

Cooperative Light & Power
Two Harbors, Minnesota

Regular Meeting of the Board of Directors

1.

A regular meeting of the Cooperative Light & Power Association of Lake County (CLP) Board of Directors was held at the Office of the Association at Fifteen Fifty-Four Highway Two, on November 27, 2024, with the participation of Directors Roger Peterson, Steve Josephson, Kyle Weideman and Jessica Willemarck. Scott Veitenheimer attended by means of video conference.

All directors were present at the time the meeting was called to order at 9:03 a.m. Also present for the meeting were CEO Joel Janorschke, Member Services/HR Manager Carey Hogenson, Operations Manager Brian Bentler, Energy Services Manager, Ken Jones and Finance Manager Shannon Haveri taking minutes. Attending by means of video conference was CLP Attorney Chad Felstul. One member owner was also present.

Present

2.

A motion was made by Willemarck and seconded by Josephson to approve the modified agenda. Motion passed.

Agenda

3.

A motion was made by Weideman and seconded by Peterson to approve the October 23, 2024, Board Minutes. Motion passed.

Minutes

4.

The consent agenda consisting of the following was reviewed. A motion was made by Weideman and seconded by Willemarck to accept the Consent Agenda. Motion passed.

Consent
Agenda

- Monthly Payments – Check Register
- Correspondence

Secretary

<p style="text-align: center;">5.</p> <p>Member Geoff Tolley addressed the Board by saying that he has submitted his bylaw comments/opinions, and he would be available during the Bylaw discussion.</p>	<p>Member-Owner Comments</p>
<p style="text-align: center;">6.</p> <p>A short NRECA Governance Talk Video titled “Demystifying Parliamentary Procedure” was played.</p>	<p>Board Education Video</p>
<p style="text-align: center;">7.</p> <p>The Operating Margin for the month of September was a positive \$39,949 as compared to a budgeted figure of a negative \$53,794 for a positive variance of \$93,743. Non-Operating Margins-Interest for the month of September was positive \$3,529 as compared to a budgeted figure of positive \$5,312 for a negative variance of \$1,783. Non-Operating Margins-Other for the month of September was a negative \$304 as compared to a budgeted figure of a positive \$2,914 for a negative variance of \$3,218. Other Capital Credits & Patronage Other for the month of September was a positive \$3,227 as compared to a budgeted figure of a positive \$5,000, for a negative variance of \$1,773. This resulted in a total margin for the month of September of a positive \$46,402 as compared to a budgeted figure of a negative \$40,568 for a positive variance of \$86,970.</p>	<p>September Financials</p>
<p style="text-align: center;">8.</p> <p>A motion was made by Peterson and seconded by Willemarck to approve the September Financials. Motion passed.</p>	<p>Financial Approval</p>
<p style="text-align: center;">9.</p> <p>Member Services/HR Manager Hogenson went over her report with the Board.</p> <ul style="list-style-type: none"> ○ Salvation Army bell ringing ○ Holiday Party ○ Holiday Open House December 13 ○ Youth Tour – Board would like to send one again in 2025 	<p>Managers Reports</p> <hr style="width: 100%; margin-top: 20px;"/> <p style="text-align: right;">Secretary</p>

Energy Services Manager Jones went over his report with the Board.

- Push for solar - 12 new solar arrays commissioned
- 8 new heat installations (yearly total)
- 116.2 KW Dual Fuel heat (yearly total)
- 1 new Off-Peak EV charger installation
- 2 Freedom heat members switched to Dual Fuel
- \$2,568 in October rebates, which is 23,245 in estimated kwh savings
- Community solar produced 1,653 KWH
- Load Control meeting with Eaton

Operations Manager Bentler went over his report with the Board.

- Trying to finish underground projects before freeze
- GRE Switching training (annual requirement)
- Tree requests – emergency trees only
- Spraying done for year
- Lots of wind, outages in November

10.

CEO Janorschke provided the following reports to the Board: Minnesota Rural Electric Association (MREA) and National Rural Electric Cooperative Association (NRECA) which covered:

- MREA 2025 legislative issues
- MREA Annual Meeting
- NRECA 2024 election recap

Grant Updates

- MN Department of Commerce: MN Electric Grid Resilience Grants Program
- MN Department of Commerce: Strengthening the Reliability of Minnesota’s Electrical Grip
- NRECA: Trusted Industrial Control Cybersecurity Community – Threat Analysis Center (TICCC-TAC)
- NRECA: Strategic Program for Advancing Rural Knowledge (SPARK)
- NRECA: Wildfire Assessment & Resilience for Networks (WARN)

Other Matters of Interest

- Attended Cooperative Network annual meeting
- Meeting regarding WARN Project
- Meeting regarding USDA grants/loans

