

Minutes

Board of Directors May 28, 2025

- CONVENE** The board of directors of Cooperative Light & Power (CLP) meeting was convened at 9:00 a.m. at CLP, Two Harbors, Minnesota, on May 28, 2025.
- CALL TO ORDER** President Peterson called the meeting to order at 9:03 a.m. All directors were present at the start of the meeting. CEO Joel Janorschke, Member Services/HR Manager Carey Hogenson, and Shannon Haveri, Finance Manager, were present, and Adam Riggie took the minutes. CLP Attorney Chad Felstul attended via video conference. One member-owner was also present.
- AGENDA** The agenda had no changes. Willemarck made a motion to approve the agenda, which was seconded by Osadjan. The motion passed.
- MINUTES** The minutes of the April 28, 2025, CLP Board of Directors Meeting were accepted as presented. Josephson made a motion to approve the board minutes, which was seconded by Weideman. The motion passed.
- The minutes of the May 12, 2025, CLP Special Meeting were accepted as presented. Weideman made a motion to approve the board minutes, which was seconded by Osadjan. The motion passed.
- CONSENT AGENDA** The consent agenda, which included the following items, was reviewed. Josephson made a motion, seconded by Willemarck, to accept the Consent Agenda. The motion passed.
- ▶ Monthly Payments – Check Register
 - ▶ Correspondence
- MEMBER QUESTIONS** The board received no member questions.
- FINANCIALS** Finance Manager Haveri provided an overview of the March 2025 financials.
- ▶ Operating Margin for the month of March was a positive \$58,131 as compared to a budgeted figure of a positive \$48,685 for a positive variance of \$9,446.
 - ▶ Non-Operating Margins-Interest for the month of March was positive \$3,385 as compared to a budgeted figure of positive \$10,273 for a negative variance of \$6,888. Non-Operating Margins-Other for the month of March was a negative \$858 as compared to a budgeted figure of a negative \$800 for a negative variance of \$58.
 - ▶ Other Capital Credits & Patronage Other for the month of March was a positive \$12,135 as compared to a budgeted figure of positive \$5,000, for a positive variance of \$7,135.

- This resulted in a total margin for the month of March of a positive \$72,793 as compared to a budgeted figure of a positive \$63,158 for a positive variance of \$9,635.
- A motion was made by Osadjan and seconded by Willemarck to approve the March financials. The motion passed.

FINANCE MANAGER'S REPORT

Finance Manager Haveri provided a report for the board and responded to any questions. This included:

- NISC Meetings / Training / Conferences
- Filed ORU 990N
- Submitted CLP name change information to various entities

MEMBER SERVICES/HR MANAGER'S REPORT

Member Services/HR Manager Hogenson provided a report for the board and responded to any questions. This included:

- CLP Annual Meeting Minute Review
 - Asked the board to review and give any comments back.
- Strategic Plan Report
 - Reviewed CLP Strategic Plan, showing the progress that has been made from quarter 4 of 2024 to quarter 1 of 2025.
- Member & Community Events:
 - CLP will sponsor the Ice cream social at the Two Harbors Band Concert. On June 26th at 6 pm.
 - CLP will sponsor the Twins Youth Baseball/Softball Clinic on Wednesday, July 9th, at Odegaard Park in Two Harbors.
 - We will also be participants in both the Bay Days parade on July 11th and the Heritage Days parade on July 12th.

ENERGY SERVICES MANAGER'S REPORT

Energy Services Manager Jones provided a report for the board. Jones was not in attendance, and Janorschke responded to questions regarding the report.

- Time of use meters are expected to go live around the first week of June. We will begin reaching out to those members who are interested in that plan.

OPERATIONS MANAGER'S REPORT

Operations Manager Bentler provided a report for the board. Bentler was not in attendance, and Janorschke responded to questions regarding the report.

- There were no questions regarding the report.
- There were questions regarding CLP's infrastructure status in the affected wildfire area in Brimson.
 - Janorschke gave an update on CLP's status and plans moving forward.

