



# PEDERNALES ELECTRIC COOPERATIVE

Board of Directors Agenda - Final

06/20/2025 | 10:00 AM | PEC Headquarters Auditorium

**201 S Ave F, Johnson City, TX 78636**

Open Session of this Regular Meeting is held in the PEC Auditorium and recorded in accordance with Board Meetings Policy. Members may watch this meeting by live stream from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

## Call to Order and Roll Call

*9:00 AM Meeting called to order on June 20, 2025, at PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, TX.*

*The following agenda items may be considered in a different order than they appear.*

## Safety Briefing

## Board Organizational Matters

1. [2025-177](#) Acknowledgment and Seating of Newly-Elected Directors - A Stover
2. [2025-178](#) Receipt of Conflict of Interest Disclosure Form, Director Affirmation, and Acknowledgment of the Code of Conduct for Directors - A Stover
3. [2025-179](#) Resolution - Approval to Postpone the Election of Officers - A Stover
4. [2025-180](#) Election - Office of President
5. [2025-181](#) Election - Office of Vice President
6. [2025-182](#) Election - Office of Secretary and Treasurer
7. [2025-183](#) Resolution - Approval of the Appointment of Audit Committee and Audit Committee Chairperson

## Adoption of Agenda

## Consent Items

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

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

## Cooperative Monthly Report

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

Attachments: [June Cooperative Update V8 CFO.pdf](#)

**Member Comments (3-minute limitation or as otherwise directed by Board)**

**10. [2025-185](#) Member Comments**

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

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

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

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

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

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

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

**14. [2025-186](#) Resolution - Approval of Texas Electric Cooperative (TEC) Delegates for TEC Annual Meeting - A Stover****15. [2025-187](#) Resolution - Proposal for Approval of Allocation of 2024 Net Margins to Capital Credits - J Smith/K Jones**

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

**Proposed Future Items / Meetings (subject to final posting)****16. [2025-188](#) List of Board Approved Future Meetings**

**Attachments:** [2025 Board Meeting Calendar.pdf](#)

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

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

**Recess to 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****Items from Executive Session****Adjournment**



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File #: 2025-177, Version: 1

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## **Acknowledgment and Seating of Newly-Elected Directors - A Stover**

**Submitted By: Andrea Stover**

**Department: General Counsel**

**Financial Impact and Cost/Benefit Considerations: Pursuant to the Board of Directors Compensation Policy, Directors receive a fixed monthly fee of \$3000 (which is currently included within the Operating Budget) provided that a Director regularly attends Board meetings.**

Pursuant to the Bylaws of Pedernales Electric Cooperative, Inc. (PEC), a Director's term begins immediately upon adjournment of the Annual Meeting of the Members at which the Director is elected.

### **PEC BYLAWS**

#### **Article III - Directors**

##### **Section 2. Qualifications and Terms of Directors**

**Terms.** Except as otherwise provided in these Bylaws, a Director's term is three (3) years and until a successor Director is elected ("Director Term"), which may be more or less than three (3) full years depending on the actual dates of the Director's election at Annual Meeting and service through the Annual Meeting in the third year after such Director's election. Three years shall be measured as the period from the date of the Director's election at Annual Meeting until the date of the Annual Meeting in the third year after such Director's election. A Director Term begins immediately upon adjournment of the Member Meeting at which the Director is elected. A Director Term ends immediately upon adjournment of the Member Meeting at which his or her successor is elected. A Director may not serve more than four (4) consecutive full Director Terms. The count of consecutive terms shall be reset to zero (0) upon the expiration of three (3) years from the date a Director ended his or her most recent term. Therefore, a Director disqualified under this provision and who is otherwise qualified is eligible to run as a candidate for a term commencing at least three (3) years after completion of the Director's last term. Nothing in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors. Subject to Term Limits, any Director may succeed himself or herself.



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File #: 2025-178, Version: 1

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## Receipt of Conflict of Interest Disclosure Form, Director Affirmation, and Acknowledgment of the Code of Conduct for Directors - A Stover

**Submitted By: Andrea Stover**  
**Department: General Counsel**

Section 8.9 of the Election Policy and Procedures requires that immediately after the conclusion of the Annual Meeting of the Members, all elected Directors must execute and deliver (i) the conflict-of-interest disclosure form, (ii) the Director Affirmation as to their eligibility to be a Director, and (iii) the acknowledgment of the Directors' Code of Conduct.

The requirements are briefly outlined below, and copies of the forms required are attached.

- **CONFLICT OF INTEREST POLICY**

4. Procedure Responsibilities

4.4 Each Official must annually complete and sign the Conflict-of-Interest Certification and Disclosure Form attached as Appendix A to this Policy, and deliver the completed and signed Form to the Board President or the CEO immediately.

- **BYLAWS - DIRECTOR Qualifications**

In the Director Affirmation, directors each affirm that they meet the "Director Qualifications" included in the PEC Bylaws Article III - Directors, Section 2. Qualifications and Terms - Qualifications.

- **DIRECTORS' CODE OF CONDUCT**

VIII. Policy Implementation and Responsibility

1) All Directors and candidates, nominees, or appointees to the Board shall receive a copy of this Code and attest to having received and understanding it by executing the attached Code of Conduct Affirmation and returning it to the Recording Secretary of the Board.



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**File #:** 2025-179, **Version:** 1

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**Resolution - Approval to Postpone the Election of Officers - A Stover**

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** NA

Pursuant to Article V, Section II of the Bylaws of Pedernales Electric Cooperative, Inc. (PEC), the officers of the PEC Board of Directors are elected at the first regular meeting of the Board of Directors, or first special meeting called for that purpose, after the Annual Meeting of the Members.

The Board of Directors, at their discretion, may determine additional time is needed to elect officers.

**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 the Board's July 2025 Regular Meeting.



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File #: 2025-180, Version: 1

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## Election - Office of President

**Submitted By: Andrea Stover**

**Department: General Counsel**

**Financial Impact and Cost/Benefit Considerations: Pursuant to Section 3.2.1 of the Board of Directors Compensation Policy, Directors who serve as an Officer of the Board shall receive a monthly fee of \$100 (which is currently included within the Operating Budget) in addition to the fixed monthly fee.**

Pursuant to the Bylaws of Pedernales Electric Cooperative, Inc. (PEC), the officers of PEC include a President, Vice President, Secretary and Treasurer, and these officers are elected at the first regular meeting of the Board of Directors after the Annual Meeting of the Members.

## PEC BYLAWS

### Article V - Officers

**Section 1. Board Officers.** The officers of the Board of Directors of the Cooperative shall be a President, Vice President, Secretary and Treasurer ("Officers"). The offices of Secretary and Treasurer may be held by the same person.

**Section 2. Election and Term of Office.** The Officers shall be elected annually by and from the Board of Directors at the first regular meeting of the Board of Directors, or first special meeting of the Board of Directors called for that purpose, held after a Member Meeting at which Directors were elected.

**Section 5. President.** The President shall be the principal executive officer of the Board and shall preside at all Member Meetings and of the Board of Directors; sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Cooperative, or shall be required by law to be otherwise signed or executed; and in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.



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File #: 2025-181, Version: 1

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## Election - Office of Vice President

**Submitted By: Andrea Stover**

**Department: General Counsel**

**Financial Impact and Cost/Benefit Considerations: Pursuant to Section 3.2.1 of the Board of Directors Compensation Policy, Directors who serve as an Officer of the Board shall receive a monthly fee of \$100 (which is currently included within the Operating Budget) in addition to the fixed monthly fee.**

Pursuant to the Bylaws of Pedernales Electric Cooperative, Inc. (PEC), the officers of PEC include a President, Vice President, Secretary and Treasurer, and these officers are elected at the first regular meeting of the Board of Directors after the Annual Meeting of the Members.

## PEC BYLAWS

### ARTICLE V - Officers

**Section 1. Board Officers.** The officers of the Board of Directors of the Cooperative shall be a President, Vice President, Secretary and Treasurer ("Officers"). The offices of Secretary and Treasurer may be held by the same person.

**Section 2. Election and Term of Office.** The Officers shall be elected annually by and from the Board of Directors at the first regular meeting of the Board of Directors, or first special meeting of the Board of Directors called for that purpose, held after a Member Meeting at which Directors were elected.

**Section 6. Vice President.** The Vice President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned by the Board of Directors.



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File #: 2025-182, Version: 1

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## Election - Office of Secretary and Treasurer

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** Pursuant to Section 3.2.1 of the Board of Directors Compensation Policy, Directors who serve as an Officer of the Board shall receive a monthly fee of \$100 (which is currently included within the Operating Budget) in addition to the fixed monthly fee.

Pursuant to the Bylaws of Pedernales Electric Cooperative, Inc. (PEC), the officers of PEC include a President, Vice President, Secretary and Treasurer, and these officers are elected at the first regular meeting of the Board of Directors after the Annual Meeting of the Members.

### PEC BYLAWS

#### ARTICLE V - Officers

**Section 1. Board Officers.** The officers of the Board of Directors of the Cooperative shall be a President, Vice President, Secretary and Treasurer ("Officers"). The offices of Secretary and Treasurer may be held by the same person.

**Section 2. Election and Term of Office.** The Officers shall be elected annually by and from the Board of Directors at the first regular meeting of the Board of Directors, or first special meeting of the Board of Directors called for that purpose, held after a Member Meeting at which Directors were elected.

**Section 7. Secretary.** The Secretary shall: be responsible for minutes of meetings of the Members and the Board of Directors; be responsible for authenticating the Cooperative's records; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.



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File #: 2025-183, Version: 1

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

**Submitted By: Andrea Stover**

**Department: General Counsel**

**Financial Impact and Cost/Benefit Considerations:** Pursuant to Section 3.3.1 of the Board of Directors Compensation Policy, Directors who are members of a Board Committee shall receive \$100 for attendance and participation in a Board Committee meeting (which is currently included in the Cooperative's Operating Budget) in addition to the fixed monthly fee. Directors may receive up to a maximum of \$400 annually for each Board Committee.

The Cooperative's Board Committee Guidelines provide that each standing committee of the Board has a chairperson who is appointed annually by the Board President and approved by the Board. Those appointments take place at the first Regular or Special Board Meeting following the Cooperative's Annual Meeting.

On July 15, 2013, the Board voted to dissolve all standing committees except the Audit Committee. The Board may now consider appointment of the Audit Committee and the Audit Committee Chairperson.

The 2024-2025 Audit Committee Members were:

- James Oakley, Chairperson
- Amy Akers, Committee Member
- Milton Rister, Committee Member

**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.



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**File #:** 2025-071, **Version:** 1

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**Friday, May 16, 2025 - Regular Meeting Minutes**



# Pedernales Electric Cooperative

PO Box 1  
Johnson City, TX 78636

## Meeting Minutes - Draft

### Board of Directors

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Friday, May 16, 2025

9:00 AM

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

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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 video 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 May 16, 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 James Oakley, 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. [2025-145](#) **Friday, April 17, 2025 - Regular Meeting Minutes**

**Attachments:** [2025-04-17 OS Meeting Minutes.pdf](#)

#### Cooperative Recognitions

2. [2025-146](#) **Moment of Silence in Commemoration of Memorial Day**

President Emily Pataki recognized the upcoming May 26, 2025, Memorial Day Holiday with a moment of silence in commemoration of those serving and those who served in the United States Armed Forces.

3. [2025-152](#) **Resolution - Approval of Recognition for James Oakley, Director District 5 - E Pataki**

President Emily Pataki presented the resolution recognizing Director James Oakley's 12 years of service as a PEC Board Director, and recommended the resolution be adopted.

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

**Yes:** 6 - Rister, Pataki, Ekrut, Cox, Graf, and Akers

**Abstain:** 1 - Oakley

### Cooperative Monthly Report

4. [2025-147](#) **Cooperative Update - J Parsley/C Powell/N Fulmer/R Kruger/J Urban**

**Attachments:** [2025-147 May Cooperative Update final.pdf](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Christian Powell, Chief Compliance 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)

There were no members present.

5. [2025-148](#) **Member Comments**

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

### Action Items / Other Items

6. [2025-149](#) **Resolution - Approval of Construction Contract - Nameless T3 Addition - J Greene**

**Body:** BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Cooperative is authorized to execute a contract to construct the Nameless T3 Addition as described 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.

**Attachments:** [PPT - Nameless T3 Addition Construction Contract - 2025-149 Final](#)

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 Secretary/Treasurer Ekrut, that this item be approved. The motion carried by the following vote:**

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

7. [2025-150](#) **Resolution - Approval for Enterprise License Agreement with Cisco - L Mueller**

**Body:** **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Cooperative is approved to execute the five-year enterprise license agreement with Cisco Systems, Inc. as presented to the Board 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 and execute the license agreement.

**Attachments:** [PPT - Cisco Enterprise Service Agreement - 2025-150 - FINAL](#)

Ms. Lori Mueller, Vice President, Head of Technology and Digital Strategy, 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, Oakley, Graf, and Akers

8. [2025-151](#) **Resolution - Approval of Capital Credits Special Distribution during Calendar Year 2025 - J Smith**

**Body:** **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that based on review, discussion and evaluation of the Capital Credits Policy and the financial state of the Cooperative and fairness to its members and former members, with input from the Cooperative's Chief Financial Officer, that capital credit retirements as described herein will not result in any adverse impact to the Cooperative;

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative distribute and pay out Special Capital Credit Retirements in an amount not to exceed \$5,000,000 on or prior to June 30, 2025, as described herein to any former members who are entitled to a distribution of at least \$10.00 by check; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Financial Officer of the Cooperative, as designee of the Chief Executive Officer, or any person designated for such purpose, is authorized to take actions necessary or appropriate in the best interests of the Cooperative to implement these resolutions.

**Attachments:** [2025 Capital Credits Special Distribution 2025-151 Final.pdf](#)

Ms. Janelle Smith, Director of Finance, 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, Oakley, Graf, and Akers

9. [2025-153](#) **Resolution - Approval of the 2026-2030 Strategic Plan - E Dauterive**

**Body:** **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the 2026-2030 Strategic Plan as developed by the Board and considered this day, is adopted as the Strategic Plan of the Cooperative for 2026-2030; and

**BE IT FURTHER RESOLVED**, the Chief Executive Officer, or designee, is authorized to take all such actions necessary to implement the Cooperative's Strategic Plan and this resolution.

**Attachments:** [PPT - Strategic Plan Overview Final 2025-153 Final Strategic Plan 2025 - Final](#)

Mr. Eddie Dauterive, Chief Strategy Officer, 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, Oakley, Graf, and Akers

**10.     [2025-154](#)     **2025 Election Timeline Monthly Update - A Stover (Written Report in Materials)****

**Attachments:** [2025 Election Timeline Final Board Approved 122024 2025-154.pdf](#)

Ms. Andrea Stover, General Counsel indicated that voting begins on May 21, 2025.

**11.     [2025-156](#)     **Summer Preparedness - N Fulmer/J Greene/J Urban/C Powell****

Mr. Christian Powell, Chief Compliance Officer, Mr. Nathan Fulmer, Chief Operations Officer - Distribution, Mr. Jonathan Greene, Chief Operations Officer - Transmission, and Mr. JP Urban, Chief Administrative Officer, presented a collaborative report.

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

**12.     [2025-157](#)     **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.

**13.     [2025-158](#)     **Board Planning Calendar (Written Report in Materials)****

**Attachments:** [Annual Board Planning Calendar.pdf](#)  
[3-Month Outlook.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 10:29 a.m., stated the Board would go into Executive Session.

**Executive Session - Legal Matters**

- 14.     [2025-159](#)     Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
- 15.     [2025-160](#)     2025 Texas Legislative Matters - J Urban
- 16.     [2025-161](#)     Litigation and Related Legal Matters - A Stover
- 17.     [2025-162](#)     Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
- 18.     [2025-163](#)     Ethics and Compliance Semiannual Update - B Headrick

**Executive Session - Contract and Competitive Matters**

- 19.     [2025-164](#)     Draft Resolution - Budget Amendment for T323 Marshall Ford-Paleface TL Overhaul - J Greene
- 20.     [2025-165](#)     Draft Resolution - Budget Amendment for T333 Lago Vista-Nameless TL Overhaul - J Greene
- 21.     [2025-166](#)     Draft Resolution - Budget Amendment for T380 Buda-Turnersville TL Overhaul - J Greene
- 22.     [2025-167](#)     Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 23.     [2025-168](#)     Markets Report - R Strobel/R Kruger
- 24.     [2025-206](#)     Tariff Update - K Jones/R Kruger

**Executive Session - Real Estate Matters**

- 25.     [2025-169](#)     Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 26.     [2025-170](#)     Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

**Executive Session - Safety and Security Matters**

- 27.     [2025-171](#)     Safety and Security Matters

**Executive Session - Personnel Matters**

- 28.     [2025-172](#)     Personnel Matters

[2025-173](#)**Resolution - Review and Approval of 2025 CEO Performance Evaluation and Compensation - T Cox****Reconvene to Open Session**

At 2:00 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 James Oakley, and Director Paul Graf

**Absent:** 1 - Director Amy Akers

**Items from Executive Session**

The following agenda item was discussed in Executive Session and set for approval in Open Session.

**29. [2025-173](#)****Resolution - Review and Approval of 2025 CEO Performance Evaluation and Compensation - T Cox**

**Body:** **WHEREAS**, an effective CEO performance evaluation process is a key factor in creating and maintaining a strong and effective relationship between PEC's Board of Directors and the CEO;

**WHEREAS**, the Board of Directors' evaluation of the CEO's performance is based on the CEO's achievement of goals, objectives and management responsibilities;

**WHEREAS**, consideration of the CEO's appropriate compensation includes the results of the Board of Director's performance evaluation and review of CEO compensation market data; and

**WHEREAS**, the Board of Directors conducted its annual performance evaluation of and consideration of compensation changes for the CEO this day;

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the CEO's performance evaluation and compensation are approved as discussed this day in Executive Session.

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

**Yes:** 6 - Rister, Pataki, Ekrut, Cox, Oakley, and Graf

**Absent:** 1 - Akers

**Adjournment**

There being no further business to come before the Board of the Directors, the meeting adjourned at 2:02 p.m.

