

## SPIRITWOOD ENERGY PARK ASSOCIATION, LLC

*Official Minutes  
Meeting of the Members  
March 30th, 2017*

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A meeting of the members of the Spiritwood Energy Park Association, LLC, a North Dakota limited liability company was held at the offices of Jamestown/Stutsman Development Corporation on March 30th, 2017, pursuant to notice duly provided to all members.

SEPA President, Chris Rathjen called the meeting to order at 10:00 a.m. (CST).

In attendance were Chris Rathjen, Authorized Member Representative of Jamestown/Stutsman Development Corporation; Al Christianson and Rachel Retterath, Authorized Member Representatives of Great River Energy; Connie Ova, Chief Operations Officer, SEPA; Rich Garman, Senior Project Manager, SEPA; Linda Mohn, Shauer & Associates; Michael Grosz and Jeff Zueger, Midwest AgEnergy; Corry Shevlin, Staff JSDC; Keith Norman, Reporter The Jamestown Sun; Katie Andersen, JSDC BOD. Kelly Rachel, JSDC Board

### Previous Meeting Minutes:

*Al Christianson moved to approve the minutes from 6-26-2015 as written, Rachel Retterath seconded and motion passes unanimously.*

### Construction Project Status:

Rich Garman gave an update on the rail project, reviewed the project schedule, and provided the Board with a PowerPoint presentation.

- Tenant Operations Committee: Rich Garman informed the board that tenant ops committee meetings have been ongoing. Tenants have been contacting contractors directly throughout the winter to keep the site clear.
- Wetland Mitigation: SEPA has been working with Barr Engineering to accommodate for the next tenant. We are still working with the current wetland to have the appropriate plants growing
- Maintenance: SEPA has contracted with the Spiritwood Township for the maintenance of the road on site, there will likely have to be gravel applied to the roads which is expected. DMVW will doing an inspection of the rail, Rich has been working with DSA to make sure the rail is available for inspection.
- Crop Lease: JSDC is in the process of re-platting their land south of SEPA. This is the last year of the crop lease. It was discussed that the land moving into might be seeded to grass or alfalfa.

Dakota Spirit AgEnergy Status Update: Jeff Zueger

Jeff Zueger gave an update, the biggest challenge they faced was weather and traffic backup of delivery trucks. Those events have led to the plant implementing a delivery schedule that has been well received by the community.

SEPA Audit:

Linda Mohn discussed the audit. There were a number of questions discussing depreciation and the DSA over payment. Once Linda has approval, she will issue the final report.

*Al Christianson moved to accept the Audit as written, Rachel Retterath seconded and motion passes unanimously.*

SEPA Financials:

Connie made a recommendation to the SEPA Board of Directors to contract the accounting services out from the JSDC to either an independent 3<sup>rd</sup> party or the other owner. DSA would like to be considered for the accounting service contract. JSDC Finance committee will discuss the accounting services for SEPA and come back to SEPA with a recommendation.

DSA Reimbursement:

Dakota Spirit AgEnergy (DSA) was overcharged by \$199,000 which was credited back to DSA and after the yearend accounting was processed DSA was owed an additional \$445,000 because the depreciation expense from the roads wasn't taken into account as well as a restructuring of the Department of Transport loans.

The Board discussed billing practices with the present members of Dakota Spirit AgEnergy. Seeking a new accountant is needed moving forward.

*Rachel Retterath made a motion to reimburse Dakota Spirit AgEnergy their overpayment, Al Christianson Seconded that motion, the motion passed unanimously.*

New Tenant Update

Connie Discussed possible new tenants.

- MNSP has made a number of visits to the site and SEPA staff has been working with them to move the project forward.
- It was discussed having Tenants having a seat on the Board of Directors. It was decided that tenants will not have a voting seat on the Board of Directors at this time.

Reallocation of Public Access

Moving forward with the new tenants will require the public access to the section line to be reassigned. We are seeking a motion for permission to reallocate the public access. Corry discussed where the

public access would be reallocated to in Section 28, the section south of SEPA. It was discussed why the public access was moved to that position.

*Al Christianson made a motion to reallocate the public access from the original section line, Rachel Retterath seconded the motion, the motion passed unanimously.*

*Meeting was adjourned at 11:02a.m. (CST).*

*Recorder stopped at 9:19 a.m.*

Respectfully submitted by,  
Corry Shevlin, Business Development, JSDC