



PEDERNALES ELECTRIC COOPERATIVE

Board of Directors Agenda - Final

10/16/2020 | 9:00 AM | PEC Headquarters Auditorium

201 S. Ave F, Johnson City, TX 78636

Open Session of this Regular Meeting is held in the PEC Headquarters Auditorium and will be recorded in accordance with Board Meetings Policy. To address safety and health concerns and in compliance with federal, state, and local guidelines, this Regular Meeting is not open to member attendance.

Members may provide comments by sending the input to PECBoard@peci.com. All Board meeting comments will be provided to all Board directors and listed in the minutes of the Meeting. Board meeting dates, agendas, and supporting materials are available online at <https://pec.legistar.com/>.

Members are able to watch this meeting by livestream from the PEC website at <https://pec.legistar.com/Calendar.aspx>.

Call to Order and Roll Call

9:00 AM Meeting called to order on October 16, 2020 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. [2020-345](#) **Friday, September 18, 2020 - Regular Meeting Minutes**
Attachments: [2020-09-18 OS Meeting Minutes draft v.4](#)
2. [2020-379](#) **Revised Conflict of Interest Form for Director James Oakley, District 5**
Attachments: [Conflict of Interest - OAKLEY 9-18-2020](#)

Cooperative Monthly Reports

3. [2020-351](#) **Cooperative Update - J Parsley**
4. [2020-347](#) **Operations Report - E Dauterive**
Attachments: [2020-10-16 Operations Report v1](#)
5. [2020-346](#) **Financial Services Monthly Report - R Kruger**
Attachments: [2020-10-16 August 2020 Financial Report to the Board - R Kruger](#)
[2020-10-16 August 2020 Financial Statements - R Kruger](#)

Member Comments - Members may provide comments by sending input to PECBoard@peci.com.

6. [2020-348](#) Member Comments

Attachments: [1. 092920, 146PM, McKim, Rashelle - Internet service](#)
[2. 100420 532PM - David Lombardi - Internet Service](#)
[2015-09-21 Decorum Policy \(reference material\)](#)

Action Items / Other Items**7. [2020-349](#) Resolution - Approval of 2020 Operational Expense Budget Amendment for Systems Vegetation Maintenance - R Arellano****8. [2020-427](#) Resolution - Approval of Contract Agreement for Kyle District Facility Improvements - R Arellano****9. [2020-364](#) Resolution - Approval of Contract Agreement Extension with Citrix - L Parnell****10. [2020-365](#) Resolution - Approval of Contract Modification for Guadalupe Valley Communications Systems (GVCS) for Communication Services - L Parnell****11. [2020-307](#) Resolution - Approval of 2019 Capital Credits Distribution and Payment - R Kruger****12. [2020-350](#) Resolution - Election Policy and Procedures Amendments - D Ballard**

Attachments: [2020-10-16 Election Policy and Procedures - SAR Edits - Redline v2](#)
[2020-10-16 Election Policy and Procedures - SAR Edits - Clean v2](#)

13. [2020-352](#) Resolution - Approval to Rescind and Incorporate External and Internal Communications Policy and Code of Ethics - D Ballard

Attachments: [2020-10-16 Code of Ethics](#)
[2020-10-16 External and Internal Communications Policy](#)

14. [2020-353](#) Resolution - Directors' Code of Conduct Policy - D Ballard

Attachments: [2020-10-16 Directors' Code of Conduct 08-27-2020 - ETeam Review - Draft v3 - Redline](#)
[2020-10-16 Directors' Code of Conduct 08-27-2020 - ETeam Review - Draft v3 - Clean](#)

15. [2020-354](#) Resolution - Conflict of Interest Policy - D Ballard

Attachments: [2020-10-16 Conflict of Interest Policy - Board of Directors \(Redline\) Ap...](#)
[2020-10-16 Conflict of Interest Policy - Board of Directors \(Clean\) for ...](#)

16. [2020-355](#) Resolution - Decorum Policy - D Ballard

Attachments: [2020-10-16 Decorum Policy Final \(Red-Line\) Draft](#)
[2020-10-16 Decorum Policy - 8-23-20 ET Review - Draft - Clean](#)

17. [2020-356](#) Resolution - Ethics and Compliance Reporting Policy - J Burns

Attachments: [2020-10-16 Ethics and Compliance Reporting Policy \(redline\) Draft](#)
[2020-10-16 Ethics and Compliance Reporting Policy \(clean\) Draft](#)

18. [2020-357](#) Resolution - Approval to Establish 2021 Annual Meeting Date and Location - M Viesca

