



## Meeting Minutes - Draft

### Board of Directors

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Thursday, March 8, 2018

3:30 PM

PEC Headquarters Auditorium

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#### Emergency Special Meeting

This Emergency Special Board Meeting was called to address power supply and legal matters. The urgent matters addressed did not allow for non-emergency posting of notice for which immediate action was necessary. Members wishing to monitor the Open Session of this Special Board meeting were able to do so in the PEC Headquarters Auditorium.

The Open Session was audio recorded in accordance with Board Meetings Policy.

#### Call to Order and Roll Call

Directors Jim Powers and Cristi Clement joined the meeting during Executive Session. Director Cristi Clement was unable to rejoin the meeting once it reconvened to Open Session.

**Present:** 6 - Director Randy Klaus, Director Jim Powers, Director James Oakley, Director Paul Graf, Director Amy Akers, and President Emily Pataki

**Absent:** 1 - Director Cristi Clement

#### 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. [2018-105](#) **Resolution - Good Cause for and Approval of Telephonic Participation in the March 8, 2018 Emergency Special Board Meeting**
- Body:** NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC. that the Board has determined that it is in the best interest of the Cooperative to hold a meeting this day to consider a power supply matter and legal matter and good cause exists to allow telephonic participation by Directors in the meeting because a quorum may not be reached for the meeting without authorized, telephonic participation by one or more Directors; and
- BE IT FURTHER RESOLVED**, and that the Board approves telephonic participation by Directors in the meeting; and
- BE IT FURTHER RESOLVED** that the President of the Board or designee is authorized to take such actions as needed to implement this resolution.
- Consent Item approved.**

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

2. [2018-107](#) **Member Comments**
- Attachments:** [2015-09-21 Decorum Policy \(reference material\)](#)
- There were no members wanting to address the Board.

**Action Items / Other Items**

**Recess to Executive Session**

President Emily Pataki announced the items to be discussed in Executive Session and at 3:36 pm stated the Board would go into Executive Session.

**Executive Session - Legal Matters**

3. [2018-106](#) **Resolution - Approval of Actions with Respect to Litigation - D Ballard**
- Body:** NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE that the Chief Executive Officer, or her designees, are hereby authorized to take such actions as such person may determine to be necessary or desirable for disposition of the litigation and execute, acknowledge and deliver any such documents, and otherwise take all such actions as needed to implement this resolution.
4. [2018-108](#) **Litigation and Related Legal Matters**

5. [2018-109](#) **Matters in Which the Board Seeks the Advice of its Attorney as Privileged Communications in the Rendition of Professional Legal Services**

**Executive Session - Contract and Competitive Matters**

6. [2018-100](#) **Resolution - Approval for Authority for Power Purchase Agreement (PPA) for Junction Load - J Parsley**

**Body:** **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Cooperative authorizes the Chief Executive Officer, or designee, to deliver such notices as maybe required by any wholesale power agreement in association with the Junction Load, and to negotiate, execute, and deliver such agreements, notices, confirmations or certificates necessary or appropriate to acquire electric capacity, energy or other products related thereto as discussed by the Board during Executive Session of this meeting, and subject to the conditions as discussed by the Board during Executive Session of this meeting; and

**BE IT FURTHER RESOLVED** that the Chief Executive Officer, or designees, are hereby authorized and directed to take all such action as may be necessary to effectuate this resolution.

7. [2018-102](#) **Resolution - Approval of CEO Authority to Purchase Intermittent Progressive Power Generation (IPPG) - J Parsley**

**Body:**

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC.** that the Cooperative authorizes the Chief Executive Officer, or designees, to deliver such notices as may be required by any wholesale power agreement, and to negotiate, execute, and deliver such agreements, confirmations or certificates necessary or appropriate to acquire electric capacity, energy or other related products from renewable resources, subject to the conditions as discussed by the Board during Executive Session of this meeting; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE,** that the Chief Executive Officer, or designees, are authorized to take such actions as needed to implement this resolution.

**Reconvene to Open Session at 4:08 pm**

**Items from Executive Session**

[2018-106](#)**Resolution - Approval of Actions with Respect to Litigation - D Ballard**

**Body:** **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Chief Executive Officer, or her designees, are hereby authorized to take such actions as such person may determine to be necessary or desirable for disposition of the litigation and execute, acknowledge and deliver any such documents, and otherwise take all such actions as needed to implement this resolution.

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

**Yes:** 6 - Klaus, Powers, Oakley, Graf, Akers, and Pataki

**Absent:** 1 - Clement

[2018-100](#)**Resolution - Approval for Authority for Power Purchase Agreement (PPA) for Junction Load - J Parsley**

**Body:** **BE IT RESOLVED BY THE BOARD OF DIRECTORS** that the Cooperative authorizes the Chief Executive Officer, or designee, to deliver such notices as maybe required by any wholesale power agreement in association with the Junction Load, and to negotiate, execute, and deliver such agreements, notices, confirmations or certificates necessary or appropriate to acquire electric capacity, energy or other products related thereto as discussed by the Board during Executive Session of this meeting, and subject to the conditions as discussed by the Board during Executive Session of this meeting; and

**BE IT FURTHER RESOLVED** that the Chief Executive Officer, or designees, are hereby authorized and directed to take all such action as may be necessary to effectuate this resolution.

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

**Yes:** 6 - Klaus, Powers, Oakley, Graf, Akers, and Pataki

**Absent:** 1 - Clement

[2018-102](#)**Resolution - Approval of CEO Authority to Purchase Intermittent Progressive Power Generation (IPPG) - J Parsley****Body:**

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC.** that the Cooperative authorizes the Chief Executive Officer, or designees, to deliver such notices as may be required by any wholesale power agreement, and to negotiate, execute, and deliver such agreements, confirmations or certificates necessary or appropriate to acquire electric capacity, energy or other related products from renewable resources, subject to the conditions as discussed by the Board during Executive Session of this meeting; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE,** that the Chief Executive Officer, or designees, are authorized to take such actions as needed to implement this resolution.

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

**Yes:** 6 - Klaus, Powers, Oakley, Graf, Akers, and Pataki

**Absent:** 1 - Clement

**Adjournment**

There being no further business to come before the Board of the Directors, the meeting was adjourned at 4:11 pm.

Approved:

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Amy Akers, Secretary

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Emily Pataki, President