

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 August 28, 2024, with the participation of Directors Scott Veitenheimer, Roger Peterson, Steve Josephson, Kyle Weideman and Jessica (Larsen) 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 and one member owner.

2.

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

3.

A motion was made by Josephson and seconded by Willemarck to approve the July 24, 2024, Board Minutes. Motion passed.

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.

- Monthly Payments – Check Register
- Correspondence

Present

Agenda

Minutes

Consent
Agenda

Secretary

<p style="text-align: center;">5.</p> <p>There were no member comments for August.</p>	<p>Member-Owner Comments</p>
<p style="text-align: center;">6.</p> <p>Blake Prince, CLP's new Master Electrician was introduced.</p>	<p>New Master Electrician</p>
<p style="text-align: center;">7.</p> <p>The Operating Margin for the month of June was a negative \$19,426 as compared to a budgeted figure of a negative \$59,010 for a positive variance of \$39,584. Non-Operating Margins-Interest for the month of June was positive \$4,492 as compared to a budgeted figure of positive \$5,318 for a negative variance of \$826. Non-Operating Margins-Other for the month of June was a positive \$4,778 as compared to a budgeted figure of a positive \$2,914 for a positive variance of \$1,864. Other Capital Credits & Patronage Other for the month of June was zero as compared to a budgeted figure of zero, for a neutral variance. This resulted in a total margin for the month of June of a negative \$10,156 as compared to a budgeted figure of a negative \$50,778 for a positive variance of \$40,622.</p>	<p>June Financials</p>
<p style="text-align: center;">8.</p> <p>A motion was made by Peterson and seconded by Weideman to approve the June 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"> ○ Emergency Response Plan will be reviewed monthly ○ Pancake Breakfast October 5 – A motion was made by Willemarck and seconded by Weideman to match food shelf donations up to \$2,000. ○ Harvest Festival at Bayfront Park on September 7 ○ District Meetings – after some discussion, the Board decided to hold off on the district meetings for now ○ Director Josephson brought up the idea of pushing the annual meeting back a month to May. Discussion ensued, to bring up again at a later time. 	<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.

- 1 new solar array commissioned since his report, with 12 arrays being built
- 2 new heat services
- The community solar is producing similar to the past few months at 2900 KWH, though that should be dropping as the days shorten
- Training and paperwork for the new hire, Blake Prince
- Few meetings with Star regarding load control and rates, plus working on the safety book
- The EV chargers at Gooseberry and Tettegouche get inspected regularly. Tettegouche had a broken charger, so it was fixed with CLP and GRE splitting the costs.

Operations Manager Bentler was not in attendance at the meeting. The Board reviewed the written report.

- CEO Janorschke reported that our Davey Forester, Autumn Drotts, accepted another position, and we are out at least 2-3 months before Davey will have a new one hired and trained.
- Janorschke gave updates on some of the current happenings.

10.

CEO Janorschke provided the following reports to the Board: Minnesota Rural Electric Association (MREA) Energy Issues Summit (EIS) which covered:

- Board Chair Roundtable
- MN Employment Law Update
- 2024 Political Forecast
- And various other sessions

Grant Updates

- GRIP updates
- Colorado meeting for the WARN grant

Other Matters of Interest

- Met with PCS
- Meeting regarding the format of the Board Chair Round Table
- Meeting with Eaton

CEO Report

Secretary

- Meetings with member
- Met with Star regarding at-home battery storage and generators
- Mayday Training with Star
- Continued updating policies with Staff

11.

President Veitenheimer reported on the GRE Special Meeting he attended on August 1 regarding Crow Wing leaving GRE. It was a very short meeting, and the resolution passed unanimously, with an effective date of January 1.

GRE Special Meeting

There was no GRE Board meeting in August.

President Veitenheimer reported on the MREA Board Chairs Round Table and EIS he attended on August 6 through 8 in Bloomington.

MREA Meeting

- The Round Table had a great turnout, around 2 dozen attending. Derrick Moe moderated, with 18-20 items discussed in an informal setting.
- EIS took place on Wednesday and Thursday; Veitenheimer enjoyed the keynote speaker. Both Veitenheimer and Weideman mentioned that they liked the differing political viewpoints presentation. Josephson appreciated the various topics, but especially liked the Guatemala presentation and the one on carbon storage.
- There was a discussion regarding zoom and open meetings. Attorney Felstul said that he is seeing more and more co-ops getting comfortable with the open setting, and believes that is where the future is heading.
- Discussion moved on to NRECA governance videos and the opportunity and threat from artificial intelligence.

