

**BUTLER RURAL ELECTRIC COOPERATIVE, INC.****BOARD OF TRUSTEES****February 22, 2023**

The regular meeting of the Board of Trustees of Butler Rural Electric Cooperative, Inc. was held at the Cooperative office at 3888 Stillwell Beckett Road, Oxford, Ohio on February 22, 2023. The meeting was called to order at 9:00 a.m. by David Evans.

James O'Brien requested approval to virtually attend today's board meeting by phone. Mike Tilton motioned with a second by Jay Hasbrook to give approval as requested. Motion carried.

**ROLL CALL**

Board members present were David Evans, Bob Hoelle, Jay Hasbrook, Ron Kolb, Mike Tilton, Tom McQuiston, James Meador, and Bob Spaeth. James O'Brien attended the meeting by phone. Others present were Lee Geiger, Attorney; Tom Wolfenbarger, General Manager; Mike Murray, Director of Operations; Judie Persinger, Director of Accounting and Finance; Laura Smith, Director of Corporate & Member Services; Julie Abbott; Director of Administration, Charlie Young; Manager of Engineering; and Adam Osborn, Manager of Safety & Compliance. Guest employees in attendance: Kara Hendrickson, Jade Guthrie, and Lisa Broermann. The meeting was opened with the Pledge of Allegiance to the Flag and an invocation by David Evans.

**MINUTES**

An electronic copy of the January board meeting minutes was provided for review prior to the February board meeting. A motion was made by Mike Tilton, seconded by Ron Kolb, that the minutes of the regular meeting held on January 25, 2023, be approved. Motion carried.

**FINANCIAL REPORT****REVIEW STATEMENTS AND CHECKS WRITTEN**

The unaudited financial statements were presented to the Board by Judie Persinger. Bob Hoelle reviewed the checks written for the month of January. A motion was made by Tom McQuiston seconded by Jay Hasbrook, that the past payment of bills be approved, and the unaudited financial statements be accepted as presented. Motion carried.

**DISTRIBUTION RATE PROPOSAL**

Judie Persinger presented information incorporating 2020 cost of service study and the ten-year financial forecast and proposed options for a distribution rate increase for 2023. The last distribution rate increase was in 2017. Board action will be required at the March board meeting.

**ENGINEERING REPORT**

Charlie Young provided an update on the Milford transformer delivery, and fiber optics with altafiber. He reported on the completion of a relay replacement at Wesley substation and shared information of improvements Duke Energy has proposed. Charlie shared pictures of the recent remodel of the control room, net metering/net billing systems, and community solar production for the past month. He presented SAIDI, SAIFI, and CAIDI outage graph.

**SAFETY & COMPLIANCE REPORT**

Adam Osborn reported on the activities of Safety & Compliance for the month of January including an incident report. He reviewed Butler's current performance measures along with 2022 state performance measures. Adam shared the 2023 safety improvement plan.

**OPERATIONS REPORT**

Mike Murray reported on the activities of the internal line crews for the month which included several pole replacements, provided weekend assistance for a contractor, and substation work. He submitted an outage report for January.

**MEMBER SERVICES**

Kara Hendrickson reported on a front porch forum, a new type of qualitative research working with Cooperative Insights and Touchstone Energy, that the cooperative and some members are participating in. Laura Smith shared a member issue and concern for the month and provided updates on the upcoming Annual Meeting and board election.

**Annual Meeting \$50 Bill Credit Winners:**

Jacob Stupprich  
Peggy S Yoak

Craig Marcum  
Mary Williams

Barbara Lawhorn

**CORPORATE SERVICES REPORT**

Laura Smith provided an annual red flags update including 2022 events. She requested that all board members schedule a time to have iPads updated. Laura updated the board on cyber security measures, Duo Access and Multifactor Authentication (MFA). The cooperative is working with Net Gain on Essential Security Service (ESS) and Security Operations Center (SOC). Laura is working with an attorney on an addendum and requested board approval for contracts to be signed to secure the ESS and SOC services. Mike Tilton motioned, with a second by Jay Hasbrook to give approval to move forward with signed contracts as requested. Motion carried.

