

Resolution No. 01-2020

**A RESOLUTION OF THE BOARD OF DIRECTORS OF EL PASO WATER COMPANY, INC. REGARDING COMPANY OPERATIONS IN RESPONSE TO THE COVID-19 PANDEMIC AUTHORIZING REMOTE PARTICIPATION IN COMPANY MEETINGS; AUTHORIZING CANCELATION OF COMPANY MEETINGS; TEMPORARILY EXPANDING AUTHORITY OF THE PRESIDENT AND VICE PRESIDENT TO ACT ON BEHALF OF THE COMPANY; AND RATIFYING PREVIOUS COVID-19 EMERGENCY DECISIONS.**

**WHEREAS**, COVID-19, a respiratory disease that spreads easily from person to person and may result in serious illness or death has been confirmed in Kansas; and

**WHEREAS**, a State of Disaster Emergency was proclaimed by Governor Laura Kelly for the State of Kansas on March 12, 2020; and

**WHEREAS**, on March 13, 2020, the President of the United States declared COVID-19 a national emergency; and

**WHEREAS**, on March 16, 2020, the Chairman of the Board of County Commissioners of Sedgwick County, Kansas, declared a state of local disaster emergency in Sedgwick County, Kansas; and

**WHEREAS**, the health, safety, and welfare of persons within the City of Derby and continuation of Company operations are of critical importance and are endangered by the threat and spread of COVID-19; and

**WHEREAS**, the Board of Directors, in response to COVID-19, desires to protect the public health, safety, and welfare by making temporary changes to Company procedures and by temporarily expanding the authority of the President and Vice President to act on behalf of the Company.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF DERBY:**

**Section 1. Authorization for Remote Participation in Public Meetings.**

A. Directors and Officers of the Company, as well as others necessary to perform Company business, are expressly authorized to remotely attend and participate in Company meetings. A remote participant will provide reasonable notice of their intent to participate remotely to the President or Secretary of the Company to allow time for necessary preparation. A remote participant must be capable of fully participating in the meeting and must be able to communicate with all other members of the body and others at the meeting.

B. Remote participants act as full participants in Company meetings, shall be considered present and in attendance, and may cast votes. When roll is called, the remote

participant will be noted as “participating remotely” and the minutes will reflect if and when remote participants leave the meeting. In the event of technical difficulties lasting longer than 3 minutes, the meeting Chair may suspend discussion until the remote participant is again present. If the delay lasts longer than three minutes or interferes with the meeting, the meeting Chair may excuse the remote participant and continue the meeting.

C. Remote participation in Company meetings does not excuse or amend the duties of members under the Kansas Open Meetings Act.

**Section 3. Cancellation of Public Meetings.** The President or Vice President may cancel Company meetings when deemed necessary.

**Section 4. Grant of Authority to President.**

A. The President and Vice President are hereby temporarily vested with authority to make all decisions with regard to Company operations without the need to obtain Board authority for said actions. This grant of temporary authority includes the authority to close Company facilities or suspend Company operations; the authority to temporarily amend, extend, or suspend policies and procedures, including purchasing and billing policies, of the Company in response to the emergency; the authority to make decisions and purchases exceeding any previously established purchasing authority granted by the Board; and the authority to make other decisions deemed necessary by the President or Vice President to continue Company operations, secure the well-being and safety of Company property, and secure the public health, safety, and welfare in response to COVID-19.

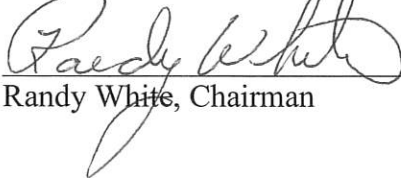
B. The President and Vice President shall keep the Board informed of actions taken pursuant to this grant of authority by reporting the emergency actions taken to the Board at its next available meeting.

**Section 5. Ratification of Emergency Decisions of President.** The Board of Directors hereby ratifies the emergency decisions made by the President and Vice President in response to COVID-19 prior to the date of this Resolution.

**Section 6. Effective date.** This resolution shall take effect and be in force immediately upon its adoption and shall remain in effect until future action by the Board of Directors of El Paso Water Company, Inc.

**PASSED** by the Board of Directors of El Paso Water Company, Inc. this 24th day of March 2020 and **SIGNED** by the Chairman.

**EL PASO WATER COMPANY, INC.**

  
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Randy White, Chairman

Attest:

  
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Hillary Lawrence, Secretary