

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

**February 21, 2024**

**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, February 21, 2024, at 10:00 a.m. Chair Patricia S. Dorey called the meeting to order. The following directors were present: William J. Wells (virtual), Laura T. Phillips, Hunter Emory, William P. Haughey, Jr., Charles L. Towles, Jr. (virtual), Bruce R. Walton, Blaine M. Daisey, Michael K. Brown, and Thomas Brown.

Also present at the meeting were Rob Book, Dwayne Street, Dawn Smart, Jesse Spampinato, Troy Dickerson, Dave Shapley, Kevin Yingling, Bruce Campbell, Kyle Bouika, and Lauren Freese, who recorded the minutes of the meeting.

**INVOCATION / PLEDGE OF ALLEGIANCE**

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

**NEW EMPLOYEES**

Vice President Human Resources, Dawn Smart introduced Journeyman Lineman, Christopher Whiteman and Relay Engineer Brandon Cartwright.

**APPROVAL OF MINUTES**

The Minutes of the regular meeting of January 17, 2024, were approved.

**CORPORATE CALENDAR**

It was noted that the corporate calendar was part of this month's BoardEffect book and covered the period February through April 2024.

**RECOGNITION**

Directors Dorey and Towles were both recognized for receiving their Director Gold renewal certificate.

**HUMAN RESOURCES REPORT**

Vice President, Dawn Smart updated the Board on open positions, litigation, union relations, grievances, training, and development. She also shared the February retirements of 50-year employee Barbara Baynard and 31-year employee Karen Absher.

## **FINANCIAL REPORT**

Vice President, Bruce Campbell, reported on December 2023 year close and reviewed the financial performance of the cooperative for month-ending January 2024. Director Phillips added that the pre-audit committee meeting with the auditors and audit committee went well.

## **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 and grant application status.

Mr. Shapley also reviewed changes to Tariff Leaf #15 – Overhead Service and Tariff Leaf #17 – Meter Pole Installation. 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 four circuit outage events in January, construction statistics, system reliability, vegetation management, load control and Beat the Peak (load control) performance for the month.

## **TECHNOLOGY REPORT**

Vice President Technology, Kyle Bouika reported on DEC's network and application reliability in January and ongoing DEC efforts to address phishing, cybersecurity risks, vulnerability management improvements and the results of a recent phishing security test.

## **MEMBER SERVICES REPORT**

Vice President, Kevin Yingling reported on internal and external communications including rate restructuring and savings for members. He gave updated call center statistics for the month and how DEC residential rates compared with other peer electric utilities.

## **POLICIES**

Vice President Human Resources, Dawn Smart reviewed changes to policies 400.12, 400.17 and 600.01. All policy changes were approved by the Board.

## **ODEC REPORT**

Director Michael Brown gave a summary of ODEC's performance and budget.

## **LEGISLATIVE REPORT**

Director Charles Towles reported the legislative luncheon, which was held on January 18, the same day as the Governor's state of the state address went well although the state of the state address was cancelled. He and Jamie Nutter also touched on upcoming energy legislation including offshore wind and wind procurement bills.

## **NRECA REPORT**

Director Hunter Emory reported on upcoming elections at the PowerXChange (annual meeting) being held March 1 – 6.

## **VMD REPORT**

Director Patricia Dorey referred to the 2024 VMD Membership directory which all directors received at today's meeting.

## **CEO REPORT**

CEO, Rob Book thanked the Board and staff for their prayers and kindness during his recent medical absence and expressed his thankfulness to be back in the office. He also discussed the rate hearing schedule, innovation teams, the building project, staff who will be presenting at NRECA's annual meeting in March and HR's great job with new hires. He asked that the March 20 Board begin at 9:00 am.

## **ADJOURNMENT**

Having no other business to come before the Board, the meeting was adjourned at 2:35 p.m.

## **EXECUTIVE SESSION**

Chair Pat Dorey called for an Executive Session. The Board exited the Executive Session meeting at 3:17 pm.

## **REGULAR SESSION RECONVENED**

Chair Pat Dorey reconvened the Regular Session and, upon motion duly seconded and approved, adopted a resolution approving an amendment to the Certificate of Incorporation related to director attendance at meetings of the Board of Directors and authorizing the filing thereof with the Delaware Secretary of State.

**EXECUTIVE SESSION RECONVENED**

Chair Pat Dorey called for another Executive Session which was convened at 3:36 pm.

**ADJOURNMENT**

The Board exited the Executive Session meeting at 4:17 pm and adjourned the Board meeting at that time.

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Secretary

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Chairperson