



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Audit Committee

Wednesday, September 20, 2023

9:00 AM

PEC Headquarters Auditorium

201 S. Ave F, Johnson City, TX 78636

Open Session of this Audit Committee Meeting was held in the PEC Auditorium and was audio recorded in accordance with Board Meetings Policy.

Call to Order and Roll Call

This meeting was called to order at 9:00 a.m. on September 20, 2023, at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

Present: 3 - James Oakley, Emily Pataki and Travis Cox

Adoption of Agenda

The agenda was adopted as posted and without objection.

Approval of Minutes

1. [2023-288](#) Tuesday, April 4, 2023 - Audit Committee Meeting Minutes

Attachments: [2023-04-04 Audit Committee OS Meeting Minutes](#)

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

Yes: 3 - Chairperson Oakley, Director Pataki and Director Cox

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

2. [2023-289](#) Member Comments

Attachments: [Decorum Policy - 3 minute limitation notice](#)

There were no members present wanting to address the Audit Committee.

Recess to Executive Session

Audit Committee Chairman James Oakley announced the items to be discussed in Executive Session and at 9:03 a.m., stated the Audit Committee would go into Executive Session.

Executive Session - Legal Matters

3. [2023-287](#) **Matters in Which the Committee Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

Executive Session - Contract and Competitive Matters

4. [2023-331](#) **Update of the 2023/2024 Internal Audit Scope - R Kruger/K Jones**
- [2023-290](#) **Resolution - Recommend Approval by Board of Directors of 2022 IRS Form 990 - B Miller, Bolinger, Segars, Gilbert & Moss, LLP (BSGM) - K Jones**

Reconvene to Open Session

At 10:05 a.m., the Audit Committee reconvened to the Open Session meeting.

Items from Executive Session

The following agenda items were discussed in executive session and set for approval in open session.

5. [2023-290](#) **Resolution - Recommend Approval by Board of Directors of 2022 IRS Form 990 - B Miller, Bolinger, Segars, Gilbert & Moss, LLP (BSGM) - K Jones**
- Body:** **BE IT RESOLVED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Audit Committee recommends for Board approval the IRS Form 990 as submitted and discussed by the Audit Committee; and
- BE IT FURTHER RESOLVED BY THE AUDIT COMMITTEE** that the Chief Financial Officer, or designee, is authorized to take other actions as necessary to implement this resolution, including presenting to the Board for approval.
- A motion was made by Director Pataki, seconded by Director Cox, that this item be approved. The motion carried by the following vote:**

Yes: 3 - Chairperson Oakley, Director Pataki and Director Cox

Adjourn

There being no further business to come before the Audit Committee, the meeting was adjourned at 10:05 a.m.

Approved:

Chairman, James Oakley