



Minutes

Board of Directors January 22, 2025

- CONVENE** A meeting of the board of directors of Cooperative Light & Power was convened at 9:08 a.m. at CLP, Two Harbors, Minnesota, January 22, 2025.
- CALL TO ORDER** President Veitenheimer called the meeting to order at 9:08 a.m. All directors but Treasurer Weideman were present at the start of the meeting. CEO Joel Janorschke, Member Services/HR Manager Carey Hogenson, Brian Bentler Operations Manager, Ken Jones Energy Services Manager, and Shannon Haveri Finance Manager were in attendance, and Haveri took minutes. CLP Attorney Chad Felstul attended by means of video conference. One member-owner was also in attendance by means of video conference. Weideman arrived at 9:32 a.m.
- AGENDA** There were no changes to the agenda. A motion was made by Willemarck and seconded by Josephson to approve the agenda. Motion passed.
- MINUTES** The minutes of the December 18, 2024, Cooperative Light & Power Board of Directors Meeting were accepted as presented. A motion was made by Peterson and seconded by Josephson to approve the board minutes. Motion passed.
- CONSENT AGENDA** The consent agenda, which consisted of the following, was reviewed. Willemarck made a motion which was seconded by Josephson to accept the Consent Agenda. Motion passed.
- ▶ Monthly Payments – Check Register
 - ▶ Correspondence
- MEMBER QUESTIONS** Member Geoff Tolley addressed the Board with a comment regarding Great River Energy’s wind projects.
- NORTH SHORE BUSINESS ENTERPRISE CENTER** President Veitenheimer welcomed Doreen Johnson, North Shore Business Enterprise Center (NSBEC), Randy Willert, NSBEC Board of Directors, and Jeff Borling, GRE. NSBEC is a 1996 business incubator, currently hosting 7 tenants. They are requesting money from CLP’s Revolving Loan Fund to redo the roof, convert the lighting to LED, and upgrade their camera system.
- REVOLVING LOAN FUND (RLF)** President Veitenheimer welcomed Jeff Borling, Economic Development Lead from GRE. Borling has been helping CLP update their Revolving Lona Fund Plan, which has not been updated since it was started in the 1990’s. Borling went through the potential changes to the plan. This updated plan has also been reviewed by Attorney Felstul. Borling serves as an adviser and facilitator; the Board makes all the decisions regarding the RLF.

GOVERNANCE
TALK VIDEO

NRECA's governance talk video, "The Board Role in Safety II", was played.

FINANCIALS

Finance Manager Haveri provided an overview of the November 2024 financials. The Operating Margin for the month of November was a positive \$80,903 as compared to a budgeted figure of a positive \$71,369 for a positive variance of \$9,534. Non-Operating Margins-Interest for the month of November was positive \$3,006 as compared to a budgeted figure of positive \$5,308 for a negative variance of \$2,302. Non-Operating Margins-Other for the month of November was a negative \$37 as compared to a budgeted figure of a positive \$2,914 for a negative variance of \$2,951. Other Capital Credits & Patronage Other for the month of November was zero as compared to a budgeted figure of zero, for a neutral variance. This resulted in a total margin for the month of November of a positive \$83,872 as compared to a budgeted figure of a positive \$79,591 for a positive variance of \$4,281. A motion was made by Peterson and seconded by Willemarck to approve the November financials. Motion passed.

FINANCE
MANAGER'S
REPORT

Finance Manager Haveri went over her report with the board. This included:

- Esterbrooks Engagement Letter for the upcoming audit
- RUS Compliance Audit

MEMBER
SERVICES/HR
MANAGER'S
REPORT

Member Services/HR Manager Hogenson went over her report with the board. This included:

- Announcement of new employees
- REPAC (MREA) & NRECA PAC donations
- Emergency Response Plan

ENERGY
SERVICES
MANAGER'S
REPORT

Energy Services Manager Jones went over his report with the board. This included:

- Meters update
- CLP 2025 DER Board Report from Star Energy

OPERATIONS
MANAGER'S
REPORT

Operations Manager Bentler went over his report with the board. This included updated on:

- Current projects, meters
- Meetings attended
- Right-of-way

CEO REPORT

CEO Janorschke went over his report with the board. This included updates on:

- Meetings
- Grants
- Legislation, including GRE Legislative Update

MEETING
REPORTS – GRE
BOARD

President Veitenheimer provided an update on meetings attended:

- GRE Board, January 8 & 9, 2025

MEETING
REPORTS – GRE
MMG

CEO Janorschke went over his Member Managers Report with the board. This included information on:

- Updating the contract
- December PCA detail

BOARD ACTION REQUIRED – BYLAWS	A motion was made by Weideman and seconded by Josephson to allow membership to vote by mail and in person on the proposed changes to the Articles of Incorporation and Bylaws. Motion passed.
BOARD ACTION REQUIRED – NSBEC RESOLUTION	A roll call vote was held to approve CLP Resolution: Resolution Approving Loan to the North Shore Business Enterprise Center Incorporated through the Revolving Loan Fund. Resolution passed with roll call vote, all in favor.
BOARD ACTION REQUIRED – RLF PLAN	A motion was made by Peterson and seconded by Weideman, to approve the Revolving Loan Fund Plan, with one change – to add a Board Director Representative to the committee on page 5. Motion passed.
BOARD ACTION REQUIRED – SCHEDULE FH	A motion was made by Willemarck and seconded by Peterson to approve Schedule FH: Freedom Heat. Motion passed.
UNFINISHED BUSINESS	None
NEW BUSINESS – STRATEGIC PLAN	Under New Business, CEO Janorschke went over the Strategic Plan quarter 4 update.
NEW BUSINESS – NOMINATING MEETINGS	Under New Business, Nominating Meetings were discussed. Districts 2 & 5 are up for election this year. The Board discussed the requirements with some input from Attorney Felstul.
CLOSED MEETING	At 12:55 p.m., a motion was made by Peterson and seconded by Josephson to enter into a Closed Meeting to discuss employees and GRE rates. Motion passed. At the conclusion of the discussion, a motion was made by Josephson and seconded by Weideman to exit the session at 1:32 p.m.
NEXT MEETING	The next meeting of the Cooperative Light & Power board of directors will be held on February 26, 2025, at CLP.
ADJOURN	There being no further business to come before the board, the meeting was adjourned at 1:36 p.m.

Jessica Willemarck, Secretary

CORPORATE SEAL
