

NOTICE OF BOARD MEETING

The regular meeting of the Board of Directors of the Delaware County Electric Cooperative, Inc. will be held **Tuesday, September 26, 2023, at 5:00 pm** at the Co-op's office, 5 North Depot Street, Delhi, New York 13753 to act on the following agenda.

AGENDA

- I. Opening Business:
 - a. Call to Order
 - b. Roll Call - Determination of Quorum
 - c. Introduction of new Directors: David Krzyston & Patrick O'Brien
 - d. Adoption of Agenda [packet page 1]
- II. Adjourn from Regular Board Meeting to Resume the Annual Organizational Meeting
 - a. Minutes from Annual Organizational Meeting following Annual Mtg [packet page 2]
 - b. Review Conflict of Interest Policy [packet pages 3-8]
 - c. Cooperative Officers Job Descriptions Review [packet pages 9-12]
 - d. Nomination and Election of Officers [packet page 13]
 - e. Review Committee responsibilities summary [packet page 14-15]
 - f. Committee Appointments [packet page 16]
 - g. Adjourn Organizational Meeting to Resume the Regular Monthly Board Meeting
- III. Consent Agenda:
 - a. Minutes of August 22, 2023 Regular Meeting [packet pages 17-19]
 - b. New Memberships [packet page 20]
 - c. Bad Debt Collection Report & Resolution [packet pages 21-22]
 - d. Director Compensation [handout]
 - e. Corporate Calendar [packet page 23]
- IV. Review of Policies:
 - a. Smoking Policy [packet pages 24-25]
 - b. Poles, Joint Use of [packet pages 26-32]
 - c. Conflict of Interest Policy [above, pages 3-8]
- V. CEO/General Manager John Gasstrom's Report: [handout]
 - a. NYSRECA rebranding
 - b. Cooperative Family Fund
- VI. 2023 Annual Meeting of Members Review:
 - a. Signing of 2022's Annual Meeting Minutes [handout]
 - b. Review of Member Questions [packet pages 33-37]
 - c. Review of Annual Meeting [handout]
 - d. Member Advocacy Group [open discussion]
- VII. CFO Cannizzaro's Monthly Report:
 - a. August Financials [handout]
 - b. Set Finance Committee Meeting date
- VIII. COO Sullivan's Monthly Report: [packet page 38]
- IX. Manager of Operations, Safety & Training Small's Monthly Report: [handout]
- X. Manager of Cooperative Relations Linehan's Monthly Report: [handout]
- XI. Director/Staff Association Reports:
 - a. NYSRECA Government Relations Meeting, September 1, 2023 – Virtual
 - b. NRECA Regional Meetings 1&4, September 6-8, 2023 – Richmond, VA
- XII. New Business:
 - a. Cooperative Attorney Agreements
- XIII. Future Business:
 - a. NYAPP Annual Meeting, October 3 & 4, 2023 – Cooperstown, NY
 - b. Oneida-Madison Electric Co-op Annual Meeting, October 6, 2023
 - c. NEAEC Annual Meeting, October 9-13, 2023 – Newport, RI
 - i. Board checks in on October 9, 2023
 - ii. Risk Oversight: The Board's Role in Risk Management 921.1 NRECA training, 10/10/23
 - d. Steuben Rural Electric Cooperative Annual Meeting, October 14, 2023
 - e. **DCEC Regular Board Meeting, Tuesday, October 24, 2023 at 5:00pm**
 - i. Erin Coppersmith speech
 - ii. Rebranding of NYSRECA by CEO John Gasstrom
- XIV. Executive Session:
- XV. Adjournment:



DCEC Annual Organizational Meeting Minutes

September 15, 2023

- I. Opening Business: The Annual Organizational Meeting of the Board of Directors of the Delaware County Electric Cooperative, Inc. was held September 15, 2023, at Delaware Academy located at 2 Sheldon Drive in Delhi, NY.
- a. Call to Order: The meeting was called to order at _____ by President Pick.
- b. Roll Call – Determination of Quorum:
The following individuals were present at the meeting:
- | | |
|--------------------------|---|
| Edward "Rusty" Pick, Jr. | P |
| Jeffery Russell | P |
| Laurie Wehmeyer | P |
| Steve Oles | P |
| Edward Furgol | P |
| David Krzyston | P |
| Patrick O'Brien | P |
- II. Nomination and Election of Officers: Motion was made by _____ to postpone the DCEC Annual Organizational Meeting until September 26, 2023. The motion was seconded by _____. The motion passed.
- III. Adjournment: There being no further business to come before the board, President Pick adjourned the meeting at _____.

Respectfully Submitted,

Laurie Wehmeyer, Secretary

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<u>Document Owner:</u> CEO	<u>Document Classification:</u> Internal Use Only	<u>Review Cycle:</u> Every three years

POLICY

SUBJECT: Conflict of Interest

POLICY: It shall be the policy of the Board to maintain and enforce a policy relating to Conflict of Interest relating to the operation of the Cooperative.

PROCEDURE:

1. Definitions: As used in this Policy, and unless the context requires otherwise:
 - A. "Board" means the Delaware County Electric Cooperative, Inc. Board of Directors.
 - B. "Business Opportunity" means an opportunity to engage in a business activity, other than an opportunity offered to all similarly situated Cooperative members, of which:
 - 1) An Official becomes aware in connection with performing Official functions; under circumstances reasonably indicating that the opportunity was expected to be offered to Cooperative or a Subsidiary; or through using Cooperative or Subsidiary information or property if the Official should reasonably expect the opportunity to interest Cooperative or the Subsidiary; or
 - 2) An Official knows is closely related to a business in which Cooperative or a Subsidiary is engaged or expects to engage.
 - C. "Conflicting Interest Transaction" or "Transaction" means a transaction or proposed transaction by Cooperative or a Subsidiary, other than the payment of Official compensation or provision of Official benefits, and other than a transaction offered to all similarly situated Cooperative members:
 - 1) To which an Official is a party; and
 - 2) For which, at the time the Board considers the transaction, or at the time Cooperative or the Subsidiary becomes legally obligated regarding the transaction, an Official has a Material Financial Interest in the transaction known to the Official; or an Official knows that a Related Person is a party to, or has a Material Financial Interest in, the Transaction.
 - D. "Control" or "Controlled" means:
 - 1) Having the direct or indirect power, through ownership of shares or interests, by contract, or otherwise, to elect or remove a majority of an entity's governing body;
 - 2) Being subject to a majority of the risk of loss from an entity's activities; or
 - 3) Being entitled to receive a majority of an entity's residual returns.
 - E. "Cooperative" means Delaware County Electric Cooperative, Inc.
 - F. "Cooperative's Attorney" means the legal counsel used by the Cooperative's Board for routine legal matters.

