

SUMMARY - APPROVED

H-D ELECTRIC COOPERATIVE, INC. REGULAR MONTHLY BOARD MEETING June 17, 2022 (Summary)

The meeting was called to order by the president, Bert Rogness.

Roxanne Bass called roll Present: Steve Hansen, Dale Williams, Casper Niemann, Todd Moritz, Bert Rogness, Kevin DeBoer, Terry Strohfus, Laurie Seefeldt, and Roxanne Bass.

Others in attendance for all or part were Matthew Hotzler, General Manager, and Craig D. Evenson, project attorney, Ms. Annie Aberle, Financial Administration Manager, and Troy Kwasniewski, Operations Manager.

On motion duly made, seconded, and carried, the agenda, as presented on Call to Order, was approved.

Secretary Bass presented the minutes for the regular monthly meeting of the Board of Directors on May 20, 2022. On motion duly made, seconded, and carried, the May minutes of the regular monthly meeting and the summary were approved.

Treasurer Hansen presented the treasurer's report which included cash receipts and disbursements. **Resolution 22-49** On motion duly made, seconded and carried, it was RESOLVED that the treasurer's report be received and placed on file subject to audit.

General Manager Hotzler presented a written report and oral on several topics including the Dakota Energy Lawsuit, MISO and SPP press releases, load management, Class D Memberships, East River Storms, EV Bus Programs, SPP bus tour, engineering firms, a large load in Deuel County and Crystal Springs Rodeo. Hotzler presented the May 2022 cooperative scorecard.

Hotzler presented the membership activity report of new memberships, assignments, service connections, and non-active memberships. **Resolution 22-50** On motion duly made, seconded and carried, it was RESOLVED, that the May 2022 membership activity report is approved.

Hotzler reviewed the May 2022 Cyber report and the Basin financials summary YTD.

Finance and Administration Manager Aberle presented May financials and a written and oral report of department activities.

Operations Manager Kwasniewski presented a written and oral report of department activities including an outage summary report.. Kwasniewski reviewed the May 27 safety meeting minutes. **Resolution 22-51** On motion duly made, seconded, and carried, it was RESOLVED, that the safety report for the May 27, 2022, safety meeting, as presented is approved.

Member Service Manager Lundberg was absent so Hotzler presented his written report of department activities including the service order breakdown report, the service order backlog report, and a load management update.

Mr. Bert Rogness, Director on the East River Electric board, presented an oral report. Rogness discussed multiple topics including cybercrime, distributed generation, resolutions committee, load management, registration fees for electric vehicles, cooling tower issues at DGC, Coal Plants being ramped up and down, and the sales of DGC to Mitsubishi.

Mr. Steve Hansen, Director on the SDREA Board presented an oral report of SDREA activities including that Ed Anderson is filling in as the General Manager after the former manager's departure.

Hotzler advised the board there were no applications for estate retirements of capital credits and one application for early retirement. Under Article 9, Section 2 of the bylaws and Policy No. 205 for H-D Electric Cooperative, Inc., the total retirement results in \$425.78 to be retained by H-D and \$568.05 to be refunded to the members requesting their retirement. The financial condition of the cooperative will not be impaired by the payment of the capital credits. **Resolution 22-52** On motion duly made, seconded, and carried, it was RESOLVED that H-D Electric Cooperative, Inc. pay the capital credits pursuant to the By-laws, policies, and applications as presented.

Hotzler presented a quarterly strategic plan review. There was discussion amongst the board regarding the review.

Hotzler and Aberle presented a Restatement Agreement for Retirement Security in the form of the resolution required by NRECA. NRECA provides a form resolution. The restatement agreement is required to be reviewed every five years for participation in the NRECA retirement security and 401k pension plans. **Resolution 22-53** On motion duly made, seconded, and carried, the resolution was passed. **Resolution 22-54** On motion duly made, seconded, and carried, it was RESOLVED that the Board authorizes the Secretary, Roxanne Bass to sign the Resolution for the Restatement of the Retirements Security and/or 401(K) Pension Plan and affix the Corporate Seal.

Hotzler provided a policy review of policies 106, 111, 112, and 113 with proposed changes as part of a periodic review of existing policies. There was a discussion before the board tabled discussion on policy 106 Director Attendance at Meetings for further review and recommendations by Attorney Evenson. **Resolution 22-55** on motion duly made, seconded and carried, it was RESOLVED that policy 111 General Counsel, as presented is approved. **Resolution 22-56** on motion duly made, seconded, and carried, it was RESOLVED that policy 112 Manager Search and Selection as presented is approved. **Resolution 22-57** on motion duly made, seconded and carried, it was RESOLVED that policy 113 Authority of General Manager, as presented is approved.

Hotzler reported that an East River Delegate for their annual meeting is needed. DeBoer nominated Kevin DeBoer, Bass seconded. Bass nominated Dale Williams to be the alternate, and DeBoer seconded. On motion duly made, seconded, and carried, nominations ceased, and the board cast a unanimous ballot for DeBoer and Williams.

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There was a discussion about the following meetings coming up.

- a.** CFC Forum:
- b.** Military Appreciation Night – Crystal Springs, board members will hand out gifts to the attendees.
- c.** Employee/Director Outing
- d.** SDREA Board Leadership Summit
- e.** H-D Electric Basin Tour

No further business coming before the meeting, on motion duly made, seconded, and carried, the meeting was adjourned.