



Pedernales Electric Cooperative, Inc.



2024 Annual Director Election Candidate Application and Petition Form



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

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Introduction

In 2024, elections are being held for 3 positions on the Pedernales Electric Cooperative Board of Directors; Districts 1, 6 and 7. To be nominated, you must adhere to PEC's nomination procedures. This includes meeting the director qualifications established in PEC's Bylaws and adhering to the guidelines established in PEC's Conflict-of-Interest Policy and Directors' Code of Conduct (attached). You must also adhere to the PEC Election Policy and Procedures, which is available at pec.coop/nomination. In addition, the attached information must be completed in full and the originals delivered with at least 50 verifiable PEC members' signatures from the district you are seeking to represent. All nomination materials must be received by the Governance Team, at PEC headquarters, no later than 5 p.m. on March 25, 2024.

PEC Director Qualifications (Article III, Section 2 of the PEC Bylaws)

To be eligible for election as a Director or to remain a Director, a person must meet the following qualifications:

- Be 21 years of age or older;
- Have earned a high school diploma from an accredited institution, or obtained state certification through General Educational Development tests (GED), by the date of the Annual Meeting at which the Director is elected;
- Be a United States citizen;
- Be a member in good standing of the Cooperative, by having met and adhered to the Cooperative's payment policies in accordance with credit requirements contained in the Cooperative's Tariff and Business Rules, as amended from time to time, and any other requirements for membership in good standing established by Board resolution;
- While a Director and during the five years immediately prior to becoming a Director, not have been an employee of the cooperative;
- While a Director, not have a child, spouse, domestic partner, parent, sibling, parent-in-law, stepchild, grandparent, or grandchild who is an employee or Director of the Cooperative;
- Have his or her primary residence receiving continuous electric service from the Cooperative for one year, and be located at the beginning of the calendar year of the election, in the district for which election is sought. Primary residence shall be determined based on factors including, but not limited to, real property rights, homestead exemption, electricity usage patterns, voter registration location, and address on a driver's license;
- Annually complete and sign a conflict-of-interest certification and disclosure form approved by the Board of Directors;
- While a Director and during the three (3) years immediately prior to becoming a Director, not sought to or have advanced (i) competing interest with the Cooperative, (ii) Financial interest that would likely impair the ability of the Director to serve the best interest of the Cooperative; or (iii) Conflicting Position that would likely impair the ability of the Director to serve the best interest of the Cooperative. A "competing interest with the Cooperative" exists when judgment concerning the cooperative (such as financial, legal or general business decisions) is influenced or may be reasonably influenced by another interest (such as financial or non-financial gain or interest). A "Financial Interest" is likely to impair a Director's ability to serve the best interests of the Cooperative if that Director has received more than ten percent (10%) of the Director's annual gross income from serving as an employee, consultant, or contractor with or for a person or an entity that has done business with the Cooperative in the preceding three years. A "Conflicting Position" is likely to impair a Director's ability to serve the best interests of the Cooperative if there exists a



possibility of that position requiring the Director to make business, legal or policy decisions adverse to the Cooperative or its membership. Examples of such conflicting positions include, but are not limited to: Serving as an employee, consultant, or contractor assigned to negotiating or managing contracts with the Cooperative for any person or entity that has been a consultant, contractor, vendor, or bidder of the Cooperative during the preceding three years; Having held an executive level or board position of a financial institution that has held Cooperative assets during the preceding three years; or Having held an elected position to a public entity which has the authority to lawfully impose franchise fees.

- Not be or have been convicted of a misdemeanor involving moral turpitude or a felony pursuant to state or federal laws;
- Not currently be a member of the Qualifications and Elections Committee described in the PEC Bylaws;
- Not have been previously removed or disqualified as a Director as provided for under the PEC Bylaws;
- Have the capacity to enter into legally binding contracts;
- Be willing to devote such time and effort to his or her duties as a Director as may be necessary to oversee the Cooperative's business and affairs including: except as otherwise provided by the Board of Directors for good cause, beginning with election to the Board of Directors, attend at least 75 percent of all regular and special called Board Meetings during each period from Annual Meeting to Annual Meeting; and obtain the

Credentialed Cooperative Director (CCD) designation from NRECA within the first eighteen (18) months after election to the Board; attend state and national association meetings and Director continuing education training as needed to maintain current knowledge and improve awareness of potential risks to the Cooperative;

- Not be employed by another Director, or be employed by an entity over which another Director exercises substantial control;
- Execute and provide the relevant documents, waivers, or other materials reasonably needed to verify satisfaction of these qualifications, including criminal background checks to be performed by the Cooperative. A person subject to this provision shall not be requested or required to provide personal or business tax returns, financial or business records, or non-public, personal details unless legal counsel has justified and certified in writing and the majority of disinterested Qualifications and Elections Committee have determined by record vote that conformity with Director Qualifications cannot be determined without such records. If such certification is made and the records are provided, the Cooperative and its agents shall not publicly disclose such records except with the consent of the person providing them, or in the course of a legal proceeding or as required by law;
- While a Director, act in good faith and represent the best interests of the cooperative as a whole, representing all members on an impartial basis.



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Candidate Compliance Affidavit: PEC Directorship

STATE OF TEXAS

COUNTY OF _____

SWORN CERTIFICATION OF COMPLIANCE

BEFORE ME, the undersigned notary, appeared in person _____,
who, upon oath, stated as follows:

My name is _____, I am 18 years old or above the age of 18 years old,
have capacity to execute this certification, and have personal knowledge of the facts stated herein,

I certify and attest that I wish to declare myself as a candidate for election to the Board of Directors of Pedernales Electric Cooperative, Inc. ("PEC"). In order to do so, I have requested this candidate Nomination by Petition Materials package, have reviewed it and provided the answers and responses required herein. I further attest that:

1. I meet all director qualifications enumerated in the PEC Bylaws and Policies.
2. I have reviewed the PEC Conflicts-of-Interest Policy and the Directors' Code of Conduct, and have executed each, including the required Disclosure and Affirmation.
3. I will abide by and enforce all PEC Bylaw and Policy requirements.
4. I affirm that I will adhere to the policies, rules, requirements, and procedures established by the Cooperative for Director Elections.
5. The information I have provided and that is contained in this application is true, correct, and complete to the best of my knowledge.
6. I consent and authorize investigation of all statements contained in this application and any attached materials.
7. I understand that I may be required by the PEC Qualifications and Elections Committee, if such is deemed necessary by the committee, to provide additional documentation within the time frame asked by the committee which is usually within 48 hours of request from PEC General Counsel, and I understand that my failure to timely provide such requested information may result in my Candidate Application's failure to meet the PEC director qualifications.

Signature

Printed Name

Signed and sworn to before me, on this the _____ day of _____, 2024.

Notary Public, State of Texas



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A nominee must maintain primary residence receiving continuous electric service for one year, and be located at the beginning of the calendar year of the election, in the PEC Director District for which election is sought. To find your District, refer to the maps that begin on Pages 32-36, check your PEC bill beneath your name (on the right corner, or contact PEC's Election Team at 1-800-868-4791, Ext. 6116 or election@peci.com. Originals of this Application, the Consumer Report Disclosure and Consent Form, Candidate Compliance Affidavit, Conflict-of-Interest Certification and Disclosure Form, Directors' Code of Conduct Affirmation, and Required Member Signatures must be received at PEC Headquarters in Johnson City, Texas, by **5 p.m. on March 25, 2024.**

Board Position (select one)

- Director, District 1
 Director, District 6
 Director, District 7

Last Name	First	Middle
Other Names Used		
PEC Account #	Date of Birth	Age
Social Security #	Driver License # & State	
Phone (Day)	Phone (Evening)	

Complete physical addresses of residences for the last **10 years**

Current Street Address	City	Zip Code
Years at Current Address		
Previous Address	From/To	
Previous Address	From/To	
Previous Address	From/To	

I certify that I meet Director qualifications enumerated in the Bylaws, have reviewed the Conflict-of-Interest Policy and Directors' Code of Conduct, and have signed a Conflict-of-Interest Certification and Disclosure Form, Directors' Code of Conduct Affirmation, Consumer Report Disclosure and Consent Form, and Candidate Affidavit and that the information contained in this petition is correct and complete to the best of my knowledge. I consent and authorize investigation of all statements contained in these application materials.

Candidate Applicant Signature	Date
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2024 Nomination by Petition (Pages 2 & 3 of 4)

Qualifications to Serve as Directors

Answers to the questions will be disclosed to representatives of Pedernales Electric Cooperative (PEC) and only for the purpose of determining eligibility to serve as a Director. When information provided by a Candidate is sought by a Member of the Cooperative, the Cooperative may withhold information that PEC determines is excepted from disclosure pursuant to PEC policy.

1.) What is your year of birth?	
2.) Have you earned a high school diploma or General Educational Development?	
3.) Are you a United States citizen?	
4.) Have you been employed by the Cooperative during the preceding five (5) years?	
5.) Do you have a child, spouse, domestic partner, parent, sibling, parent-in-law, stepchild, grandparent, or grandchild who is an employee or Director of the Cooperative?	
6.) What is the address of your primary residence?	
a. Please list how or why this address is your primary residence.	
b. Have you received continuous electric service by PEC for 1 year?	
c. At the beginning of this calendar year, was the provided address your primary residence?	
7.) Please list each of your employers for the preceding three (3) years.	
8.) Please list each person or entity for who you have served as a consultant, sales representative, trustee, director, or agent during the preceding three (3) years.	
9.) Please list each entity for which you have served as a director or officer during the preceding three (3) years.	
10.) Have you been convicted of a misdemeanor involving moral turpitude or a felony pursuant to state or federal laws?	



