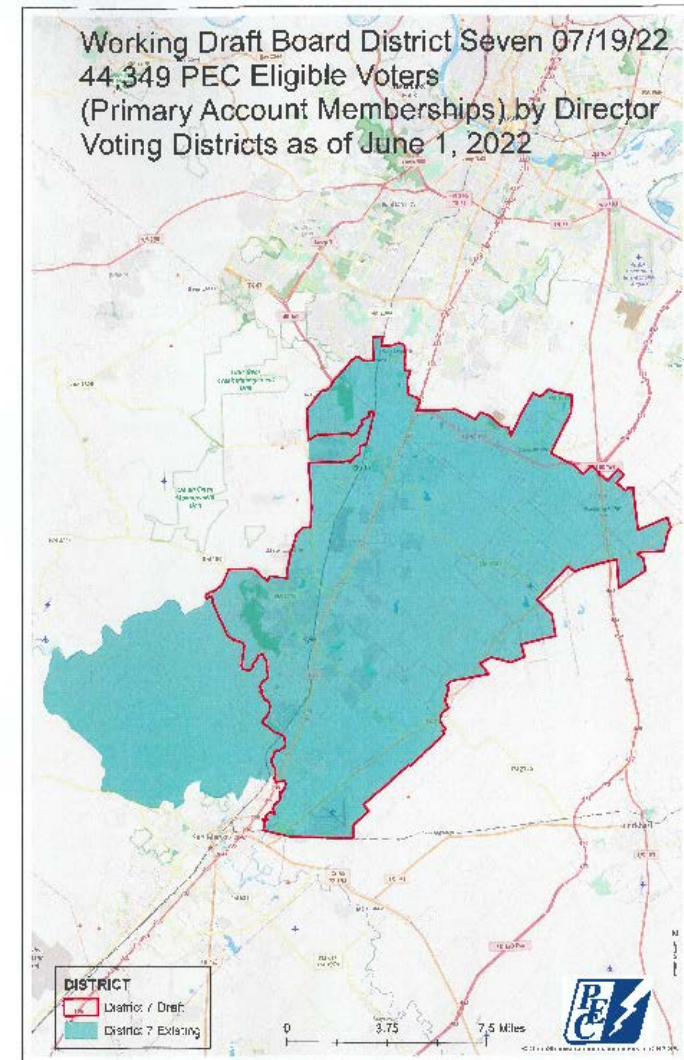


PEC District 7 Boundary (Current and Proposed)

CURRENT



PROPOSED





PEDERNALES ELECTRIC COOPERATIVE