- G. “Director” means a member of the Board.
- H. “Disinterested Director” means a Director who, at the time the Board acts regarding income, employment, competition, a Conflicting Interest Transaction, or a Business Opportunity:
- 1) Is not associated with the income, employment, or compensation; is not engaged in the Transaction; and is not taking advantage of the Business Opportunity; and
 - 2) Does not have a relationship with an Official associated with the income, employment, or compensation; engaged in the Transaction; or taking advantage of the Business Opportunity, which relationship would reasonably be expected to impair the objectivity of the Director’s judgment regarding the income, employment, competition, Transaction, or Business Opportunity.
- I. “Key Employee” means a Cooperative employee, other than a Director or Officer, who:
- 1) Has responsibilities, powers, or influence over Cooperative similar to a Director or Officer; manages a segment or activity of Cooperative representing ten percent or more of Cooperative’s activities, assets, income, or expenses; or has or shares authority to control or determine ten percent or more of Cooperative’s capital expenditures, operating budget, or employee compensation; and
 - 2) Is one of the twenty employees with the highest compensation reported to the Internal Revenue Service on Form W-2.
- J. “CEO/General Manager” means the individual with ultimate responsibility for implementing the Board’s decisions or supervising Cooperative’s management, administration, or operation, regardless of job title.
- K. “Material Financial Interest” means a financial interest in a transaction reasonably expected to impair the objectivity of an Official’s judgment regarding the transaction.
- L. “Officer” means an individual:
- 1) Appointed by the Board, or by another Officer authorized by the Board or by Cooperative’s articles of incorporation or bylaws; and
 - 2) Serving as a chief executive, operating, financial, legal, or accounting officer; being in charge of a principal business unit; or performing a major policymaking function.
- An Officer includes the CEO/General Manager and the individual with ultimate responsibility for managing Cooperative’s finances.
- M. “Official” means a Director, Officer, or Key Employee.
- N. “President” means a Director who is President of Cooperative or is Chair of the Board.
- O. “Policy” means this Delaware County Electric Cooperative, Inc. Conflict of Interest Policy.
- P. “Related Entity” means an entity, other than Cooperative, a Subsidiary, or an entity of which Cooperative is a member:
- 1) Controlled by an Official or an Official’s Related Individual;
 - 2) In which an Official owns more than ten percent of the entity’s shares or interests;
 - 3) For which an Official is a general partner or member of the governing body, e.g., a member of the entity’s board of directors;
 - 4) For which an Official is a trustee, guardian, personal representative, or similar fiduciary;
 - 5) Employing an Official; or
 - 6) Controlled by an entity employing an Official.
- Q. “Related Individual” means an individual:
- 1) Who is the spouse of an Official;

- 2) Who is, or is the spouse of, a child, stepchild, grandchild, parent, step parent, grandparent, sibling, step sibling, half sibling, aunt, uncle, niece, or nephew of an Official or the Official's spouse;
 - 3) Residing with an Official;
 - 4) For whom an Official is a trustee, guardian, personal representative, or similar fiduciary; or
 - 5) Employing an Official.
- R. "Related Person" means a Related Entity or a Related Individual.
- S. "Subsidiary" means an entity Controlled by Cooperative.

2. **Employment and Income.** A Director may not be employed by Cooperative or a Subsidiary. Unless an Official discloses income or employment to the Board and a majority of Disinterested Directors authorizes or ratifies the income or employment, the Official:

- A. Other than retirement or insurance income from Cooperative, and other than Director or employment compensation from Cooperative, may not directly or indirectly receive more than ten percent of the Official's annual gross income from Cooperative, a Subsidiary, or a Cooperative or Subsidiary employee;
- B. May not directly or indirectly receive more than twenty-five percent of the Official's annual gross income from another Official; and
- C. May not have a Related Individual employed by Cooperative or a Subsidiary.

3. **Conflicting Interest Transaction.** An Official may not engage in a Conflicting Interest Transaction unless: To the extent unknown by Disinterested Directors, the Official discloses the existence and nature of the Official's conflicting interest and all facts known to the Official regarding the Transaction that a Disinterested Director would reasonably believe to be material to the Transaction; Disinterested Directors deliberate and vote regarding the Transaction outside the presence of, and without participation by, the Official; and a majority of Disinterested Directors, but not less than two, authorizes the Transaction.

4. **Business Opportunity.** An Official may not directly or indirectly take advantage of a Business Opportunity unless, before the Official becomes legally obligated regarding the Business Opportunity:

- A. The Official informs the Cooperative or Subsidiary of the Business Opportunity; and
- B. To the extent unknown by Disinterested Directors, the Official discloses the existence and nature of the Business Opportunity and all facts known to the Official regarding the Business Opportunity that a Disinterested Director would reasonably believe to be material to the Business Opportunity; Disinterested Directors deliberate and vote regarding the Business Opportunity outside the presence of, and without participation by, the Official; and a majority of Disinterested Directors, but not less than two, disclaims Cooperative interest in the Business Opportunity.

5. Insider Pecuniary Benefit. An Official may not use Cooperative or Subsidiary property to secure pecuniary benefit unless:

- A. Value is given for the use and assuming the use is a Conflicting Interest Transaction, the Official is permitted to engage in the Transaction under this Policy;
- B. The use is payment of compensation or provision of benefits;
- C. The use is of information only and the use is not connected with trading securities, is not a use of proprietary information, and does not harm Cooperative or Subsidiary;
- D. Assuming the use is a Conflicting Interest Transaction, a majority of Disinterested Directors authorizes the Transaction under this Policy; or
- E. The benefit is received as a Cooperative member; made available to all other similarly situated Cooperative members; and lawful.

6. Compliance and Enforcement. The Board interprets and enforces this Policy. Cooperative's Attorney must annually review this Policy with all Officials. The minutes of all Board meetings shall record all disclosures, votes, authorizations, and other actions taken under this Policy. Each Official must annually complete and sign the Conflict of Interest Certification and Disclosure Form attached to this Policy and deliver the completed and signed Form to President or CEO/General Manager. If an Official discovers any information or fact that could impact another Official's compliance with this Policy, then the Official must disclose the information or fact to President or CEO/General Manager immediately. If the conflict involves President and/or CEO/General Manager, the Official may contact the Cooperative's Attorney.

If CEO/General Manager, President, or Cooperative's Attorney receives a Form disclosing any information or fact that could impact an Official's compliance with this Policy, then, respectively, CEO/General Manager must deliver the Form to President and President must distribute a copy of the Form to the Board. If CEO/General Manager or President receives or discovers any other information or fact that could impact any Official's compliance with this Policy, then, respectively, CEO/General Manager must disclose this information or fact to President and President must disclose this information or fact to the Board. In cases where conflicts are reported to Cooperative's Attorney, then Cooperative's Attorney must deliver such information directly to the Board.

Upon receiving or discovering any information or fact that could impact a Director's compliance with this Policy, the Board must:

- A. Provide the Director an opportunity to comment orally and in writing regarding the information or fact, and an opportunity to be represented by legal counsel; and
- B. Determine whether the Director complies with this Policy.

If the Board determines that a Director does not comply with this Policy, then:

- A. The Board must provide the Director an opportunity to comply with this Policy within thirty days; and
- B. If the Director does not comply with this Policy within thirty days, then, as allowed by law, the Cooperative's Articles of Incorporation and the Cooperative's Bylaws, the Board may disqualify and/or remove the Director.



Upon receiving or discovering any information or fact that could impact any other Official's compliance with this Policy, the Board must act as appropriate or authorize the CEO/General Manager to act as appropriate. If the Official is a Board Member he or she must withdraw from participating as a Board Member in any meetings of the Board of Directors for discussion of and/or voting upon any decisions made or actions taken by the Board regarding disposition of any matter under this Policy.

RESPONSIBILITY: Cooperative Board of Directors

DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	December 23, 2008
Revised by Board of Directors	January 22, 2013
Revised by Board of Directors	July 28, 2015
Revised by Board of Directors	October 24, 2017
Reviewed by Board of Directors	September 25, 2018
Revised by Board of Directors	November 24, 2020
<u>Reviewed by Board of Directors</u>	<u>September 26, 2023</u>



Conflict of Interest Certification and Disclosure Form

As defined in the Delaware County Electric Cooperative, Inc. Conflict of Interest Policy (Policy), the undersigned Official:

1. Affirms that Official has received or has access to, has read, and understands the most current version of the Policy;
2. Agrees to comply with the Policy;
3. Based upon Official's good faith belief, to the best of Official's knowledge, and except as disclosed below, certifies that Official currently complies with the Policy;
4. Discloses the following information or facts regarding any actual or potential income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact, that could impact Official's compliance with the Policy:

_____;

5. Upon discovering any information or fact regarding any actual or potential income, employment, compensation, Conflicting Interest Transaction, Business Opportunity, or pecuniary benefit, or other information or fact, that could impact Official's compliance, or another Official's compliance, with the Policy, agrees to disclose this information or fact to Cooperative's President or CEO/General Manager or Cooperative's Attorney; and

6. Upon not complying with the Policy, agrees to any disqualification, removal, or other action taken under the Policy.

Printed Name of Official

Signature of Official

Position of Official

Date

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Cooperative, with postage thereon prepaid. If given by electronic mail or facsimile, notice shall be deemed to be delivered on the day of transmission to such last known address or number.

