



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, January 18, 2019

9:00 AM

PEC Oak Hill Office

Open Session of this Regular Meeting was held in the PEC Oak Hill Office and was recorded in accordance with Board Meetings Policy.

Call to Order and Roll Call

This meeting was called to order at 9:03 am on January 18, 2019 at the PEC Oak Hill Office, 9115 Circle Drive, Austin, Texas.

Present: 7 - Director Milton Rister, Director Randy Klaus, Director Emily Pataki, Director Jim Powers, Director James Oakley, Director Amy Akers, and President Paul Graf

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. [2019-001](#) **Monday, December 17, 2018 - Regular Meeting Minutes**

Attachments: [2018-12-17 Regular Minutes - draft1](#)

Consent item approved.

Cooperative Monthly Reports

2. [2019-002](#) **Cooperative Update - J Parsley**

Attachments: [2019-01-18 Cooperative Update - FINAL](#)

CEO Julie Parsley reviewed the Cooperative Update PowerPoint presentation. Regional Operations Manager Virgil Maldonado presented the Oak Hill District statistics and challenges.

3. 2019-003 Financial Services Report - J Davis

Attachments: [2019-01-18 Financial Services Report - J Davis](#)

CFO John Davis reviewed the Financial Services Report PowerPoint presentation which included a list of some upcoming agenda items and 2019 projects.

4. 2019-004 Operations Report (written report in materials)

Attachments: [2019-1-18 Operations Report-Final](#)

COO Eddie Dauterive stated the Operations Report was provided in the materials and provided highlights on safety, SAIDI, high district growth, member relations improvements, energy audits, and members seeking assistance due to the government shut down.

Member Comments (3 minute limitation or as otherwise directed by Board)**5. 2019-005 Member Comments**

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

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

Michael Higgins - requested reinstatement of solar loan program.

Action Items / Other Items**6. 2019-006 Resolution - Approval of Tariff and Business Rules Amendments for Lighting Rates - D Thompson / N Mack**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the amendments to the Tariff and Business Rules attached hereto with any modifications approved by the Board this day are approved to become effective as of February 1st, 2019; 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.

Attachments: [2018-01-18 - Presentation on Tariff Amendments for Area Lighting - D Thompson and N Mack](#)
[Area Lighting Section 100.11 Redline](#)
[Area lighting tariff Sect 100.11 Clean](#)

Rates Manager Natalia Mack reviewed the Tariff Changes for Area Lighting PowerPoint and presented the proposed resolution.

A motion was made by Director Oakley, seconded by Director Powers, that this item be adopted. The motion carried by the following vote:

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

7. [2019-008](#) **Resolution - Approval of New Load in Junction Area Power Supply Plan - D Thompson**

Body:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC. that the Cooperative authorizes the Chief Executive Officer ("CEO"), or designee, to deliver such notices as may be required by any wholesale power agreement, and to negotiate, execute, and deliver such agreements, notices, confirmations or certificates necessary or appropriate to acquire the electric capacity, energy or other products as described in the New Load in Junction Plan, subject to the terms, conditions, and delegation of authority as discussed by the Board during Executive Session; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the CEO, or designee, is authorized to take all such other actions necessary to implement this resolution.

VP of Markets David Thompson presented the proposed resolution to approve new load in Junction Area Power Supply Plan.

A motion was made by Director Oakley, seconded by Director Powers, that this item be adopted. The motion carried by the following vote:

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

8. [2019-007](#) **Resolution - Approval of 2019 Key Performance Indicators Plan Methodology - R Arellano / H Baca**

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS that the 2019 Key Performance Indicator Plan Methodology presented to the Board this day is hereby approved and adopted; and

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

Attachments: [2019-01-18 Key Performance Indicators Plan 1_8_19 v2](#)

[2019-01-18 Key Performance Indicators 2019 Plan](#)

VP of Safety and Support Services Richard Arellano and Organizational Performance, Process & Risk Management Heather Baca answered questions regarding the proposed KPI category percentages as changed to better align with the JD Power scoring model. The Board and staff discussed adders, payroll, and the Board's ability to possibly make changes to the KPI in the second half of the year.

