

# MEETING MINUTES



## May 22, 2025, 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  
Stacy Miller

### Staff/Guests in Attendance

James Bever, M&H  
Ryan Hentges  
Tim Masa, CBS  
Jeff Schoenecker

Jon Beyer  
Corey Hintz  
Nicole McEathron  
Dan Wilbanks

Lucia Everest  
Tony Hoff  
Sara McGrane

Adam Heinen  
Andy Kalicak, CBS  
Mjyke Nelson

### Members in Attendance

### Minutes

TOPIC	DETAILS																
Call to Order	Chair Bakken called the regular meeting of the Dakota Electric Association Board of Directors to order at 8:30 a.m. and presided. A quorum was present.																
Agenda Adoption	✓ A motion was made, seconded and carried unanimously to adopt the agenda with one update of the rate case topic being held in executive session.																
Annual Board Reorganization	<p>Attorney Sara McGrane presided over the annual board reorganization with the results as follows:</p> <table><tr><td>Chair:</td><td>Paul Bakken</td></tr><tr><td>Vice Chair:</td><td>Jerry Pittman</td></tr><tr><td>Secretary:</td><td>Terry Donnelly</td></tr><tr><td>Treasurer:</td><td>Cyndee Fields</td></tr><tr><td>GRE Director Seat 1:</td><td>Margaret Schreiner</td></tr><tr><td>GRE Director Seat 2:</td><td>Bill Middlecamp</td></tr><tr><td>MREA Director:</td><td>David Jones</td></tr><tr><td>*Audit Committee:</td><td>Cyndee Fields Jenny Hoeft Bill Middlecamp Clay Van De Bogart</td></tr></table>	Chair:	Paul Bakken	Vice Chair:	Jerry Pittman	Secretary:	Terry Donnelly	Treasurer:	Cyndee Fields	GRE Director Seat 1:	Margaret Schreiner	GRE Director Seat 2:	Bill Middlecamp	MREA Director:	David Jones	*Audit Committee:	Cyndee Fields Jenny Hoeft Bill Middlecamp Clay Van De Bogart
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<b>*Unclaimed Capital Credits Committee:</b>	John DeYoe Terry Donnelly Bill Middlecamp Clay Van De Bogart
<b>*Board Retreat Committee:</b>	Cyndee Fields Stacy Miller Bill Middlecamp Margaret Schreiner

\*As Board Chair, Paul Bakken is an ex-officio member of all Committees.

The Board agreed to pause selection of members for the Election Committee and CEO Performance Review Committee and to discuss further in the June annual Board retreat.

The Board reviewed their compensation and discussed various options.

- ✓ A motion was made, seconded and failed to approve a \$100 increase to the monthly Board retainer.
- ✓ A motion was made, seconded and failed to approve a \$75 increase to the monthly Board retainer.
- ✓ A motion was made, seconded and approved by a majority vote to increase the monthly Board retainer by \$50.

#### Consent Agenda

- ✓ A motion was made, seconded and carried unanimously to approve the consent agenda.
  - April 24, 2025, Board Meeting Minutes
  - April 2025, Board Legal Fees
  - 2026 Board Meeting Dates

#### CEO Report

CEO Hentges provided an overview of key considerations for 2025. Hentges called upon Jeff Schoenecker, VP of Utility Services, to share details from a recent safety incident. Discussion took place about next steps related to the incident. Hentges continued by sharing highlights from his Board Report and staffing updates.

Hentges then called upon Nicole McEathron, Director of Executive Services, to provide an update on the board management software review process and recommendations.

- ✓ A motion was made, seconded and carried unanimously for approval to move forward with transitioning the utilization of a Board Management Software from Diligent to OnBoard.

#### Executive Closed Session

- ✓ A motion was made, seconded and carried unanimously to move into closed session at 10:16 a.m.

Adam Heinen, VP of Regulatory Services, provided an update on the current rate case.

- ✓ A motion was made, seconded and carried unanimously to move into regular session at 11:05 a.m.

<b>Facility Project Presentation</b>	<p>Jeff Schoenecker, VP of Utility Services, provided an introduction to the facility update and guest presenters. Tim Masa, CBS, shared updated project estimates, scope of contractor work and timeline. Discussion took place around contract terms, bidding process, contingency planning and next steps.</p> <p>✓ A motion was made, seconded and carried to approve amended Resolution 25-5-1 related to construction of a new headquarters facility not to exceed eighty-six million dollars (\$86,000,000) in cost.</p> <p>Discussion continued around communication and planning a groundbreaking event.</p>
<b>Board Retreat Committee Update</b>	<p>Director Fields noted the final agenda for the June retreat would be discussed with the Committee in an upcoming meeting, and more details and logistics would be shared with the full Board soon.</p>
<b>2026 Cable and Distribution Transformer Purchases</b>	<p>✓ A motion was made, seconded and carried unanimously to approve Resolution 25-5-2 and 25-5-3 related to 2026 cable and distribution transformer purchases.</p>
<b>Executive Closed Session</b>	<p>✓ A motion was made, seconded and carried unanimously to move into closed session at 12:33 p.m.</p> <p>CEO Hentges provided a power supply update.</p> <p>✓ A motion was made, seconded and carried unanimously to move into regular session at 1:38 p.m.</p>
<b>2025 Post-Election Review</b>	<p>Tony Hoff, Survey and Ballot Systems, reviewed the results of the 2025 annual election. Discussion took place around voter trends, mailing timing and overall process.</p>
<b>Great River Energy Report</b>	<p>Directors Middlecamp and Schreiner provided a Great River Energy update in addition to the written report.</p>
<b>MREA Report</b>	<p>Director DeYoe provided an update from the recent work and priorities of MREA. DeYoe made mention of their next Board meeting which will take place at the Dakota Electric headquarters and invited Directors to attend.</p>
<b>Attorney Report</b>	<p>Attorney Sara McGrane provided an update on legislative happenings and other recent projects in addition to the written report.</p>
<b>Executive Closed Session</b>	<p>✓ A motion was made, seconded and carried unanimously to move into closed session at 2:48 a.m.</p> <p>Attorney Sara McGrane conducted annual harassment and discrimination training.</p>
<b>Adjournment</b>	<p>✓ A motion was made, seconded and carried unanimously to adjourn at 3:35 p.m.</p>