

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 27, 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; 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 of Corporate Services/CFO; Jeff Dickerson, VP of Operations; Corey Willis, VP of Corporate Development / IT; Kent Frandsen, Attorney; and Pamela Warmoth, Executive Assistant & Recording Secretary.

**FEBRUARY MINUTES** Chairman Kendall called for a motion to approve the minutes of the regular board meeting held on February 28, 2024. **A motion was made and seconded to approve the minutes, as modified. The motion carried.**

## **CORPORATE REPORTS**

### **2023 YEAR-END AUDIT**

Mr. Brian Cherry of London Witte Group was in attendance to report on the 2022-2023 Audit. Mr. Cherry reviewed the audit information of Boone REMC and Subsidiary that included the consolidated balance sheet as of December 31, 2023, 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 2022-2023 Audit as presented by Mr. Cherry. The motion carried.**

### **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.**

## IEC REGULATORY COMPLIANCE

Mr. Dickerson then 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.**

## VEGETATION REPORT

Mr. Dickerson reviewed the annual tree maintenance program, providing a comparison of the 2023 budget with clearance success and costs relative to routine maintenance, time and material work, management, tree growth regulation, capital work and the current 2024 management plan.

## FEDERATED INSURANCE ANNUAL RENEWAL

Mr. Conley informed the board the annual review of current insurance coverages with Federated was completed. General liability coverage was discussed. Mr. Conley also reported on modifications to cyber security protection coverages.

## 2024 ANNUAL MEETING REPORT

Mr. Conley provided an update on the BREMC Annual Meeting that is to be held on Saturday, April 20, 2024, 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.

## COMMITTEE REPORTS

### BUILDING COMMITTEE REPORT

Mrs. Hite reported on a Building Funding Analysis report for a new construction project for a BREMC campus expansion and renovation plan, that was requested at the February board meeting. Key financial assumptions and loan covenant requirements were reviewed in various case study summaries.

**A motion was made and seconded to authorize moving forward with executing a new construction project for a BREMC campus expansion and renovation plan, as was reflected in the Building Committee's recommendation at the February 28, 2024 board meeting, and the supplemental financial forecasting information that was provided in today's board meeting. The motion carried.**

### OLD BUSINESS

There was no old business.

## NEW BUSINESS

### POLICY & BYLAWS COMMITTEE

Mr. Conley reported on suggested policy language modifications to Operating Policy #400. **A motion was made and seconded to accept the policy language modifications, as recommended. The motion carried.**

### LEGAL

Mr. Frandsen provided a legal update.

## BOARD REPORTS

### NRECA POWERXCHANGE ANNUAL MEETING

Mr. Conley reported on the NRECA PowerXchange meeting that was held on March 3-6, 2024, in San Antonio, TX.

### WVPA

Mr. Kendall reported on the WVPA board meeting that was held on March 13, 2024.

### 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.

It was noted this was the last board meeting for G. Tom Taylor. Mr. Taylor was thanked for his contributions to BREMC over the past 30 years of service as a BREMC director.

## 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

The safety report for March 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.**

## EXECUTIVE SESSION

There was no Executive Session called.

## APRIL MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, April 24, 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 11:45 a.m.**

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Mark Gruninger, Secretary/Treasurer