

White River Electric Cooperative
December 2020
Board Meeting Report

The White River Valley Electric Cooperative Board of Directors met in regular session at the Branson Headquarters on Thursday December 17th, 2020. The meeting was held in the Community Room, to allow for social distancing due to the Missouri COVID-19 Pandemic restrictions.

The Board began by reviewing and unanimously approving items on the consent agenda which included; December Board Meeting Agenda, and November Board Meeting Minutes.

Vice President Whorton, Chair of the Bylaw, Governance and Member Engagement Committee, then reported she had received no questions regarding the proposed new enforcement policy and the three proposed bylaw amendments during the month-long review period. This policy is intended to provide a framework for the process and procedure that may be invoked to address knowing and willful violations of the Cooperative's policies related to Board of Director duties, obligations, and standards of conduct so board members remain accountable to all such policies during their term of service on the Board. Whorton stated it was a unanimous decision by the Committee to recommend approval of the new policy and the three bylaw amendments as presented. Whorton then made the following motion on behalf of Governance and Member Engagement Committee:

- Motion to approve new Board Policy titled "Director Duties and Standards of Conduct Enforcement Policy" as recommended by the Bylaws, Governance, and Engagement Committee and as presented at this meeting.

A second was given. After thorough discussion, President Hyatt called for a vote. A roll call vote was requested. Following the roll call vote, the motion carried. **#12-17-2020-001**

Whorton – yes; Short – yes; Rains – yes

Rowland – yes; Leek – no; Funk – yes

Kyle – yes; Crum – yes

Director Whorton then stated it was a unanimous decision by the Committee to present three separate motions for proposed bylaw amendments to the full Board for its consideration and ultimate vote by the Cooperative members at the September 2021 Annual Meeting. Accordingly, the following Motions were made by Director and Committee Chair Jenny Whorton:

- Motion to approve the bylaw changes addressing member quorum at annual meeting by utilizing membership votes and removing the "in person" requirement for establishing quorum at the annual meeting of members by amending Article III Sections 4 and 6, recommended by the Bylaws, Governance, and Member Engagement Committee as presented at this meeting. Motion unanimously carried. **#12-17-2020-002**
- Motion to approve bylaw changes allowing the Cooperative the flexibility to hold virtual annual meetings at a date and time set by the Board with proper notice and adjusting the order of business for virtual meetings by approving amendments to Article III Sections 1, 3, and 6, recommended by the Bylaws, Governance and

Engagement Committee and as presented at this meeting. Motion carried with 7 yes votes and 1 no vote. **#12-17-2020-003**

- Motion to approve bylaw changes clarifying Board of Director qualifications and election by amending Article IV Sections 2 and 3, recommended by the Bylaws, Governance and Engagement Committee and as presented at this meeting. Motion carried with 7 yes votes and 1 no vote. **#12-17- 2020-004**

Director Pat Funk, Chair of the Finance and Equity Management Committee, stated his Committee had not recently met but would be meeting after the first of the new year.

Vice President Whorton then stated there were no Suggestion Box comments submitted by the employees. Whorton also presented the November Board Summary, stating the summary would be published as presented.

Next Manager of Communications and Member Engagement, Cassie Cunningham, presented the Board with the Strategic Communication Plan. The objectives of this plan are to enhance public perception, deliver transparent information, and enable operational success, while maintaining and strengthening WRVEC's established reputation as a first-class, forward thinking utility and strong community advocate.

Cunningham then presented the Board with the Economic Development Work Plan. Strategic drivers of the plan include: establishing open communication channels, building relationships, developing community partners, promoting education and resources alignment, and growing 24/7 electric load opportunities.