CEO REPORT

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

- CEO Report
 - MREA Legislative Update
 - NRECA Legislative Update
 - GRE Legislative Update
 - Grant for Right Way of Cleaning
 - PCA
 - GRE announced a rate increase, resulting in slimmer margins under the new rate.
 - A Cost-of-Service study will be conducted this fall.
 - CEO and staff provided the necessary information warranting the implementation of a PCA.
 - Currently the PCA is at zero, the recommendation was to increase the PCA of \$0.009 per kWh, starting July 1, 2025, billed in August 2025.
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- Josephson made a motion to accept the recommendation. It was seconded by Willemarck to raise the PCA to 9 mills per kWh (\$0.009/kWh). Discussion ensued.
- Member raised a question regarding the PCA.
- Member Question: How would the PCA increase the effect of Time of Use?
 - CEO Janorschke: It would solely impact the general service, leaving load management unaffected.
- After the discussion, to raise the PCA to 9 mills per kWh (\$0.009/kWh). The motion passed.

MEETING
REPORTS – GRE
BOARD

Weideman reviewed the highlights from GRE :

- GRE Board Meeting Minutes May 2025.
 - GRE PCA rate increase
 - Carbon Free Plans

MEETING
REPORTS – GRE
MMG

CEO Janorschke reported on:

- Members Managers Group (MMG) Report.

BOARD ACTION
REQUIRED

Check Signing and Bank Authorization

- To add President Roger Peterson as an authorized signer.
- Osadjan made a motion, seconded by Willemarck, to add President Peterson as an authorized signer. The motion passed.

GRE Certificate of Appointment

- Weideman was appointed as our representative to GRE Annual Meeting, with Willemarck as an alternate.
- Josephson made a motion, seconded by Willemarck, to appoint as GRE delegate. The motion passed.

2024 Form 990

- Weideman made a motion, seconded by Osadjan, to accept the 2024 Form 990. The motion passed.

Board Policy I-2 Artificial Intelligence (AI) – New Policy

- Introduced policy and discussed the use of Artificial Intelligence (AI).
- Josephson made a motion, seconded by Weideman, to add Board Policy I-2 Artificial Intelligence (AI). The motion passed.

Board Policy I-23 Reporting and Investigating Violations - Whistleblower

- Changing the Name to Cooperative Light & Power "CLP"
- Willemarck made a motion, seconded by Josephson, to accept the adopted changes. The motion passed.

Board Policy II-12 Connection Service Charge

- Changing some verbiage to add finance manager and or finance manager designee and remove old positions.
- Osadjan made a motion, seconded by Willemarck, to accept the adopted changes. The motion passed.

Board Policy II-13 Integrated Vegetation Management

- Changing the Name to Cooperative Light & Power "CLP"
- Josephson made a motion, seconded by Weideman, to accept the adopted changes. The motion passed.

Board Policy IV-31 Cooperative Records

- Changing the Name to Cooperative Light & Power "CLP" and added CoBank
- Willemarck made a motion, seconded by Osadjan, to accept the adopted changes. The motion passed.

Board Policy IV-32 Operation Round Up

- Changing the Name to Cooperative Light & Power "CLP"
- Josephson made a motion, seconded by Weideman, to accept the adopted changes. The motion passed.

UNFINISHED
BUSINESS

NEW BUSINESS

CLOSED MEETING At 10:37 a.m., Weideman made a motion, seconded by Osadjan, to enter into a Closed Meeting to discuss GRE NextEra Project. The motion passed. At the conclusion of the discussion, Josephson made a motion, seconded by Osadjan, to exit the session at 11:58 a.m.

NEXT MEETING The next meeting of the Cooperative Light & Power Board of Directors will be held at CLP on June 25th, 2025.

ADJOURN There being no further business to come before the board, Josephson made a motion to adjourn, and Osadjan seconded it. The meeting was adjourned at 11:58 a.m.

Jessica Willemarck, Secretary

CORPORATE SEAL