CEO Report

Secretary

<ul style="list-style-type: none"> ○ Closed on Big Rock Road property November 22 ○ Various other meetings ○ Responded to members ○ Continued updating policies and working on Budget with Staff <p style="text-align: center;">11.</p>	
<p>Peterson, Weideman, Willemarck & Josephson reported on the NRECA Credentialed Cooperative Director (CCD) classes they attended on November 20-22:</p> <ul style="list-style-type: none"> ○ 2600 Director Duties & Liabilities ○ 2610 Understanding the Electric Business ○ 2620 Financial Decision Making <p style="text-align: center;">12.</p>	<p>Meeting Reports: NRECA CCD classes</p>
<p>President Veitenheimer reported on the GRE meeting attended on November 6-7:</p> <ul style="list-style-type: none"> ○ Compensation Committee ○ Board Education Session ○ Board Executive Session ○ Board Meeting ○ Committee Meetings <ul style="list-style-type: none"> ○ Corporate Services Committee ○ GRE Reports, Board Action, & Executive Session <p style="text-align: center;">13.</p>	<p>GRE Meeting</p>
<p>CEO Janorschke reported on the MMG he attended on November 19:</p> <ul style="list-style-type: none"> ○ CEO Report ○ October Financials (Margins, PCA, and Demand & Energy sales) ○ GRE Services – Load Management ○ Executive Session <p style="text-align: center;">14.</p>	<p>MMG Meeting</p>
<p>A motion was made by Weideman and seconded by Willemarck to approve a donation of \$1000 for Rock Solid Robotics, which is the same as last year. Motion passed.</p>	<p>Rock Solid Robotics Donation</p> <hr style="width: 100%;"/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">15.</p> <p>A motion was made by Weideman and seconded by Peterson to approve CLP Resolution Capital Credit Retirement of Early Estates. Motion passed with roll call vote, all in favor.</p>	<p>Board Action – CLP Resolution: Early Estates</p>
<p style="text-align: center;">16.</p> <p>A motion was made by Peterson and seconded by Willemarck to approve CLP Resolution Capital Credit Refund. Motion passed with roll call vote, all in favor.</p>	<p>Board Action – CLP Resolution: CC Retirement</p>
<p style="text-align: center;">17.</p> <p>A motion was made by Willemarck and seconded by Josephson to approve, with changes, Board Policy II-17 Delinquent Accounts. Motion passed.</p>	<p>Board Policy II-17</p>
<p style="text-align: center;">18.</p> <p>A motion was made by Weideman and seconded by Peterson to approve new Board Policy II-23 Capital Credits. Motion passed.</p>	<p>Board Policy II-23</p>
<p style="text-align: center;">19.</p> <p>A motion was made by Weideman and seconded by Willemarck to approve, with changes, Board Policy IV-21 Financial Management, formerly known as Equity Management. Motion passed.</p>	<p>Board Policy IV-21</p>
<p style="text-align: center;">20.</p> <p>Board reviewed Federated Insurance – Subscriber’s Agreement. Attorney Felstul had no concerns, no approval required.</p>	<p>Federated Insurance – Subscriber’s Agreement</p>
<p style="text-align: center;">21.</p> <p>After some discussion, a motion was made by Peterson and seconded by Weideman to approve the 2025 Budget. Motion passed.</p>	<p>2025 Budget</p>
	<hr/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">22.</p> <p>Under New Business, the GRE Director Guest was discussed. The Board requested asking for a new date.</p>	<p>New Business – GRE Director Guest</p>
<p style="text-align: center;">23.</p> <p>Under Unfinished Business, the Articles of Incorporation and Bylaws were discussed. Board reviewed the timeline required to stay on target. They then went through all the comments provided by members, with Attorney Felstul responding. CEO Janorschke thanked members for their feedback. The updated revision will be made available for further feedback.</p>	<p>Unfinished Business – Bylaw Changes</p>
<p style="text-align: center;">24.</p> <p>At 1:29 p.m. a motion was made by Peterson and seconded by Weideman to enter into a Closed Meeting to discuss the land purchase, GRE rate increases, and staffing updates. At the conclusion of the discussions, a motion was made by Peterson and seconded by Weideman to exit the session at 2:12 p.m. Motion passed.</p>	<p>Closed Meeting</p>
<p style="text-align: center;">25.</p> <p>The Board announced the date for the next Board meeting. The next board meeting date is set for December 18, 2024, at 9:00 a.m.</p>	<p>Next Meeting</p>
<p style="text-align: center;">26.</p> <p>There being no further business to come before said meeting, adjournment was called for at 2:15 p.m. with a motion from Peterson and a second by Weideman. Motion carried.</p>	<p>Adjournment</p>
<p style="text-align: center;">_____ Jessica Willemarck, Secretary</p> <p>CORPORATE SEAL</p>	<p style="text-align: center;">_____ Secretary</p>