

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS HELD IN THE
PRINCIPAL OFFICE OF THE COOPERATIVE, 1207
INDIANAPOLIS AVENUE, LEBANON, INDIANA AT
6:00 P.M. ON JUNE 26, 2024.

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 attending were Noel Kendall, Chairman; Mark Gruninger, Secretary/Treasurer; Alan Cragun; Brian Gott; Bruce Guernsey; Danny Lawson; Mark Starkey; and Jon Stevens.

Also present were Bill Conley, President & CEO; Gabe Gaynor, IT Solutions and Analytics Lead; and Pamela Warmoth, Executive Assistant & Recording Secretary.

Not attending was Tom Dull.

MAY MINUTES Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on May 22, 2024. **A motion was made and seconded to approve the minutes, as provided. The motion carried.**

CORPORATE REPORTS

IT SOLUTIONS & ANALYTICS

Mr. Gaynor was in attendance to provide an overview of the key achievements and projects relative to IT solutions and analytics. He reported on key achievements that include the development of Boone REMC's custom-built Clarion application, a business intelligence platform that was built to launch analytics, and data-driven decision-making assistance for projects including the Rate Class Change project and the Cost-of-Service Study project.

Mr. Gaynor reported on additional current projects, including Expense Budget to Actuals, Disconnection Process, Meter Data Management System Implementation, and Work Plan Reporting, and concluded his presentation with a review of notable future projects and visioning for the scope of the IT solutions and analytics work.

Mr. Gaynor was thanked for his presentation and was excused.

WELLNESS COMMITTEE ANNUAL REPORT

Mrs. Warmoth provided a 2023-2024 Wellness Program report. Included in the report was a review of the program's mission, an overview of offered events, on-site wellness benefits, and upcoming wellness program offerings.

COMMITTEE REPORTS

ANNUAL MEETING COMMITTEE REPORT

Mr. Cragun reported on the recent Annual Meeting Committee meeting. He shared the agenda topics covered in the meeting, including annual business obligations, members' needs and expectations, cost analysis, and considerations for future annual meeting planning.

It was noted an additional committee meeting is to be held to review and discuss the logistics and options for next year's annual meeting.

BUILDING COMMITTEE PROPOSAL

Mr. Conley provided a review of proposed construction agreements with DELV Design Studio, LLC, and Patterson Horth, Inc. **Following review and discussion, a motion was made and seconded to authorize Mr. Conley to enter into the construction agreements, as reviewed with designated counsel, contingent on no material changes. The motion carried.**

EXECUTIVE SESSION

There was an Executive Session called.

At the conclusion of the Executive Session, the board meeting resumed.

POWER SUPPLY COMMITTEE REPORT

Discussion was held regarding a potential mega-load member, and required power service agreements between the member, Boone REMC, and WVPA. Mr. Conley reported he had spoken with Boone REMC attorney, Kent Frandsen, regarding retaining outside legal counsel for this process. It was noted that Mr. Frandsen recommended and supported retaining Steven Krohne with Ice Miller, LLP for this engagement. **A motion was made and seconded to authorize Mr. Conley to engage Steven Krohne with Ice Miller, LLP as outside, independent legal counsel regarding three-way power service agreements between Boone REMC, WVPA, and mega-load members. The motion carried.**

NEW BUSINESS

4-H AUCTION BIDDERS

Mr. Conley reported it was time to identify the annual 4-H auction bidders for the upcoming county fair. **By acclimation, Mr. Cragun and Mr. Stevens were appointed as the 2024 4-H Auction bidders.**

NRECA REGION I & IV MEETING SELECTION OF VOTING DELEGATES

Mr. Conley reported that the NRECA Region I & IV meeting will be held in Grand Rapids, MI on September 4-6, 2024. Discussion was held regarding voting delegates for the meeting. Mr. Stevens indicated his interest in attending the meeting. **A motion was made and seconded to authorize**

out-of-state travel for Mr. Stevens to attend the NRECA Region I & IV meeting that will be held in Grand Rapids, MI on September 4-6, 2024. The motion carried.

A motion was made and seconded to nominate Mr. Conley as the NRECA and CFC voting delegate, and Mr. Stevens as the NRECA and CFC voting delegate alternate. The motion carried.

2024 IEC STATE & FEDERAL POLITICAL ACTION CAMPAIGNS

Mr. Conley reported contributions are now being collected for the 2024 IEC state and federal political action campaigns.

OLD BUSINESS There was no old business.

LEGAL There was no legal update.

BOARD REPORTS

WVPA Mr. Kendall reported on the WVPA board meeting that was held on May 30, 2024.

ACES Mr. Kendall, Mr. Stevens, and Mr. Conley reported on the ACES Member Conference that was held on June 17-19, 2024.

IEC The IEC board meeting for June is scheduled to be held on June 28, 2024.

CEO/STAFF REPORTS

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

FINANCIAL REPORT

Detailed financial reports for April 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 reports for June were provided in advance of the meeting for each director to review. **A motion was made and seconded to accept the safety reports for the month. The motion carried.**

JULY MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, July 31, 2024, at 6:00 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 9:05 p.m.

Mark Gruninger, Secretary/Treasurer