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

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

9. [2019-013](#) **Resolution - Approval Directing General Counsel to Prepare 2019 Proposed Non-Director Election Ballot Item(s) - D Ballard**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the General Counsel of the Cooperative is directed to prepare proposed ballot wording for consideration by the Board of Directors on the following Non-Director Election matter(s) (as defined in the Cooperative's Election Procedures): _____; and

BE IT FURTHER RESOLVED that, in accordance with Section 6.1 of the Election Procedures, the ballot wording will be presented in a way to maximize Members' understanding of the Non-Director Election matter, including any Board recommendation or position concerning the matter; and

BE IT FURTHER RESOLVED that the Board votes to [support/oppose] the proposed Non-Director Election matter and the General Counsel is directed to draft proposed ballot language that reflects the Board's position; and

BE IT FURTHER RESOLVED that this proposed Non-Director Election matter shall not be included on the ballot unless and until a majority of the Directors votes to affirmatively place the matter on the ballot and approves the ballot wording.

General Counsel Don Ballard reviewed the proposed resolution and the Board asked that this item be placed on the February agenda.

10. 2019-010 **Draft Resolution - Approval of Appointments to 2019 Qualifications and Elections Committee - D Ballard**

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, 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 2019 Election:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____; and

BE IT FURTHER RESOLVED, that the following individuals are appointed as alternates to serve on the Qualifications and Elections Committee for the 2019 Election should an appointed member be unable to serve:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____; and

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 Candidate 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 \$100 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.

General Counsel Don Ballard reviewed the draft resolution and asked directors to submit names for appointment to the 2019 Qualifications and Elections Committee.

11. [2019-011](#)

Resolution - Approval of 2019 NRECA Annual Meeting Voting Delegates, 2019 CFC District Voting Delegates, and 2019 NRTC Voting Delegates - P Graf

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the following persons are appointed as voting delegate and alternate delegate to act as designated and authorized representatives of the Cooperative at the 2019 NRECA Annual Meeting, until successors are duly appointed and designated: Paul Graf, Voting Delegate; and Mike Viesca, Alternate Delegate; and

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the following persons are appointed as voting delegate and alternate delegate to act as designated and authorized representatives of the Cooperative at the 2019 NRTC Annual Meeting, until successors are duly appointed and designated: Paul Graf, Voting Delegate; and Mike Viesca, Alternate Delegate; and

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the following persons are hereby appointed as voting delegate and alternate delegate to act as designated and authorized representatives of the Cooperative at the 2019 District 10 Meeting of CFC, until successors are duly appointed and designated: Paul Graf, Voting Delegate; and Mike Viesca, Alternate Delegate; and

BE IT FURTHER RESOLVED that the Chief Executive Officer or designee is authorized to take all such actions necessary to implement this resolution.

Attachments: [2019-01-18 NRECA Voting-Delegate-Form \(3\)](#)

[2019-01-18 NRTC Voting Delegate Form Blank](#)

[2019-01-18 NRECA Voting-Delegate-Form signed](#)

[2019-01-18 NRTC Voting Delegate Form Signed](#)

President Paul Graf reviewed the proposed resolution to appoint voting delegates and alternate delegates for the upcoming meetings. The Board discussed the directors and staff planning to attend the meetings to be held in Orlando in March and the Board's ability to provide directive on topics to be voted on during the meetings.

A motion was made by Director Oakley, seconded by Director Powers, that this item be adopted. The motion carried by the following vote:

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

12. [2019-018](#) **Draft Resolution - Approval of 2019 NRECA Annual Membership Dues- J Parsley**

Body: **RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE,** that the Membership dues to the National Rural Electric Cooperative Association for 2019 in the amount of \$174,316.00 are approved; and the Chief Executive Officer of the Cooperative, or designee, is authorized to pay those dues pursuant to the invoice duly presented to the Cooperative.

Attachments: [2019-01-18 NRECA Membership Dues](#)

CEO Julie Parsley reviewed the draft resolution and reported on the membership benefits with NRECA.

