

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS HELD IN THE
PRINCIPAL OFFICE OF THE COOPERATIVE,
1207 INDIANAPOLIS AVENUE, LEBANON,
INDIANA AT 7:00 P.M. ON AUGUST 23, 2023.

CALL TO ORDER The meeting was held in the principal office of the cooperative pursuant to notice mailed as shown by original copy of the proof and made a part of the minutes.

ATTENDANCE Directors present were Noel Kendall, Chairman; Tom Dull, Vice-Chairman; Mark Gruninger, Secretary/Treasurer; Alan Cragun; Bruce Guernsey; Danny Lawson; Mark Starkey; Jon Stevens; and G. Tom Taylor.

Also present were Bill Conley, President & CEO; Jeanette Hite, VP Corporate Services/CFO; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

JULY MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on July 19, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

COMMITTEE REPORTS

BOARD EXPENSE AUDIT COMMITTEE

Mr. Starkey reported the CEO, legal and director expenses were emailed and reviewed in advance of the meeting, and there were no policy variance or exceptions to expenses noted. **There was a motion and second to accept the Expense Audit Committee report. The motion carried.**

CORPORATE REPORTS

QUARTERLY FINANCIAL REPORT

Mrs. Hite presented the Quarterly Financial Report for the second quarter 2023. **A motion was made and seconded to accept the reports, as presented. The motion carried.**

2022 FORM 990 REVIEW

Mrs. Hite shared that the 2022 IRS Form 990 was provided to each director in advance of the meeting for their review. Included in the 990 filing is the compensation for Officers, Directors, Key Employees, Highly Compensated Employees, and Contractors. Directors were asked to review the information and contact Mrs. Hite with any questions. Board action to approve the filing of the 2022 IRS Form 990 will be requested at the next board meeting.

OLD BUSINESS

BOARD REDISTRICTING UPDATE

Board discussion regarding board structure and governance was held. Mr. Conley reviewed proposed board redistricting maps that had been provided for directors to review in advance of the meeting. He reviewed the maps, noting options for seven, eight, or nine directors with geographic outlines that better balance the number of meters for each district. Directors shared individual perspectives regarding the number of directors, districts, and an at-large representation.

Following discussion, a motion was made and seconded to maintain nine districts. Board discussion was held regarding rebalancing the number of members per board district. **A motion was made and seconded to amend the original motion to also include providing potential alternative district boundaries to better balance the number of meters and member representation for each district. By a show-of-hands vote, the amendment was passed. Voting in opposition were Bruce Guernsey and G. Tom Taylor. The initial motion carried.**

NEW BUSINESS

NRECA ANNUAL MEETING

Mr. Conley reported that the 2024 NRECA Annual Meeting will be held on March 1-6, 2024, in San Antonio, TX. Mr. Kendall and Mr. Conley indicated they would be available to attend. **A motion was made and seconded to approve the CEO's and Boone REMC employee's annual meeting attendance, as well as out-of-state travel for directors attending the conference, and to appoint Mr. Kendall as the voting delegate and Mr. Conley as the voting alternate. The motion carried.**

DIRECTOR CANDIDATE CERTIFICATION FORMS

Mr. Conley reported that directors from districts 4, 5 and 6 would be up for election at the Boone REMC Annual Meeting in 2024. Director Candidate Certification forms were provided to Jon Stevens and Alan Cragun; G. Tom Taylor had previously announced he would not be seeking re-election. The certification forms were requested to be submitted no later than September 20, 2023.

POWER SUPPLY & COMMITTEE DISCUSSION

Board discussion was introduced regarding the New WVPA All-Requirements Contract (New ARC), that extends the current agreement to 2060. Discussion was held regarding prior board action on the New ARC and the deadline for submission of the executed agreement. **A motion was made and seconded to execute the New ARC agreement with WVPA to extend to 2060. By a show-of-hands vote, the motion carried. Voting in opposition were Alan Cragun, Mark Gruninger, Mark Starkey, and G. Tom Taylor.**

NEW LINE OF CREDIT LIMIT DISCUSSION

Mr. Conley reported it was time to renew the line of credit. Lenders, loan options, and limit amounts were shared. **A motion was made and seconded to approve a maximum line of credit request in the amount of \$20M for next year. The motion carried.**

LEGAL

Mr. Frandsen provided a legal report.

EXECUTIVE SESSION

There was no Executive Session called.

BOARD REPORTS

4-H AUCTION Mr. Cragun and Mr. Stevens reported on the 4-H auction that included a listing of purchased items.

COBANK ENERGY DIRECTORS CONFERENCE

Mr. Dull, Mr. Guernsey, Mr. Kendall and Mr. Lawson reported on the CoBank Director's Conference that was held on July 24-26, 2023 in Colorado Springs, CO.

IEC DIRECTORS RETREAT

Mr. Dull reported on the IEC Director's Retreat that was held on July 29-30, 2023 in French Lick, IN.

WVPA MEMBER CONFERENCE

Mr. Stevens and Mr. Kendall reported on the WVPA Member's Conference that was held on August 6-8, 2023 in Indianapolis, IN.

WVPA

Mr. Kendall reported on the WVPA board meeting that was held on August 8, 2023.

IEC

Mr. Dull reported on the IEC board meeting that was held on August 16, 2023.

CEO/STAFF REPORTS

The CEO and Departments report was provided in advance of the meeting.

SAFETY REPORT

The safety report for August was provided in advance of the meeting for each director to review. **A motion was made and seconded to accept the safety report as presented. The motion carried.**

SEPTEMBER MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, September 20, 2023, at 8:30 a.m.

ADJOURN

There being no further business to come before the Board, upon a motion properly made; seconded; and duly carried, the Board meeting adjourned at approximately 10:50 p.m.

Mark Gruninger, Secretary/Treasurer