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Qualifications to Serve as Directors (continue)

11.) Have you previously been removed or disqualified as a Director as provided for under the Cooperative's bylaws?	
12.) Does your current employer have any policies that would govern your ability to regularly attend Board meetings and training?	

Note: If additional space is needed for questions 1 - 12, please continue to the next section. Signature is required below.

Additional Space for Questions 1 – 12:

I certify that I meet director qualifications enumerated in the Bylaws, have reviewed the Conflict-of-Interest Policy and Directors' Code of Conduct, and have signed a Conflict-of-Interest Certification and Disclosure Form, Directors' Code of Conduct Affirmation, Consumer Report Disclosure and Consent Form, and Candidate Affidavit and that the information contained in this petition is correct and complete to the best of my knowledge. I consent and authorize investigation of all statements contained in these application materials.

Candidate Applicant Signature

Date



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Candidate Legal Name to be Used by PEC for Election Materials and Ballot

Legal name to be used by PEC for election materials and ballot must comply with Elections Policy and Procedures, Section 6.2.1.1.4, as outlined below:

6.2.1.1.4 Candidate Application – Use of Legal Name

Candidate Applicants shall provide their legal name on the application to indicate the name as they wish it to appear on the Ballot, biography, questionnaire, PEC website and all PEC election materials. Names must be in a form substantially similar to the Member's legal name; however, the name may contain "commonly-known-as" nicknames or abbreviated, diminutive forms of the legal name. Nicknames shall not be allowed if they are created solely for use in a PEC Director election. Titles, forms of address, designations, honorifics, professional titles or other credentials, such as education, military rank, or occupation, are prohibited. PEC shall publicly disclose and use the legal name provided by the Candidate Applicant in all election materials.

(Name as it is to appear on Ballot and Other Communications/Publications - Please Print Clearly)

Authorization for Release of Contact Information					
Candidate Applicant Contact Information		Permission to Post on PEC Website (Yes or No)	Permission to Release to Media (Yes or No)	Available to members upon request (Yes or No)	Available to PEC Staff and Board Members (Yes or No)
Address					
Phone Number					
Email					
Website					
Preferred Method(s) of Communication from PEC Staff (email, US mail, by phone)					
<input type="checkbox"/> I approve the release and publication of my city of residence on the PEC Ballot and associated communications/publications.					
<div style="display: flex; justify-content: space-between;"> Candidate Applicant Signature Date </div>					



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Biographical Information Instructions

Director Candidate Applicant Biographical Information Instructions

As a PEC Director Candidate Applicant, you must provide biographical material in electronic format that can be opened by Microsoft Word to the Governance Team as part of your application. Biographical materials are limited to 800 words, in the following required format: single spacing, Arial font with 11-point size, which you may use to provide personal background information and to set forth matters of importance to PEC and its members. Word count will be measured using the word count function of Microsoft Word. If you submit biographical materials exceeding 800 words, or with incorrect spacing or incorrect font, the Governance Team will, if time allows, notify you. You may submit revisions to biographical materials until the deadline for submission.

You are solely responsible for the content of your submitted biographical materials (including

grammar, spelling and punctuation), and PEC staff will not proofread, edit or otherwise alter any biographical materials, other than to truncate any biographical materials exceeding 800 words or to format in PEC election materials in order to efficiently utilize space or provide consistency. If you are confirmed as a qualified candidate, the biographical information you submit will accompany the official ballot and may be published to the PEC website or in PEC publications. Information in excess of the 800-word limit will not be included on the ballot.

Biographical information should be submitted as an attachment to an email (in Microsoft Word format) and provided by 5 p.m. on March 25, 2024, to election@peci.com. In the subject field of your email, please include your name and the district for which you are seeking nomination. PEC cannot accept your biographical information in the body of an email.

MAIL ALL APPLICATION MATERIALS TO BE RECEIVED BY 5 P.M. MARCH 25 2024:

ATTN: Governance Team
PEC Headquarters
P. O. Box 1
Johnson City, Texas 78636-0001

HAND-DELIVER ALL APPLICATION MATERIALS TO BE RECEIVED BY 5 P.M. MARCH 25, 2024:

ATTN: Governance Team
PEC Headquarters
201 S. Avenue F
Johnson City, Texas 78636

EMAIL BIOGRAPHICAL INFORMATION AND COMPLETED QUESTIONNAIRE AS AN ATTACHMENT BY 5 P.M. on March 25, 2024, TO: election@peci.com

FOR QUESTIONS: Call the PEC Election Team at 1-800-868-4791, Ext. 6116, or email election@peci.com

Originals of the Candidate Affidavit, Candidate Application, Consumer Authorization & Disclosure Forms for Consumer Reports, Conflict-of-Interest Certification and Disclosure Form, Directors' Code of Conduct Affirmation, Required Original Signatures, Biographical Information and Questionnaire must be received at PEC Headquarters in Johnson City by 5 p.m. on March 25, 2024.



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2024 Director Candidate Applicant Questionnaire Instructions

Candidate Applicants have the option to complete and provide a board Candidate Questionnaire that will be shared with members. Please follow the instructions below if you would like to provide a completed questionnaire as part of your candidate profile.

INSTRUCTIONS:

- 1) The Candidate Questionnaire must be submitted in electronic format that can be opened by Microsoft Word to the Governance Team (as designee of the Board Secretary), as part of the application.
- 2) Candidate Questionnaire materials are limited to 400 words (excluding questions).
- 3) Word count will be measured using the Word Count function of Microsoft Word.
- 4) If a Candidate Applicant submits Candidate Questionnaire materials exceeding 400 words, the Governance Team will, if time allows, notify the Candidate Applicant.
- 5) Candidate Applicants may submit revisions to Candidate Questionnaire materials until the deadline for submission of application materials.
- 6) Each Candidate Applicant is solely responsible for the content of his or her submitted Candidate Questionnaire materials (including grammar, spelling, and punctuation) and PEC staff will not proofread, edit or otherwise alter any Candidate Questionnaire materials, other than to truncate any Candidate Questionnaire materials exceeding 400 words.
- 7) PEC will distribute the submitted Candidate Questionnaire - to all PEC Members, eligible to vote in the election, via PEC's election webpage at pec.coop.
- 8) The deadline to submit the questionnaire is 5 p.m. on **March 25, 2024**.
- 9) Please use the questionnaire form provided on the next page (page 10) and once completed forward the Microsoft Word format file to the Governance Team at election@peci.com prior to or by 5 p.m. on **March 25, 2024**. You may contact the Governance Team to request a blank template of the Microsoft Word file at election@peci.com.



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2024 Prospective Board Member Questionnaire

(Complete each question and see page 9 for complete instructions.)

Candidate Applicant's Name

Board District

- 1) What makes PEC's mission meaningful to you, and what interests you about serving on the PEC Board of Directors?

- 2) What education, skills, strengths or life experiences do you have that would benefit PEC?

- 3) What other boards or committees have you served on or leadership positions have you held in the past?*

- 4) Are you familiar with the elements of the cooperative business model?

- 5) How would you approach working with your fellow PEC Board of Directors to achieve collaboration and consensus?



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AUTHORIZATION FOR CONSUMER REPORTS

I hereby authorize procurement of consumer report(s) and investigative consumer report(s) listed in the Disclosure by Pedernales Electric Cooperative, Inc. ("Company") and its consumer reporting agency Integrated Screening Partners. If hired (or contracted), this authorization shall remain on file and shall serve as ongoing authorization for Company to procure such reports at any time during, as permitted by law, my employment, contract, or volunteer period. I authorize without reservation, any person, business or agency contacted by the consumer reporting agency to furnish the above-mentioned information.

I understand that I have rights under the Fair Credit Reporting Act, and I acknowledge receipt of the Summary of Rights.

I authorize Company and Agency to use email communication with me to provide me with notices and information regarding any report or use of such report. If I do not have an email address or do not wish to share it, then communication will be by U.S. Mail, which will result in slower communication.

If you have any questions concerning this background screening content, please contact: Integrated Screening Partners at (800) 474-4420.

Printed Full Name: _____

Signature: _____

Date: ____ / ____ / ____

Social Security Number: _____



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INFORMATION REGARDING YOUR RIGHTS

I acknowledge that I have received and carefully read and understand the separate “Disclosure”, the separate “Authorization”, and the separate “Summary of Rights under the Fair Credit Reporting Act” that have been provided to me by the Company. I also acknowledge receipt of and that I have carefully read and understand (as applicable), the separate California Disclosure, and the separate New York Article 23-A that have been provided to me.

I understand that I have the right to make a request to the consumer reporting agency: Integrated Screening Partners (“Agency”), 5316 Hwy. 290 West, Suite 500, Austin, TX 78735, telephone number (800) 474-4420, upon proper identification, to obtain copies of any reports furnished to Company by the Agency and to request the nature and substance of **all information** in its files on me at the time of my request, including the sources of information. The Agency will also disclose the recipients of any such reports on me which the Agency has previously furnished within the two year period for employment requests, and one year for other purposes preceding my request (California three years).

I understand that I can dispute, at any time, any information that is inaccurate in any type of report with the Agency. I may view the Agency’s privacy policy at their website: www.integratedscreening.com/privacy.asp. If I am hired, I understand that my employer can use this disclosure and authorization to continue to obtain such consumer reports throughout my employment, contract period or volunteer service. I understand that certain states such as California, Colorado, Vermont, etc., require a separate disclosure and/or authorization to obtain a consumer’s credit report for employment purposes. If such documentation is required, Company will provide this to me before ordering the credit report.

