



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, April 17, 2026

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 view 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 9:04 a.m., on April 17, 2026, 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.

Consent Items

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

1. [2026-088](#) **Friday, March 27, 2026 - Regular Meeting Minutes**

Attachments: [2026-03-27 OS Minutes](#)

Cooperative Monthly Report

2. [2026-089](#) **Cooperative Update - J Parsley/C Powell/N Fulmer/R Kruger/J Urban**

Attachments: [April Cooperative Update 2026-089](#)

Ms. Julie Parsley, Chief Executive Officer, Mr. Christian Powell, Chief Compliance Officer, Mr. Nathan Fulmer, Chief Operations Officer - Distribution, Mr. Randy Kruger, Chief Financial Officer, and Mr. JP Urban, Chief Administrative Officer, presented a collaborative Cooperative Update.

Member Comments (3-minute limitation or as otherwise directed by Board)**3. [2026-090](#) Member Comments**

Attachments: [Decorum Policy.pdf](#)

There were no member comments.

Action Items / Other Items**4. [2026-091](#) Presentation of 2025 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM) - S Lemons/T Canady**

Attachments: [Financial Audit and Management Letter by BSGM Final 2026-091](#)

Ms. Sarah Lemons, Accounting Manager, introduced Mr. Tyler Canady, Audit Partner, Bolinger, Segars, Gilbert & Moss (BSGM), who attended the meeting by telephone. Mr. Canady discussed the 2025 Financial Audit results stating that PEC received a clean audit opinion.

5. [2026-092](#) Resolution - Acceptance of 2025 Financial Audit and Management Letter by Bolinger, Segars, Gilbert & Moss (BSGM)

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Board of Directors hereby receives, accepts, and approves the draft Independent Auditor's Report and Financial Statements for the fiscal year ending December 31, 2025, as the Independent Auditor's Report and Financial Statements ("Financial Statements"); and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Financial Officer, or designee, is authorized to publish the Financial Statements as the official Financial Statements of the Cooperative for fiscal year ending December 31, 2025.

Attachments: [Financial Audit and Management Letter by BSGM Final 2026-092](#)

Director Amy Akers, Chairperson of the Audit Committee, presented the resolution and made a motion for approval.

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

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

6. [2026-120](#) Resolution - Approval of Acceptance of the Selection of Independent Auditor and Tax Services - J Smith

Body: **NOW, THEREFORE, BE IT RESOLVED BY THE PEC BOARD OF DIRECTORS** that the Board of Directors hereby approves the selection and retain Bolinger, Segars, Gilbert & Moss, L.L.P. as the Cooperative's independent auditor and tax professional for the fiscal year 2026 and 2027 audits.

BE IT FURTHER RESOLVED that the audit partner of the current audit firm selected serve for up to a five (5) year term, and

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

Attachments: [Approval of Acceptance of the Selection of Independent Auditor and Tax Services Final 2026-120](#)

Ms. Janelle Smith, Director of Finance, presented the resolution and asked the Board for approval.

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

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

7. [2026-093](#) **Resolution - Approval of Construction Contract for T360 Friendship-Rutherford Storm Hardening - J Greene**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the Cooperative is authorized to execute a construction contract to complete the work required for the storm hardening of T360 Friendship-Rutherford transmission line consistent with the discussion in Executive Session and confidential term sheet; 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: [Construction Contract T360 Friendship-Rutherford 2026-093](#)

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 Rister, that this item be approved. The motion carried by the following vote:

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

8. [2026-097](#) **Resolution - Approval of Determination and Approval of Necessity and Public Use for Transmission Easement Acquisition and Authorization of the Cooperative to Use Eminent Domain for the T328 Buda-Manchaca TL Upgrade - J Greene**

Body: **WHEREAS** the Board of Directors of PEC, pursuant to the Texas Constitution and Texas Utilities Code, Section 161.125 and other applicable law, and Chapter 21 of the Texas Property Code, hereby finds that the T328 Project is in the public interest to acquire the interests in the Property through eminent domain proceedings.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the T328 Project and all necessary appurtenant facilities is needed to ensure PEC system reliability and the reliability of the Texas electric grid and therefore the acquisition of real property interest for the T328 Project is in the public interest; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Operations Officer - Transmission of the Cooperative or a designee, is authorized as an officer or agent of the Cooperative to make offers, negotiate, settle and agree on a purchase price for the necessary property interests as discussed in Executive Session and in the confidential term sheet, in such form and containing such terms and conditions as may be deemed necessary, appropriate, or desirable; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that if an agreement as to the value of and/or compensation for necessary property interests cannot be reached, then the General Counsel of the Cooperative or other designated attorneys or agents, is authorized to undertake all necessary actions required to exercise the Cooperative's power of eminent domain to acquire necessary property interests, in order to allow the Cooperative to complete the T328 Project; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that all actions taken prior to the effective date hereof by the officers and duly authorized agents of the Cooperative, including, but not limited to, the delivery of any relevant document in the name of and on behalf of the Cooperative relating to any bona fide offer to the owners are hereby confirmed, ratified, and approved.

