



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, December 19, 2025

9:00 AM

PEC Headquarters Auditorium

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 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 9:02 a.m., on December 19, 2025, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

Present: 7 - Director Milton Rister, President Emily Pataki, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director Alice Price, Director Paul Graf, and Director Amy Akers

Safety Briefing

President Emily Pataki provided the Safety Briefing.

Adoption of Agenda

The agenda was adopted as posted and without objection.

Cooperative Recognitions

1. [2025-321](#) **Recognition of PEC True Blue Recipients and Member Service Appreciation Week - J Urban/D Evers**

Attachments: [Recognition of PEC True Blue Recipients and Member Service Week FINAL 2025-321.pdf](#)

Ms. DeLisa Evers, Director, Member Relations, announced the names of the PEC True Blue Recipients for Member Service Appreciation Week.

Consent Items

2. [2025-341](#) **Wednesday, November 12, 2025 - Special Meeting Minutes
Friday, November 21, 2025 - Regular Meeting Minutes**

Attachments: [2025-11-12 OS Special Board Meeting Minutes.pdf](#)
[2025-11-21 OS Meeting Minutes.pdf](#)

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

Cooperative Monthly Report**3. [2025-351](#) Cooperative Update - J Parsley/J Greene/N Fulmer/R Kruger/J Urban**

Attachments: [December Cooperative Update 2025-351](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Jonathan Greene, Chief Operations Officer - Transmission, 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)**4. [2025-373](#) Member Comments**

Attachments: [Decorum Policy](#)

There were no members present.

Action Items / Other Items**5. [2025-374](#) Resolution - Approval of 2026 Election Timeline and Communications Plan - A Stover/C Tinsley Porter**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that pursuant to Sections 3.2 of the PEC Election Policy and Procedures, the Election Timeline in the form presented to the Board, and with any changes approved by the Board, is adopted as the 2026 Election Timeline and Communication Plan for the 2026 PEC Election; and

BE IT FURTHER RESOLVED that pursuant to Section 7.3 of the PEC Election Policy and Procedures, the Communications Plan in the form presented to the Board, and with any changes approved by the Board, is adopted as the 2026 Election Communications Plan for the 2026 PEC Election; and

BE IT FURTHER RESOLVED that the Chief Executive Officer, the General Counsel, or their designees, are hereby authorized to take all such action as may be necessary to implement this resolution and conduct the 2026 PEC Election.

Attachments: [2026 Election Timeline Final - Updated - 2025-374](#)

[2026 Election Timeline & Communications Plan 2025-374 FINAL](#)

Ms. Andrea Stover, General Counsel, presented the resolution and asked the Board for approval.

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

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

6. [2025-375](#) **Resolution - Approval of 2026 Key Performance Indicators Plan - E Dauterive**

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS that the 2026 KPI Plan presented to the Board this day is approved; and

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

Attachments: [2026 KPI Plan Revisions 2025-375 Final](#)
[2026 KPI Plan 2025-375](#)

Mr. Eddie Dauterive, Chief Strategy Officer, presented the resolution and asked the Board for approval.

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

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

7. [2025-376](#) **Resolution - Approval of Capital Credits Distribution during Calendar Year 2026 - J Smith**

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE after its 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, has determined that capital credit retirements as described herein and in Executive Session 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 is approved to distribute and pay out General Capital Credit Retirements and Special Capital Credits Retirements in an amount not to exceed \$10,300,000 on or prior to January 31, 2026 as described herein to its eligible members as credits on electric bills, and to any former members or deceased estates who are entitled to a distribution of at least \$10.00 by check.

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Financial Officer, or designee, is authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to take actions necessary or appropriate in the best interests of the Cooperative to implement these resolutions.

Attachments: [Approval of 2026 Capital Credits 2025-376 Final](#)

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

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

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

8. [2025-377](#) **Resolution - Approval of Renewal of Advanced Metering Infrastructure (AMI) Software Maintenance Agreement - L Mueller/S McCoy**

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to extend its agreement with Aclara for software maintenance services for a (5) year period as discussed in Executive Session and in the confidential term sheet; and

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

Attachments: [Approval of Ext AMI Software License Agreement 2025-377](#)

Mr. Alex Robertson, Director, Technology Infrastructure and Operations, presented the resolution and asked the Board for approval.

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

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

9. [2025-378](#) **Resolution - Approval of Budget Amendment - Cedar Valley T1 & T2 Upgrade - J Greene**

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the amendment to the Cooperative's Capital Improvement Plan Individual Project Budget for Cedar Valley T1 and T2 Upgrade as described in 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 Operations Officer - Transmission, or designee, is authorized to take such actions as needed to implement this resolution.

Attachments: [Budget Amendment for Cedar Valley T1 and T2 Upgrade 2025-378](#)

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

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

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

10. [2025-389](#) Resolution - Approval of Structure Contract for T328 Buda-Manchaca Transmission Line Upgrade - J Greene

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Cooperative is authorized to execute an agreement to procure the structures for the T328 transmission line as described in the confidential term sheet in Executive Session; and

BE IT FURTHER RESOLVED that the Chief Operations Officer - Transmission, or designee, is authorized to take all such actions as needed to implement this resolution.

Attachments: [Structure Contract for T328 Buda-Manchaca 2025-389](#)

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

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

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

11. [2025-379](#) Resolution - Approval of Budget Amendment - Burnet Conversion - N Fulmer

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the amendment to the Cooperative's Capital Improvement Plan Individual Project Budget for Burnet Conversion Project as described in Executive Session and in the confidential term sheet 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 Operations Officer - Distribution, or designee, is authorized to take such actions as needed to implement this resolution.