Approved:

\_\_\_\_\_  
Mark Ekrut, Secretary

\_\_\_\_\_  
Emily Pataki, President



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**File #:** 2025-184, **Version:** 1

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**Cooperative Update - J Parsley/N Fulmer/R Kruger/J Urban**

**Submitted By:** Julie Parsley  
**Department:** Chief Executive Officer



# Cooperative Update

Julie C. Parsley | Chief Executive Officer

Nathan Fulmer | Chief Operations Officer — Distribution

Randy Kruger | Chief Financial Officer

JP Urban | Chief Administrative Officer



# CEO Report

Julie C. Parsley | Chief Executive Officer

# 89<sup>th</sup> Legislative Session

- The 89<sup>th</sup> Texas Legislative session ended June 2
- Approximately 9,014 bills and joint resolutions were filed. Of those, 1,210 passed and so far, two were vetoed\*
- Three bills passed related to distribution pole integrity
  - HB 144: Must submit pole management plan by May 1 annually
  - HB 145: Must submit wildfire mitigation plan
  - SB 1789: Requires PUC to establish T&D pole standards
- SB 6 passed related to ERCOT growth and large load development
- Pole attachments & eminent domain did not pass

\*Veto period ends June 22

\*\*A special session is possible



# Texas Senate Confirms PUC Commissioners

- On May 21, the Texas Senate unanimously confirmed the appointments of Thomas Gleeson as chairman and Courtney Hjaltman as commissioner of the PUC
- Governor Abbott appointed Gleeson chairman in January 2024 and Hjaltman commissioner in June 2024
- Gleeson and Hjaltman joined the already confirmed Kathleen Jackson
- Two vacancies remain on the Commission



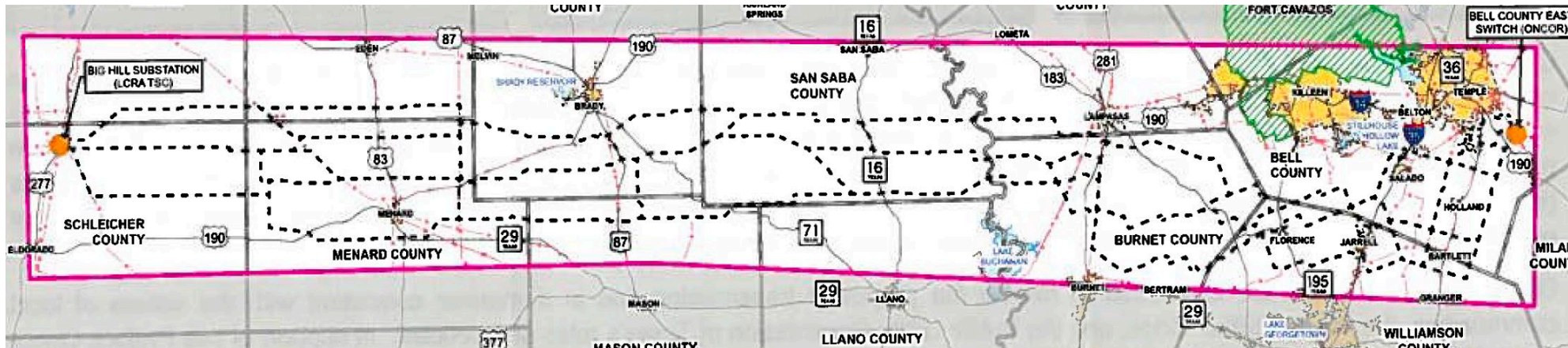
# 765-kV Permian Basin Project Beginning

- As we discussed earlier this year, the PUC approved plans to build extra high voltage transmission lines in Texas to help meet the Permian Basin's growing power needs
  - Introducing 765-kV transmission lines
  - Currently, the largest lines in Texas are 345-kV
- These new lines can transport large volumes of electricity to underserved areas
- PEC will be monitoring impacts of new lines that impact our facilities and systems
- If members believe they may be affected by a project, they may want to participate at the PUC level



# Oncor/LCRA Project Runs Through PEC

- Oncor and LCRA announced plans to build a portion of the new 765-kV transmission line approved in April by the PUC as part of the Permian Basin reliability plan
- The proposed lines will run through PEC's service area
- It will take several years to be approved by the PUC and be built
- PEC will monitor the process closely and provide input to the extent the line impacts our facilities
- Oncor and LCRA are hosting three public meetings this month to collect input
- Information is available on Oncor and LCRA's websites



# Congratulations, Graduates!



**Tammy Molina**

Administrative  
Assistant

***Associate –  
Administrative  
Office***

***Management***  
McClennan Community College



**Taggart Raffety**

Technology  
Portfolio  
Manager

***MBA***

*Texas A&M University -  
Kingsville*



**Ben Woods**

Electrical  
Distribution Design  
& Planning  
Manager

***MBA***

*Texas A&M University –  
Corpus Christi*

## PEC Tuition Reimbursement



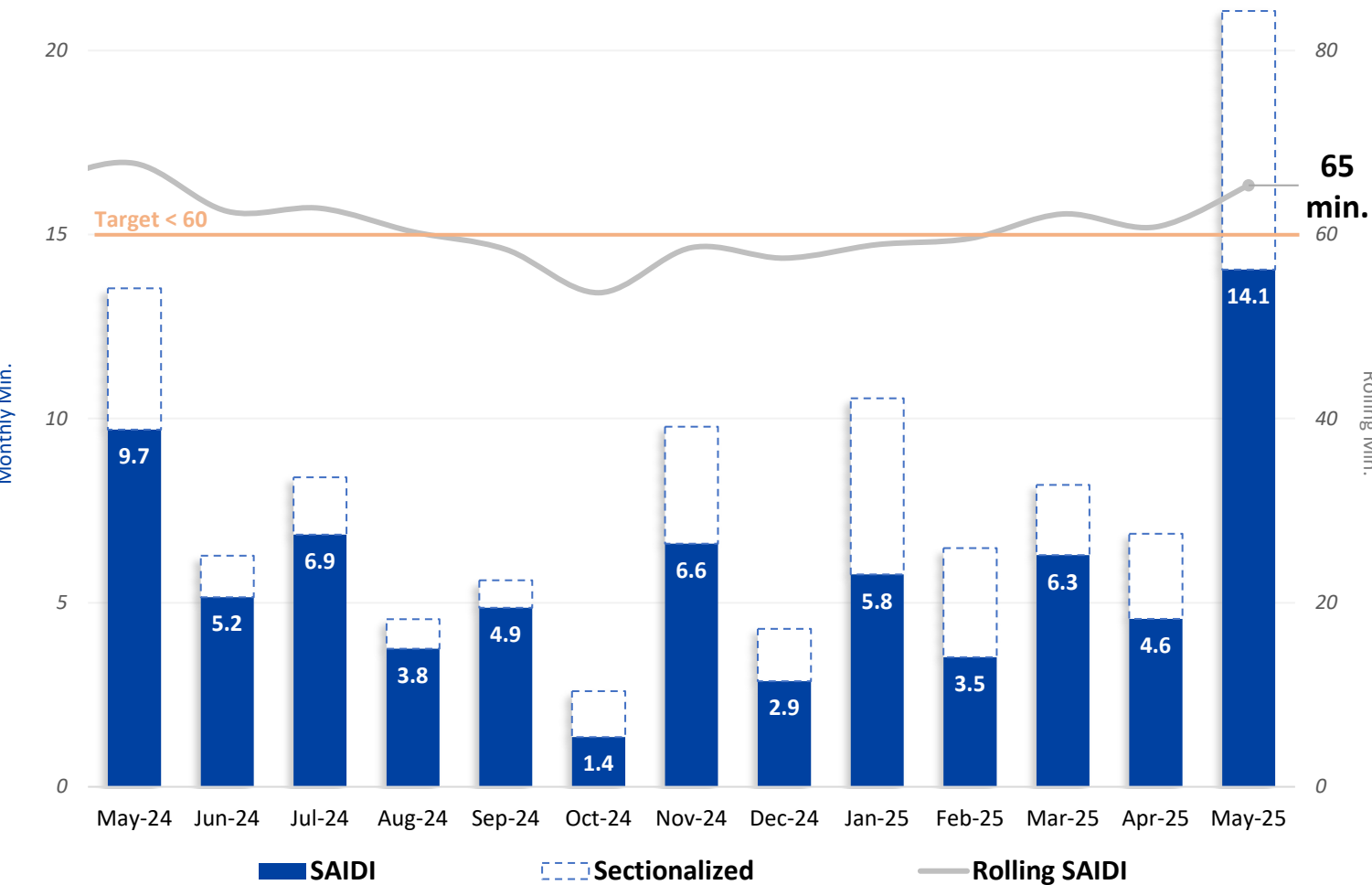
- PEC has a generous tuition reimbursement program for employees
- We provide \$5,250 per calendar year for employees attending an accredited college, university, or technical school



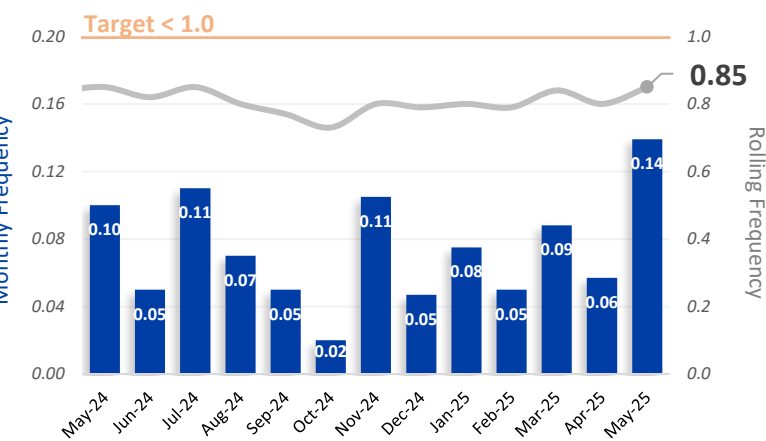
# Operations Report

Nathan Fulmer | Chief Operations Officer -  
Distribution

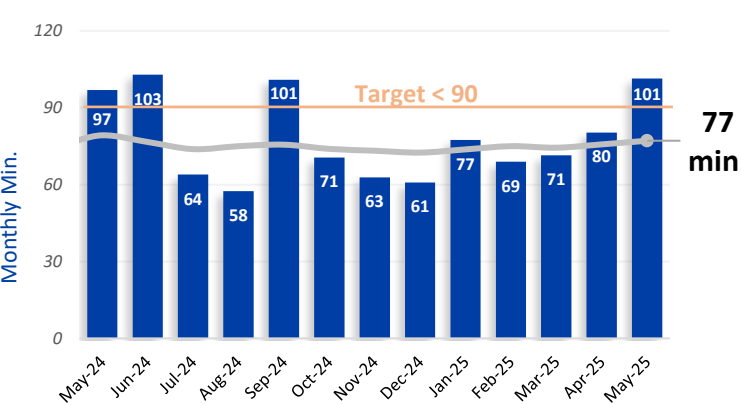
SAIDI System Average Interruption Duration Index



SAIFI System Average Interruption Frequency Index



CAIDI Customer Average Interruption Duration Index



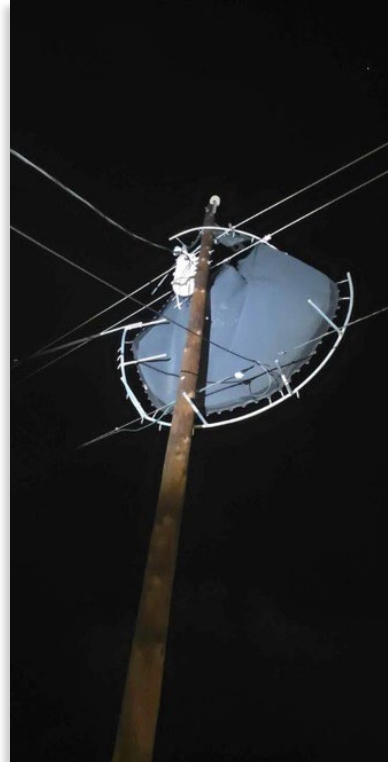
# Storm Season

## Extreme Weather - May 28, 2025

Severe weather hit Central Texas, bringing heavy flooding and high winds that reached up to 77 mph, as well as 2-3 inches of rain within half an hour.

PEC recorded 7,500 member outages during the event.

- 236 outages impacting ~7,500 members
- 0 transmission line events
- 23 feeder-level trip and recloses
- 15 SCADA-controlled recloser trip and recloses
- 1 SCADA-controlled recloser lock out
- 2 feeder-level lockouts (MF district)
- 237 total PEC resources in the field
- Peak outages occurred at 3 a.m. and by noon, nearly all members were restored

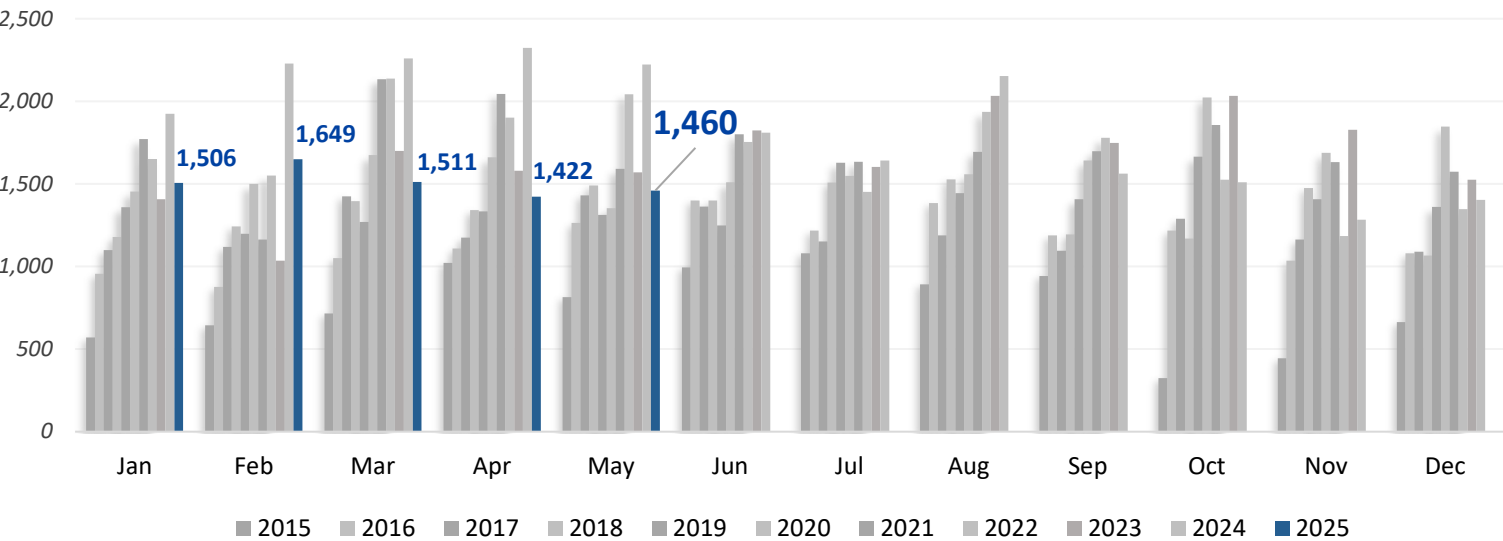


**PEC's operational preparedness and system resiliency was demonstrated throughout this event and highlighted the importance of advanced resource staging, coordination with the control center, strong construction standards, sectionalizing large outages, targeted vegetation control, and proactive system maintenance.**

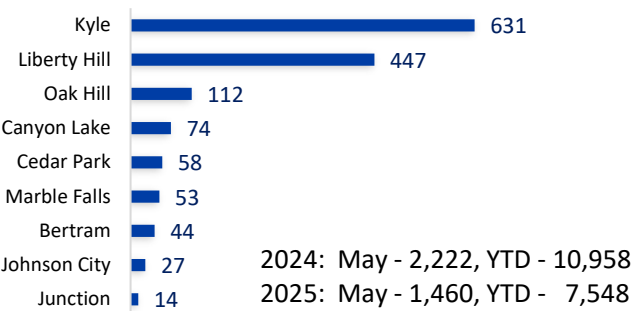
# System Growth

## Line Extensions Completed

2023: 19,886    2024: 22,323    2025 YTD: 7,548



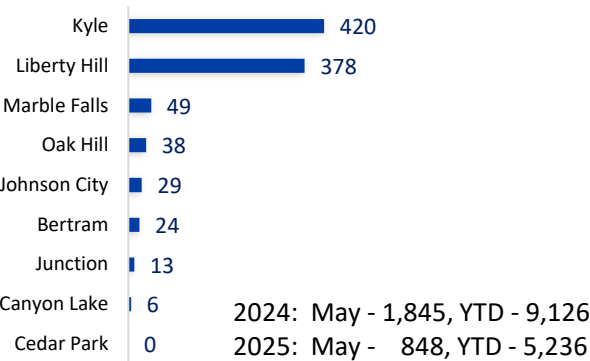
## Line Extensions by District



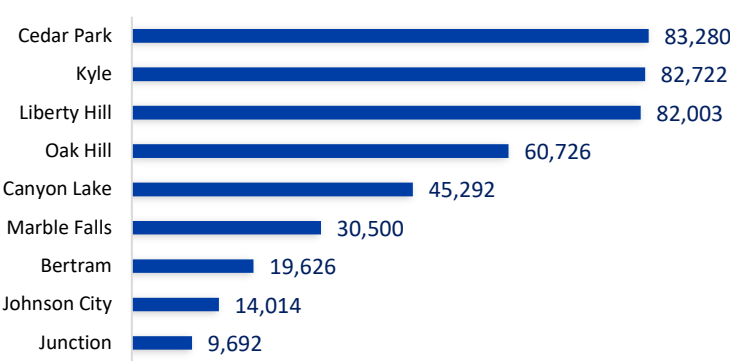
## Miles of Distribution Line:

Overhead:	17,809	(69%)
Underground:	7,935	(31%)
Total:	25,745	

## Meter Growth (848)

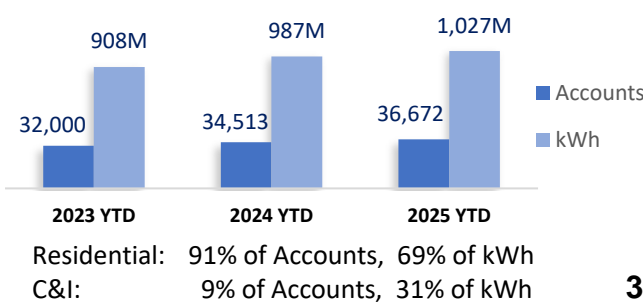


## Meter Totals (427,855)



## Commercial & Industrial

### Accounts and Demand YTD



# Safety + Technical Training Update

## Department Highlights

### 1. Training and Classes

- Successfully completed the Y2 LAP class, enhancing team skills and knowledge.

