

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

**AUGUST 18, 2021**

The Board of Directors met in Executive Session from 9:00 a.m. to 9:30. No action was taken.

The regular meeting of the Board of Directors of Douglas Electric Cooperative, Inc. (DEC) was called to order by the President Evan Barnes on August 18, 2021 at 10:15 a.m., with all directors appearing by Zoom except Suzi Armstrong. Also in attendance were Keith Brooks, DEC general manager, Phil Bigler, Asst General Manager, David Western, DEC CFO and Dan G. McKinney, Attorney.

The first order of business was adding fire mitigation to the agenda by the General Manager.

The next order of business was approval of the minutes of the regular meeting of the Board of Directors of July 21, 2021, 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 July 21, 2021, and estate capital credits be approved.

The resolution was unanimously adopted.

The Manager and CFO discussed with the Board the financial statements and expenditures for July 2021, and the Manager's monthly expenses for July 2021 the applications for new memberships for July 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 July 2021, and applications for new memberships are 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 including an explanation of the litigation which has been filed to increase spill on the Columbia River dams. A report was given on fire mitigation efforts which have been taken in recent weeks.

The Manager outlined a proposal to increase the budget to hire an additional crew to remove possible hazard trees. A motion was made and seconded for the following resolution:

RESOLVED, that the budget be amended to permit an additional \$250,000 to be spent for another crew to remove hazard trees identified in recent hazard tree study and to participate in a program for cameras to watch for fires.

The motion was unanimously adopted.

The Board discussed the CFC Loan #9028 and the approval of a Certificate of Resolutions and Incumbency. A motion was made and seconded for the following resolution:

RESOLVED, that the management is directed to complete the loan documents and the Certificate of Resolutions and Incumbency to obtain the \$5,000,00 loan for the metering system and completion of the building.

The motion was unanimously adopted.

The Board discussed Capital Credits retirement for 1993. A motion was made and seconded for the following resolution:

RESOLVED, that the Cooperative will retire 1993 Capital Credits and \$250,000 will be allocated for that purpose.

The motion was unanimously adopted.

The Board discussed moving the December meeting from December 22 to December 15, 2021. A motion was made and seconded as follows:

RESOLVED, that the December meeting will be moved to December 15, 2021.

The motion was unanimously adopted.

The Board discussed the NRECA and CFC Regional meeting and voting delegate. A motion was made and seconded as follows:

RESOLVED, that the NRECA and CFC delegate be approved as recommended.

The motion was unanimously adopted.

The Board discussed Bylaw amendments and decided to wait until the Board can meet in person to discuss further amendments to the Bylaws.

Phil Bigler presented to the Board the SmartHub App and training which is available.

The Board reviewed member feedback.

Director Suzi Armstrong joined the Zoom meeting.

The Board had discussed salary of the General Manger in Executive Session. A motion was made and seconded for adoption of the following resolution:

RESOLVED, that the General Manager salary will be increased in an amount disclosed to the Manager with authorization to payroll department to make adjustment.

The motion was unanimously approved.

The Board held a Strategic Planning session on July 27. Due to confidentiality, the General Manager emailed notes of the meeting to the Board.

The Board went into Executive Session to discuss property and personnel.

The Board exited Executive Session and the President then announced that the next regular meeting of the Board of Directors will take place at the offices of DFN on Wednesday September 22, 2021, at 9:00 a.m. An Executive Session for Board members will occur from 9:00 a.m. to 9:30 a.m. There being no further business to come before the Board, the meeting was adjourned at 12:05 p.m.

PRESIDENT

  
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Evan Barnes

SECRETARY

  
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Shirley Cairns