

JO-CARROLL ENERGY, INC. (NFP)
May 31, 2023
Board Meeting Minutes Summary

The regular board meeting of Jo-Carroll Energy, Inc. (NFP) was held on Wednesday, May 31, 2023.

Safety Moment – Pat Smith shared the dangers of a downed power line, stating that you should dial 911 and stay at least 100 feet from it.

Approval of Agenda – A motion was made, seconded, and carried unanimously approve the meeting agenda.

Consent Agenda – A motion was made, seconded, and carried unanimously to approve the consent agenda.

Presentation – Director Schmit, Regional Director of Northwest Illinois Economic Development (NWILED) presented a high-level overview of NWILED’s strategic goals for years 2021 through the present. Next, he described the programs offered to local businesses and communicated the value, such as the Build It Grow It program, that provides “Business 101” workshops throughout Carroll, Jo Daviess, and Whiteside Counties. Plans to relaunch the program are tentatively scheduled for 2024, starting in Galena and Savanna.

Governance Topics and Board Policy Review

Governance Talk Video – A Governance Talk Video was presented on *Maintaining your Co-ops Bylaws*, which is important for the board’s role and governing responsibility.

Board Policy Review –

- i. Board Policy 108.2 Position Description JCE Board Chair – A motion was made, seconded, and carried unanimously to approve Board Policy 108.2.
- ii. Board Policy 110/Approval of Consultants – A motion was made, seconded, and carried unanimously to rescind Board Policy 110. This policy was rolled into a new delegation of authority policy.
- iii. Board Policy 112/Membership in Civic and Community – A motion was made, seconded, and carried unanimously to approve Board Policy 112.

CEO/Financial Operating Report

CEO Report – President and CEO Mike Casper shared that the Power Cost Adjustment (PCA) credit will continue through July and be reviewed monthly. Wholesale power prices continue to be less than budgeted, which has been favorable for our members.

Financial Operating Report – Financial Operating Report – Chuck Woods, Chief Financial Officer provided a summary of the financial operating report for April. Revenue year-to-date (YTD) is approximately \$23 million. Total operations and maintenance expenses are approximately \$17.7 million, which is approximately (\$1,902,411) under budget of \$19.6 million. Margins are approximately \$2.4 million vs. a budgeted amount of approximately (\$1,043,377) and amounts to \$3.4 million over budget. By general consent, the board moved to file the financial operating report with the auditor.

Operations and Regulatory/Legislative Update

Operations Update – Senior V.P. and Chief Operating Officer, Kyle Buros, provided an update on the Burns Rd. project. Buros also provided a fiber update, noting areas that are expected to be completed by year end. He also commented that the Lake Carroll Board unanimously selected Jo-Carroll/Sand Prairie as their preferred provider.

Member Services Update – V.P. of Member Services, Jennifer Meyer provided an update on the new billing cycle for broadband services that will be reduced from seven to one and will improve efficiencies within the organization. Communications will be sent to members in July about the change.

Human Resources Update – V.P. of Human Resources, Merri Sevey provided an update on new internships and open positions available at the cooperative and the status of hiring for those opportunities. In addition, Sevey announced the new payroll system that will be implemented in October.

Executive Assistant Update – Amy Johnston, Executive Assistant had nothing to add outside of her written staff report.

External Affairs/Legislative Update – Terry Kurt, General Counsel, shared an update related to a key court decision regarding Waters of the U.S. (WOTUS). Casper added that letters were sent to our federal legislators requesting their support for streamlined permitting reform.

Board Issues and Action Items

Executive Assistant, Amy Johnston provided logistic information for the upcoming Jo-Carroll Energy Annual Meeting.

A Voting Delegate/Alternate Voting was selected for the 82nd AIEC Annual Meeting.

The CFC Voting Delegate was reaffirmed.

A Director and Alternate Director were selected for the NRECA Director Election for Illinois.

A contribution in the amount of \$1,500 was approved for the NRECA International Fund to assist with bringing electricity to regions of the world without electricity.

Into Executive Session – A motion was made, seconded, and carried unanimously to go into Executive Session at 11:35 AM.

Out of Executive Session – A motion was made, seconded, and carried unanimously to come out of Executive Session at 11:39 AM.

Action Resulting from Executive Session – None

Reports/Updates

Association of Illinois Electric Cooperatives (AIEC) Report – Director Senn reported that proposed NRECA Resolutions are due on June 23rd.

American Public Gas Association (APGA) Report – Director Carroll shared information on various new and proposed regulations affecting the natural gas (NG) industry including a proposed gas stove ban.

Dairyland Power Cooperative (DPC) – Director Mattingley provided positive comments on DPC’s Business Development group. He also shared information on future energy sources that DPC is considering for the future. In addition, he reminded the board of the upcoming DPC Annual Meeting.

Prairie Power Incorporated (PPI) Report – Director Kuhns shared favorable operating statistics from PPI’s electric generation assets. He also reminded the board of the upcoming PPI Annual Meeting.

Other Business – None.

Adjournment – Chairman Senn adjourned the meeting at 12:12 PM.

Secretary