



PEDERNALES ELECTRIC COOPERATIVE

Annual Membership Meeting Agenda - Final

06/20/2025 | 9:00 AM | PEC Headquarters Auditorium

201 S Ave F, Johnson City, TX 78636

The Annual Membership Meeting is held in the PEC Headquarters Auditorium and will be recorded.

Members may watch this meeting by live stream from the PEC website at

<https://pec.legistar.com/Calendar.aspx>.

1. Call to Order

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.

2. Safety Briefing

3. Invocation

4. Pledge of Allegiance

5. Introduction of Directors

6. Certificate of Secretary-Treasurer Regarding Member Quorums

7. Approve Minutes of 2024 Annual Membership Meeting

[2025-175](#) Minutes of 2024 Annual Membership Meeting

Attachments: [2024 Annual Membership Meeting Minutes.pdf](#)

8. Announce Voting Program Prizes

9. Announcement of Election Results

10. President's Report

11. CEO's Report

12. Member Comments (3 minute limitation or as otherwise directed by Board)

[2025-176](#) Member Comments

Attachments: [Decorum Policy.pdf](#)

13. June 20, 2025, Regular Board Meeting upon conclusion of Annual Membership Meeting at the PEC Headquarters Auditorium

14. Adjournment



File #: 2025-175, **Version:** 1

Minutes of 2024 Annual Membership Meeting

Submitted By: Andrea Stover
Department: General Counsel



Meeting Minutes - Draft

Annual Membership Meeting

Friday, June 21, 2024

9:00 AM

PEC Headquarters Auditorium

201 S Ave F, Johnson City, TX 78636

The Annual Membership Meeting was held in the PEC Headquarters Auditorium and was recorded. Members may watch this meeting by live stream from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

1. Call to Order and Roll Call

This meeting was called to order at 9:00 a.m., on June 21, 2024, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

Present 7 - Director Milton Rister, Director Emily Pataki, Director Mark Ekrut, Director Travis Cox, Director James Oakley, Director Paul Graf, and Director Amy Akers

2. Safety Briefing

President Mark Ekrut announced the Safety Briefing.

3. Pledge of Allegiance

President Mark Ekrut led the Pledge of Allegiance to the Flag of the United States of America, followed by the Pledge of Allegiance to the Texas Flag.

4. Introduction of Directors

President Mark Ekrut acknowledged the PEC Board of Directors, PEC Executive Staff, and PEC Board Candidates.

PEC Board of Directors

Milton Rister, Director, District 1

Emily Pataki, Director, District 2

Travis Cox, Director, District 4

James Oakley, Director, District 5

Paul Graf, Director, District 6

Amy SJ Akers, Director, District 7

PEC Executive Staff

Julie Parsley, Chief Executive Officer

Senior Associate General Counsel, Aisha Hagen

Ross Fischer, Board Counsel

PEC Board Candidates

Milton Rister, District 1

Garry D. Crain, District 6 (not present)

Grover D. Clifton, Jr. District 6 (not present)

Paul Graf, District 6
Amy SJ Akers, District 7
Daniel Ayala, Jr., District 7 (not present)
Mark Jones, District 7 (not present)

5. Certificate of Secretary-Treasurer Regarding Member Quorums

Mr. Travis Cox, Board Secretary and Treasurer, announced that based on the election counts provided to him, quorums were present to conduct the 2024 Annual Membership Meeting and the Director District Elections, and that the certificates would be recorded in the meeting minutes.

6. Approve Minutes of 2023 Annual Membership Meeting

President Mark Ekrut said the 2023 Annual Membership Meeting Minutes were previously posted on the PEC website and available to the membership. There being no objection, the 2023 Annual Membership Meeting Minutes were approved.

[2024-154](#)

Minutes of 2023 Annual Membership Meeting

Attachments: [2023 Annual Membership Meeting Minutes](#)

7. Announce Voting Program Prizes

President Mark Ekrut said that members who voted were randomly selected for bill credits of \$400, \$100, and \$75 respectively. The following members listed below will receive bill credits.

