

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

April 19, 2023

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, April 19, 2023, at 9:00 a.m. Chair Patricia S. Dorey called the meeting to order. The following directors were present: William J. Wells, Michael K. Brown, Laura T. Phillips, William P. Haughey, Jr., Charles L. Towles, Jr., Bruce R. Walton, Bruce A. Henry, and Blaine M. Daisey.

Also present at the meeting were Rob Book, Jesse Spampinato, Dawn Smart, Dwayne Street, Troy Dickerson, Dave Shapley, Kevin Yingling, Bruce Campbell, Jamie Nutter, and Lauren Freese, who recorded the minutes of the meeting. Steve Gilliam was also present for his part of the meeting.

INVOCATION / PLEDGE OF ALLEGIANCE

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

NEW EMPLOYEES

Vice President of Human Resources, Dawn Smart, introduced two new linemen, Justin Lusk and Justin Schember who both joined DEC in March.

APPROVAL OF MINUTES

The Minutes of the regular meeting of March 15, 2023, were approved.

CORPORATE CALENDAR

It was noted that the corporate calendar was part of this month's BoardEffect book and covered the period April through June 2023.

SPECIAL TOPIC: 2022 Auditor Report

Steve Gilliam, CPA from Adams, Jenkins and Cheatham presented the 2022 audit report. The audit report was approved by the Board.

HUMAN RESOURCES REPORT

Vice President of Human Resources, Dawn Smart, updated the Board on current open positions, litigation, union relations, grievances, training, and development.

FINANCIAL REPORT

Controller, Bruce Campbell, reviewed the financial performance of the cooperative for month-ending March 2023 and gave an update on accounting consultant Piedmont.

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.

He also shared changes to Tariff Leaf #34 Conditions of Service, Tariff Leaf #29 Restoration of Service, Tariff Leaf #48 Residential Service – Schedule R-TOU, Tariff Leaf #52 Residential Electric Space Heat – Schedule R-SH-TOU and Tariff Leaf # 56 General Service – Schedule GS-TOU. All tariff leaf changes were approved by the Board.

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, and gave a transformer update.

OPERATIONS REPORT

Vice President, Jesse Spampinato reported on the April 1 tornado event, four circuit outage events in March, construction statistics, system reliability, 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 March and ongoing DEC efforts to address phishing and cybersecurity risks. Statistics were shared regarding the 2023 Q1 phishing test.

He also reported that Brice Holzhauser successfully completed a DEC sponsored cybersecurity SANS training and passed his first cybersecurity certification. He also shared Ben Galvacky being nominated and accepted to the NRECA Cybersecurity Management Advisory Group (CS-MAG) and a 7-week evening program to join the FBI-Baltimore Citizens Academy.

MEMBER SERVICES REPORT

Vice President, Kevin Yingling reported on tornado communications which reached over 100,000 people on social media and outage reports from April 1 and 2.

He shared DEC won three national communication awards, 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 ODEC's performance and budget.

LEGISLATIVE REPORT

Jamie Nutter updated the Board on current legislation pertaining to climate change policies, emissions reduction goals, net metering and legislation regarding individuals who target utility companies.

He presenting the Board with a Resolution establishing the order of business, voting procedures, and record date for the 2023 Annual Meeting of the members of Delaware Electric Cooperative. The resolution was approved by the Board.

NRECA REPORT

In Hunter Emory's absence, there was no NRECA report.

VMD REPORT

Chair Dorey mentioned VMD scholarships for 5 students, the upcoming April 24 Board of Directors strategic planning meeting, the Choptank Electric Coop meeting being held in Easton, MD on April 27, and the Linemen's Rodeo on May 19 – 20 in Doswell, Virginia.

Nominations were made for a director and voting delegate for the upcoming VMD Annual Meeting. Director Pat Dorey was nominated and was unanimously approved by the Board to serve as director and voting delegate for the 2023 – 2024 term.

PRESIDENT’S REPORT

President and CEO, Rob Book gave an update on offshore wind, the building project and meeting with the Cart Branch residents on April 25, DEC involvement in various industry meetings, and this afternoon’s employee appreciation luncheon. He stated that future Board meetings would include regular monthly updates on federal funding for infrastructure.

ADJOURNMENT

Having no other business to come before the Board, the meeting was adjourned at 12:42 p.m.

EXECUTIVE SESSION

There was no Executive Session.

Secretary

Chairperson