

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 JULY 19, 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; Allen Jones, VP Engineering Services; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

**JUNE MINUTES** Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on June 21, 2023. **A motion was made and seconded to approve the minutes, as presented. The motion carried.**

## **COMMITTEE REPORTS**

### **BUILDING COMMITTEE REPORT**

Mr. Conley provided an update on the status of the DPatrick Ford easement property. Discussion was held regarding headquarters building remodel options for the current facility, and the potential to relocate the headquarters campus to another local site. Based on board discussion and feedback regarding the current status of the headquarters building project, a suggestion was made to hold a Building Committee meeting in September to further discuss the headquarters building project options.

## **CORPORATE REPORTS**

### **WORK PLAN UPDATE**

Mr. Jones provided an update on the 2023 Work Plan. Included in the report was a review of substation projects, conversion and line changes, new tie-lines, copper replacement, new large power services, and an overall capital workplan summary. Mr. Jones reported on delays in material availability but noted that we have done a good job of staying on track to complete identified projects.

## OLD BUSINESS

### BOARD REDISTRICTING UPDATE

Mr. Conley reported on 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.

Directors were asked to consider the presentation and discussion that was shared and be prepared to make a decision regarding board structure and governance at the August 23, 2023 board meeting.

### 2023 FORE & ACRE PAC CAMPAIGNS

Mr. Conley reminded directors that contributions are now being collected for the 2023 FORE and ACRE political action campaigns. He reminded directors of the changed names of the PACs from: FORE to Indiana Electric Cooperative State Political Action Committee, and ACRE to Indiana Electric Cooperative Federal Political Action Committee and noted a deadline of August 31, 2023 to make contributions.

## NEW BUSINESS

### NRECA REGION IV MEETING SELECTION OF VOTING DELEGATES

Mr. Conley reported that the NRECA Region I & IV meeting will be held in Richmond, VA on September 6-8, 2023. Discussion was held regarding voting delegates for the meeting. Mr. Conley reported that he and Mr. Gruninger would be attending the meeting, and that he has traditionally been appointed as the voting delegate for NRECA and CFC. **A motion was made and seconded to nominate Mr. Conley as the NRECA and CFC voting delegate, and Mr. Gruninger as the NRECA and CFC voting delegate alternate. The motion carried.**

**A motion was made and seconded to authorize out-of-state travel for Mr. Gruninger to attend the NRECA Region I & IV meeting that will be held in Richmond, VA on September 6-8, 2023. The motion carried.**

## LEGAL

Mr. Frandsen provided a legal report.

## **EXECUTIVE SESSION**

There was an Executive Session called to discuss the WVPA All-Requirements Contract. The Executive Session adjourned at approximately 9:30 p.m., and the regular meeting of the Board resumed.

## **BOARD REPORTS**

WVPA                      Mr. Kendall reported on the WVPA board meeting that was held on July 12, 2023.

IEC                        There was no IEC board meeting held in July.

## **CEO/STAFF REPORTS**

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

## **FINANCIAL REPORT**

Detailed financial reports for May 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 July 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.**

## **AUGUST MEETING**

The next regular meeting of the Board of Directors is scheduled for Wednesday, August 23, 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 10:00 p.m.**

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Mark Gruninger, Secretary/Treasurer