

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 MARCH 26, 2025.

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 in attendance included Noel Kendall, Chairman; Tom Dull, Vice-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; Jeff Dickerson, VP of Operations; Jeanette Hite, VP of Corporate Services/CFO; Dan Hoch, Director of Risk Management & Compliance; Allen Jones, VP of Engineering Services; Corey Willis, VP of Corporate Development/IT; Matt Ladd, IT Infrastructure Manager; Mandy Saucerman, Communications Director; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

CYBERSECURITY TRAINING

Boone REMC IT Infrastructure Manager, Matt Ladd, provided a cybersecurity training for directors. Mr. Ladd was thanked for his presentation and was excused.

GUEST ATTENDANCE

WVPA's President & CEO, Jeff Conrad, and Executive Director of Engineering, Chris Daniels, were in attendance to discuss projected large load growth, relative transmission factors, and capital requirements for the WVPA member systems, including large load projects to be served by Boone REMC. Questions were posed by directors and were addressed. Mr. Conrad and Mr. Daniels were thanked for their attendance and were excused.

**FEBRUARY
MINUTES**

Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on February 26, 2025. **A motion was made and seconded to approve the minutes, as provided. The motion carried.**

CORPORATE REPORTS

2024 YEAR-END AUDIT

Mr. Brian Cherry of London Witte Group was in attendance to report on the 2023-2024 Audit. Mr. Cherry reviewed the audit information of Boone REMC and Subsidiary that included the consolidated balance sheet as of December 31, 2024, and the related consolidated statements of revenues, comprehensive income, changes in members' equity, cash flows for the

twelve-month period, and the notes to the financial statements. He also provided a review of the 10-year comparison of balance sheet and statement of revenue statistics, noting good TIER, DSC, and debt/equity ratios. Mr. Cherry reported it was a clean audit. **A motion was made and seconded to accept the 2023-2024 Audit as presented by Mr. Cherry. The motion carried.**

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

ANNUAL SAFETY REPORT

Mr. Dickerson reported on the Federated Loss Analysis Report. The report provides information on Boone REMC's Recordable Incident Rate, Days Away Restrictions and Transfer Rate, Severity Rate, Lost Workdays Rate, Fatality Rate, and the three-year average for work-related accidents compared to similar data from state, regional, national, and similar sized cooperatives (number of consumers). The OSHA 300A data was posted in accordance with OSHA regulations. **A motion was made and seconded to accept the annual safety report as provided. The motion carried.**

VEGETATION REPORT

Mr. Dickerson reviewed the annual tree maintenance program, providing a comparison of the 2024 budget with clearance success and costs relative to routine maintenance, time and material work, management, tree growth regulation, capital work and the current 2025 management plan.

IEC REGULATORY COMPLIANCE

Mr. Hoch reviewed the IEC Regulatory Compliance Audit for Boone REMC. He outlined the audit process and objectives, as well as the findings and recommendations made regarding our current regulatory compliance status in association with various targeted Federal and State oriented regulatory programs that affect our organization. **A motion was made and seconded to accept the IEC Regulatory Compliance report as provided. The motion carried.**

FEDERATED INSURANCE ANNUAL RENEWAL

Mr. Conley informed the board the annual review of current insurance coverages with Federated was completed. Mr. Conley reported it was recommended, by Boone REMC's Federated representative, to increase insurance coverages for the Directors, Officers & Managers (DOM) and Commercial Umbrella (UMB) policies. Mr. Conley reported the recommended additional coverages would be at an additional cost of \$20,000 for the 2025 budget year. Mr. Conley stated it was management's recommendation to accept the proposal to increase the noted coverages at the reported additional cost. **A motion was made and seconded to approve an increase in the DOM and UMB insurance coverages, as presented, and endure a 2025 Budget variance of \$20,000 in annual insurance premium expense. The motion carried.**

2025 ANNUAL MEETING REPORT

Mrs. Saucerman provided an update on the BREMC Annual Meeting that is to be held on Thursday, April 24, 2025, at the Boone County 4-H Fairgrounds, including a review of the drive-thru meeting layout with traffic flow, incentives to register and attend, the voting ballot, scholarships, and the business meeting.

REBRANDING UPDATE

Mr. Conley provided an update on the recent rebrand research project, including potential name options and color palettes. Feedback was provided on stated name preferences. Subsequent information regarding potential name options will be provided at a later date.

COMMITTEE REPORTS

BUILDING COMMITTEE REPORT

Mr. Conley reported the AIA construction contract is executed, as defined in the February 25, 2025 building committee meeting and outlined in the proposed construction project. He also reported on optional builder's risk insurance coverages, including building phases and deductibles with United Fire & Casualty Company that was coordinated through Patterson Horth. Mr. Conley noted the current All-Risk insurance provided through Federated does not cover construction activities. **A motion was made and seconded to approve management's request to authorize both phases of the recommended builder's risk coverage, and execute the first policy and second policy, as presented, in the reported timeline. The motion carried.**

OLD BUSINESS There was no old business.

NEW BUSINESS There was no new business.

LEGAL Mr. Frandsen provided a legal update.

Mr. Dickerson, Mrs. Hite, Mr. Hoch, Mr. Jones, Mrs. Saucerman and Mr. Willis were thanked for their attendance and were excused.

BOARD REPORTS

WVPA Mr. Kendall reported on the WVPA board meeting that was held on March 5, 2025.

NRECA POWERXCHANGE

Mr. Gruninger provided a report on the NRECA PowerXchange that was held on March 10-12, 2025 in Atlanta, GA.

IEC There was no IEC board meeting held in March.

CEO/STAFF REPORTS

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

FINANCIAL REPORT

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

SAFETY REPORT

Mr. Conley reported the safety meeting for the month was rescheduled. A report of the rescheduled meeting will be made available following the meeting.

ADJOURN

The meeting adjourned at approximately 12:40 p.m.

EXECUTIVE SESSION

There was no Executive Session called.

APRIL MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, April 26, 2025, at 6:00 p.m.

Mark Gruninger, Secretary/Treasurer