I understand that if the Company is located in California, Minnesota or Oklahoma, that I have the right to request a copy of any report Company receives on me at the time the report is provided to Company. By checking the following box, I request a copy of all such reports be sent to me.

Check here:

I understand that if the report is provided to an employer in the State of Washington, that I can contact the following office for more information regarding my rights under Washington state law in regard to these reports:

State of Washington Attorney General, Consumer Protection Division, 800 5th Ave, Ste. 2000, Seattle, Washington 98104-3188, (206) 464-7744.

New Hampshire registered drivers: The consent for driving records is valid for only two (2) years and is revocable at any time.

Personal information in driving records means information that identifies you, such as your photograph, social security number, driver’s license number, your name, your address, your telephone number and medical or disability information relating to any license restrictions. **Highly restricted personal information** includes your photograph or image, social security number, medical or disability information relating to any license restrictions. 18 U.S.C. §2725.

Acknowledged:

Signature

_____/_____/_____
Date



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Para información en español, visite www.consumerfinance.gov/learnmore o escribe a la Consumer Financial Protection Bureau, 1700 G Street N.W., Washington, DC 20552.

A Summary of Your Rights Under the Fair Credit Reporting Act

The federal Fair Credit Reporting Act (FCRA) promotes the accuracy, fairness, and privacy of information in the files of consumer reporting agencies. There are many types of consumer reporting agencies, including credit bureaus and specialty agencies (such as agencies that sell information about check writing histories, medical records, and rental history records). Here is a summary of your major rights under FCRA. **For more information, including information about additional rights, go to www.consumerfinance.gov/learnmore or write to: Consumer Financial Protection Bureau, 1700 G Street N.W., Washington, DC 20552.**

- **You must be told if information in your file has been used against you.** Anyone who uses a credit report or another type of consumer report to deny your application for credit, insurance, or employment – or to take another adverse action against you – must tell you, and must give you the name, address, and phone number of the agency that provided the information.
- **You have the right to know what is in your file.** You may request and obtain all the information about you in the files of a consumer reporting agency (your “file disclosure”). You will be required to provide proper identification, which may include your Social Security number. In many cases, the disclosure will be free. You are entitled to a free file disclosure if:
 - a person has taken adverse action against you because of information in your credit report;
 - you are the victim of identity theft and place a fraud alert in your file;
 - your file contains inaccurate information as a result of fraud;
 - you are on public assistance;
 - you are unemployed but expect to apply for employment within 60 days.

In addition, all consumers are entitled to one free disclosure every 12 months upon request from each nationwide credit bureau and from nationwide specialty consumer reporting agencies. See www.consumerfinance.gov/learnmore for additional information.

- **You have the right to ask for a credit score.** Credit scores are numerical summaries of your credit-worthiness based on information from credit bureaus. You may request a credit score from consumer reporting agencies that create scores or distribute scores used in residential real property loans, but you will have to pay for it. In some mortgage transactions, you will receive credit score information for free from the mortgage lender.
- **You have the right to dispute incomplete or inaccurate information.** If you identify information in your file that is incomplete or inaccurate, and report it to the consumer reporting agency, the agency must investigate unless your dispute



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is frivolous. See www.consumerfinance.gov/learnmore for an explanation of dispute procedures.

- **Consumer reporting agencies must correct or delete inaccurate, incomplete, or unverifiable information.** Inaccurate, incomplete, or unverifiable information must be removed or corrected, usually within 30 days. However, a consumer reporting agency may continue to report information it has verified as accurate.
- **Consumer reporting agencies may not report outdated negative information.** In most cases, a consumer reporting agency may not report negative information that is more than seven years old, or bankruptcies that are more than 10 years old.
- **Access to your file is limited.** A consumer reporting agency may provide information about you only to people with a valid need – usually to consider an application with a creditor, insurer, employer, landlord, or other business. The FCRA specifies those with a valid need for access.
- **You must give your consent for reports to be provided to employers.** A consumer reporting agency may not give out information about you to your employer, or a potential employer, without your written consent given to the employer. Written consent generally is not required in the trucking industry. For more information, go to www.consumerfinance.gov/learnmore.
- **You may limit “prescreened” offers of credit and insurance you get based on information in your credit report.** Unsolicited “prescreened” offers for credit and insurance must include a toll-free phone number you can call if you choose to remove your name and address from the lists these offers are based on. You may opt out with the nationwide credit bureaus at 1-888-5-OPTOUT (1-888-567-8688).
- The following FCRA right applies with respect to nationwide consumer reporting agencies:

CONSUMERS HAVE THE RIGHT TO OBTAIN A SECURITY FREEZE

You have a right to place a “security freeze” on your credit report, which will prohibit a consumer reporting agency from releasing information in your credit report without your express authorization. The security freeze is designed to prevent credit, loans, and services from being approved in your name without your consent.

However, you should be aware that using a security freeze to take control over who gets access to the personal and financial information in your credit report may delay, interfere with, or prohibit the timely approval of any subsequent request or application you make regarding a new loan, credit, mortgage, or any other account involving the extension of credit.

As an alternative to a security freeze, you have the right to place an initial or extended fraud alert on your credit file at no cost. An initial fraud alert is a 1-year alert that is



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placed on a consumer's credit file. Upon seeing a fraud alert display on a consumer's credit file, a business is required to take steps to verify the consumer's identity before extending new credit. If you are a victim of identity theft, you are entitled to an extended fraud alert, which is a fraud alert lasting 7 years.

A security freeze does not apply to a person or entity, or its affiliates, or collection agencies acting on behalf of the person or entity, with which you have an existing account that requests information in your credit report for the purposes of reviewing or collecting the account. Reviewing the account includes activities related to account maintenance, monitoring, credit line increases, and account upgrades and enhancements.

- **You may seek damages from violators.** If a consumer reporting agency, or, in some cases, a user of consumer reports or a furnisher of information to a consumer reporting agency violates the FCRA, you may be able to sue in state or federal court.
- **Identity theft victims and active duty military personnel have additional rights.** For more information, visit www.consumerfinance.gov/learnmore.

States may enforce the FCRA, and many states have their own consumer reporting laws. In some cases, you may have more rights under state law. For more information, contact your state or local consumer protection agency or your state Attorney General. For information about your federal rights, contact:



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TYPE OF BUSINESS:	CONTACT
<p>1.a. Banks, savings associations, and credit unions with total assets of over \$10 billion and their affiliates</p> <p>b. Such affiliates that are not banks, savings associations, or credit unions also should list, in addition to the CFPB:</p>	<p>a. Consumer Financial Protection Bureau 1700 G Street, N.W. Washington, DC 20552</p> <p>b. Federal Trade Commission Consumer Response Center 600 Pennsylvania Avenue, N.W. Washington, DC 20580</p> <p>(877) 382-4357</p>
<p>2. To the extent not included in item 1 above:</p> <p>a. National banks, federal savings associations, and federal branches and federal agencies of foreign banks</p> <p>b. State member banks, branches and agencies of foreign banks (other than federal branches, federal agencies, and Insured State Branches of Foreign Banks), commercial lending companies owned or controlled by foreign banks, and organizations operating under section 25 or 25A of the Federal Reserve Act.</p> <p>c. Nonmember Insured Banks, Insured State Branches of Foreign Banks, and insured state savings associations</p> <p>d. Federal Credit Unions</p>	<p>a. Office of the Comptroller of the Currency Customer Assistance Group P.O. Box 53570 Houston, TX 77052</p> <p>b. Federal Reserve Consumer Help Center P.O. Box 1200 Minneapolis, MN 55480</p> <p>c. Division of Depositor and Consumer Protection National Center for Consumer and Depositor Assistance Federal Deposit Insurance Corporation 1 100 Walnut Street, Box #11 Kansas City, MO 64106</p> <p>d. National Credit Union Administration Office of Consumer Financial Protection 1775 Duke Street Alexandria, VA 22314</p>
<p>3. Air carriers</p>	<p>Assistant General Counsel for Office of Aviation Protection Department of Transportation 1200 New Jersey Avenue SE Washington, DC 20590</p>
<p>4. Creditors Subject to the Surface Transportation Board</p>	<p>Office of Public Assistance, Governmental Affairs, and Compliance Surface Transportation Board 395 E Street SW Washington, DC 20423</p>
<p>5. Creditors Subject to the Packers and Stockyards Act, 1921</p>	<p>Nearest Packers and Stockyards Administration area supervisor</p>



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Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

6. Small Business Investment Companies	Associate Deputy Administrator for Capital Access United States Small Business Administration 409 Third Street, S.W., Suite 8200 Washington, DC 20416
7. Brokers and Dealers	Securities and Exchange Commission 100 F Street, N.E. Washington, DC 20549
8. Federal Land Banks, Federal Land Bank Associations, Federal Intermediate Credit Banks, and Production Credit Associations	Farm Credit Administration 1501 Farm Credit Drive McLean, VA 22102-5090
9. Retailers, Finance Companies, and All Other Creditors Not Listed Above	Federal Trade Commission Consumer Response Center 600 Pennsylvania Avenue, N.W. Washington, DC 20580 (877) 382-4357



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
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DISCLOSURE FOR CONSUMER REPORTS

In connection with my employment or my application for employment or election (including contract or volunteer services) with Pedernales Electric Cooperative Inc., I understand consumer reports will be requested by you (“Company”). These reports may include, as allowed by law, the following types of information, as applicable: names and dates of previous employers, reason for termination of employment, work experience, education, accidents, drug/alcohol use, professional credentials, licensure, credit and bankruptcy proceedings, or any other information which may reflect upon my potential for employment or contract work gathered from any individual, organization, entity, agency, or other source which may have knowledge concerning any such items of information. I further understand that such reports may contain public record information such as, but not limited to: my driving record, workers’ compensation claims, judgments, bankruptcy proceedings, evictions, criminal records, etc., from federal, state, and other agencies that maintain such records. Such reports may also contain medical information from physicals relevant to process or effect the employment.

