

**EDITED MINUTES OF BOARD MONTHLY MEETING
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
May 23, 2018**

Call to Order: Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:30 am on Wednesday, May 23, 2018.

Roll Call: Directors Alexander, Becker(Vice-Chairman), Colby, Connolly, Fahey, Gibeaut(Secretary), Link (Treasurer), Nichols(Chairman) and Vedder. 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), Roberts (Manager-Support Services) and West (CFO).

Invocation/Safety Message: The meeting began with reciting of ACEC's Mission and Vision Statements by the board and staff, the Pledge of Allegiance followed by Fahey's invocation and Becker's safety message on heat stroke.

Approval of Agenda: The agenda was approved as sent.

Chairman's Report: Nichols welcomed Dietrich Vedder to the board. Annual meeting review will be addressed in the executive session.

CEO's Report: Fahey was congratulated on achieving her Director Gold Certificate.

Director Reports: Director reports were given by Fahey and Link.

Financial Review Committee: The Financial Review was 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 Link and seconded to approve the Consent Agenda items and the April 25, 2018 board meeting minutes. MOTION CARRIED.

Board Action Items:

- Motion by Becker and seconded to increase the donation to the NRECA International Foundation Annual Campaign from the \$1,000 budgeted to \$2,500 using FYF funds. MOTION CARRIED. Board in agreement for the 2019 FYF budget to be at \$2,500 for the NRECA International Foundation.
- Gatterman presented a loan application. Motion by Link and seconded to approve an ACEC IRP loan for \$150,000 at 3.5% interest with 15-year amortization and a balloon payment at 7 years. MOTION CARRIED. The board requested West give a report of outstanding economic development loans at next month's meeting.
- Motion by Fahey and seconded to accept the redlined board policy #2-28 Identity Theft Detection and Prevention with several other changes noted. MOTION CARRIED.
- Motion by Link and seconded to accept the redlined board policy #2-30 Records Management with several noted changes. MOTION CARRIED.

- Motion by Colby and seconded to accept the redlined board policy #3-4 Open Account Credit Agreement. MOTION CARRIED.
- Motion by Gibeaut and seconded to accept the redlined board policy #7-5 Isolation on Request with a noted change. MOTION CARRIED.
- Motion by Link and seconded to authorize a 5% deduction from ACEC's CFC Patronage Capital Refund to All Purposes for CFC's Cooperative System Integrity Fund. MOTION CARRIED.
- The board agreed to remove several items from the agenda's Work in Progress: 990-time accounting, NRECA Annual meeting restructuring and reduction to seven board members.
- Link requested the November Budget/Board meeting be switched to November 27, 2018, all in agreement. Becker requested more time for the budget review.
- Motion by Becker and seconded to accept the board expense vouchers and authorize payment. MOTION CARRIED.

Departmental Reports: Departmental reports were given by staff. Porter and IT Director Phelps will have a report with our business needs and viable options for fiber to all offices and the twenty-nine substations for the July board meeting. Marquette-Adams TelCo CEO will be invited to attend a future board meeting. Nichols requested a "deep dive" into each department. Kerska noted on the annual meeting that 36% of the electronic votes were seasonal members and 15% of meeting attendees were also seasonal. Minutes, total cost and evaluation of this year's annual meeting will be reported on next month.

After some discussion, an Operation Round-Up application will be sent to the Rome Fire Department and explain how these grant requests, if approved, can be funded for needed equipment.

Board expressed appreciation for Kerska's update on Strategic Imperative #1: *develop and implement a plan to effectively communicate with and engage all generations of members and the communities within the cooperatives geographic area.*

Reports of Affiliated Organizations were given by board and CEO.

In addition to the change of venue for the June meeting, the board agreed that rotating board meetings among the three service centers, periodically, was a good idea.

Resolutions: No resolutions.

Calendar:

- Member Appreciation Event will be at Timbavati Wildlife Park on June 16, 2018, Colby, Fahey and Nichols volunteered to help greet members.
- The next regular board meeting will be Wednesday, June 20, 2018 at 9:30 am at the Pardeeville Office. Vedder will observe June's Financial Review with the committee prior to the meeting.
- The June Operations Safety Meetings are scheduled for June 6 & 7, no board attendees.
- Colby will attend the 89th Wisconsin FFA Sponsor and Awards Dinner on June 12, 2018.
- Badger Power Cooperative Annual Meeting will be held at the Wilderness in Wisconsin Dells on August 28, 2018, all board members plan on attending.

Executive Session: The board went into executive session at 1:50 pm. Executive session ended at 2:40 pm.

Adjournment: Motion by Alexander and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 2:45 pm.

Cheri Gibeaut, Secretary
Board approved on June 20, 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.