

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

November 16, 2022

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, November 16, 2022, 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., William P. Haughey, Jr., Bruce R. Walton, and Blaine M. Daisey.

Also present at the meeting were Gregory Starheim, Tom Beamon, Rob Book, Jesse Spampinato, Dawn Smart, Dwayne Street, Troy Dickerson, Dave Shapley, Jamie Nutter, Lauren Freese, who recorded the minutes of the meeting. New employees Sylvia Textor and Mike Jamison attended for their part of the meeting.

INVOCATION / PLEDGE OF ALLEGIANCE

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

INTRODUCTION OF NEW EMPLOYEES

Vice President of Human Resources, Dawn Smart, gave introductory information about the new System Dispatch Coordinators, Shawn Ward and Zachary Gonzalez, Business Systems Administrator, Sylvia Textor, and Technical Support Specialist, Michael Jamison. She also shared the promotions of Dispatch Supervisor, Samantha DeLeon and Assistant Manager of Safety and Security, Brian Downes. Vice President Smart also announced the retirements of Chuck McCall (17 years) and Gregory Farrow (48 years).

SPECIAL TOPIC: RESAP Safety Audit Report

Manager Safety & Security, Chuck McCall presented the findings of the RESAP (Rural Electric Safety Achievement Program) Safety Audit Report, which took place on October 10 – 12, 2022. The site evaluation report included 188 inquiries of DEC headquarters, warehouse, storage areas and three job sites. The conclusion indicated there were only two areas of concern; two ladders with worn labeling and storage of a rubber coverup that was exposed to sharp items. Overall, the report was the best DEC has had since participating in the RESAP program.

APPROVAL OF MINUTES

The Minutes of the regular meeting of October 19, 2022 were approved.

CORPORATE CALENDAR

It was noted that the corporate calendar could be found in the Dropbox covering the period November 2022 to January 2023.

PRESIDENT'S REPORT

President and CEO, Gregory Starheim updated the Board on the employee benefits roll-out, interest rates, natural gas prices, and the ALDC and NRECA STAC meetings.

POLICIES

The Statement of Objectives (Article 001) and Administrative Policy 400.19 (Board Responsibilities) were both unanimously approved by the Board.

HUMAN RESOURCES REPORT

Vice President of Human Resources, Dawn Smart, reported on open positions and employee training. She presented the DEC veteran directors with a Veteran's Challenge coin and thanked them for their service.

She updated the Board on current DEC COVID statistics, union relations, grievances, and progress on the Culture Improvement action plan. She also shared a video from Focus Day and discussed the December 14 Christmas breakfast.

FINANCIAL REPORT

Chief Financial Officer, Tom Beamon reported on the financial performance of the cooperative for month-ending October 2022. He also discussed Form 990 and the 2023 budget planning assumptions and objectives.

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.

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. He also shared information regarding new developments and the ongoing progress of the new Frazer Substation and Dorey Substation.

OPERATIONS REPORT

Vice President, Jesse Spampinato reported on several circuit outage events in October as well as the system reliability, construction statistics, 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 October and ongoing DEC efforts to address phishing and cybersecurity risks. He also noted

that due to software changes to DEC email applications, the IT team will be making updates to the Board members' iPads at the December Board meeting.

MEMBER SERVICES REPORT

Vice President, Rob Book reported on communications in October regarding the international rodeo, member scams and the Thanksgiving television commercial.

He reviewed several community affairs events that occurred in October including the Agricultural Museum exhibit launch, HOA presentations and the ODEC Ride and Drive EV event. He also shared call center statistics for the month and how DEC residential rates compared with other peer electric utilities.

ODEC REPORT

Director Mike Brown gave a summary of the ODEC Board meetings that were held on November 7 and 8. He also discussed ODEC's performance and budget.

LEGISLATIVE REPORT

Jamie Nutter shared a recap of the midterm elections and potential upcoming legislation.

NRECA REPORT

There was no report for this month. The next meeting is scheduled for December 3 – 8.

VMD REPORT

Director Dorey attended the VMD board budget meetings held October 24 – 25 in Virginia. During the meeting, the VMD Board approved a dues increase. Meeting sessions for attendees included training provided by CFC staff.

ADJOURNMENT

Having no other business to come before the Board, the meeting was adjourned at 3:13 p.m.

EXECUTIVE SESSION

Chair Pat Dorey called for an Executive Session. The Board exited the Executive Session meeting at 5:28 pm and adjourned the board meeting at that time.

Secretary

Chairperson