Section 4. *Allowance of and Limitations on Telephonic Participation.* Any one or more members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar telephonic communication equipment allowing all persons participating in the meeting to hear each other and such participation by telephonic means shall constitute presence at such meeting. Notwithstanding the allowance of telephonic participation of any one or more member of the board of directors at any given meeting, each member of the board of directors shall appear in person for at least 9 regular meetings of the board of directors in each year of his or her term, where a term year starts and ends at an annual meeting of the members.

Section 5. *Quorum.* A majority of the board of directors shall constitute a quorum, provided, that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

ARTICLE VI

Officers

Section 1. *Number.* The officers of the Cooperative shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be determined by the board of directors from time to time. The offices of Secretary and Treasurer may be held by the same person.

Section 2. *Election and Term of Office.* The officers shall be elected, by ballot, annually by and from the board of directors at the meeting of the board of directors held directly after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.

Section 3. *Removal of Officers and Agents by Directors.* Any officer or agent elected or appointed by directors may be removed by the board of directors whenever in its judgment the best interests of the Cooperative will be served thereby. In addition, any member of the Cooperative may bring charges against an officer by filing such charges in writing with the Secretary, together with a petition signed by ten per centum of the members, and request the removal of the particular officer by reason thereof. The officer against whom such charges have been brought shall be informed in writing of the charges at least five days prior to the meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and present evidence in respect to the charges; and the person or persons bringing the charges against him or her shall have the same opportunity. The question of the removal of such officer shall be considered and voted upon at the next regular or special meeting of the members.

Section 4. *President.* The President shall:

- (a) be the principal officer of the Cooperative, and, unless otherwise determined by the members of the board of directors, shall preside at all meetings of the members and the board of directors;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the board of directors or the members, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and the execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and
- (c) In general perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 5. *Vice President.* In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as from time to time may be assigned to him or her by the board of directors.

Section 6. *Secretary.* The Secretary shall:

- (a) keep the minutes of the meetings of the members and of the board of directors stored or available on the premises in a media provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Cooperative and affix the seal of the Cooperative to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) keep a register of the names and post office addresses of all members;
- (e) sign, with the President, certificates of membership, the issue of which shall have been authorized by the board of directors of the members;
- (f) have general charge of the books of the Cooperative in which a record of the members is kept;
- (g) keep on file at all times a complete copy of the Cooperative bylaws containing all amendments thereto, which copy shall always be open to the inspection of any member at the office of the Cooperative and on the Cooperative's website, and at

the expense of the Cooperative, forward a copy of the bylaws and of all amendments thereto to each member, upon written request therefore; and

- (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the board of directors.

Section 7. *Treasurer.* The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Cooperative;
- (b) be responsible for the receipt of and the issuance of receipts for moneys due and payable to the Cooperative from any source whatsoever, and for the deposit of all such moneys in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws;
- (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the board of directors.

Section 8. *Chief Executive Officer.* The board of directors may appoint a Chief Executive Officer who may be, but who shall not be required to be, a member of the Cooperative. The Chief Executive Officer shall perform such duties and shall exercise such authority as the board of directors may from time to time vest in him or her.

Section 9. *Compensation.* The powers, duties and compensation of any officers, agents and employees shall be fixed by the board of directors, subject to the provisions of these bylaws with respect to compensation for directors and close relatives of directors.

Section 10. *Reports.* The officers of the Cooperative shall submit at each annual meeting of the members reports covering the business of the Cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year.

ARTICLE VII

Non-Profit Operation and Capital

Section 1. *Definitions.* As used in this Article,

- (a) “Authorized Early Retirement” shall mean the Retirement of Patronage Capital Credits prior to the time such capital would otherwise be generally retired to current and former Patrons under provisions of these bylaws.
- (b) “Patron” shall mean (1) a member in accordance with the provisions of these By-laws, (2) a non-member purchasing electric energy and (3) a non-member to whom the Cooperative furnishes goods or services, other than electric energy, on a patronage basis as evidenced by Board policies, Board resolutions or contract.

**Delaware County Electric Cooperative
Organizational Meeting Template
September 15, 2023 and September 26, 2023**

Explanation of Meeting's Purpose: The purpose of the annual organizational meeting is for the board of directors to nominate and elect officers and, if practical, for the President to appoint committee members for the Finance, Organization and Staffing, Insurance, and Facilities committees.

I. Officer Nomination and Election:

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Contested elections should be conducted with a secret ballot. Uncontested elections can be conducted by a motion, second, and voice vote to cast a single ballot for the candidate or slate of candidates.

Committee Activities of the Delaware County Electric Cooperative, Inc. Board of Directors

Page 1 of 2

Organization and Staffing Committee

From 2017
Needs review

- Advises the board with respect to:
 - 1) Compensation and evaluation of the CEO/General Manager
 - 2) Overall goals and objectives of the Cooperative and of the General Manager
 - 3) Senior management succession planning
 - 4) Employee compensation and benefits, including collective bargaining negotiations
 - 5) Current and future organizational chart of the Cooperative
- Must have 3 or more members
- Chairperson designated by vote of the committee.
- Must meet at least twice annually.

Finance Committee

- Advises the board with respect to:
 - 1) Cooperative's financial goals and objectives
 - 2) Financial performance of the Cooperative
 - 3) Long range financial forecast
 - 4) Financial audit
 - 5) Formulary rate reviews
 - 6) Comparison of Cooperative's performance relative to peers
 - 7) Benefit actuarial study results
 - 8) Patronage retirements
 - 9) Deferred expense accelerations
- Should have 3 or more member
- Chairperson designated by vote of the committee.
- Must meet at least three times annually.

Insurance Committee

- Makes recommendations to General Manager with respect to:
 - 1) Health insurance renewal plan options
 - 2) Balancing premium costs versus risk of exposure to variable health reimbursement costs in the form of employer deductible share and employer co-insurance share
 - 3) Evaluation of new options to provide better benefits or lower costs
- Membership consists of:
 - 1) One board member
 - 2) General Manager
 - 3) Finance Manager
 - 4) One "inside" union employee
 - 5) Two "outside" union employees
- Meets 1 to 3 times per year

From 2017
Needs review

Committee Activities of the Delaware County Electric Cooperative, Inc. Board of Directors

Page 2 of 2

From 2017
Needs review

Contract Negotiations Team

- Represents the Cooperative's interests in contract negotiations with IBEW Local #10 for the two collective bargaining agreements:
 - Clerical/Inside Contract
 - Production/Outside Contract
- Both contracts expire in August of 2018 so negotiations will start in January or February of 2018.
- Team consists of:
 - 1) One board member
 - 2) General Manager
 - 3) Experts, as appropriate to the situation, such as legal counsel or benefits consultants who typically serve as outside consultants rather than direct participants in negotiations
- Must meet as needed to reach successful conclusion of contract negotiations. Last negotiations in 2013 took ~6 meetings over a 4-month period.

From 2017
Needs review

**Delaware County Electric Cooperative
Organizational Meeting Template
September 15, 2023 and September 26, 2023**

II. Committee Appointments: The President may appoint members to the active committees:

Finance: _____

2022-2023 Members: Director Oles, Director Russell, Director Wehmeyer, Director Pick, Director Menke, Director Burnett, and Director Furgol. Director Menke will serve as the Committee Chairperson.

2021-2022 Members: Director Oles, Director Russell, Director Wehmeyer, Director Pick, Director Menke, Director Burnett, and Director Tosi. Director Menke will serve as the Committee Chairperson.

Organizational & Staffing:

2022-2023 Members: Director Oles, Director Russell, Director Wehmeyer, Director Pick, Director Menke, Director Burnett, and Director Furgol. Director Russell will serve as the Committee Chairperson.

2021-2022 Members: Director Oles, Director Russell, Director Wehmeyer, Director Pick, Director Menke, Director Burnett, and Director Tosi. Director Russell served as the Committee Chairperson.

