

JCE CO-OP
March 27, 2024
Board Meeting Minutes Summary

The regular board meeting of Jo-Carroll Energy, Inc. (NFP) was held on Wednesday, March 27, 2024.

Safety Moment – Director Carroll shared Natural Gas (NG) safety tips should you encounter an emergency. Carroll noted that if you smell a strong odor of natural gas leave the premises immediately, do not turn on or off any switches in the home or use any electronic devices, including your phone. Wait until you are outside to make the call. Then, call your local gas company. If you smell outside gas odors report it right away. Do not try to locate the source yourself. If you plan to dig, call 811 first so they can do a locate on the pipes.

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 1

The Member Satisfaction Survey results were presented by Keith Kaderly of Inside Information. During the fall of 2023, Inside Information conducted a member satisfaction survey from a randomly selected sample of residential members. The survey is a tool that provides valuable feedback to JCE Co-op.

Into Executive Session – A motion was made, seconded, and carried unanimously to go into Executive Session at 10:14 AM.

Out of Executive Session – A motion was made, seconded, and carried unanimously to come out of Executive Session at 10:30 AM.

Action Resulting from Executive Session – The board reviewed the Resolution for Waiver of Conflict-of-Interest that was drafted by Terry Kurt. Despite that conflict of interest, it was the view of the Board of Directors that significant cause exists to waive that conflict of interest as long as the director recuses himself from participating in any votes or discussion regarding solar.

Presentation 2

Nate Kula of FORVIS Accounting provided a summary of audit results for 2023 and presented the board with a clean, unmodified opinion, noting that accounting policies, management's judgement, and accounting estimates were appropriate.

Governance Topics and Board Policy Review

Governance Talk Video – None.

Board Policy Review – None.

CEO/Financial Operating Report

CEO Report – President and CEO, Mike Casper, shared with the board and Sr. Staff the agenda for the April Strategic Planning Session. In addition, Casper shared that we will be having more of a presence in the community this year to celebrate the cooperative's 85th Anniversary.

Financial Operating Report – Chuck Woods, Chief Financial Officer, provided a summary of the February financial operating report. Revenue year-to-date (YTD) is approximately \$12 million. Total operations and maintenance expenses are approximately \$9.3 million, which is (\$748,464) under the budget of \$10 million. Margins are approximately \$1.3 million versus a budgeted amount of \$251,157 and amounts to \$1 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, discussed the Solar Eclipse and the electrical grid, noting it would not have an impact on electric service.

Member Services Update – V.P. of Member Services, Jennifer Meyer, provided an update on the work order process, noting that communication will be going out to our Contractors. In addition, Meyer noted that Checkpoint Solutions will be updating the fiber platform on the website. JCE Co-op will be holding a blood drive at the Elizabeth headquarters on March 28th. In October, JCE Co-op and Dairyland Power Cooperative Employees will join forces and provide "A Day of Service" in East Dubuque, where we will be doing a clean-up event at Gramercy Park.

Human Resources Update – There was nothing to add outside of Merri Sevey's written report.

Executive Assistant Update – Amy Johnston, Executive Assistant, provided logistics for the upcoming Strategic Planning Session.

External Affairs/Legislative Update – General Counsel, Terry Kurt provided a legislative update on pending bills.

Technology Update – V.P. and Chief Technology Officer, Dan Marcure shared that JCE Co-op installs managed routers to our members who have JCE Co-op fiber service, which allows the cooperative to monitor for potential cybersecurity threats and assist in derailing them.

Board Issues and Action Items

Approve Audited Financials – A motion was made by Director Smith to approve the 2023 Audited Financials, which was seconded by director Kuhns and carried unanimously. The audited financials are located on the JCE Co-op website.

Billing Policy 730 – A motion was made by Director Tindell to approve Administrative Billing Policy 730, which was seconded by Director Meyer and carried unanimously.

Proposed 2024 Bylaw Amendments – A motion was made by Director Meyer to approve the 2024 proposed bylaw amendments, which was seconded by Director Kuhns and carried unanimously. The proposed bylaw amendments will be shared in the upcoming Annual Report that will be mailed to all members.

Position Statement/Safety – The Position Statement on Safety was presented. JCE Co-op believes it is imperative to consistently practice and promote a culture of safety for the protection of our employees, members, and communities.

Select Dairyland Power Cooperative (DPC) Annual Meeting Attendees – Attendees were selected to attend the DPC Annual Meeting on June 5th.

Select Class A DPC Director and Alternate Director Nominee – Joe Mattingley was selected as the DPC Director and Dan Tindell was selected as the DPC Alternate Director to represent JCE Co-op to serve on the DPC Board of Directors.

Strategic Planning Logistics – Amy Johnston provided a copy of the upcoming Strategic Planning Agenda and shared logistics of the meeting.

Reports/Updates

Association of Illinois Electric Cooperatives (AIEC) Report – Chairman Senn provided highlights from the AIEC board meeting. Approximately 200 students, including one from JCE Co-op, participated in Youth Day at our state's capital.

Dairyland Power Cooperative (DPC) – Director Tindell shared highlights from the DPC Board meeting and included a short video from the demo of the Genoa #3 coal-fired generating unit. In total DPC has retired 6 coal-fired generating units, and Genoa #3 had 51 years of reliable and safe service.

American Public Gas Association (APGA) Report – Director Carroll discussed topics affecting the Natural Gas Industry. Carroll also commented that members from the APGA staff recently attended a Section 5 Reform meeting, which supports legislation to amend the Natural Gas Act (NGA) and grant Federal Energy Regulatory Commission (FERC) the same refund authority in natural gas rate cases that it already has in electric rate cases under the Federal Power Act (FPA).

Prairie Power Incorporated (PPI) Report – Director Kuhns shared a summary from the PPI power supply report and updated the board on PPI's transmission construction activity that is projected to improve future revenue. He also reported that a representative from PPI will present at the June 20th Annual meeting in Geneseo.

Strategic Planning Roundtable Discussion – Directors shared highlights from the National Rural Electric Cooperative (NRECA) Annual Meeting with more than 10,000 like-minded participants dedicated and committed to providing necessary services to rural America.

Other Business – None.

Adjournment – Chairman Senn adjourned the meeting at 1:27 PM.

Secretary