13. [2019-034](#) **Draft Resolution - Approval of TEC 2019 Annual Membership Dues - J Parsley**

Body: **RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE,** that Texas Electric Cooperatives (TEC) membership and associated membership dues for 2019 in the amount of \$171,014.62 are approved, and the Chief Executive Officer of the Cooperative, or designee, is authorized to pay those dues pursuant to the invoice duly presented to the Cooperative.

Attachments: [2019-01-18 TEC Membership Dues v1](#)

CEO Julie Parsley reviewed the draft resolution and reported on the membership benefits with TEC. Ms. Parsley stated that lobbying and legal services were invoiced separately from TEC, and that the dues were offset by the patronage capital received.

14. [2019-031](#) **Draft Resolution - Approval of Contract Extension Agreement with Landis+Gyr - L Parnell**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Board approve a three year extension to the Landis+Gyr contract through May 2022; 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.

CIO Lawanda Parnell reviewed the draft resolution and answered questions regarding the vendors providing the meters. This item would be considered at the next meeting.

15. [2019-035](#) **Draft Resolution - Approval of Facilities General Contractor Services Contracts - R Arellano**

VP of Safety and Support Services Richard Arellano reviewed the draft resolution and stated staff was prepared to discuss additional cost benefit considerations of this contract in Executive Session. Following discussion in Executive Session, this item was approved once the Board returned to open session under Items from Executive Session.

16. 2019-032 Review of Line Extension Tariff - E Dauterive

Attachments: [2019-1-18 Review of Line Extension Tariff](#)

COO Eddie Dauterive stated the Line Extension Tariff Review PowerPoint presentation was included in the package materials and reported there were no recommendations of changes to the Line Extension Policy at this time. Mr. Dauterive also stated the policy would continue to be reviewed in the future, and the next review would be during a Cost of Service study planned for the third quarter of 2019. Director James Oakley and President Paul Graf thanked staff for a thorough review of the policy to determine what was fair for all members.

17. 2019-014 2019 Election Timeline Update (written report in materials)

Attachments: [2019 Election Timeline - Board Approved - Highlighted January Package 2018-01-07](#)

Governance and Policy Manager Sylvia Romero provided a 2019 Election Timeline Update. Ms. Romero reported that petitions opened this week with downloadable and fillable forms available, and March 26 was the deadline to submit originals petition materials. Ms. Romero stated that staff would send a reminder on February 4 to the Board Directors regarding their submittal of Qualifications and Elections Committee appointment names.

Proposed Future Items / Meetings (subject to final posting)**18. 2019-023 List of Proposed Future Meetings**

Attachments: [2019-01-01 Proposed Future Meetings - v3](#)

President Paul Graf stated that the proposed Board meeting dates were included in the meeting materials. The Board and staff discussed moving the Board meetings from the third Monday of each month and possible changes to the bylaws.

19. 2019-024 Board Planning Calendar (written report in materials)

Attachments: [2019-01-18 Board Planning Calendar v1](#)

President Paul Graf stated that the proposed Board Meeting Planning Calendar was included in the meeting materials.

Recess to Executive Session

President Paul Graf announced the items to be discussed in Executive Session and at 9:54 am stated the Board would go into Executive Session.

Executive Session - Legal Matters**20. 2019-025 Litigation and Related Legal Matters**

21. [2019-026](#) **Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

22. [2019-015](#) **Ethics and Compliance Quarterly Update - J Burns**

Executive Session - Contract and Competitive Matters

23. [2019-009](#) **Resolution - Contract Approval of Wirtz to Mountain Top Transmission Line Upgrade - B Gedrich**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the Cooperative approve the purchase of a construction contract for the 2018 CIP Project T313 and T317 Transmission Line Rebuild and Upgrade.

BE IT FURTHER RESOLVED, that the Chief Executive Officer or designee is hereby authorized to take such actions as needed to implement this resolution.

