



Your Touchstone Energy® Cooperative 

**DAKOTA ELECTRIC ASSOCIATION®
BOARD OF DIRECTORS VIRTUAL MEETING
MINUTES OF May 26, 2022**

Dakota Electric Association Board Members in Attendance:

District 1

John DeYoe
David Jones
Jerry Pittman

District 2

Terry Donnelly
Bill Middlecamp
Clay Van De Bogart

District 3

Ken Danner
Bill Holton
Margaret Schreiner

District 4

Paul Bakken
Judy Kimmes
Stacy Miller

Staff in Attendance:

Jon Beyer
Melissa Cherney
Adam Heinen

Corey Hintz
Sara McGrane

Greg Miller
Joe Miller

Mjyke Nelson
Jeff Schoenecker

Guests and Members in Attendance:

Tony Hoff David Saggau

Call to Order

Chair Jerry Pittman called the regular virtual meeting of the Dakota Electric Association Board of Directors to order at 8:32 a.m. and presided. A quorum was present.

Executive Closed Session

✓ **A motion was made, seconded and carried to move into Executive Session.**

Attorney Sara McGrane presided over the annual board reorganization with the results as followed:

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| Chair: | Paul Bakken |
| Vice Chair: | Bill Middlecamp |
| Secretary: | Bill Holton |
| Treasurer: | Jerry Pittman |
| GRE Director Seat 1: | Clay Van De Bogart |
| GRE Director Seat 2: | Margaret Schreiner |
| MREA Director: | Stacy Miller |
| Unclaimed Capital Credits Committee: | John DeYoe Terry Donnelly Judy Kimmes Margaret Schreiner Paul Bakken, Ex-Officio |

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| CEO Performance Review Committee: | Ken Danner David Jones Bill Middlecamp Paul Bakken, Ex-Officio |
| Election Committee: | Ken Danner Jerry Pittman Clay Van De Bogart Paul Bakken, Ex-Officio |
| Audit Committee: | Jerry Pittman, Chair Terry Donnelly Bill Middlecamp Clay Van De Bogart Paul Bakken, Ex-Officio |
| Board Retreat Delegation | John DeYoe Judy Kimmes Bill Middlecamp Stacy Miller Paul Bakken, Ex-Officio |

Agenda Adoption

- ✓ A motion was made, seconded and carried to adopt the agenda as amended.

Approval of the Consent Agenda

- ✓ A motion was made, seconded and carried to approve the consent agenda as amended.
 - Minutes of April 28, 2022 Board Meeting
 - Attorney’s Monthly Fees – Resolution 22-5-1
 - Attorney’s Monthly Fees
 - Treasurer Delegation of Authority to Jerry Pittman

2022 Board Compensation

- ✓ A motion was made, seconded and carried with an 11-1 majority to approve the new director monthly compensation rate of \$2,840 effective June 2022.

President and CEO Report

Vice President of Financial Services and CFO Corey Hintz provided an update regarding a change in check processing, long-term debt and delinquent accounts. Vice President of Information Services and CIO Mjyke Nelson provided updates related to the new board room equipment installation delay due to supply issues. CIO Nelson also reviewed the current status of ERP and mobile connectivity.

Vice President of Utility Services Jeff Schoenecker shared Dakota Electric’s response to the recent MN Valley tragedy. He then reviewed Dakota Electric’s message shared with our own linemen highlighting the importance of going slow and asking questions to ensure safety.

Vice President of Regulatory Services Adam Heinen provided updates regarding the legislative session, 2021 IDP and Dakota Electric's PUC filing to lower reconnect fees due to the ability to remote connect.

**Great River Energy
CEO Update**

Great River Energy President and CEO David Saggau joined the meeting to discuss what Dakota Electric governance may look like post Connexus exit and answer questions.

**2022 Post Election
Wrap Up**

Survey and Ballots representative Tony Hoff reviewed the results of the 2022 annual director election and highlighted trends in electronic voting. Mr. Hoff then provided recommendations for future consideration regarding social media content, expanding the voting period length and the ability to send SMS texts including personalized login links for every member who opts in.

**President and CEO
Report Continued**

The President and CEO report resumed with Vice President of Energy and Member Services Jon Beyer providing an update related to commercial land development involving a beverage bottling manufacturing facility. A decision is expected by the beginning of June. Vice President Beyer also highlighted the success of the recent Ride and Drive event and discussed possible new commercial business. President and CEO Greg Miller then concluded with a safety update and reviewed post retreat plans noting staff's next steps with GreatCo-Ops.

**2022-2024
Corporate Insurance
Resolution**

✓ **A motion was made, seconded and carried to approve the 2022-2024 Corporate Insurance – Resolution 22-5-2.**

Great River Energy

Directors Margaret Schreiner and Clay Van De Bogart provided a Great River Energy update regarding safety discussions, high natural gas prices due to the war in Ukraine, business improvements and approved resolutions.

**Minnesota Rural
Electric Association**

Director Stacy Miller provided a Minnesota Rural Electric Association update and shared a suggested resolution drafted by herself and Director John DeYoe regarding energy cost disclosure for renters. She then shared a resolution drafted by John DeYoe regarding consumer metrics for EV vehicles noting their intent to submit both to MREA and NRECA for consideration.

Attorney Update

Attorney Sara McGrane provided an update noting work this month related to risk register concerns, wage equity survey, ERP software project and a non-disclosure agreement.

**Annual Fiduciary
Duties of a Director
Review**

Attorney McGrane provided an annual review of director fiduciary duties highlighting the importance of following bylaws and policies, liabilities, duty of diligence, delegation of power and that duties are owed to the cooperative membership as a whole, not individual members.

Adjournment

✓ A motion was made, seconded and carried to adjourn at 2:58 p.m.

Melissa Cherney, Recorder