

APPROVED

**H-D ELECTRIC COOPERATIVE, INC.
REGULAR MONTHLY BOARD MEETING
March 17, 2023 (Summary)**

President Bert Rogness called the meeting to order. The Board delegated Craig D. Evenson the responsibility to prepare minutes.

Secretary Roxanne Bass called the roll. Present were: Dale Williams, Casper Niemann, Todd Moritz, Bert Rogness and Kevin DeBoer. Due to questionable weather, Steve Hansen, Terry Strohfus, Laurie Seefeldt, and Roxanne Bass participated online via ZOOM. None were absent.

Others in attendance for all or part were General Manager Matthew Hotzler, Project Attorney Craig D. Evenson, Finance and Administration Manager Annie Aberle, Operations Manager Troy Kwasniewski, Member Services Manager Tom Lundberg, and Engineer Roger Cutshaw.

On motion duly made, seconded, and carried, the agenda was approved.

Secretary Bass presented the February 17, 2023, regular Board meeting and Summary minutes. On motion duly made, seconded, and carried, the February 17, 2023, regular Board meeting minutes and the Summary were approved.

Treasurer Hansen presented the treasurer's report, including cash receipts and disbursements. After a discussion and questions regarding the report transactions. **Resolution 23-19** On motion duly made, seconded, and carried, it was RESOLVED that the treasurer's report be received and placed on file subject to audit.

The Board considered director expenses. **Resolution 23-20** On motion duly made, seconded, and carried, it was RESOLVED that the director expenses as presented are approved.

General Manager Hotzler presented a written report and an oral report. Hotzler discussed the East River MAC Meeting and several other topics of discussion.

Hotzler presented the membership activity report. There was a discussion regarding the new memberships, assignments, service connections, and non-active memberships. **Resolution 23-21** On motion duly made, seconded, and carried, it was RESOLVED, that the February 2023 membership activity report is approved.

Hotzler presented the February 2023 Cooperative Scorecard, February 2023 Cyber report, and the Basin year-to-date financial summary.

Finance and Administration Manager Aberle presented the February 2023 financials and a written and oral report of the department's activities. Aberle presented the revenue and expense per 1000 kilowatt hours without margin and stabilization through February 28, 2023.

Operations Manager Kwasniewski presented a written and oral report of department activities, including an outage summary report. In addition, Kwasniewski reviewed the February 21, 2023, safety meeting minutes. **Resolution 23-22** On motion duly made, seconded, and carried, it was RESOLVED that the February 21, 2023 safety meeting minutes, as presented, is approved.

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Member Services Manager Lundberg presented the written and oral 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 Board, presented an oral report. Mr. Rogness discussed several topics and how they could affect the H-D Electric members.

Mr. Steven Hansen, Director on the SDREA Board, presented an oral report. Mr. Hansen discussed several topics and how they could affect the H-D Electric members.

Hotzler advised the Board there were three applications for estate retirements of capital credits and no applications for early retirements. He advised the Board that \$385.82 of the capital credits for estate retirements will be retained and \$682.58 of the estate retirements will be refunded. Pursuant to Article 9, Section 2 of the bylaws and Policy No. 205 for H-D Electric Cooperative, Inc. The financial condition of the cooperative will not be impaired by the payment of the capital credits. **Resolution 23-23** On motion duly made, seconded, and carried, it was RESOLVED that H-D Electric Cooperative, Inc. pay the capital credits pursuant to the Bylaws, policies, and applications as presented.

Aberle presented a Capital Credit Summary and recommendation retirement with an oral report. There was a discussion about capital credit retirements and the reasons for the retirements. **Resolution 23-24** On motion duly made, seconded, and carried, it was RESOLVED that the retirement of capital credits as presented is approved.

Hotzler presented a report regarding RUS 219 Form, which pertain to 2022 construction projects completed and inspected. **Resolution 23-25** On motion duly made, seconded, and carried, it was RESOLVED that the RUS 219 forms, as presented, are approved.

Mr. Craig D. Evenson, Project Attorney, presented a conflict-of-interest review consisting of a review of statutes, case law, and H-D Electric Bylaws and Policy. Hotzler disclosed all the RESCO Board as a consideration. While not a true conflict, it could have the appearance of a conflict. Rogness disclosed the East River Board as a consideration. While not a true conflict, it could have the appearance of a conflict.

Hotzler presented a written and oral review of Policies 507, 508, and 509. Hotzler discussed each policy with recommendations. **Resolution 23-26** On motion duly made, seconded, and carried, it was RESOLVED that Policies 507, 508, and 509, as presented, are approved.

Hotzler presented a review of current Director Districts. There was discussion regarding each district.

Hotzler presented a Strategic Plan Review discussing the progress of each aspect.

Engineer Cutshaw presented a 2022 outage summary review. There was discussion about the 2022 outages compared to other years and how each affected the system.

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Hotzler discussed the upcoming H-D Annual Meeting on March 21, 2023, at 7:00 pm, with registration opening at 6:30 pm.

Hotzler presented an oral report on his attendance at the NRECA Annual Meeting. Hotzler reported about the speakers and anecdotes shared during the annual meeting. Regarding the business meeting, an amendment was proposed by East River, which passed.

There was a discussion about the following meetings coming up.

- 1) H-D Electric Annual Meeting March 21, 2023.
- 2) NRECA CCD Workshop April 3-5, 2023.
- 3) NRECA Legislative Conference April 16-19, 2023.

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