CORDOVA ELECTRIC COOPERATIVE
REGULAR BOARD MEETING
APRIL 22, 2026
MINUTES

1. CALL TO ORDER

Director ***Joe Cook*** called the Regular Meeting of the Board of Directors of Cordova Electric Cooperative to order at 6:00 PM on April 22, 2026.

2. ROLL CALL

Present for roll call were Chair ***Stephen Phillips*** and Directors ***Joe Cook***, ***Steve Ranney, Natasha Casciano***, and ***Lynnette (Lohse) Wright. Rob Campbell*** and ***Andrew Smallwood*** were absent. A quorum was present. Also present was Chief Executive Officer, ***Clay Koplin***, Chief Financial Officer, ***Emma Merritt***, Manager of Generation, ***Russell Goss***, Technology Manager, ***Trever Kudrna***, and Executive Assistant, ***Leif Stavig***.

3. MEMBERSHIP PARTICIPATION

4. APPROVAL OF AGENDA

M/***Cook*** S/***Casciano*** to approve the agenda. Voice Vote: ***Cook***-yes, ***Ranney***-yes, ***Phillips***-yes, ***Campbell***-absent, ***Smallwood***- absent, ***Casciano***-yes, ***Wright***-yes. Motion passed.

5. CONSENT AGENDA

a. **Minutes of March 2, 2026 Regular Meeting**
b. **Minutes of March 23, 2026 Public Hearing**
c. **Minutes of March 23, 2026 Regular Meeting**

M/***Cook*** S/***Wright*** to approve the agenda. Voice Vote: ***Cook***-yes, ***Ranney***-yes, ***Phillips***-yes, ***Campbell***-absent, ***Smallwood***- absent, ***Casciano***-yes, ***Wright***-yes. Motion passed.

6. DISCLOSURES OF CONFLICTS OF INTEREST AND EX PARTE COMMUNICATIONS

7. MANAGEMENT REPORTS

a. CEO Report

Koplin delivered the CEO Report.

Campbell arrived at 6:15 PM.

b. Financial Reports

Merritt reviewed the financial reports.

8. NEW BUSINESS

a. Appoint Bylaw Committee

M/***Cook*** S/***Casciano*** to appoint Smallwood, Campbell, and Wright to the Bylaw Committee. Roll Call Vote: ***Cook***-yes, ***Ranney***-yes, ***Phillips***-yes, ***Campbell***- yes, ***Smallwood***- absent, ***Casciano***-yes, ***Wright***-yes. Motion passed.

b. Appoint Board of Adjustments

M/***Cook*** S/***Casciano*** to appoint Ranney, Cook, Casciano to the Board of Adjustment. Roll Call Vote: ***Ranney***-yes, ***Phillips***-yes, ***Campbell***- yes, ***Smallwood***- absent, ***Casciano***-yes, ***Wright***-yes, ***Cook***-yes. Motion passed.

c. Strategic Focus

Koplin and the board discussed strategic focus of CEC.

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

The board went through the self-evaluation checklist.

e. Conflict of Interest Forms

The board said they would complete the forms.

f. Scholarship/Unclaimed Capital Credits Discussion

Staff and the board discussed unclaimed capital credits.

g. T11 Draw

M/***Wright*** S/***Cook*** to approve the T11 draw down of $3 million. Roll Call Vote: ***Phillips***-yes, ***Campbell***-yes, ***Smallwood***- absent, ***Casciano***-yes, ***Wright***-yes, ***Cook***-yes, ***Ranney***-yes. Motion passed.

9. UNFINISHED BUSINESS

10. INFORMATION ITEMS

- **a. Annual Review of Polices 101, 103, 127**
- **b. Rural Utilities Service Deobligation Letter**
- **c. Capital Credits Thank You**
- **d. Board Directors, Officers, and Committees**
- **e. Board Attendance at Regular Meetings**

11. OTHER ITEMS

- **a. Scholarship Committee to Review 2027 Application (From Pending Agenda)**
- **b. Policy Review**
  - **Policy 201 – Organization Policy**
  - **Policy 203 – Internal Control**

12. EXECUTIVE SESSION

Moved to after Board Comments

13. PENDING AGENDA

- **a. Pending Events Calendar**

14. SUMMARY OF BOARD DIRECTION TO CEO

- More info on Copper Valley capital credits

15. BOARD COMMENTS

Casciano thanked the staff.

Ranney thanked the Generation Department for their work, and ***Cook*** for keeping the board in the loop.

Phillips thanked staff.

EXECUTIVE SESSION

a. Strategic Focus (Reason #1 – Financial)

M/***Cook*** S/***Casciano*** to go into executive session to discuss strategic focus, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative. With no objection, the board went into executive session at 7:26 PM and exited at 7:55 PM. No action was taken in executive session.

b. CEO Evaluation (Reason #3 – Personnel Matters)

M/***Wright*** S/***Cook*** to go into executive session to discuss a personnel matter involving the CEO evaluation. With no objection, the board went into executive session at 7:55 PM and exited at 8:15 PM. No action was taken in executive session.

16. ADJOURNMENT

With no objection, meeting was adjourned at 8:15 PM.

7.22.26 — Date Approved

Natasha Casciano — Secretary/Treasurer