



## Meeting Minutes - Final

### Board of Directors

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Monday, April 12, 2021

4:00 PM

PEC Headquarters Auditorium

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#### Emergency Meeting

This Emergency Board Meeting is 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 is necessary. To address COVID-19 safety and health concerns, PEC continues to operate in-person meetings pursuant to CDC guidelines, including spacing and social distancing. Consequently, dependent on spacing availability and number of persons attending the meeting, members may be asked to participate in-person for limited periods of time. This will allow members who want to attend in-person to do so. Members wishing to monitor the Open Session of this Emergency Board Meeting will be able to do so in the PEC Headquarters Auditorium.

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

#### Call to Order and Roll Call

**Present:** 7 - Secretary/Treasurer Milton Rister, President Emily Pataki, Director Mark Ekrut, Director Travis Cox, Director James Oakley, Director Paul Graf, and Vice President Amy Akers

#### 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. [2021-202](#) **Resolution - Good Cause for and Approval of Telephonic Participation in the April 12, 2021 Emergency 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.

**Member Comments - 3-minute limitation, or as otherwise directed by Board. Additionally, members may provide comments by sending their input to [PECBoard@peci.com](mailto:PECBoard@peci.com).**

**2.        [2021-203](#)        Member Comments**

**Attachments:**   [Decorum\\_Policy\\_10\\_2020.pdf](#)

There were no member comments.

**Action Items / Other Items**

**Recess to Executive Session**

President Emily Pataki announced the items to be discussed in Executive Session and at 4:07 p.m. stated the Board would go into Executive Session.

**Executive Session - Legal Matters**

**3.        [2021-204](#)        Resolution - Approval of Actions with Respect to Litigation - D Ballard**

**4.        [2021-205](#)        Litigation and Related Legal Matters - D Ballard**

**5.        [2021-206](#)        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**

**[2021-207](#)        Resolution - Approval of Additional 2021 Power Supply and Energy Management Transaction Delegation of Authority - D Thompson**

**Reconvene to Open Session**

At 4:21 p.m., the Board reconvened to the open session meeting.

**Items from Executive Session**

**6.        [2021-207](#)        Resolution - Approval of Additional 2021 Power Supply and Energy Management Transaction Delegation of Authority - D Thompson**

**Body:** now, therefore, be it **RESOLVED BY THE BOARD OF DIRECTORS OF PEDERNALES ELECTRIC COOPERATIVE, INC.** that the Cooperative authorizes the Chief Executive Officer ("CEO"), or designee, to deliver such notices as may be required by any wholesale power agreement, and to negotiate, execute, and deliver such agreements, notices, confirmations or certificates necessary or appropriate to acquire the electric capacity, energy or other products related thereto, or sell or transfer credits, as discussed by the Board during Executive Session of this meeting, subject to the terms of the Power Supply Transaction Delegation of Authority as discussed by the Board during Executive Session; and

**BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE**, that the Chief Executive Officer, or designee, is hereby authorized and directed to do any and all such other things, and take such other actions, as the Chief Executive Officer, or designee, deems necessary to implement this resolution.

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

**Yes:** 7 - Rister, Pataki, Ekrut, Cox, Oakley, Graf, and Akers

### **Adjournment**

There being no further business to come before the Board of the Directors, the meeting was adjourned at 4.22 p.m.

Approved:

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Milton Rister, Secretary

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Emily Pataki, President