Insurance: _____

2022-2023 Members: Director Pick & Director Burnett.

2021-2022 Members: Director Pick & Director Burnett. 2020-2022 Insurance Committee did not meet.

Facilities: _____

2022-2023 Members: Director Pick & Director Russell, Change this committee name to "Facilities Committee."

2018-2019 Members: Director Pick & Director Russell. 2020-2022 HQ Project Committee did not meet due to completion. Recommend dissolving this committee.

III. Additional Committees Needed:

Delaware County Electric Cooperative
Board Meeting Minutes
August 22, 2023

I. Opening Business: The regular monthly meeting of the Board of Directors of the Delaware County Electric Cooperative, Inc. was held August 22, 2023 at the Co-op's office, 5 North Depot Street, Delhi, New York.

A. Call to Order: The meeting was called to order at 5:14 p.m. by President Pick.

B. Roll Call - Determination of Quorum:

Stephen Oles	P
Edward Pick Jr.	P
Paul Menke	Absent
Laurie Wehmeyer	P
Steve Burnett	P
Jeffrey Russell	P
Edward Furgol	P

DCEC staff members that participated in-person were, DCEC's CEO/General Manager John Gasstrom, DCEC's CFO Mark Cannizzaro, DCEC's COO Ryan Sullivan, Manager of Cooperative Relations Janelle Linehan, and Manager of Operations, Safety & Training, James Small. DCEC's Legal Counsel Jeffrey Clark participated via phone conference. Guest, Nicholas J. Frandsen, Esq. was present.

C. Adoption of Agenda: A motion was made by Director Burnett to adopt the agenda with the addition of service recognition to New Business. The motion was seconded by Director Oles. The motion passed.

II. Introduction of Attorney, Nicholas J. Frandsen

Mr. Frandsen discussed his background and law practices.

III. Consent Agenda: A motion was made to approve the consent agenda as presented by Director Oles. The motion was seconded by Secretary Wehmeyer. The motion passed.

IV. Finance Committee Meeting Review

CFO provided an overview of the finance committee meeting.

V. Review of 2022 Annual Meeting Membership Meeting Minutes:

Reviewed, no discussion.

VI. Annual Meeting Update

MCR Linehan updated Board on the Annual Meeting planning. Discussed how bylaws are planned to be presented and invited guest list.

VII. Go 100% Green Program Update:

CEO presented updates to GO 100% GREEN program. Discussed rates, new communications, and REC-rate projection.

VIII. Announcement of Upcoming Policies to be Reviewed:

- a. Poles Joint Use Policy
- b. Smoking Policy

IX. CEO/General Manager John Gasstrom's Report:

CEO discussed government relations and outside organizations, grants, and Union contract negotiations.

X. CFO Cannizzaro's Monthly Report:

- a. July Financials – CFO Cannizzaro discussed financials from July and highlighted lines 7 of the Income Statement; lines 9, 13 & 23 of the Asset side of the Balance Sheet; and line 48 of the Liabilities side of the Balance sheet.

XI. COO Sullivan's Monthly Report:

COO discussed assets and facilities.

XII. Manager of Operations, Safety & Training Small's Monthly Report:

Manager of Ops, Safety & Training discussed notable outages and occurrences, safety and training. Gave a Tree and Line crew update.

XIII. Manager of Cooperative Relations Linehan's Monthly Report:

- a. Letter to now-former Members – MCR went over new letter to be sent to members leaving the co-op service territory.

XI. Director/Staff Association Reports:

- a. NYSRECA Annual Meeting, July 27, 2023 – The Y at Watson Woods, 9620 Dry Run Road, Painted Post, NY 14870
Vice President Russell gave report.
- b. Finance Committee Meeting – August 1, 2023 at 5:00pm, DCEC HQ
- c. Videorecording of Annual Meeting sections – August 1st & 2nd – DCEC HQ

- d. Otsego Rural Electric Cooperative Annual Meeting, August 18, 2023 – Milford, NY
President Pick and CEO Gasstrom gave report.
- e. NYAPP Monthly Meeting, August 18, 2023 – Virtual
President Pick and CEO Gasstrom gave report.

XII. New Business:

Service recognition of retiring directors: Paul Menke and Steve Burnett.

XIII. Future Business:

- a. NYSRECA Government Relations Meeting, September 1, 2023 – Virtual
- b. NRECA Regional Meetings 1&4, September 6-8, 2023 – Richmond, VA
- c. DCEC's 79th Annual Meeting, September 15, 2023 – Delaware Academy, Delhi, NY
- d. DCEC Board Organization & Staffing Meeting – September 19, 2023
- e. DCEC Regular Board Meeting, Tuesday, September 26, 2023 at 5:00pm
- f. NYAPP Annual Meeting, October 3&4, 2023 – Cooperstown, NY
- g. Oneida-Madison Electric Co-op Annual Meeting, October 6, 2023
- h. NEAEC Annual Meeting, October 9-13, 2023 – Newport, RI
 - 1. Board checks in on October 9, 2023
 - 2. Risk Oversight: The Board's Role in Risk Management 921.1 NRECA training, October 10, 2023
- i. Steuben Rural Electric Cooperative Annual Meeting, October 14, 2023

XIV. Executive Session:

A motion was made at 8:11pm to enter Executive Session by Director Furgol. The motion was seconded by Secretary Wehmeyer. DCEC staff was invited to stay. Guest, Nick Frandsen was excused. A motion was made to exit executive session at 9:11pm by Director Furgol. The motion was seconded by Director Burnett.

XV. Union Contract – Outside and Clerical

- a. A motion was made to approve a resolution authorizing the amendment of the 401(k) pension plan Adoption Agreement "A" and the Retirement Security Plan RUS # 33020-004 and 33020-005 as well as the Associated Adoption Agreement paperwork by Director Burnett. The motion was seconded by Director Furgol. The motion passed.
- b. A motion was made to authorize John Gasstrom to accept and sign the Outside and Clerical Union contracts terminating on August 28th, 2028 by Secretary Wehmeyer. The motion was seconded by Director Burnett. The motion passed.

XVI. Adjournment: There being no further business on the agenda, President Pick adjourned the meeting at 9:14 pm.

Delaware County Electric Cooperative, Inc.
North Depot Street, P. O. Box 471, Delhi, New York 13753-0471
607-746-2341
NEW MEMBERSHIPS – September 26, 2023

	TOWN	NAME	New/Transfer
1	Delhi	Heinz & Holly Bernecker	Transfer
2	Delhi	Maggie Wilson	Transfer
3	Harpersfield	Emma Wright	Transfer
4	Andes	Annie & Mirel Sedic	Transfer
5	Hamden	Kevin Blumenthal	Transfer
6	Franklin	Ian Kiraly	New
7	Colchester	Chad Rockefeller	Transfer
8	Gilboa	Johnstown Enterprises, LLC	Transfer
9	Kortright	Marcy Sutton	Transfer
10	Davenport	Joel Shnaydman	New
11	Masonville	Daria Kozak	Transfer
12	Kortright	Dennis West	Transfer
13	Jefferson	Wojciech Skowron	Transfer
14	Hamden	Ed Grampp	Transfer
15	Tompkins	Christopher Schamber	Transfer
16	Delhi	Quentin Carbone	New
17	Hamden	Alexis Pernice	Transfer
18	Delhi	Kathryn Musilek	Transfer
19	Delhi	Rachel Laforest	Transfer
20	Meredith	Michael Scarimbolo Jr.	Transfer



Bad Debt Collection

DATE: September 26, 2023

TOTAL RECOVERED: \$ 1,114.88

* PLEASE NOTE: The amounts below were recovered through capital credit retirements, Southern Tier Credit Center & DCEC through September 18, 2023

Name	Original Amount Turned Over For Collections	Amount Collected from DCEC	Amount Collected from Capital Credits**	Amount Collected from So. Tier	Commission Paid this Month *	Balance Due
Donna Hanford 12050004	431.25		101.95			431.25
Timothy Gutliph 9673001	0		\$260.16			0
William Hill 18846002	452.77			452.77		0
Austin Hitchcock 18682001	1,972.84			100		1763.17
Michele Russo 15447001	1,488.53			200		925.16
	\$ 4,345.39	\$ -	\$ 362.11	\$ 752.77	\$ -	\$ 3,119.58

* Commission is 30% of the total amount collected last month. 50% if legal services are required. If payment is made directly to us, the commission will be the following month.

