

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

April 22, 2021

The regular meeting of the Board of Directors of M.J.M. Electric Cooperative, Inc., hereinafter referred to as the “Cooperative”, was held in person and via video conference at 8:00 a.m., on Thursday, April 22, 2021.

Call to Order

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

Roll Call

Upon roll call, Director Schultz reported the following Board Directors to be present: William Heyen, W. Kay Schultz, Louis Johnson, Robert Lehmann, Dennis Stewart, James Niemann, Robert Moore, Marcie Tonsor, and Charles Huebener. Also present at the meeting were Lee J. Plummer, Attorney, Laura Cutler, President/CEO, Jen Peterson, Executive Administrator, and Jeremy Pattillo, Director of Finance and Accounting.

Agenda

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

Prior Meeting Minutes

Upon a motion properly made, seconded, and carried unanimously, the March 25, 2021 Regular Board Meeting Minutes were approved as presented.

Treasurer’s Report

A list of checks issued during March was reviewed. Cash disbursements for March were discussed as well as the cash position and requirements. The March purchased power breakdown was also reviewed. In addition, the April 1, 2021 receipts, and disbursements, up to a point of time in April were reviewed. Upon a motion properly made, second and carried unanimously, the Treasurer’s report was approved.

CFC

CEO Cutler reported on current interest rates.

Operating Report

CEO Cutler presented her report which included 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. Information pertaining to outages, work orders, new services, and equipment changeouts were also provided for review.

Joe Heyen, Director of Engineering and Operations and Brooke Gross, Communication and Member Services Coordinator, joined the meeting.

Jen Peterson, Executive Administrator, reported on April's non-pay disconnected accounts. She also discussed an alternative way to present the monthly Membership report and reviewed the net metering purge report for the quarter.

Brooke Gross provided an update on her activities. On April 17th, MJM held a ribbon cutting ceremony for the MJM Pollinator Garden which is located on the southside of MJM's property. The first ORU meeting was held on April 20th. Next week, the Macoupin County CEO group will hold their meeting in MJM's community room.

Joe Heyen gave an update on numerous projects being worked on by his department including numerous pole change outs. He reported that Matthew Hampton will be maintaining the northside of MJM's property as a hay field. A subdivision in Jerseyville recently notified the co-op of their plans to expand their development. Heyen also reported that there have been several Ford truck recalls that have needed addressed.

Directors for districts 2, 3 and 8 are to be elected at the June 4, 2021 Annual Meeting of Members. Attorney Plummer reviewed with the Board the following proposed directives, for the 2021 Annual Meeting of Members, which the Board had approved prior to the Annual Meeting last year.

- A. To prepare ballots to be used for propositions presented to the Annual Meeting.
- B. To present for consideration by the Members attending the 2021 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 Lee J. Plummer, Attorney for the Cooperative.

Upon motion properly made, seconded, and carried unanimously, the Board approved the above directives for the 2021 MJM Annual Meeting of Members scheduled for Friday, June 4, 2021 at the MJM Electric Cooperative Headquarters.

The Board next 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 2020 Election and Credentials Committee were approved. Those being:

- a) That each candidate for Director shall be allowed to have one observer at the 2021 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 2021 Annual Meeting of Members must personally present that observer to the Election and Credentials Committee at the MJM Headquarters, between 3:30 p.m. and 4 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 4 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 2021 Annual Meeting of Members during the Annual Meeting.
- e) That all questions that may arise regarding the registration and election procedures at the 2021 Annual Meeting of Members shall be addressed to the 2021 Election and Credentials Committee and their decision shall be final.

Upon motion properly made, seconded, and carried unanimously, the Board approved the above directives for the 2021 MJM Annual Meeting of Members, scheduled for Friday, June 4, 2021 at the Cooperative's headquarters in Carlinville, Illinois.

By a motion properly made, seconded and passed unanimously, the Board selected May 25, 2021 to be the Membership Record Date in accordance with MJM's By-laws.

CEO Cutler then reviewed statewide cooperative facility charges reported in 2020.

The Board agreed to keep the current CRC voting delegates in place being Director Lehmann as the voting delegate and CEO Cutler as the alternate.

David Silverman, an Ancel Glink partner in Chicago, joined the meeting via zoom and discussed the status of Senate Bill 0050 regarding the request to modify the definition of "public utility" to exclude commercial natural gas cooperatives. Afterwards, the zoom meeting was disconnected.

Chris Franzen, IT Administrator, joined the meeting and provided statistical IT results from the previous month and discussed technological topics with the Board. Afterwards, he left the meeting as well as Joe Heyen and Brooke Gross.

At this time, a Director made a motion to approve the Operating Report which was seconded and approved unanimously.

Job Training and Safety

Executive Administrator Peterson reported on the April 13th safety meeting that covered Emergency Awareness, Mayday Communication, and Avian Protection. The next all employee safety meeting will be held May 25th.

AIEC

Director Niemann reported that an AIEC meeting was not held in April.

Wabash Valley Power Association

Director Lehmann reported on the monthly WVPA meeting.

NRECA

Executive Administrator Peterson provided a list of NRECA Governance videos available for viewing online.

Old Business

Nothing for discussion.

New Business

Nothing for discussion.

Next Month's Board Meeting

The next regular Board Meeting is scheduled for May 27, 2021 at 8am.

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.