

CHARITON VALLEY ELECTRIC COOPERATIVE
REGULAR MONTHLY BOARD MEETING
DECEMBER 21, 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 December 21, 2023, at 1:04 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; Communications Coordinator/Executive Assistant Anna See, Economic Development/Community Relations Manager Tod Faris, HR Coordinator/Administrative Assistant Ashley Tratchel, 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 November 30, 2023 regular business meeting minutes; and the November 2023 New Member List.

SEE ATTACHED MEMBER LIST

Human Resources Report

Ashley Tratchel reported on completing the Cooperative Leadership in Iowa Program (CLIP). She also noted that Katie Day has been hired as a member service representative and started work. Her report noted that employees had spent 232.5 hours volunteering for charitable causes. Following her presentation, Ashley left the meeting.

Operations Report

At this time, Line Superintendent Jared Shaw presented the Operations Report. He provided an update on pole change outs. He also indicated work on the Moravia tap project should start next week. Following his report, Jared left the meeting.

Safety Report

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

Economic Development and Community Relations Report

Tod Faris noted the board packet included an economic development report and he offered to answer any questions concerning the written report. A question was asked about housing developments, followed by discussion. Tod discussed with the board Citizen Mutual Telephone's plan to expand into rural Monroe County, as well as Albia Community School District's solar project with solar vendor Red Lion. Following his report, Tod Faris left the meeting.

Member Communications and Engagement Report

The board packet included a written report from Anna See, Communications Coordinator/Executive Assistant. Anna provided information about the successful "fill the bucket" food drive held on November 18. She noted the member satisfaction survey will begin in the near future and continue through February.

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. He noted that computers were being changed out and new phone options are being evaluated. The Cooperative's password policy will be revised after the first of the year.

Finance Report

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

- a) Financial Statements – The board packet included a list of November 2023 activities, financial ratios, revenue, and expense items for the month compared to budget, various charts, and a listing of checks. Trudy Grade noted revenues were below budget for November, but higher than the year earlier. The income statement reflected a small loss for the month of \$2,889.32. She also noted the Cooperative's financial ratios are in line with its loan covenants. The highlights on the income statement, balance sheet, and cash flow statement were noted and Trudy offered to answer any questions. A discussion was held concerning donations and where those appear on the financial statements. The monthly checks were reviewed, beginning with check #59284 and ending with check #59342. 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. Questions were addressed. A motion was made, seconded and carried to approve the Cooperative's credit card and CEO/GM expenses for the month of November.

CEO/General Manager Report

CEO/General Manager Troy Amoss presented his report to the board. He provided a report on the status of the Rise Broadband project. He indicated that Northeast Power was working on the Moravia tap project. He noted community work done by the crews. He also provided an update on the sale of the Cooperative's 2014 Chevrolet Traverse, 2010 Ford F550 Crew Cab Flatbed truck and a 2000 RediHaul equipment trailer through Purple Wave Auction. Details were provided concerning the Natation Rural Electric Cooperative Association's (NRECA) International project being sponsored by the Iowa and Minnesota statewide organizations in Guatemala. The Iowa Association of Electric Cooperatives (IAEC) is looking for cooperatives to donate toward the expense. It was noted this will be an action item in January. The Citizens Mutual fiber expansion project was discussed. Details were provided concerning a Windstream phone line being cut in Albia where the line was not marked. It was noted that the board meeting dates for November and December 2024 will need to be established. The number of poles inspected was reported as 2,401, with 350 rejected and 221 replaced so far. The outage report presented by Jared Shaw was discussed, as well as the status of Truck #5.

Old or Unfinished Business

The Chairman asked for any old or unfinished business and comments were provided on the IAEC Annual meeting and training attended by board members.

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 G-101 to G-105 – The board packet included updated Board Policies G-101 through G-105. Proposed revisions to the policies were reviewed by Anna See and Attorney Puckett. It was suggested the review of Policy G-101 could be every three years rather than annually. Further, it was suggested that Policy G-102 could be eliminated. Other policy changes were noted, and the board had an opportunity to ask questions. Following discussion, a motion was made, seconded and carried to approve the recommended revisions to Policies G-101, and G-103 to G-105, with the rescission of Policy G-102.

SEE ATTACHED POLICIES

Executive Session

Chairman VandenBerg recessed the meeting into executive session at 2:47 p.m. where all directors and Attorney Puckett participated in the executive session. Following the executive session, the meeting resumed in regular session at 2:54 p.m., with all board members, General Manager Amoss, Communications Coordinator/Executive Assistant Anna See, and Attorney Puckett participating.

Legal Report

Attorney Puckett reported on the work that he has done for the Cooperative during the last month and offered to answer any questions. He reported on a court decision involving a right of first refusal (ROFR) for incumbent transmission owners and explained the impact of a ROFR. A potential legislative issue involving line clearances that may be pursued by Farm Bureau was also discussed. Attorney Puckett also provided an update on the Camp 365 loans, with no payments having been made.

Northeast Power Report

Richard Welsh reported on the Northeast Power board meeting. He indicated that with copper mines shutting down, utilities need to be on alert for additional copper thefts. He also noted that a report was provided to the Northeast Power board on additional outpost considerations.

Iowa Association of Electric Cooperatives Report

The board packet included a written report concerning the Iowa Association of Electric Cooperative's (IAEC) board meeting held December 13, 2023. Director VandenBerg offered to answer any questions concerning the report.

Iowa Institute for Cooperatives

Director VandenBerg noted the next meeting for the Iowa Institute for Cooperatives will be held January 9, 2024.

Discussion Items

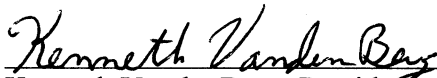
Chairman VandenBerg asked for any additional discussion items and there were none.

Calendar of Events


The board packet included a calendar of events and the same was reviewed. The next board meeting will be held on January 25, 2024, at 1:00 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 3:30 p.m.



Kenneth VandenBerg, President



Norm Major, Secretary