

EDITED MINUTES OF BOARD MONTHLY MEETING
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
April 25, 2018

Call to Order: Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 10:00 am on Wednesday, April 25, 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 Gessner (Manager-Operations), Kerska (Manager-Member Services), Miller (Manager-Safety), Reuterskiold (Manager – Sales & Transportation), Roberts (Manager-Support Services) and West (CFO).

Invocation/Safety Message: The meeting began with reciting the Pledge of Allegiance followed by Gibeaut's invocation and Alexander's safety message on facts and fiction of lightning.

Approval of Agenda: The agenda was approved as sent. Capital campaign for the Adams County YMCA was added as an agenda item.

Chairman's Report: No report.

CEO's Report: No report.

Director Reports: Director reports were given by Fahey, Gibeaut and Nichols.

Financial Review Committee: Financial Review completed by Alexander, Colby and Parr. Motion by Alexander and seconded that the financial review was acceptable. MOTION CARRIED.

Minutes and Consent Items: Motion by Connolly and seconded to approve the Consent Agenda items and the March 21, 2018 board meeting minutes. MOTION CARRIED.

Board Action Items:

- Roberts presented new operation labor rates to reflect true costs: Regular time \$99 to \$119, Overtime weekdays \$119 to \$140 and Double Time for Sundays and Holidays \$146 to \$165. Motion by Connolly and seconded to approve the rates. MOTION CARRIED.
- West presented the patronage capital retirement (refund), shifting to an earlier notification in July due to moratorium and accounting timeline. After a lengthy discussion, motion by Parr and seconded to retire all of years 1996, 1997 and 1998 and portion of 1999 to equal a total payout of \$2,053,085.00. MOTION CARRIED.
- Motion by Becker and seconded to use FYF funds for the six local county fairs for a total of \$3,050.00. MOTION CARRIED.
- Motion by Link and seconded to sponsor Camp LuWiSoMo's golf fundraiser at the gold level of \$500.00 using FYF funds. MOTION CARRIED.
- Member's project to convert an overhead line to underground at a reduced cost was discussed. Motion by Link and seconded to deny the request. MOTION CARRIED.

- Motion by Parr and seconded to accept the redlined board policy #2-27 Procedures for Voting for ACEC Director Candidates noting several punctuation changes. MOTION CARRIED.
- Motion by Colby and seconded to rescind policy #2-29 Member Participation in Renewable Energy Installations: Directors. MOTION CARRIED.
- A presentation for the proposed Adams County YMCA was given prior to the meeting by Marty Hillert and Bret Salschneider. After a lengthy discussion, motion by Colby and seconded to pledge the requested \$250,000.00 of the \$1.5 million presented capital campaign for the 7,500-square foot Healthy Living Center, payable as following: first year \$100,000 (\$75,000 from FYF funds and \$25,000 from general funds), and \$50,000 each of the next three years using FYF funds. Pledge will be good for 12 months. MOTION CARRIED.
- Motion by Parr and seconded to accept the board expense vouchers and authorize payment. MOTION CARRIED.

Departmental Reports: Departmental reports were given by staff. Porter has tickets for the Alice in Dairyland finals if any board member is interested, ACEC was a sponsor. CFC mortgage documents will be signed after the meeting, Secretary Gibeaut needs to sign and Fahey and Link volunteered to sign as witnesses. Becker requested an email blast for the upcoming vehicle auction. Becker asked for future discussion on using FYF for charitable foundations, prior to budget meeting.

Several policies: #2-28 Identity Theft Detection and Prevention, #2-30 Records Management and #7-5 Isolation on Request will be tabled till next month's meeting due to discussion on how to refer to ACEC in policies for consistency, Mohns will check with legal.

CFC's Cooperative System Integrity Fund request is tabled to May's meeting as board requested historical giving information and use of funds.

Alexander inquired that since 40% of our membership is seasonal, why a member could not be a director. This topic will be added to the work in progress for future strategic planning discussion.

Resolutions:

- Motion by Becker and seconded to approve the resolution of appreciation for Parr's years of service. MOTION CARRIED. Board expressed sincere appreciation to Parr.
- Motion by Gibeaut and seconded to approve the WECA resolution to amend the Articles of Incorporation and Bylaws. MOTION CARRIED.

Calendar:

- The next regular board meeting will be Wednesday, May 23, 2018 at 9:30 am at the Friendship Office.
- The May Operations Safety Meetings are scheduled for May 9 & 10, no board attendees.
- 31st Annual Meeting agenda and program were reviewed. Kerska asked for the board to assist as greeters, refreshments and other duties as needed. Gibeaut appreciated being asked to help at the meeting.
- NCSC's voting delegate will be Gibeaut and Link will be the alternate for their annual meeting at the CFC Forum.

Executive Session: The board went into executive session at 2:00 pm and ICON representative George Aldridge joined the meeting via conference call to discuss the CEO goal setting and a self-evaluation for the board. Executive session ended at 2:20 pm.

Adjournment: Motion by Colby and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 3:22 pm.

Cheri Gibeaut, Secretary
Board approved on May 23, 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.