

White River Valley Electric Cooperative  
April 2020  
Board Meeting Report

The White River Valley Electric Cooperative Board of Directors met in regular session via conference call, due to the Missouri COVID-19 Pandemic restrictions placed on gatherings of more than ten people, on Thursday April 16th, 2020 at 9:00 a.m.

WRVEC Legal Counsel, Christiaan Horton presented to the Board the Special Resolution on Board Meetings by Teleconference. Discussion was then held on the need for the Board to conduct meetings by teleconference and by WebEx in the foreseeable future due to the Cooperative's implementation of its Pandemic Plan, although the importance of in-person meetings of the Board was also emphasized. Accordingly, Horton requested the Board consider a Motion to approve the following resolutions;

**Resolution # 04-16-2020-001** - Teleconference Option for the Board and Committee Meetings during Implementation of Pandemic Plan:

The Cooperative has adopted and is now implementing its Pandemic Plan which places certain limitations on holding in-person meetings. This Plan applies to meetings held by the Board of Directors and various Board committees. Accordingly, it is necessary at this time that meetings of this nature take place by teleconference or WebEx. Therefore, be it RESOLVED: That due to unforeseen pandemic measurers and the need to conduct business via teleconference/Webex in the foreseeable future, the Board hereby approves teleconferencing/WebEx as a means to properly hold Committee meetings and Board meetings until such time as determined by the Board of Directors through subsequent resolution. Motion was made and unanimously carried.

**Resolution # 04-16-2020-002** - Per Diem of Board Members:

RESOLVED; That Directors shall receive their full per diem for each Board meeting and Committee meeting attended by tele-conference/WebEx in accord with Cooperative Policy during the effective timeframe of the preceding Resolution [reference to Resolution # 04-16-2020-001]. Motion was made and unanimously carried.

Next Amanda Strange, Director of Field Audits and Chris Doolittle, Partner, with the accounting firm BKD, presented the results of the 2019 Consolidated Financial Statement Audit, selected ratios, internal control matters and other required communications. President Hyatt stated he appreciated the representatives from BKD being on the Board meeting teleconference. Hyatt then asked for a motion to approve of the 2019 Consolidated Financial Statement Audit as executed and presented by BKD. Motion was made and seconded, to approve the 2019 Consolidated Financial Statement Audit. Motion unanimously carried. #04-16-2020-003

Vice President Whorton then presented the March Board Summary and stated it would be placed on the WRVEC website as submitted.

Next Director Funk, Chair of the Finance & Equity Management Committee, informed the Board that the committee will hold its next meeting at the end of the month and would report back to the Board during the May Board meeting.

Updates were given by the following; Safety and Training, Accounting and Office Operations, Communications and Member Engagement, Engineering and Development, Information Technology and Operations.

The Following motions were made during the Department Reports:

- Motion to approve the expedited 2020 capital credit payouts to Cooperative members. As set forth in WRVEC's Capital Credit Policy #3-127, capital credits would typically be paid to members in the month of July. Early payment provides some relief to members with financial strain caused by the COVID-19 pandemic. Retirement amounts previously approved will be as follows: 100% of 1990, 50% of 1991, remaining 50% of 2017 and 25% of 2018 totaling an estimated \$3,871,306.00. Motion unanimously carried. **#04-16-2020-004**
- The Herbicide Contract #1 for right-of-way maintenance at an estimated cost of \$407,883.19 was presented for Board discussion and approval. Concern was raised about this large expenditure during the pandemic which could potentially affect cash flows for the Cooperative. A suggestion was made to continue negotiations and request a "termination for convenience" clause be included with the contract should the Board later decide to postpone this work. The contractor may likely request a non-refundable termination fee in this event. Staff will work with the Contractor and Board Counsel on the specifics of the amendment. Accordingly, a motion was made to approve the Progressive Solutions Herbicide Contract #1, with the understanding that the above provision would be included in the contract for a minimal termination fee (if any). Motion unanimously carried. **#04-16-2020-005**
- Director Funk presented the Revolving Loan Fund Committees' recommendation for Board approval of the revolving loan fund application. Motion unanimously carried. **#4-16-2020-006**
- The Cooperative's sale of vacant property adjacent to its Gainesville, Missouri office was discussed. The parcel is approximate ½ acre in size and is across the road from the office. It is not needed at this time or in the foreseeable future for cooperative operations. The adjacent landowner to this parcel has expressed interest in acquiring it. Presently, the cooperative has approximately \$1,000 of costs related to a survey and appraisal of this land. A Motion was made to approve the sale of vacant property, with the Manager of Engineering to negotiate and accept the highest price the landowner is willing to pay and to include in the contract a right of first refusal in favor of the cooperative should the landowner desire to sell this property in the future. Motion unanimously carried. **#04-16-2020-007**

Monthly reports on cooperative activities/programs were presented by the following: Chris Hamon, CEO; Angie O'Dell, Manager of Executive Business Administration; the KAMO Report was presented by Director Short; the Sho-Me Report was presented by CEO Hamon.

The next regular meeting of the White River Valley Electric Board of Directors will be held on Thursday May 21st, beginning at 9:00 am. Depending on existing Orders affecting gathering and social distancing, the meeting may be held by teleconference.

Jenny Whorton

Vice-President