

# **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 the corporate offices situated at 1800 Highway 243 East in Kaufman, Texas, on February 25, 2025, at 1:01 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, 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 Ed Reeve 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 28, 2025, were presented to those present and approved upon proper motion by Ed Reeve, second by Jack Endres, and a vote of the board.

## **Presentations, Oral Reports, and Introductions**

7. (a) Safety Report – Trevis Croft  
(b) Control Issue – Line Recording Review – Tim Craig  
(c) Monthly Financials – Bobby White  
(d) General Manager/CEO Report – Jeff Lane

## **Executive Session**

8. Upon proper motion by Jack Endres, second by Ed Reeve, the board voted to enter into executive session at 1:37 p.m. to consider and discuss legal matters and related confidential 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, Paul Weatherford, Ed Reeve, Jeff Priest, and Jack Endres. The executive session adjourned at 2:13 p.m.

### **Open Session**

9. Upon proper motion by Jack Endres, second by Ed Reeve, the board voted to return to open session at 2:13 p.m.

### **Board Action Items**

10. (a) Safety Report – Upon proper motion by Paul Weatherford, second by Jeff Priest, the board voted to approve the safety report for January 2025.

(b) Board Resolution Honoring Jo Ann Hanstrom – Upon proper motion by Carolyn Minor, second by Ed Reeve, the board voted to approve the Resolution of Appreciation honoring Jo Ann Hanstrom.

(c) Talty Substation Property Sale – Upon proper motion by Jack Endres, second by Ed Reeve, the board voted to authorize the General Manager/CEO to execute the documentation necessary to effectuate the sale of 4.9280 acres of land at the Talty Substation site to Rayburn Country Electric Cooperative, Inc. and to maintain access at the site for TVEC's continued use of its existing and future substation facilities.

(d) Tanzanite Subscription Agreement – Upon proper motion by Ed Reeve, second by Jeff Priest, the board voted to approve Board Resolution #2025-1 authorizing the General Manager/CEO to execute a Subscription Agreement with Rayburn to purchase wholesale power for the purpose of serving auxiliary power for the Tanzanite Project.

(e) Board Secretary Election – As a result of a vacancy in the position, upon proper motion by Paul Weatherford, second by Jack Endres, the board voted to elect Ed Reeve as Secretary of the Board of Directors for the unexpired portion of the 2024-2025 term of such office.

(f) Scholarships – Upon proper motion by Carolyn Minor, second by Ed Reeve, the board voted to approve a minimum of \$500 and a maximum of \$1,000 per individual scholarship, including a maximum allocation of \$2,000 per public school; \$5,000 total for private, virtual public, and home school scholarships; and \$500 per employee student scholarships.

(g) Board District Boundary Review – This action item was not taken up by the Board of Directors at this time.

(h) PURPA – Upon proper motion by Paul Weatherford, second by Jeff Priest, the board voted to approve Board Resolution #2025-2 adopting Standard 20: Demand-Response Practices and not adopting Standard 21: Electric Vehicle Charging Programs.

(i) 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 108 – General Manager/CEO Search and Selection
- Director Policy 112 – Services of Consultants
- Director Policy 114 – Attendance by Member at Meetings of the Board of Directors
- Director Policy 115 – Offers to Acquire All or Substantially All of the Cooperative's Assets
- Director Policy 125 – Board of Directors Internal Control Systems Policy
- Director Policy 126 – Board of Directors Business Recovery Planning Policy
- Director Policy 132 – Director Education and Training

Director Policy 120 – Board of Directors Financial Literacy was rescinded.

### **Next Board Meeting and Related Items**

11. The next board meeting is scheduled for March 25, 2025, in Athens, Texas.

### **Adjournment**

12. Upon proper motion by Jack Endres, second by Jeff Priest, the board voted to adjourn the meeting at 2:47 p.m.

Dated: February 25, 2025

  
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Ed Reeve, Secretary