** Under \$30.00 does not get reported to Southern Tier Credit Center.

*** Billing department did a small balance write off for the balance due amount.

**** Capital credits are applied on a discounted basis towards outstanding debt per the Capital Credits Applied to Bad Debt Policy.

***** Paid directly to DCEC prior to turning over to Southern Tier for Collections

5 N Depot St., P.O. Box 471, Delhi, NY 13753

Telephone: (607) 746-2341 Fax: (607) 746-7548 www.dce.coop



Resolution

BE IT RESOLVED, THAT WE, The Board of Directors of the Delaware County Electric Cooperative, Inc., 5 N. Depot St., Delhi, NY 13753, do hereby authorize the transfer of **\$897.61** representing uncollectible accounts for utility customers per the following listing, to accumulated provision for uncollectible accounts.

Date: September 26, 2023

Account	Map Location	Member	Service Class	Total
13103002	KO 2-22-11A	June Wright	1	\$80.18
18679001	KO 2-52-8L	Joshua Sutton	1	\$69.93
16913001	MA 3-24-14E	Richard Reynolds	1	\$360.58
18803001	HA 4-47-9D	Warren Pardee	1	\$386.92
7851003	DA 1-19-32	Richard Wilke	1	335.62
			Total:	\$1,233.23

Laurie Wehmeyer
Secretary

5 N Depot St., P.O. Box 471, Delhi, NY 13753

Telephone: (607) 746-2341 Fax: (607) 746-7548 www.dce.coop

DIV	ACTIVITY	S	O	N	D	J	F	M	A	M	J	J	A	PROCESS
BOARD	Nominating (Director Search) Committee Meeting							1						MEETING
BOARD	Annual Meeting Kick-off Planning (incl consideration of Bylaw changes)							1						MEETING
BOARD	Legislative Youth Tour Interviews/Selection							1						MEETING
BOARD	Board decision/approval of proposed bylaw changes (for Annual Meeting)							1						ACTION
BOARD	NYSRECA Legislative Conference (tbd)							1						MEETING
BOARD	Finance Committee Meeting		1						1			1		MEETING
BOARD	Organization & Staffing Committee Meeting					1				1			1	MEETING
BOARD	NEAEC Annual Meeting									1				MEETING
BOARD	Board Self-Evaluation Survey (odd years only, next 2023)											1		COMPLY
BOARD	NYSRECA Annual Meeting											1		MEETING
BOARD	OEC Annual Meeting												1	MEETING
BOARD	CEO Goals & Objectives Mid-Year Review												1	REPORT
BOARD	NRECA Survey - Directors, Attorneys, Auditors	1												PROCESS
BOARD	Cooperative Officers Job Descriptions Review	1												COMPLY
BOARD	Organizational Meeting of Board (incl. Committee appointments)	1												COMPLY
BOARD	NRECA Region 1 Annual Meeting	1												MEETING
BOARD	Kick-off Budgeting Process (prelim capital budget)		1											BUDGET
BOARD	Annual Sexual Harassment Training		1											COMPLY
BOARD	Capital Credit retirement - decision by Board		1											ACTION
BOARD	Re-instatement of Accounting/Audit Firm (resolution)		1											AUDIT
BOARD	Oneida-Madison EC Annual Meeting		1											MEETING
BOARD	Steuben REC Annual Meeting		1											MEETING
BOARD	CEO Performance Review – kick off & plan Jan O&S Committee Mtg		1											PROCESS
BOARD	Approve Holiday Gift for Board/Staff/Employees				1									PROCESS
BOARD	NRECA Annual Meeting							1						MEETING
BOARD	Board appoints Nominating Committee (Directors identify members)							1						ACTION
BOARD	Consider GM contract renewal/update					1								PROCESS
MGMT	Line Extension Policy Rate Review								1					PROCESS
MGMT	DEC Pesticide Business/Agency Registration (April/May, tri-annual, next in 2022)								1					COMPLY
MGMT	Update Standard Costs								1					PROCESS
MGMT	NYS ORPS Equalization & Assessment report (4/15)								1					COMPLY
MGMT	Strategic Plan Review	1			1		1				1			COMPLY
MGMT	ROW & Line-Inspection contracting Bid										1			PROCESS
MGMT	Semi-annual review of Corporate Calendar				1							1		PROCESS
MGMT	Renew Purchase of TCCs with NYISO/NYPA											1		PROCESS
MGMT	CFC Annual Forum												1	MEETING
MGMT	ROW & Line-Inspection contracting Awards/ Contract Bid Report to Board for Budget												1	BUDGET
MGMT	Self-Eval to Board												1	REPORT
MGMT	DCEC Annual Meeting	1												MEETING
MGMT	Year-End Financial Projection (Capital Credit Retirement Assessment)		1											REPORT
MGMT	Review DPS Data for Annual Member Deposit Rate Effective 1/1		1											COMPLY
MGMT	All-Employee Meeting (last week October)		1											PROCESS
MGMT	Order Holiday Gift Cards for Board/Staff/Employees		1											PROCESS
MGMT	Year-end Financial Projection (Formulary Rate Planning)				1									BUDGET
MGMT	Operating Plan/Budget Presented				1									BUDGET
MGMT	Capital Credit Retirement (if applicable)				1									PROCESS
MGMT	Employee Performance Reviews – prep					1								STAFFING
MGMT	Operating Plan/Budget Approved					1								BUDGET
MGMT	Christmas Party					1								STAFFING
MGMT	Update PPAC “System Loss Factor” based on prior year analysis						1							PROCESS
MGMT	Exempt Employee Salary Action						1							PROCESS
MGMT	Employee Performance Reviews						1							REPORT
MGMT	NYSRECA Meeting						1							MEETING
MGMT	Year-End Accomplishments Review / Goals & Objectives Approval						1							REPORT
MGMT	Legislative Youth Delegate kick-off (interviews/selection by late March)						1							PROCESS

<u>Document Type:</u> <u>Board Level Policy</u>	<u>Original Policy Date:</u> <u>February 27, 1990</u>	<u>Latest Revision Date:</u> <u>September 26, 2023</u>
<u>Document Owner:</u> <u>CEO</u>	<u>Document Classification:</u> <u>Internal Use Only</u>	<u>Review Cycle:</u> <u>Tri-Annual</u>

POLICY

SUBJECT: Smoking

POLICY: The purpose of this workplace policy is to comply with New York Law, which was enacted to protect all employees and visitors from the harmful effects of secondhand smoke.

In compliance with the New York State Clean Indoor Air Act, as amended, all indoor areas of the workplace shall be smoke-free without exception. This includes cannabis smoking and the use of vaping products.

Smoking is prohibited in any indoor work area under the control of the Cooperative and in which Cooperative employees perform services. This prohibition Indoor work areas includes, but areis not limited to, the following indoor areas of employment: public and private offices, conferences and meeting rooms, employee cafeterias/lounges, lunchrooms, break rooms, Cooperative-owned vehicles, warehouses, hallways, restrooms, classrooms, employee medical facilities, areas containing office equipment used in common, field offices, garages, shops and operating headquarters.

Smoking is only permitted in designatedthe outdoor ~~designated~~ areas ~~and~~ during break periods. Smoking during the performance of work, wherever that work is being performed, is also prohibited. Employees found smoking in the prohibited work areas listed above or outside of scheduled break times will be in violation of this policy.

Compliance with this Smoking Policy is mandatory for all employees and individuals visiting the Cooperative; there are no exceptions.

