

Regular meeting of the Board of  
Directors of Decatur County  
Rural Electric Membership  
Corporation held September 22, 2022  
at the headquarters facilities on  
1430 W. Main,  
Greensburg, Indiana at 6:32 p.m.

The meeting was opened by Chairman, Steve AmRhein, and Brian Scheidler, kept the minutes of the meeting.

All board members were present. Also, present CEO, Brett Abplanalp, and employees Crystal Greathouse, Matt Raver, Jennifer Meyer, Jeanne Loechle (online), Chris Gallaway (online), Aclara Representatives, and John Wolfram with Catalyst Consulting.

Dale Wernke moved to approve the agenda as amended. Jason Barnhorst seconded the motion. The motion passed 5-3 with Jeff Lawrence, Carl Riedeman, and Clay Nuhring dissenting.

#### Safety Min & Cool Moment

The cool moment was presented by Brett Abplanalp and included Pat Nobbe and Crystal Greathouse, employees of DCREMC, participating in the Decatur County Community Trades Fair.

The safety moment was presented by Brett Abplanalp and included safely navigating the recent storm outages.

The board went into executive session at approximately 6:32 p.m. to cover education on the Aclara RF meter technology, presented by Aclara representatives and a draft report out of the cost-of-service study, presented by Catalyst Consulting's John Wolfram.

The board came out of executive session and went back into general session at approximately 9:11 p.m.

#### Approval of Previous Meeting Minutes

Susanne Parmer moved to approve the minutes from the August 28, 2022 board meeting. Dale Wernke seconded the motion. The motion passed unanimously.

The board had discussion on recent internet posts that included special board meeting minutes that were not disclosed, other than the directors, due to the legal nature of the meeting, also discussed the content validity of other posts.

Jason Barnhorst moved to investigate what director leaked confidential minutes of the August 1, 2022 special board meeting to a group of members. Dale Wernke seconded the motion. The motion passed 6-2 with Jeff Lawrence and Carl Riedeman dissenting.

#### CEO Updates

Brett Abplanalp reported on focus areas from the past month and gave strategic company project updates. Strategic initiative team information will be reported at the October board meeting.

## Financial Updates

Matt Raver reported on August financials.

Balance sheet changes were minor and included moving money from our money market in current accrued liabilities. Income statement year to date is over budget in controllable expenses - maintenance due to right-of-way being ahead of schedule and expenses associated with unplanned outages. Cash went down roughly \$1.5M from the previous month and we ended the month with \$2.3M.

## Financial Management Plan

Matt Raver covered our recommendations and board feedback from the past month's discussion. The time frame in which we retire capital credit, how much we plan to invest in infrastructure and what type of margins (rates) we want to target will tell us what effect it will have on our equity/debt position. The scenarios presented were based on the next three years and the utility industry metrics. The board asked for a few more scenarios prior to deciding on the financial management plan ranges and targets.

The board had discussion on recent internet posts concerning capital infrastructure projects and the validity of what was stated in the post.

## Closed Action Items

The board discussed cost-of-service study open action items and the consensus of the board was to close them.

## Director Election Bio Formula

The board discussed the candidate biography formula which is intended to be fair for all candidates. Jason Barnhorst moved to have the credentials and election committee (CEC) handle this process. Carl Riedeman seconded the motion. The motion passed unanimously.

## IEC Board Representative

Jason Barnhorst nominated Steve AmRhein, no other nominations were made.

Jason Barnhorst moved to approve Steve AmRhein as the IEC director. Suzanne Parmer seconded the motion. The motion passed unanimously. IEC annual meeting voting delegate was tabled until next month.

There was discussion on reducing the number of board members the next time a director chooses not to run for reelection.

## Policy/Bylaws Review & Report Out

Policies 10-09, 10-11, 10-12, 2-6 and 10-13 were discussed with presented changes.

Jason Barnhorst moved to approve the changes as presented for 10-09, 10-11, 10-12 and 10-13. Jeff Lawrence seconded the motion. The motion passed unanimously. The board discussed suggested changes for 2-6, management took an action item to review.

## 2022 Q2 Risk Management

Brett Abplanalp gave a report on the risk management process for Q2 and concluded DCREMC has mitigations in place to operate at an acceptable risk level.

November Board Meeting Date

Dale Wernke moved to change the November board meeting to November 28. Suzanne Parmer seconded the motion. The motion passed unanimously.

The Hoosier Energy Board

Jason Barnhorst gave the Hoosier Energy board update. Governance training was conducted, then the Hoosier Board completed a governance assessment.

IEC Board/Committee Update

Steve AmRhein gave the IEC board update. On Monday there was a special meeting regarding the CEO search. They hope to hire someone by February or March 2023. There was also discussion on a headquarters building.

Director Training/Conf Report Out

Steve AmRhein and Jason Barnhorst attended the NRECA Regional Meeting. The Indiana Delegation was able to meet with NRECA CEO, Jim Matheson.

Suzanne Parmer moved to adjourn the meeting. Jeff Lawrence seconded the motion. The motion passed unanimously, and the meeting was adjourned at 10:37 p.m.

The board then moved into executive session to discuss the board strategic initiative of board governance.

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Brian Scheidler, Secretary

Attest: \_\_\_\_\_  
Steve AmRhein, Chairman