\$400 Bill Credit Recipients

Gregory A. Spellman
Patricia A. Bandy
Coleman Partners LTD
Keith Knepp

\$100 Bill Credit Recipients

William Schiesler
Penny A. Winegartner
Skylar Wells
Thomas Wurtz
Zilks Plus Resources LLC
Harold Brown

\$75 Bill Credit Recipients

Cecilia Escobar Garcia
Jay Young
Mahipal Mallayagari
Jim Monk
Erin Thompson
Ernesto Paiz
Jennifer Brantley
David Alden
Michella Tidwell
Darrell Lewis

Sarita Brooks
Jennifer Lyon
Tammy Fife
Alisha Homann
Coy Armstrong
Martha Lambert
Macy Schwarz
Aliyah Gonzalez
Forrestt Eubanks
Austin Fischer
Prospero Suarez
Bill McWilliams
Janet Edmondson
Shawn Sisserson
Cameron Hardwick
Robert Crutchfield
Patricia F. Buck
Ann Polk
Terry L. Knudsen
Jacqueline Guerrero
Linda M. Bradford
George Geisen
Holly Filer
Shady Grove Homeowners Assoc.
Walt Fogle
Debra Westmoreland
Jim McCoy
Donnie McKee
Charles Smith
Trena Beckmann
Marion J. Meadows
Keith Baumgarten
Deborah Harper
Arla Tibble
Wayne Schroeder
Kelsey Rollings
Alfonso Maldonado
Pamela G. Bishop
Greg Etter
Sheila W. Felps

8. Announcement of Election Results

President Mark Ekrut said the election results were administered by the independent firm, Survey & Ballot Systems Corporation (SBS). Mr. Tony Hoff, Marketing Director, SBS, announced the election results by video recording. President Ekrut said SBS provided a written certificate of the results, which will be included in the meeting minutes of the July 2024 Regular Board Meeting. The election results were previously released to the PEC membership on June 18, 2024.

District 1: Milton Rister
District 6: Paul Graf
District 7: Amy SJ Akers

President Mark Ekrut indicated pursuant to PEC Bylaws, the terms as directors will begin immediately upon adjournment of the Annual Membership Meeting, and the elected directors will sign director affirmations immediately following the adjournment of this meeting.

9. President's Report

President Mark Ekrut said PEC provided safe, reliable power to more than one million Central Texans. Mr. Ekrut commended PEC employees seeking improvements of operating efficiencies. He discussed changes and advances in technology, stating that PEC was one of the first companies to deploy LiDAR technology for vegetation maintenance, saving members up to \$4 million each year. Mr. Ekrut thanked the employees and PEC membership.

10. CEO's Report

Ms. Julie Parsley, Chief Executive Officer (CEO), discussed PEC's 85 years of service and the many celebrations across the Hill Country. She said PEC's 400,000th meter was set in Buda's new Fire Station #1. She discussed employee achievements, continued Cooperative growth, future growth, improving member experience, and the focus on improving reliability and system planning. Ms. Parsley shared information regarding community involvement. She shared a video highlight of events.

11. Member Comments (3 minute limitation or as otherwise directed by Board)

[2024-155](#)

Member Comments

Attachments: [Decorum Policy](#)

Mr. Mathew DeBow was present and commented on an electrical installation at his property. Ms. Clair Nybrow was present and commented on electric grid resilience. Mr. Charlie Parker was present and commented on new meters. Mr. Greg Stevens was present and complimented PEC. Mr. Michael Mauerer was present and commented on electric consumption.

12. June 21, 2024, Regular Board Meeting upon conclusion of Annual Membership Meeting at the PEC Headquarters Auditorium

President Mark Ekrut announced that the regular meeting of the PEC Board of Directors will occur immediately upon the conclusion of the PEC Annual Membership Meeting in the auditorium of PEC headquarters.

13. Adjournment

President Mark Ekrut said the success of the Annual Membership Meeting could not have been accomplished without the membership and the efforts of the Cooperative employees. There being no further business to come before the Annual Membership Meeting, the meeting adjourned at 9:40 a.m.

