



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Board of Directors

Friday, August 16, 2024

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 9:05 a.m., on August 16, 2024, 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 announced 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. [2024-185](#) **Friday, July 19, 2024 - Regular Meeting Minutes**

Attachments: [2024-07-19 OS Minutes draftv2](#)

Cooperative Recognitions

2. [2024-235](#) **Moment of Silence**

President Emily Pataki asked for participation in a brief commemorative moment of silence for three individuals who tragically lost their lives; a PEC apprentice, a CPS lineman, and a PEC contractor.

3. [2024-202](#) **Recognition of PEC Participation at Annual Texas Lineman's Rodeo - E Dauterive**

Mr. Eddie Dauterive, Chief Strategy Officer, shared a video from the 2024 Annual Texas Lineman's Rodeo. Mr. Dauterive announced the PEC award recipients who participated in the 2024 Annual Texas Lineman's Rodeo. President Emily Pataki stated the Board would take a break for a photo opportunity. The Board took a break from 9:16 a.m. to 9:27 a.m.

Cooperative Monthly Report

4. [2024-210](#) **Cooperative Update - J Parsley/E Dauterive/R Kruger/N Fulmer/J Urban**

Attachments: [August Cooperative Update FINAL 2024-210.pdf](#)

Ms. Julie Parsley, Chief Executive Officer (CEO), Mr. Eddie Dauterive, Chief Strategy Officer (CSO), Mr. Randy Kruger, Chief Financial Officer (CFO), Mr. Nathan Fulmer, Vice President, Workforce and Safety Operations, and, Mr. JP Urban, Executive Vice President, External Relations, presented a collaborative Cooperative Update.

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

5. [2024-211](#) **Member Comments**

Attachments: [Decorum Policy](#)

There were no members present.

Action Items / Other Items

6. [2024-212](#) **Draft Resolution - Review and Approval of the Open Records Policy - A Hagen**

Body: **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that pursuant to its regular review of Board policies, the Board has reviewed and adopts the Open Records Policy, with such changes, if any, as were approved by the Board; and

BE IT FURTHER RESOLVED that the Chief Executive Officer, or designee, are hereby authorized to take all such action as may be necessary to implement this resolution.

Attachments: [Open Records Policy_Redline.pdf](#)
[Open Records Policy_Clean.pdf](#)

Ms. Aisha Hagen, Senior Associate General Counsel, presented a summary of the draft resolution.

7. [2024-213](#) **Post Member-Election Analysis and Annual Review - A Hagen**

Attachments: [2024 Annual Election Post-Analysis](#)

Ms. Aisha Hagen, Senior Associate General Counsel, presented a summary of the annual review of the 2024 Director Election.

Proposed Future Items / Meetings (subject to final posting)**8. [2024-214](#) List of Board Approved Future Meetings**

Attachments: [2024 Board Meeting Calendar](#)

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

9. [2024-231](#) Draft Resolution - Approval to Reschedule the October 2024 Regular Board Meeting

Body: **BE IT FURTHER RESOLVED** that the Chief Executive Officer or designee is authorized to take such actions as needed to implement this resolution.

President Emily Pataki stated that due to a scheduling conflict with the International Lineman's Rodeo, the October 2024 Regular Board meeting will be moved to October 25, 2024. A final resolution will be presented to the Board for consideration at the September 2024 Regular Board Meeting.

10. [2024-215](#) Board Planning Calendar (Written Report in Materials)

Attachments: [PEC Annual Board Planning Calendar.pdf](#)
 [3-Month Outlook Calendar.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 10:13 a.m., stated the Board would go into Executive Session.

Executive Session - Legal Matters**11. [2024-216](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services****12. [2024-217](#) Litigation and Related Legal Matters - A Hagen****[2024-218](#) Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Hagen****14. [2024-219](#) Directors' Conflict of Interest Training and Directors' Code of Conduct Training - R Fischer****Executive Session - Contract and Competitive Matters**

- 15. [2024-232](#) Draft Resolution - Approval of Engineering Master Service Agreements - P Lochte
- 16. [2024-230](#) Draft Resolution - Approval of Pole Contract T358 Cedar Valley to Friendship - C DeWitt
- 17. [2024-233](#) Draft Resolution - Approval of Transformer Move Master Service Agreement (5 yr. 2025-2029) - C DeWitt
- 18. [2024-221](#) Markets Report - R Kruger
- 19. [2024-222](#) 2024 Property (Real and Personal) Tax Appraisal Assessment and Strategy Update - S Houghton/K Jones/J Urban
- 20. [2024-220](#) Update on Renewal of 2025 Medical Insurance Benefits - N Fulmer
- 21. [2024-223](#) Update on Competitive ERCOT Regulatory Matters - C Powell/E Blakey
- 22. [2024-234](#) PEC Memberships and Subscriptions with Various Associations - J Urban

Executive Session - Real Estate Matters

- [2024-224](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - E Dauterive/C Moos
- 24. [2024-225](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - E Dauterive/C Moos

Executive Session - Safety and Security Matters

- 25. [2024-226](#) Safety and Security Matters
- 26. [2024-227](#) Cyber Security Semiannual Update - S Stoppelmoor

Executive Session - Personnel Matters

- 27. [2024-228](#) Personnel Matters

Reconvene to Open Session

At 3:11 p.m., the Board 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.

13. [2024-218](#) **Resolution - Approval of Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Hagen**
- Body:** **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to settle certain litigation in Hays County District Court that involves the Cooperative on the terms discussed this day in Executive Session, and
- BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Executive Officer, or designees, are hereby authorized to make such determinations as necessary with respect to the matter and execute, acknowledge and deliver any such documents, and otherwise take any actions as needed to implement this resolution.
- 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
- 2024-283** **Resolution - Authorization for Initiation, Settlement, or Disposition of Litigation Matter(s) - A Hagen**
- Body:** **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative file appeals with respect to its real property taxes in Williamson County on the terms discussed this day in Executive Session, and
- BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative is authorized to settle certain tax litigation in Blanco County that involves the Cooperative on the terms discussed this day in Executive Session, and
- BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Executive Officer, or designees, are hereby authorized to make such determinations as necessary with respect to the appeal and settlement and execute, acknowledge and deliver any such documents, and otherwise take any actions as needed to implement this resolution.
- A motion was made by Director Graf, seconded by Director Oakley, that this item be approved. The motion carried by the following vote:**
- Yes:** 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers
23. [2024-224](#) **Resolution - Approval of Purchase of Land in Williamson County - J Urban**
- Body:** **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Cooperative approve the purchase of real property, subject to satisfaction of any terms as discussed by the Board during Executive Session of this meeting, with certain details of any such purchase to be publicly available upon public filing of instruments memorializing the transfer; 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

BE IT FURTHER RESOLVED that this resolution supersedes and replaces any other resolution adopted by the Board with respect to the subject matter herein.

A motion was made by Director Rister, 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

Adjournment

There being no further business to come before the Board of the Directors, the meeting was adjourned at 3:13 p.m.

Approved:

Mark Ekrut, Secretary

Emily Pataki, President