

**DELAWARE ELECTRIC COOPERATIVE
MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS**

March 15, 2023

CALL TO ORDER

The regular meeting of the Board of Directors of Delaware Electric Cooperative, Inc. was held at the Delaware Electric Cooperative headquarters in Greenwood, Delaware, on Wednesday, March 15, 2023, at 10:00 a.m. Chair Patricia S. Dorey called the meeting to order. The following directors were present: William J. Wells, Michael K. Brown, Thomas E. Brown, Hunter J. Emory, Bruce A. Henry, Laura T. Phillips, Charles L. Towles, Jr., Bruce R. Walton, and Blaine M. Daisey.

Also present at the meeting were Rob Book, Jesse Spampinato, Dawn Smart, Dwayne Street, Troy Dickerson, Dave Shapley, Kevin Yingling, Bruce Campbell, Jamie Nutter, and Lauren Freese, who recorded the minutes of the meeting.

INVOCATION / PLEDGE OF ALLEGIANCE

Invocation was given by Director Dorey, followed by the Pledge of Allegiance.

NEW EMPLOYEES

Vice President of Human Resources, Dawn Smart, introduced one new employee, Member Service Representative, Lorraine "Lori" Talley and reintroduced Billing Manager, Ivanessa Cay and Consultant to the Accounting and Finance Department, Bruce Campbell to the Board. Also introduced in the afternoon session of the meeting, High School Intern, Joshua Chelen who will be working two days a week in the Cybersecurity Department.

APPROVAL OF MINUTES

The Minutes of the regular meeting of February 15, 2023, were approved.

CORPORATE CALENDAR

It was noted that the corporate calendar was part of this month's BoardEffect book and covered the period March through May 2023.

SPECIAL TOPIC: EMPLOYER SUPPORT OF THE GUARD AND RESERVE

CW5 John Dill shared his presentation, “Employer Support of the Guard and Reserve”. President and CEO Rob Book signed a Statement of Support for the Guard and Reserve. Mr. Dill presented Mr. Book with the signed statement and a challenge coin. Mr. Dill was given a DEC challenge coin.

BOARD POLICIES

The Governance Committee met previously to review Board Policy 100.1 – Damage, Destruction, or Impairment of Cooperative Property, Lines, and Service, 100.2 – Member Data, 100.3 – Membership Records, and 100.4 – Membership Fee Refunds.

Vice President of Human Resources, Dawn Smart presented the changes to the Board. Board policies 100.1, 100.3 and 100.4 were approved by the Board. Board policy 100.2 has been tabled for clarification of language in DEC’s by-laws pertaining to this subject.

HUMAN RESOURCES REPORT

Vice President of Human Resources, Dawn Smart, updated the Board on recent staff departures, current open positions, litigation, union relations, grievances, training and development and shared an example of a crew visit report.

She asked that due to the employee appreciation luncheon being held the same day as the April 19 Board meeting that the Board meeting start at 9:00 am. The Board approved this request.

FINANCIAL REPORT

Consultant, Bruce Campbell, reviewed the financial performance of the cooperative for month-ending February 2023 and DEC’s Form 7. He stated that he will include loan information in his April 2023 report.

SPECIAL PROJECTS & INNOVATION REPORT

Vice President of Innovation and Special Projects, Dave Shapley, gave updated information on the performance of DEC’s existing renewable project portfolio and gave an

update on the status of DEC's solar projects under development. He also shared changes to Tariff Leaf #102 Electric Vehicle Rider which the Board approved.

ENGINEERING REPORT

Vice President, Troy Dickerson reported on the performance of the engineering department relative to new services, jobs engineered and staked and un-staked work orders, shared information about a new subdivision in Milton and gave a transformer update. He also commended Manager Metering & Power Supply, C.J. Myers for his presentation at the NRECA PowerXChange on March 6 pertaining to 5 years later: lessons learned from DEC's EV load control program.

OPERATIONS REPORT

Vice President, Jesse Spampinato reported on two circuit outage events in February, construction statistics, system reliability, vegetation management, load control and Beat the Peak (load control) performance for the month.

TECHNOLOGY REPORT

Vice President, Dwayne Street reported on DEC's network and application reliability in February and ongoing DEC efforts to address phishing and cybersecurity risks. The Cybersecurity team participated in a guided Cybersecurity Incident Response Tabletop exercise and the entire Cybersecurity and IT team will begin penetration testing on March 13 and it will run through March 24. He also gave an update on the continued partnership with Overstory regarding our vegetation management program.

MEMBER SERVICES REPORT

Vice President, Kevin Yingling reported on communications in February including record reliability in 2022.

He shared call center statistics for the month and how DEC residential rates compared with other peer electric utilities. He gave a grant update and shared information about the revamped SmartHub and phone tree statistics.

ODEC REPORT

Director Mike Brown gave a summary of ODEC's performance and budget.

LEGISLATIVE REPORT

Jamie Nutter updated the Board on current legislation including SB298 which pertains to net metering. The bill moved through the Senate last week and the House yesterday. He also discussed climate change legislation.

NRECA REPORT

Director Emory reported that during the PowerXChange the NRECA Board met and went through thirteen resolutions, named a new President of the Board, Tony Anderson from Michigan, and that ACRE's name changed to America's Electric Cooperative PAC. He also shared information about the BUILDER Act.

VMD REPORT

Chair Dorey reported there has not been a meeting since the one held on January 23. She mentioned the Spring Round-up being held March 28 – 29 in Virginia and the Choptank Electric Coop meeting being held in Easton, MD on April 27.

PRESIDENT'S REPORT

President and CEO, Rob Book gave an update on the building expansion project including a meeting being held with DEC neighbors on April 4.

He commended the accounting and finance departments, April, Heather and Hollie who have done a great job stepping in to take care of whatever was needed in the last two weeks. Human Resources will be posting the position of Vice President, Finance and Accounting in the next few days.

He also shared that staff from the VMD will be in the office on March 16 to discuss communications and government affairs issues and services.

ADJOURNMENT

Having no other business to come before the Board, the meeting was adjourned at 2:23 p.m.

EXECUTIVE SESSION

There was no Executive Session.

Secretary

Chairperson