

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 October 23, 2024, with the participation of Directors Scott Veitenheimer, Roger Peterson, Steve Josephson, Kyle Weideman and Jessica Willemarck.

All directors were present at the time the meeting was called to order at 9:01 a.m. Also present for the meeting were CEO Joel Janorschke, Member Services/HR Manager Carey Hogenson, 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 Peterson and seconded by Willemarck to approve the modified agenda. Motion passed.

Agenda

3.

A motion was made by Weideman and seconded by Josephson to approve the September 25, 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 with the following question:</p> <ul style="list-style-type: none"> ○ Are there plans for a GRE speaker at this time? 	<p>Member-Owner Comments</p>
<p style="text-align: center;">6.</p> <p>A short NRECA Governance Talk Video titled “Key Board Traits – Trust, Respect, & Openness” was played.</p>	<p>Board Education Video</p>
<p style="text-align: center;">7.</p> <p>The Operating Margin for the month of August was a positive \$56,742 as compared to a budgeted figure of a positive \$27,062 for a positive variance of \$29,680. Non-Operating Margins-Interest for the month of August was positive \$3,979 as compared to a budgeted figure of positive \$5,314 for a negative variance of \$1,335. Non-Operating Margins-Other for the month of August was a negative \$924 as compared to a budgeted figure of a positive \$2,914 for a negative variance of \$3,838. Other Capital Credits & Patronage Other for the month of August was a positive \$32,875 as compared to a budgeted figure of a positive \$15,000, for a positive variance of \$17,875. This resulted in a total margin for the month of August of a positive \$92,672 as compared to a budgeted figure of a positive \$50,290 for a positive variance of \$42,382.</p>	<p>July Financials</p>
<p style="text-align: center;">8.</p> <p>A motion was made by Peterson and seconded by Willemarck to approve the August 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"> ○ Pancake Breakfast had a smaller turnout, though Food Shelf donations remained constant ○ Pie Day had a good turnout ○ Calendars – should get in November ○ Toy Drive kicks off November 11 ○ Holiday Open House December 13 ○ Hogenson attended a MREA retirement seminar 	<p>Managers Reports</p> <hr/> <p style="text-align: right;">Secretary</p>

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

- 9 new solar arrays commissioned
- 6 new heat installations
- 1 new Off-Peak EV charger installation
- Rebates up, especially for mini-splits
- Community solar produced 2454 KWH
- EV chargers at the parks inspected
- Meetings: Safety Training, GRE Member Services, Budget, Load Control
- Discussion of Time of Use, shortage of meters

Operations Manager Bentler was not in attendance, so the Board went over his written report.

- The 2 linemen are back from South Carolina
- Busy schedule until freeze
- Bad arrestor was found at the Waldo sub through infrared testing
- ROW – still waiting on a forester

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
- NRECA wildfire risk mitigation

Grant Updates

- GRIP updates – Topic 1, Round 2 - denied
- Trying for other grants
- WARN Project

Other Matters of Interest

- Attended Nuclear Energy Forum meeting
- Meeting regarding WARN Project
- Meeting with CoBank
- Attended 2025 Safety Program Planning meeting
- Various other meetings
- Responded to members
- Continued updating policies with Staff

CEO Report

Secretary

<p style="text-align: center;">11.</p> <p>President Veitenheimer reported on the GRE meeting attended on October 2-3:</p> <ul style="list-style-type: none"> ○ Compensation Committee met to review compensation & the evaluation process ○ Entire GRE Board reviewed the Preliminary 2025 Budget ○ Executive Session regarding wind projects ○ Committee Meetings <ul style="list-style-type: none"> ○ Corporate Services Committee ○ Reported back to GRE – Chair, CEO, & each Committee ○ Executive Session regarding PPA Resolutions 	<p>GRE Meeting</p>
<p style="text-align: center;">12.</p> <p>CEO Janorschke reported on the MMG he attended on October 15:</p> <ul style="list-style-type: none"> ○ CEO Report ○ Financials and 2025 Budget ○ MMG Highlights ○ PCAs, MISO, and Peakers 	<p>MMG Meeting</p>
<p style="text-align: center;">13.</p> <p>A motion was made by Weideman and seconded by Josephson to approve the 2024 write-off for bad debt. Motion passed.</p>	<p>2024 Bad Debt Write Off</p>
<p style="text-align: center;">14.</p> <p>A motion was made by Weideman and seconded by Willemarck to approve, with changes, Board Policy I-22 Acceptable Use of Communication Systems, Information Systems, and Information. Motion passed.</p>	<p>Board Policy I-22</p>
<p style="text-align: center;">15.</p> <p>A motion was made by Peterson and seconded by Josephson to approve, with changes, Board Policy II-14 Communication. Motion passed.</p>	<p>Board Policy II-14</p>
	<hr style="width: 100%;"/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">16.</p> <p>A motion was made by Willemarck and seconded by Weideman to approve, with changes, Board Policy II-15 Energy Conservation. Motion passed.</p>	<p>Board Policy II-15</p>
<p style="text-align: center;">17.</p> <p>A motion was made by Josephson and seconded by Peterson to approve, with changes, Board Policy IV-8 Operating Budget Motion passed.</p>	<p>Board Policy IV-8</p>
<p style="text-align: center;">18.</p> <p>Under Unfinished Business, the Articles of Incorporation and Bylaws were discussed. These have been posted on the website, but there are no comments as of yet.</p>	<p>Unfinished Business – 2025 Bylaw Changes</p>
<p style="text-align: center;">19.</p> <p>Under New Business, the 2025 Budget was discussed. Topics include:</p> <ul style="list-style-type: none"> ○ Monthly PCA ○ Forester wages were included ○ NISC ○ SBS costs for Bylaw voting ○ TIERS and ratios 	<p>New Business – 2025 Budget</p>
<p style="text-align: center;">20.</p> <p>Under New Business, upcoming Board Meeting dates were discussed.</p>	<p>New Business – Upcoming Meeting Dates</p>
<p style="text-align: center;">21.</p> <p>At 11:43 p.m. a motion was made by Josephson and seconded by Willemarck to enter into a Closed Meeting to discuss GRE rates and contracts. At the conclusion of the discussion, a motion was made by Peterson and seconded by Weideman to exit the session at 1:28 p.m. Motion passed.</p>	<p>Closed Meeting</p> <hr style="width: 100%; margin-top: 20px;"/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">22.</p> <p>A motion was made by Peterson and seconded by Josephson to approve GRE Resolution #1: Approval of Next Era Energy Resources – Amended Terms for Three Waters Wind Energy Purchase.</p>	<p>Board Action – GRE Resolution #1</p>
<p style="text-align: center;">23.</p> <p>A motion was made by Josephson and seconded by Willemarck to approve GRE Resolution #2: Approval of APEX Clean Energy – Big Bend Wind Energy Purchase.</p>	<p>Board Action – GRE Resolution #2</p>
<p style="text-align: center;">24.</p> <p>The Board announced the date for the next Board meeting. The next board meeting date is set for November 27, 2024, at 9:00 a.m.</p>	<p>Next Meeting</p>
<p style="text-align: center;">25.</p> <p>There being no further business to come before said meeting, adjournment was called for at 1:33 p.m. with a motion from Weideman and a second by Willemarck. Motion carried.</p>	<p>Adjournment</p>
<p>CORPORATE SEAL</p>	<p style="text-align: center;">_____ Jessica Willemarck, Secretary</p> <p style="text-align: center;">_____ Secretary</p>