Approved:

Travis Cox, Secretary

Mark Ekrut, President



Pedernales Electric Cooperative, P.O Box 1, Johnson City, TX 78636

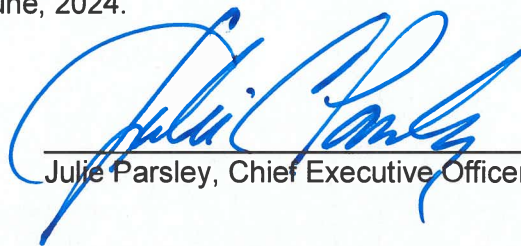
AFFIDAVIT OF MAILING NOTICE OF MEETING

STATE OF TEXAS §

COUNTY OF BLANCO §

I, Julie Parsley, as Chief Executive Officer of Pedernales Electric Cooperative, Inc. (the "Cooperative"), do hereby certify that, at the direction of the Secretary of the Board of Directors of the Cooperative, I have caused to be deposited by Survey and Ballot Systems Inc., in the United States mail, notice of the Annual Membership Meeting of the Cooperative to be held on Friday, June 21, 2024, at 9:00 a.m. at the PEC Headquarters Auditorium, 201 S. Avenue F, Johnson City, Texas.

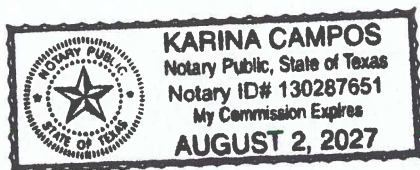
Witness my hand this 5th day of June, 2024.




Julie Parsley, Chief Executive Officer

BEFORE ME, the undersigned authority on this day personally appeared Julie Parsley known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 5th day of June, 2024.





Print Name: Karina Campos
Notary Public, State of Texas



Pedernales Electric Cooperative, P.O Box 1, Johnson City, TX 78636

CERTIFICATE OF SECRETARY REGARDING MEMBER MEETING QUORUM

I, Travis Cox, Secretary of the Board of Directors (Board) of PEDERNALES ELECTRIC COOPERATIVE, INC. ("Cooperative"), do hereby certify to the best of my knowledge based on information provided to me by the Chief Executive Officer of the Cooperative, or designee, the following:

Member Meeting Quorum

- (1) the total number of members of the Cooperative on the Record Date of this Annual Meeting is 348,579.
- (2) the number of members casting a vote by mail or electronically is 17,173.
- (3) therefore, the total number of members participating in this Annual Meeting is 17,173.

The number of members casting a vote by mail or electronically exceeds 5,000. Therefore, as Secretary of the Board of the Cooperative, I declare a Member Quorum (as defined in the Bylaws) present this day June 21, 2024, at 9:00 AM at the PEC Headquarters Auditorium, 201 S. Avenue F, Johnson City, Texas in order to conduct the business of the Cooperative as listed in the notice of the Annual Meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2024.



Travis Cox, Secretary



CERTIFICATE OF SECRETARY REGARDING DIRECTOR ELECTION QUORUM


I, Travis Cox, Secretary of the Board of Directors (Board) of PEDERNALES ELECTRIC COOPERATIVE, INC. ("Cooperative"), do hereby certify to the best of my knowledge based on information provided to me by the Chief Executive Officer of the Cooperative, or designee, the following:

Director Election Quorum – Director District 1

- (1) the total number of members in Director District 1 of the Cooperative on the Record Date of this Director Election is 49,773.
- (2) the number of members casting a vote by mail or electronically from Director District 1 is 4,993.
- (3) the total number of members casting a vote in Director Election - Director District 1 is 4,993.

The number of members casting a vote by mail, or electronically in this Director Election – Director District 1 exceeds 1,000. Therefore, as Secretary of the Board of the Cooperative, I declare a Quorum in the Director Election – Director District 1 (as defined in the Bylaws) this day June 21, 2024, at 9:00 AM at the PEC Headquarters Auditorium, 201 S. Avenue F, Johnson City, Texas in order to certify the Director Election in Director District 1 as listed in the notice of the Annual Meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2024.



Travis Cox, Secretary

Director Election Quorum – Director District 6

- (1) the total number of members in Director District 6 of the Cooperative on the Record Date of this Director Election is 51,571.
- (2) the number of members casting a vote by mail or electronically from Director District 6 is 7,554.
- (3) the total number of members casting a vote in Director Election - Director District 6 is 7,554.

