MINUTES

The Pecos 4B Economic Development Corporation

BOARD OF DIRECTORS' MEETING

Minutes.PEDC.20261007.SpecialMeeting

A. Call to Order

The Special Meeting of the Pecos 4B Economic Development Corporation (PEDC) Board of Directors was called to order at 5:30 p.m.

B. Invocation

Ginny Barmore gave the invocation.

C. Pledge of Allegiance

David Dominguez led the Pledge of Allegiance.

D. Public Comments

There were no public comments.

E. Declaration of a Quorum

A quorum was present, consisting of David Dominguez, Jake McKinney, Paul Hinojos, and Ginny Barmore. Also present were newly appointed board members Lawrence Burleson Sr., Teresa Winkles, Hector Carrasco, and Venetta Seals, along with PEDC staff, City staff, and members of the public.

F. Non-Consent

F.1 Administer the oath of office to newly appointed members of the Pecos 4B Economic Development Corporation board of directors

Notary Griffin Moreland administered the oath of office to newly appointed board members Lawrence Burleson Sr., Teresa Winkles, Hector Carrasco, and Venetta Seals.

F.2 Consider and take action regarding the election of officers of the Pecos 4B Economic Development Corporation Board of Directors, including President, Vice-President, and Secretary/Treasurer.

The Board proceeded with the election of officers. Venetta Seals was elected President, and Teresa Winkles was elected Vice President. The Board agreed to hold off on nominating a Secretary/Treasurer, leaving the position vacant.

F.3 Discuss and consider board member Jake McKinney's request regarding the Pecos Economic Development Corporation's obligations under Section XII of the PEDC Bylaws and applicable Texas law to indemnify, defend, protect, and hold harmless current and/or former PEDC directors in connection with subpoenas, investigations, proceedings, or claims arising from PEDC activities or their service as directors; including consideration and authorization of independent legal representation and the payment, advancement, or reimbursement of

reasonable and necessary attorneys' fees and related legal expenses; and authorize any related actions.

F.4 Discuss and consider former board member Sal Nichols' request regarding the Pecos Economic Development Corporation's obligations under Section XII of the PEDC Bylaws and applicable Texas law to indemnify, defend, protect, and hold harmless current and/or former PEDC directors in connection with subpoenas, investigations, proceedings, or claims arising from PEDC activities or their service as directors; including consideration and authorization of independent legal representation and the payment, advancement, or reimbursement of reasonable and necessary attorneys' fees and related legal expenses; and authorize any related actions.

F.5 Discuss and consider former board member Gail Box's request regarding the Pecos Economic Development Corporation's obligations under Section XII of the PEDC Bylaws and applicable Texas law to indemnify, defend, protect, and hold harmless current and/or former PEDC directors in connection with subpoenas, investigations, proceedings, or claims arising from PEDC activities or their service as directors; including consideration and authorization of independent legal representation and the payment, advancement, or reimbursement of reasonable and necessary attorneys' fees and related legal expenses; and authorize any related actions.

F.6 Discuss and consider former board member Paul Hinojos' request regarding the Pecos Economic Development Corporation's obligations under Section XII of the PEDC Bylaws and applicable Texas law to indemnify, defend, protect, and hold harmless current and/or former PEDC directors in connection with subpoenas, investigations, proceedings, or claims arising from PEDC activities or their service as directors; including consideration and authorization of independent legal representation and the payment, advancement, or reimbursement of reasonable and necessary attorneys' fees and related legal expenses; and authorize any related actions.

The Board considered Items F.3 through F.6 together regarding the indemnification requests of Jake McKinney, Sal Nichols, Gail Box, and Paul Hinojos. Discussion addressed the recognition of the indemnification provision in Section XII of the PEDC Bylaws. The Board discussed distinguishing civil matters from criminal matters, with criminal matters to be brought back before the Board for further consideration if necessary.

Teresa Winkles made a motion to acknowledge that the indemnification provision exists in the PEDC Bylaws, as stated in the agenda, with criminal matters to be brought back before the Board for further consideration. Hector Carrasco seconded the motion. Jake McKinney, Ginny Barmore, and Paul Hinojos abstained. The motion carried.