### 2. Field Assessments

- Conducted 11 field assessments to support project evaluations and progress.

### 3. Pre-employment Assessments

- Completed three pre-employment assessments to streamline candidate selection and onboarding.

### 4. Team Development

- Held the first apprentice rodeo team practice, fostering skill development and teamwork among apprentices.

### 5. Refresher Training

- Conducted a Professional Technical Educator (PTE) refresher session to update team knowledge and reinforce instructional standards.

## Apprentice Spotlight



**Brandon Spack**

Lineworker  
Apprentice 1  
*Bertram*

Brandon Spack, a Lineworker Apprentice 1 from the Bertram district, has demonstrated impressive skills and confidence through his training and hands-on experience. With expertise in tree climbing, maintenance, and fire line trenching in California, he inspires his fellow apprentices by overcoming fears of working at heights and showing dedication to safety.

Brandon's commitment makes him a valued team member and a role model for growth and teamwork.



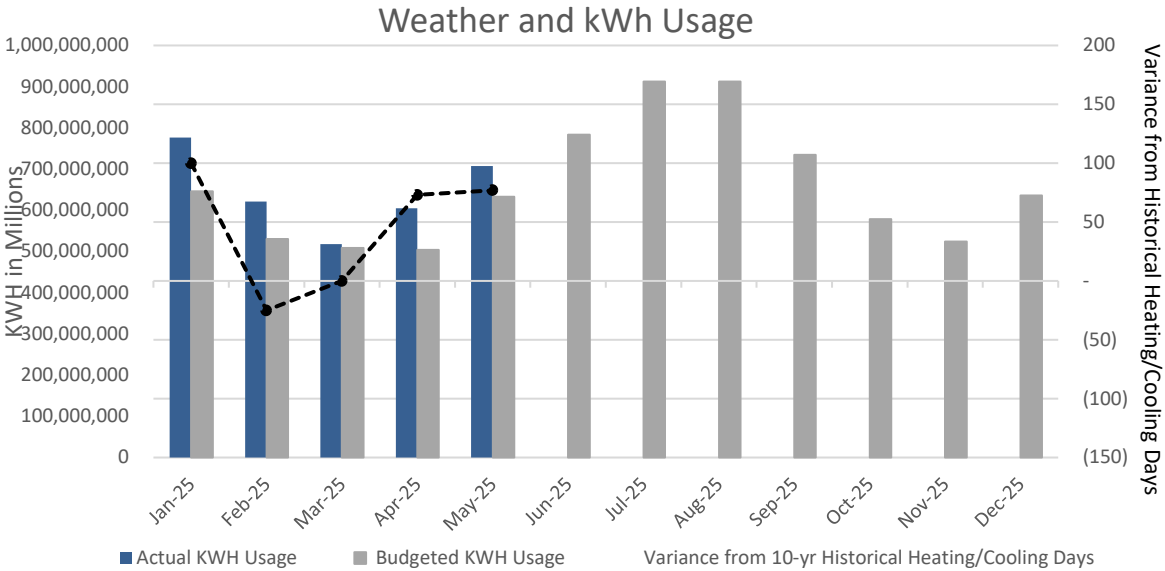
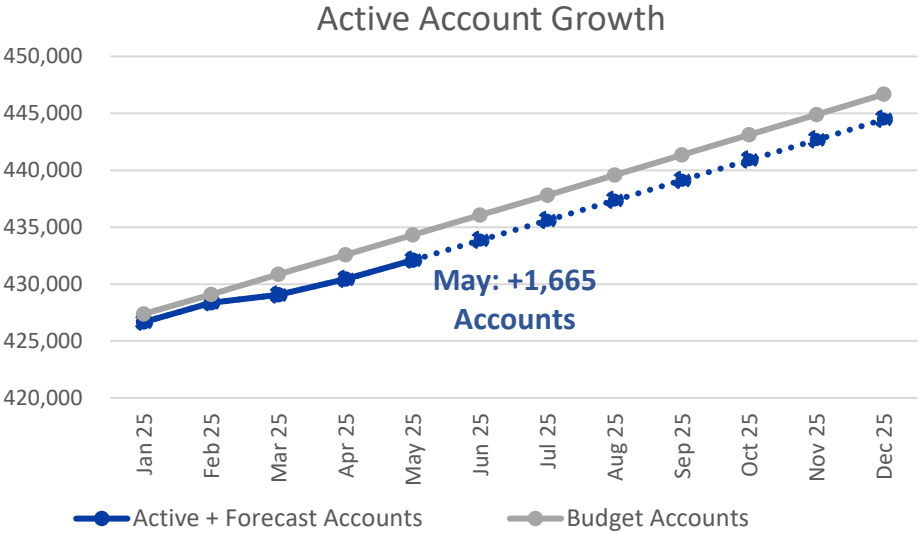
# May 2025 Financial Report

Randy Kruger | Chief Financial Officer

# Finance at a Glance – May 2025

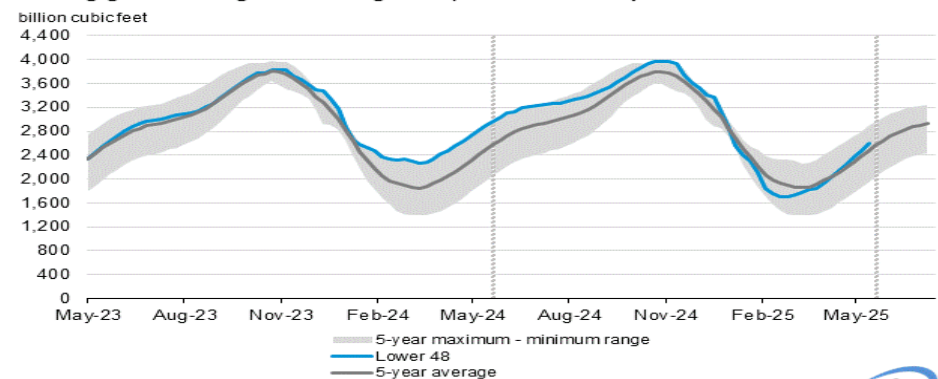
	MTD (\$ in millions)			YTD (\$ in millions)		
	Actual	Budget	Variance	Actual	Budget	Variance
MWH Sold	707,252	632,999	74,253	3,228,208	2,821,195	407,013
Gross Margins	\$ 36.9	\$ 32.5	\$ 4.4	\$ 161.2	\$ 154.7	\$ 6.5
Net Margins	\$ 10.4	\$ 4.7	\$ 5.7	\$ 28.2	\$ 18.4	\$ 9.8
EBIDA	\$ 21.7	\$ 16.3	\$ 5.4	\$ 84.3	\$ 75.2	\$ 9.1
Revenue O/(U)	\$ 7.6	\$ 6.7	\$ 0.9	\$ 14.8	\$ (3.0)	\$ 17.8
EBIDA(X)	\$ 29.3	\$ 23.0	\$ 6.3	\$ 99.1	\$ 72.3	\$ 26.8

	Liquidity Coverage
Cash & Marketable Securities	\$ 29,322,477
Short Term Facilities	605,000,000
Less: Short Term Borrowings	164,225,576
Available Liquidity	\$ 470,096,901
Liquidity Coverage (Days)	198



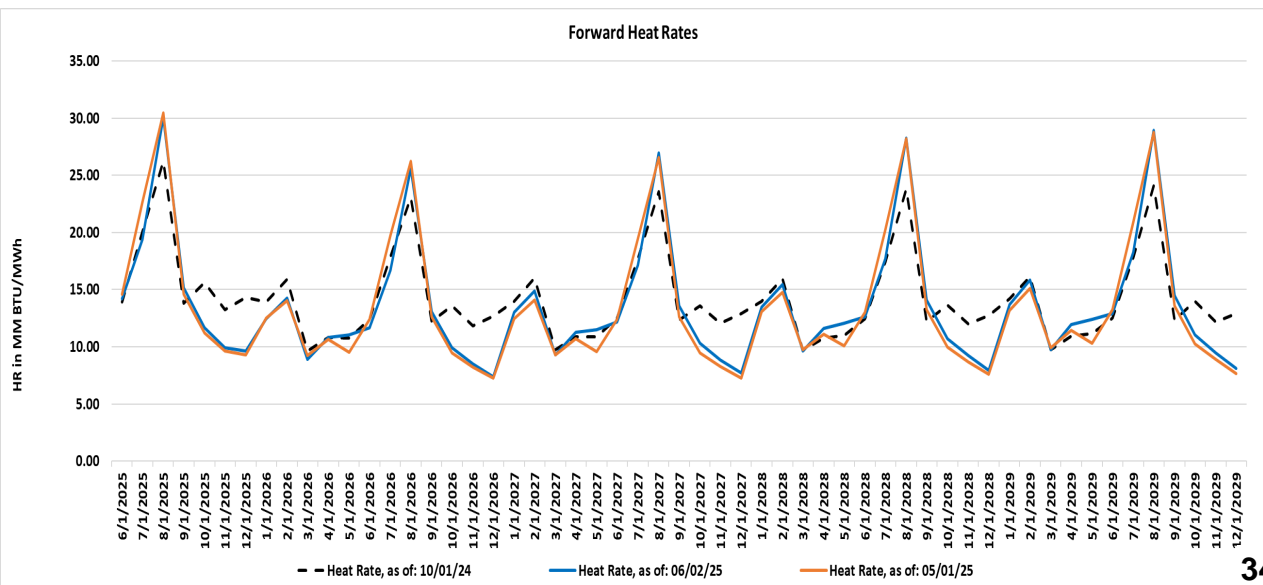
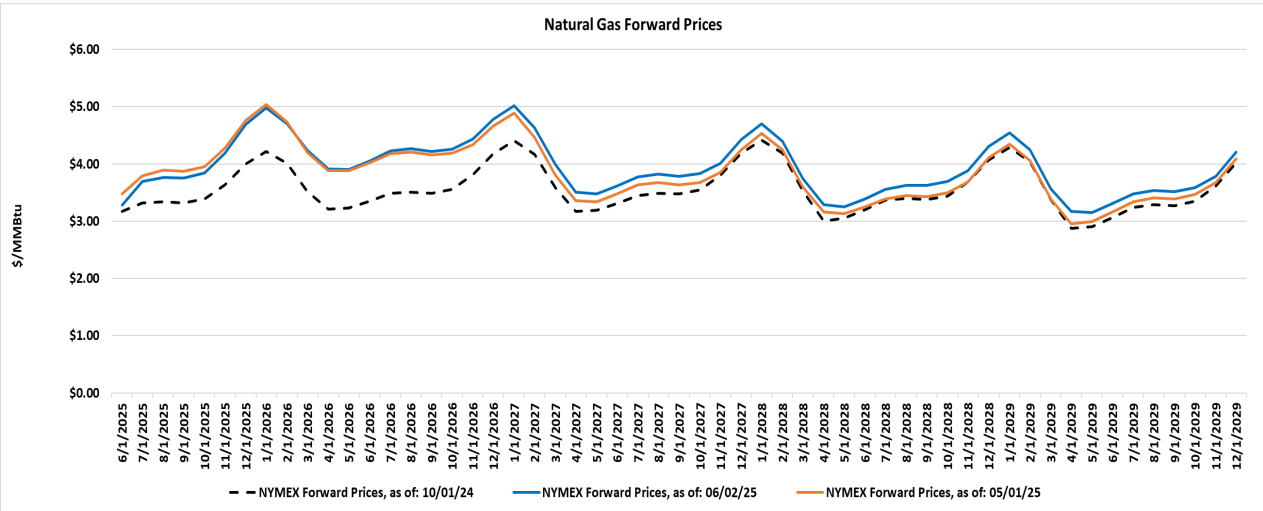
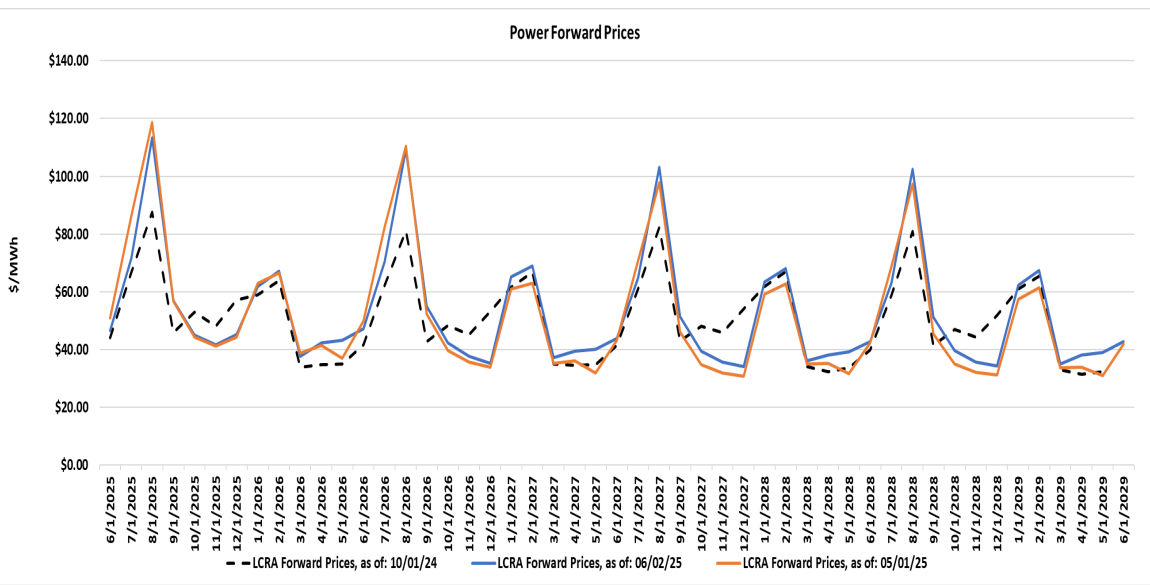
# Power Market Fundamentals

Working gas in underground storage compared with the 5-year maximum and minimum



Data source: U.S. Energy Information Administration  
Note: The shaded area indicates the range between the historical minimum and maximum values for the weekly series from 2020 through 2024. The dashed vertical lines indicate current and year-ago weekly periods.

