

EMPIRE ELECTRIC ASSOCIATION, INC.
MINUTES OF THE EMERGENCY SPECIAL MEETING
OF THE BOARD OF DIRECTORS
March 19, 2020

An emergency special meeting of the board of directors of Empire Electric Association, Inc. was held Thursday, March 19, 2020 via teleconference with the following directors present on the call: David Sitton, Bill Bauer, Jerry Fetterman, Bill Mollenkopf, Bob Barry and Kent Lindsay. Others present: General Manager Josh Dellinger, Attorney Shay Denning, Finance Manager Ginny Johnson, Business Services Manager Chris Snyder, Member Engagement Manager Andy Carter, System Engineer Clint Rapier and Executive Secretary / HR Representative Shawna McLaughlin. Absent was President John Porter.

Others that called in were member Marianne Mate.

Vice President Sitton called the meeting to order at 4:06 p.m.

Action Item: Consider postponing and setting a new date for the Annual Meeting and Election: Dellinger explained that the election process is scheduled to start tomorrow on March 20, 2020, which is 90 days prior to the scheduled annual meeting. It was brought up that having candidates going out to collect signatures for their petition and campaigning during the Coronavirus pandemic wouldn't follow the social distancing guidelines being encouraged by governing authorities. Therefore, Dellinger recommended postponing the annual meeting and the election. More discussion was had on whether a date should be set now or at April's board meeting. Lindsay stated that if we set a date, we will have to note that it is tentative because there are so many unknowns about the Coronavirus situation at the moment. Denning stated that she and Dellinger reviewed the bylaws and the statutes. There are certain things regarding the annual meeting and the election that we must notice. We have already done that for the June meeting, and the notices would be valid if we postponed the annual meeting due to the Coronavirus pandemic. She stated that if we wait until April to set a date, we can do that without violating any requirements. Dellinger stated that the limiting factor is that whatever date is set has to be at least 90 days in the future to allow the necessary time for the election process. Marianne Mate stated that the existing board members will have terms that expire in June and asked if that is any issue. Denning explained that board members terms do not expire on a certain date but instead run from annual meeting to annual meeting, so we are OK in this regard. Mollenkopf moved to temporarily postpone the upcoming election and annual meeting until holding each becomes practical. Seconded by Bauer. Motion carried.

Sitton stated that we need to start having a discussion regarding the businesses that have been forced to shut down and then the impact on EEA due to the businesses not being able to pay their electric bills due to the Coronavirus. We need to start thinking about this and come up with a plan. Mollenkopf suggested that Dellinger check with other coops throughout the country to see what they are doing in this scenario and come up with some suggestions. Denning stated that one of thoughts that she has heard is opening up unclaimed capital credits to help pay bills based on some sort of application. Board would like to have an agenda item to plan for this. Dellinger explained that staff have already been discussing this internally and will email the board a summary of what has been discussed.

Bauer also stated that we need to let the public know that we have postponed the election and the annual meeting. Snyder stated that we will get it in the Colorado Country Life and on our website.

Barry asked Rapier about the Wild Land Fire Protection Plan. Rapier explained that Utah put a June 1, 2020 deadline on each co-op to have their plan approved by the board. This has created a challenge because of the

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short timeframe. To meet the deadline, the plan must be approved in May. Rapier's goal will be to have a draft ready by April's meeting for review. He explained what they are expecting in this plan and how he plans on getting this done. Lindsay suggested that Rapier look to see if Utah can push this date because of the Nation, State and County being under a state of emergency. Barry stated that he believes the timeframe probably isn't negotiable, but they may adjust the 3-year window. Rapier stated that we need to be cautious about what we put in the plan because we are going to have to live by this plan. Rapier asked if we need a special meeting to get this in place if the board would be willing to do that. Sitton stated that we could do a special meeting if needed. We will plan to present the WFPP to the board at May's regular meeting and then call a special meeting later in May to adopt if necessary.

Lindsay asked how we are going to do next month's meeting. Dellinger stated that we are investigating web conference and we are actively working on coming up with a plan that will be as functional as possible. Sitton asked if we would have to do a special notice. Dellinger stated that he doesn't think we have to do anything different in the notice other than explain how members can join the meeting. We do have a provision in our bylaws that allows telephonic meetings. Denning agreed with Dellinger and reiterated that we still have to allow members to attend.

Fetterman stated that we need to look at different ways to have our elections. Dellinger stated that our bylaws require the candidate to gather 15 signatures, so the candidates will have to do that unless there is a bylaw change. Fetterman asked about electronic signatures. Denning stated that she would like to talk to Dellinger about this. One of the issues is that we must certify that the signatures are authentic. She stated that if we push the election date, we are then pushing it back to the safe period. Denning stated that she feels that we are doing the right thing by pushing the election back until it is safe for the candidates to obtain these signatures. Mate stated that the candidates could also get the signatures safely by having members come to them. Sitton asked Dellinger to look at other options with Denning to see what we could do at a future date.

Adjournment: Meeting adjourned at 4:55 p.m.

/s/ David Sitton
David Sitton, Vice President

/s/ Jerry Fetterman
Jerry Fetterman, Secretary/Treasurer