The number of members casting a vote by mail, or electronically in this Director Election – Director District 6 exceeds 1,000. Therefore, as Secretary of the Board of the Cooperative, I declare a Quorum in the Director Election – Director District 6 (as defined in the Bylaws) this day June 21, 2024, at 9:00 AM at the PEC Headquarters Auditorium, 201 S. Avenue F, Johnson City, Texas in order to certify the Director Election in Director District 6 as listed in the notice of the Annual Meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2024.



Travis Cox, Secretary



Director Election Quorum – Director District 7


- (4) the total number of members in Director District 7 of the Cooperative on the Record Date of this Director Election is 53,001.
- (5) the number of members casting a vote by mail or electronically from Director District 7 is 4,626.
- (6) the total number of members casting a vote in Director Election - Director District 7 is 4,626.

The number of members casting a vote by mail, or electronically in this Director Election – Director District 7 exceeds 1,000. Therefore, as Secretary of the Board of the Cooperative, I declare a Quorum in the Director Election – Director District 7 (as defined in the Bylaws) this day June 21, 2024, at 9:00 AM at the PEC Headquarters Auditorium, 201 S. Avenue F, Johnson City, Texas in order to certify the Director Election in Director District 7 as listed in the notice of the Annual Meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2024.



Travis Cox, Secretary



SBS REPORT PREPARED FOR
PEDERNALES ELECTRIC COOPERATIVE
17 JUNE 2024

2024 Director Election

Survey & Ballot Systems
7653 Anagram Drive
Eden Prairie, MN 55344-7311
800-974-8099
surveyandballotsystems.com



June 17, 2024

Michael Butler
Sr. Counsel & Acting Governance Manager
PO Box 1
Johnson City, TX 78636-0001

Dear Mr. Butler:

As the election contractor, we are pleased to provide you with the official tabulation for the 2024 Director Election from ballots qualified in accordance with the election specifications, as approved by the Pedernales Electric Cooperative.

The following reports are tabulated from ballots received on or before June 14, 2024. These certified results account for 17,173 ballots cast from 154,345 eligible members, yielding a participation rate of 11.13%.

Also provided are supporting reports, including a Votes by District, a Voters by Email by Media, a Voters by Analytics, a Voters by Zipcode - Top 10, a DirectVote® Rating and a DirectVote® Comments Report.

We greatly appreciate the opportunity to serve the Pedernales Electric Cooperative with election services and wish you great success in the coming year. If you have any questions regarding the enclosed information, please do not hesitate to call me at (800) 974-8099, Ext. 314.

Sincerely,

Melissa A Fiala

Melissa Fiala
Quality Assurance Specialist

Enclosure(s)



PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

Summary:	Page 1
Results:	Page 2
Votes by District:	Page 4
Voters by Email by Media:	Page 7
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DirectVote® Rating:	Page 11
DirectVote® Comments:	Page 12

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

Eligible Voters:	154,345
Paper Ballots:	5,345
Web Ballots:	11,988
Duplicate - Paper Removed:	85
Duplicate - Web Removed:	75
Final Paper Ballots:	5,260
Final Web Ballots:	11,913
Total Returns:	17,173
Percent Returned:	11.13%

Certified by Survey & Ballot Systems

Melissa A Fiala

6/17/2024

Melissa Fiala

Date

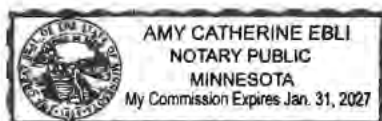
Quality Assurance Specialist

Amy C. Ebli

6/17/2024

Notary Public

Date



Sponsoring organization had knowledge of or access to participant login codes.

