



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Final

Board of Directors

Friday, June 20, 2025

10:00 AM

PEC Headquarters Auditorium
201 S Ave F, Johnson City, TX 78636

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 this meeting from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

Call to Order and Roll Call

This meeting was called to order at 10:09 a.m., on June 20, 2025, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

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.

Board Organizational Matters

1. [2025-177](#) **Acknowledgment and Seating of Newly-Elected Directors - A Stover**

Ms. Andrea Stover, General Counsel, said pursuant to Cooperative Bylaws, the reelected and newly elected directors are seated at the first Regular Board Meeting, directly after the Annual Membership Meeting. Ms. Stover welcomed reelected Director, Travis Cox, and newly elected Director Alice Price.
2. [2025-178](#) **Receipt of Conflict of Interest Disclosure Form, Director Affirmation, and Acknowledgment of the Code of Conduct for Directors - A Stover**

Ms. Andrea Stover, General Counsel, said each year, all directors are required to sign the Conflict of Interest Disclosure Form, the Director Affirmation, and the Directors' Code of Conduct Acknowledgement for Directors.
3. [2025-179](#) **Resolution - Approval to Postpone the Election of Officers - A Stover**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that additional time is needed to hold an election for Board officers;

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS that the election of officers will be postponed until after the Executive Session meeting of the June 20, 2025, Board of Directors Regular Meeting.

Ms. Andrea Stover, General Counsel, said pursuant to Cooperative Bylaws, the Board may choose to elect officers now, or, postpone voting on this item. The Board decided to postpone voting on the election of officers until after the Executive Session meeting, on this day.

A motion was made that this item be approved. The motion carried by the following vote:

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

[2025-180](#)

Election - Office of President

The Board agreed to vote for the Office of President after the Executive Session meeting, on this day.

[2025-181](#)

Election - Office of Vice President

The Board agreed to vote for the Office of Vice President after the Executive Session meeting, on this day.

[2025-182](#)

Election - Office of Secretary and Treasurer

The Board agreed to vote for the Office of Secretary and Treasurer after the Executive Session meeting, on this day.

[2025-183](#)

Resolution - Approval of the Appointment of Audit Committee and Audit Committee Chairperson

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that Directors _____ and _____ are hereby appointed and affirmed as members of the Audit Committee, effective as of June 20, 2025.

BE IT RESOLVED BY THE BOARD OF DIRECTORS that Director _____ is hereby appointed and affirmed as the Chairperson of the Audit Committee, effective as of June 20, 2025.

Ms. Andrea Stover, General Counsel, said pursuant to Cooperative Bylaws, the members of the Audit Committee are to be appointed at the first regular board meeting after the Annual Membership Meeting. Ms. Stover said the Board may postpone this item until after the Executive Session meeting, on this day, or, at later date. The Board agreed to postpone voting on this item until after the Executive Session meeting, on this day.

Adoption of Agenda

The agenda was adopted as posted and without objection.

Consent Items

8. [2025-071](#) Friday, May 16, 2025 - Regular Meeting Minutes

Attachments: [2025-05-16 OS Meeting Minutes.pdf](#)

Without objection the items listed under Consent Items were approved by general consent.

Cooperative Monthly Report**9. [2025-184](#) Cooperative Update - J Parsley/N Fulmer/R Kruger/J Urban**

Attachments: [2025-184 June Cooperative Update.pdf](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Nathan Fulmer, Chief Operations Officer - Distribution, Mr. Randy Kruger, Chief Financial Officer (CFO), and Mr. JP Urban, Chief Administrative Officer, presented a collaborative report.

Member Comments (3-minute limitation or as otherwise directed by Board)**10. [2025-185](#) Member Comments**

Attachments: [Decorum Policy.pdf](#)

Mr. James Oakley was present and congratulated newly elected board member, Alice Price. Mr. Mark Martin was present, but declined to comment.

Action Items / Other Items**11. [2025-194](#) Resolution - Approval for Amendment to Project Budget for T323 Marshall Ford-Paleface Overhaul - J Greene**

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the amendment to the Cooperative's Capital Improvement Plan Individual Project Budget for T323 Marshall Ford-Paleface Overhaul as described in the Executive Session is approved; and

BE IT FURTHER RESOLVED that all actions taken prior to the date herein by the officers and duly authorized agents of the Cooperative in connection with the subject of the foregoing, be ratified, confirmed, and approved; and

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

Attachments: [Budget Amendment for T323 Marshall Ford-Paleface 2025-194 Final.pdf](#)

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

A motion was made by Director Akers, 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

12. [2025-195](#) Resolution - Approval for Amendment to Project Budget for T333 Lago Vista-Nameless Overhaul - J Greene

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS

OF THE COOPERATIVE that the amendment to the Cooperative's Capital Improvement Plan Individual Project Budget for T333 Lago Vista-Nameless Overhaul as described in the Executive Session is approved;

BE IT FURTHER RESOLVED that all actions taken prior to the date herein by the officers and duly authorized agents of the Cooperative in connection with the subject of the foregoing, be ratified, confirmed, and approved; and

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

Attachments: [Budget Amendment for T333 Lago Vista-Nameless 2025-195 Final.pdf](#)

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

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

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

13. [2025-196](#) Resolution - Approval for Amendment to Project Budget for T380 Buda-Turnersville Overhaul - J Greene

