

WHETSTONE VALLEY ELECTRIC COOPERATIVE, INC.
MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
Thursday, April 24, 2025

The regular meeting of the Board of Directors of Whetstone Valley Electric Cooperative, Inc. was held on Thursday, April, 24, 2025 commencing at 8:05 AM at the Whetstone Valley Electric Headquarters.

The meeting was called to order by President, Joel Adler who presided and Secretary, Matt Cameron, acted as Secretary.

Directors Present: Joel Adler, Matt Cameron, Scott Niedert, Krista Atyeo-Gortmaker, Bill Tostenson, Tom Berens, Dave Behrns, Wayne Jarman,

Directors Absent: Paul Nelson,

Staff Present: Page, Weber, Anderson

Others Present: None

Review and Consideration of Agenda

- A motion to approve the agenda was seconded and carried.

Review and Consideration of Minutes

- A motion to approve the minutes of the regular meeting of March 20, 2025 was seconded and carried.

Review and Consideration of estate and special capital credit retirements:

- No estate or special capital credits retirements were requested.

General Reports

The Board reviewed and discussed general reports including the Loss Control Report, Check Listing, Credit Card statement, Cash Flow, Cybersecurity Summary and Capitalized Construction Work Orders.

Management Reports

Operations Manager, Jon Christensen was absent at this months meeting but he submitted a written report that included updates on crew activity, the Load Control project, Federated review, pole yard positive response, and Grant county mitigation planning.

Member Services Manager, Mark Weber submitted a written report outlining recent activities within the Service and Contracting Department. He reported that a primary metered consumer is considering the installation of a generator for participation in the demand response program, which would require the development of a new rate. Mark reported on several high-usage inquiries from members. He also discussed the testing of submeters and voltage blockers to verify compliance and reliability. The report also included updates on both new and ongoing projects within the Contracting Department. Finally, he requested approval to sell two older trucks—units #1 and #11—through an advertised bid process.

Office Manager, Bridget Anderson submitted a written report of the office services activities and financials. Her report a budget to actuals comparison for the first quarter of 2025 as well as details regarding operating margins over the last 5 years. Bridget also discussed that interest expense is over budget due to the Section 9 fees associated with the quarterly FFB invoice. She explained that those fees weren't included in the report received from RUS initially so we will be over budget approx \$2k per month.

General Manager Report

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General Manager Page provided a written report and noted that energy sales for March reflected a 7% decrease from the same month last year and year-to-date sales are 5% above last year's total at this time. The state-wide legislative committee met to discuss key policy issues, review outcomes, and identify next steps. Page reported that the annual audit of the REED Fund was completed with a clean, unaudited opinion and confirmed full compliance with all requirements. He noted that the availability of Rural Economic Development Loan and Grant (REDLG) funding, is contingent on congressional action to finalize the federal Farm Bill. Page reported that the NRECA Legislative Conference will be held in Washington, DC, where SD rural Co-op members will meet with congressional delegates to discuss key issues affecting Electric Cooperatives. He also discussed new rates being considered and a donation request from Mitchell Technical Collage.

After a discussion, there was concensus to advertise old truck 1 and 11 for sale by bid.

East River Behrns reported Basin's Large Load Committee, East River Sales, and Class D membership options. He also reported on a positive review from Federated Insurance.

SDREA Tostenson reported on SDREA activities including the upcoming NRECA elections and donations to Mitchell Technical Collage.

Association None

Reports:

Other Business and Action Items:

- There was a motion and second to donate \$2,000 per year for five years to Mitchell Technical Collage to support the construction of the utility underground technology lab. Following a discussion, the motion passed.
- A motion to add to this month's agenda, a discussion regarding strategic planning was seconded and carried.
- The following policies were reviewed. Each was approved unanimously with no revisions: 10-7; 30-19; 30-23; 40-1
- The following policies were reviewed and each was approved unanimously with revisions as presented: 20-13; 20-16;
- A motion to remove Policy 30-21 as it is no longer relevent, was seconded and carried unanimously.
- Following a discussion, a motion to postpone action on the new Financial Management Policy was seconded and carried.
- A motion to form a subcommittee comprised of Atyeo-Gortmaker, Adler, Cameron, Niedert, Anderson, and Page to explore the feasibility of establishing a Credit Union was seconded and carried.
- There was a motion and second to postpone the Governance Discussion on Parliamentary Procedure until the May meeting. Motion passed 7-1.

Executive Session:

At 11:12 am a motion to enter executive session was seconded and carried.

At 12:08 pm a motion to exit executive session was seconded and carried.

Resolution for Next Regular Board Meeting:

- The next regular board meeting was set for Thursday, May 22, 2025 at 8:00 AM at the Cooperative Headquarters .

Adjournment:

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

President

Secretary