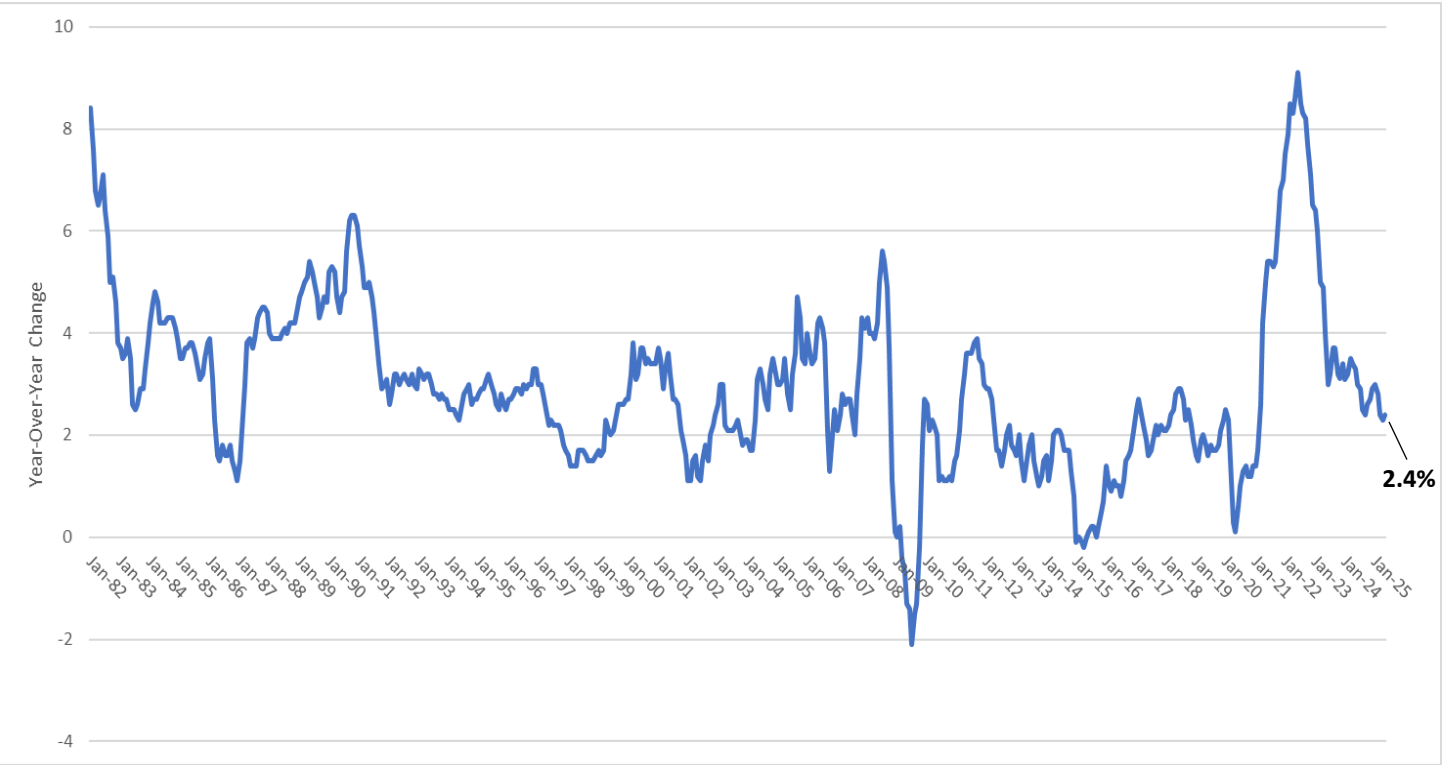
As of June 05, 2025



# Inflation

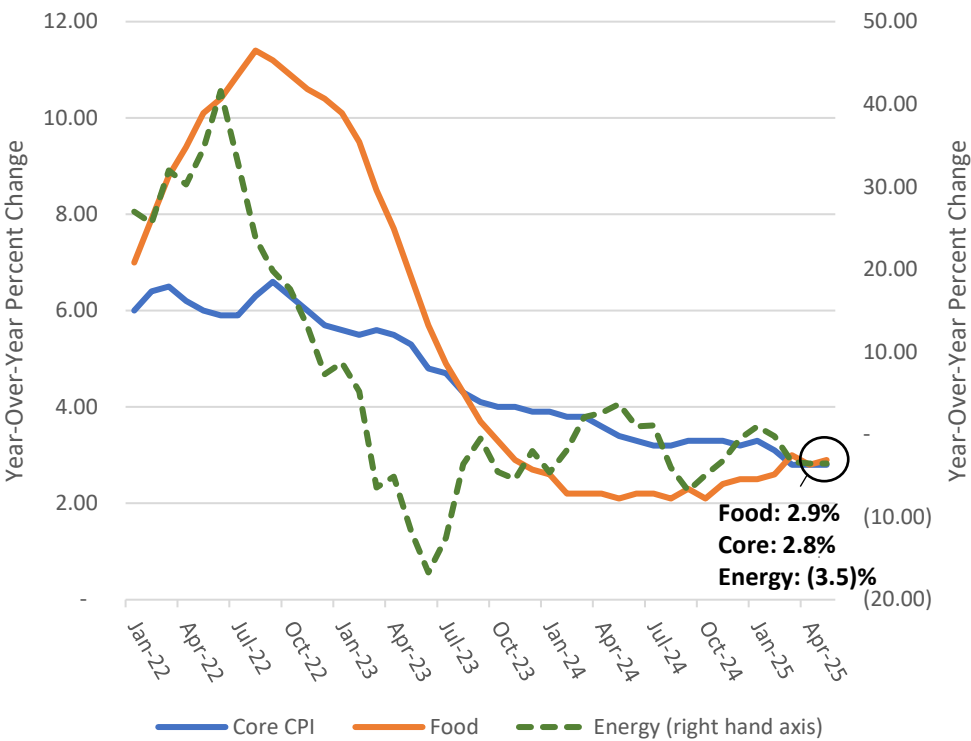
Overall CPI increased to 2.4% YoY from 2.3% YoY in April; Core CPI remained at 2.8% YoY from the previous month. Energy prices were down -3.5% YoY driven by gasoline (-12.0%) and fuel oil (-8.6%); partially offset by utility gas service (+15.3%) and sustained increases to electricity prices (+4.5%).

CPI Jan 1982 to May 2025



Source: U.S. Bureau of Labor Statistics

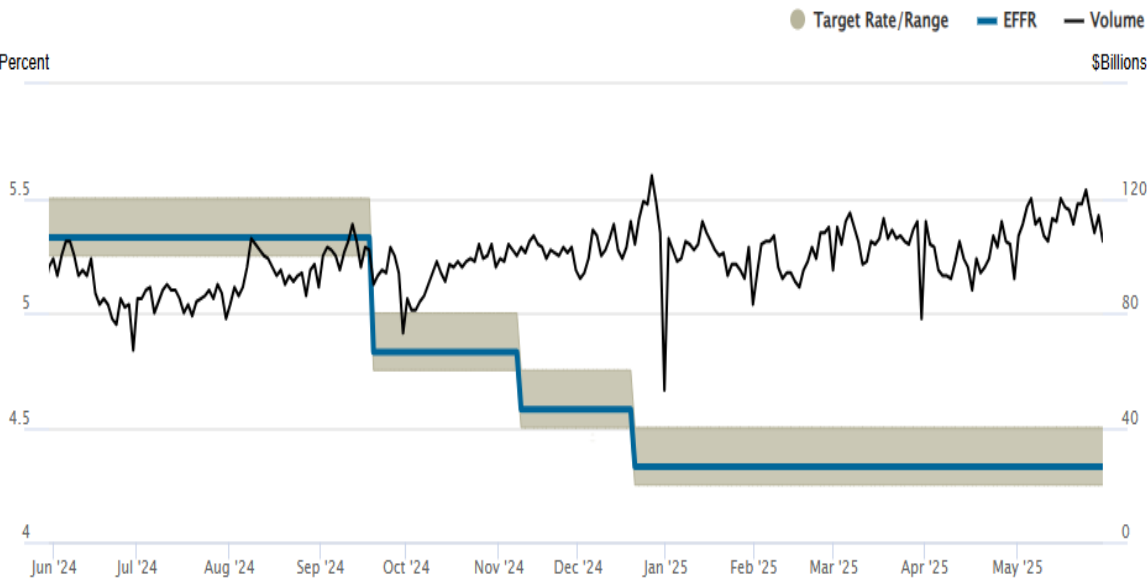
Core CPI, Food and Energy  
Jan 2022 to May 2025



Source: U.S. Bureau of Labor Statistics

# Interest Rates

## Federal Funds Rate



Source: Federal Reserve Bank of New York 06/02/2025

## 10-Year Note



Source: The Wall Street Journal 06/11/2025



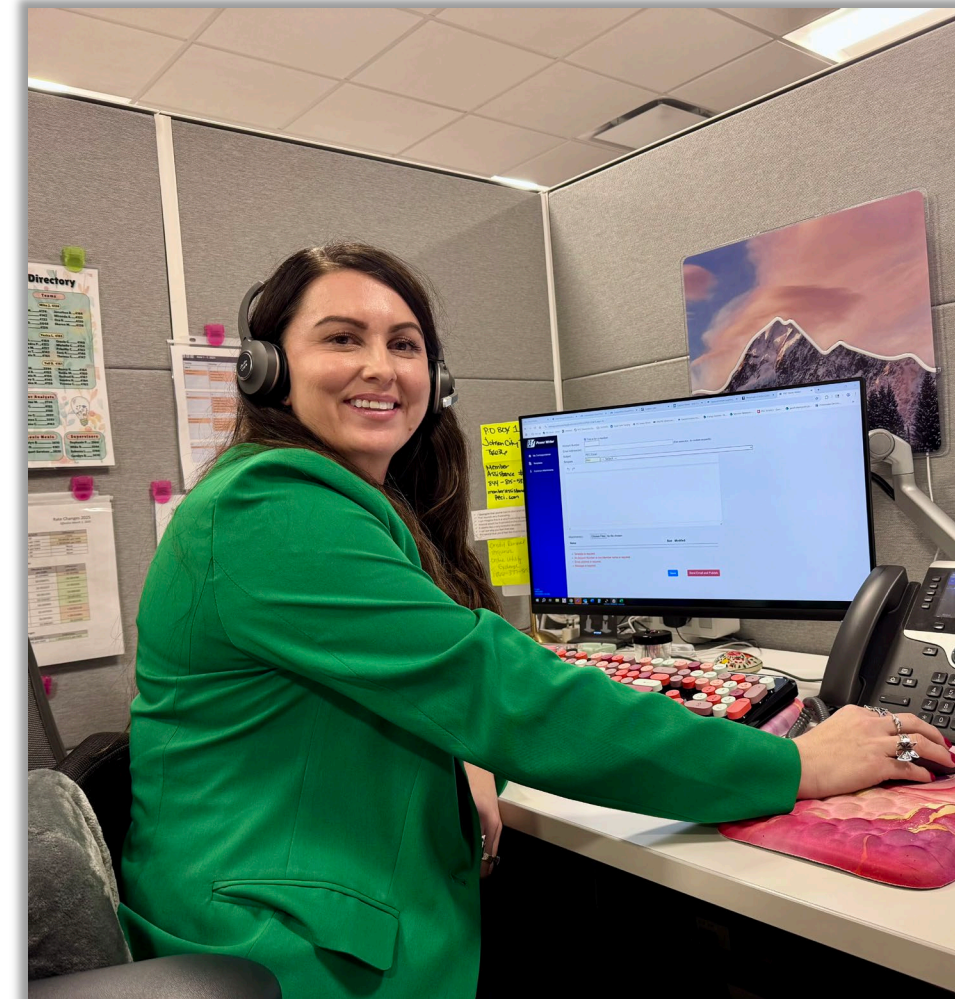
# CAO Report

JP Urban | Chief Administrative Officer

# Member Relations Report

## May Member Relations Metrics

- Calls handled: 21,944
- Chats handled: 1,413
- Applications for existing service
  - Online: 3,249 (30%)
  - Phone: 7,618 (70%)
- Member experience satisfaction rating: 4.61 out of 5
- Member experience first contact resolution: 92.35%
- 92% of members say they would enjoy working with the same agent again



# Member Appreciation

- PEC sponsored the Old Town Leander Festival on Saturday, June 7
- Provided tents for shade, mobile device charging stations, and glow sticks



# Community Transformer Award

- PEC is seeking nominations for its new Community Transformer Award, which will recognize individuals who are making remarkable contributions in their community
- Nominations are open through July 8 and may be submitted online through the PEC website
- Nominees must be a PEC member in good standing serving a community in or around the Cooperative's service area
- Winners will be recognized at the October 2025 Board meeting and will have a tree planted in their honor





# Appreciation and Look Ahead

# Employee Shoutouts\*



**Nathan Palmer**  
Accounts Payable  
Specialist, Senior  
*Headquarters*



**Angel Granados**  
Electrical  
Distribution  
Designer, Senior  
*Cedar Park*



**Michelle  
Colarusso**  
Member Relations  
Agent  
*Oak Hill*



**Brian Symens**  
Journeyworker  
*Liberty Hill*



**Tyler Simpson**  
Lineworker  
Apprentice 2  
*Liberty Hill*

*\*These were selected from the hundreds of shoutouts PEC receives each month*

# Offices Closed July 4 for Independence Day

- To report an outage 24/7:
  - Text “Outage” to 25022
  - SmartHub app
  - Call 888-883-3379
- To make a payment 24/7:
  - SmartHub app
  - Call 855-938-3589





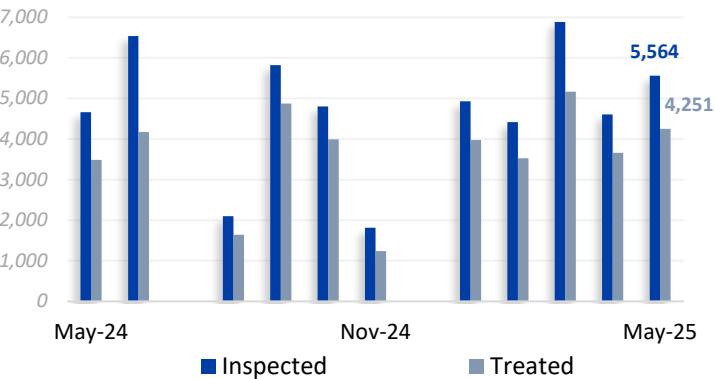
# Appendix Pages

# Maintenance & Technical Services

## Pole Testing & Treatment (PTT)

### Poles Inspected & Treated

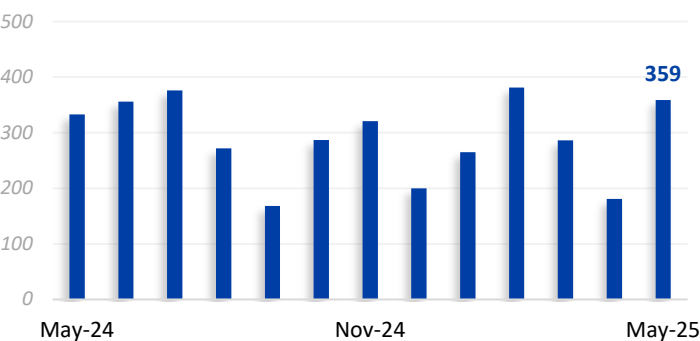
2024 YTD: Inspections - 22,195    Treated - 17,906  
2025 YTD: Inspections - 26,404    Treated - 20,582



## Underground Equipment

### Pad Restorations

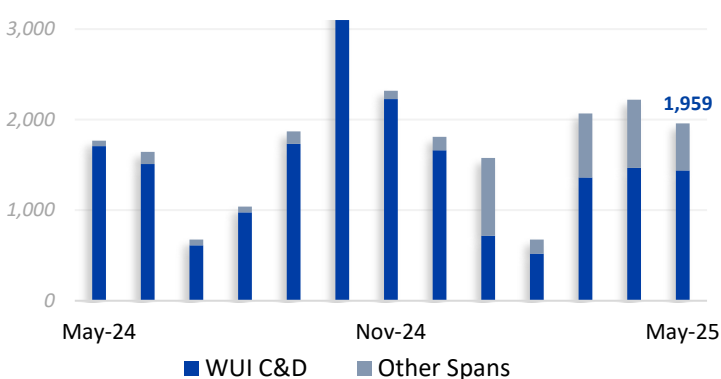
2024 YTD: 1,964  
2025 YTD: 1,472



## Vegetation Management

### Span Clearings

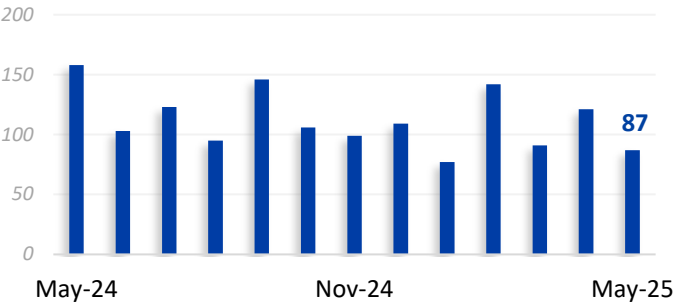
2024 YTD: Encroachments Completed - 12,355  
2025 YTD: Encroachments Completed - 8,500



## Technical Services

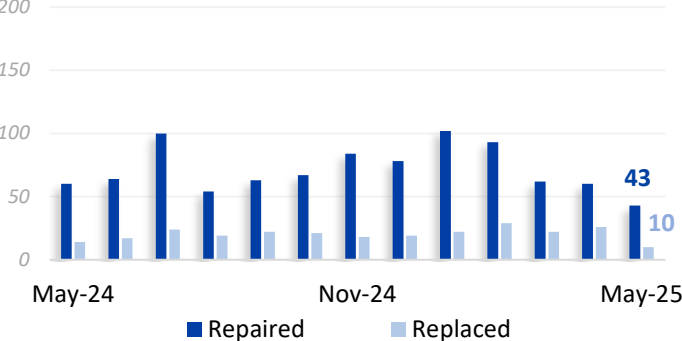
### Equipment Inspections

2024 YTD: 944  
2025 YTD: 518



### Equipment Repaired or Replaced

2024 YTD: Repaired - 333    Replaced - 97  
2025 YTD: Repaired - 360    Replaced - 109



# Planning Engineering Projects

Project	Completion	Percent Complete
Load Projection Study	Feb 2025	100%
2025 CIP Project Maps	Feb 2025	100%
Capacitor Settings	Mar 2025	100%
4CP Study	Apr 2025	100%
Summer Contingency	May 2025	50%
UFLS Study	Jul 2025	0%
CIP (1 <sup>st</sup> Draft) Study	Jul 2025	10%
CIP (Final Draft) Study	Aug 2025	0%
Mock UFLS Study	Dec 2025	0%
20-Year Plan Study	Dec 2025	0%
Winter Contingency	Dec 2025	0%

## Large Project Updates

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### Johnson City - Haley Road Phase II Yard Expansion

RFP released in May, bids have been received and are under review. Completion forecasted for November-December timeframe.

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### Junction

Site electrical, fencing, and fleet building framing are underway. Warehouse expansion beginning mid-June. Project completion forecasted for November 2025.

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### Marble Falls

Concrete work completed, tank and canopy installation in progress. Project completion forecasted for end of July 2025.

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### Liberty Hill Parking and Adjacent Property Development

RFP released June 3, re-bid meeting scheduled for June 10. Bids are expected by the end of June with award in July. Project completion by end of 2025.

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### Kyle Parking and Yard Base Stabilization

Yard stabilization effort will begin in late June with 30-day completion estimate.

