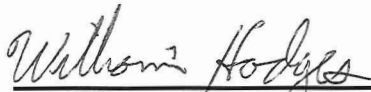


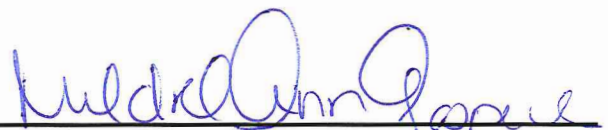
A SPECIAL MEETING OF THE ONTONAGON COUNTY R.E.A.  
BOARD OF DIRECTORS WAS HELD AT 500 J. K. Paul Street  
Ontonagon, MI 49953

Minutes

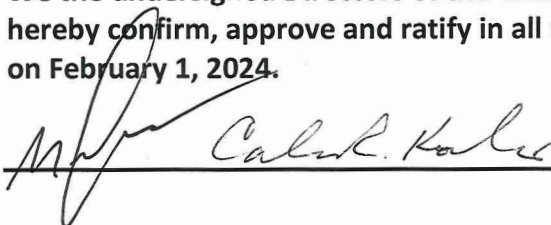
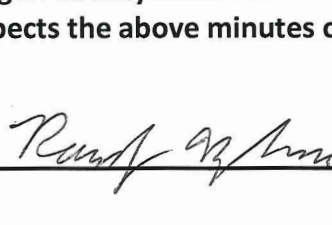
February 1, 2024, 10:30 A.M.

1. William Hodges, President, called the special meeting of the Board of Directors to order at 10:38.
  2. Roll Call – Hodges, Koski, Myhren, Gasperich, Urbis, and Gaunt, Others Present: Manager Soumis, and Attorney Greeley.
  3. Member comment session None
  4. **M/S Gasperich/Myhren** to amend the agenda order. The first item will be to discuss board members rights and obligation, old five, second, discuss management issues, old number three, third board policies concerning CEO Authorities, old one, fourth board action of previous ad hoc committee, old two, and five, to discuss another ad-hoc committee, old four. Items will be discussed in this order, not all items may be discussed. approve the agenda with the above stated order, all in favor, motion passed.
  5. To discuss board members' rights and obligations with respect to: (a) actions taken by board members without board authority; (b) conflicts of interest concerning current management and directors; and (c) attorney-client privilege and fiduciary duties. The Attorney provided the outline in respect to the personnel issue. He explained a litigation hold is where each board member is required to retain any documents with communications related to the personnel issue for any party involved. Time was provided for specific questions and answers.
  6. A Board member then recused themselves left the meeting.
  7. Discussed management concerns regarding the personnel issue.
  8. To discuss board policies concerning CEO authorities. Not covered.
  9. To discuss previous Board action and previous ad hoc committee conclusions, not covered.
  10. To the extent necessary, to discuss and vote on establishing an ad hoc committee to review above mentioned issues, to appoint members to the ad hoc committee, and set the parameters under which the ad hoc committee can operate. Not necessary.
- Items 8, 9, and 10 were not discussed either due to time constraints or topic was no longer relevant.
11. Next regular Meeting Date: February 16, 2024
  12. Adjournment by Myhren at 1:10 PM Sine Die

  
William Hodges, President

  
Mildred Ann Gasperich, Secretary

We the undersigned Directors of the Ontonagon County Rural Electrification Association do hereby confirm, approve and ratify in all respects the above minutes of the Special Meeting held on February 1, 2024.

 Calvin Koski  Randy Myhren

Being, all of the Directors of the Ontonagon County Rural Electrification Association