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the amendment to the Cooperative's Capital Improvement Plan Individual Project Budget for T380 Buda-Turnersville Overhaul as described in the Executive Session is approved;

BE IT FURTHER RESOLVED that all actions taken prior to the date herein by the officers and duly authorized agents of the Cooperative in connection with the subject of the foregoing, be ratified, confirmed, and approved; and

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

Attachments: [Budget Amendment for T380 Buda-Turnersville 2025-196 Final.pdf](#)

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

A motion was made by Director Akers, 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

14. [2025-186](#) Resolution - Approval of Texas Electric Cooperative (TEC) Delegates for TEC Annual Meeting - A Stover

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the following persons are appointed and designated as authorized representatives of the Cooperative to serve as a voting delegate and alternate delegate to act at meetings of the Texas Electric Cooperatives ("TEC") as directed by the Board, including the 85th TEC Annual Meeting, August 3-6, 2025, and any future TEC Membership Meetings occurring through August 6,

2026, or until successors are appointed: Mark Ekrut, Voting Delegate; and Travis Cox, Alternate Voting Delegate.

The Board considered the delegates for the annual meeting of the Texas Electric Cooperative (TEC) and selected Director Mark Ekrut as the voting delegate, and Director Travis Cox as the alternate voting delegate.

A motion was made by Director Akers, 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

15. [2025-187](#) Resolution - Proposal for Approval of Allocation of 2024 Net Margins to Capital Credits - J Smith/K Jones

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that net margins shown in the Cooperative's Audited Financial Statements for the year ended December 31, 2024, in the amount of \$55,020,869 adjusted for an unbilled revenue amount of \$2,268,716 and adjusted for non-realized non-operating margins not related to providing electric services of (\$2,258,290) be approved for member allocation. This amount of \$54,751,295 shall be allocated first to revenue class based on contribution to gross margin and then second based on total gross electric billings for the calendar year 2024 to those patrons having positive billing amounts during the year within each class. The allocation factors calculated for 2024 are Residential 0.0650921606, Small Power 0.0570671028, Large Power 0.0411498481, Industrial 0.0036701545, and Transmission Level Service 0.0052547265.

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

Attachments: [Allocation of 2024 Net Margins to Capital Credits 2025-187 Final.pdf](#)

Ms. Kat Jones, Vice President, Finance, presented the resolution and asked the Board for approval.

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

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

Proposed Future Items / Meetings (subject to final posting)

16. [2025-188](#) 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.

17. [2025-189](#) Board Planning Calendar (Written Report in Materials)

Attachments: [PEC Annual Board Planning Calendar.pdf](#)
[3-Month Outlook Calendar.pdf](#)

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 10:52 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters

- 18. [2025-190](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
- 19. [2025-191](#) 2025 Texas Legislative Matters - J Urban
- 20. [2025-192](#) Litigation and Related Legal Matters - A Stover
- 21. [2025-193](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
- 22. [2025-069](#) Directors' Conflict of Interest Training and Directors' Code of Conduct Training - R Fischer

Executive Session - Contract and Competitive Matters

- 23. [2025-197](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 24. [2025-198](#) Markets Report - R Strobel/R Kruger

Executive Session - Real Estate Matters

- 25. [2025-201](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 26. [2025-202](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

Executive Session - Safety and Security Matters

- 27. [2025-203](#) Safety and Security Matters

Executive Session - Personnel Matters

- 28. [2025-204](#) Personnel Matters

Reconvene to Open Session

At 2:37 p.m., the Board reconvened to the Open Session meeting. The Board took up four (4) items from the Open Session meeting under Board Organizational Matters: #2025-180, #2025-181, #2025-182, and #2025-183.

Items from Executive Session

There were no matters for Board action from the Executive Session meeting.

4. [2025-180](#) Election - Office of President

Ms. Andrea Stover, General Counsel, said the Board may elect the Office of the President. Director Paul Graf proposed that the current officers remain as Board Officers, as elected in June 2024. The Board accepted Director Graf's proposal. Director Emily Pataki will continue to serve as Board President.

5. [2025-181](#) Election - Office of Vice President

Director Paul Graf proposed that the current officers remain as Board Officers, as elected in June 2024. The Board accepted Director Graf's proposal. Director Travis Cox will continue to serve as Board Vice President.

6. [2025-182](#) Election - Office of Secretary and Treasurer

Director Paul Graf proposed that the current officers remain as Board Officers, as elected in June 2024. The Board accepted Director Graf's proposal. Director Mark Ekrut will continue to serve as Board Secretary and Treasurer.

7. [2025-183](#) Resolution - Approval of the Appointment of Audit Committee and Audit Committee Chairperson

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that Directors Mark Ekrut and Milton Rister are hereby appointed and affirmed as members of the Audit Committee, effective as of June 20, 2025.

BE IT RESOLVED BY THE BOARD OF DIRECTORS that Director Amy Akers is hereby appointed and affirmed as the Chairperson of the Audit Committee, effective as of June 20, 2025.

Ms. Stover said the Board may now appoint the Audit Committee and the Audit Committee Chairperson. Vice President Travis Cox nominated Directors Mark Ekrut, and Milton Rister as Audit Committee members, and Director Amy Akers as Audit Committee Chairperson.

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

Adjournment

There being no further business to come before the Board of the Directors, the meeting adjourned at 2:41 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President