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# Appendix to May 2025 Financial Presentation to the Board

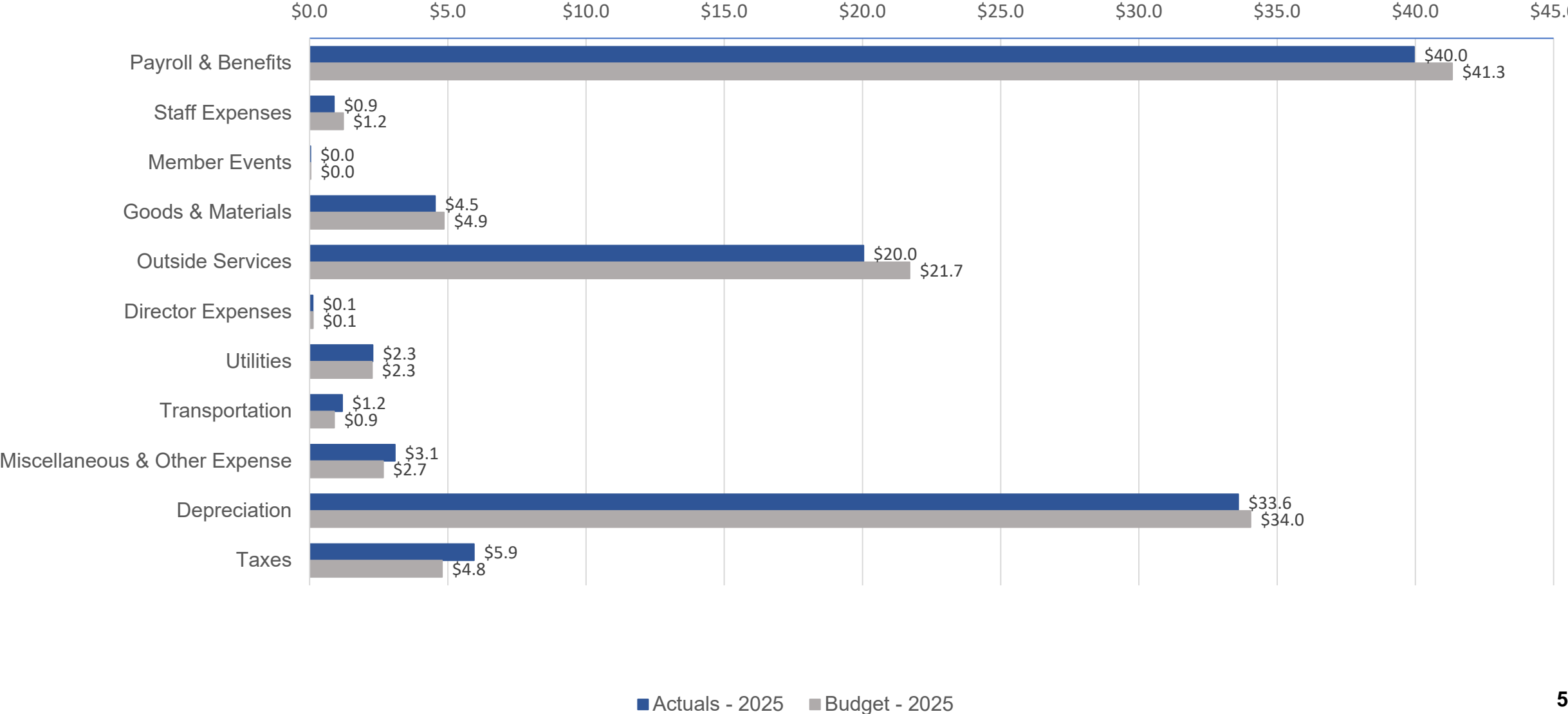
Randy Kruger | Chief Financial Officer

# Financial Performance

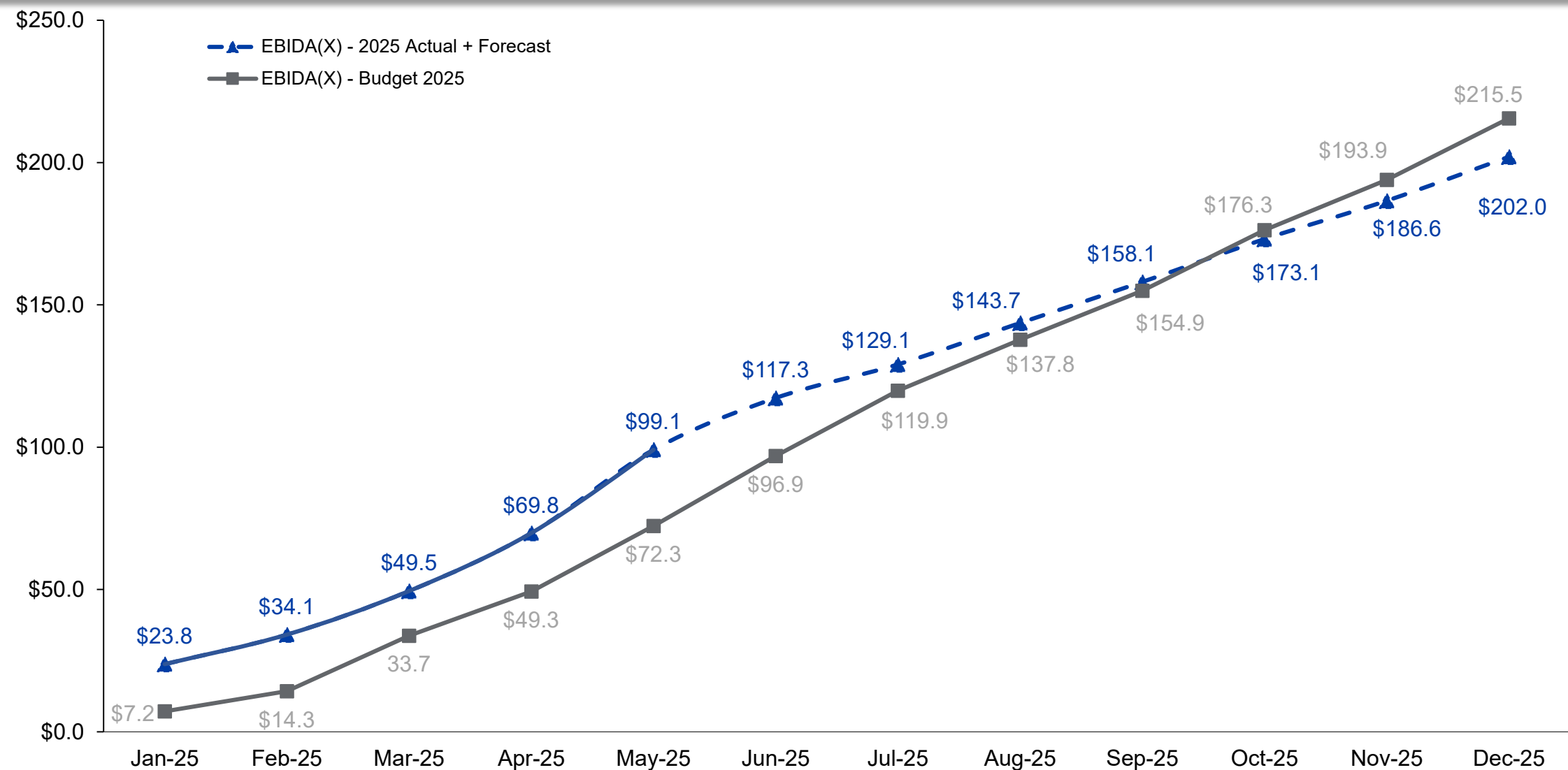
	MTD			YTD			Annual
	Actual	Budget	Prior Year	Actual	Budget	Prior Year	Budget
<b>Gross Margins</b>	<b>\$ 36,915,769</b>	<b>\$ 32,493,727</b>	<b>\$ 29,838,524</b>	<b>\$ 161,208,717</b>	<b>\$ 154,693,283</b>	<b>\$ 143,556,673</b>	<b>\$ 400,301,897</b>
Operating Expenses Ex. Depreciation	15,594,969	16,279,756	16,480,586	78,072,588	79,897,186	74,818,192	193,600,990
Depreciation	6,765,769	7,001,677	8,066,053	33,594,508	34,041,811	40,049,065	83,735,262
Interest Expense	4,526,508	4,617,783	4,363,869	22,428,473	22,840,165	21,111,271	55,458,822
Other Income	(385,684)	(90,000)	(216,592)	(1,116,804)	(450,000)	(2,612,464)	(3,873,000)
<b>Net Margins</b>	<b>\$ 10,414,207</b>	<b>\$ 4,684,511</b>	<b>\$ 1,144,608</b>	<b>\$ 28,229,952</b>	<b>\$ 18,364,121</b>	<b>\$ 10,190,609</b>	<b>\$ 71,379,824</b>
<b>EBIDA</b>	<b>\$ 21,706,484</b>	<b>\$ 16,303,971</b>	<b>\$ 13,574,530</b>	<b>\$ 84,252,933</b>	<b>\$ 75,246,097</b>	<b>\$ 71,350,945</b>	<b>\$ 210,573,907</b>
Over (Under) Collected Revenues	7,557,793	6,717,056	4,657,912	14,841,721	(2,980,591)	(1,973,977)	4,966,279
<b>EBIDA(X)</b>	<b>\$ 29,264,277</b>	<b>\$ 23,021,027</b>	<b>\$ 18,232,442</b>	<b>\$ 99,094,654</b>	<b>\$ 72,265,506</b>	<b>\$ 69,376,968</b>	<b>\$ 215,540,186</b>
Total Long-Term Debt							\$ 1,351,315,034
Debt Service							84,882,554
Debt Service Coverage Ratio							2.49
Equity as Percent of Assets							38.5%
Net Plant in Service							\$ 2,292,525,089
Capital Improvement Spend							\$ 238,626,599
Energy Sales kWh	707,252,055	632,998,990	673,257,808	3,228,207,997	2,821,194,518	2,838,596,657	7,910,451,206
Energy Purchases kWh	744,626,757	673,454,629	720,061,827	3,337,296,268	3,001,494,199	3,049,128,508	8,415,380,400
Active Accounts				432,102	434,311	414,961	446,678

# Cost of Service (in millions)

## YTD Actuals vs. Budget through May 2025



# EBIDA(X) Year to Date (in millions)



# CIP Spend

Construction Category & Description	YTD Actuals	YTD Budget	Variance (Over)/Under Budget	Annual Budget
<b><u>Distribution</u></b>				
200 Tie Lines (new construction between existing lines)	3,482,030	7,733,997	4,251,967	14,793,728
300 Conversions or Line Changes	12,092,826	11,468,066	(624,760)	25,001,608
600 Miscellaneous Distribution Equipment	15,967,285	22,760,160	6,792,875	54,370,706
700 Other Distribution Items	302,591	162,617	(139,974)	391,422
<b>Distribution Total</b>	<b>\$ 31,844,732</b>	<b>\$ 42,124,840</b>	<b>\$ 10,280,108</b>	<b>\$ 94,557,465</b>
<b><u>Substation</u></b>				
400 New Substations, Switching Stations and Meter Points	6,963,358	8,216,466	1,253,109	20,969,733
500 Substations, Switching Stations and Meter Point changes	13,229,289	19,196,410	5,967,121	42,471,140
<b>Substation Total</b>	<b>\$ 20,192,647</b>	<b>\$ 27,412,876</b>	<b>\$ 7,220,230</b>	<b>\$ 63,440,873</b>
<b><u>Transmission</u></b>				
800 New Transmission Lines	175,225	170,494	(4,732)	1,125,657
1000 Line and Station Changes	9,257,683	17,736,836	8,479,153	49,195,185
<b>Transmission Total</b>	<b>\$ 9,432,908</b>	<b>\$ 17,907,329</b>	<b>\$ 8,474,421</b>	<b>\$ 50,320,843</b>
<b><u>General Plant</u></b>				
2000 Facilities	6,053,844	10,010,714	3,956,869	17,789,898
3000 Information Technology	321,270	3,470,775	3,149,505	7,017,520
4000 Tools & Equipment	225,863	208,333	(17,529)	500,000
5000 Vehicles	2,710,352	2,083,333	(627,019)	5,000,000
<b>Total General Plant</b>	<b>\$ 9,311,329</b>	<b>\$ 15,773,156</b>	<b>\$ 6,461,826</b>	<b>\$ 30,307,418</b>
<b>Accrued WIP &amp; Prepaid Aid</b>	<b>\$ (3,566,939)</b>	<b>\$ -</b>	<b>\$ 3,566,939</b>	<b>\$ -</b>
<b>Total Capital Improvement Plan Spend</b>	<b>\$ 67,214,678</b>	<b>\$ 103,218,201</b>	<b>\$ 36,003,523</b>	<b>\$ 238,626,599</b>



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**File #:** 2025-185, **Version:** 1

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## Member Comments

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** N/A

All Cooperative Members have the right to attend any meetings called by the Board of Directors as defined in the Cooperative's Articles of Incorporation, and members may speak for up to 3 minutes or as otherwise directed by the Board.

Members may watch this meeting by live stream from the PEC website at <https://pec.legistar.com/Calendar.aspx> unless otherwise noted.

Board meeting dates, agendas, and supporting materials are available online <https://pec.legistar.com/Calendar.aspx>.

Members also may provide input by using the following methods. Comments are provided to all board directors.

- Members may submit comments and requests to the board by email or U.S. mail.
- Contact a member of PEC's Board of Directors at <https://www.mypec.com/board-of-directors>

### Articles of Incorporation, Article IX, Section 3, Member Bill of Rights - Open Meetings:

A Member has the right to attend every regular, special, or called meeting of the Board of Directors and its committees, except for executive sessions as allowed by policy or law. All meetings shall be called with proper notice, and any final action, decision, or vote on a matter shall be made in an open meeting.

### Articles of Incorporation, Article IX, Section 5, Member Bill of Rights - Right to Speak:

A Member has the right to speak at every regular, special, or called meeting of the Board of Directors and its committees, except for executive sessions, on any PEC matter at a time designated by the Board.

Members' attendance and their right to speak at all meetings called by the Board of Directors is further outlined in the Decorum Policy.

### Decorum Policy, Purpose:

As a democratically-controlled and Member-owned Cooperative, Member participation in Pedernales Electric Cooperative ("Cooperative" or "PEC") affairs is valued and respected and individuals should be allowed to state opinions. Meetings or functions of the Cooperative and any business interactions with the Cooperative, whether conducted on or off premises shall be conducted in a professional and courteous manner.



## DECORUM POLICY

Effective Date: February 21, 2025

### 1. PURPOSE

As a democratically controlled and Member-owned Cooperative, Member participation in Pedernales Electric Cooperative, Inc. ("Cooperative" or "PEC") affairs is valued and respected, and individuals should be allowed to state opinions. Meetings or functions of the Cooperative and any business interactions with the Cooperative, whether conducted on or off PEC premises or any PEC platform, shall be conducted in a professional and courteous manner.

### 2. SCOPE

This Policy applies to all Participants at meetings of PEC Board of Directors ("Board" or "Directors") and any other business meeting or function of the Cooperative, and any business interactions with the Cooperative, whether on or off PEC premises or any PEC platform.

### 3. POLICY AND IMPLEMENTATION

#### 3.1. PEC Business Meetings, Functions, or Business Interactions with the Cooperative

- 3.1.1. Participants shall maintain an environment free of abusive, slanderous, or bullying behavior. To protect the security and safety of persons attending meetings or functions or with respect to any business interactions with the Cooperative, all Participants shall respect an individual's physical space and refrain from any form of physical intimidation or abuse. Any behavior demonstrating or threatening violence, personal attacks, or physical abuse will not be tolerated.
- 3.1.2. Participants may not display placards, bumper stickers, signs, or other campaigning, or political advocacy materials within the premises of a PEC meeting or function, other than those materials displayed on the individual Participants' body or clothing. Campaigning and electioneering for PEC elections is governed by the Cooperative's Election Policy and Procedures.
- 3.1.3. Participants shall refrain from disruptive or distracting behavior or from harassing or similar behavior. Personal or character attacks, or improperly sidetracking the attention of other Participants with subject matter that is irrelevant to PEC or unrelated to PEC are examples of disruptive or distracting behavior.
- 3.1.4. Directors and PEC Employees shall behave in an orderly fashion and preserve the decorum of any business meeting or function conducted on or off PEC premises or with respect to any business interactions with or on behalf of the Cooperative.

- 3.2. **Board Meetings** PEC Board meetings are conducted in accordance with the [Board Meetings Policy](#), the latest edition of Robert's Rules of Order Newly Revised, as practicable, and "Board and Committees – 'Procedure in Small Boards'" included therein.



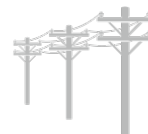
- 3.2.1. All Participants wishing to address the Board during the designated portion of a Board meeting shall sign a registry identifying themselves prior to speaking and shall open their remarks by stating their name and whether they are a Cooperative Member. Time allotted by the Board for each speaker cannot be shared or allotted with other speakers. The allotted time shall include and commence from the beginning of the speaker's remarks and include any time that passes during questioning or colloquy between the speaker and the Board. Additional time may be granted to a person by the Presiding Board Officer, or upon a majority vote of the Board.
- 3.2.2. When any Participant wishes to provide written or demonstrative materials to the Board or others, such Participant must, prior to the meeting's start, provide the information to the Board Secretary or their designee for distribution.
- 3.2.3. Participants shall refrain from disruptive or distracting behavior or from harassing or similar behavior. Personal or character attacks, speaking out of turn, approaching or standing at the Board meeting dais or areas designated for PEC employees without the permission of the Presiding Board Officer, or improperly sidetracking the attention of other Participants with subject matter that is irrelevant to PEC or unrelated to PEC are examples of disruptive or distracting behavior.
- 3.2.4. The Presiding Board Officer shall maintain order and preserve the decorum of Board meetings as provided in this Policy. Each Board Director shall cooperate with the Presiding Board Officer in preserving order and decorum, and no Participant shall, by conversation or otherwise, delay or interrupt the proceedings of the Board, nor disturb any person while speaking.

## 4. DEFINITIONS

- 4.1. **Participants** – Collectively includes Cooperative Board Directors, employees, Members, or any other persons in attendance at PEC Board meetings, other business meetings, functions, online interactions, or other discussions with respect to any business interactions with the Cooperative.

## 5. POLICY ENFORCEMENT

- 5.1. When a Participant's behavior violates this Policy, is severe, or threatens physical safety or property, the Presiding Board Officer, Chief Executive Officer, or designated Cooperative employee or agent may require the Participant to leave the PEC premises; to leave any PEC Board meeting, any other business meeting or function; or to discontinue any discussions regarding Cooperative business.
- 5.2. Upon repeated or severe violation of this Policy, the Presiding Board Officer, Chief Executive Officer, or designated Cooperative employee or agent, may prohibit a Participant from coming onto PEC premises, or from attendance at future PEC Board meetings, any other business meetings, functions, or discussions, or from oral discussions regarding Cooperative business. The duration of the prohibition shall be based upon the severity and nature of the violation and to be determined in the sole discretion of the Cooperative or its designee.
- 5.3. The Cooperative reserves the right to block, delete, or edit posts on its social media platforms where such posts are determined by PEC to be inappropriate, unprofessional, offensive, or otherwise in violation of PEC's policies.