In addition, investigative consumer reports (gathered from personal interviews, as applicable, with former employers or landlords, past or current neighbors and associates of mine, etc.) to gather information regarding my work performance, character, general reputation and personal characteristics, and mode of living (lifestyle) may be obtained.

Signature

Date

Printed Name

Print Your Social Security Number



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7

2024 Nomination by Petition Materials

CONFLICT OF INTEREST POLICY – BOARD OF DIRECTORS

Effective Date: October 16, 2020

1. PURPOSE

- 1.1. It is the Policy of the Board of Directors (“Board”) of Pedernales Electric Cooperative (“PEC” or “Cooperative”) to govern the affairs of the Cooperative with fairness, integrity, and without regard to personal gain. A conflict of interest generally exists when a Director or certain Cooperative employees have a personal interest in a matter of such nature and magnitude that an antagonism may exist between personal interest and that of the Cooperative. In such cases, a person may not be able to exercise independent and objective judgment on the matter in the best interests of the Cooperative. This Conflict of Interest Policy (“Policy”) represents the framework in how the Board addresses conflicts, appearances of conflicts, and disclosure of necessary information to ensure transparency and integrity in decision-making.

2. SCOPE

- 2.1. This Policy applies to members of the Board and Disclosing Employees of PEC identified by the Policy.
- 2.2. If any portion of this Policy conflicts with the Bylaws of the Cooperative, the Bylaws control.

3. POLICY AND IMPLEMENTATION

- 3.1. Employment and Income.
 - 3.1.1. A Board Director may not be employed by the Cooperative or a Subsidiary.
 - 3.1.2. Former Board Directors shall not be employed or compensated by the Cooperative for any engagement until the fifth anniversary after the last day of service as a Board Director of the Cooperative.
 - 3.1.3. Unless an Official discloses income or employment to the Board and a majority of Disinterested Board Directors authorizes or ratifies the income or employment, the Official:
 - 3.1.3.1. Other than retirement or insurance income from the Cooperative, and other than Board Director or employment compensation from the Cooperative, may not directly or indirectly receive more than ten percent of the Official’s annual gross income from Cooperative, a Subsidiary, or a Cooperative or Subsidiary employee;
 - 3.1.3.2. May not directly or indirectly receive more than twenty-five percent of the Official’s annual gross income from another Official; or
 - 3.1.3.3. May not have a Related Individual employed by Cooperative or a Subsidiary.



- 3.2. Competition.** An Official may not advance the Official's pecuniary interests, or have a Related Person that advances the Related Person's pecuniary interests, by competing with the Cooperative or a Subsidiary, unless:
- 3.2.1.** Any benefit that the Cooperative or the Subsidiary may reasonably expect to derive from the competition outweighs any reasonably foreseeable harm to Cooperative or the Subsidiary from the competition; and
 - 3.2.2.** The Official discloses the competition to the Board and a majority of Disinterested Board Directors authorizes or ratifies the competition.
- 3.3. Conflicting Interest Transaction.** An Official may not engage in a Conflicting Interest Transaction unless:
- 3.3.1.** To the extent unknown by Disinterested Board Directors, the Official discloses the existence and nature of the Official's conflicting interest and all facts known to the Official regarding the Transaction that a Disinterested Board Director would reasonably believe to be material in acting regarding the Transaction;
 - 3.3.2.** Disinterested Board Directors deliberate and vote regarding the Transaction outside the presence of, and without participation by, the Official; and
 - 3.3.2.1.** A majority of Disinterested Board Directors, but not less than two, authorizes the Transaction; or
 - 3.3.2.2.** According to the circumstances at the time the Board considers the Transaction, or at the time the Cooperative or the Subsidiary becomes legally obligated regarding the Transaction, the Transaction, as a whole, benefits the Cooperative or the Subsidiary, considering, as appropriate, whether the Transaction was fair in terms of the Official's dealings with the Cooperative or the Subsidiary and whether the Transaction was comparable to what might have been obtained in an arm's length transaction, given the consideration paid or received by the Cooperative or Subsidiary.
- 3.4. Business Opportunity.** An Official may not directly or indirectly take advantage of a Business Opportunity unless, before the Official becomes legally obligated regarding the Opportunity:
- 3.4.1.** The Official informs the Cooperative or Subsidiary of the Opportunity; and
 - 3.4.2.** To the extent unknown by Disinterested Board Directors, the Official discloses the existence and nature of the Opportunity and all facts known to the Official regarding the Opportunity that a Disinterested Board Director would reasonably believe to be material in acting regarding the Opportunity; Disinterested Board Directors deliberate and vote regarding the Opportunity outside the presence of, and without participation by, the Official; and the Cooperative, by a vote a majority of Disinterested Board Directors, but not less than two, disclaims interest in the Opportunity.
- 3.5. Insider Pecuniary Benefit.** An Official may not use Cooperative or Subsidiary property, material private information, or position to secure pecuniary benefit unless:
- 3.5.1.** Value is given for the use and assuming the use is a Conflicting Interest Transaction, the Official could engage in the Transaction under this Policy;
 - 3.5.2.** The use is payment of compensation or provision of benefits;



- 3.5.3. The use is of information only and the use is not connected with trading securities, is not a use of proprietary information, and does not harm the Cooperative or Subsidiary;
- 3.5.4. Assuming the use is a Conflicting Interest Transaction, a majority of Disinterested Board Directors authorizes the Transaction under this Policy; or
- 3.5.5. The benefit is received as a Cooperative member; made available to all other similarly situated Cooperative members; and lawful.

4. PROCEDURE RESPONSIBILITIES

- 4.1. The Board interprets and enforces this Policy.
- 4.2. The Cooperative's General Counsel or its designee must annually determine Disclosing Employees and review this Policy with all Officials.
- 4.3. The minutes of all Board meetings should record all disclosures, votes, authorizations, and other actions taken under this Policy.
- 4.4. Each Official must annually complete and sign the Conflict of Interest Certification and Disclosure Form, attached as Appendix A to this Policy, and deliver the completed and signed Form to the Board President or the CEO.
- 4.5. If an Official discovers any information or fact that could impact another Official's compliance with this Policy, then the Official must disclose the information or fact to the Board President or CEO immediately.
- 4.6. An Official has an obligation to disclose, upon request or otherwise, information sufficient to determine whether the Official is in compliance with this Policy. Any Official who is a Board Director has and must comply with the Board Directors' heightened Duty of Candor under law.
- 4.7. Any person subject to this policy may seek a confidential advisory opinion on compliance with this policy from the General Counsel or other attorney designated by the Board as Cooperative counsel, to the degree such confidence is consistent with the attorney's duties to the Cooperative.

5. DEFINITIONS

- 5.1. **Board Director** - Means a member of PEC's Board of Directors.
- 5.2. **Business Opportunity** - Means an opportunity to engage in a business activity, other than an opportunity offered to all similarly situated Cooperative members, of which:
 - 5.2.1. An Official becomes aware in connection with performing Official functions; under circumstances reasonably indicating that the opportunity was expected to be offered to Cooperative or a Subsidiary; or through using Cooperative or Subsidiary information or property if the Official should reasonably expect the opportunity to interest Cooperative or the Subsidiary; or
 - 5.2.2. An Official becomes aware and knows is closely related to a business in which Cooperative or a Subsidiary is engaged or expects to engage.



- 5.3. Conflicting Interest Transaction** - Means a financial transaction or proposed financial transaction by Cooperative or a Subsidiary, other than the payment of Official compensation or provision of Official benefits, and other than a transaction offered to all similarly situated Cooperative members:
- 5.3.1. To which an Official is a party; or
 - 5.3.2. For which, at the time the Board considers the transaction, or at the time the Cooperative or the Subsidiary becomes legally obligated regarding the transaction, an Official had knowledge and a Material Interest known to the Official; or an Official knew that a Related Person was a party or had a Material Interest.
- 5.4. Control or Controlled** - Means:
- 5.4.1. Having the direct or indirect power, through ownership of shares or interests, by contract, or otherwise, to elect or remove a majority of an entity's governing body;
 - 5.4.2. Being subject to a majority of the risk of loss from an entity's activities; or
 - 5.4.3. Being entitled to receive a majority of an entity's residual returns.
- 5.5. Disinterested Board Director** - Means a Board Director who, at the time the Board acts regarding income, employment, competition, a Conflicting Interest Transaction, or a Business Opportunity:
- 5.5.1. Is not associated with the income, employment, or compensation; is not engaged in the Transaction; and is not taking advantage of the Opportunity; and
 - 5.5.2. Does not have a relationship with an Official associated with the income, employment, or compensation; engaged in the Transaction; or taking advantage of the Opportunity, which relationship would reasonably be expected to impair the objectivity of the Board Director's judgment Opportunity.
- 5.6. Disclosing Employee** - Means the following Cooperative employees:
- 5.6.1. Executives, including the Chief Executive Officer ("CEO") and other individuals holding chief executive roles with ultimate responsibility for implementing the Board's decisions or supervising the Cooperative's management, administration, operations, financial and accounting, information technology, or legal functions;
 - 5.6.2. Any employee of the Cooperative who is classified or has a job title of Vice President, Director, or similar level within the Cooperative's classification schedule; and
 - 5.6.3. Any other Cooperative employee who:
 - 5.6.3.1. Has a procurement or expenditure delegation of authority of \$250,000 or greater;
 - 5.6.3.2. Has responsibilities, powers, or influence over the Cooperative and manages a segment or activity of the Cooperative representing ten percent or more of the Cooperative's activities, assets, income, or expenses; or has or shares authority to control or determine ten percent or more of the Cooperative's capital expenditures, operating budget, or employee compensation; or
 - 5.6.3.3. Is one of the twenty Cooperative employees with the highest compensation reported to the Internal Revenue Service on Form W-2 and listed in the I.R.S. Form 990.



