

**SPIRITWOOD ENERGY PARK ASSOCIATION, LLC**  
**Meeting of the Members**  
**Official Minutes**  
**December 19, 2024**

A meeting of the members of the Spiritwood Energy Park Association, LLC, a North Dakota limited liability company, was held on December 19, 2024, at 1:45 p.m. in the JSDC Upper-Level Conference Room and via Microsoft Teams, pursuant to notice duly provided to all members.

SEPA Member Representative Tory Hart called the meeting to order at 1:45 p.m. (CDT).

In attendance were Tory Hart and Jeremy Rham, Authorized Member Representatives of Jamestown/Stutsman Development Corporation; Marc Stratton and Derik Marquart, Authorized Member Representatives of Harvestone; Corry Shevlin, SEPA Chief Operations Officer; b LeAnn Fuchs, SEPA Accountant; Alyssa Looyesen, JSDC Business Development Director; Jamie Czapiewski, JSDC Operations Coordinator.

**Conflict of Interest.** None.

**Notice Waiver**

*Marc made a motion to waive the notice of the meeting, Jeremy seconded. The motion passed unanimously by voice vote.*

**Approval of Minutes**

*Derik made a motion to approve the minutes of the July 11, 2024, meeting as presented, Marc seconded. The motion passed unanimously by voice vote.*

**2025 Budget**

The 2025 budget for SEPA was developed based on several key factors and assumptions. Projected income sources included cropland rental income, contributions from rail tenant payments (such as leasehold rent and other tenant obligations), and support from the Bank of North Dakota's interest buy-down, which offsets the difference between commercial interest rates and the buy-down rate for the phase two financing package. Additionally, a return on equity was allocated to be distributed to ownership partners.

On the expense side, property taxes and insurance costs increased due to the addition of new rail infrastructure and insurance requirements tied to the phase two financing. Depreciation and amortization were calculated using schedules from prior years, with figures sourced from previous accountant reports. Loan payments were a significant expense, including obligations related to loans from the North Dakota Department of Transportation, the JSDC switch loan, and the GSBP phase two financing package (net of the interest buy-down). Operational costs covered industry track operations and maintenance, snow removal, and other routine expenses.

The budget assumes stable car counts and consistent tenant activity, with no unexpected expenses anticipated. It also accounts for the continuation of the interest buy-down for an additional 26–28 months, ensuring sufficient cash flow to meet all financial obligations.

*Marc made a motion to approve the 2025 Budget as presented. Derik seconded. The motion passed unanimously by voice vote.*

### **Finances**

Financials as of November 30, 2024, were reviewed.

*Derik made a motion to approve the finances as presented, Marc seconded. The motion passed unanimously by voice vote.*

### **JSDC Member Representatives Rotation**

It was noted that the JSDC member representative rotation is undergoing changes. Jeremy Rham, currently the JSDC Vice President, has joined as a SEPA representative. Starting January 1, 2025, Jeremy Rham will transition to the JSDC President role, and Casey Henderson, the new JSDC Vice President, will also join as the new JSDC authorized member representatives on the SEPA board. Jeremy and Casey will be filling the JSDC member representative roles previously held by Tory Hart and Nick Schauer/Jeremy Rham in 2023/2024.

### **Project Updates**

The Chapul Farms Project is progressing, with lease negotiations ongoing and a finalized agreement anticipated by early January 2025. The lease will include an option period prior to the commencement of development. Meanwhile, another project is under consideration for a site located south of Dakota Spirit AgEnergy. Additionally, Otter Tail is exploring the possibility of leasing land to establish a laydown yard for the JETX transmission line project.

### **Adjourn**

Tory adjourned the meeting at 2:15 p.m. (CDT).

Respectfully submitted by Jamie Czapiewski: Operations Coordinator, JSDC.

