

EDITED MINUTES OF BOARD MEETING*
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
September 26, 2017

Call to order: Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:33 am on Wednesday, September 26, 2017.

Roll Call: Directors Alexander, Becker(Vice-Chairman), Colby, Connolly, Fahey, Gibeaut(Secretary), Link, and Nichols(Chairman). Parr(Treasurer) joined the meeting via conference call. Employees in attendance for the meeting were CEO Porter and Mohns (Executive Assistant) who served as recording secretary. Other employees in attendance for parts of the meeting were Gessner (Operations Manager), Kerska (Member Services Manager), Miller (Safety Manager), Reuterskiold (Manager of Sales/Service & Transportation) and Roberts (Manager of Support Services).

Invocation/Safety Message: The meeting began with reciting the Pledge of Allegiance followed by Gibeaut' invocation and Colby's safety message on safety tips for autumn.

Approval of Agenda: The agenda was approved as sent.

Chairman's Report: Nichols informed the board that he requested Porter take an active role in facilitating the meeting.

CEO's Report: Porter shared a moving Honor Flight reception at the Central Wisconsin airport.

Director Reports: Reports were given by Becker and Connolly.

Financial Committee Review: Financial Committee Review was completed by Becker, Gibeaut and Link. Motion by Becker and seconded that the financial review was acceptable. MOTION CARRIED. Compliments to L. Hendricksen for her handling of the review in West's absence.

Minutes and Consent Items: Motion by Gibeaut and seconded to approve the August 23, 2017 board minutes and the Consent Agenda Items. MOTION CARRIED.

Board Action Items:

- Motion by Link and seconded to approve the August board expense vouchers and authorize payment. MOTION CARRIED.
- Motion by Becker and seconded to accept the review of the Board Policies: #2-6 Directors and Employees 24-hour Accident Plan/Hi-Limit Business Travel Accident Plan, #2-14 Director Recognition, #2-18 Member Meeting Attendance & Participation, and #2-19 Attendance by Members or Other Persons at Meetings of the Board of Directors. MOTION CARRIED.
- Motion by Becker and seconded to bring the tabled motion from the August board meeting back for discussion. MOTION CARRIED. The tabled motion made by Parr and seconded reads that the board is confident to move forward with member electronic voting using SBS's services via NISC's SmartHub. MOTION CARRIED.

- Motion by Alexander and seconded to participate in American Transmission Company's Notice of Fourth Call for Voluntary Additional Capital Contributions for a total of \$92,588. MOTION CARRIED.
- Motion by Becker and seconded to amend last month's motion for the Economic Development Loan removing the first position on the equipment, noting the remainder of the motion stands. Nichols abstained. MOTION CARRIED.
- Discussion on the Badger Power Cooperative Dissolution Resolution. Motion by Connolly and seconded to table the resolution. MOTION CARRIED. Nichols will contact the board chairs and Porter will contact the CEO's of Central Wisconsin, Rock Energy and JoCarroll to propose a meeting prior the WECA Annual meeting in November.

Resolutions: Motion by Link and seconded to accept the three employee retirement resolutions. MOTION CARRIED.

Departmental Reports: Departmental reports were given by the staff. Porter has invited M. Cummings, President of Grand Marsh State Bank to give a short presentation on loan approval. Gessner shared an update on the Hurricane Irma help to Clay Electric, as our six linemen returned safely.

Rules Committee members are reappointed in September, at the upcoming Advisory Committee meetings will solicit for new members or the board may recommend a member for the committee.

Lengthy discussion on the scholarship program, Mohns was asked to provide more information.

Fahey complimented the staff for the Board Tour, stating the tour of Heartland Farms and Sand Valley were educational. Reports given by the NRECA Region 5 & 6 attendees. A tour of ACEC Friendship facility was given to the Power Africa group on September 18, 2017. Federated Insurance recommends the minimum for Cybersecurity insurance, ACEC does have a policy.

The board reviewed their proposed 2018 budget, noting possible attendees at the NRECA and CFC conferences. Board photos and map of districts will be placed in the Friendship lobby.

Calendar:

- The next monthly Board Meeting will be Wednesday, October 25, 2017, beginning at 9:30 am.
- Operations Safety Meetings are scheduled for Wednesday, October 11 at the Friendship Office and Thursday, October 12 at the Wautoma Office. The board requested Miller present an overview of safety programs at an upcoming board meeting.
- Member Advisory Committee Meetings are scheduled for October 16 at the World War II Building, Wautoma and October 18 at the Best Western, Portage.
- Shred It events will be held at each office in celebration of October's Co-op Month: Friday, October 6 at Friendship, Friday, October 13 at Pardeeville and Friday, October 20 at Wautoma. Several board members will attend for member interaction.
- WECA Annual Meeting will be held on November 7 & 8, 2017 at the Holiday Inn Hotel & Convention Center in Stevens Point. Directors Alexander, Becker, Colby, Connolly,

Fahey, Gibeaut and Nichols plan on attending, with Colby as the WECA voting delegate and Gibeaut as the Federated Youth Foundation voting delegate.

- Directors Winter School will be held on December 1-6, 2017 in Nashville, TN, no board member will attend as all have completed this training.
- Link requested the November Board Budget/Monthly meeting changed to November 28, 2017, all in agreement and the meeting will start at 8:30 am. (The monthly board meeting agenda will be shortened to accommodate adequate time for budget review/approval and Becker requested the Budget boardbook distributed by 11/17/17.)

Executive Session: Board went into the Executive Session at 1:07 pm to discuss both board and employee matters. Board came out of executive session at 2:14 pm.

Adjournment: Motion by Becker and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 2:22 pm.

Cheri Gibeaut, Secretary
Board approved on October 25, 2017

**These minutes have been edited to remove any confidential or sensitive information.*

Note: Minutes of the monthly board meeting will not be published until after board approval at the following monthly board meeting.