

M.J.M. ELECTRIC COOPERATIVE, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS
February 22, 2024

The regular meeting of the Board of Directors of M.J.M. Electric Cooperative, Inc., hereinafter referred to as the “Cooperative”, was held at the Cooperative’s headquarters located at 18300 Shipman Road, in Carlinville, Illinois at 8:00 a.m., on Thursday, February 22, 2024.

Call to Order

The meeting was called to order at 8:00 a.m. by Kay Schultz, Chairman, who chaired the meeting and Marcie Tonsor served as Secretary.

Roll Call

Upon roll call, Director Tonsor reported the following Board Directors to be present: Marcie Tonsor, Charles Hubener, Todd Stewart, James Niemann, Tyler Heyen, Robert Moore, W. Kay Schultz, and Robert Lehmann. Also present at the meeting were Joe Heyen, President/CEO, Jeremy Pattillo, Director of Finance and Accounting, Jen Peterson, Executive Administrator. Director Dwayne Milner and Lee J. Plummer, Attorney participated by phone.

Agenda

Upon motion properly made, seconded, and carried unanimously, the February agenda was approved as presented.

Prior Meeting Minutes

Upon a motion properly made, seconded, and carried unanimously, the minutes of the January 25, 2024 Regular Board Meeting minutes were approved as presented.

Director’s Financial Summary

Director of Finance and Accounting, Jeremy Pattillo, presented the Financial and Statistical Report. An opportunity was given to discuss MJM business activities which are reported to the Board at various times during the month.

A list of checks issued during January was reviewed. Cash disbursements for January were discussed as well as the cash position. The January purchased power breakdown was also reviewed. In addition, the February 1, 2024 receipts and disbursements, up to a point of time in February, were reviewed.

Mr. Pattillo reported on current CFC interest rates.

Upon a motion properly made, second and carried unanimously, the Treasurer’s report was approved.

Operating Report

CEO Heyen reported on multiple grant funding opportunities that would help improve MJM's reliability among other benefits.

Executive Administrator Peterson reported on the status of February's non-pay disconnected accounts. In addition, the front office has continued to be shorthanded over the last month due to an employee being out of the office because of medical issues but the employee is expected to be back full-time starting next week. An update regarding uncollectable accounts was also provided.

Communications and Member Services Coordinator, Eric Cooper, joined the meeting.

Mr. Cooper provided an update regarding activities in his department as well as annual meeting shirts, Operation Round Up activities, community benefits project, and the upcoming Youth Day event in March. He then left the meeting.

Matt Eisenmenger, Director of Operations, and Bob Brandon, Director of Engineering, joined the meeting.

Mr. Brandon reported that the engineering department continues to be very busy with work orders and that processes are being reviewed and improved where possible.

Mr. Eisenmenger reported on the operation crews and projects going on in his department. He reported that an updated safety manual had been made available to all employees, reviewed a recent safety conference, and reported over 500 new Landis + Gyr meters have been installed. Right of way clearing was completed on Jerseyville East.

Mr. Eisenmenger and Mr. Brandon left the meeting.

Chris Franzen, IT Administrator, joined the meeting to provide statistical IT results from the previous month and discussed technological topics with the Board. Franzen left the meeting.

MGEN Credit/Avoided Cost Rate

After discussions took place regarding member generation credit, a motion was made, seconded, and passed unanimously to approve the rate of \$.03239 effective March 1, 2024. A copy of the rate is attached hereto. It is important to note that 2023 yielded a higher credit rate of \$.06352 due to an unusually high market year for power. The rate for 2024 reflects the energy market settling back down and returning to pre-COVID norms.

CRC Voting Ballot

The Board discussed CRC's voting ballot and completed it for submission.

CFC Letter of Credit

Mr. Pattillo discussed the letter of credit required for the REDLG AMI Loan. After some time had passed, a motion was made to approve a resolution in support of the letter of credit required for the REDLG loan. The motion was then seconded and approved by all.

Appoint Elections and Credentials Committee

The proposed Elections and Credentials committee was discussed. After review, a motion was made to appoint the MJM Members on the list which is attached hereto. The motion was seconded and passed by all.

2024 Elections and Credentials Committee Meeting Date

A motion was made, seconded and passed unanimously to hold the 2024 elections and credentials committee meeting at 6PM, Monday, April 29th at MJM's headquarters in Carlinville.

