

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF
DOUGLAS ELECTRIC COOPERATIVE, INC.**

JULY 22, 2020

The regular meeting of the Board of Directors of Douglas Electric Cooperative, Inc. (the Cooperative), was called to order by the President Evan Barnes on July 22, 2020, at 5:45 p.m., with all Directors present via video conference. Also present via video conference were Keith Brooks, General Manager; Phil Bigler, Assistant General Manager; David Western, CFO of DEC; and Dan G. McKinney, Attorney.

The first order of business was approval of the minutes of the regular meeting of the Board of Directors of June 17, 2020, estate capital credits, and quarterly write-offs. A motion was duly made and seconded for adoption of the following resolution:

RESOLVED, that the minutes of the regular meeting of the Board of Directors of June 17, 2020, estate capital credits, and quarterly write-offs, be approved.

The resolution was unanimously adopted.

The Chief Financial Officer discussed with the Board the financial statements and expenditures for June 2020 and the Manager's monthly expenses for June 2020, the applications for new memberships for June 2020, and Board expenses. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that the Manager's monthly expenses, Board expenses for June 2020, and applications for new memberships be accepted.

The resolution was unanimously adopted.

The Board reviewed the safety report and outage reports. The DEC Manager presented the General Manager's report contained within the Board package. The General Manager reported that nothing is currently being done with the Drain site.

The Board reviewed the capital credits retirement options prepared by staff. The Board requested that staff present additional information at the next meeting.

A recommendation was made that a By-law be drafted on how to hold annual meetings when a crisis occurs.

The Board reviewed the current decisions on building designs and finalized their selection for the exterior. The Board members were invited to a planning meeting Tuesday, July 28, 2020.

Board members discussed the NIPPC Conference set for September 13-15, 2020. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that any Board members that wish to attend the NIPPC Conference may do so pursuant to Board attendance policies.

The motion was unanimously approved.

Board members discussed the NRECA virtual Region 9 meeting. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that any Board members that wish to attend the NRECA Region 9 meeting may do so pursuant to Board attendance policies.

The motion was unanimously approved.

The Board reviewed Douglas Electric's Organizational Objectives set forth in the Board package.

Director Shirley Cairns reported on the ORECA Board activities.


The Board discussed changing accounting firms to Moss Adams for the next audit. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that the General Manager should proceed with contracting with Moss Adams for the next audit.

The motion was unanimously approved.

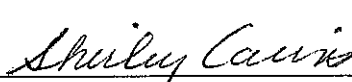
The President then announced that the next regular meeting of the Board of Directors will take place at the offices of the Cooperative on Wednesday August 26, 2020, after the Douglas Services meeting which begins at 5:30. There being no further business to come before the Board, the meeting was adjourned at 7:20 p.m.

PRESIDENT



Evan Barnes

SECRETARY



Shirley Cairns