- 5.7. **Material Interest** - Means an interest in a transaction, financial or otherwise, that would reasonably be expected to impair the objectivity of an Official's judgment regarding the transaction.
- 5.8. **Official** - Means a Board Director and Disclosing Employee of the Cooperative.
- 5.9. **Potential Conflict** - Means any circumstance for which a duty to disclose does not currently exist, but that a reasonable person would believe or an Official actually believes is likely to result in a future duty to disclose.
- 5.10. **Related Entity** - Means an entity, other than the Cooperative, a Subsidiary, or an entity of which the Cooperative is a member:
 - 5.10.1. Controlled by an Official or an Official's Related Individual;
 - 5.10.2. In which an Official owns more than ten percent of the entity's shares or interests;
 - 5.10.3. For which an Official is a general partner or member of the governing body;
 - 5.10.4. For which an Official is a trustee, guardian, personal representative, or similar fiduciary;
 - 5.10.5. Employing an Official; or
 - 5.10.6. Controlled by an entity employing an Official.
- 5.11. **Related Individual** - Means an individual:
 - 5.11.1. Who is by blood, marriage, or other legal action: parent, spouse, child, sibling, grandparent, grandchild, aunt, uncle, nephew, niece, first cousin, and corresponding in-law or step relation of an Official or Cooperative employee who is not an Official;
 - 5.11.2. Residing with an Official or Cooperative employee who is not an Official;
 - 5.11.3. For whom an Official or Cooperative employee who is not an Official is a trustee, guardian, personal representative, or fiduciary; or
 - 5.11.4. Employing an Official or Cooperative employee who is not an Official.
- 5.12. **Related Person** - Means a Related Entity or a Related Individual.
- 5.13. **Subsidiary** - Means an entity Controlled by the Cooperative.

6. POLICY ENFORCEMENT

- 6.1. If the Board President receives a Form disclosing any information or fact that could impact an Official's compliance with this Policy, then, the Board President must distribute the Form to the Board and the CEO. If the CEO or the Board President receives or discovers any other information or fact that could impact any Official's compliance with this Policy, then, respectively, the CEO must disclose this information or fact to the Board President and the Board President must disclose this information or fact to the Board.
- 6.2. Upon receiving or discovering any information or fact that could impact a Board Director's compliance with this Policy, the Board must:
 - 6.2.1. Provide the Board Director an opportunity to comment orally and in writing regarding the information or fact, and an opportunity to be represented by legal counsel; and
 - 6.2.2. Determine whether the Board Director complies with this Policy.



- 6.3.** If the Board determines that a Board Director does not comply with this Policy, then:
- 6.3.1.** The Board must provide the Board Director an opportunity to comply with this Policy within thirty days; and
 - 6.3.2.** If the Board Director does not comply with this Policy within thirty days, then, as allowed by law, the Board may, upon a proper motion by a Board Director, proceed to remove the Board Director under Article III, Section 5 of the Bylaws.
- 6.4.** Upon receiving or discovering any information or fact that could impact any other Official's compliance with this Policy, the Board must act as appropriate or authorize the CEO to act as appropriate.
- 6.5.** Any Cooperative Employee who is subject to this Policy must comply with all applicable provisions of this Policy. Failure to comply with this Policy may result in disciplinary action, up to and including termination.

7. REFERENCES AND RELATED DOCUMENTS

[PEC Bylaws](#)

[Directors' Code of Conduct](#)

[Conflict of Interest Certification and Disclosure Form](#)

[Election Policy and Procedures](#)

[I.R.S. Form 990, Return for Organization Exempt from Income Tax](#)

Date adopted:	December 16, 2008
Last reviewed:	October 16, 2020
Review frequency:	Every Five Years
Amendment dates:	February 11, 2013; December 16, 2013; December 8, 2014; July 18, 2016; November 14, 2016; October 16, 2020
Effective date:	October 16, 2020
Approver:	Board of Directors
Applies to:	Board of Directors and Officials
Administrator:	Board of Directors, Chief Executive Officer, and General Counsel
Superseding effect:	This Policy supersedes all previous policies and memoranda concerning the subject matter. Only the Approver may authorize exceptions to this Policy.





APPENDIX A

CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE FORM

As defined in the Pedernales Electric Cooperative, Inc. Conflict of Interest Policy (Policy), the undersigned Official states:

1. I affirm that I have received or have access to, have read, and understand the most current version of the Policy;
2. I agree to comply with the Policy;
3. Based upon my good faith belief, to the best of my knowledge, and except as disclosed below, I certify that I currently comply with the Policy;
4. I disclose in the space provided below the following information or facts regarding any Potential Conflict or any actual income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact that could impact my compliance with the Policy. (If you have no Potential or actual information or facts to disclosure, state "None to Disclose" in the space provided below.)

5. Upon discovering any information or fact regarding any Potential Conflict or any actual income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact, that could impact my compliance, or another Official's compliance, with the Policy, I agree to disclose this information or fact to the Cooperative's Board President or Chief Executive Officer; and

Upon not complying with the Policy, I agree to any sanction, disqualification, removal, or other action taken under the Policy, consistent with law and the Cooperative Bylaws.

Printed Name of Official: _____

Position of Official: _____

Date: _____

Signature of Official: _____



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

Directors' Code of Conduct

PEDERNALES ELECTRIC COOPERATIVE, INC.

I. Introduction

The Board of Directors ("Board") of Pedernales Electric Cooperative, Inc. ("PEC" or "Cooperative") has the responsibility under Texas law and PEC's Articles of Incorporation and Bylaws to govern the business and affairs of PEC, except to the extent powers are reserved to PEC's Members or have been duly delegated by the Board.

This Directors' Code of Conduct ("Code") sets forth the fiduciary duties of Directors of PEC ("Directors") and to establish the standards of conduct for which they will be held accountable when serving on the Board. This Code is not intended to supersede any specific policies that now or hereafter may apply to Directors, but instead should be read in conjunction with those policies. All Directors are expected to know and abide by the standards, values, and expectations that this Code expresses.

II. Values

The Board establishes PEC's strategic values that serve as an ethics and compliance foundation guiding PEC's organizational behavior, decisions and direction. PEC's values are generally adopted by the Board in PEC's Strategic Plan. Directors shall periodically review these value statements. Directors shall understand, follow and comply with the standards and expectations expressed by PEC's values.

III. Legal Duties

In carrying out their duties, Directors are bound by the following fiduciary duties: duty of care; duty of loyalty; duty of candor; and duty of obedience.

A. Duty of Care. Under the duty of care, Directors should:

- 1) Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
- 2) Have or acquire minimum knowledge and skills necessary to govern PEC's business and affairs. Every Director shall, within one year after first becoming a Director, take the necessary training to receive their Credentialed Cooperative Director Certificate from the National Rural Electric Cooperative Association ("NRECA"). In addition, Directors are encouraged to obtain continuing education throughout their tenure to keep their knowledge current and to better fulfill their obligations as a Director.
- 3) Exercise independent judgment.
- 4) Attend regular or special meetings of the Board as required by the bylaws, to pay attention and avoid distractions during meetings, and to study materials sent prior to each Board meeting. It is the policy of the Board that cell phones and other personal digital assistants should not be used during any Board meeting, other than iPads which are provided to the Directors to help facilitate the meetings.
- 5) Be informed and request that the Board request more information if the Director feels it necessary to make an informed decision on matters before the Board.



6) Rely on subject matter experts, including PEC employees and external resources that are reasonably believed to be reliable and competent.

B. Duty of Loyalty. Under the duty of loyalty, Directors should:

- 1) Act in good faith and in the best interests of PEC and its Members.
- 2) Place the interests of PEC over any personal interests and comply with the Board-approved Conflict of Interest Policy.
- 3) Act as a steward and prevent wasting of PEC assets including money, equipment, and employee resources, and not use such information for personal purposes.
- 4) Keep confidential all PEC information that is otherwise exempt from disclosure under PEC's Open Records Policy, and not use such information for personal benefit. Each Director recognizes that information that is covered by the attorney/client privilege is confidential information and waiver of the attorney/client privilege can only be done by Board action and no individual Director. If a Director receives a request for PEC information, the Director should ask the person making the request to make it through the Open Records Policy mechanism to ensure consistent treatment of PEC information.
- 5) Support the interests of PEC to elected officials in accordance with PEC's Legislative Policy.
- 6) Not represent to others that the Director is acting or speaking on behalf of the Board or PEC unless authorized in advance to do so by the Board. A Director shall disclose to the Board his or her receipt of any fees, expenses, or honoraria received by the Director in connection with any speaking engagement related to his or her capacity as a Director.
- 7) Not use or exploit his or her position as a Board member to achieve any special benefit or privilege that is not otherwise available to any other Member or Director.

C. Duty of Obedience. Under the duty of obedience, Directors should:

- 1) Study and adhere to all obligations imposed by federal and state laws, rules, and regulations, and PEC's Articles of Incorporation, Bylaws, policies, and contracts.
- 2) Assist in ensuring that PEC as an organization complies with applicable laws, rules, and regulations.

D. Duty of Candor. The duty of candor requires all Directors to reveal all information or interests that they may have and that may bear upon action being considered by the Board. This duty of candor requires Directors to reveal relevant information requested in an investigation as required by the Ethics and Compliance Reporting Policy.