**VOIDED & NEW MEMBERSHIPS**

A motion was made by Ron Kolb, seconded by Jay Hasbrook, that 51 memberships be accepted into the membership of the Cooperative for January. There were nine voided memberships this month. Motion carried.

**CAPITAL CREDITS SETOFFS**

Three setoffs totaling \$527.49 were submitted for January. A motion was made by James Meador, seconded by James O'Brien, to approve the setoffs. Motion carried.

**BAD DEBTS WRITE-OFF**

A total of \$1,053 was submitted to the Board to be written-off for January. A motion was made Bob Hoelle, seconded by Bob Spaeth, to write off bad debts. Motion carried.

**GENERAL MANAGER'S EXPENSE REPORT**

It was moved by Tom McQuiston, seconded by James O'Brien, that the Manager's expense report for January in the amount of \$173.72 be approved. Motion carried.

**LEGAL UPDATE**

Lee Geiger reported on various communication he or a colleague has been working on with staff in the past month. Below are the nominating committee members submitted for the 2024 election.

**District #1**

Larry Niehoff  
Susan Rooney

**District #2**

Steve Black  
Bob Ison

**District #3**

Fred (Ted) Cornthwaite  
Lewis Willeford

**District #4**

Karen Emerick  
Christine Geisen

**District #5**

Christopher Flowers  
Steven Wells

**District #6**

Ernst Schlichter  
Mike Egbert

**District #7**

Edward Ulreich  
Ralph Gross

**District #8**

Tom Boyd  
Ryan Shupp

**District #9**

June Niederman  
Kenneth Wayne Estep

**TRUSTEE'S REPORT****BUCKEYE POWER INC.**

Tom Wolfenbarger provided a report on the regular monthly meeting of the Buckeye Power, Inc. Board of Trustees.

**STATEWIDE REPORT**

Tom Wolfenbarger distributed a report of the Ohio Rural Electric Cooperatives, Inc. regular monthly meeting prior to the meeting. Tom McQuiston reviewed highlights of the meeting.

**PRESIDENT'S REPORT****DIRECTORS CONFERENCE**

Bob Spaeth provided feedback on the conference he attended on February 6 & 7 in Kansas City, MO.

**WINTER CONFERENCE**

All Trustees provided feedback from the 2023 Winter Conference.

**LEGISLATIVE CONFERENCE**

David Evans requested approval to attend the Legislative Conference in April. A motion was made by James O'Brien and Ron Kolb to give approval as requested. Motion carried.

**HUMAN RESOURCES REPORT**

Julie Abbott provided member survey comments and a staffing update for February. She reported on training and meetings for the month and on the coming PowerXchange and other board events in March.

**MANAGER'S REPORT**

Tom Wolfenbarger reviewed the PJM delegation agreement first presented in November of 2022. He reported on the approval of a resolution Buckeye board passed in February and their request of Buckeye members to ratify Buckeye's actions in signing the RAA and Notice and Declaration of Agency. Tom presented a resolution and requested board action. A motion was made by Bob Spaeth, seconded by Mike Tilton, to approve the resolution as requested to authorize the General Manager to execute the delegation and agency agreement for compliance with PJM governing agreements and PJM directives. Motion carried.

Tom provided an update on the COLT program, radios, and EV chargers. He submitted an electronic copy of monthly activities prior to the meeting.

**EXECUTIVE SESSION**

Tom McQuiston and Jay Hasbrook motioned to go into executive session. Motion carried. Tom McQuiston and Jay Hasbrook made a motion to exit out of the executive session. Motion carried.

**ATTORNEY EVALUATION**

The Board conducted the annual evaluation of the board attorney. It was moved by Mike Tilton, seconded by Jay Hasbrook, to set a retainer at \$26,000, and to increase the current hourly rate to \$450. Motion carried.

**ADJOURNMENT**

There being no further items of business to discuss, the meeting was declared adjourned by David Evans, President.

Respectfully submitted,

James Meador  
Secretary/Treasurer