19. [2020-402](#) Draft Resolution - Approval of Software Subscription Contract - L Cunningham
Attachments: [2020-10-16 Approval of Software Subscription presentation - L Cunnigam v3](#)
20. [2020-381](#) Draft Resolution - Approval of Distribution Poles Blanket Purchasing Agreement - B Gedrich
21. [2020-335](#) Draft Resolution - Designation of Competitive Matters Policy - D Ballard
Attachments: [2020-10-16 Designation of Competitive Matters \(Redline\) for BOD Draft Re...](#)
[2020-10-16 Designation of Competitive Matters Final \(Clean\) for BOD Draf...](#)
22. [2020-336](#) Draft Resolution - Open Records Policy - D Ballard
Attachments: [2020-10-16 Open Records Policy \(Redline\) for BOD Draft Resolution](#)
[2020-10-16 Open Records Policy \(Clean\) for BOD Draft Resolution](#)
23. [2020-377](#) Draft Resolution - Approval of Board of Directors Travel & Expense Reimbursement Policy - S Romero
Attachments: [2020-10-16 Board Directors Travel and Expense Reimbursement Policy \(Redl...](#)
[2020-10-16 Board Directors Travel and Expense Reimbursement Policy \(Clea...](#)
24. [2020-337](#) Draft Resolution - Membership List Policy - S Romero
Attachments: [2020-10-16 Membership List Policy Final \(Redline\) for BOD draft resoluti...](#)
[2020-10-16 Membership List Policy Final \(Clean\) for BOD draft resolution...](#)
25. [2020-385](#) Plan Administration Committee (PAC) Update - B Dawson, PAC Chair
Attachments: [2020-10-16 PAC Activity Report to BOD](#)
26. [2020-386](#) Plan Administration Committee (PAC) Investment Advisor Update - Drew McCorkle, CAPTRUST Advisors

Proposed Future Items / Meetings (subject to final posting)

27. [2020-292](#) List of Proposed Future Meetings
Attachments: [Approved 2020 Board Meeting Calendar 091820](#)
28. [2020-358](#) Board Planning Calendar (Written Report in Materials)
Attachments: [2020-10-16 Board Planning Calendar v.1](#)

Recess to Executive Session

Executive Session - Legal Matters

29. [2020-359](#) Matters in Which the Board Seeks the Advice of Its Attorney as Privileged Communications in the Rendition of Professional Legal Services

Executive Session - Personnel Matters

30. [2020-360](#) Personnel Matters

Executive Session - Legal Matters

31. [2020-361](#) Litigation and Related Legal Matters - D Ballard
32. [2020-362](#) Resolution - Approval of Authorization for Settlement of Litigation Matter(s) - D Ballard
33. [2020-363](#) Resolution - Approval of Delegation of Authority to Chief Executive Officer to Implement Measures in Response to COVID-19 - J Parsley
34. [2020-382](#) Enterprise Risk Management (ERM) Update - B Headrick
35. [2020-383](#) Ethics and Compliance Quarterly Update - J Burns
36. [2020-305](#) Annual Review of Strategic Plan - E Pataki

Executive Session - Contract and Competitive Matters

37. [2020-325](#) Resolution - Recommend Approval by Board of Directors of 2019 IRS Form 990 - B Miller, Bolinger, Segars, Gilbert & Moss, LLP (BSGM), and J Smith
Attachments: [2020-325 Audit Committee Resolution - Recommendation v1](#)
38. [2020-403](#) Draft Resolution - Approval of Authorization for Financing Programs - R Kruger
39. [2020-376](#) Draft Resolution - Review and Approval of Budget Policy Amendments - R Kruger
40. [2020-374](#) Draft Resolution - Approval of 2021 Operating Budget and 2021 Capital Improvement Plan (CIP), Including Items Concerning Competitive Matters, Personnel, Contracts and Real Estate - R Kruger
41. [2020-380](#) Draft Resolution - Approval of Cooperative Owned Lighting Services Agreement - D Thompson / D Southwell
42. [2020-058](#) Draft Resolution - Approval of 2021 Rate Plan - D Thompson/N Mack
43. [2020-367](#) Markets Monthly Report - D Thompson

Executive Session - Real Estate Matters

44. [2020-368](#) Resolution(s) - Approval of Real Property Acquisitions or Real Property Dispositions - R Arellano
45. [2020-369](#) Resolution(s) - Approval of Capital Improvement Plan Budget Amendments for Real Property Acquisitions - R Arellano
46. [2020-370](#) Real Estate Update - R Arellano

Executive Session - Safety and Security Matters

47. [2020-371](#) Safety and Security Matters
48. [2020-315](#) Cyber Security Quarterly Update - S Stoppelmoor

Reconvene to Open Session

Items from Executive Session

Adjournment