IV. Conduct with Respect to Fellow Directors

Regardless of any personal differences, Directors should:

- 1) Demonstrate mutual respect.
- 2) Allow opportunity for every other Director to be heard on any matter being considered by the Board.
- 3) Abstain from revealing to persons outside of PEC any differences of positions among Directors on matters considered by the Board in executive session. This standard does not preclude Directors from revealing their own positions on matters.
- 4) Recognize that the Board has the responsibility and authority to enforce these standards of conduct, through reminders of this Code of Conduct and, if warranted, issuing a reprimand or censure approved by the Board or seeking legal or equitable relief against a Director.



V. Director Access to PEC Information or Assistance from Staff

Directors shall contact the Chief Executive Officer (“CEO”) or their designee with any requests for information or assistance from PEC staff. Directors may also directly contact the General Counsel, as needed, for information or assistance. The CEO will direct the request to the appropriate staff and ensure any information is disseminated to the full Board and documented.

Every Director is entitled to have access to PEC data or information for a proper purpose that is germane to his or her duties as a Director to govern the business and affairs of the Cooperative, subject to the following:

- 1) A Director may place a request for information before the remainder of the Board at any time by requesting inclusion of the matter on an upcoming agenda for review and consideration by the full Board.
- 2) When a Director makes a specific request directly to the CEO or PEC Executives, the remaining Directors shall be timely notified of the request including the specific nature of the request and the Director making the request.
 - a) Staff shall include in the notice to all Directors an estimate of the staff time required to respond to the request, any unusual expected complications in obtaining the information, and an estimate of the actual costs of providing the information requested.
 - b) If the estimated cost of any request or of any series of requests of similar nature is less than \$500.00 or requires less than four staff hours to respond, the CEO or staff shall proceed to provide the requested information to the requesting Director, with copies to all Directors.
- 3) If the costs or time to respond to any request or of any series of requests of similar nature exceeds \$500.00 and/or requires more than four staff hours to respond, CEO or staff shall place the request on the Board’s next agenda.
- 4) If the requesting Director designates any request as an "emergency" and provides an explanation of the emergency with the request, the CEO or staff shall notify the Officers of the Board who shall consider the request and may seek the other Directors’ determination on whether to proceed with immediate fulfillment of the request.
- 5) In any instance in which a Director has sought access to information not generally made available or reported to the Board, the CEO shall report on this to the Board and make the information available to all Directors.
- 6) A Director shall keep confidential all PEC information that is not of public record or is otherwise exempt from disclosure under PEC’s Open Records Policy, and shall not use that information for personal benefit.

VI. Good Faith and Fair Play

Every Director shall deal in good faith and fair play with every other Director and the CEO in expressing his or her views, questions and concerns relating to PEC policies, rates, and programs. Good faith and fair play require:

- 1) All Directors should reveal all information or interests that they may have and that may bear upon action being considered by the Board.



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

- 2) That Directors will not so pursue a position, inquiry, or motion as to unduly harass other Directors, any PEC employees, or independent contractors.
- 3) That Director communications with employees other than the CEO and the General Counsel shall be casual and conducted on a courteous basis, but not for the purpose of influencing an employee's position or attitude concerning his or her PEC-related activities.

VII. External Communications

Generally, Directors should refer all media or other external response requests to PEC's Media Contact for response.

When a Director elects to publicly speak or write about Cooperative matters (an "External Communication"), the following provisions apply:

- 1) The Director must clearly state whether he or she is speaking as an individual board member or on behalf of the entire Board. If a Director includes language in the remarks substantially as follows, the Director will be deemed to have made it clear they are not speaking for PEC: "The views expressed herein/today are my own personal views and do not represent the official position or policy of PEC or its Board of Directors."
- 2) In the event that an External Communication is in a Director's individual capacity, no Cooperative staffing resources shall be used or costs incurred in making the External Communication without the prior approval of the CEO.
- 3) Upon request of a Director wishing to make an External Communication, the General Counsel shall review in advance the content of such External Communication to determine accuracy and potential liability.
- 4) These provisions do not apply to Directors in their capacity as candidates for election to the Board.
- 5) An External Communication does not include any communication regarding legislative matters covered separately under the PEC Legislative Policy.

VIII. Policy Implementation and Responsibility

- 1) All Directors and candidates, nominees, or appointees to the Board shall receive a copy of this Code and attest to having received and understanding it by executing the attached Affirmation and returning it to the Recording Secretary of the Board.
- 2) PEC's General Counsel shall review this Code with the Board on an annual basis and discuss any personal liability implications resulting from violations.
- 3) It is the responsibility of each Director to understand their obligations under this Code and to comply with this Code.
- 4) The Board, acting through the President of the Board, shall ensure compliance with the Code by all Directors.
- 5) Any Director or employee who reports a suspected violation of the Code in good faith and based on a reasonable belief may do so without fear of harassment, retaliation, or retribution. No person reporting a good faith concern based on a reasonable belief about compliance with this Code shall be subject to retaliation in any form for making the report.



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

- 6) Directors who violate any laws, rules, regulations, PEC governing documents, or this Code are subject to appropriate disciplinary action in accordance with PEC's governing documents and policies.

Policy Title:	Directors' Code of Conduct
Review Frequency:	Every 5 Years
Last Reviewed:	October 16, 2020
Date Adopted:	May 21, 2012
Effective Date:	October 16, 2020
Amendment Dates:	May 21, 2012; July 16, 2012; August 19, 2013; February, 18, 2014; December 8, 2014; August 18, 2015; September 19, 2016; October 16, 2020
Approver:	Board of Directors
Applies to:	Board of Directors
Administrator:	Board of Directors
Superseding Effect:	This Policy supersedes all previous policies and memoranda concerning the subject matter. Only the Approver may authorize exceptions to this policy.



Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

Affirmation Directors' Code of Conduct

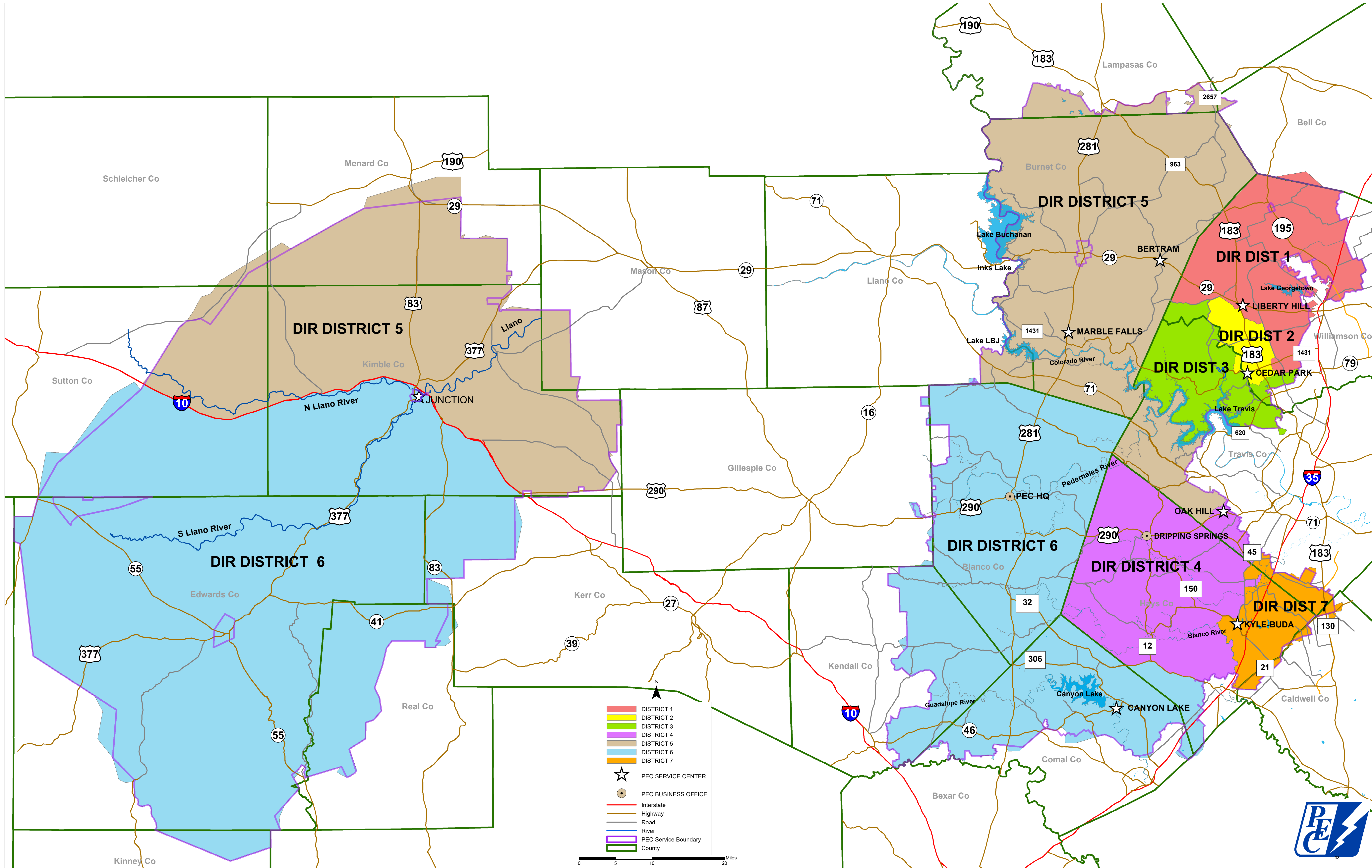
I, the undersigned, have received, and will comply with PEC's Directors' Code of Conduct.
I have had the opportunity to ask questions and understand PEC's Directors' Code of Conduct.