Any conflicts or violations that arise under this policy should be reported to any supervisor or the General Manager. Employees may also file a formal complaint with the General Manager. The General Manager shall be designated as an agent to assist in the enforcement of this policy. Employees who violate any provision set forth in this policy may be subject to disciplinary action, up to and including termination, and civil penalties, as permitted by law.

Copies of these rules will be posted and distributed to all employees upon request.



This policy may be amended from time to time by resolution of the Board of Directors of the Cooperative. All amendments shall be in conformance with New York State law and employees will be notified accordingly.

PROCEDURE: As outlined in Policy.

RESPONSIBILITY: Board of Directors and General Manager.

DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	Feb 27, 1990
Reviewed by Board of Directors	Mar 28, 1995
Reviewed by Board of Directors	Jan 25, 2005
Revised by Board of Directors	Mar 4, 2008
Reviewed by Board of Directors	Feb 25, 2014
Revised by Board of Directors	Dec 22, 2015
Reviewed by Board of Directors	Mar 7, 2017
Revised by Board of Directors	June 23, 2020
<u>Revised by Board of Directors</u>	<u>September 26, 2023</u>



Document Type: Board Level Policy	Original Policy Date: June 21, 1961	Latest Revision Date: September 26, 2023
Document Owner: Manager of Operations	Document Classification: Public	Review Cycle: Annual

POLICY

SUBJECT: Poles, Joint Use of

POLICY:

I. Requirement for Joint Use Agreement and Pole Attachment Permit Application

Any or all utilities desiring to use in any way, the poles belonging to the Cooperative, shall before making any attachment to said pole or poles:

1. Enter into a contract for a "Joint Use Agreement" with the Cooperative.
2. Submit a pole attachment permit application in accordance with the Joint Use Agreement with a maximum number of one hundred (100) poles on any one attachment permit application. Poles on a single pole attachment permit application shall be part of a single project within a contiguous portion of the Cooperative's service area.
3. Pay a non-refundable permit application fee of \$25 per pole on the applicable pole attachment permit application with a minimum permit application fee of \$300 regardless of the number of poles. For example, a 10-pole permit application would be \$300 due to the minimum fee, a 20-pole permit application fee would be \$500, and a 100-pole permit application would be \$2,500. The permit application fee covers the following services provided by the Cooperative:
 - a. Ride-out and estimation services in accordance with Article II herein, and
 - b. Inspection services in accordance with Articles IX and XII herein.
4. If the Attaching Utility does not perform a ride-out with the Cooperative within 180 days of the submission of a permit application, the application shall be null and void. If the Attaching Utility decides to pursue those same attachments at another time, then a new pole attachment permit application and accompanying fee shall be required.

II. Ride-out and Estimate

After receiving a properly completed pole attachment permit application and the applicable application fee, the Cooperative shall:

1. Provide a pre-construction ride-out in conjunction with the Attaching Utility's designated field representative at no additional cost to the Attaching Utility.
2. At no additional cost to the Attaching Utility, provide a written summary of make-ready work required to accommodate the attachment request, including estimated cost of make-ready construction.

III. Authorization and Payment by Attaching Utility

The Attaching Utility then shall:



-
1. review the required make-ready work, evaluate the estimated cost, and determine whether to proceed with the proposed attachment(s), and
 2. sign and return the make-ready estimate to the Cooperative, thus authorizing the Cooperative to proceed with the make-ready construction at the sole cost of the Attaching Utility, and
 3. pay to the Cooperative the estimated cost of make-ready work.

IV. Make-Ready Construction by Cooperative

After receipt of payment from the Attaching Utility, the Cooperative shall perform detailed staking, design, and procurement activities necessary to perform the make-ready work. The Cooperative shall complete the make-ready construction work, including pole replacements, in accordance with the Cooperative's own construction standards and the National Electric Safety Code. Make-ready construction work will be scheduled in consideration of the Attaching Utility's preferences and the various operations and maintenance responsibilities of the Cooperative.

V. Notification of Make-Ready Completion by Cooperative

Upon completion of the make-ready work, the Cooperative shall notify the Attaching Utility:

1. that the Attaching Utility is permitted to perform attachment construction, and
 2. any restriction on or special instructions related to where or how the Attaching Utility is permitted to attach to the Cooperative's pole(s).
- 2.3. All attachments will be located below line as identified by the Cooperative. No less than 9 feet below the neutral conductor.

VI. Reconciliation of Make-Ready Costs by Cooperative

Within 90 days of completion of the make-ready construction work, the Cooperative shall close the work order used to track the make-ready costs, reconcile the actual make-ready costs with the estimated payment made by the Attaching Utility, and bill or credit the Attaching Utility for the amount of underpayment or over-payment. Credits to the Attaching Utility will be issued via a check, sent to the address designated by the Attaching Utility in the Join Use Agreement.

VII. Proof of Insurance by Attaching Utility

Prior to commencing attachments, the Attaching Utility shall provide certificates of insurance to the Cooperative in accordance with the Cooperative's Contractor Insurance Requirements policy. Certificates are required for the Attaching Utility, any contractors hired by the Attaching Utility, and any subcontractors of the Attaching Utility.

VIII. Attachment Construction by Attaching Utility

The Attaching Utility shall perform, or shall have performed by a qualified contractor, the attachment construction in accordance with all instructions provided by the Cooperative in the notification of make-ready completion (see Article V). The Attaching Utility shall notify the Cooperative upon completion of the attachment construction.



IX. Inspection of Attachments by Cooperative

Within 90 days of notification that attachment construction is complete, and at no additional cost to the Attaching Utility, the Cooperative shall perform a field inspection of the completed attachment construction, including the following:

1. compliance with specific instructions given to the Attaching Utility by the Cooperative in accordance with Article V above, and
2. compliance with ground clearance requirements per the NESC, and
3. compliance with electric conductor clearance requirements per the NESC.

The Cooperative shall notify the Attaching Utility of any inspection failures. The Attaching Utility shall respond and remedy inspection failures in a manner and timeline appropriate to the safety criticality of the failure, but in no event shall the remedy timeline exceed 180 days beyond the notification date. The Attaching Utility shall notify the Cooperative upon completion of the remedy. In cases where, in the sole discretion of the Cooperative, re-inspection of remedies is appropriate, the Cooperative shall perform the inspection and bill the Attaching Utility for inspection services on a time-and-material basis.

X. Annual Attachment Fee Paid by Attaching Utility

An annual attachment fee shall be payable by the Attaching Utility to the Cooperative. The Cooperative shall issue annual invoices on or about December 31 of each year. The number of attachments billed to the Attaching Utility shall equal the number billed the prior year, plus the number of new attachments that were installed by the Attaching Utility and Inspected by the Cooperative since the last invoice date, minus any attachments removed by the Attaching Utility since the last invoice date. The payment shall be due to the Cooperative by February 1 following the issuance of the invoice. Attaching Utilities that fail to pay the annual attachment fee by the due date will be subject to late fees and other penalties in accordance with the Joint Use Agreement.

XI. Pole Attachment Rate Set by Cooperative

The attachment fee will be set by the Cooperative. The Cooperative shall use an equitable, cost-based methodology as a guide when establishing the annual pole attachment rate. The cost-based methodology may include, but not be limited to consideration of Operations and Maintenance Costs, Administrative and General Costs, Depreciation, Long Term Interest, and Other Interests and Deductions, but may exclude Patronage Capital / Margins. The cost-based methodology may allocate costs based on a pro-rata share of pole plant as a share of total utility plant.

XII. Removal of Attachments by Attaching Utility

In the event that the Attaching Utility removes their attachment(s) from the Cooperative's pole(s), the Attaching Utility shall:

1. return the Cooperative's pole and surrounding area to substantially the same configuration that it was in prior the attachment, which would include the removal of guys that had been installed to offset forces created by the attachment, and
2. notify the Cooperative that the attachment(s) have been removed.



The Cooperative may, at its sole discretion, and at no additional cost to the Attaching Utility, inspect poles from which attachments have been removed. Inspections after removal of attachments work the same as inspections after construction of attachments in all material respects (see Article IX above).

