

COOS-CURRY ELECTRIC COOPERATIVE, INC.
Minutes of the Regular Meeting of the Board of Directors
March 24, 2022

I. PRELIMINARY

The regular meeting of the Board of Directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:24 a.m. on Thursday, March 24, 2022, by President Jim Kolen, in the conference room at CCEC Headquarters office, Port Orford, Oregon.

Director Herzog called roll and stated a quorum was present, including Directors Cockerham, Kolen, Loshbaugh, McMahan, Radabaugh and Robison. Also present were Chief Executive Officer (GM/CEO) Brent Bischoff, Chief Financial Officer (CFO) Paul Keeler, and Executive Assistant Shelly Smith-Napier. General Legal Counsel Tyler Pepple was present via WebEx video conference.

A motion was made and seconded to approve, as presented, the regular Board meeting agenda and the motion carried unanimously.

President Kolen advised the Board that no member had applied, under P#300-030, to attend the Board meeting and speak to the Board.

A motion was made and seconded to approve, as presented, the minutes of the February 24, 2022, regular meeting of the Board of Directors. The motion carried unanimously.

II. CONSENT AGENDA

A motion was made and seconded to approve Items A through D under the consent agenda, to-wit: the list of new members for 02/2022; the members purge list for 03/2022, the GM/CEO's & Directors' expenses for 02/2022; and CCEC's attorney invoice. The motion carried unanimously.

III. MANAGER'S REPORT

Chief Financial Officer (CFO) Keeler reviewed the Financial Report for February 2022. Year to date operating revenues through February were \$229,000 lower than revenues through February 2021 and year to date were only \$17,700 unfavorable to budget. The cost of purchased power for February was \$30,000 higher than budget but is favorable year to date. The equity level as a percentage of total assets as of February 28, 2022 was 54.28%, well above the 45% minimum level set in the Board policy. kWh sold to consumers and used by CCEC for February 2022 are 6.54% lower than the February 2021 sales. The cost of purchased power per kWh increased slightly from January to February going up from 0.0395 cents to 0.0453 cents.

A motion was made that any CCEC funds, outside of what CFC has loaned, do not go to BBI without members' approval/understanding. The motion died for a lack of a second. A motion was made that the funds loaned to Beacon Broadband, over and above the amounts borrowed from CFC, should be returned to the coop. The motion died for a lack of a second.

The meeting recessed at 8:47 a.m. and reconvened at 10:47 a.m.

The February write-off report was reviewed.

The March safety report was reviewed. The March training topic was Forklift Certification. There was a non-injury 480v 3 phase TWACS meter arc flash incident which left burn marks in an employee's personal protective equipment (PPE). The meter will be sent back to the manufacturer, Aclara, for investigation. Thieves pulled over a pole-mounted 3-phase transformer bank in a cranberry bog on Seven Devils Road to steal copper. There was a resulting oil leak that required spill clean-up.

The Coos-Curry Electric Charitable Foundation January minutes, and January and February financials were reviewed. A new board member will be selected at the April board meeting to fill the vacancy left by Brian Cassoday. CCECF is currently hosting two

FPU sessions, one session in Brookings and the other in Port Orford. The CCEC board expressed their appreciation for the work of the foundation and CCEC employees accomplishing the foundation work.

The March CEO report was reviewed. Topics included COVID, Personnel, BPA Post 2028 Contract Work, Power Exchange (NRECA Annual Meeting) and Director Cockerham Letter.

CEO Bischoff presented a draft letter addressed to Governor Brown and the Northwest Power and Conservation Council Oregon delegation voicing disappointment that the Council approved scoping a workplan to analyze possible future options for replacing the power from the lower Snake River dams. A motion was made to adopt and send the letter as addressed. The motion passed unanimously.

IV. ITEMS OF BUSINESS

A. Wholesale Power Issues (BPA, PNGC Power and PPC)

This item was covered in the CEO report.

B. Coos-Curry Electric Charitable Foundation (CCECF) Presentation

CCECF board members Kelsey Bozeman, Tonya Welch and Bryan Baker arrived at 11:05 a.m. Board President Bozeman presented 2021 “Giving at a Glance” highlighting the Bright Ideas grants, Dolly Parton Imagination Library, 4-H sponsorships, Luck of the Draw scholarships, the October food drive, the Energy Assistance program, and Financial Peace University. In 2021, CCECF made a community impact of \$25,551. Bozeman, Welch, and Baker departed the meeting at 11:27 a.m.

C. CCEC Bank Accounts - Updates

1. Proposed Resolution 2022-01 – Umpqua Bank Authorized Signers

CFO Keeler presented the proposed CCEC Resolution 2022-01 to the Board. A motion was made to adopt Resolution 2022-01 identifying the

authorized signers of the Umpqua Bank accounts. The motion was seconded and carried unanimously.

2. Proposed Resolution 2022-02 – Rogue Credit Union Authorized Signers

CFO Keeler presented the proposed CCEC Resolution 2022-02 to the Board. A motion was made to adopt Resolution 2022-02 identifying the authorized signers of the Rogue Credit Union accounts. The motion was seconded and carried unanimously.

3. CoBank – CFO Keeler will be removing Brian Cassoday and adding Tonya Welch.

4. CFC - CFO Keeler will be removing Brian Cassoday and adding Tonya Welch.

D. 2022 CCEC Annual Meeting Format

GM/CEO Bischoff asked the board what format they would like to see for the 2022 annual meeting. The board liked the format of last year's meeting which offered the option of attending in person or virtually and agreed to continue with the same format for the 2022 annual meeting.

E. Recent Concerns

Recent actions by Director Cockerham are in violation of CCEC policies defining a director's duties to CCEC and governing the means of publicizing CCEC information. President Kolen distributed a censure letter to the Board and then read the letter aloud. A motion was made and seconded to approve the letter of censure, also to include the removal of Director Cockerham as an officer of the Board, removal as chairman of any committees, and to determine any notification requirements for Director Cockerham's representation, as a board

member of CCEC, on other outside organizations. The motion carried with one against (Cockerham).

President Kolen removed Director Cockerham as chair of the Governance & Policy Review Committee and appointed Director McMahan as the new chair.

F. Open Discussion

A motion was made and seconded to rescind the 2020 rate increase based on the margins CCEC incurred in 2021. A discussion was had. The motion failed with five opposed and one in favor (Cockerham).

A motion was made and seconded to hold an open meeting at least an hour of each board meeting for the next 6 months to allow members to come in and ask questions. A discussion was had. The motion failed with five opposed and one in favor (Cockerham).

G. Miscellaneous

1. NRECA Legislative Conference, May 1-5, 2022, Washington, DC – no attendees from CCEC.
2. CFC Forum – June 19-22, 2022, Boston MA – no attendees at this time.
3. ORECA Mid-Year Meeting, July 12-14, 2022, Bend OR – no attendees at this time.
4. 2021 YE Audit Update – this item was missed during the financial report. DeCoria, Blair & Teague have not completed the consolidated reports yet. They have confirmed the report will be ready for an in-person presentation at the April 28 board meeting.

V. EXECUTIVE SESSION

The regular Board meeting adjourned at 12:03 p.m. and went into an executive

session to discuss member issues, contract matters and employee issues. The regular meeting reconvened at 1:23 p.m.

VI. ADJOURN

The next regular meeting of the Board of Directors is scheduled for Thursday, April 28, 2022, at CCEC's office in Port Orford, Oregon.

The meeting adjourned at 1:24 p.m.

 /s/ John Herzog
John Herzog, Secretary

ATTEST:

 /s/ Jim Kolen
Jim Kolen, President