

**WHETSTONE VALLEY ELECTRIC COOPERATIVE, INC.**  
**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS**  
**Thursday, August 18, 2022**

The regular meeting of the Board of Directors of Whetstone Valley Electric Cooperative, Inc. was held on Thursday, August 18, 2022 commencing at 8:04 AM at the Milbank City Community Room.

The meeting was called to order by President, Bill Tostenson who presided and Secretary, Darren Strasser, acted as Secretary.

**Directors Present:** Bill Tostenson, Darren Strasser, Dale Jensen, Krista Atyeo-Gortmaker, Joel Adler, Tom Berens, Paul Nelson, Scott Niedert, Dave Behrns,

**Directors Absent:**

**Staff Present:** Page, Weber, Anderson, Christensen

**Others Present:** Nick Crank; Eide Bailey, Darrin Lynch; CFC

**Review and Consideration of Agenda**

- A motion to approve the agenda with the addition of selecting a delegate for Federated Insurance was seconded and carried.

**Review and Consideration of Minutes**

- A motion to approve the minutes of the regular meeting of July 18, 2022 was seconded and carried.

**Review and Consideration of the Consent Agenda including:**

Loss Control Report, Estate & Special Capital Credit Retirements, New Members, Tenant Changes, Check Listing, Credit Card statement and Cash Flow. Also included was the inventory of capitalized work orders.

- After some discussion, a motion to approve the consent agenda was seconded and carried.

**Management Reports**

Operations Manager, Jon Christensen provided a written report of current operations activities. Jon discussed the development and completion of the construction work plan. He reported on the completion of the data collection phase for the mapping project. He also reported on a new vehicle and recent power outages.

**Member Services Manager, Mark Weber** submitted a written report of current activities of the service department. He reported that the number of requests for wiring or HVAC service remains high. He also provided a positive report on the two new electricians.

**Office Manager, Bridget Anderson** submitted a written report of the office services activities and financials. She discussed the recent retirement of Basin capital credits and the logistics of processing multiple retirements within our system. She also reported on a business practice review of the billing system conducted by NISC personnel.

- A motion to approve the Management Staff reports was seconded and carried.

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**Review and Consideration of the General Manager's Report**

**General Manager, Page** submitted a written report and discussed year-to-date energy sales. He reported that sales are 8% over last year and 6% over budget. He also reported that Whetstone's margins are over budget primarily due to the Basin bill credit passed through by East River. Page discussed recent legislation and its impact to cooperatives. He also discussed rising costs and fees of associated cooperatives.

- A motion to approve the General Manager's report was seconded and carried.
- Nick Crank with Eide Bailey presented the IRS form 990 and audited financial statement for the fiscal year. He reported a clean audit stating that all material and data was provided well in advance by the staff.
- Darrin Lynch of CFC presented the Key Ratios Trend Analysis report. The report provided comparisons of cooperatives of similar size throughout the country, Coops within South Dakota, and within East River.

**Power Supply and Association Meeting Reports:**

Tostenson reported on the SDREA Board Leadership conference. He discussed presentations about the impact of board decisions on members and employees.

**East River** Strasser reported on the activities of East River and that Bob Sahr had been named as the next CEO of East River.

**SDREA** Tostenson reported on the activities of SDREA.

**Executive Session:**

No executive session was held.

**Other Business:**

- A motion to approve the resolution authorizing the amendment and restatement of the employee NRECA retirement plan was seconded and carried.
- A motion to approve the resolution authorizing the amendment of the NRECA retirement plan to allow employee loans on 401(k) accounts in accordance with the plan was seconded and carried.
  
- Delegate and Alternate were selected for District 6 meetings of NRECA, CFC, and Federated Insurance
- During a round table, there was brief discussion of current events and activities within the service territory.
- The calendar of upcoming events was reviewed.

**Adjournment:**

- A motion to adjourn was made, seconded and carried.

**Next Regular Board Meeting:** Tuesday, September 20, 2022 1:00 PM Coop Headquarters

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President

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Secretary