24. 2019-021

Resolution - Determination and Approval of Necessity and Public Use for Acquisition of Easements for the Hwy 32 to Wimberley Transmission Line Rebuild and Upgrade; and Authorization of the Cooperative to Use Eminent Domain to Acquire Property for the Hwy 32 to Wimberley Transmission Line Rebuild and Upgrade - B Gedrich

Body: WHEREAS, the Board of Directors of PEC, pursuant to Texas Utilities Code, Section 161.125 and Chapter 21 of the Texas Property Code and such other rights under Texas law, hereby finds that the Hwy 32 to Wimberley 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 acquisition of the Property for installation, construction, operation and maintenance of a transmission line rebuild and upgrade and all necessary appurtenant facilities is for public use and in the public interest to ensure system reliability for its 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 Executive Officer of the Cooperative or any person designated by her for such purpose, be and each of them hereby is, authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to engage any title company, third-party surveyor, engineer, environmental engineers and appraisers, as needed, to perform professional services in connection with the Hwy 32 to Wimberley Project, or any other service provider in connection with the Hwy 32 to Wimberley Project; to negotiate, settle and agree on a purchase price for said Property or to determine the amount of damages and compensation to be paid to the owners of the Property as necessary, and to make official, written, bona fide offers to the owners for the appraised value of said Hwy 32 to Wimberley Property, in each case in such form and containing such terms and conditions as such officer or agent may in his or her reasonable discretion deem necessary, appropriate, or desirable; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that if it is determined that an agreement as to the value of said Property, damages and/or compensation to be paid cannot be reached, then the General Counsel of the Cooperative or any attorney designated by him for such purpose, be and each of them hereby is authorized to file or cause to be filed, against the owners, lien holders and other holders of an interest in the Property, proceedings using the Cooperative's power of eminent domain to acquire interests in and to the Property, in order to allow the Cooperative and/or its assigns to complete said Hwy 32 to Wimberley Project, and to perform and undertake all other proceedings necessary to complete the acquisition of the Property; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that above recitals are true and correct and it is the intent of

the Board of Directors of the Cooperative that this resolution authorizes all processes and procedures for the acquisition or the condemnation of all Property required to complete the Hwy 32 to Wimberley Project; and if it is later determined that there are any errors in the property descriptions contained herein or if later surveys contain more accurate revised descriptions, the Cooperative's attorney is authorized to have such errors corrected or revisions made without the necessity of obtaining a new resolution from the Board of Directors authorizing the use of its power of eminent domain of the corrected or revised Property; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Chief Executive Officer of the Cooperative, the General Counsel or any persons designated by either of them for such purpose, be and each of them hereby is, authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to do any and all acts deemed by such officer in such officer's reasonable judgment to be necessary or appropriate in the best interests of the Cooperative to give effect to the foregoing resolution; 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: [2019-01-18 Wimberley Transmission - condemnation list Exhibit A](#) [r](#)

25. [2019-036](#) Resolution - Approval for Renewal of 2019-2020 Medical Insurance Benefits - W Burns & B Arldt

Body: **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Board approve renewal of the employee health insurance contract of the Cooperative for an additional year based upon the terms and conditions with insurance provider(s) presented to the Board this day during executive session; 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 actions as needed to implement this resolution.

26. [2019-033](#) Discussion of Cooperative Community Solar Program - E Dauterive

27. [2019-020](#) PEC 20 Year Engineering Plan - B Gedrich / P Lochte

28. [2019-019](#) Operations and Control Center Systems Update - R Peterson

29. [2019-017](#) Markets Monthly Report - D Thompson

30. [2019-030](#) Enterprise Risk Management (ERM) Program Update - H Baca

Executive Session - Real Estate Matters

31. [2019-027](#) Facilities and Real Estate Update - R Arellano

Executive Session - Safety and Security Matters

32. [2019-028](#) Safety and Security Matters

Executive Session - Personnel Matters

33. [2019-029](#) Personnel Matters Update

Reconvene to Open Session at 2:05 pm

Items from Executive Session

[2019-009](#) Resolution - Contract Approval of Wirtz to Mountain Top Transmission Line Upgrade - B Gedrich

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the Cooperative approve the purchase of a construction contract for the 2018 CIP Project T313 and T317 Transmission Line Rebuild and Upgrade.