There was a short break from 10:35 until the meeting resumed at 10:46.

Break

Secretary

<p style="text-align: center;">12.</p> <p>The Secretary Certificate Resolution was presented which had a slight correction over the one presented at the June 24, 2024 meeting. A motion was made by Weideman and seconded by Josephson to accept the Secretary Certificate Resolution. Roll call vote. Willemarck, yes. Weideman, yes. Josephson, yes. Peterson, yes. Veitenheimer, yes. Motion passed.</p>	<p>RUS Secretary Certificate Resolution</p>
<p style="text-align: center;">13.</p> <p>The Capital Credit 2023 Allocation Resolution was presented. After a brief discussion, a motion was made by Willemarck and seconded by Josephson to accept the Capital Credit Allocation Resolution. Roll call vote. Willemarck, yes. Weideman, yes. Josephson, yes. Peterson, yes. Veitenheimer, yes. Motion passed.</p>	<p>Capital Credit Allocation Resolution</p>
<p style="text-align: center;">14.</p> <p>CEO Janorschke went over the Operation Round-Up (ORU) Bylaws with the Board along with input from Attorney Felstul. A motion was made by Peterson and seconded by Weideman to approve the ORU's By-Laws. Motion passed.</p>	<p>ORU Bylaws</p>
<p style="text-align: center;">15.</p> <p>A motion was made by Willemarck and seconded by Josephson to approve, with changes, Board Policy I-1 Tools, Raincoats & Safety Glasses. Motion passed.</p>	<p>Board Policy I-1</p>
<p style="text-align: center;">16.</p> <p>A motion was made by Peterson and seconded by Wideman to approve, with changes, Board Policy I-5 Holidays. Motion passed.</p>	<p>Board Policy I-5</p>
<p style="text-align: center;">17.</p> <p>A motion was made by Weideman and seconded by Peterson to approve, with changes, Board Policy I-13 Employee Vacation. Motion passed.</p>	<p>Board Policy I-13</p> <hr style="width: 100%; margin-top: 20px;"/> <p style="text-align: right;">Secretary</p>

<p style="text-align: center;">18.</p> <p>A motion was made by Weideman and seconded by Willemarck to approve, with changes, Board Policy I-26 Cooperative Light & Power Wellness Area. Motion passed.</p>	<p>Board Policy I-26</p>
<p style="text-align: center;">19.</p> <p>A motion was made by Peterson and seconded by Willemarck to approve, with changes, Board Policy II-11 Member Complaints. Motion passed.</p>	<p>Board Policy II-11</p>
<p style="text-align: center;">20.</p> <p>A motion was made by Willemarck and seconded by Weideman to approve, with changes, Board Policy IV-23 Safety Rules and Operating Procedure. Motion passed.</p>	<p>Board Policy IV-23</p>
<p style="text-align: center;">21.</p> <p>A motion was made by Peterson and seconded by Josephson to approve, with changes, Board Policy IV-24 Organization Chart. Motion passed.</p>	<p>Board Policy IV-24</p>
<p style="text-align: center;">22.</p> <p>Under Unfinished Business, the Articles of Incorporation and Bylaws were discussed. Attorney Felstul will review the new recommendations and then CEO Janorschke will let the Directors know by email when the red-lined version is available for review.</p>	<p>Unfinished Business</p>
<p style="text-align: center;">23.</p> <p>There was no new business to discuss.</p>	<p>New Business</p>
<p style="text-align: center;">23.</p> <p>At 11:35 a.m. a motion was made by Weideman and seconded by Willemarck to enter into a Closed Meeting to discuss confidential GRE information. At the conclusion of the discussion, a motion was made by Josephson and seconded by Weideman to exit the session at 1:28 p.m. Motion passed.</p>	<p>Closed Meeting</p> <hr style="width: 10%; margin-left: auto; margin-right: 0;"/> <p style="text-align: right;">Secretary</p>

24.

The Board announced the date for the next Board meeting. The next board meeting date is set for September 25, 2024, at 9:00 a.m.

Next Meeting

25.

There being no further business to come before said meeting, adjournment was called for at 1:30 p.m. with a motion from Peterson and a second by Weideman. Motion carried.

Adjournment

Jessica Willemarck, Secretary

CORPORATE SEAL

Secretary