



Pedernales Electric Cooperative

PO Box 1
Johnson City, TX 78636

Meeting Minutes - Draft

Audit Committee

Wednesday, September 23, 2020

9:00 AM

PEC Headquarters Board Room

201 S. Ave F, Johnson City, TX 78636

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

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

Call to Order and Roll Call

The Audit Committee meeting was called to order at 9:03 AM on September 23, 2020, at the PEC Headquarters office, 201 S. Avenue F, Johnson City, Texas 78636.

Present: 3 - Paul Graf, Travis Cox and James Oakley

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. [2020-322](#) **Monday, April 6, 2020 - Audit Committee Meeting Minutes**

Attachments: [2020 04-06 Audit Committee Meeting Minutes - Draft v3](#)

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

2. [2020-324](#) **Member Comments**

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

No member comments were received.

Recess to Executive Session

Audit Committee Chairperson Paul Graf announced the items to be discussed in Executive Session and at 9:06 AM stated the Board would go into Executive Session.

Executive Session - Legal Matters

3. [2020-323](#) **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

4. [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](#)

Reconvene to Open Session

The Audit Committee reconvened to open session at 10:29 AM.

Items from Executive Session

- [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**

Body: **BE IT RESOLVED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the Audit Committee recommends for Board approval the IRS Form 990 as submitted and discussed by the Audit Committee; and

BE IT FURTHER RESOLVED BY THE AUDIT COMMITTEE that the Chief Financial Officer, or designee, is authorized to take other actions as necessary to implement this resolution, including presenting to Board for approval.

Attachments: [2020-325 Audit Committee Resolution - Recommendation v1](#)

A motion was made by Director Oakley and seconded by Director Cox, that this item be approved as discussed by the Audit Committee and be referred to the Board on October 16, 2020, for final approval. The motion carried by a unanimous vote.

Yes: 3 - Chairperson Graf, Director Cox and Director Oakley

Adjourn

There being no further business to come before the Audit Committee, the meeting was adjourned at 10:31 a.m.

Approved:

Paul Graf, Audit Committee Chairperson