

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

APRIL 28, 2021

The audit report from Moss Adams was given by Keith Simovic at 6:08 p.m. with all directors' present by zoom video link. Also in attendance were Keith Brooks, General Manager; Phil Bigler, Assistant General Manager; David Western, DEC CFO; and Dan G. McKinney, Attorney. It was a clean audit. The Board was instructed to forward any additional questions they might have to Moss Adams.

The regular meeting of the Board of Directors of Douglas Electric Cooperative, Inc. (DEC) was called to order by the President Evan Barnes on April 28, 2021 at 7:20 p.m. with all directors' present by zoom video link. Also in attendance were Keith Brooks, General Manager; Phil Bigler, Assistant General Manager; David Western, DEC CFO; and Dan G. McKinney, Attorney.

The next order of business was approval of the minutes of the regular meeting of the Board of Directors of March 17, 2021. 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 March 17, 2021, quarterly write offs and estate capital credits be approved.

The resolution was unanimously adopted.

A motion was made and seconded for adoption of the following resolution:

RESOLVED, that the Moss Adams audit report be accepted.

The resolution was unanimously adopted.

The Manager and CFO discussed with the Board the financial statements and expenditures for March 2021, the Manager's monthly expenses for March 2021, the applications for new memberships for March 2021, 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 March 2021, and applications for new memberships are accepted.

The resolution was unanimously adopted.

The treasurer reviewed and accepted Board expenses for April after they had been checked by the CFO.

The Board reviewed the safety report and outage reports. The General Manager presented the General Manager's report contained within the Board package.

The Board conducted a secret ballot to elect officers for the next year. The vote resulted in the following officers elected for the 2021/2022 year:

President: Evan Barnes
Vice President: Bob Poage
Secretary: Shirley Cairns
Treasurer: Suzi Armstrong

The Board discussed recognition of outgoing directors and staff was directed to prepare an appropriate gift.

The Board discussed new director orientation.

The Board discussed Capital Credits for 2019 and deferred the decision for further input from Moss Adams.

The Board discussed purchase of the Drain Property from DFN. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that DEC will buy the Drain Property from DSI for a one-time payment of approximately \$252,000. The transaction will close quickly.

The resolution was unanimously adopted.

The Board discussed the NWPPA Annual Meeting which will be free and online, and all directors were invited to attend. The Board discussed the NWPPA Annual Meeting voting delegates. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that Keith Brooks is the designated voting delegate and Shirley Cairns is the designated alternate for the NWPPA Annual Meeting.

The resolution was unanimously adopted.

The Board reviewed the organizational objectives for 2021 first quarter.

Shirley Cairns reported on April 1, 2021 GAC meeting and the April 19, 2021 Legislative conference.

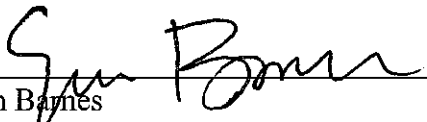
The Board went into Executive Session at 8:10 p.m. and exited at 8:18 p.m. The No action was taken.

The Board requested the new building project with latest building budget projections on the agenda for the next meeting.

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 May 19, 2021, after the meeting of Douglas Services which is scheduled for 5:30 p.m. An Executive Session for Board members will occur from 5:00 p.m. to 5:30 p.m. There being no further business to come before the Board, the meeting was adjourned at 8:30 p.m.

PRESIDENT

SECRETARY



Evan Barnes



Shirley Cairns