Directives for the 85th Annual Meeting and Recommendations of Elections

The Board reviewed and approved the following proposed directives for the 2024 Annual Meeting of Members:

- A. To prepare ballots to be used for propositions presented to the Annual Meeting.
- B. To present for consideration by the Members attending the 2024 Annual Meeting, the following Rules of the Day:

Rules for Consideration:

1. That Roberts Rules of Order will govern the conduct of the meeting.
2. To use only the proxy as provided on the back cover of the Official Annual Meeting Notice.
3. As pursuant to the Bylaws, that the meeting be chaired by Board Director Kay Schultz.

Upon motion properly made, seconded, and carried unanimously, the Board approved the above directives for the 2024 MJM Annual Meeting of Members scheduled for Thursday, June 6, 2024, at the MJM Electric Cooperative Headquarters.

The Board discussed a list of procedures to forward to the Election and Credentials committee as recommended guidelines for the committee. Upon a motion properly made, seconded, and carried unanimously, the same recommendation for rules and procedures as used for the 2023 Election and Credentials Committee were approved. Those being:

- A. That each candidate for Director shall be allowed to have one observer at the 2024 Annual Meeting of Members, and that the observer must be a Member of MJM Electric Cooperative and not be a candidate, an employee, a Director, or a spouse of any of the above.
- B. That each candidate who intends to have an observer at the 2024 Annual Meeting of Members must personally present that observer to the Election and Credentials Committee at the MJM Headquarters, between 3 p.m. and 3:30 p.m., on the date of the Annual Meeting. While serving in that capacity, the observer shall wear identification provided to them by the Election and Credentials committee; and are to follow directives that are outlined by the Election and Credentials committee. Further, that subject to compliance with the above stated conditions, these observers shall be

entitled to observe the registration process starting at 3 p.m., the ballot process and the tabulation of ballots.

- C. That no campaigning be allowed inside the building where the Annual Meeting is to be held.
- D. That the ballot boxes be in place and that the polls open for voting at the 2024 Annual Meeting of Members during the Annual Meeting.
- E. That all questions that may arise regarding the registration and election procedures at the 2024 Annual Meeting of Members shall be addressed to the 2024 Election and Credentials Committee and their decision shall be final.

Electronic Signatures on Documents

Continuing this discussion from January's meeting, Attorney Plummer requested that this topic be tabled for further discussion until March's meeting.

Co-op's Attorney Succession Plan

CEO Heyen discussed options to consider for an attorney succession plan. Per the request of Chairman Schultz, the topic was tabled for further discussion in March.

2024 Union Negotiations

CEO Heyen suggested that the Board consider conducting union negotiations in a modified format. Chairman Schultz requested that this topic be tabled for further discussion until March.

Delhi Sub / CEJA Grant

CEO Heyen discussed a Delhi substation funding opportunity involving a CEJA grant. After some time had passed, a motion was made to develop a resolution to support the CEJA grant application process. The motion was then seconded and approved unanimously.

A director made a motion to approve the Operating Report which was seconded and approved unanimously.

AIEC

Director Niemann reported on the February AIEC Board meeting.

Directors Schultz and Moore gave an overview of the BLC 973 – Shared Services, Mergers, and Acquisitions class they attended on February 7th.

CEO Heyen stressed the importance of MJM being represented on Lobby Day in Springfield, on April 16th and invited the Board to participate if they were able.

Mrs. Peterson reminded the board about the BLC 984 Director's Responsibility class being offered at the AIEC on May 22nd.

Wabash Valley Power Alliance

Director Huebener and CEO Heyen reported on the monthly WVPA Board meeting.

2024 WVPA annual meeting credentials were appointed by a motion to name Director Huebener as the voting delegate, Director Stewart as the alternate, and the member system representative as CEO Heyen. The motion was seconded and carried unanimously.

CEO Heyen discussed an opportunity to collaborate with WVPA to sell standby generators at a discounted price to MJM Members.

Next, CEO Heyen discussed a WVPA battery storage project in collaboration with Cordelio Power LP.

NRECA

Nothing for discussion.

Old Business

Nothing for discussion.

New Business

Nothing for discussion.

Next Regular Board Meeting

The next regular Board meeting is scheduled for March 28, 2024, at 8:00 a.m.

Jen Peterson and Jeremy Pattillo left the meeting.

Executive Session

A motion was made, seconded, and passed unanimously, for the meeting to go into Executive Session. After the discussions concluded, there was a motion and second, which passed, to come out of Executive Session.

Adjournment

After further discussions took place, a motion was properly made, seconded, and carried unanimously, and the meeting was adjourned.