

## **Tri-County Electric Cooperative, Inc.**

**April 23, 2021**

The regular meeting of the Board of Trustees of Tri-County Electric Cooperative, Inc. was held at the cooperative office in Hooker, Oklahoma, beginning at 10:00 a.m. on Friday, April 23, 2021.

### **Business Items:**

#### **Minutes**

Minutes, and the Summary Minutes, from the Board Meeting on March 26, 2021, were reviewed and approved.

#### **Executive Session**

A motion was approved to go into executive session to discuss policies and personnel matters, with the Board and Zac Perkins remaining in the meeting.

A motion was approved to come out of Executive Session with all attendees returning to the meeting.

#### **Deferral of Margins**

Motion to defer margins of One Million Dollars (\$1M) from the \$1.4M in margins from 2020 as recommended by staff, was approved as presented.

#### **Cybersecurity Insurance Coverage**

Motion to table consideration of additional cybersecurity insurance coverage for the May agenda when more information will be available from another third-party vendor, was approved by the Board.

#### **Personnel Policy 10 – USDOT Drug and Alcohol Testing Compliance**

Motion to accept the policy as presented by staff with minor changes, was approved.

#### **Personnel Policy 11 – Alcohol and Drug Free Workplace**

Motion to accept the policy as presented by staff with minor changes, was approved.

#### **Personnel Policy 16 – Whistleblower**

Motion to accept the policy as presented, was approved.

#### **2021 CFC Summer Summit Delegate**

Zac Perkins acknowledged that without a Trustee volunteering to attend the 2021 CFC Summer Summit in San Antonio Texas from June 14 thru June 16<sup>th</sup>, the option will be offered to the senior management team to attend.

#### **2021 Golden Spread Electric Cooperative Annual Meeting**

Motion was approved to elect Shawn Martinez as the voting delegate and Zac Perkins as the alternate for the Golden Spread Electric Cooperative 2021 Annual Meeting on July 14, 2021.

#### **2021 Golden Spread Electric Cooperative Annual Meeting**

Motion was approved to certify Shawn Martinez as the 2021 Director to the Golden Spread Electric Cooperative Board of Directors at the GSEC Annual Meeting on July 14, 2021.

### **Committee Reports**

#### **Oklahoma Association of Electric Cooperatives (OAEC)**

Ronny White reported that the OAEC Board met virtually on April 12<sup>th</sup> for the annual meeting and then in person on April 13<sup>th</sup> for the Board meeting and the Steering Committee Meeting.

### **Kansas Electric Cooperatives (KEC) – Larry Dunn**

Larry Dunn reported that the KEC Board will meet on May 4<sup>th</sup>.

### **Golden Spread Electric Cooperative (GSEC) – Shawn Martinez**

Shawn Martinez reported that he and Zac Perkins attended the GSEC Committee meetings April 6<sup>th</sup> and the Board meeting on April 7<sup>th</sup>, with the meetings held in Amarillo. Gas contract prices during the winter storm even in February were the main topic discussed, along with turbine motor checks. GSEC did establish a scholarship in Mark Schwirtz's name with contributions from cooperatives.

### **Accounting Review Committee – Larry Dunn**

Larry Dunn reported that the Accounting Review Committee did not meet in April, but anticipate a meeting with Earl Ridlen, auditor with LWG, to be scheduled prior to the May Board meeting.

### **Benefits Committee – Ronny White**

Ronny White reported that the Benefits Committee did not meet in April.

### **Discussion Items:**

#### **CEO Update**

Zac Perkins reported on the following topics:

- Chris Purdy will provide an update on the Operation Round Up in May;
- OAEC conducted an audit of Oklahoma cooperative websites on sixteen transparency measures, TCEC scored 14 out of the 16 only lacking pictures and bios for the Trustees. One link was broken or TCEC would have scored 15/16. This was corrected prior to the meeting. Communications will draft bios for the Trustees for the Board members for consideration of inclusion on the website in the future;
- Touchstone has a “toolbox” of measures for cooperatives to determine the return of investment for the participating cooperatives. TCEC's ROI is 20 to 1;
- Annual meeting for 2021 needs to be determined whether we intend to conduct it virtual or live, with or without food. Trustees determined that the best plan was to return to having a meeting, offering live and streaming versions of the meeting, possibly having servers for the food rather than self-serve, with plans to proceed on obtaining the venue and the sound services for September 23, 2021;
- Following the cybersecurity breach, our SOC SkyHelm has done a good job with identifying a vulnerability of having TCEC Outlook on phones not owned by TCEC. We are in the process of issuing fobs to lock down the iPads with only those requiring 24/7 access to TCEC emails being issued iPads for that access;
- An anonymous employee survey asking about the COVID-19 vaccine, which based on those responses TCEC is 50% vaccinated;
- Deep freeze status on the winter storm event in February is that Oklahoma now has two bills under consideration, 1050 for regulated and 1049 for unregulated. Neither of the bills were developed by consulting utilities, nor will the flaws be fixed. The Oklahoma securitization both are expected to be signed by the Governor.

The best course of action for TCEC would be:

- To stay with GSEC with everyone responsible for their own costs,
- With the monies on GSEC's books; and
- TCEC is currently collecting the funds from the members at \$.01 per kWh r Staff discussed the many options on how to collect the unbilled amount from GSEC. Staff will provide a summary of those options to the board as the final amounts are decided.

The Departmental Reports were provided in the Board Book.

### **Legal Update**

Jim Fletcher and Zac Perkins provided a status report on legal matters for TCEC.

### **Member Contacts**

Member contacts received by the Trustees in April:

- A request for a donation, which was referred on to Chris Purdy;
- A few comments on the Operation Round Up donation recipients;
- TCEC vehicle comment.

### **New Business**

### **Next Meeting**

The next regular meeting will be on Friday, May 21, 2021 at 10:00 a.m.