

The Board of Directors held its regular monthly meeting on May 28, 2020 beginning at 6:00 p.m., utilizing a web meeting facility. Board Chair Howdyshell presided and all Board members were present during the meeting. Acting CEO Rogers and Attorneys Davenport and Hutman were also in attendance during the meeting except as noted. Senior Staff members were present during the open portion of the meeting to present their reports. All persons when in attendance were able to hear and be heard by all other persons present. Copies of all materials described or referenced below had been provided to Board members through an electronic facility several days prior to the meeting, except as otherwise stated.

Dr. Helsley gave the invocation.

The minutes of the regular Board meeting of April 30, 2020 were approved as delivered to members.

An amendment to the minutes of the regular Board meeting of October 30, 2019 was approved, constituting an addition to the record of Board action on several changes to employee benefits.

Acting CEO Rogers presented the first portion of his monthly report, referencing a detailed written report distributed to Board members before the meeting.

Ms. Fitzgerald presented the monthly financial reports. She said that April financial results were better than expected, producing a small loss. She reviewed the actual to budget variance year to date, noting that lower than budgeted operating margins remain impacted by extremely low revenue in January and February due to weather. Ms. Fitzgerald reviewed the liquidity/funding strategy and updated the Board on the impact of a pending COVID-19 executive order banning service disconnections for nonpayment of accounts.

Ms. Obenshain reported on recommendations from the Annual Meeting Committee, which had met earlier in the day. She said the Committee recommends that the 2020 Annual Members Meeting be open to members by telephone participation only, with Board members, key Staff and legal counsel assembled in person. Because there would be no physical meeting place for all members, director election balloting would be accomplished by mail and online voting, without in-person voting. A motion was passed approving and adopting these Committee recommendations. Ms. Obenshain also said the Committee recommended that the Safety and Wellness Fair for 2020 would be postponed until 2021, and that recommendation was approved and adopted. Finally, Ms. Obenshain noted that certain changes to the bylaws are necessary in light of these changed arrangements for the 2020 Annual Meeting and director elections balloting, referring to a draft provided by legal counsel. A motion was passed unanimously to amend the Cooperative's bylaws.

Attorney Davenport presented a suggestion that second-tier managers be made officers of the Cooperative so they can more effectively interact with other organizations. A

motion was passed directing that the text of an amendment to the bylaws be drafted by legal counsel to accomplish the recommendation.

Acting CEO Rogers and Ms. Marchant provided the monthly ODEC report.

After a short pause, the Board reconvened in executive session.

Mr. Davenport reviewed draft amendments to the Director Compensation and Reimbursement Policy that were intended to implement decisions made by the Board at the regular April Board meeting. Following extensive discussion among Board members the changes were approved and the policy adopted as amended. Mr. Arbogast voted against the motion.

The Board discussed alternative methods of holding a strategic retreat in light of COVID-19 restrictions. Board Chair Howdyshell asked members to consider the matter with the goal of reaching a decision at the regular June Board meeting.

Mr. Rogers presented the rest of his report.

Acting CEO Rogers left the meeting for further discussions among Board members.

There being no further business, the meeting was adjourned at 8:37 p.m.