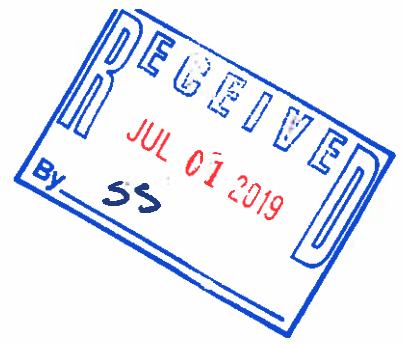



Notice of NRECA Director Election



To: NRECA Voting Members Located in the State of Texas
From: Jim Matheson, NRECA Chief Executive Officer 
Date: June 25, 2019

As a NRECA voting member located in the state, ***and regardless of whether you are a member of a NRECA statewide member***, you may vote for the NRECA Director. You may vote, however, only for the NRECA Director representing this state. The NRECA Director elected will serve the term which begins with the adjournment of the 2020 annual meeting of the NRECA Board of Directors ("Board") and ends with the adjournment of the 2022 annual meeting of the Board.

NRECA notifies you that the NRECA Director representing your state for this term will be elected at the following date, time, and place, and under the following procedure:

Date: August 6, 2019

Time: 4:15 p.m.

Place: Fairmont Austin, 101 Red River Street, Austin, TX 78701

Procedure: In nominating and electing the NRECA Director:

- Each NRECA voting member located in the state may select a voting delegate and alternate voting delegate, each voting delegate has one vote only, no voting delegate may vote for more than one NRECA voting member, and ***each voting delegate must complete the enclosed Certification of Voting Delegate for NRECA Director Election and submit it by July 31 to Jen Johnston, at Texas Electric Cooperatives, 1122 Colorado Street, 24th Floor, Austin, TX 78701 or email jjohnston@texas-ec.org; fax (512) 486-6206. Certifications may also be submitted at the election;***
- Voting by proxy is prohibited, voting by mail is prohibited and the presence of voting delegates representing at least 20 percent of the NRECA voting members located in the state is a quorum;
- The incumbent NRECA Director will designate an individual to preside over the election, subject to the approval of the NRECA voting members present;
- One NRECA Director candidate may be nominated by and from each "group" as defined by the Texas Electric Cooperatives (TEC); any NRECA voting member that is not a member of TEC may also nominate a candidate; nominations must be submitted to TEC by July 8 and TEC will forward the nominations to the NRECA Texas Director Election Committee;
- Additional candidates may be nominated from the floor on August 6 and no second is required;
- Voting is by secret ballot unless only one candidate is nominated, in which case the candidate may be declared elected by acclamation; and
- The NRECA Director must be elected by a plurality of votes cast (largest number of votes cast), and, if there is a tie vote, then voting is repeated and the nominee receiving the lowest number of votes is removed from the next ballot.

A NRECA Director candidate must be located in the state, and must be a member, director, officer, or employee of a NRECA voting member in good standing located in the state.¹ To become and remain a NRECA Director, an individual must comply with the *NRECA Board of Directors Conflict of Interest Policy* (“*Policy*”) and annually complete and sign a *Conflict of Interest Certification and Disclosure Form* (“*Form*”). The *Policy*, *Form*, and the *NRECA Director Job Description* are available upon request.

For a copy of these documents, or for *administrative* questions about the NRECA Director Election process, please contact Bernita Faulkner, Liaison to the NRECA Board of Directors, at 703-907-5541 or bernita.faulkner@nreca.coop. For *legal* questions about the election process, please contact Jessica Healy, NRECA Office of General Counsel, at 703-907-5846 or jessica.healy@nreca.coop.

¹ If the individual is a director or officer of an NRECA voting member, the individual shall be considered to be “located” in the same jurisdiction as the voting member for which the individual is a director or officer. NRECA Bylaw Article III. Section 1. D. (2) a.

