

# MEETING MINUTES



## August 24, 2023 Board of Directors Meeting Minutes

### 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  
Cyndee Fields  
Margaret Schreiner

#### DISTRICT 4

Paul Bakken  
Jenny Hoeft, virtual  
Stacy Miller

### Staff in Attendance

Jon Beyer  
Melissa Cherney  
Ryan Hentges

Corey Hintz  
Betty Jo Kiesow

Sara McGrane  
Mjyke Nelson, virtual

Jeff Schoenecker  
Steve Yoch

### Guests in Attendance

Richard Billion

Greg Oxley, virtual

Don Vasatka, virtual

### Minutes

TOPIC	DETAILS
<b>Call to order</b>	Chair Paul Bakken called the regular meeting of the Dakota Electric Association Board of Directors to order at 9:00 a.m. and presided. A quorum was present.
<b>Agenda adoption</b>	✓ A motion was made, seconded, and carried to adopt the agenda.
<b>Member comments</b>	✓ A motion was made, seconded, and carried to allow member Don Vasatka to address the board.  Member Richard Billion and member Don Vasatka addressed the board with concerns regarding the recent appointment of Director Cyndee Fields.
<b>Consent agenda</b>	✓ A motion was made and seconded to approve the consent agenda. <ul style="list-style-type: none"><li>Minutes of the July 27, 2023 board meeting</li><li>July board legal fees</li></ul> Discussion was had regarding revisions to the Minutes of the July 27, 2023 board meeting.  ✓ The motion was amended to include the revised Minutes of the July 27, 2023 board meeting and carried.

<b>Executive closed session</b>	<ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried to move into closed session at 9:36 a.m.</li> </ul> <p>The board reviewed information related to a contract extension.</p>
<b>Resolution</b>	<ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried to move into regular session at 10:25 a.m.</li> </ul> <ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried by a 10-2 majority to approve the offer of an extension of the term of Great River Energy’s member power purchase contracts – resolution 23-8-1.</li> </ul>
<b>Board retreat update</b>	<p>Delegation Chair Stacy Miller provided a planning update regarding the next board retreat. Chair Miller noted that next steps include confirming a date and securing a venue.</p>
<b>CEO report</b>	<p>CEO Ryan Hentges provided updates related to safety, staffing, a new benefit broker, NISC transition, resiliency, cybersecurity and details related to a property tax negotiation with the Minnesota Department of Revenue.</p> <ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried to direct the CEO to reject the property tax settlement offer and pursue other options.</li> </ul>
<b>Introduction of new director</b>	<p>Chair Bakken introduced newly appointed Director Cyndee Fields and welcomed her to the board.</p>
<b>Policy updates</b>	<ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried to approve revisions to Section I, Policy 3.3 – Procurement of materials and equipment and awarding of construction contracts.</li> </ul>
<b>Federal grant update</b>	<p>Vice President of Engineering Betty Jo Kiesow provided an update related to the availability of upcoming federal grants, how Dakota Electric may benefit and next steps.</p>
<b>Great River Energy</b>	<p>Directors Margaret Schreiner and Clay Van De Bogart provided a Great River Energy update including a Rosemount land purchase, Big Bend Wind project, strategic planning and renewables.</p>
<b>Minnesota Rural Electric Association</b>	<p>Director John DeYoe provided a Minnesota Rural Electric Association update including the Energy Issues Summit, discussions related to policy enforcement and the new cannabis legislation, parental leave, possible ESG statement for Dakota Electric and the Legislative CEO Committee.</p>
<b>Dakota County 4-H Auction</b>	<p>Director Terry Donnelly, Jenny Hoeft and Stacy Miller provided an update regarding their participation in the Dakota County 4-H Auction.</p>
<b>Audit Committee update</b>	<p>Treasurer and Committee Chair Jerry Pittman provided an update regarding annual policy review, meeting minutes approval, Eide Bailly audit engagement letter and noted Kellen Garrison will be the primary auditor for the 2023 audit.</p>
<b>Unclaimed Capital Credits, Scholarships and Donations Committee update</b>	<p>Committee Chair Clay Van De Bogart reviewed the recommended 2023 school donations and scholarships for the 2023-2024 school year.</p> <ul style="list-style-type: none"> <li>✓ A motion was made, seconded, and carried to approve the distribution of the donations and scholarships to the schools listed for the 2023 year cycle.</li> </ul>

**Attorney update**

Attorney Sara McGrane provided an overview of this month's work on Dakota Electric related topics including property easement issues, property tax appeal and numerous member and director complaints.

**Executive closed session**

✓ A motion was made, seconded, and carried to move into closed session at 1:15 p.m.

The board reviewed information related to legal findings on investigation of complaints and next steps for moving forward.

✓ A motion was made, seconded, and carried to move into regular session at 2:21 p.m.

**Resolution**

✓ A motion was made, seconded, and carried that the board will engage with an outside mediator to attempt to set mutual expectations of organizational culture going forward.

**Adjournment**

✓ A motion was made, seconded, and carried to adjourn at 2:22 p.m.