Signature

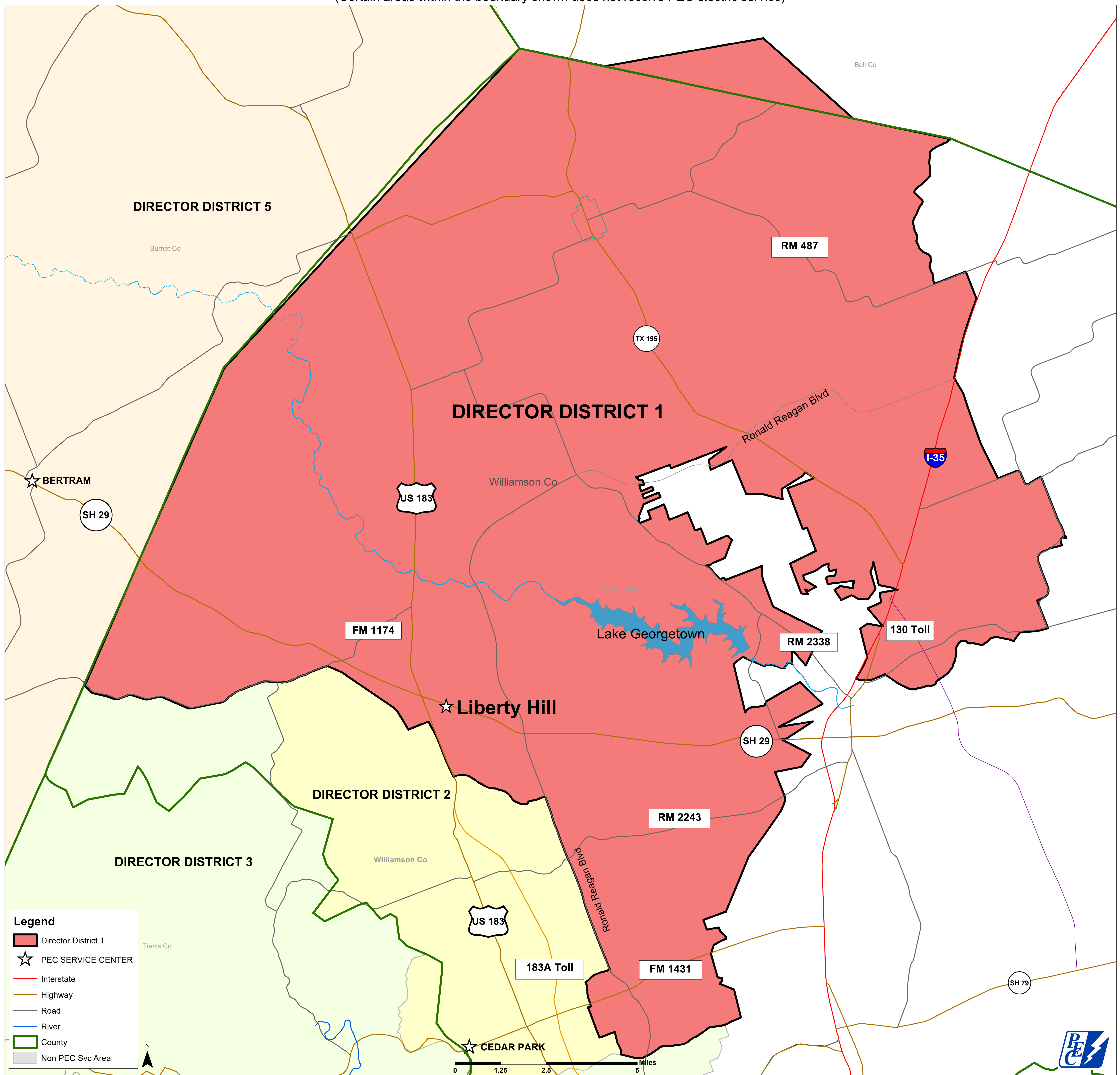
Printed name

Date

Director District Boundaries November 2023
(Certain areas within the boundaries shown do not receive PEC electric service)



Director District 1 Boundary November 2023
(Certain areas within the boundary shown does not receive PEC electric service)

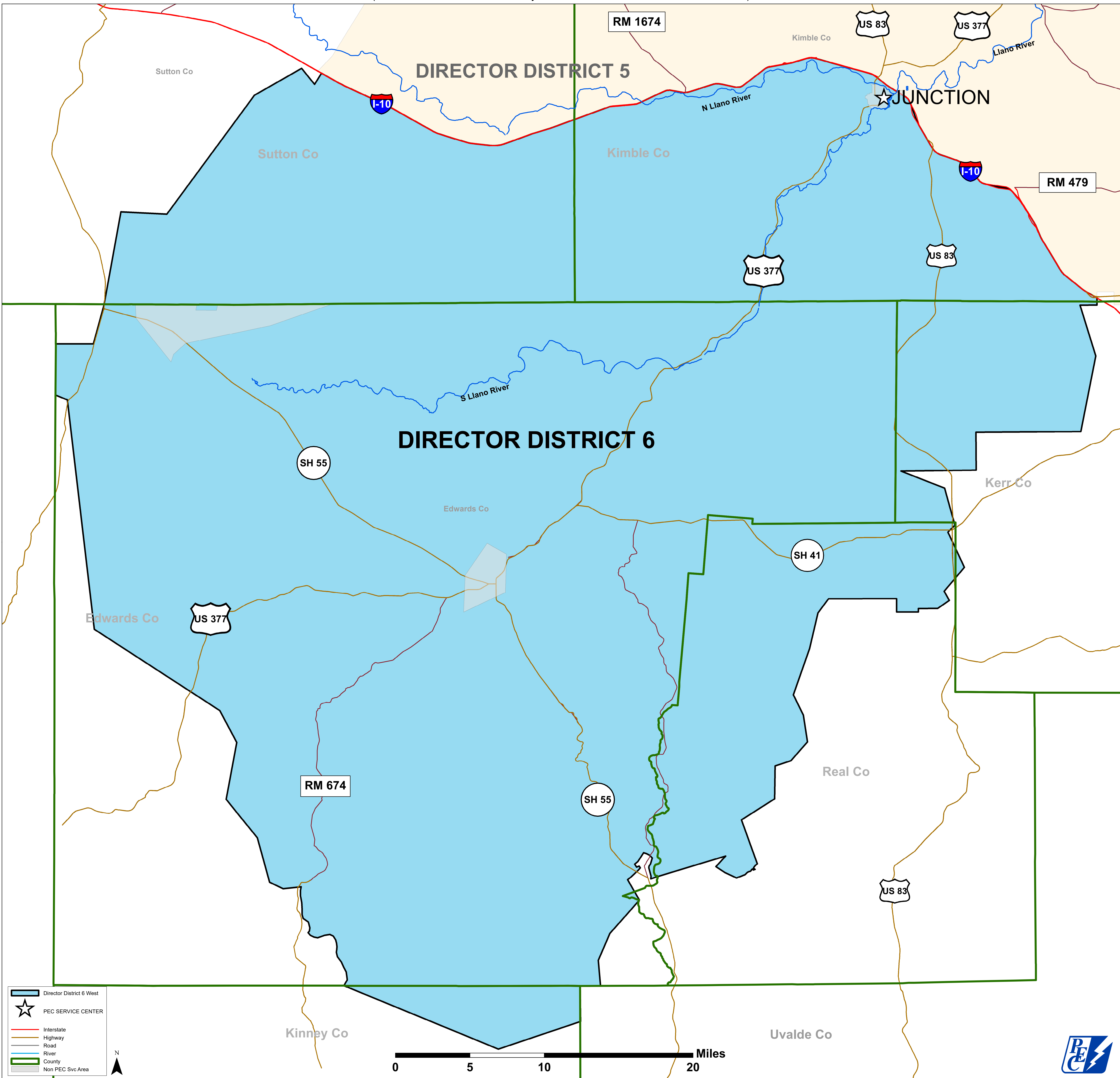


Legend

- Director District 1
- PEC SERVICE CENTER
- Interstate
- Highway
- Road
- River
- County
- Non PEC Svc Area



