

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

FEBRUARY 19, 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 February 19, 2020, at 6:20 p.m., at the offices of the Cooperative with all directors present. Also present were Keith Brooks, General Manager; Phil Bigler, Assistant General Manager; 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 December 18, 2019, minutes of the regular meeting of January 22, 2020, and estate capital credits. 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 December 18, 2019, the meeting of January 22, 2020, and estate capital credit be approved.

The resolution was unanimously adopted.

The Manager discussed with the Board the financial statements and expenditures for January 2020 and the Manager's monthly expenses for January 2020, the applications for new memberships for January 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 January 2020, and applications for new memberships be accepted.

The resolution was unanimously adopted.

The Assistant General Manager reported on the NWPPA Wildfire Conference.

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

The Board elected Larry Shipley as Treasurer to replace Dick McHaffie.

The Board discussed the CRC voting delegate. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that Keith Brooks will be the CRC voting delegate with Phil Bigler as alternate.

The motion was unanimously approved.

The Board reviewed proposed Policy 40-17 relating to the retirement program. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that Policy 40-17 Retirement Program be approved.

The motion was unanimously approved.

The Board discussed the upcoming NRECA Legislative Conference, April 26-28, 2020 in Washington, D.C. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that Board members who wish to attend the NRECA Legislative Conference may do so pursuant to Board policies.

The motion was unanimously approved.

The Board discussed the NWPPA Annual Meeting, May 17-20, 2020 in Kennewick, WA. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that Board members who wish to attend the NWPPA Annual Meeting may do so pursuant to Board policies.

The motion was unanimously approved.

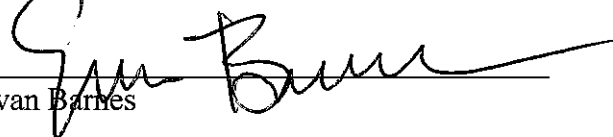
The Board discussed the safety assessment survey results, and the notice of annual meeting.

The Board reviewed the PNGC Power letter relating to UEC termination of membership and the BLM letter regarding routine line maintenance.

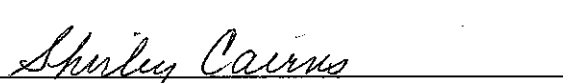
The Board entered into an Executive Session to discuss the property in Drain and Roseburg. The General Manager was authorized to pursue purchase of the Roseburg property.

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 March 18, 2020, after the Douglas Services meeting which begins at 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 7:55 p.m.

PRESIDENT


Evan Barnes

SECRETARY


Shirley Cairns