XIII. Replacement by Cooperative of Poles with Attachments

In the event that the Cooperative, in its sole discretion, deems it necessary or appropriate to change, alter, relocate, remove or add to existing Cooperative plant in order to meet its own operational needs or to accommodate foreign utilities other than the existing Attaching Utility, the Cooperative will notify the Attaching Utility of the need to transfer existing attachments from the old pole to the new pole.

XIV. Double Wood Removal by Attaching Utility

The Attaching Utility shall transfer its existing attachments from the old pole to the new pole within 180 days of notification. The last Attaching Utility to transfer their attachment from the old pole shall uninstall that pole, remove the pole from the right-of-way, leave the right-of-way in a safe condition, and properly dispose of the old pole in a safe and environmentally responsible manner. Failure of the Attaching Utility to do so shall invoke the "Double Wood Removal by Cooperative" clause below (see Article XIV).

XV. Double Wood Removal by Cooperative

If the Attaching Utility does not complete the transfer from and removal of an old pole within 180 days of notification by the Cooperative, then the Cooperative shall take the following steps to remove the pole:

1. Hire a qualified contractor to transfer the Attaching Utility's attachments from the old pole to the new pole. The contractor will be instructed to use reasonable and customary utility practices during the transfer of the attachment from the old pole to the new pole in order to preserve the existing condition of the attached messenger/wire/conductor/fiber. The contractor will be responsible to remove the old pole from the right-of-way.
2. Pay the invoice issued to the Cooperative by the contractor.
3. Invoice the Attaching Utility as a pass-through of the amount paid to the Contractor. If the Attaching Utility does not pay the invoice in accordance with the Joint Use Agreement, the Cooperative shall seek remedy, also in accordance with the Joint Use Agreement, up to and including termination of the Joint Use Agreement.

XVI. Double Wood Special Case – Underground Electric Service to Member

In some cases when the Cooperative replaces poles in accordance with Article XIII, a member of the Cooperative will have an underground electric service attached to the old pole, which creates a special case double wood scenario. The cause for the pole replacement shall determine who pays for moving the underground electric service to the new pole:

1. If the pole is replaced in order to meet the needs of an Attaching Utility, then the Attaching Utility shall pay to move the electric service. The costs of electricians and inspectors, as necessary to move the service, will be initially paid by the Cooperative and those costs will be accumulated on the open work order associated with the Attaching

Utility's make-ready work. Upon completion of the make-ready work and reconciliation of the make-ready costs, the Attaching Utility shall be billed in accordance with Article VI herein.

2. If the pole is moved to improve operational efficiency of the Cooperative, as is the case when primary electric lines are moved closer to the road to be more accessible, then the Cooperative shall pay to move the electric service. The costs of electricians and inspectors, as necessary to move the service, will be paid by the Cooperative and those costs will be accumulated on the open system improvement work order associated with the line relocation. Upon completion of the line relocation, the work order will be capitalized.
3. If the pole is replaced due to age or condition, such as when a pole is identified for replacement through the Cooperative's regular pole inspection program, then the member shall pay to move the electric service.

XVII. Moving Electric Services – Process When Member Pays

In special cases of double-wood when members pay in accordance with Article XVI, numbered item 3 supra, the Cooperative shall notify the affected member that the member has 180 days to move their electric service to the new pole at the member's expense. If the grounding associated with the electric service is affected by the move, then the service must be inspected by Cooperative-approved third-party electrical inspector. Service entrances shall meet the Cooperative's minimum requirements/specifications as published on the Cooperative's website.

To assist the member in transferring their service to the new pole, the Cooperative shall, at no cost to the member, provide temporary disconnections and reconnections at the transformer and shall provide supply and install the conduit, cable and weatherhead from the top of the new pole to the member installed meter pan.

Members who fail to move their underground electric service to the new pole within 180 days shall be disconnected, subject to the notification requirements in the Cooperative's Disconnect policy.

XVIII. Cooperative Attachment to Poles Belonging to Other Utilities

The Cooperative will not attach to or use the poles belonging to any other utilities without a signed agreement.

PROCEDURE: As outlined in Policy (see attached schedule)

RESPONSIBILITY: The- Manager of Operations Job Training and Safety and The COO~~Operations Manager~~

DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	Jun 21, 1961
Reviewed by Board of Directors	Dec 19, 1973
Revised by Board of Directors	Aug 20, 1980
Reviewed by Board of Directors	Oct 24, 1989
Revised by Board of Directors	Mar 22, 1994
Revised by Board of Directors	Aug 28, 2012

Revised by Board of Directors	Aug 27, 2013
Revised by Board of Directors	Aug 26, 2014
Reviewed by Board of Directors	Sep 22, 2015
Reviewed by Board of Directors	Sep 27, 2016
Revised by Board of Directors	Sep 25, 2017
Reviewed by Board of Directors	Oct 23, 2018
Reviewed by Board of Directors	Apr 23, 2019
Revised by Board of Directors	Aug 25, 2020
Reviewed by Board of Directors	Oct 25, 2022
<u>Reviewed by Board of Directors</u>	<u>Sept 26, 2023</u>



RATE HISTORY	Effective 09/30/73 attachment fee increased to \$4.00
	Effective 09/30/78 attachment fee increased to \$5.00
	Effective 08/20/80 attachment fee increased to \$6.00
	Effective 01/01/95 attachment fee increased to \$7.44
	Effective 12/31/00 attachment fee increased to \$12.30
	Effective 12/31/01 attachment fee increased to \$12.87
	Effective 12/31/02 attachment fee increased to \$13.39
	Effective 08/28/12 attachment fee increased to \$23.41
	Effective 08/27/13 attachment fee decreased to \$23.37
	Effective 08/26/14 attachment fee increased to \$25.87
	Effective 09/22/15 attachment fee \$25.87
	Effective 09/27/16 attachment fee \$25.87
	Effective 09/25/2017 attachment fee increased to \$27.97
	Effective 10/23/2018 attachment fee \$27.97
	Effective 04/23/2019 attachment fee \$27.97
	Effective 08/25/2020 attachment fee \$28.15
	Effective 10/25/2022 attachment fee \$28.15
	<u>Effective 09/26/2023 attachment fee \$28.15</u>

ANNUAL MEETING MINUTES
September 9, 2022

The 78th Annual Meeting of the membership of the Delaware County Electric Cooperative, Inc. was held at the Delaware Academy at 2 Sheldon Drive, Delhi, NY on Friday, September 9, 2022.

The meeting was called to order at 5:32 pm by Edward “Rusty” Pick, Jr., President, who acted as Chairman. Laurie Wehmeyer acted as Secretary of the meeting and Paul Menke acted as Treasurer.

Member Debra Fleming gave the invocation.

The National Anthem was sung by member, Mark Edwards, and his family known as the vocal group: Grace’s Touch.

The membership recited the Pledge of Allegiance with President Pick.

President Pick introduced the Board of Directors, Attorney Jeff Clark and new CEO, John Gasstrom. President Pick also introduced guests in attendance.

President Pick introduced and invited keynote speaker, Millie Faulkner, to take the podium. Mrs. Faulkner gave her keynote address.

Mr. Pick gave his President’s Report. Highlights of President Pick’s report:

Reflecting on last year, the By-laws were voted on and approved to allow for different options for presentation and participation in the Annual Meeting including virtual and alternatives to in-person voting. This year, “there are virtual attendees that will later on vote with the in-person attendees.”

Lastly, President Pick stated that because the annual Legislative Youth Tour was canceled due to COVID, the Cooperative decided to award a scholarship to a selected student instead. Mr. Pick remarked that the Board of Directors selected Mr. Tyler Branigan of Delaware Academy and Mr. Branigan was awarded a \$1,000 scholarship.

Attorney Jeffrey Clark introduced himself to the membership and announced that members Lorna Pearce and Meg Hungerford volunteered to be the official tellers for ballot collection and tallying.