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

Candidate for Director District 1

Vote for: 1	Votes	Percent	
Milton Rister	4,890	100.0%	DECISION

Total Valid Ballots:	4,890
Total Unexercised:	103
Total Invalid:	0
Total Ballots Cast:	4,993

Candidate for Director District 6

Vote for: 1	Votes	Percent	
Paul Graf	4,368	58.0%	DECISION
Grover D. Clifton, Jr.	2,459	32.7%	
Garry D. Crain	700	9.3%	

Total Valid Ballots:	7,527
Total Unexercised:	16
Total Invalid:	11
Total Ballots Cast:	7,554

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

Candidate for Director District 7

Vote for: 1	Votes	Percent	
Amy Lea SJ Akers	1,781	38.5%	DECISION
Mark Jones	1,626	35.2%	
Daniel Ayala, Jr.	1,213	26.3%	
Total Valid Ballots:	4,620		
Total Unexercised:	6		
Total Invalid:	0		
Total Ballots Cast:	4,626		

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

	Total Members	Paper Ballots	Web Ballots	Total Ballots	% Received
Candidate for Director District 1					
District					
VD1	49,773				
Milton Rister		1,112	3,778	4,890	9.8%
VD6	51,571				
Milton Rister		0	0	0	0.0%
VD7	53,001				
Milton Rister		0	0	0	0.0%

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

	Total Members	Paper Ballots	Web Ballots	Total Ballots	% Received
Candidate for Director District 6					
District					
VD1	49,773				
Garry D. Crain		0	0	0	0.0%
Grover D. Clifton, Jr.		0	0	0	0.0%
Paul Graf		0	0	0	0.0%
VD6	51,571				
Garry D. Crain		246	454	700	1.4%
Grover D. Clifton, Jr.		780	1,679	2,459	4.8%
Paul Graf		1,868	2,500	4,368	8.5%
VD7	53,001				
Garry D. Crain		0	0	0	0.0%
Grover D. Clifton, Jr.		0	0	0	0.0%
Paul Graf		0	0	0	0.0%

PEDERNALES ELECTRIC COOPERATIVE 2024 DIRECTOR ELECTION

	Total Members	Paper Ballots	Web Ballots	Total Ballots	% Received
Candidate for Director District 7					
District					
VD1	49,773				
Amy Lea SJ Akers		0	0	0	0.0%
Daniel Ayala, Jr.		0	0	0	0.0%
Mark Jones		0	0	0	0.0%
VD6	51,571				
Amy Lea SJ Akers		0	0	0	0.0%
Daniel Ayala, Jr.		0	0	0	0.0%
Mark Jones		0	0	0	0.0%
VD7	53,001				
Amy Lea SJ Akers		492	1,289	1,781	3.4%
Daniel Ayala, Jr.		255	958	1,213	2.3%
Mark Jones		466	1,160	1,626	3.1%



2024 PEC Annual Meeting



Welcome

Mark Ekrut, President & District 3 Director



Meeting Agenda and Supporting Material
Website: <https://pec.legistar.com/calendar.aspx>

pec.coop



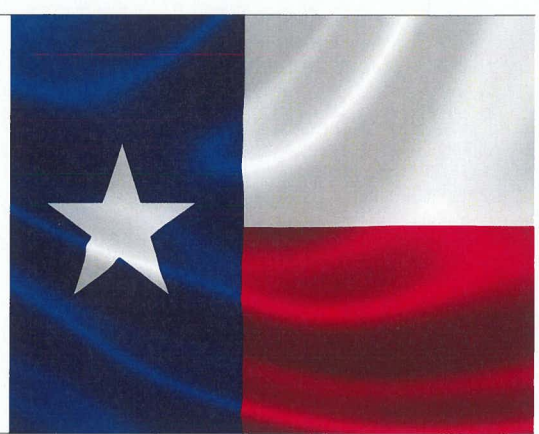
2024 PEC Annual Meeting



I pledge allegiance
to the Flag of the
United States of
America, and to the
Republic for which it
stands, one Nation
under God, indivisible,
with liberty and
justice for all.

5

Honor the Texas
flag; I pledge
allegiance to thee,
Texas, one state
under God, one
and indivisible.





