



## PEDERNALES ELECTRIC COOPERATIVE

Board of Directors Agenda - Final

07/16/2018 | 9:00 AM | PEC Headquarters Auditorium

Open Session of this Regular Meeting is held in the PEC Auditorium and will be video recorded in accordance with Board Meetings Policy. Members may also watch this meeting by livestream from the PEC website at <http://www.pec.coop/boardvideos>

### Call to Order and Roll Call

*9:00 AM Meeting called to order on July 16, 2018 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.*

### Adoption of Agenda

#### Consent Items

1. [2018-245](#) Saturday, June 23, 2018 - Regular Meeting Minutes

Attachments: [2018-06-23 Regular Minutes - draft 2](#)

#### Cooperative Monthly Reports

2. [2018-223](#) Cooperative Update - J Parsley
3. [2018-224](#) Financial Services Report - F Wolff
4. [2018-225](#) Operations Report (written report in materials)

Attachments: [2018-07-16 Operations Report Final](#)

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

5. [2018-194](#) Member Comments

Attachments: [2015-09-21 Decorum Policy \(reference material\)](#)

#### Action Items / Other Items

6. [2018-232](#) Resolution - Approval of 2018 NRECA Regional Meeting Voting Delegates and 2018 CFC District Voting Delegates - E Pataki  
Attachments: [2018-06-26 NRECA Voting Delegate Form](#)
7. [2018-226](#) Resolution - Approval to Extend the SafePoint Agreement Contract - F Wolff
8. [2018-192](#) Resolution - Approval of Contract Extension for Microsoft Software Maintenance Support - L Parnell
9. [2018-246](#) Resolution - Approval of OSII EPILOG Software Purchase - W McKee

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10. [2018-234](#) Resolution - Approval of Written Certification of the Election Results - D Ballard  
**Attachments:** [2018-06-23 SBS PEC Final Report Certified](#)
11. [2018-243](#) Annual Review of Conflicts of Interest Certification and Disclosure Forms from Directors - D Ballard  
**Attachments:** [2016-12-16 Conflict of Interest Policy](#)
12. [2018-239](#) Annual Review of Directors' Code of Conduct by General Counsel - D Ballard  
**Attachments:** [2018-07-16 Code of Conduct](#)
13. [2018-244](#) Elections and Annual Membership Meeting Updates - S Romero & T Fugate  
**Attachments:** [2018-07-16 Director Election - v4](#)  
[2018-07 Annual Membership Meeting Update](#)
14. [2018-237](#) Draft Resolution - Consideration of Election Services Provider for 2019 PEC Elections - D Ballard
15. [2018-213](#) Draft Resolution - Review and Approval of Directors Compensation Policy - D Ballard  
**Attachments:** [2018-06-01 Director Compensation Policy - DRAFT Redline v2](#)  
[2018-06-01 Director Compensation Policy - DRAFT Clean v2](#)
16. [2018-247](#) Draft Resolution -Tariff & Business Rules Amendments for Critical Care Registry and Pre-paid Payment Option - E Dauterive  
**Attachments:** [2018-07-16 Critical Care Registry Clean Final](#)  
[2018-07-16 Critical Care Registry Redline Final](#)
17. [2018-248](#) Draft Resolution - Capping Empower Loan Program and Discontinuing On Bill-Financing Program Tariff  
**Attachments:** [2018-07-16 Capping Empower Loan Program and Discontinuing On Bill-Financ...](#)  
[2018-07-16 Capping of Empower Loan Program Redline Final](#)  
[2018-07-16 Capping of Empower Loan Program Clean Final](#)
18. [2018-115](#) Draft Resolution - Approval of National Rural Utilities Cooperative Finance Corporation (CFC) - Cooperative System Integrity Fund - F Wolff & D Ballard
19. [2018-250](#) Key Performance Indicator (KPI) Update of 2018 Period 1 Results - H Baca & F Wolff
20. [2018-254](#) Update on Board District Rebalance - D Richards
21. [2018-251](#) Enterprise Risk Management (ERM) Program Quarterly Report - H Baca  
**Attachments:** [2018-07-16 Enterprise Risk Management Update Q22018](#)

Proposed Future Items / Meetings (subject to final posting)

22. [2018-227](#) List of Proposed Future Meetings  
**Attachments:** [2018-07-01 Proposed Future Meetings - v1](#)

23. [2018-218](#) Board Planning Calendar (written report in materials)

Attachments: [2018-07-01 Board Planning Calendar v1](#)

**Recess to Executive Session**

**Executive Session - Legal Matters**

24. [2018-233](#) Litigation and Related Legal Matters
25. [2018-228](#) Matters in Which the Board Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services
26. [2018-219](#) Discussion of Biennial Board Assessment Review - S Romero

**Executive Session - Contract and Competitive Matters**

27. [2018-124](#) Markets Monthly Report - D Thompson
28. [2018-214](#) Line Extension Policy Review - E Dauterive
29. [2018-187](#) Pole Attachment Update - R Arellano

**Executive Session - Real Estate Matters**

30. [2018-229](#) Facilities and Real Estate Update - R Arellano

**Executive Session - Safety and Security Matters**

31. [2018-230](#) Safety and Security Matters

**Executive Session - Personnel Matters**

32. [2018-231](#) Personnel Matters Update

**Reconvene to Open Session**

**Items from Executive Session**

**Adjournment**