Attachments: [Budget Amendment Burnet Conversion 2025-379 Final](#)

Mr. Nathan Fulmer, Chief Operations Officer - Distribution, presented the resolution and asked the Board for approval.

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

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

12. [2025-380](#) Resolution - Approval of Budget Amendment - Fairland Conversion - N Fulmer

Body: NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the amendment to the Cooperative's Capital

Improvement Plan Individual Project Budget for Fairland Make Ready Project as described in Executive Session and in the confidential term sheet 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 Operations Officer - Distribution, or designee, is authorized to take such actions as needed to implement this resolution.

Attachments: [Budget Amendment Fairland Conversion 2025-380 Final](#)

Mr. Nathan Fulmer, Chief Operations Officer - Distribution, 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 Consent Agenda. The motion carried by the following vote:

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

13. [2025-381](#) Resolution - Approval of GIS Contract - N Fulmer/M White

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to execute a three (3) year agreement for software and support services as discussed in Executive Session and in the confidential term sheet; and

BE IT FURTHER RESOLVED that the Chief Operations Officer - Distribution, or designee, is authorized to take all such actions as needed to implement this resolution.

Attachments: [GIS Contract 2025-381 Final](#)

Mr. Mike White, Vice President of Engineering, presented the resolution and asked the Board for approval.

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

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

14. [2025-382](#) Resolution - Approval of Wood Pole Contract - N Fulmer/N Swartz

Body: **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to execute an agreement with TEC for the supply of wood poles for a three-year term with two optional one-year renewal terms as discussed in Executive Session; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Operations Officer - Distribution, or designee take all such actions as needed to implement this resolution.

Attachments: [Wood Pole Contract 2025-382 Final](#)

Mr. Nathan Swartz, Director, Procurement, 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 Consent Agenda. The motion carried by the following vote:

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

15. [2025-404](#) Retirement Plan Committee Update - A Alcazar/Drew McCorkle, CapTrust

Ms. Adrienne Alcazar, Director, Human Resources, introduced Mr. Drew McCorkle, Senior Vice President and Financial Advisor, CapTrust Advisors, who presented the retirement plan activity report.

Proposed Future Items / Meetings (subject to final posting)

[2025-383](#) List of Board Approved Future Meetings

16. [2025-383](#) Resolution - Approval to Reschedule the January 2026 Regular Board Meeting

Body: **BE IT RESOLVED BY BOARD OF DIRECTORS OF THE COOPERATIVE** that the 2026 Regular Board Meeting of the PEC Board of Directors for the month of January be rescheduled to Friday, January 23, 2026; and

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

The January 2026 Regular Board Meeting of the PEC Board of Directors is rescheduled to Friday, January 23, 2026.

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

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

17. [2025-384](#) 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 9:58 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters

- 18. [2025-385](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services
- 19. [2025-386](#) Litigation and Related Legal Matters - A Stover
- 20. [2025-387](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover
- 21. [2025-403](#) Draft Resolution - Approval for Directing the General Counsel to Prepare 2026 Proposed Non-Director Election Ballot Matter(s) - A Stover
- 22. [2025-402](#) Franchise Agreement Update - A Stover
- 23. [2025-405](#) Retirement Plans Update - A Stover

Executive Session - Contract and Competitive Matters

- 24. [2025-388](#) Resolution(s) - Approval of Contract Renewals or Extensions - A Stover
- 25. [2025-390](#) Draft Resolution - Approval of Construction Contract - Cement Plant Substation - J Greene
- 26. [2025-399](#) Draft Resolution - Approval of Construction Contract for Bee Creek T1 and T2 Upgrade - J Greene
- 27. [2025-400](#) Draft Resolution - Approval to Amend 2025 Capital Improvement Plan (CIP) for Category Level Expenditure - J Smith
- 28. [2025-401](#) Draft Resolution - Approval of Amendments to the Power Supply and Commodity Risk Policy - R Kruger
- 29. [2025-391](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 30. [2025-392](#) Markets Report - R Kruger/R Strobel

Executive Session - Real Estate Matters

- 31. [2025-393](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 32. [2025-394](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

Executive Session - Safety and Security Matters

33. [2025-395](#) **Safety and Security Matters**

Executive Session - Personnel Matters

- [2025-397](#) **Resolution - Review of 2025 Corporate Initiatives and CEO Action Items
with Consideration of Performance Bonus - T Cox**
35. [2025-398](#) **Review of 2026 Corporate Initiatives and CEO Action Items - J Parsley**
36. [2025-396](#) **Personnel Matters**

Reconvene to Open Session

At 12:22 p.m., the Board reconvened to the Open Session meeting.

Items from Executive Session

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

34. [2025-397](#) **Resolution - Review of 2025 Corporate Initiatives and CEO Action Items
with Consideration of Performance Bonus - T Cox**
- Body: **WHEREAS** the CEO's performance bonus is based on the current year's goals and objectives; and
- WHEREAS** the Board of Directors conducted its annual performance bonus evaluation of the CEO this day;
- NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the CEO's performance bonus is approved as discussed this day in Executive Session.
- A motion was made by Vice President Cox, seconded by Director Akers, that this item be approved. The motion carried by the following vote:**
- Yes:** 7 - Rister, Pataki, Ekrut, Cox, Price, Graf, and Akers

Adjournment

There being no further business to come before the Board of the Directors, the meeting adjourned at 12:23 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President