

EDITED MINUTES OF BOARD MONTHLY MEETING
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
February 21, 2018

Call to Order: Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:43 am on Wednesday, February 21, 2018.

Roll Call: Directors Alexander, Becker(Vice-Chairman), Colby, Connolly, Fahey, Gibeaut(Secretary), Link, Nichols(Chairman) and Parr(Treasurer). 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 Gatterman (Key Accounts), Kerska (Manager of Member Services), Reuterskiold (Manager of Sales/Services and Transportation), Roberts (Manager of Support Services) and West (CFO).

Invocation/Safety Message: The meeting began with reciting the Pledge of Allegiance followed by Gibeaut's invocation and Nichols' safety message on automobile tire safety.

Approval of Agenda: The agenda was approved as sent.

Chairman's Report: Nichols shared he received his Dairyland resolution plaque for his years of service and enjoyed dinner with CEO Barb Nick. He also received a postcard from Allied Cooperative on irrigation propane. Nichols attended a presentation by Great Lake Ecosystem and will have them assess his home for insulation and an attic fan.

CEO's Report: No report.

Director Reports: Fahey and others shared their experience with calling advisory committee members.

Financial Committee Review: Financial Committee Review completed by Connolly, Fahey and Nichols. Motion by Connolly and seconded that the financial review was acceptable. MOTION CARRIED.

Minutes and Consent Items: Motion by Parr and seconded to approve the January 22, 2018 board minutes and the Consent Agenda items. MOTION CARRIED.

Board Action Items:

- Motion by Parr and seconded to reappoint the Operation Round-Up directors for three-year terms: Stea, Taylor, Neef and Decker. MOTION CARRIED.
- Motion by Link and seconded to approve up to \$100,000 for educational scholarships for 2018, noting all scholarships are \$1,000 and using FYF funds. MOTION CARRIED with two voting against.
- Motion by Gibeaut and seconded to accept the review of board policies #8-8 Uncollectable Accounts and Write-offs, #9-1 Equal Employment Opportunity and #9-2 Expression of Sympathy. MOTION CARRIED.
- Gatterman explained the need for amending January's motion for an economic development loan. Motion by Becker and seconded to amend the motion to a \$175,000 loan at 3% interest with 20-year amortization and a five-year balloon with a first lien

holder on three properties and auto-draft payments. MOTION CARRIED with Nichols abstaining. Board requested an update on a defaulted loan.

- Motion by Becker and seconded to accept the board expense vouchers and authorize payment. MOTION CARRIED.
- Becker was approved to attend the NRECA Legislative Conference with three days per diem and expenses.

Resolutions: No resolutions.

Departmental Reports: Departmental reports were given by the staff. Porter shared recent articles stating 990's and transparency, then inquired if ACEC's 990 should be on website. After a lengthy discussion, Becker will bring back what NRECA recommends including reporting of hours after a scheduled meeting at the NRECA annual meeting. Link suggested a link to Guidestar on our website. Board requested quarterly updates on the investment in West Riverside.

Porter suggested the advisory committee meet in summer and winter or as needed due to planting/harvesting seasons. Board agreed with the schedule change and felt for member engagement, that two times a year was necessary. West will report on the CFC loans and the audit next month. Nichols stated he talked with our auditors Bauman & Associates last week about our annual financial audit and everything was in order.

ACEC Board candidates were asked to submit 300 words or less information about themselves for the upcoming election. Board suggested publishing candidates phone numbers and emails (with candidate's approval) if members wished to contact them prior to the election. Board also approved if a candidate wanted to state on their Facebook/twitter accounts that they were running and add ACEC's website address.

Strategic Imperative Plan #5 Wise Growth in Energy Sales was presented by Kerska.

Discussion held on Grassroots Strategy and member involvement in ACRE, Becker will pursue with WECA.

Board expressed appreciation to Porter for inviting four employees to experience the WECA Education and Lobby Days.

Porter suggested a pledge of \$10,000 for the Adams County YMCA proposed project, using FYF funds. Parr suggested having a presentation at an upcoming meeting by M. Hillert before making a commitment to see what the YMCA committee is asking for.

CRC's voting delegate at the CFC Forum 2018 will be Connolly. NCSC was petitioning for Manager position candidates, Porter declined at this time.

Parr asked if ACEC was a member of Marquette-Adams Telephone Cooperative. Porter will check with J. Schneider.

Calendar:

- The next regular board meeting will be Wednesday, March 21, 2018 at 9:30 am at the Friendship Office.

- The March Operations Safety Meeting are scheduled for the 24 and 25th, no board members will attend either meeting. Discussion on board attending the safety meetings, Porter suggested the Safety Steering Committee attend a board meeting lunch as recognition for their commitment, board agreed.
- Oconto Electric's invitation to their Annual meeting was noted, no board attendees.

Executive Session: Board entered Executive Session at 1:40 PM. Board came out of executive session at 2:50 pm. Board introduced their CEO evaluation process plan with Porter and requested feedback by next meeting.

Adjournment: Motion by Parr and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 3:00 pm.

Cheri Gibeaut, Secretary
Board approved on March 21, 2018

***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.