2024 PEC Annual Meeting



Voting Incentive Recipients

8

\$400 Bill Credit Recipients

- Gregory A Spellman
- Patricia A Bandy
- Coleman Partners LTD
- Keith Knepp

\$100 Bill Credit Recipients

- William Schiesler
- Penny A Winegartner
- Skylar Wells
- Thomas Wurtz
- Zilks Plus Resources LLC
- Harold Brown

9

\$75 Bill Credit Winners

- Cecilia Escobar Garcia
- Jay Young
- Mahipal Mallayagari
- Jim Monk
- Erin Thompson
- Ernesto Paiz
- Jennifer Brantley
- David Alden
- Michella Tidwell
- Darrell Lewis
- Sarita Brooks
- Jennifer Lyon
- Tammy Fife
- Alisha Homann
- Coy Armstrong
- Martha Lambert
- Macy Schwarz
- Aliyah Gonzalez
- Forrestt Eubanks
- Austin Fisher
- Prospero Suarez
- Bill McWilliams
- Janet Edmondson
- Shawn Sisserson
- Cameron Hardwick

10

\$75 Bill Credit Winners

- Robert Crutchfield
- Patricia F Buck
- Ann Polk
- Terry L Knudsen
- Jacqueline Guerrero
- Linda M Bradford
- George Geisen
- Holly Filer
- Shady Grove Homeowners Assoc.
- Walt Fogle
- Debra Westmoreland
- Jim McCoy
- Donnie McKee
- Charles Smith
- Trena Beckmann
- Marion J Meadows
- Keith Baumgarten
- Deborah Harper
- Arla Tibble
- Wayne Schroeder
- Kelsey Rollings
- Alfonso Maldonado
- Pamela G Bishop
- Greg Etter
- Sheila W Felps

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2024 PEC Annual Meeting

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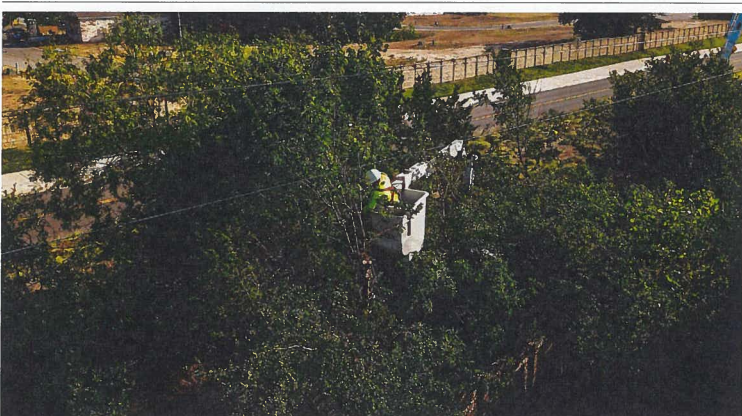
2024 Annual Membership Meeting

Board President Report

Mark Ekrut | District 3 Director

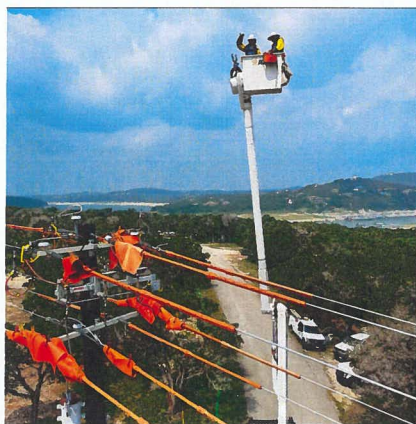
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PEDERNALES ELECTRIC COOPERATIVE



Reaching New Heights

2024 Annual Membership Meeting
CEO Report

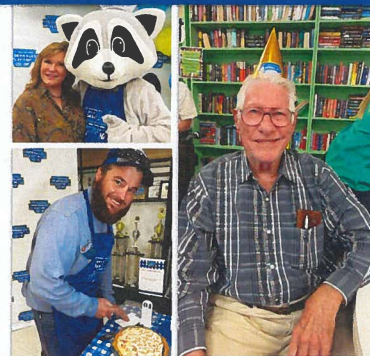
Julie C. Parsley | Chief Executive Officer

June 21, 2024

PEC Celebrates 85 Years of Service



- PEC hosted **six celebrations** across our service area, welcoming more than **300 senior members** to reminisce.
- **100 employees** participated in first Bake Your Best competition—employees raised **\$1,000** for Power of Change.



85 years and 400,000 meters
later, PEC continues to shine
bright for our members!

Celebrating Achievements



Congratulations Team PEC!

