



Meeting Minutes - Final

Audit Committee

Monday, August 21, 2017

3:30 PM

PEC Headquarters Auditorium

Open Session of this Audit Committee Meeting was held in the PEC Auditorium and was video recorded in accordance with Board Meetings Policy. Members were able to watch this meeting by livestream from the PEC website at <http://www.pec.coop/boardvideos>

Call to Order and Roll Call

This meeting was called to order at 4:46 pm on Monday, August 21, 2017 at the PEC Headquarters Auditorium, 201 South Avenue F, Johnson City, Texas.

Present: 3 - Paul Graf, Amy Akers and Randy Klaus

Adoption of Agenda

The agenda was adopted as posted and without objection.

Minutes Approval

The minutes were approved as presented and without objection.

1. [2017-335](#) **2017-03-27 Audit Committee Meeting Minutes**

Attachments: [2017-03-27 Audit Committee Meeting Minutes](#)

This item was approved.

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

2. [2017-334](#) **Member Comments**

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

There were no members present wishing to address the Audit Committee.

Open Session

At 4:49 pm Chairperson Paul Graf announced the items to be discussed in Executive Session and then stated that the Board would go into Executive Session.

Executive Session - Contract and Competitive Matters

3. [2017-332](#) Discussion of Independent Auditor and Tax Services
4. [2017-336](#) Resolution - Recommendation to Approve the Selection of Independent Auditor and Tax Services

Body: NOW, THEREFORE, BE IT RESOLVED BY THE PEC BOARD OF DIRECTORS ("Board") AUDIT COMMITTEE ("Committee"), that the Committee recommends to the Board selection and retention of [Bolinger, Segars, Gilbert & Moss, L.L.P.](#) [<http://www.bsgm.com/>](http://www.bsgm.com/) as the Cooperative's independent auditor and tax professional with rotation of the audit partner for up to a three (3) year term.

BE IT FURTHER RESOLVED that this recommendation be forwarded to the Board for consideration at its next Regular Meeting; and

BE IT FURTHER RESOLVED that the Chief Financial Officer is authorized to take all needed actions to implement this resolution.

Reconvene to Open Session at 5:00 pm

Items from Executive Session

- [2017-336](#) Resolution - Recommendation to Approve the Selection of Independent Auditor and Tax Services

Body: NOW, THEREFORE, BE IT RESOLVED BY THE PEC BOARD OF DIRECTORS ("Board") AUDIT COMMITTEE ("Committee"), that the Committee recommends to the Board selection and retention of [Bolinger, Segars, Gilbert & Moss, L.L.P.](#) [<http://www.bsgm.com/>](http://www.bsgm.com/) as the Cooperative's independent auditor and tax professional with rotation of the audit partner for up to a three (3) year term.

BE IT FURTHER RESOLVED that this recommendation be forwarded to the Board for consideration at its next Regular Meeting; and

BE IT FURTHER RESOLVED that the Chief Financial Officer is authorized to take all needed actions to implement this resolution.

A motion was made by Akers, seconded by Klaus, that this item be approved for recommendation to the Board. The motion carried by the following vote:

Yes: 3 - Chairperson Graf, Director Akers and Director Klaus

Adjourn

There being no further business to come before the Audit Committee, the meeting was adjourned at at 5:02 pm.

Approved:

Paul Graf, Audit Chairperson