Certification of Voting Delegate for NRECA Director Election

Please complete this form and either: (1) submit it by July 31 to Jen Johnston, at Texas Electric Cooperatives, 1122 Colorado Street, 24th Floor, Austin, TX 78701 or email jjohnston@texas-ec.org; fax (512) 486-6206; or (2) submit it at the election on August 6. Do not forward a copy to NRECA.

Pursuant to the NRECA Bylaws, the undersigned director who is president or chair, and the director who is secretary, of the following NRECA voting member certify that the voting member has selected the following voting delegate and alternate voting delegate for, and that the delegates are authorized to cast the voting member's vote in, the election of the NRECA Director from **Texas**:

NRECA Voting Member

System Name: _____
System Mailing Address: _____

System E-Mail Address: _____
System Phone Number: _____

Voting Delegate

Voting Delegate Name: _____
Voting Delegate Title: _____
Voting Delegate E-Mail Address: _____
Voting Delegate Phone Number: _____

Alternate Voting Delegate

Alternate Delegate Name: _____
Alternate Delegate Title: _____
Alternate Delegate E-Mail Address: _____
Alternate Delegate Phone Number: _____

Certified By

Director who is President or Chair of the NRECA Voting Member

Signature: _____
Printed Name: _____
Date: _____

Director who is Secretary of the NRECA Voting Member

Signature: _____
Printed Name: _____
Date: _____



NRECA Annual and Regional Meeting Voting Delegate Certification and Credentialing Process



Please fill out the form below. Indicate who will be your Voting Delegate and Alternate at the Business Meeting. The Alternate will serve only if the Delegate is unable to attend the Business Meeting.

Please return this form to NRECA using the following email address: VotingDelegates@nreca.coop or this fax number: (703) 907-5512.

Pedernales Electric Co-op, Inc.

Region: 10

CEO/GM: Julie Parsley

State: Texas

MEETING AND REGISTRATION PROCEDURES

- Please return signed, dated and completed form to VotingDelegates@nreca.coop
- **Make sure you are selecting a delegate that is registered for and will be attending the meeting.**
- At the meeting, the delegate must first pick up their badge, then proceed to the Delegate Check-in station located near registration.
- At the Delegate Check-in station, the delegate will confirm their certification and pick up all voting credentials, including badge and ribbon.
- At the Business Meeting, delegates will be asked to present their badge and credentials in order to vote. **Delegates must be present at the Business Meeting to have their vote counted.** No individual may represent more than one system. Proxy voting is prohibited.
- Each voting member is permitted one vote on each of the resolutions and other business properly brought before the Business Session.

NRECA VOTING DELEGATE CERTIFICATION

NRECA Bylaws Article V, Section 2(B) and 2(C) provide that "...each voting member shall be entitled to select, either by vote of its membership or its board of directors, one of its members, directors, or employees to act as the voting delegate, and one such person to act as the alternate delegate, at the meeting...each voting delegate must submit a certification signed by the director who is president of the member or is chair of the member's board of directors, and by the director who is secretary of the member, stating that such delegate is duly authorized to cast the vote of the member."

Please indicate below who will be your delegate at the Business Meeting. **Only those delegates who have been properly documented as authorized by their cooperatives shall be credentialed to act during the NRECA Annual and Regional Meeting Business Sessions. This form must be dated, signed by the board President and board Secretary (board of directors/trustees), and returned to NRECA by the deadline provided in the accompanying instructions.**

Please note: Delegates chosen for the NRECA Annual Meeting are certified for the year. If there is no change for the **Regional Business Meeting**, there is no need to send in this form. If new delegates have been selected, please provide the new information requested.

The following are hereby certified as official voting delegate and alternate and are duly authorized to cast the vote of this member.

Voting Delegate

Title

Alternate Voting Delegate

Title

Signed

Board President (of Member System)

DATE

Board Secretary (of Member System)

DATE

Prepared by Susanne Greenseth (7/9/2019 2:31:09 PM)

If you have any questions concerning the above procedure, please contact the Membership Department at (703) 907-5868.