Next, Secretary Laurie Wehmeyer was called to the podium to confirm that a quorum was present. Secretary Wehmeyer confirmed a total of 123 voting members were present. There were 102 members present in-person and 21 members present virtually. Secretary Wehmeyer also mentioned the official notice of this meeting was provided in the July/August edition of the Catskill Hi-Line, the official newsletter of the Cooperative. All meeting materials were also

distributed in the August Special Edition of the Catskill Hi-Line which was mailed to members in August along with it being available on the DCEC website.

Secretary Wehmeyer entertained a motion from the floor to dispense with the reading of the 2021 Annual Meeting minutes and approve as written. A motion was made by a member and seconded by another member and passed by the membership.

Secretary Wehmeyer turned the podium over to Treasurer Paul Menke. Treasurer Menke asked for a motion to incorporate the Treasurer's Report into the minutes of this meeting. A motion was made by a member and seconded by another member. It passed by the membership.

Treasurer Menke then invited the CEO/General Manager, John Gasstrom, to provide the CEO/General Manager's Report. CEO Gasstrom outlined the following items:

DCEC statistics: 800 miles of line, over 5,600 delivery points, more than 4,700 members who last year utilized 80,000 MWH with peak use at 15.7 MW systemwide.

Safety: We follow rigorous safety protocols and provide frequent safety training for the safety of our line workers. After weather events, DCEC does storm debriefing to analyze what went well and what went wrong, so that we can continuously improve our operations to serve members better.

Reliability: DCEC's service territory has challenges that even back in the 1940's were the reason investor-owned utilities refused to serve our area. Customer density (low customer density) is when you have an electric power line that runs for several miles so it can serve only a handful of customers. Our challenging terrain sometimes makes it frustrating to run an electric line and maintain it. Steuben REC and Otsego Rural Electric sent assistance during the February and April 2022 storms.

One thing we can do to increase reliability is to have an effective vegetation management system as it is one of the most effective ways to help reduce future outages. After working with many co-ops throughout the US, DCEC is one of the few co-ops that maintains a right-of-way full-time tree crew which helps control vegetation and keep our system clear for reliability reasons.

Cost-effectiveness: We have been able to keep our base kWh energy rate stable since 2016 and we will work hard to keep rates as low as we can. We are working directly for you with the goal of serving you the best way we can at the lowest cost.

CEO Gasstrom called DCEC's Nominating Committee Chairman Mark Rossley to the podium to begin the director elections. Mr. Rossley stated that the notice of director elections was distributed in the July/August and August Special Edition Catskill Hi-Line newsletter, and on the DCEC website. Mr. Rossley added that consistent with the Cooperative's bylaws, directors are elected to serve a 3-year term. Mr. Rossley confirmed that this year the directors up for election represent the following region:

Central Region: towns of Bovina, Delhi, Franklin, Hamden, Kortright, and Meredith.

Mr. Rossley notified the membership that according to the bylaws, a director-candidate may be nominated in either of two ways. First, a candidate can be nominated through a Nominating Committee appointed by the Board. Second, a member can become a candidate by submitting a petition signed by 15 or more members not less than 45 days prior to an annual meeting.

Mr. Rossley reported that the 2022 Nominating Committee kicked off their work on March 29th and posted official nominations on July 11th. Mr. Rossley thanked the DCEC members that served with him on the committee this year – they include:

- Central Region | John J. Lynch Jr.
- Southern Region | Rachel Polens
- Northern Region | Adriaen Jackson

For the Central Region Candidates are:

- Edward Furgol

Mr. Rossley offered the podium to any of the candidates who would like to make a brief statement to the membership regarding their candidacy. Mr. Rossley welcomed Edward Furgol to the podium to speak. Mr. Furgol addressed the membership.

Mr. Rossley concluded statements from the candidate and nominations are considered closed.

Mr. Rossley asked Attorney Jeff Clark to once again take the podium to begin the voting process. Mr. Clark instructed the membership that it is now time to cast your ballots for the director candidates and asked the voting members to use their green ballots to cast their vote for a director candidate. Informing each voting member that every member is allowed to vote for up to 1 candidate in the Central Region and that you are not limited to voting only within your own region. Attorney Clark also mentioned that the green ballots list the local charities and organizations nominated to receive a total of \$2,000 donated by DCEC and CoBank. Mr. Clark announced that now voters will select one local charity/organization to be their preferred recipient of the CoBank/DCEC Shared Success Grant. Mr. Clark adding that the following charitable organizations were nominated by members of the Cooperative:

- Alcohol & Drug Abuse Council of Delaware County
- Lake Delaware Boys Camp
- Greater Delhi Area Foundation

CEO Gasstrom returned to the podium to introduce 2022's DCEC Scholarship recipient, Tyler Branigan. Mr. Branigan addressed the membership.

CEO Gasstrom returned to the podium to introduce Delaware County's 2022-2023 Dairy Ambassador, Jessica Coleman. Ms. Coleman addressed the membership with her court by her side.

CEO Gasstrom remarked that it is the part of the meeting to address any unfinished or new business. There was no unfinished business from the previous meeting. CEO Gasstrom invited anyone with new business to approach the microphone.

Member, Mr. Alan Camb, a member of Bovina, asked "during the ice storm...what did they do for mutual aid, for help, how many gangs did they bring in during that storm?" For new business, Mr. Camb proposed "a budget for mutual aid when we have storm outages like that ice storm that they could allow a little bit in a fund to make sure that when we have a problem, they bring people in to get it fixed so you're not without power for as long?... Budget some money so that when they need mutual aid, they can bring people in. It builds up, some years you don't have bad storms and then a big one comes."

CEO Gasstrom suggested to form Mr. Camb's comments into something that might be a motion that we can call to a vote. Form a task force or a committee to look at what kind of money is budgeted for storm restoration including mutual aid assistance. Rather than voting on a budget line item, we create a committee that meet to look at storm restoration budget and request that Mr. Camb volunteer to serve on that committee. Mr. Camb agreed.

CEO Gasstrom expressed that there is a motion on the floor that we form a committee to discuss and look at options as far as storm restoration and mutual aid budget. The motion was seconded. The motion passed unanimously.

There were no other motions brought to the floor.

CEO Gasstrom opened the floor to member questions/comments.

Mr. Chuck Barringer, a member out of Maryland, commented that his 10,000-watt generator coupled with Generlink can power his house for 24 hours. Mr. Barringer doesn't want to see his bill go up if DCEC decides to set money aside for storm restoration and mutual aid in an emergency fund.

There were no other questions or comments brought to the floor.

President Pick and CEO Gasstrom presented service awards to the following employees and directors:

Director Stephen Oles	30 years
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Attorney Jeffrey Clark announced the results of the director and charitable donation voting. Final election results as follows:

<u>Central Region:</u>	<u>Preliminary Result</u>	<u>Official Result</u>
Edward Furgol	169	170
No Vote	6	13
<u>Charitable Organization Donation:</u>		
Alcohol & Drug Abuse Council of Delaware County	84	85
Lake Delaware Boys Camp	55	56
Greater Delhi Area Foundation	42	42

Attorney Jeffrey Clark announced that the official results will be verified the following week at the DCEC office and will be posted online on DCEC's website once available.

There being no further business to come before the Membership, the President Pick adjourned the 78th Annual Meeting at 7:21 p.m.

Respectfully Submitted,

Laurie Wehmeyer
Secretary



COO Update

Assets and Facilities:

- Headquarters: Payroll / HR Manager office renovations completed.
- Special Projects: Key account needs and review in process.
- Fleet Concerns: Truck 76 had long lead time on steering components, Truck 78 leaking oil pan and Truck 71 had oil pump failure. Truck 76 and 71 repaired.
- IT: Working on PC for Payroll / HR Manager as well as building IT replacement plan.
- Comms/ Metering: Cat Hollow conversion ongoing. Awaiting quotes on metering and propagation study. Working on testing / Demo of cellular based metering.

Respectfully submitted Ryan Sullivan 9/19/2023