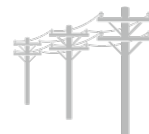


## 6. REFERENCES AND RELATED DOCUMENTS

### Board Meetings Policy

Robert's Rules of Order Newly Revised (Latest edition, "Boards and Committees – Procedure in Small Boards")

Date adopted:	March 15, 2010
Last reviewed:	February 21, 2025
Review frequency:	Every Three Years
Amendment dates:	September 21, 2015, October 16, 2020; February 21, 2025
Effective date:	February 21, 2025
Approver:	Board of Directors
Applies to:	All Participants at meetings of the Board of Directors, any other business meeting or function of the Cooperative or with respect to any business interactions with the Cooperative, whether on or off PEC premises or any PEC platform.
Administrator:	Board of Directors and Chief Executive Officer
Superseding effect:	This Policy supersedes all previous policies and memoranda concerning the subject matter. Only the Approver may authorize exceptions to this Policy.





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**File #:** 2025-194, **Version:** 1

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**Resolution - Approval for Amendment to Project Budget for T323 Marshall Ford-Paleface Overhaul - J Greene**

**Submitted By:** Jonathan Greene

**Department:** Chief Operations Officer - Transmission

**Financial Impact and Cost/Benefit Considerations:** As described in Executive Session for the T323 Marshall Ford-Paleface Overhaul project.

Pursuant to Pedernales Electric Cooperative, Inc. (Cooperative) Budget Policy, the Cooperative's Finance Department, in consultation with the Cooperative's Executive Management, is required to prepare a budget amendment for the Board's review and consideration when capital expenditures exceed 5% of the Board approved individual project budget.

The authority to approve the Cooperative's operational budget and capital improvement budget amendments is reserved to the Board under the Cooperative's Board Authority and Responsibilities Policy.

The Board, having been presented with the proposed budget amendment as described in Executive session for the T323 Marshall Ford-Paleface Overhaul project, may consider approving the budget amendment for the individually approved project as presented.

**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.



# Resolution – Amendment to Project Budget for T323 Marshall Ford-Paleface Overhaul

**Jonathan Greene** | Chief Operations Officer - Transmission

# T323 Marshall Ford-Paleface Overhaul

- Project approved in 2022 Capital Improvement Plan
- Rebuilding the circuit to storm harden and improve system reliability. This project has shared scope with LCRA TSC
- Design was completed in March 2023
- Construction began in August 2023 and is scheduled to be completed in December 2025
- Requesting approval to increase the approved budget for the project



# T323 Marshall Ford-Paleface Overhaul

## **Primary Drivers for Cost Increases**

1. Construction Duration Increased
2. LCRA Design Change from FAA Permitting
3. Inflation
4. PEC Labor Cost



[myPEC.com](http://myPEC.com)



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**File #:** 2025-195, **Version:** 1

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**Resolution - Approval for Amendment to Project Budget for T333 Lago Vista-Nameless Overhaul - J Greene**

**Submitted By:** Jonathan Greene

**Department:** Chief Operations Officer - Transmission

**Financial Impact and Cost/Benefit Considerations:** As described in Executive Session for the T333 Lago Vista-Nameless Overhaul project.

Pursuant to Pedernales Electric Cooperative, Inc. (Cooperative) Budget Policy, the Cooperative's Finance Department, in consultation with the Cooperative's Executive Management, is required to prepare a budget amendment for the Board's review and consideration when capital expenditures exceed 5% of the Board approved individual project budget.

The authority to approve the Cooperative's operational budget and capital improvement budget amendments is reserved to the Board under the Cooperative's Board Authority and Responsibilities Policy.

The Board, having been presented with the proposed budget amendment as described in Executive Session for the T333 Lago Vista-Nameless Overhaul project, may consider approving the budget amendment for the individually approved project as presented.

**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.

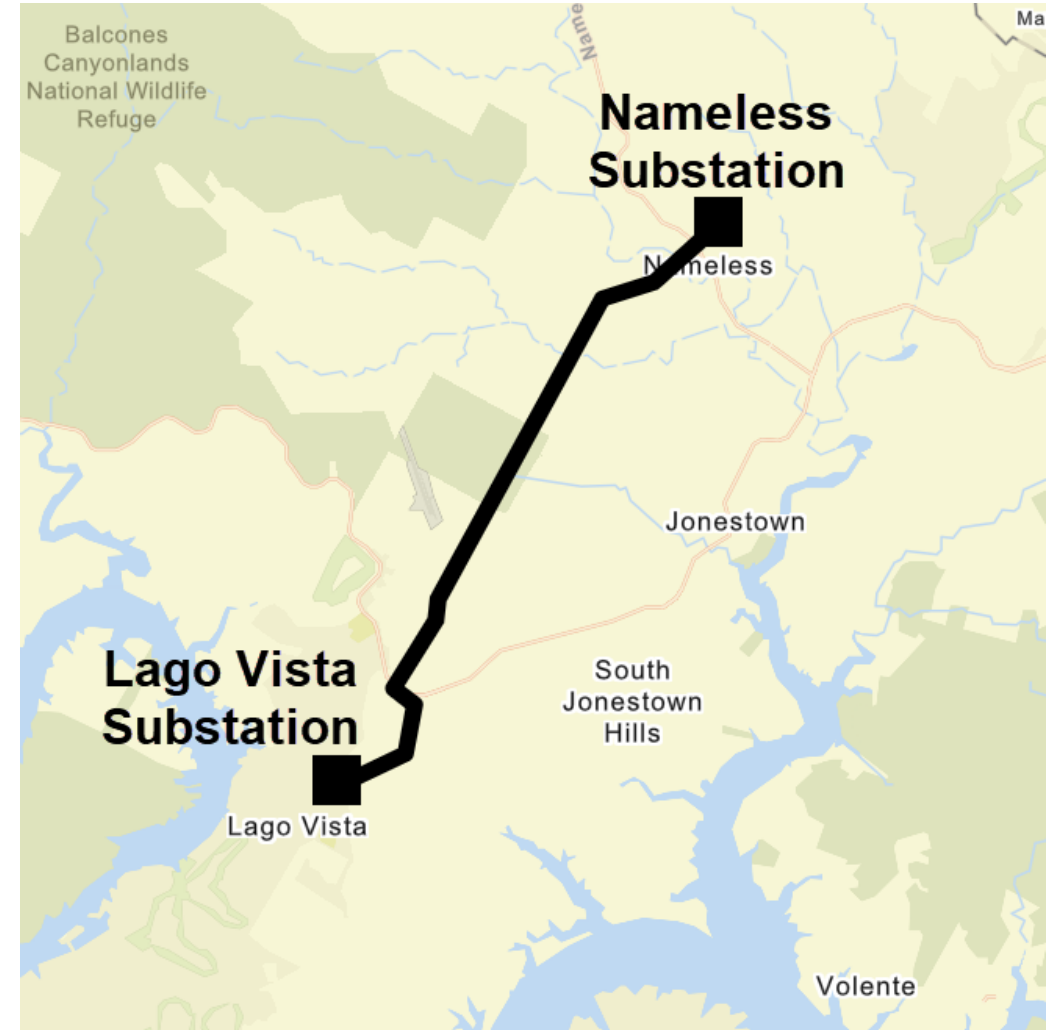


# Resolution – Amendment to Project Budget for T333 Lago Vista-Nameless Overhaul

**Jonathan Greene** | Chief Operations Officer - Transmission

# T333 Lago Vista-Nameless Overhaul

- Project approved in 2021 Capital Improvement Plan
- Rebuilding the circuit to storm harden and improve system reliability
- Design was completed in February 2024
- Construction began in August 2024 and completed in May 2025
- Requesting approval to increase the approved budget for the project



# T333 Lago Vista-Nameless Overhaul

## **Primary Drivers for Cost Increases**

1. Additional Project Scope
2. ROW Site Work
3. Inflation
4. PEC Labor Cost



[myPEC.com](http://myPEC.com)



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**File #:** 2025-196, **Version:** 1

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**Resolution - Approval for Amendment to Project Budget for T380 Buda-Turnersville Overhaul - J Greene**

**Submitted By:** Jonathan Greene

**Department:** Chief Operations Officer - Transmission

**Financial Impact and Cost/Benefit Considerations:** As described in Executive Session for the T380 Buda-Turnersville Overhaul project.

Pursuant to Pedernales Electric Cooperative, Inc. (Cooperative) Budget Policy, the Cooperative's Finance Department, in consultation with the Cooperative's Executive Management, is required to prepare a budget amendment for the Board's review and consideration when capital expenditures exceed 5% of the Board approved individual project budget.

The authority to approve the Cooperative's operational budget and capital improvement budget amendments is reserved to the Board under the Cooperative's Board Authority and Responsibilities Policy.

The Board, having been presented with the proposed budget amendment as described in Executive Session for the T380 Buda-Turnersville Overhaul project, may consider approving the budget amendment for the individually approved project as presented.

**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.

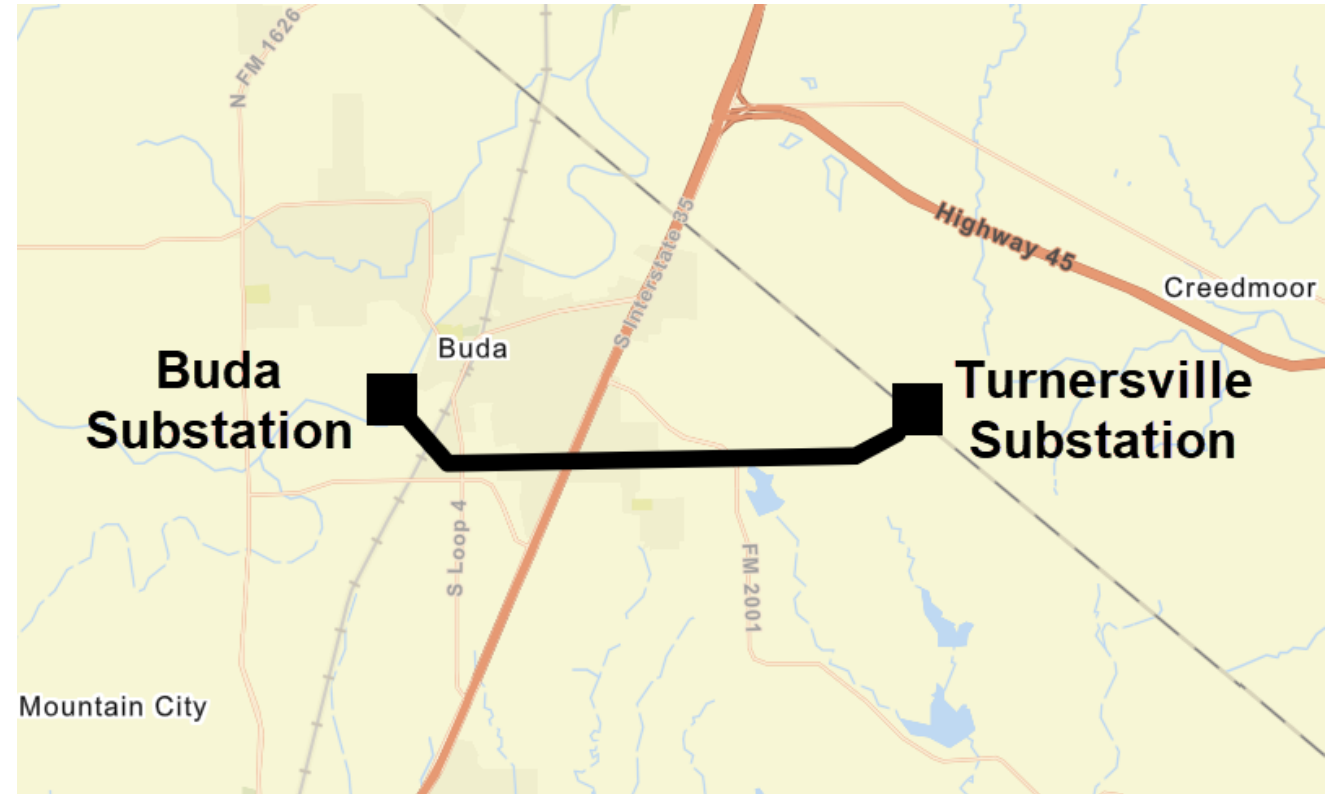


# Resolution – Amendment to Project Budget for T380 Buda-Turnersville Overhaul

**Jonathan Greene** | Chief Operations Officer - Transmission

# T380 Buda-Turnersville Overhaul

- Project approved in 2023 Capital Improvement Plan
- Rebuilding the circuit to storm harden and improve system reliability
- Design was completed in January 2024
- Construction was completed in January 2025
- Requesting approval to increase the approved budget for the project



# T380 Buda-Turnersville Overhaul

## Primary Drivers for Cost Increases

1. Easement Amendments
2. Additional Foundation Scope
3. Construction Schedule Delays
4. Inflation
5. PEC Labor Cost



[myPEC.com](http://myPEC.com)



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File #: 2025-186, Version: 1

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## Resolution - Approval of Texas Electric Cooperative (TEC) Delegates for TEC Annual Meeting - A Stover

**Submitted By: Andrea Stover**

**Department: General Counsel**

**Financial Impact and Cost/Benefit Considerations: No additional expenditures of Cooperative funds other than payment of registration fees and travel expenses that have already been included in the Cooperative's operating budget are anticipated; no expenditures of staff time (other than ordinary processing requirements).**

The Board may consider designation of voting delegates and alternates to upcoming TEC Annual and Special Membership Meetings.

The TEC Annual Meeting will be held in Austin, Texas from August 3-6, 2025. TEC requires voting delegates to cast votes in person at the business meeting during the TEC Annual Meeting, Fairmont Austin, Austin, Texas, and any Special TEC Membership Meetings, which might be called, from August 7, 2025, through August 6, 2026.

The 2024 voting delegates were: Mark Ekrut, Voting Delegate, and Paul Graf, Alternate Voting Delegate.

**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 85<sup>th</sup> TEC Annual Meeting, August 3-6, 2025, and any future TEC Membership Meetings occurring through August 6, 2026, or until successors are appointed: \_\_\_\_\_, Voting Delegate; and \_\_\_\_\_, Alternate Voting Delegate.



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File #: 2025-187, Version: 1

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**Resolution - Proposal for Approval of Allocation of 2024 Net Margins to Capital Credits - J Smith/K Jones**

**Submitted By: Janelle Smith**  
**Department: Chief Financial Officer**  
**Financial Impact and Cost/Benefit Considerations: None.**

Under PEC's governing documents and the capital credits policy, each Member purchasing electricity from the Cooperative will receive an allocation of the net margins as adjusted for non-operating margins and changes in accrued (unbilled) revenue, made by the Cooperative during the fiscal year. The Board is responsible for approval of an allocation of capital credits. The Board may now consider approval of allocation of Capital Credits and the allocation factor.

**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.



# 2024 Capital Credits Allocation

Kat Jones | VP, Finance

# Policy

## 3.3. Net Operating Margin Allocations

3.3.1. Each Member purchasing electricity or being billed for electric services or energy from the Cooperative will receive an allocation of the Net Operating Margins.

3.3.1.1. Non-utility, Non-Operating Margins will not be included in the allocation of Net Operating Margins.

3.3.2. If the Board approves, the Cooperative may allocate Capital Credits or retire Allocated Capital Credits to the various Member Classes under different manners, methods, timing, and amounts, as long as the Cooperative, is not acting unreasonably preferential, prejudicial, or discriminatory. Furthermore, the Cooperative may discount Allocated Capital Credits when retiring credits prior to the Retirement Schedule.

3.3.3. In most cases, the dollar amount of electricity or energy purchased by the Member during a year over the total amount of electricity or energy purchased by the Members within a Member Class is calculated to determine that Member's Patronage Capital and resulting contribution to Net Operating Margins.

3.3.4. Other methods of allocating Net Operating Margins may be utilized to the extent that those methods are deemed to be just and reasonable, not unreasonably preferential, prejudicial, or discriminatory.

# Allocation by Revenue Class

Revenue Class	Allocation Factor
Residential	0.0650921606
Small Power	0.0570671028
Large Power	0.0411498481
Industrial	0.0036701545
Transmission Level Service	0.0052547265

- 2024 total capital credits allocation of \$54,751,295



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**File #:** 2025-188, **Version:** 1

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## List of Board Approved Future Meetings

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** N/A

From time to time, the Board may set the annual Board meetings schedule as attached to this agenda item. Further, the Cooperative's Bylaws describe the types of meetings, notice requirements, and Board quorum as outlined below.

### **BYLAWS**

#### **ARTICLE IV - Meetings of Directors**

**Section 1. Regular Board Meetings.** A regular meeting of the Board of Directors shall be held on the third Monday of each month at the E. Babe Smith Headquarters Building of the Cooperative in Blanco County, Texas, unless another meeting location, time and/or date is set by the Board of Directors ("Regular Board Meeting").

**Section 2. Special Board Meetings.** Special meetings of the Board of Directors ("Special Board Meetings") may be called by the President or any four (4) Directors. The person or persons authorized to call a Special Board Meeting may fix the time and place for the holding of any Special Board Meeting called by them.

**Section 3. Telephonic or Electronic Participation in Board Meetings.** For good cause and with approval of the Board of Directors, a Regular Board Meeting or Special Board Meeting (each a "Board Meeting") may be conducted with Directors participating but not physically present but deemed present in person through a means of communication by which all Directors participating in the Board Meeting may simultaneously hear, reasonably and verifiably identify themselves, and generally simultaneously and instantaneously communicate with each other during the Board Meeting. Directors that are not physically present may deliberate and vote on the question of approving telephonic or electronic participation. A vote to approve telephonic or electronic participation in any Board Meeting is exempt from the notice requirements herein specified. Such Board Meeting shall be compliant with the Cooperative's Open Meetings Policy, and Members shall have the opportunity to monitor the Board Meeting electronically or in person. A Director may be compensated for a Board Meeting at which that Director participated but was not physically present only with Board approval.

**Section 4. Notice.** Notice of the time, place and purpose of any Regular Board Meeting shall be given at least seventy-two (72) hours previous thereto, by written notice, delivered personally, electronically, or by mail, to each Director at the Director's last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Meeting notices and agendas will be posted on the Cooperative's website at least seventy-two (72) hours before each Regular Board Meeting. In an emergency or when there is an urgent necessity, the notice of a Board Meeting or the supplemental notice of a subject added as an item to the agenda for a Board Meeting for which notice has been posted in accordance with this Section is sufficient if it is posted for at least two (2) hours before the Board Meeting is convened. An emergency or an urgent necessity exists only if immediate action is required because of a reasonably unforeseeable situation. The Board of Directors shall clearly identify the emergency or urgent necessity in the notice or supplemental notice under this Section.

