

CHARITON VALLEY ELECTRIC COOPERATIVE  
REGULAR MONTHLY BOARD MEETING  
JANUARY 29, 2025

A meeting of the Chariton Valley Electric Cooperative, Inc. (CVEC) Board of Directors was called to order at the Cooperative office in Albia, Iowa, on January 29, 2025, at 1:04 p.m. by President Kenny Vandenberg.

Secretary Norm Major reported all directors were present in person. Other attendees included General Manager Troy Amoss; Finance Manager Trudy Grade; Human Resources Coordinator/Administrative Assistant Ashley Trachel; and Communications Coordinator/Executive Assistant Anna See. Attorneys Dennis L. Puckett and Kyle A. Kruidenier of Sullivan & Ward, P.C. participated remotely.

Consent Agenda

The board reviewed the consent agenda items, and following a motion that was made, seconded and carried, they were approved. Some adjustments to the agenda were necessary to accommodate Attorney Pucket's participation in multiple meetings occurring simultaneously. The approved items included the revised meeting agenda, the minutes from the December 27, 2024, regular business meeting and the December 2024 New Member List.

SEE ATTACHED MEMBER LIST

Human Resources Report

The board packet included a Human Resources report. Human Resources Coordinator/Administrative Ashley Trachel offered to answer any questions regarding the report. She provided an overview of employee volunteer activities for the month and discussed ongoing training initiatives. Ashley noted that the underground training held on January 21, 2025, was well received. Following her report, Ashley left the meeting.

Operations Report

In the absence of Line Superintendent Jared Shaw, General Manager Troy Amoss presented the Operations Report. He noted that pole inspections were underway in Albia and stated that there were no new developments regarding the current work plan. However, Troy indicated that he and the staff have begun drafting a new work plan. Additionally, Troy provided an update on vegetation management efforts, reporting that C.R. Environmental has started work in the Trail Substation area, which includes the city of Albia.

Safety Report

The board reviewed the Safety Report and accompanying statistics included in the board packet. A question was raised regarding the year-to-date report showing zero safety suggestions. General Manager Troy Amoss clarified that this statistic did not indicate a lack of safety training, as frequent training sessions and safety recommendations are regularly provided. After discussion, a motion was made, seconded and carried to approve the December 2024 Safety Report as presented.

### Member Communications and Engagement Report

The board reviewed a written report from Anna See, Communications Coordinator/Executive Assistant, included in the board packet. Anna offered to answer questions regarding her report and provided an overview of upcoming meetings and events. She inquired about board member attendance for several key events, including the Power Xchange conference March 9-11 in Atlanta, Georgia, the Capitol visit on February 12 and REC Day on the Hill on March 19.

Additionally, the board held a discussion regarding potential changes to the service territory law, with Attorney Puckett providing further details. The 4<sup>th</sup> quarter of 2024 Director Training Report was also reviewed.

Following the report, Attorney Puckett left the meeting. He rejoined the meeting later.

### IT/Cyber Security Report

The Board reviewed a written report from Network Administrator Nathan Norton on IT updates, which was included in the board packet. General Manager Troy Amoss inquired if there were any questions regarding the report, and none were raised.

### NRECA Roundtable

The board participated in a live presentation by NRECA CEO Jim Matheson. He discussed the ongoing efforts of NRECA staff to build relationships with decision-makers in the new administration, ensuring they are informed about and understand programs vital to NRECA and its members.

### Old or Unfinished Business

Attorney Puckett rejoined the meeting at this time. The Chairman noted a reference to a housing meeting under unfinished business. A discussion followed regarding a workshop hosted by Tri-State Development and Culver-Stockton College in Albia, focused on economic development essentials. The board had previously discussed the event, and questions arose about the Cooperative's role in hosting it.

Director Major clarified that the meeting location had changed to the Chamber office in Albia, along with the date. He also stated that the Cooperative had been mistakenly listed as a partner on a prior event flier due to an error and oversight, as this is not a Cooperative-sponsored event. Attorney Puckett reminded the board that any proposal for the Cooperative to sponsor or host an event must be brought before the board for consideration, as no individual director has the authority to make such commitments on behalf of the Cooperative. The meeting is intended for contractors, lenders and select industries.

### Northeast Power Director Nominations

The board packet included a letter and information regarding the upcoming expiration of Director Major's term on the Northeast Power Board of Directors. A nominee needed to be selected to fill the position at the Northeast Power Annual Meeting on April 3, 2025. Director Major was eligible for re-election.

Chairman Vandenberg asked each director if they were interested in being nominated. Directors Houser, Heffron and Major all expressed interest and were given the opportunity to share why they wished to be considered and why the board should select them. Nomination ballots were then distributed, with the following results: Director Major received four votes, Director Houser received three votes and Director Heffron received two votes. Director Heffron subsequently withdrew from the nomination, leading to an election ballot between Directors Major and Houser. Director Houser received five votes, while Director Major received four.

