

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 September 25, 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 9:00 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 and one member owner.

Present

2.

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

Agenda

3.

A motion was made by Weideman and seconded by Josephson to approve the August 28, 2024, Board Minutes. Motion passed.

Minutes

4.

The consent agenda consisting of the following was reviewed. A motion was made by Peterson 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>Gordy Anderson and Keith Larson presented information on the Lake County Veterans Memorial Association. The group is looking to create a memorial next to the Edna G honoring local veterans. They are looking for donations and assistance getting the word out.</p>	<p>Visitors: Lake County Veterans Memorial</p>
<p style="text-align: center;">6.</p> <p>Member Geoff Tolley addressed the Board with the following topics:</p> <ul style="list-style-type: none"> ○ GRE New ERA award ○ GRE Discovery Wind Project replacement 	<p>Member-Owner Comments</p>
<p style="text-align: center;">7.</p> <p>A short NRECA Governance Talk Video titled “Maintaining Your Co-op’s Bylaws” was played.</p>	<p>Board Education Video</p>
<p style="text-align: center;">8.</p> <p>The Operating Margin for the month of July was a positive \$346,910 as compared to a budgeted figure of a positive \$291,816 for a positive variance of \$55,094. Non-Operating Margins-Interest for the month of July was positive \$4,135 as compared to a budgeted figure of positive \$5,316 for a negative variance of \$1,181. Non-Operating Margins-Other for the month of July was a positive \$816 as compared to a budgeted figure of a positive \$2,914 for a negative variance of \$2,098. Other Capital Credits & Patronage Other for the month of July was zero as compared to a budgeted figure of zero, for a neutral variance. This resulted in a total margin for the month of July of a positive \$351,861 as compared to a budgeted figure of a positive \$300,046 for a positive variance of \$51,815.</p>	<p>July Financials</p>
<p style="text-align: center;">9.</p> <p>A motion was made by Willemarck and seconded by Josephson to approve the July Financials. Motion passed.</p>	<p>Financial Approval</p> <hr style="width: 100%; margin-top: 20px;"/> <p style="text-align: right;">Secretary</p>

10.

Member Services/HR Manager Hogenson went over her report with the Board.

- Pancake Breakfast October 5
- National Co-op Month is October. Pie will be provided in the lobby October 18
- Annual Meeting – for 2025, move to a Saturday and combine with the Pancake Breakfast
- Harvest Fest –will do one more year

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

- 7 new solar arrays commissioned
- 5 new heat installations
- 1 new EV charger installation
- Community solar produced 2407 KWH
- Blake inspected the EV chargers at the parks
- Safety meetings, Commitment to Zero Phase 2 meeting, and RESAP planning
- Discussions on Load Control Rates

Operations Manager Bentler went over his report with the Board.

- Busy with revamps and overhead to underground, plus trying to finish up projects before it freezes
- Pole inspections started September 16, did robocall to affected members
- Sprayers started September 17

11.

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

- MREA Third Quarter Report
- NRECA wildfire risk mitigation

Grant Updates

- GRIP updates – Topic 1, Rounds 1 & 2
- Minnesota Department of Commerce
- NRECA Rural & Municipal Utility Advanced Cybersecurity Grant & Technical Assistance Program (RMUC)

Managers Reports

CEO Report

Secretary

<p>Other Matters of Interest</p> <ul style="list-style-type: none"> ○ Attended APEX meeting ○ Meeting regarding WARN Project ○ Meeting on EV Chargers ○ Meeting regarding C2Z Phase 2 ○ Attended Operation Round Up meeting ○ Various other meetings ○ Responded to members ○ Continued updating policies with Staff <p style="text-align: center;">12.</p>	
<p>President Veitenheimer reported on the GRE he attended on September 9:</p> <ul style="list-style-type: none"> ○ Board Education Session – PGM overview ○ New ERA funding ○ New ERA Communications ○ Committee meetings – Corporate Services Committee <p style="text-align: center;">13.</p>	<p>GRE Meeting</p>
<p>CEO Janorschke reported on the MMG he attended on September 16:</p> <ul style="list-style-type: none"> ○ CEO Report ○ 2025 Budget ○ MMG Highlights ○ PCA Detail <p style="text-align: center;">14.</p>	<p>MMG Meeting</p>
<p>The Board reviewed the updated Board Policy Introduction. A motion was made by Peterson and seconded by Weideman to approve the revised Board Policy Introduction. Motion passed.</p> <p style="text-align: center;">15.</p>	<p>Board Policy Introduction</p>
<p>The Board reviewed the Vision/Mission Statement, which had the old vision/mission statement replaced with the newest version. A motion was made by Willemarck and seconded by Josephson to approve the Vision/Mission Statement. Motion passed.</p>	<p>Vision/Mission Statement</p> <hr style="width: 10%; margin-left: auto; margin-right: 0;"/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">16.</p> <p>A motion was made by Peterson and seconded by Josephson to approve, with changes, Board Policy I-17 Firearms in the Workplace. Motion passed.</p>	<p>Board Policy I-17</p>
<p style="text-align: center;">17.</p> <p>The Board reviewed only Board Policy IV-21 Equity Management. This will be looked at again next month along with a Capital Credits Policy.</p>	<p>Board Policy IV-21 - review</p>
<p style="text-align: center;">18.</p> <p>Under Unfinished Business, the Board and the CEO discussed the creation of a Capital Credits Policy. This involved talks of retirement method and discount rate for early retirement.</p>	<p>Unfinished Business – Capital Credits</p>
<p style="text-align: center;">19.</p> <p>Under Unfinished Business, the Articles of Incorporation and Bylaws were discussed. Topics include:</p> <ul style="list-style-type: none"> ○ Capital Credits ○ Redistricting ○ Director term limits ○ Nominations process under mail-in voting 	<p>Unfinished Business – 2025 Bylaw Changes</p>
<p style="text-align: center;">20.</p> <p>There was no new business to discuss.</p>	<p>New Business</p>
<p style="text-align: center;">21.</p> <p>At 12:43 p.m. a motion was made by Weideman and seconded by Peterson to enter into a Closed Meeting to discuss confidential DSM and GRE information. At the conclusion of the discussion, a motion was made by Weideman and seconded by Peterson to exit the session at 2:27 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 Willemarck and seconded by Josephson to approve DSM Rates Option 2. After much thought and a lot of discussion, the motion passed.</p>	<p>DSM Rates</p>
<p style="text-align: center;">23.</p> <p>The Board announced the date for the next Board meeting. The next board meeting date is set for October 23, 2024, at 9:00 a.m.</p>	<p>Next Meeting</p>
<p style="text-align: center;">24.</p> <p>There being no further business to come before said meeting, adjournment was called for at 2:30 p.m. with a motion from Weideman and a second by Peterson. 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>