

MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS HELD IN THE  
PRINCIPAL OFFICE OF THE COOPERATIVE,  
1207 INDIANAPOLIS AVENUE, LEBANON,  
INDIANA AT 8:30 A.M. ON JANUARY 18, 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; Jeff Dickerson, VP Operations; Ben Duke, Accounting Manager; Allen Jones, VP Engineering Services; Corey Willis, VP Corporate Development & IT; Mandy Saucerman, Communications Director; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

**DECEMBER MINUTES** Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on December 14, 2022. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

**EXECUTIVE SESSION**

An Executive Session was called to discuss agenda items listed for corporate reports.

Following the Executive Session, the regular meeting of the Board reconvened.

**CORPORATE REPORTS**

**AFFIRM OPERATION ROUND UP TRUSTEE TERMS RENEWAL / NEW TRUSTEE**

Mr. Conley reported that the most recent three-year service term for Operation Round Up trustee, Craig Anderson is up for renewal next month. He shared that Mr. Anderson had agreed to serve another three-year term on the Boone REMC Community Trust Fund – Operation Round Up Board of Trustees. Mr. Conley also reported Mrs. Terrill Reed-Wilkinson recently tenured her resignation from serving as a trustee. He reported that the ORU Board of Trustees had submitted a replacement recommendation for Mrs. Reed-Wilkinson with Mrs. Colleen Luse. **A motion was made and seconded to reappoint Mr. Anderson for an additional three-year term**

**of service on the Boone REMC Community Trust Fund – Operation Round Up Board of Trustees, and to accept the appointment of Mrs. Colleen Luse as a new trustee on the ORU Board of Trustees. The motion carried.**

## **WI-FI THERMOSTAT DEMAND RESPONSE PROGRAM**

Mrs. Saucerman provided a review of the new Wi-fi Thermostat Demand Response program. Questions were posed and addressed regarding the wi-fi thermostat installation and opt-out options.

## **COMMITTEE REPORTS**

There were no committee reports.

## **NEW BUSINESS**

### **2022 INVENTORY REPORT**

Mr. Duke reported on the physical inventory count for 2022. **A motion was made and seconded to accept the annual inventory report, and recommended inventory adjustments for 2022. The motion carried.**

### **WABASH VALLEY POWER ASSOCIATION DIRECTOR, VOTING DELEGATE, VOTING ALTERNATE, PROXY AND MSR**

Mr. Kendall reported it was time to identify Boone REMC's WVPA Director, Voting Delegate, Voting Alternate, Proxy and MSR. The WVPA Annual Meeting will be held on April 5, 2023. **A motion was made and seconded to identify Mr. Kendall as the Boone REMC WVPA Director candidate, Mr. Cragun as the WVPA Voting Delegate, Mr. Conley as the Voting Alternate and MSR, and Mr. Gruninger was identified to retain the position of Proxy. The motion carried.**

### **BREMC FEBRUARY BOARD MEETING TIME CHANGE**

Mr. Conley reported there was a conflict with the BREMC February board meeting date and time and the IEC February board meeting date and time. **A motion was made and seconded to modify the Boone REMC February 15, 2023 board meeting start time from 8:30 a.m. to 7:00 p.m. to avoid a conflict with the February IEC board meeting. The motion carried.**

## **OLD BUSINESS**

### **NET-METERING RATE DISCUSSION**

Mr. Conley reported that he had met with the BREMC Executive Committee to discuss the response to the solar/net-metering members, whom were

guests in attendance at the December 14, 2022 board meeting, regarding their request for accommodations on the net-metering rate.

Mr. Conley reported that it was the recommendation of the Executive Committee to do nothing different than what has been done in the most recent rate changes, and to draft a letter of response to the net-metering members that attended the December 14, 2022 board meeting, and the net-metering members that met with Mr. Conley and staff members at the BREMC headquarters facility in September.

Mr. Conley reported that a draft response letter had been crafted for board review and approval. He noted the draft letter had been provided in the directors' board packet for review prior to the board meeting.

Board discussion was held regarding the Boone REMC Net Metering Agreement. Mr. Conley noted the agreement was made available in the board packet of information for directors to review prior to the board meeting. Additional comments were made by Mr. Frandsen regarding the agreement and the draft response letter.

**Following discussion, a motion was made and seconded to acknowledge the board's affirmation and approval for the current net-metering billing processes and associated proceedings, including the response letter. The motion carried.** It was noted the letter would be sent to the net-metering members that attended the December 14, 2022 board meeting, and the net-metering members that met with Mr. Conley and staff members at the BREMC headquarters facility in September.

## **LEGAL**

Mr. Frandsen provided a legal report.

## **BOARD REPORTS**

### **WVPA**

The January WVPA board meeting was at the call.

### **IEC**

There was no IEC board meeting held in January. Mr. Dull reported on the CEO search and an upcoming Special Board meeting that is to be held on February 6, 2023.

## **CEO/STAFF REPORTS**

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

## **FINANCIAL REPORT**

Detailed financial reports for November were provided in advance of the meeting for each director to review. **A motion was made and seconded to accept the financial report as presented. The motion carried.**

## **SAFETY REPORT**

The safety report for January 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.**

## **FEBRUARY MEETING**

The next regular meeting of the Board of Directors is scheduled for Wednesday, February 15, 2023, at 7:00 p.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 11:10 a.m.**

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Mark Gruninger, Secretary/Treasurer