BE IT FURTHER RESOLVED, that the Chief Executive Officer or designee is hereby authorized to take such actions as needed to implement this resolution.

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

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

2019-021

Resolution - Determination and Approval of Necessity and Public Use for Acquisition of Easements for the Hwy 32 to Wimberley Transmission Line Rebuild and Upgrade; and Authorization of the Cooperative to Use Eminent Domain to Acquire Property for the Hwy 32 to Wimberley Transmission Line Rebuild and Upgrade - B Gedrich

Body: WHEREAS, the Board of Directors of PEC, pursuant to Texas Utilities Code, Section 161.125 and Chapter 21 of the Texas Property Code and such other rights under Texas law, hereby finds that the Hwy 32 to Wimberley 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 acquisition of the Property for installation, construction, operation and maintenance of a transmission line rebuild and upgrade and all necessary appurtenant facilities is for public use and in the public interest to ensure system reliability for its 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 Executive Officer of the Cooperative or any person designated by her for such purpose, be and each of them hereby is, authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to engage any title company, third-party surveyor, engineer, environmental engineers and appraisers, as needed, to perform professional services in connection with the Hwy 32 to Wimberley Project, or any other service provider in connection with the Hwy 32 to Wimberley Project; to negotiate, settle and agree on a purchase price for said Property or to determine the amount of damages and compensation to be paid to the owners of the Property as necessary, and to make official, written, bona fide offers to the owners for the appraised value of said Hwy 32 to Wimberley Property, in each case in such form and containing such terms and conditions as such officer or agent may in his or her reasonable discretion deem necessary, appropriate, or desirable; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that if it is determined that an agreement as to the value of said Property, damages and/or compensation to be paid cannot be reached, then the General Counsel of the Cooperative or any attorney designated by him for such purpose, be and each of them hereby is authorized to file or cause to be filed, against the owners, lien holders and other holders of an interest in the Property, proceedings using the Cooperative's power of eminent domain to acquire interests in and to the Property, in order to allow the Cooperative and/or its assigns to complete said Hwy 32 to Wimberley Project, and to perform and undertake all other proceedings necessary to complete the acquisition of the Property; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that above recitals are true and correct and it is the intent of

the Board of Directors of the Cooperative that this resolution authorizes all processes and procedures for the acquisition or the condemnation of all Property required to complete the Hwy 32 to Wimberley Project; and if it is later determined that there are any errors in the property descriptions contained herein or if later surveys contain more accurate revised descriptions, the Cooperative's attorney is authorized to have such errors corrected or revisions made without the necessity of obtaining a new resolution from the Board of Directors authorizing the use of its power of eminent domain of the corrected or revised Property; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Chief Executive Officer of the Cooperative, the General Counsel or any persons designated by either of them for such purpose, be and each of them hereby is, authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to do any and all acts deemed by such officer in such officer's reasonable judgment to be necessary or appropriate in the best interests of the Cooperative to give effect to the foregoing resolution; 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: [2019-01-18 Wimberley Transmission - condemnation list Exhibit A r](#)

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

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

[2019-036](#) **Resolution - Approval for Renewal of 2019-2020 Medical Insurance Benefits - W Burns & B Arldt**

Body: **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Board approve renewal of the employee health insurance contract of the Cooperative for an additional year based upon the terms and conditions with insurance provider(s) presented to the Board this day during executive session; 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 actions as needed to implement this resolution.

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

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

2019-035**Resolution - Approval of Facilities General Contractor Services Contracts - R Arellano**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Chief Executive Officer, or designee, is hereby authorized and directed to negotiate, execute and deliver a five-year contract with the contractor named herein in a not to exceed amount described herein; 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.

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

Yes: 7 - Rister, Klaus, Pataki, Powers, Oakley, Akers, and Graf

Adjournment

President Paul Graf stated that after Board discussion, the February Board Meeting would be held on Friday, February 22 in Johnson City and the Board Meeting to be held at the Junction location would be moved to September.

There being no further business to come before the Board of the Directors, the meeting was adjourned at 2:09 pm.

Approved:

Emily Pataki, Secretary

Paul Graf, President