

**CORDOVA ELECTRIC COOPERATIVE
REGULAR BOARD MEETING
APRIL 26, 2022
MINUTES**

1. CALL TO ORDER

Chair **Joe Cook** called the Regular Meeting of the Board of Directors of Cordova Electric Cooperative to order at 6:00 PM on April 26, 2022.

2. ROLL CALL

Present for roll call were Chair **Cook** and Directors **Scott Pegau, Steve Ranney, Rob Campbell, Kristy Andrew**, and **Andrew Smallwood**. **Stephen Phillips** arrived at 6:09 PM. A quorum was present. Also present was CEO, **Clay Koplín**, Manager of Distribution, **Scott Newlun**, Manager of Generation, **Russ Goss**, Manager of Administration and Finance, **Emma Merritt**, and Executive Assistant/HR Coordinator, **Leif Stavig**.

3. MEMBERSHIP PARTICIPATION

a. Presentation by Kristy Andrew

Andrew gave a presentation on the impact of electrical rates on food production.

4. APPROVAL OF AGENDA

M/**Pegau** S/**Phillips** to approve the agenda with the elimination of Item 6c and 7a. Voice vote: **Pegau**-yes, **Cook**-yes, **Ranney**-yes, **Phillips**-yes, **Campbell**-yes, **Andrew**-yes, **Smallwood**-yes. Motion passed.

5. CONSENT AGENDA

- a. Minutes of March 22, 2022 Regular Meeting**
- b. Minutes of April 11, 2022 Special Meeting**
- c. Approve New Members 1/14/22 – 3/31/22**

M/**Phillips** S/**Campbell** to approve the consent agenda. Voice vote: **Pegau**-yes, **Cook**-yes, **Ranney**-yes, **Phillips**-yes, **Campbell**-yes, **Andrew**-yes, **Smallwood**-yes. Motion passed.

6. MANAGEMENT REPORTS

a. CEO Report

Koplín went through his report and answered questions.

b. Financial Reports

Merritt went through the reports and answered several questions.

7. NEW BUSINESS

b. Appoint Bylaw Committee

With no objection, the chair appointed **Smallwood, Pegau**, and **Campbell** to the Bylaw Committee.

c. Appoint Board of Adjustments

With no objection, the chair appointed **Phillips, Ranney**, and **Andrew** to the Board of Adjustments.

d. Location for Board Meetings

M/**Campbell** S/**Phillips** to direct staff to hold CEC Board meetings at the Cordova Center as feasible, with the CEC boardroom as the alternate location if there is not space at the Cordova Center. Roll call

vote: *Pegau*-yes, *Cook*-no, *Ranney*-no, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-no.
Motion passed.

e. CoBank Sharing Success

M/*Ranney* S/*Andrew* to direct staff to begin advertising the CoBank Sharing Success program with CEC's match up to \$10,000. Voice vote: *Pegau*-yes, *Cook*-no, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

f. EV Mini Grant

M/*Pegau* S/*Phillips* to direct staff to implement an EV Mini Grant Program of not more than \$10,000 total or \$2,500 per installation. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

g. Purchase Order #2370 to Mechanical Construction and Consulting, Inc NTE \$667,000

M/*Campbell* S/*Ranney* to increase PO #2370 to Mechanical Construction and Consulting, Inc for a not to exceed amount of \$667,000. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

h. Purchase Order #21468 to Mechanical Construction and Consulting, Inc NTE \$17,000

M/*Phillips* S/*Campbell* to approve PO #21468 to Mechanical Construction and Consulting, Inc for a not to exceed amount of \$17,000. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

i. Purchase Order to Mechanical Construction and Consulting, Inc NTE \$35,000

M/*Phillips* S/*Ranney* to approve replacement of Power Creek TIV hydraulic lines with Mechanical Construction and Consulting, Inc for a not to exceed amount of \$35,000. Voice vote: *Pegau*-no, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

j. Purchase Order #21429 to Bass Pro NTE \$11,000

M/*Ranney* S/*Phillips* to approve PO #21429 to Bass Pro for a not to exceed amount of \$11,000. Voice vote: *Pegau*-yes, *Cook*-no, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

k. Purchase Orders for PC Hydro 4 & Hydro 5 Controls Capital Project

M/*Phillips* S/*Ranney* to approve PO #21412 & 21413 to EPS for a not to exceed amount of \$70,000; PO #12415 to AM Power for a not to exceed amount of \$25,000; and PO #21382 to Basler for a not to exceed amount of \$38,000. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