**Section 5. Board Quorum.** Four (4) or more Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except in the case when four (4) or more vacancies exist on the Board, in which case a majority of the Board shall constitute a quorum ("Board Quorum").

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## *2025 Board Meeting Calendar*

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- Friday, January 17, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, February 21, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, March 28, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Thursday, April 17, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, May 16, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, June 20, 2025 Regular Meeting immediately following the conclusion of the 2025 Annual Membership Meeting at 9:00 a.m., at PEC Headquarters
- Friday, July 18, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, August 15, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, September 19, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, October 24, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, November 21, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters
- Friday, December 19, 2025 Regular Meeting at 9:00 a.m., at PEC Headquarters



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**File #:** 2025-189, **Version:** 1

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**Board Planning Calendar (Written Report in Materials)**

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** N/A

In connection with agenda planning and strategy, the Cooperative provides an annual calendar of all agenda items to assist with compliance and address governance matters. The annual calendar also includes ad hoc items. As well, a three-month outlook of upcoming Board agenda items is included.

## PEC Annual Planning Calendar

Item	Month	Description	Owner	Date	Strategic/ Compliance	Occurrence
1	1	2025 Election Timeline Monthly Update	General Counsel	JAN BOD Mtg	Compliance EPP	Reoccurring
2	1	2025 Texas Legislative Matters	CAO	JAN BOD Mtg	Strategic	Ad-hoc
3	1	Approval Resolution – Approval of 2025 Key Performance Indicators Plan Methodology	COO	JAN BOD Mtg	Strategic	Reoccurring
4	1	Approval Resolution – Approval of 2025 TEC Annual Membership Dues	CEO	JAN BOD Mtg	Strategic	Annual
5	1	Approval Resolution – Approval of Lago Vista T3 Substation Construction Contract Amendment	COO-T	JAN BOD Mtg	Strategic	Ad-hoc
6	1	Approval Resolution – Approval of Purchase of Land in Williamson County	Compliance & Regulatory	JAN BOD Mtg	Strategic	Ad-hoc
7	1	Approval Resolution – Approval to Review and Amend Tariff and Business Rules	Compliance & Regulatory	JAN BOD Mtg	Compliance	Reoccurring
8	1	Approval Resolution – Approval to Amend Tariff and Business Rules – Base Power Charge, Sustainable Power Credit, Service Availability Charge & Delivery Charge, Single & Three-Phase Rates, I amn Charge	Markets	JAN BOD Mtg	Compliance	Ad-hoc
9	1	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	JAN BOD Mtg	Strategic	Reoccurring
10	1	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	JAN BOD Mtg	Strategic	Reoccurring
11	1	Cooperative Update	CEO	JAN BOD Mtg	Strategic	Reoccurring
12	1	Draft Resolution – Approval of Appointments to 2025 Qualifications and Elections Committee (QEC)	General Counsel	JAN BOD Mtg	Compliance	Reoccurring
13	1	Draft Resolution – Approval of Construction Contract T358 Cedar Valley – Friendship 138kV Line	COO-T	JAN BOD Mtg	Strategic	Ad-hoc
14	1	Draft Resolution – Approval of Construction Contract for Whitestone T1 and T2 Upgrade	COO-T	JAN BOD Mtg	Strategic	Ad-hoc
15	1	Draft Resolution – Review and Approval of the Capital Credits Policy	CFO	JAN BOD Mtg	Compliance	Reoccurring
16	1	Draft Resolution – Review and Approval of the Decorum Policy	General Counsel	JAN BOD Mtg	Strategic	Ad-Hoc
17	1	Long-Term Distribution/Substation Capacity/Transmission Planning/Real Estate Update	COO-T/COO-D/Compliance & Regulatory	JAN BOD Mtg	Strategic	Ad-hoc
18	1	Markets Report	Markets	JAN BOD Mtg	Strategic	Reoccurring
19	1	Personnel Matters	Human Resources	JAN BOD Mtg	Strategic	Reoccurring
20	1	Real Estate Semiannual Update	Compliance & Regulatory	JAN BOD Mtg	Strategic	MAR/SEP
21	1	Review of 2025 Corporate Initiatives and CEO Action Items	CEO	JAN BOD Mtg	Strategic	Reoccurring
22	1	Safety/Security	Human Resources	JAN BOD Mtg	Strategic	Reoccurring
23	1	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	JAN BOD Mtg	Compliance	Ad-hoc
24	2	2025 Election Timeline Monthly Update	General Counsel	FEB BOD Mtg	Compliance EPP	Reoccurring
25	2	2025 Texas Legislative Matters	CAO	FEB BOD Mtg	Strategic	Ad-hoc
26	2	Approval Resolution – Approval of Appointments to 2025 Qualifications and Elections Committee	General Counsel	FEB BOD Mtg	Compliance	Reoccurring
27	2	Approval Resolution – Approval of Construction Contract T358 Cedar Valley – Friendship 138kV Line	COO-T	FEB BOD Mtg	Strategic	Ad-hoc
28	2	Approval Resolution – Review and Approval of the Capital Credits Policy	CFO	FEB BOD Mtg	Compliance	Reoccurring
29	2	Approval Resolution – Review and Approval of the Decorum Policy	General Counsel	FEB BOD Mtg	Strategic	Ad-Hoc
30	2	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	FEB BOD Mtg	Strategic	Reoccurring
31	2	Cooperative Update	CEO	FEB BOD Mtg	Strategic	Reoccurring
32	2	Cyber Security Semiannual Update	Compliance & Regulatory	FEB BOD Mtg	Strategic	FEB/AUG
33	2	Discussion of the Development of the 2026-2030 Strategic Plan	CSO	FEB BOD Mtg	Strategic	Ad-hoc
34	2	Draft Resolution – Approval of Construction Contract for Cedar Valley T1 and T2 Upgrade and CV-FS Remote Ends	COO-T	FEB BOD Mtg	Strategic	Ad-hoc
35	2	Draft Resolution – Approval of Construction Contract for Graphite Mine T1 Upgrade	COO-T	FEB BOD Mtg	Strategic	Ad-hoc
36	2	Draft Resolution – Approval of Determination and Approval of Necessity and Public Use for Transmission Easement Amendments for the	COO-T	FEB BOD Mtg	Strategic	Ad-hoc
37	2	Draft Resolution – Authorization of the Cooperative to Use Eminent Domain to Acquire Property in Williamson County	Compliance & Regulatory	FEB BOD Mtg	Strategic	Ad-hoc
38	2	Draft Resolution – Review and Approval of the Board of Directors Compensation Policy	General Counsel	DEC BOD Mtg	Strategic	Ad-hoc
39	2	Key Performance Indicator (KPI) of 2024 Period 2 Results	CSO	FEB BOD Mtg	Strategic	Reoccurring
40	2	Markets Report	Markets	FEB BOD Mtg	Strategic	Reoccurring
41	2	Personnel Matters	Human Resources	FEB BOD Mtg	Strategic	Reoccurring
42	2	Safety/Security	Human Resources	FEB BOD Mtg	Strategic	Reoccurring
43	2	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	FEB BOD Mtg	Compliance	Ad-hoc
44	3	2025 Election Timeline Monthly Update	General Counsel	MAR BOD Mtg	Compliance EPP	Reoccurring
45	3	2025 Texas Legislative Matters	CAO	MAR BOD Mtg	Strategic	Ad-hoc
46	3	Approval Resolution – Approval of Determination and Approval of Necessity and Public Use for Transmission Easement Amendments for	COO-T	MAR BOD Mtg	Strategic	Ad-hoc
47	3	Approval to Amend 2024 Capital Improvement Plan (CIP) for Individually Approved Distribution Project – Johnson City Voltage Conversion	COO-D	MAR BOD Mtg	Strategic	Ad-hoc
48	3	Approval to Amend 2024 Operating Expense Budget for Category Level Variances	CFO	MAR BOD Mtg	Strategic	Ad-hoc
49	3	Approval Resolution – Review and Approval of the Board of Directors Compensation Policy	General Counsel	MAR BOD Mtg	Strategic	Ad-hoc
50	3	Approval Resolution – Authorization of the Cooperative to Use Eminent Domain to Acquire Property for the Andice Substation Expansion	Compliance & Regulatory	MAR BOD Mtg	Strategic	Ad-hoc
51	3	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	MAR BOD Mtg	Strategic	Reoccurring
52	3	Cooperative Update	CEO	MAR BOD Mtg	Strategic	Reoccurring
53	3	Defined Benefit Plan Funding Policy Discussion	General Counsel	MAR BOD Mtg	Compliance	Ad-hoc
54	3	Discussion of the Development of the 2026-2030 Strategic Plan	CSO	MAR BOD Mtg	Strategic	Ad-hoc
55	3	Draft Resolution – Approval and Certification of 2025 Election Ballot	General Counsel	MAR BOD Mtg	Compliance	Reoccurring
56	3	Draft Resolution – Approval of 2025 Annual Membership Meeting Agenda	General Counsel	MAR BOD Mtg	Compliance	Annual
57	3	Markets Report	Markets	MAR BOD Mtg	Strategic	Reoccurring
58	3	Member Events	External Relations	MAR BOD Mtg	Strategic	Ad-hoc
59	3	Personnel Matters	Human Resources	MAR BOD Mtg	Strategic	Reoccurring
60	3	Safety/Security	Human Resources	MAR BOD Mtg	Strategic	Reoccurring
61	4	2024 Financial Audit	Audit Committee	APR Audit Committee Mtg	Compliance	Reoccurring
62	4	Presentation of 2024 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM)	Audit Committee	APR Audit Committee Mtg	Compliance	Reoccurring
63	4	Resolution - Recommendation of Acceptance of 2024 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM)	Audit Committee	APR Audit Committee Mtg	Compliance	Reoccurring
64	4	Update of the 2025/2026 Internal Audit Scope	Compliance & Regulatory	APR Audit Committee Mtg	Compliance	Reoccurring
65	4	2025 Election Timeline Monthly Update	General Counsel	APR BOD Mtg	Compliance EPP	Reoccurring
66	4	2025 Texas Legislative Matters	CAO	APR BOD Mtg	Strategic	Ad-hoc
67	4	Approval Resolution - Acceptance of 2024 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM) and Financial Statements	Audit Committee Chair	APR BOD Mtg	Compliance	Reoccurring
68	4	Approval Resolution – Approval and Certification of 2025 Election Ballot	Legal Services	APR BOD Mtg	Compliance	Reoccurring
69	4	Approval Resolution – Approval of 2025 Annual Membership Meeting Agenda	General Counsel	APR BOD Mtg	Strategic	Annual
70	4	Approval Resolution – Approval of Director Candidates for 2025 Pedernales Electric Cooperative Board of Director's Election Ballot	Legal Services	APR BOD Mtg	Compliance	Reoccurring
71	4	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	APR BOD Mtg	Strategic	Reoccurring
72	4	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	APR BOD Mtg	Strategic	Reoccurring
73	4	CFO Quarterly Update	CFO	APR BOD Mtg	Strategic	Quarterly
74	4	Cooperative Update	CEO	APR BOD Mtg	Strategic	Reoccurring
75	4	Draft Resolution – Approval of Capital Credits Special Distribution during Calendar Year 2025	CFO	APR BOD Mtg	Strategic	Reoccurring

## PEC Annual Planning Calendar

Item	Month	Description	Owner	Date	Strategic/ Compliance	Occurrence
76	4	Draft Resolution – Approval of Cisco Enterprise Service Agreement	Technology	APR BOD Mtg	Strategic	Ad-hoc
77	4	Draft Resolution – Approval of Construction Contract – Nameless T3 Addition	COO-T	APR BOD Mtg	Strategic	Ad-hoc
78	4	Draft Resolution – Approval of the 2026-2030 Strategic Plan	CSO	APR BOD Mtg	Strategic	Reoccurring
79	4	Markets Report	Markets	APR BOD Mtg	Strategic	Reoccurring
80	4	North American Electric Reliability Corporation (NERC) Compliance Update	Compliance & Regulatory	APR BOD Mtg	Compliance	Ad-hoc
81	4	Personnel Matters	Human Resources	APR BOD Mtg	Strategic	Reoccurring
82	4	Presentation of 2024 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM)	CFO	APR BOD Mtg	Compliance	Reoccurring
83	4	Qualifications and Elections Committee (QEC) Recommendation of Qualified Candidates – QEC Rep	General Counsel	APR BOD Mtg	Compliance	Reoccurring
84	4	Report on Property, Liability, and Corporate Insurance Policies	Compliance & Regulatory	APR BOD Mtg	Strategic	Annual
85	4	Safety/Security	Human Resources	APR BOD Mtg	Strategic	Reoccurring
86	4	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	APR BOD Mtg	Compliance	Ad-hoc
87	5	2025 Election Timeline Monthly Update	General Counsel	MAY BOD Mtg	Compliance EPP	Reoccurring
88	5	2025 Texas Legislative Matters	CAO	MAY BOD Mtg	Strategic	Ad-hoc
89	5	Approval Resolution – Approval of Capital Credits Special Distribution during Calendar Year 2025	CFO	MAY BOD Mtg	Strategic	Reoccurring
90	5	Approval Resolution – Approval of Cisco Enterprise Service Agreement	Technology	MAY BOD Mtg	Strategic	Ad-hoc
91	5	Approval Resolution – Approval of Construction Contract – Nameless T3 Addition	COO-T	MAY BOD Mtg	Strategic	Ad-hoc
92	5	Approval Resolution – Approval of the 2026-2030 Strategic Plan	CSO	MAY BOD Mtg	Strategic	Reoccurring
93	5	Approval Resolution – Approval of 2025 CEO Performance Evaluation and Compensation	Board of Directors	MAY BOD Mtg	Compliance	Reoccurring
94	5	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	MAY BOD Mtg	Strategic	Reoccurring
95	5	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	MAY BOD Mtg	Strategic	Reoccurring
96	5	Cooperative Update	CEO	MAY BOD Mtg	Strategic	Reoccurring
97	5	Draft Resolution – Budget Amendment for T323 Marshall Ford-Paleface TL Overhaul	COO-T	MAY BOD Mtg	Strategic	Ad-hoc
98	5	Draft Resolution – Budget Amendment for T333 Lago Vista-Nameless TL Overhaul	COO-T	MAY BOD Mtg	Strategic	Ad-hoc
99	5	Draft Resolution – Budget Amendment for T380 Buda-Turnersville TL Overhaul	COO-T	MAY BOD Mtg	Strategic	Ad-hoc
100	5	Ethics and Compliance Semiannual Update	Ethics/Compliance	MAY BOD Mtg	Compliance	MAY/NOV
101	5	Markets Report	Markets	MAY BOD Mtg	Strategic	Reoccurring
102	5	Moment of Silence in Commemoration of Memorial Day	Board President	MAY BOD Mtg	Strategic	Reoccurring
103	5	Personnel Matters	Human Resources	MAY BOD Mtg	Strategic	Reoccurring
104	5	Safety/Security	Human Resources	MAY BOD Mtg	Strategic	Reoccurring
105	5	Summer Preparedness	COO-D/COO-T	MAY BOD Mtg	Strategic	Annual
106	5	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	MAY BOD Mtg	Compliance	Ad-hoc
107	6	2025 Texas Legislative Matters	CAO	JUN BOD Mtg	Strategic	Reoccurring
108	6	Receipt of Conflict of Interest Disclosure Form, Director Affirmation, and Directors' Code of Conduct Acknowledgement	General Counsel	JUN BOD Mtg	Compliance	Annual
109	6	Acknowledgement and Seating of Directors Elected at Annual Membership Meeting	General Counsel	JUN BOD Mtg	Compliance Bylaws	Annual
110	6	Approval Resolution – Approval of Texas Electric Cooperative (TEC) Delegates for TEC Annual Meeting	Board President	JUN BOD Mtg	Compliance TEC	Annual
111	6	Approval Resolution – Approval of the Appointment of Audit Committee and Audit Committee Chairperson	General Counsel	JUN BOD Mtg	Compliance Bylaws	Annual
112	6	Approval Resolution – Budget Amendment for T323 Marshall Ford-Paleface TL Overhaul	COO-T	JUN BOD Mtg	Strategic	Ad-hoc
113	6	Approval Resolution – Budget Amendment for T333 Lago Vista-Nameless TL Overhaul	COO-T	JUN BOD Mtg	Strategic	Ad-hoc
114	6	Approval Resolution – Budget Amendment for T380 Buda-Turnersville TL Overhaul	COO-T	JUN BOD Mtg	Strategic	Ad-hoc
115	6	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	JUN BOD Mtg	Strategic	Reoccurring
116	6	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	JUN BOD Mtg	Strategic	Reoccurring
117	6	Cooperative Update	CEO	JUN BOD Mtg	Strategic	Reoccurring
118	6	Directors' Conflict of Interest Training and Directors' Code of Conduct Training	Board Counsel	JUN BOD Mtg	Compliance	Reoccurring
119	6	Election – Office of President	General Counsel	JUN BOD Mtg	Compliance	Reoccurring
120	6	Election – Office of Secretary and Treasurer	General Counsel	JUN BOD Mtg	Compliance	Reoccurring
121	6	Election – Office of Vice President	General Counsel	JUN BOD Mtg	Compliance	Reoccurring
122	6	Markets Report	Markets	JUN BOD Mtg	Strategic	Reoccurring
123	6	Personnel Matters	Human Resources	JUN BOD Mtg	Strategic	Reoccurring
124	6	Safety/Security	Human Resources	JUN BOD Mtg	Strategic	Reoccurring
125	6	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	JUN BOD Mtg	Compliance	Ad-hoc
126	7	Annual Review of Conflicts of Interest Certification and Disclosure Forms from Directors	General Counsel	JUL BOD Mtg	Compliance Bylaws	Annual
127	7	Approval Resolution – Approval of Written Certification of the Election Results	Legal Services	JUL BOD Mtg	Compliance	Reoccurring
128	7	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	JUL BOD Mtg	Strategic	Reoccurring
129	7	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	JUL BOD Mtg	Strategic	Reoccurring
130	7	CEO Corporate Initiatives and Action Items Quarterly Update	CEO	JUL BOD Mtg	Compliance	Quarterly
131	7	CFO Quarterly Update	CFO	JUL BOD Mtg	Strategic	Quarterly
132	7	Cooperative Update	CEO	JUL BOD Mtg	Strategic	Reoccurring
133	7	Draft Resolution – Approval of Construction Contract – Old Eighty One Substation	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
134	7	Draft Resolution – Approval of Construction Contract T318 Blanco – Devils Hill 138kV Line	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
135	7	Draft Resolution – Approval of T360 Friendship – Rutherford 138kV Line Pole Order	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
136	7	Draft Resolution – Review and Approval of Privacy Policy	Compliance & Regulatory	JUL BOD Mtg	Compliance	Annual
137	7	Election Update – Annual Voter Turnout	Legal Services	JUL BOD Mtg	Compliance EPP	Annual
138	7	Key Performance Indicator (KPI) Update of 2025 Period 1 Results	CSO	JUL BOD Mtg	Strategic	Reoccurring
139	7	Markets Report	Markets	JUL BOD Mtg	Strategic	Reoccurring
140	7	Personnel Matters	Human Resources	JUL BOD Mtg	Strategic	Reoccurring
141	7	Safety/Security	Human Resources	JUL BOD Mtg	Strategic	Reoccurring
142	7	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	JUL BOD Mtg	Compliance	Ad-hoc
143	8	2025 Property (Real and Personal) Tax Appraisal Assessment and Strategy Update	Tax & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
144	8	Approval Resolution – Approval of Construction Contract – Old Eighty One Substation	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
145	8	Approval Resolution – Approval of Construction Contract T318 Blanco – Devils Hill 138kV Line	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
146	8	Approval Resolution – Approval of T360 Friendship – Rutherford 138kV Line Pole Order	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
147	8	Approval Resolution – Review and Approval of Privacy Policy	Compliance & Regulatory	AUG BOD Mtg	Compliance	Annual
148	8	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
149	8	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
150	8	Cooperative Update	CEO	AUG BOD Mtg	Strategic	Reoccurring
151	8	Cyber Security Semiannual Update	Compliance & Regulatory	AUG BOD Mtg	Strategic	FEB/AUG