Attachments: [Eminent Domain - T328 Buda-Manchaca 2026-097](#)

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

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

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

9. [2026-096](#) Resolution - Approval of Budget Amendment - Whitestone T1 and 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 Whitestone T1 and T2 Upgrade as further 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 Amend Whitestone T1 T2 Upgrade 2026-096](#)

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, Price, Graf, and Akers

10. [2026-095](#) Resolution - Approval of Budget Amendment - 2025 Substation Change Category for Non-Multi-Year Projects - 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 Substation Change Category for Non-Multi-Year Projects 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 Amend - 2025 Sub Change Category 2026-095](#)

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

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

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

11. [2026-098](#) Resolution - Approval to Amend 2025 Capital Improvement Plan (CIP) for Category Level Expenditure - N Fulmer

Body: BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the 2025 Amended Capital Improvement Plan (CIP) Budget as presented this day is approved; and

NOW THEREFORE BE IT RESOLVED that the Chief Financial Officer and Chief Operations Officer - Distribution, or designees, are authorized to take such actions as needed to implement this resolution.

Attachments: [Amend 2025 CIP for Category Level Expenditure 2026-098](#)

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

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

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

12. [2026-099](#) Qualifications and Elections Committee (QEC) Recommendation of Qualified Candidates - QEC Representative

Attachments: [QEC Recommendation of 2026 PEC Board Qualified Candidates 2026-099](#)
[2026-099](#)
[2026 Qualifications and Elections Committee \(QEC\) Recommendation of Qualified Candidates 2026-099](#)

Ms. Amanda Crawford, Qualifications and Election Committee (QEC) representative, presented the recommendation of the QEC for certification of the slate of qualified candidates for the 2026 Director Election and ballot.

13. [2026-101](#) Resolution - Approval and Certification of 2026 Election Ballot - M Butler

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the 2026 Election Ballot is approved and certified, including the Qualified Candidates for Board of Director, as presented this day; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the General Counsel, or designee, is directed to take all necessary actions to implement this resolution and direct the Election Service Provider to prepare and print the 2026 Election Ballot and accompanying materials.

Attachments: [Certification of 2026 Election Ballot 2026-101](#)

Mr. Michael Butler, Senior Counsel, presented the resolution and asked the Board for approval.

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

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

14. [2026-102](#) Resolution - Approval of 2026 Annual Membership Meeting Agenda - A Stover/C Tinsley Porter

Body: **BE IT RESOLVED BY THE BOARD** that the Board approves the agenda for the 2026 Annual Membership Meeting as submitted to and discussed by the Board at its regular meeting for April 2026, with such changes as were discussed and approved by the Board;

BE IT FURTHER RESOLVED BY THE BOARD that the Chief Executive Officer, or designee, is hereby authorized to publish the approved agenda to all members, and the President of the Board is authorized and directed to conduct the order of business at the Annual Membership Meeting in accordance with the approved agenda.

Attachments: [Approval of 2026 AMM Agenda final 2026-102](#)
[06.19.26 Annual Meeting Agenda FINAL 2026-102](#)

Ms. Caroline Tinsley Porter, Director, External Relations, presented the resolution and asked the Board for approval.

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

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

15. [2026-103](#) **2026 Election Timeline Monthly Update - A Stover (Written Report in Materials)**

Attachments: [Election Timeline 2026-103](#)
[January-December 2026](#)

Ms. Andrea Stover, General Counsel, said voting begins on May 19, 2026.

16. [2026-060](#) **Member Events - C Tinsley Porter**

Attachments: [Member Appreciation Events 2026-060 FINAL](#)

Ms. Caroline Tinsley Porter, Director, External Relations, and Ms. Celeste Mikeska, Community Relations Manager, provided information about the community member events.

Proposed Future Items / Meetings (subject to final posting)

17. [2026-104](#) **List of Board Approved Future Meetings**

Attachments: [2026 Board Meeting Calendar.pdf](#)

President Emily Pataki stated that the Board approved meeting dates were included in the meeting materials.

18. [2026-105](#) **Board Planning Calendar (Written Report in Materials)**

Attachments: [Annual Planning Calendar](#)
[3-Month Outlook](#)

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 9:53 a.m., stated the Board would go into Executive Session.

Executive Session - Legal and Governance Matters

19. [2026-106](#) **Matters in Which the Board Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services**
20. [2026-107](#) **Litigation and Related Legal Matters - A Stover**
21. [2026-108](#) **Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Stover**
22. [2026-109](#) **Discussion of Board Relation Issues**

Executive Session - Contract and Competitive Matters

- 23. [2026-110](#) Resolution(s) - Approval of Contract Renewals or Extensions - A Stover
- 24. [2026-081](#) Draft Resolution - Approval of Budget Process Updates - J Smith/K Jones
- 25. [2026-111](#) Draft Resolution - Approval of Capital Credits Special Distribution during Calendar Year 2026 - J Smith/K Jones
- 26. [2026-112](#) Report on Property, Liability, and Corporate Insurance Policies - B Headrick
- 27. [2026-113](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 28. [2026-123](#) Contracting Process Review - N Swartz
- 29. [2026-114](#) Markets Report - R Kruger/R Strobel
- 30. [2026-122](#) Report on Member Relations Activities - J Urban/D Evers

Executive Session - Real Estate Matters

- 31. [2026-115](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - C Powell
- 32. [2026-116](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - C Powell

Executive Session - Safety and Security Matters

- 33. [2026-117](#) Safety and Security Matters

Executive Session - Personnel Matters

- 34. [2026-118](#) Personnel Matters

Reconvene to Open Session

At 2:44 p.m., the Board reconvened to the Open Session meeting. President Emily Pataki was not present.

Present: 6 - Director Milton Rister, Secretary/Treasurer Mark Ekrut, Vice President Travis Cox, Director Alice Price, Director Paul Graf, and Director Amy Akers

Absent: 1 - President Emily Pataki

Items from Executive Session

There were no agenda items for approval in Open Session.

Adjournment

There being no further business to come before the Board of the Directors, the meeting adjourned at 2:44 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President