

CHARITON VALLEY ELECTRIC COOPERATIVE

REGULAR MONTHLY BOARD MEETING

AUGUST 24, 2023

A meeting of the Chariton Valley Electric Cooperative, Inc. (CVEC) Board of Directors was called to order at the Cooperative office in Albia, Iowa, on August 24, 2023, at 4:57 p.m. by President Kenny VandenBerg.

Secretary Norm Major reported all directors were present in person. Other attendees included General Manager Troy Amoss; Finance Manager Trudy Grade; Economic Development & Community Relations Manager Tod Faris; Human Resources Coordinator Ashley Tratchel; Communications Coordinator/Executive Assistant Anna See, and Line Superintendent Jared Shaw. The Cooperative's attorney Dennis Puckett participated remotely by video conference.

Consent Agenda

A motion was made, seconded, and carried to accept the consent agenda items as follows: the agenda; the July 27, 2023 regular business meeting minutes; the minutes of the August 7, 2023 Annual Meeting of the Board; the Chariton Valley Services Inc. shareholder and board meeting minutes of August 7, 2023; and the July 2023 New Member List.

SEE ATTACHED MEMBER LIST

Human Resources Report

At this time Human Resources Coordinator Ashley Tratchel presented the report on human resource matters. She noted the deductible on the IAEC Health Care "Plan G" was set to increase to \$3,200 effective January 1, 2024. The change is being made to comply with applicable regulations. The "Plan E" deductible is \$2,500. She noted some consideration may need to be made in regard to the evaluation of alternative plan options, so employees are not subject to deductible increases. Ashley also offered to answer any questions concerning her written report. Following her presentation, Ashley left the meeting.

Economic Development and Community Relations Report

At this time, Tod Faris presented the economic and community relations report. He noted a planned visit by Zach Nunn on August 25, 2023. He also reported on the NRECA Legislative Fall Fly-In and noted Director Brown was no longer able to attend. An open house at CJ3 was scheduled to be held August 25, 2023. Tod reported on the work at Papo's Pumpkin Patch. Following his report, Tod left the meeting.

Operations Report

At this time, Jared Shaw presented the operations report. He reported on an unplanned outage that occurred on July 18, 2023. He also provided an update on the progress on the construction work plan and the Moravia poles and maintenance. Following his report, Jared left the meeting.

Member Communications and Engagement Report

The board packet included a written report from Anna See, Communications Coordinator. Anna offered to answer any questions concerning her report.

IT/Cyber Security Report

The board packet included a written report from Network Administrator Nathan Norton. General Manager Amoss offered to answer any questions regarding the report and also noted that phishing testing was being done for employees and directors.

Safety Report

The board packet included a safety report. A motion was made, seconded, and carried to accept the July 2023 Safety Report and the statistics information that was included in the board packet.

Finance Report

Finance Manager Trudy Grade presented the financial report, including the following items:

- a) Financial Statements – The board packet included a list of July 2023 activities, financial ratios, revenue and expense items for the month compared to budget, various charts, and a listing of checks. Trudy Grade offered to answer questions about the reports and there were questions about interest income and income from investments. The monthly checks were reviewed. Following discussion, a motion was made, seconded and carried to approve the financial reports as presented.
- b) Credit Cards – The credit card expenses were reviewed. A motion was made, seconded and carried to approve the Cooperative's credit card and CEO/GM expenses for the month of July.

CEO/General Manager Report

CEO/General Manager Troy Amoss presented his report to the Board. He noted that he and Anna See did a presentation to the Albia Rotary Club regarding this year's Annual Meeting. He reported he had received a call from NRECA's CEO Jim Matheson to welcome him as a new CEO. He reported on conversations with the Hendersons concerning Honey Creek and their desire to show the Board the improvements they have made. He reported on the sale of equipment. He indicated there was no update on the data center load prospect. Troy also provided an update on certain employee matters and an internship opportunity for a high school student.

Old or Unfinished Business

A report on the Annual Meeting held August 7, 2023 was presented by Anna See. The report included information about the voting, attendance, and meals served. The location and costs were discussed. A survey was returned with the ballots, and it was noted that 398 of the respondents preferred a drive-through meeting; 130 supported no meeting; and 121 preferred an in-person meeting. The Directors and staff offered comments on the meeting.

New Business

- a) Director Expense Report – The Board Expense Report was reviewed. Following review, a motion was made, seconded and carried to approve the report as presented to this meeting.

- b) Board Policies D-105 to D-110 – The board packet included updated Board Policies D-105 through D-110. The Policies were reviewed by Anna See and Attorney Puckett. Following discussion, a motion was made, seconded and carried to approve the recommended revisions.

SEE ATTACHED POLICIES

- c) Voting Delegates – Following discussion, a motion was made, seconded and carried to approve the list of delegates and alternates below for various 2023/2024 meetings.

<u>Meeting</u>	<u>Delegate</u>	<u>Alternate</u>
CFC	Richard Welsh	Norm Major
Federated	Norm Major	Richard Welsh
IAEC	Karla Heffron	Wes Green
Iowa Rural Power	Randy Gottschalk	Jerry Durian
NRECA	Marchelle Brown	John Houser
NRTC	John Houser	Marchelle Brown
RESCO	Norm Major	Wes Green

- d) Annual Notification and Signing of Policy A-112 - Conflict of Interest/Ethics – Policy A-112 was reviewed and each director was provided with a form to complete concerning conflicts of interest.
- e) NRECA Region 5 Meeting – A discussion was held concerning the plans for the upcoming NRECA Region 5 Meeting to be held in Des Moines, Iowa.

Executive Session

Chairman VandenBerg recessed the meeting into executive session at 7:00 p.m. and all directors and Attorney Puckett participated in the executive session. Following the executive session, the meeting resumed in regular session at 7:25 p.m., with all board members, General Manager Amoss, Anna See, and Attorney Puckett participating.

Legal Report

Attorney Puckett reported on the work he has done for the Cooperative during the last month, including work on policy review, the annual meeting, preparation of minutes, work on loan modification documents for CAMP 365, correspondence with other co-lenders, and collection letters. He also reported on the IUB proceeding concerning rate issues.

Northeast Power Report

Richard Welsh reported on the Northeast Power board meeting and offered to answer any questions. He noted that Associated Electric Cooperative's CEO David Tudor was present at the meeting. He indicated the Board had also completed a board retreat. A discussion was held concerning the NewERA Grant opportunities. Richard Welsh also reported on some potential joint agreements with IOU's in Missouri.

Iowa Association of Electric Cooperatives Report

The board packet included a written report concerning the Iowa Association of Electric Cooperatives activities. Director Vandenberg offered to answer any questions. He also reported that the IAEC Board was holding a strategic planning session on September 6-7, 2023.

Iowa Institute for Cooperatives

Director Vandenberg noted the next meeting is scheduled for September 8, 2023.

Iowa Association of Electric Cooperatives District Meeting

A recap of the Iowa Association of Electric Cooperatives District 1 & 2 meeting was provided.

Calendar of Events

The board packet included a calendar of events and the same was reviewed. The next board meeting will be held on September 28, 2023 at 5:00 p.m.

Adjournment

As there was no further business to come before the board, a motion was duly made, seconded and carried to adjourn the meeting at 7:53 p.m.


Kenny Vandenberg, President


Norm Major, Secretary