

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

July 24, 2025

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, July 24, 2025.

Call to Order

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

Roll Call

Upon the roll call, Director Tonsor reported the following Board Directors to be present: Marcie Tonsor, Charles Hubener, Todd Stewart, Tyler Heyen, Frank Welling, James Niemann and Dwayne Milner. Also present at the meeting were Joe Heyen, President/CEO, Finance and Accounting Manager, Brian Gunning, Office Manager, Jen Peterson, and Lee J. Plummer, Attorney for the cooperative.

Agenda

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

Prior Meeting Minutes

Upon a motion properly made, seconded, and carried unanimously, the minutes of the June 26, 2025 Regular Board Meeting were approved as presented.

Director’s Financial Summary

Director Heyen and Finance and Accounting Manager, Brian Gunning presented the Financial and Statistical Report.

Financial information related to the previous month was reviewed including a list of issued checks, cash disbursements, and the ending cash position. The purchased power breakdown was also reviewed along with current CFC interest rates.

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

Operating Report

CEO Heyen provided updates related to MJM's projects in the queue and other miscellaneous topics. A 5MW Taylor Springs load was energized earlier in the week and Journeyman Lineman Nolan Longley will join the line crew on July 28th. CEO Heyen asked for feedback regarding scheduling a system wide bus tour for board members and select staff.

Eric Cooper, Communications and Member Services Coordinator, joined the meeting and provided an update on his department including the Palmyra Tie Line grant. Afterwards, he left the meeting.

Office Manager Peterson reported on the status of July's non-pay disconnected accounts and gave an update on her department. She reported on the monthly team meeting she had with her team and reminded the board about the upcoming AIEC Annual Meeting.

Matt Eisenmenger, Operations Manager, and Martin Hinton, Engineering Manager, joined the meeting.

Mr. Hinton gave an update on his department's projects focusing on large load projects and work orders. The department continues to have a heavy workload. An overview of the new Taylor Springs power load was provided.

Mr. Eisenmenger reported on the operation crews as well as projects going on in his department. Several apprentices have been attending program related classes in Springfield this month. The weather has been causing scattered outages due to excessive rain. Lee Inspection is working on annual pole assessments.

On July 8th, bucket truck and pole top rescue were completed with the line crews. The next safety meeting will take place in August. Additional training information regarding his department was provided.

After their updates were presented, Mr. Eisenmenger and Mr. Hinton left the meeting.

Chris Franzen, IT Administrator, joined the meeting and provided the statistical IT results from the previous month and discussed technological topics with the Board including an in-depth training on malware awareness. Afterwards, he left the meeting.

An opportunity was given to discuss MJM business activities which are reported to the Board at various times during the month.

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

OLD BUSINESS

Attorney Lee Plummer discussed attending the recent NRECA Legal Seminar.

Chairman Stewart discussed the vacant board seats for districts 1 and 4. Further discussion will take place at August's meeting.

NEW BUSINESS

Section II Policies

To meet the requirements to receive a government grant, three policies in section II must be modified: Policy 21 – WHISTLE BLOWER POLICY, Policy 23 – ETHICS AND CONFLICT OF INTEREST, Policy 34 – DRUG AND ALCOHOL, Policy 39 (*NEW*) – CONFLICT OF INTEREST POLICY FOR DEPARTMENT OF ENERGY FEDERAL FINANCIAL ASSISTANCE PROJECTS. After discussions concluded, a motion was made to approve all the proposed policy changes which are attached hereto. The motion was seconded and passed unanimously.

Section III Policies

Two policies in section III must be updated to reflect recent bylaw changes: Policy 3 - TERMINATION OF MEMBERSHIP OR TRANSFER TO INACTIVE RETAINED STATUS BY WITHDRAWAL and Policy 3A - TERMINATION OF MEMBERSHIP BY SUSPENSION OR EXPULSION. After discussions concluded, a motion was made to approve the proposed policy changes in section III which are attached hereto. The motion was seconded and passed unanimously.

Proposed Director's Oath/Confidentiality/Non-Disclosure Agreement, and Policy

A discussion was held regarding a proposed director's oath, non-disclosure agreement, and the newly drafted policy referred to as Section I, Policy 9 - BOARD DIRECTOR'S OATH AND NON-DISCLOSURE AGREEMENT. The board discussed the information presented and a motion was made to incorporate and put into use the items listed above. The motion was second and carried unanimously.

Board Meeting Date Conflicts

Due to scheduling conflicts, a discussion was held regarding future policy dates for regular board meetings in the months of September, November, December, and January. The board decided to keep September's board meeting scheduled for the regular date of September 25th. A motion was made to reschedule November's regular board meeting to Tuesday, November 25th, December's regular board meeting to Friday, December 19th, and January's meeting to Tuesday, January 22nd. The motion was seconded and passed unanimously.

Annual Policy Committee Meeting Date

The board will complete the annual review of policies during the October regular board meeting.

Non-Member Easement Discussion – Thomas Maupin

CEO Heyen discussed an easement issue with former MJM member Thomas Maupin. Mr. Maupin has been notified by certified letter to reach out to Attorney Plummer with further questions.

AIEC

Director Niemann reported there was no AIEC meeting held in July. The AIEC annual meeting will take place next week in Springfield, IL.

Wabash Valley Power Alliance

Director Huebener and CEO Heyen reported on the monthly WVPA Board meeting. Director Stewart also attended this month.

NRECA

Nothing for discussion.

Next Regular Board Meeting

The next regular Board meeting is scheduled for Thursday, August 28, 2025.

Brian Gunning and Jen Peterson 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.