## PEC Annual Planning Calendar

Item	Month	Description	Owner	Date	Strategic/ Compliance	Occurrence
152	8	Markets Report	Markets	AUG BOD Mtg	Strategic	Reoccurring
153	8	Medical Insurance Benefits Update	Human Resources	AUG BOD Mtg	Compliance	Reoccurring
154	8	Personnel Matters	Human Resources	AUG BOD Mtg	Strategic	Reoccurring
155	8	Post Member-Election Analysis and Annual Review	General Counsel	AUG BOD Mtg	Compliance EPP	Annual
156	8	Safety/Security	Human Resources	AUG BOD Mtg	Strategic	Reoccurring
157	8	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	AUG BOD Mtg	Compliance	Ad-hoc
158	9	Review of 2024 IRS Form 990 – Bollinger, Sears, Gilbert & Moss, LLP	Audit Committee	SEP Audit Committee Mtg	Compliance	Reoccurring
159	9	Approval Resolution – Approval of 2024 IRS Form 990 – Bollinger, Sears, Gilbert & Moss, LLP	Tax & Regulatory	SEP BOD Mtg	Compliance	Reoccurring
160	9	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	SEP BOD Mtg	Strategic	Reoccurring
161	9	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	SEP BOD Mtg	Strategic	Reoccurring
162	9	CEO Corporate Initiatives and Action Items Quarterly Update	CEO	SEP BOD Mtg	Compliance	Quarterly
163	9	Cooperative Update	CEO	SEP BOD Mtg	Strategic	Reoccurring
164	9	Draft Resolution – Approval of Election Policy and Procedures Amendments Related to 2025 Post-Election Analysis for Annual Director	General Counsel	SEP BOD Mtg	Compliance EPP	Annual
165	9	Draft Resolution – Approval of Pole Contract T328 Buda-Manchaca	COO-T	SEP BOD Mtg	Strategic	Ad-hoc
166	9	Draft Resolution – Approval to Establish 2026 Annual Membership Meeting Date and Location	General Counsel	SEP BOD Mtg	Compliance	Annual
167	9	Markets Report	Markets	SEP BOD Mtg	Strategic	Reoccurring
168	9	Personnel Matters	Human Resources	SEP BOD Mtg	Strategic	Reoccurring
169	9	Safety/Security	Human Resources	SEP BOD Mtg	Strategic	Reoccurring
170	9	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	SEP BOD Mtg	Strategic	Ad-hoc
171	10	Annual Enterprise Risk Management (ERM) Update	Compliance & Regulatory	OCT BOD Mtg	Strategic	Annual
172	10	Annual Review of 2021-2026 Strategic Plan	Board President	OCT BOD Mtg	Strategic	Annual
173	10	Approval Resolution – Approval of Election Policy and Procedures Amendments Related to 2025 Post-Election Analysis for Annual Director	General Counsel	OCT BOD Mtg	Compliance EPP	Annual
174	10	Approval Resolution – Approval of Pole Contract T328 Buda-Manchaca	COO-T	OCT BOD Mtg	Strategic	Ad-hoc
175	10	Approval Resolution – Approval to Establish 2026 Annual Membership Meeting Date and Location	General Counsel	OCT BOD Mtg	Compliance	Annual
176	10	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	OCT BOD Mtg	Strategic	Reoccurring
177	10	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	OCT BOD Mtg	Strategic	Reoccurring
178	10	CFO Quarterly Update	CFO	OCT BOD Mtg	Strategic	Quarterly
179	10	Cooperative Update	CEO	OCT BOD Mtg	Strategic	Reoccurring
180	10	Draft Resolution – Approval of 2026 Operating Budget and 2026 Capital Improvement Plan (CIP), Including Items Concerning Competitive Matters, Personnel, Contracts, and Real Estate	CFO	OCT BOD Mtg	Compliance	Reoccurring
181	10	Draft Resolution – Review and Approval of the 2026 Rate Plan	CFO	OCT BOD Mtg	Compliance	Reoccurring
182	10	Markets Report	Markets	OCT BOD Mtg	Strategic	Reoccurring
183	10	Personnel Matters	Human Resources	OCT BOD Mtg	Strategic	Reoccurring
184	10	Real Estate Update	Compliance & Regulatory	OCT BOD Mtg	Strategic	MAR/SEP
185	10	Safety/Security	Human Resources	OCT BOD Mtg	Strategic	Reoccurring
186	10	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	OCT BOD Mtg	Compliance	Ad-hoc
187	11	Approval Resolution – Approval of 2026 Board of Directors List of Proposed Future Meetings	Board President	NOV BOD Mtg	Compliance	Reoccurring
188	11	Approval Resolution – Approval of 2026 Operating Budget and 2026 Capital Improvement Plan (CIP), Including Items Concerning Competitive Matters, Personnel, Contracts, and Real Estate	CFO	NOV BOD Mtg	Compliance	Reoccurring
189	11	Approval Resolution – Review and Approval of the 2026 Rate Plan	CFO	NOV BOD Mtg	Compliance	Reoccurring
190	11	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	NOV BOD Mtg	Strategic	Reoccurring
191	11	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	NOV BOD Mtg	Strategic	Reoccurring
192	11	Cooperative Update	CEO	NOV BOD Mtg	Strategic	Reoccurring
193	11	Draft Resolution – Approval of 2026 Election Timeline	General Counsel	NOV BOD Mtg	Compliance	Reoccurring
194	11	Draft Resolution – Approval of Capital Credits Distribution during Calendar Year 2025	CFO	NOV BOD Mtg	Compliance	Reoccurring
195	11	Ethics and Compliance Semiannual Update	Ethics/Compliance	NOV BOD Mtg	Compliance	MAY/NOV
196	11	Markets Report	Markets	NOV BOD Mtg	Strategic	Reoccurring
197	11	Personnel Matters	Human Resources	NOV BOD Mtg	Strategic	Reoccurring
198	11	Recognition of Veterans Day	Board President	NOV BOD Mtg	Compliance	Reoccurring
199	11	Safety/Security	Human Resources	NOV BOD Mtg	Strategic	Reoccurring
200	11	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	NOV BOD Mtg	Compliance	Ad-hoc
201	11	Winter Preparedness	Operations	NOV BOD Mtg	Strategic	Annual
202	12	Approval Resolution – Approval of 2026 Election Timeline and Communications Plan	CEO	DEC BOD Mtg	Strategic	Reoccurring
203	12	Approval Resolution – Approval of Appointment of Members to the Plan Administration Committee	Human Resources	DEC BOD Mtg	Strategic	Reoccurring
204	12	Approval Resolution – Approval of Capital Credits Distribution during Calendar Year 2025	CFO	DEC BOD Mtg	Compliance	Reoccurring
205	12	Approval Resolution – Review of 2025 Corporate Initiatives and CEO Action Items with Consideration of Performance Bonus	Board VP	DEC BOD Mtg	Strategic	Annual
206	12	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	DEC BOD Mtg	Strategic	Reoccurring
207	12	Cooperative Update	CEO	DEC BOD Mtg	Strategic	Reoccurring
208	12	Draft Resolution – Approval of 2026 Key Performance Indicators Plan Methodology	CSO	DEC BOD Mtg	Strategic	Reoccurring
209	12	Draft Resolution – Approval for Directing the General Counsel to Prepare 2025 Proposed Non-Director Election Ballot Item(s)	General Counsel	DEC BOD Mtg	Strategic	Reoccurring
210	12	Draft Resolution – Approval to Review and Amend Tariff and Business Rules	Compliance & Regulatory	DEC BOD Mtg	Compliance	Reoccurring
211	12	Markets Report	Markets	DEC BOD Mtg	Strategic	Reoccurring
212	12	Personnel Matters	Human Resources	DEC BOD Mtg	Strategic	Reoccurring
213	12	Plan Administration Committee (PAC) Update – B Dawson, Drew McCorckle, CAPTRUST Advisors	Human Resources	DEC BOD Mtg	Compliance	Reoccurring
214	12	Review of 2026 Corporate Initiatives and CEO Action Items	CEO	DEC BOD Mtg	Strategic	Annual
215	12	Safety/Security	Human Resources	DEC BOD Mtg	Strategic	Reoccurring
216	12	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	DEC BOD Mtg	Compliance	Ad-hoc

### 3-Month Outlook Planning Calendar

Item	Month	Description	Owner	Date	Strategic/ Compliance	Occurrence
<b>JUL</b>						
1	7	Annual Review of Conflicts of Interest Certification and Disclosure Forms from Directors	General Counsel	JUL BOD Mtg	Compliance Bylaws	Annual
2	7	Approval Resolution – Approval of Written Certification of the Election Results	Legal Services	JUL BOD Mtg	Compliance	Reoccurring
3	7	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	JUL BOD Mtg	Strategic	Reoccurring
4	7	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	JUL BOD Mtg	Strategic	Reoccurring
5	7	CEO Corporate Initiatives and Action Items Quarterly Update	CEO	JUL BOD Mtg	Compliance	Quarterly
6	7	CFO Quarterly Update	CFO	JUL BOD Mtg	Strategic	Quarterly
7	7	Cooperative Update	CEO	JUL BOD Mtg	Strategic	Reoccurring
8	7	Draft Resolution – Approval of Construction Contract – Old Eighty One Substation	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
9	7	Draft Resolution – Approval of Construction Contract T318 Blanco – Devils Hill 138kV Line	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
10	7	Draft Resolution – Approval of T360 Friendship – Rutherford 138kV Line Pole Order	COO-T	JUL BOD Mtg	Strategic	Ad-hoc
11	7	Draft Resolution – Review and Approval of Privacy Policy	Compliance & Regulatory	JUL BOD Mtg	Compliance	Annual
12	7	Election Update – Annual Voter Turnout	Legal Services	JUL BOD Mtg	Compliance EPP	Annual
13	7	Key Performance Indicator (KPI) Update of 2025 Period 1 Results	CSO	JUL BOD Mtg	Strategic	Reoccurring
14	7	Markets Report	Markets	JUL BOD Mtg	Strategic	Reoccurring
15	7	Personnel Matters	Human Resources	JUL BOD Mtg	Strategic	Reoccurring
16	7	Safety/Security	Human Resources	JUL BOD Mtg	Strategic	Reoccurring
17	7	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	JUL BOD Mtg	Compliance	Ad-hoc
<b>AUG</b>						
18	8	2025 Property (Real and Personal) Tax Appraisal Assessment and Strategy Update	Tax & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
19	8	Approval Resolution – Approval of Construction Contract – Old Eighty One Substation	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
20	8	Approval Resolution – Approval of Construction Contract T318 Blanco – Devils Hill 138kV Line	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
21	8	Approval Resolution – Approval of T360 Friendship – Rutherford 138kV Line Pole Order	COO-T	AUG BOD Mtg	Strategic	Ad-hoc
22	8	Approval Resolution – Review and Approval of Privacy Policy	Compliance & Regulatory	AUG BOD Mtg	Compliance	Annual
23	8	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
24	8	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	AUG BOD Mtg	Strategic	Reoccurring
25	8	Cooperative Update	CEO	AUG BOD Mtg	Strategic	Reoccurring
26	8	Cyber Security Semiannual Update	Compliance & Regulatory	AUG BOD Mtg	Strategic	FEB/AUG
27	8	Markets Report	Markets	AUG BOD Mtg	Strategic	Reoccurring
28	8	Medical Insurance Benefits Update	Human Resources	AUG BOD Mtg	Compliance	Reoccurring
29	8	Personnel Matters	Human Resources	AUG BOD Mtg	Strategic	Reoccurring
30	8	Post Member-Election Analysis and Annual Review	General Counsel	AUG BOD Mtg	Compliance EPP	Annual
31	8	Safety/Security	Human Resources	AUG BOD Mtg	Strategic	Reoccurring
32	8	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	AUG BOD Mtg	Compliance	Ad-hoc
<b>SEP</b>						
33	9	Review of 2024 IRS Form 990 – Bollinger, Sears, Gilbert & Moss, LLP	Audit Committee	SEP Audit Committee Mtg	Compliance	Reoccurring
34	9	Approval Resolution – Approval of 2024 IRS Form 990 – Bollinger, Sears, Gilbert & Moss, LLP	Tax & Regulatory	SEP BOD Mtg	Compliance	Reoccurring
35	9	Approval Resolution(s) – Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions	Compliance & Regulatory	SEP BOD Mtg	Strategic	Reoccurring
36	9	Approval Resolution(s) – Approval of Real Property Acquisitions or Real Property Dispositions	Compliance & Regulatory	SEP BOD Mtg	Strategic	Reoccurring
37	9	CEO Corporate Initiatives and Action Items Quarterly Update	CEO	SEP BOD Mtg	Compliance	Quarterly
38	9	Cooperative Update	CEO	SEP BOD Mtg	Strategic	Reoccurring
39	9	Draft Resolution – Approval of Election Policy and Procedures Amendments Related to 2025 Post-Election Analysis for Annual Director Elections and Annual Review of Election Policy and Procedures	General Counsel	SEP BOD Mtg	Compliance EPP	Annual
40	9	Draft Resolution – Approval of Pole Contract T328 Buda-Manchaca	COO-T	SEP BOD Mtg	Strategic	Ad-hoc
41	9	Draft Resolution – Approval to Establish 2026 Annual Membership Meeting Date and Location	General Counsel	SEP BOD Mtg	Compliance	Annual
42	9	Markets Report	Markets	SEP BOD Mtg	Strategic	Reoccurring
43	9	Personnel Matters	Human Resources	SEP BOD Mtg	Strategic	Reoccurring
44	9	Safety/Security	Human Resources	SEP BOD Mtg	Strategic	Reoccurring
45	9	Update on Competitive ERCOT Regulatory Matters	Compliance & Regulatory	SEP BOD Mtg	Strategic	Ad-hoc



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**File #:** 2025-190, **Version:** 1

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**Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

**Submitted By:** Andrea Stover  
**Department:** General Counsel



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**File #:** 2025-191, **Version:** 1

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**2025 Texas Legislative Matters - J Urban**

**Submitted By:** JP Urban  
**Department:** Chief Administrative Officer



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**File #:** 2025-192, **Version:** 1

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**Litigation and Related Legal Matters - A Stover**

**Submitted By:** Andrea Stover  
**Department:** General Counsel



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**File #:** 2025-193, **Version:** 1

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**Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover**

**Submitted By:** Andrea Stover

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** If any, as discussed in Executive Session.



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**File #:** 2025-069, **Version:** 1

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**Directors' Conflict of Interest Training and Directors' Code of Conduct Training - R Fischer**

**Submitted By:** Ross Fischer  
**Department:** Board Counsel



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**File #:** 2025-197, **Version:** 1

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**Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey**

**Submitted By:** Christian Powell/Eric Blakey  
**Department:** Compliance & Regulatory



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**File #:** 2025-198, **Version:** 1

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**Markets Report - R Strobel/R Kruger**

**Submitted By:** Rob Strobel/Randy Kruger  
**Department:** Markets



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**File #:** 2025-201, **Version:** 1

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**Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell**

**Submitted By:** Christian Powell

**Department:** Compliance & Regulatory

**Financial Impact and Cost/Benefit Considerations:** As discussed in Executive Session.



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**File #:** 2025-202, **Version:** 1

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**Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property  
Acquisitions - C Powell**

**Submitted By:** Christian Powell

**Department:** Compliance & Regulatory

**Financial Impact and Cost/Benefit Considerations:** As discussed in Executive Session.



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**File #:** 2025-203, **Version:** 1

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**Safety and Security Matters**

**Submitted By:** Human Resources  
**Department:** Human Resources



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**File #:** 2025-204, **Version:** 1

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**Personnel Matters**

**Submitted By:** Human Resources  
**Department:** Human Resources