

MINUTES OF MEETING OF BOARD OF DIRECTORS OF TRINITY VALLEY ELECTRIC COOPERATIVE, INC.

Recitation of Authority

1. A regular meeting of the Board of Directors of Trinity Valley Electric Cooperative, Inc. was held at its corporate offices situated at 1800 Highway 243 East in Kaufman, Texas, on February 27, 2024, at 1:00 p.m., pursuant to the call of the Chairman.

Notice

2. Notice of the meeting was duly and timely given to each Director.

Quorum

3. The Directors present at the meeting were Howard Tillison, Carolyn Minor, Jo Ann Hanstrom, Paul Weatherford, Jeff Priest, Ed Reeve, and Jack Endres. Those present constituted a quorum of the board.

Chairperson

4. Howard Tillison, as Chairman, acted as Chairperson of the meeting and Jo Ann Hanstrom acted as Secretary of the meeting.

Invocation

5. Jeff Lane delivered the invocation.

Minutes

6. The minutes of the Board of Directors meeting held on January 23, 2023, were presented to those present and approved upon proper motion by Ed Reeve, second by Jeff Priest, and a vote of the board.

Presentations, Oral Reports, and Introductions

7. (a) Safety Report – Chad Marshall
(b) Control Issue – Trip Saver - Shayde Harrison
(c) Monthly Financials – Bobby White
(d) General Manager/CEO Report – Jeff Lane

Executive Session

8. Upon proper motion by Jo Ann Hanstrom, second by Jack Endres, the board voted to enter into execution session at 1:37 p.m. to consider and discuss legal matters and related activities. The board requested the following persons to participate in the execution session: Jeff Lane, Tony Watson, Bobby White, Donna Hindman-Weaver, Shavonne McLarty, and Legal Counsel, Carl Galant. The following directors participated in the executive session: Howard Tillison, Carolyn Minor, Jo Ann Hanstrom, Paul Weatherford, Ed Reeve, Jeff Priest, and Jack Endres. The executive session adjourned at 3:18 p.m.

Open Session

9. Upon proper motion by Jack Endres, second by Paul Weatherford, the board voted to return to open session at 3:18 p.m.

Board Action Items

10. (a) Safety Report – Upon proper motion by Ed Reeve, second by Jeff Priest, the board voted to approve the safety report for January 2024.

(b) Board Resolution Honoring Judy Brown – Upon proper motion by Carolyn Minor, second by Jo Ann Hanstrom, the board voted to approve the Resolution of Appreciation honoring Judy Brown's retirement.

(c) Bylaws Review and Revision – Upon proper motion by Paul Weatherford, second by Ed Reeve, the board voted to approve Resolution #2024-2 implementing revisions to the Bylaws.

(d) Policy Review and Revision – Upon proper motion by Jack Endres, second by Jeff Priest, the board voted to approve revisions to the following policy:

- Director Policy 202 – Retirement of Patronage Capital Credits

(e) Policy Review and Revisions – Upon proper motion by Ed Reeve, second by Paul Weatherford, the board voted to approve revisions to the following policies:

- Director Policy 101 - Formulation and Approval
- Director Policy 102 – Functions of the Board of Directors
- Director Policy 105 – Committees of the Board of Directors
- Director Policy 106 – Statement of Functions of Executive Committee
- Director Policy 107 – Appointment of Directors

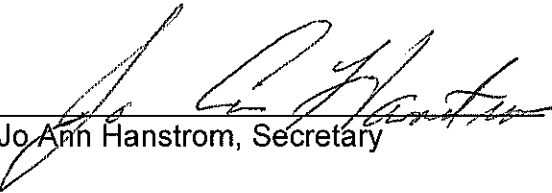
Next Board Meeting and Related Items

11. The next board meeting is scheduled for March 26, 2024, in Athens, Texas.

Adjournment

12. Upon proper motion by Jack Endres, second by Carolyn Minor, the board voted to adjourn the meeting at 3:45 p.m.

Dated: February 27, 2024



Jo Ann Hanstrom, Secretary