



**Board Meeting
April 27, 2023**

The Northern Illinois Municipal Power Agency (NIMPA) held a meeting on Thursday, April 27, 2023 at the Batavia Government Center, 100 N Island Ave, Batavia Illinois.

1. Call to Order and Roll Call:

President Holm called the meeting to order at 10:02 a.m.

Present at the meeting:

Gary Holm, City of Batavia
Aaron Holton, City of Geneva

Steve Allen, City of Batavia

Present via teleconference:

Jeff Fiegenschuh, City of Rochelle
Noah Hansen, Avant Energy
Joe Fulliero, Avant Energy
Eric Smith, Avant Energy

Richard Heinemann, General Counsel
David Niles, Avant Energy
Chris Linder, Forvis
Blake Toliver, City of Rochelle

2. Approval of Regular Session Meeting Minutes from March 23, 2023

MOTION: To approve the minutes from March 23, 2023
MAKER: Aaron Holton
SECOND: Jeff Fiegenschuh
VOICE VOTE: All in favor, Motion Carried

3. Presentation of the 2022 Audit Report

Mr. Linder reviewed Forvis' findings related to NIMPA's 2022 audit report. It was reported that a hybrid approach was used with Forvis' personnel working both remotely and physically in Avant's offices. Mr. Linder reviewed the required communications documents with the Board. Mr. Linder then reviewed NIMPAs financial information and reported that there were no findings and the audit report resulted in a clean opinion.

MOTION: Accept the 2022 Audit Report and Place it on File
MAKER: Gary Holm
SECOND: Jeff Fiegenschuh
VOICE VOTE: All in favor, Motion Carried.

4. Monthly Financials from February, 2023

Mr. Niles reviewed the financials from February, 2023. He reported the rate to members was \$15.72 lower than budget primarily due to lower purchase power expenses. Mr. Niles also provided an update on NIMPA's collateral on file with PJM associated with ongoing FTR and ARR auctions. As of the end of February, NIMPA's ECA balance was \$5.5M.

MOTION: To approve the monthly financials for February, 2023
MAKER: Gary Holm
SECOND: Aaron Holton
VOICE VOTE: All in favor, Motion Carried

5. Monthly Management Operations Report, February 2023

Mr. Holm provided the history of the operations report and how it was originally utilized as a tracking tool by NIMPA prior to the agency's pseudo-tie into PJM. Mr. Holm inquired as to

whether Mr. Holton or Fiegenschuh desired to continue receiving the report information as-is or if they desired to modify the format/content of the report going forward. Mr. Hansen was directed to continue creating the report as he has in the past until directed differently by the Board. Mr. Hansen reported the overall capacity factor for Prairie State for February was 97.8%.

6. General Counsel Update, including participation in Petition for Certiorari to the US Supreme Court related to BABs litigation

Mr. Holm provided history related to the establishment of NIMPA, its obligation to abide by the Illinois Open Meetings Act as well as its agreements and duties related to its ownership of the Prairie State project. Mr. Holm provided a general summary of the Power Sales Agreements that exist between NIMPA and its member communities. Mr. Heinemann provided additional context related to NIMPA's activities within power markets and the differences that exist between NIMPA and IMEA as they relate to the Open Meetings Act given that NIMPA is a 3- member agency without any employees, which results in monthly meetings being the only opportunity to discuss Prairie State related issues as an agency and precluding any two Board members from discussing such issues outside the context of these meetings.

Mr. Heinemann provided an update on NIMPA's response to the Public Access Counselor with respect to the use of the power supply exception to OMA to allow discussion of Prairie State matters because NIMPA's power sales agreements are directly related to the Prairie State project. In deference to the PAC, NIMPA will restrict closed session discussions of Prairie State only to those matters that directly relate to NIMPA's obligation under the Power Sales Agreements to provide members with capacity, energy and transmission or that relate to ongoing or likely litigation. Mr. Holm and Attorney Heinemann provided additional context related to the history of NIMPA and how NIMPA has transitioned over the years to assume additional oversight activities related to the Prairie State project rather than deferring to other owners such as IMPA, which has been a positive development for NIMPA member communities.

Mr. Heinemann provided an update related to NIMPA's BABs case and joining other Prairie State owners to seek review of the Court of Appeals for the Federal Circuit denial of our suit against the federal government for reducing our Build America Bond payments. Discussion ensued over other Prairie Owners joining the petition.

MOTION: To approve proceeding forward with filing a Petition for Certiorari to the US Supreme Court
MAKER: Gary Holm
SECOND: Jeff Fiegenschuh
VOICE VOTE: All in favor, Motion Carried

7. Professional Services Agreement with Van Buren Consulting Group, LLC (Lobbying)

Mr. Holm reviewed the scope of work contemplated to be performed by Van Buren Consulting Group. Mr. Holton questioned if there were termination provisions within the agreement. Mr. Heinemann indicated that termination language would be added prior to final execution.

MOTION: To authorize the Board President to work with Counsel to revise and subsequently execute a professional services agreement with Van Buren Consulting Group, LLC
MAKER: Jeff Fiegenschuh
SECOND: Aaron Holton
VOICE VOTE: All in favor, Motion Carried

8. Executive Session (Discussion of contracts relating to the purchase sale or delivery of electricity from the Prairie State project; Pending litigation related to the Prairie State Generating Company)

MOTION: To move into Executive Session at 11:20 a.m.
MAKER: Aaron Holton
SECOND: Jeff Fiegenschuh
ROLL CALL: Aaron Holton, yes
Jeff Fiegenschuh, yes
Gary Holm, yes

Regular Session returned at 11:58 a.m.

9. Action Items from Executive Session

None

10. Old Business:

None

11. New Business:

Mr. Holm reported that the financial audit services RFP will be on the agenda for discussion in May.

12. Comments:

Opinion expressed by members of the public that NIMPA should allow for public Zoom access for its meetings. The opinions/comments were acknowledged by Mr. Holm.

13. Motion To Adjourn:

MOTION: To adjourn the meeting at 11:58 a.m.
MAKER: Aaron Holton
SECOND: Gary Holm
VOICE VOTE: All in favor, Motion Carried