Celebrating Achievements

- **First class of apprentices graduated**, having completed all their training through PEC's own Technical Training Center.
- **110 apprentices** on track to soon become journeyworkers.



Continued Cooperative Growth

Looking back at record-breaking growth from June 2023 to June 2024:

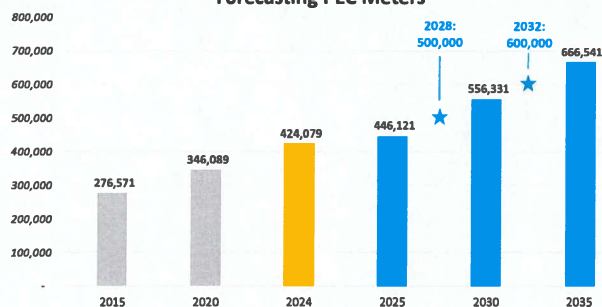
- **414,961** active accounts as of June 1.
- Added more than **22,372 accounts** and **22,042 meters**.
 - **1,864** average monthly account net growth.
 - **37,744** new applications processed.
 - Completed **23,551** line extensions.

By the end of 2024, we're forecasting **423,000 meters**



Future Cooperative Growth

Forecasting PEC Meters



Staying Focused on Reliability

PEC also made changes and upgrades to our distribution system to increase reliability:

- Inspected **15 distribution main feeder lines** through **353 UAV flights**, covering **460 miles** of territory.
- Inspected more than **57,000 wood poles**.
- Nearly **1,400 poles** replaced or restored.
- **More than 4,000 URD equipment locations** inspected and restored.

Data gathered from June 1, 2023, to June 1, 2024



Staying Focused on Reliability

Planning ahead with strategic conversions:

- Conversion upgrades increase the voltage and longevity of equipment and **improve overall system reliability for members**.
- Conversion sequencing **requires years of planning** and typically several days to complete.
- Recent Johnson City conversion took **nearly eight years** of planning to complete.
 - **Utilized 200 lineworkers** over five days, requiring support from every operational district.



Serving Our Members

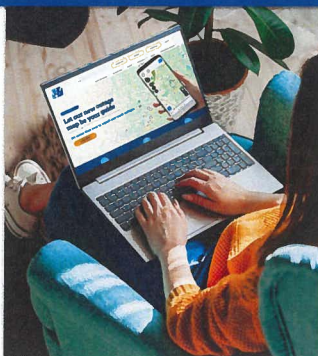
- Answered more than **255,000 member calls**.
- Supported members enrolling in convenient self-service features, including:
 - **15,546** paperless billing opt-ins.
 - **37,000** SmartHub enrollments.
 - **20,707** autopay signups.
- Sent more than **2.25 million** text messages and added more than **20,000 new mobile numbers** for emergency communications.

Data gathered from June 1, 2023, to June 1, 2024



Improving the Member Experience

- Launched **new, improved website** to simplify member journey and reduce clicks.
 - Includes digital assistant to support members searching site.
- Implemented **digital chat feature** linking live agents to members in need of account support — more than **6,500 chats** since launching.
- Debuted **enhanced KUBRA outage map** that provides a more member-friendly experience, **easier outage reporting**, and more messaging capabilities.



Supporting Our Communities

- Participated in Read Across America **and created Literary Expedition Library**.
- Proudly offered **\$100,000 in scholarships** funded from unclaimed property returned by the state.
- Through Power of Change, **six local nonprofits** received **\$24,500** in grants and **\$23,000 was given in support** of local education.
- Through United Charities, PEC employees gave more than **\$294,000 to 263 nonprofits**.



Supporting Our Communities

POWER of CHANGE

Round up your bill for your community

- 29,614 members** are helping power change in their communities!
- 7.14% of membership** participating.
- Power of Change **now funds all of PEC's charitable giving**.



Member Comments



2024 PEC Annual Meeting



File #: 2025-176, **Version:** 1

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.



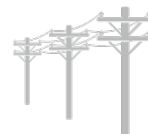
- 3.2.1. All Participants wishing to address the Board during the designated portion of a Board meeting shall sign a registry identifying themselves prior to speaking and shall open their remarks by stating their name and whether they are a Cooperative Member. Time allotted by the Board for each speaker 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.