F.7 Discuss and consider approving upon request defense and indemnification to current and former board members pursuant to the Pecos Economic Development Corporation's obligations under Section XII of the PEDC Bylaws and applicable Texas law to indemnify, defend, protect, and hold harmless current and/or former PEDC directors in connection with subpoenas, investigations, proceedings, or claims arising from PEDC activities or their service as directors; including consideration and authorization of independent legal representation and the payment, advancement, or reimbursement of reasonable and necessary attorneys' fees and related legal expenses; and authorize any related actions.

The Board discussed defense and indemnification for current and former board members pursuant to Section XII of the PEDC Bylaws and applicable Texas law. The motion was made with the stipulation that the matter would apply to civil matters at this time and that any criminal matter would be brought back before the Board for further consideration.

Teresa Winkles made a motion to approve Item F.7, subject to the stated stipulation. Hector Carrasco seconded the motion. Paul Hinojos, Jake McKinney, and Ginny Barmore abstained. The motion carried.

F.8 Discuss and Consider the Organizational Transition Following the Executive Director Vacancy and designating authority for interim operational matters.

The Board discussed operational continuity following the Executive Director vacancy and the need to address interim leadership and ongoing PEDC matters. The Board discussed Joe Keese as a possible interim Executive Director and the need to follow the applicable approval process before any appointment could become official.

Hector Carrasco made a motion to reach out to Joe Keese regarding the possible interim Executive Director role. Jake McKinney seconded the motion. The motion carried.

F.9 Discuss and Consider resolution regarding bank and financial transaction signatories for EDC Banking, Financial, and Payment Authority

The Board discussed the need to update PEDC's bank signature card and authorize officers to sign checks and complete wire transfers. The Board considered Resolution No. 20261007.1, authorizing the designated officers to sign checks and complete wire transfers.

Paul Hinojos made a motion to approve Resolution No. 20261007.1, authorizing President Venetta Seals and Vice President Teresa Winkles to sign checks and complete wire transfers. The Secretary/Treasurer position was removed from the resolution because the position remained vacant. Jake McKinney seconded the motion. The motion carried.

F.10 Discuss and Consider EDC Email, Domain, IT, Cybersecurity, and Technology Services

The Board discussed PEDC's email domain, Microsoft 365 subscription, cybersecurity, and technology needs. City IT staff offered assistance with transitioning PEDC to a more secure technology system while maintaining a separate PEDC domain and data environment.

Hector Carrasco made a motion to have PEDC staff contact the former Executive Director again regarding the return of PEDC property and to request City IT assistance with technology security. Lawrence Burleson Sr. seconded the motion. The motion carried.

F.11 Discuss and Consider EDC Staffing and Personnel Matters

The Board discussed staffing and personnel matters during the transition following the Executive Director vacancy.

Hector Carrasco made a motion for Heather Nichols and Lyla Gonzalez to continue in their current roles during the transition. Paul Hinojos seconded the motion. The motion carried.

F.12 Discuss and Consider the Executive Director Recruitment/Search Process

The Board discussed the Executive Director recruitment and search process.

Teresa Winkles made a motion to table the item. Ginny Barmore seconded the motion. The motion carried.

F.13 Items for next meeting October 19, 2026

The Board discussed matters to be brought forward for consideration at the next meeting, scheduled for October 19, 2026. Items identified for future discussion included:

1. PEDC Bylaws and related policies and procedures.
2. Conflict-of-interest forms and disclosure of interested transactions.
3. Review of existing PEDC commitments, ongoing projects, pending land inquiries, and upcoming events.
4. Ranch Rodeo contribution and review of prior meeting minutes and authorization.
5. Professional services contracts, including providers and amounts paid or payable.
6. Future of PEDC legal services, including attorney Bobby Maldonado.
7. Review of the prior interim Executive Director offer letter or agreement.

F.14 Adjourn

The meeting adjourned at 6:49 p.m.

Venetta Seals

Venetta Seals, President

10-19-2026

Date

Teresa Winkles

Teresa Winkles, Vice President

10-19-2026

Date