As a result, Director Houser was declared the Cooperative's nominee for the Northeast Power Board position at the April 3, 2025, Northeast Power Annual Meeting.

Following the completion of this nomination process, Attorney Puckett left the meeting.

#### Finance Report

Finance Manager Trudy Grade presented the financial report, noting that, as it is the beginning of the year, no financial statements were included in this month's board packet. She also reviewed the check registry.

Financial Statements – Being the beginning of the year, there were no financial statements included in this month's board packet. check registry

- a) Credit Cards – The board reviewed the credit card expenses for the month of December, including both the Cooperative's credit card and CEO/GM expenses. Following the review, a motion was made, seconded and carried to approve the Cooperative's credit card and CEO/GM expenses as presented.
  
- b) 4<sup>th</sup> Quarter Community Contributions – The board reviewed the contributions made by the Cooperative in the following categories: Community, Education, Fundraisers, Humanities, Public Service and Veterans.

#### CEO/General Manager Report

CEO/General Manager Troy Amoss presented his report to the board. He provided an update on his discussions with state legislators about the cooperative's position on deregulation of the electric industry in Iowa, emphasizing how deregulation would negatively impact cooperatives and their members. This led to further board discussion on the Governor's Office and the importance of cooperative directors attending this year's REC Day on the Hill.

Troy also reported that CVEC crews volunteered their time to assist the city with the removal of holiday lights and garland from the ornamental lights on the Albia town square. Additionally, they installed a switch for the city's future use and convenience.

Troy informed the board that his annual employee reviews were nearly complete, with the exception of a few linemen.

Finally, Troy updated the board on issues with Truck #10 and mentioned that he and his team are exploring potential solutions to resolve the issue.

### New Business

- a) Review Policy A-104 Director Fees and Expenses – The board reviewed general board policy A-104 regarding Director Fees and Expenses, included in the board packet. The policy states, in part, that the board Treasurer shall review and approve each director's per diem and expenses. Currently, Anna See and Troy Amoss are conducting the review of director per diems and expenses. After discussion, it was decided that Anna See should continue to conduct the initial review of director per diems and expenses, as she has the most knowledge regarding director travel and expenses. It was also decided that, consistent with board policy, Anna should go directly to the Board Treasurer with any questions regarding director fees and expenses, rather than involving Troy.
  
- b) Director Expense Report – The Board Expense Report was reviewed. Following the review, a motion was made, seconded and carried to approve the report as presented.

### Executive Session

Chairman Vandenberg recessed the meeting into executive session. All directors present prior to the recess, along with Attorney Kruidenier, participated in the executive session. Following the executive session, the regular meeting resumed, with all board members present during the session, General Manager Amoss, Executive Assistant/Communications Coordinator See and Attorney Kruidenier participating.

### Other Business

After coming out of the Executive Session, a motion was made, seconded and carried to increase General Manager Amoss' salary, as discussed in the executive session.

### Legal Report

The board packet contained a report detailing the work performed by Attorney Puckett for CVEC in the previous month. Attorney Kruidenier had nothing to add to Attorney Puckett's written report.

### Director Reports

Chairman Vandenberg reported that a report from Northeast Power was included in the packet, but there was no report from the Iowa Association of Electric Cooperatives.

### Discussion Items

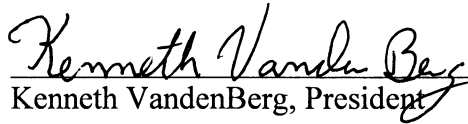
Chairman Vandenberg led a discussion regarding the benefits of membership in the Iowa Institute for Cooperatives and the work done by the Iowa Association of Electric Cooperative's Pioneers Trust Foundation. After discussion, the consensus was that CVEC should continue its membership with the Iowa Institute for Cooperatives and pay the annual dues of \$500 for 2025. It was also decided that CVEC should donate \$250 to the Pioneers Trust Foundation in memory of former CVEC board member Bill Moore.

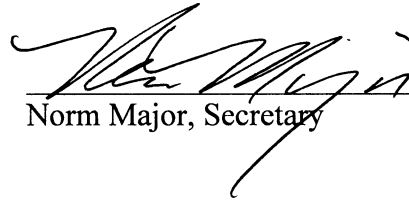
### Meeting Dates/Calendar of Events

The board packet included a calendar of events, which was reviewed. The next board meeting will be held on February 27, 2025, at 1:00 p.m.

Adjournment

As there was no further business to come before the board, a motion was duly made, seconded and carried to adjourn the meeting at 4:07 p.m.

  
Kenneth Vandenberg, President

  
Norm Major, Secretary