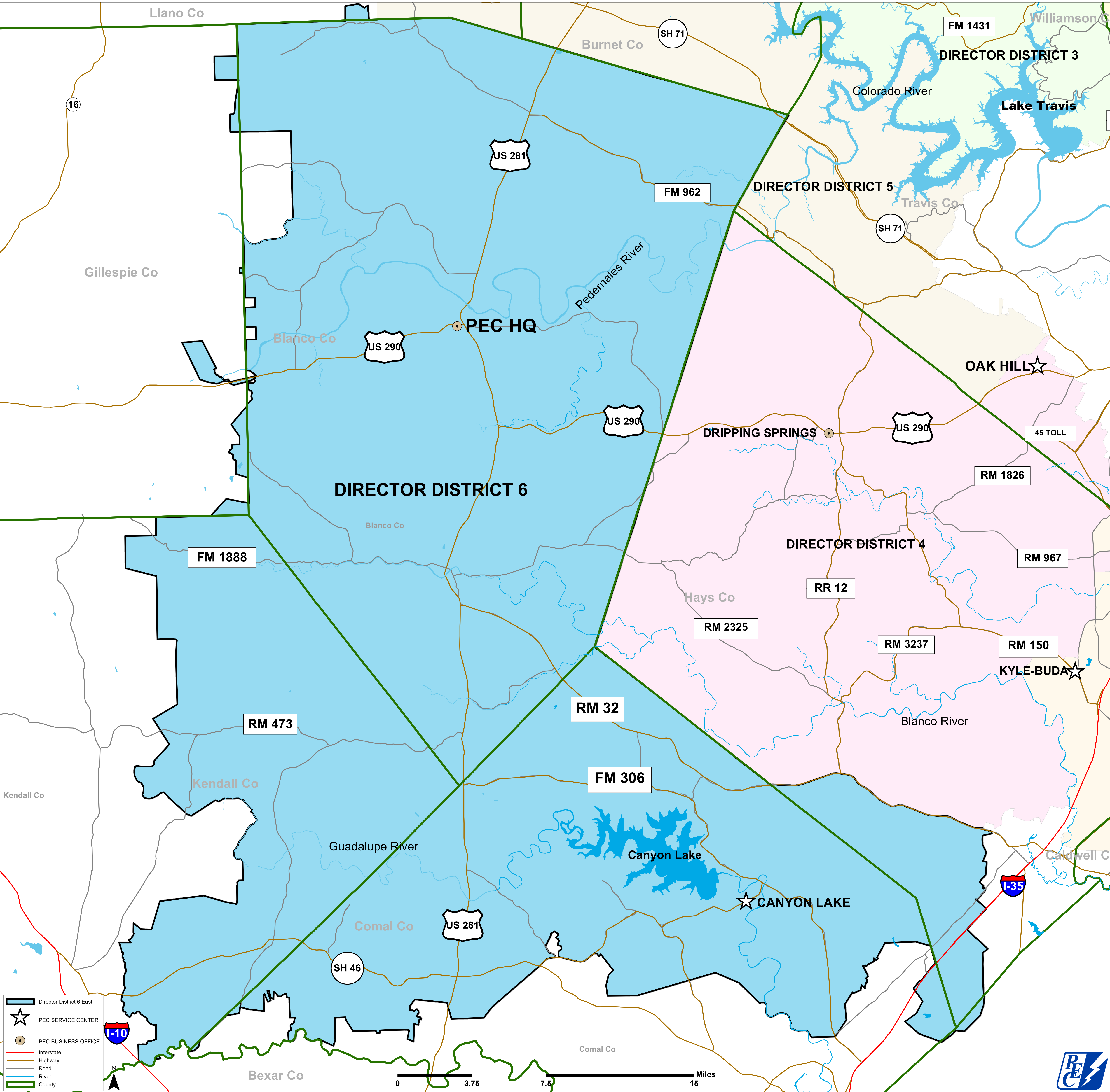
Director District 6 West Boundary November 2023
(Certain areas within the boundary show does not receive PEC electric service)



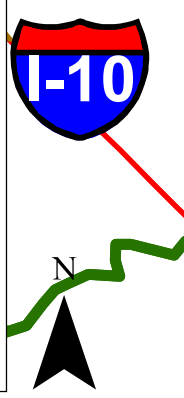
Director District 6 West
PEC SERVICE CENTER
Interstate
Highway
Road
River
County
Non PEC Svc Area



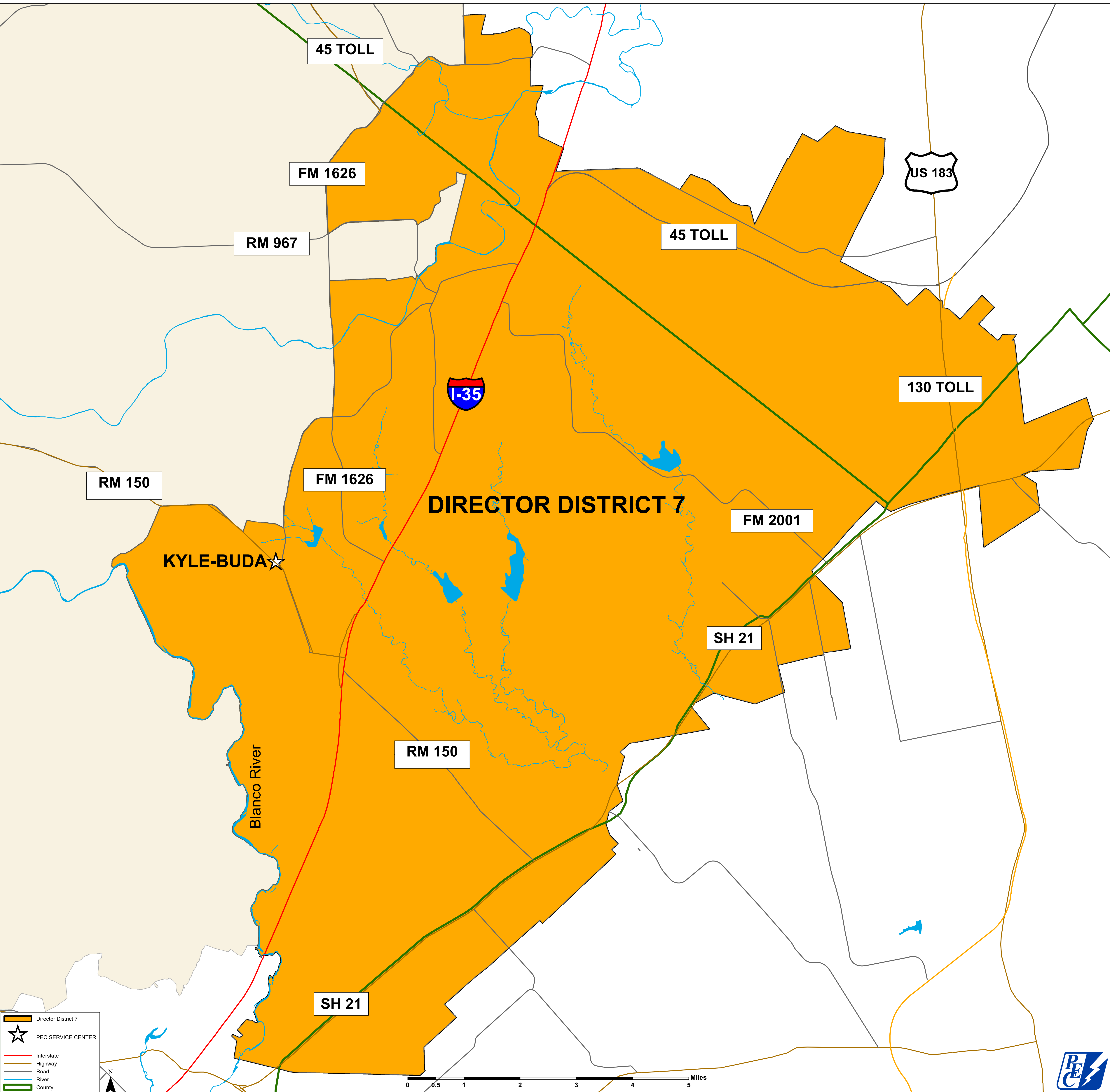
Director District 6 East Boundary November 2023



- Director District 6 East
- PEC SERVICE CENTER
- PEC BUSINESS OFFICE
- Interstate
- Highway
- Road
- River
- County



Director District 7 Boundary November 2023



45 TOLL

FM 1626

RM 967

45 TOLL

US 183

130 TOLL

RM 150

FM 1626

DIRECTOR DISTRICT 7

FM 2001

KYLE-BUDA ★

SH 21

RM 150

Blanco River

SH 21

Legend:

- Director District 7
- PEC SERVICE CENTER
- Interstate
- Highway
- Road
- River
- County

0 0.5 1 2 3 4 5 Miles





Pedernales Electric Cooperative, Inc.

Board of Directors: Districts 1, 6 & 7
2024 Nomination by Petition Materials

**Only this form will be
accepted and use of back
side is not permitted.**

Required Original Signatures Petition

(print as many blank pages, of this form, as needed for petition signatures)

Verifiable signatures are required from at least 50 Pedernales Electric members living within or who have designated a voting residence within the Board district from which a candidate is seeking election. Candidate Applicants may obtain a list of members within their Board district as well as a list of the entire Cooperative membership by request at openrecords@peci.com; for more-detailed information, please call the PEC Election Team at 1-800-868-4791, Ext. 6116.

INSTRUCTIONS:

- 1) Provide line numbers from the membership list for each signatory, where possible. Inclusion of these numbers helps verify membership of an eligible voter. Spouses who have a joint membership will only be verified as one (1) member signature petition even if both spouses sign the petition. Business memberships (LLC, Inc., etc.) are also verified as 1 member. A business membership must be signed by the authorized officer or designee.
- 2) Candidate Applicants are encouraged to collect more than 50 signatures in the event a membership cannot be verified.
- 3) Signatures for which the printed name is not legible may not be validated.
- 4) All original signatures of the signed petition must be submitted via U.S. postal mail or hand delivered in person to the Governance Team by **March 25, 2024**.
- 5) Candidate Applicants are encouraged to submit petition signatures well in advance of the deadline to ensure sufficient time for membership verification. In advance of the deadline, the completed petition signature form can also be scanned and emailed to election@peci.com. The email scan does not constitute original signatures; therefore, originals must still be mailed or hand delivered prior to the deadline. Refer to the PEC Bylaws and PEC Election Procedures for more information.

Candidate Applicant's Name _____ **Board District** _____

Name (Print) _____	Name (Print) _____
PEC Billing Address _____ _____	PEC Billing Address _____ _____
Membership List Line # _____	Membership List Line # _____
Signature _____	Signature _____
Name (Print) _____	Name (Print) _____
PEC Billing Address _____ _____	PEC Billing Address _____ _____
Membership List Line # _____	Membership List Line # _____
Signature _____	Signature _____
Name (Print) _____	Name (Print) _____
PEC Billing Address _____ _____	PEC Billing Address _____ _____
Membership List Line # _____	Membership List Line # _____
Signature _____	Signature _____