l. Purchase Order #21478 to Eaton NTE \$60,000

M/*Campbell* S/*Phillips* to approve PO #21478 to Eaton for a not to exceed amount of \$60,000. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

m. Purchase Order #21416 to AM Power NTE \$28,000

M/*Ranney* S/*Phillips* to approve PO #21416 to AM Power for a not to exceed amount of \$28,000. Voice vote: *Pegau*-yes, *Cook*-yes, *Ranney*-yes, *Phillips*-yes, *Campbell*-yes, *Andrew*-yes, *Smallwood*-yes. Motion passed.

n. Purchase Order #2379 to SAFT NTE \$33,000

M/*Ranney S/Campbell* to approve PO #2379 to SAFT for a not to exceed amount of \$33,000. Voice vote: *Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Andrew-yes, Smallwood-yes.* Motion passed.

8. UNFINISHED BUSINESS

a. Approve Policy 22D and 26C

M/*Pegau S/Ranney* to approve Policy 22D and 26C.

Campbell called a point of order on the usage of “call for question.” It is a motion that requires two-thirds vote and the board should not use it to end discussion.

Voice vote: *Pegau-yes, Cook-yes, Ranney-yes, Phillips-yes, Campbell-yes, Andrew-yes, Smallwood-yes.* Motion passed.

b. Board Self-Evaluation – Review for 1st Quarter

The board reviewed the checklist.

9. INFORMATION ITEMS

a. Board Directors, Officers, and Committees

b. Board Attendance at Regular Meetings

10. OTHER ITEMS

a. Conflict of Interest Policy Annual Review

b. Policy Review (Policy Manual on DropBox)

- **Policy 27B - Electric Service to Trailers or Mobile Homes**
- **Policy 28A - Reconnection of Electric Service after Disconnect for Non-pay**

11. EXECUTIVE SESSION

a. HQ Building Negotiations – Reason #1 Financial Matters

M/*Ranney S/Phillips* to go into executive session to discuss negotiations for the headquarters building the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative. Without objection, the board went into executive session at 7:47 PM and exited at 8:49 PM.

b. CEO Evaluation/Contract – Reason #3 Personnel Matters

M/*Pegau S/Phillips* to go into executive session to discuss personnel matters involving the CEO evaluation/contract. Without objection, the board went into executive session at 8:51 PM and exited at 9:09 PM.

12. PENDING AGENDA

a. Board Pending Events Calendar

b. Staff working w/attorney on Policy 12 changes discussed at April 11th Special Meeting

c. Board Self-Evaluation – w/Dan Kessler?

d. Schedule training with CEC attorney – Special Meeting in May or June?

e. Reschedule May meeting due to CEO travel – Tuesday, May 31st?

13. SUMMARY OF BOARD DIRECTION TO CEO

- FAA presentation by Clay at future meeting
- Check with Copper Valley on Transmission Line
- Future meetings at Cordova Center once acoustic issues have been resolved
- Attorney training in June, to include CEO contract discussion after board training
- More research into building locations and rough order magnitude costs
- New Board Member Orientation with *Smallwood*

14. BOARD COMMENTS

Ranney thanked Andrew for the presentation. That sort of impact for the board is useful. The step-by-step approach with the organized packet is appreciated.

Phillips said it was a great meeting.

Andrew thanked the board for listening.

Pegau said with the meters as far along as they are, they should know more information on how they work and are being used. He was stopped by someone who was upset by the driving of a CEC employee, so it's an important reminder to pass along at the next safety meeting.

Smallwood said that every board has a culture and he is adrift right now.

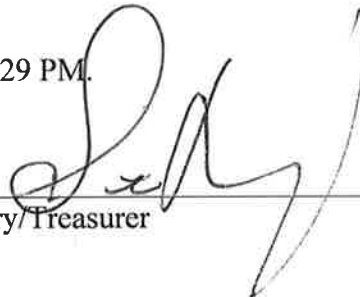
Cook thanked everyone for being there and thought the meeting packet was good.

15. ADJOURNMENT

M/*Pegau* to adjourn. Meeting adjourned at 9:29 PM.

5/31/22

Date Approved



Secretary/Treasurer