



Board Meeting Summary

February 17, 2022

The White River Valley Electric Cooperative Board of Directors met in regular session at the Branson Headquarters on Thursday, Thursday, February 17th, beginning at 9:00 am and opening with the Pledge of Allegiance and prayer.

The Board began by reviewing and unanimously approving items on the consent agenda which included the February Board Meeting Agenda, January Board Meeting Minutes, and January Board Meeting Summary.

Director Rowland, Chair of the Bylaw, Governance, and Member Engagement Committee, reported to the Board on the Committee's meeting held on February 14, 2022, at the Branson headquarters. At that meeting, the Committee further discussed a proposed amendment to the Cooperative's Bylaws in Section 4, Membership and Deposit Fees. The amendment under consideration would seek member approval for granting the Cooperative a right to extend commercial fiber optic communication services like high-speed internet or "fiber to the home" throughout its service area by allowing the Cooperative, its wholly owned subsidiaries, and licensees, to utilize Cooperative facilities, poles, and easements for this purpose. Rowland explained that this bylaw amendment will assist the Cooperative by providing optionality and cost savings for this potential initiative. Rowland then made a motion, on behalf of the Bylaw, Governance, and Member Engagement Committee, to request that the Board to put a question to Cooperative members at this year's annual meeting for their vote on a bylaw amendment to Section 4, *Membership and Deposit Fees*, for the above purpose, said bylaw amendment for member vote substantially in the following form (new language in red):

Proof of membership shall be the member's signed and accepted membership application, the member's account of record established with the Cooperative and subsequent purchase of electricity. Each member confers a permanent right and authorization to the Cooperative, its wholly owned subsidiaries, and licensees, to utilize Cooperative facilities, poles, and easements for the purpose of providing commercial fiber optic communication services (i.e., high-speed internet) to its members and others within its service area. No membership in the Cooperative shall be transferrable, except as provided in these bylaws. Deposits may be established as shall from time to time be determined by resolution of the Board of Directors.

A second was given. Motion carried. #02-17-2022-001

Director Hyatt, Chair of the Finance and Equity Management Committee, stated the Committee met for a very productive meeting on February 16, 2022, at the Branson headquarters. Hyatt first

reported on the ReConnect grant funding application process underway with details now becoming more complete. After discussion, Hyatt made a motion on behalf of the Finance and Equity Management Committee, for the Board to approve the following formal Resolution on this subject:

RESOLVED that ***White River Valley Electric Cooperative, Inc.*** (“the Cooperative”), per the Authorized Representative Request of December 2, 2022, is authorized to submit an application with the Rural Utilities Service to request funding from the Rural E-Connectivity program (“Reconnect”). The Cooperative’s application is approved, and action is hereby authorized to request up to \$25 million through ReConnect’s 100% Grant category: and

BE IT FURTHER RESOLVED that the Cooperative’s CEO/General Manager or his designees are authorized to execute any documents and/or agreements and to take all other necessary action on behalf and in the name of the Cooperative as may be necessary to carry out the intent of this Resolution.

A second was given. Motion carried. #02-17-2022-002

Hyatt then advised the Board about the report provided to the Committee by Manager of Finance and Office Operations, Tim Shafer. Mr. Shafer made recommendation to the Committee for the 2022 Capital Credit Retirement which will keep the Cooperative within the 15-year capital credit cycle. After discussion, Hyatt then made the motion on behalf of the Finance and Equity Management Committee, for the Board to approve the 2022 Capital Credit Retirement in the amount of \$5,941,306.74. This amount represents a portion of member capital returned for the following years: remaining 25% of 2018, 100% of 1998, and 25% of 2020, and it also includes 100% of 1985, 1996 and 1997 G & T Capital Credit Retirements. A second was given. Motion carried. #02-17-2022-003

Next Committee Chair, Hyatt, made a motion on behalf of the Finance and Equity Management Committee for approval of the 2022-2025 Construction Work Plan (CWP) with a projected capital spend over that time period in the amount of \$75,712,008.00. A second was given. Motion carried. #02-17-2022-004

Hyatt stated that with the approval of the CWP, which was prepared and certified by White River’s engineering staff after much study and analysis, the Cooperative will be well positioned to provide adequate and reliable service to new and existing members for years to come.

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

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During the departmental updates, information was provided to the Board on safety including the Cooperative’s Days Away, Restricted or Transferred (DART) rate, which is a safety metric used by the Occupational Safety and Health Administration (OSHA) to show how many workplace injuries and illnesses caused the affected employees to remain away from work, restricted their work activities or resulted in a transfer to another job as they were unable to do their usual job

within a calendar year. The DART rate helps the Cooperative and senior management to identify safety matters in the workplace and to make improvements to this metric. Reports were also provided to the Board about Lost Time incidents, 2021 Property Taxes, 2021 preliminary financial audit report, local economic development, American Customer Satisfaction Index (ACSI) Survey results, Fiber Survey results, new office phone system, cybersecurity efforts, supply chain issues, and fleet management.

CEO Chris Hamon updated the board on the Cooperative's operations and planning for the new year.

Manager of Executive Business Administration Angie O'Dell informed the Board about a new amendment proposed for the Cooperative's NRECA 401(k) Pension Plan allowing participants to establish a self-directed brokerage account (SDBA) as an additional investment option under the Plan as of April 1, 2022. A formal motion was made, duly seconded, and carried to approve the Amendment to the Plan for this purpose. #02-17-2022-005

Reports were also provided to the Board about current topics discussed at the most recent board meetings of both Sho-Me Power and KAMO Power, the Cooperative's two G&Ts that deliver electric energy to White River. Several key risks impacting the Cooperatives were identified and highlighted including supply chain challenges, cyber security threats, severe weather incidents, the transition of resource mix from baseload coal and natural gas resources to intermittent renewable energy and the challenges that brings to our electric transmission and distribution systems. Notably, twenty-seven percent (27%) of the power supply from Associated Electric, the Cooperative's power generator, was derived from renewable resources (wind and hydropower) in December of 2021.

The Cooperative's legal counsel, Christiaan Horton, provided the Board with a brief update on general matters he is presently managing for the Cooperative. Mr. Horton advised the Board about a member's desire to have White River Electric serve its future development project in Branson. This would require the initiation of a Change of Service Supplier filing with the Missouri Public Service Commission (PSC). With this filing, the Cooperative would be seeking permission from the PSC to serve new structures on a portion of the property that is presently in the planning phase for commencement of construction. White River currently serves existing facilities on the property. New facilities are planned, all as a common design for this project. A motion was made for approval of the PSC filing and a second was given. After discussion, the motion carried. #02-17-2022-006

There being no further business to come before the Board, the meeting adjourned.

The next regular meeting of the White River Valley Electric Board of Directors will be held on March 17, 2022. This meeting will be held at the Branson headquarters.

Neal Crum / Vice-President