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

During the Accounting and Office Operations report, Department Manager Tim Shafer asked the Board for approval of the 2020 Write-offs. The Write-offs as presented are for the year 2017 for \$56,988. A motion was made to approve the Write-offs as presented. Motion unanimously carried. **#12-17-2020-005**

Shafer then submitted the 219's: Work Orders and Specialized Equipment to the Board for approval. A motion was made to approve of the 2020 Specialized Equipment totals of \$1,619,590.16 and Completed Work Orders total of \$9,765,535.04. Motion unanimously carried. **#12-17-220-006**

During the Communications and Member Engagement Department report, Cunningham asked the Board for approval of the request from Gainesville R-V School District for WRVEC to apply for USDA funding on their behalf for \$1,000,000.00. This funding would result in a 10- year loan at zero interest. Cunningham also requested the approval of an additional Rural Economic Development Loan (REDL) funding request from Gainesville Schools for \$250,000.00 for the district. Director Pat Funk, Member of the Revolving Loan Fund Committee, stated the RLF Committee would like to recommend to the Board that the application from Gainesville R-V School District be approved. A motion was made to approve the request from Gainesville R-V School District as presented. Motion unanimously carried. **#12-17-2020-007**

Cunningham then presented to the Board on approval of the candidate for the Operation Round-Up Trust Board, Eddie Goins. A motion was made to approve of the new Trust Board member. Motion unanimously carried. **#12-17-2020-008**

During the Engineering Report, Engineering Manager Beau Jackson asked for approval of the 2021 Pole Replacement Contract #1 with BBC Electrical Services, Inc. to provide pole replacement services through 2021 year-end. This contract amount is not to exceed the pole replacement contractor budget of \$4,500,000.00, which was approved in the November 2020 Board Meeting. A motion was made to approve of the contract as presented. Motion unanimously carried. **#12-17-2020-009**

Jackson then presented to the Board for their information and approval the details of the Utility Agreement (Engineering & Design Phase) with the City of Branson for the 76 Country Boulevard Section 3 underground project, which was drafted by the Cooperative's attorney Christiaan Horton. The agreement's terms require the City of Branson to reimburse 100% of White River's cost with payments in advance. After a lengthy discussion regarding specifics of the agreement, a motion was made to approve of the agreement as presented. Motion unanimously carried. **#12-17-2020-010**

During the Operations Department Report, Manager of Operations John Combs presented to the Board for their information and approval three separate contracts for Right of Way Clearing and Management. The first contract for discussion and approval was the ROW Contract #1 with Southern Construction for \$2,694,200.26. This contract is for the clearing and maintenance on all feeders at Taneyville and Goodhope substations. A motion was made to approve the ROW Contract #1 with Southern Construction as presented. Motion unanimously carried. **#12-17-2020-011**

Next, Combs presented the Right of Way Clearing Contract #1 with Asplundh Tree Expert, LLC for \$1,429,279.60. This contract is for ROW clearing and maintenance on all feeders at Lake, Kimberling City SDC, Gretna, Cedar Creek and Blue Water substations. A motion was made to approve the ROW Contract #1 with Asplundh Tree Experts, LLC. as presented. Motion unanimously carried. **#12-17- 2020-01**

Lastly, Combs presented the Right of Way Hourly Hot Spot Crew Contract with Asplundh Tree Expert, LLC for \$285,000.00. This contract is a Hot Spot Crew to respond as needed to member generated service orders and unplanned right-of-way maintenance, as approved in the Operations Departmental budget for 2021 during the November Board Meeting. A motion was made to approve of the contract as presented. Motion unanimously carried. **#12-17-2020-013**

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. Due to the lengthy meeting, the legal presentation on the agenda was tabled and placed on the January Board Meeting agenda.

The next regular meeting of the White River Valley Electric Board of Directors will be held on Thursday, January 21, 2021 beginning at 9:00 am. This meeting will be held at the Branson Headquarters in the Community Room unless governmental health orders are mandated that would prevent in-person assembly of the Board, in which case, the meeting will be held by teleconference. Additional notice will follow in advance of the meeting to confirm location and method.

Jenny Whorton / Vice-President