

EDITED MINUTES OF BOARD MONTHLY MEETING
ADAMS-COLUMBIA ELECTRIC COOPERATIVE
FRIENDSHIP, WISCONSIN
June 20, 2018

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, June 20, 2018. The meeting was held at the Pardeeville Service Center.

Roll Call: Directors Alexander, Becker(Vice-Chairman), Colby, Connolly, Fahey, Gibeaut(Secretary), Nichols(Chairman) and Vedder. Link was excused. 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 (Member Services-Key Accounts), Gessner (Manager-Operations), Phelps (IT Director) and West (CFO). Several other key staff joined via conference call for sections of the meeting.

Invocation/Safety Message: The meeting began with reciting of the Pledge of Allegiance followed by Alexander's invocation and Colby's safety message on proper tips when dispensing gas in a car or portable gas can.

Approval of Agenda: The agenda was approved as sent, with an addition by Nichols to the outreach section of the agenda: the MS Golf Event.

Chairman's Report: Nichols also noted that G. Aldridge would be available in the afternoon to discuss the CEO evaluation.

CEO's Report: Porter noted the building exits in case of an emergency. Porter gave a handout to the board for speaking with upset members using as a reference the BLC 943.1 Conversation skills outside the boardroom.

Director Reports: Director reports were given by Connolly, Becker and Fahey. The Member Appreciation Event at Timbavati was much appreciated by the 715 members in attendance on June 16 despite the warm 90° heat.

Financial Review Committee: The Financial Review was completed by Becker, Gibeaut and Vedder. Motion by Becker and seconded that the financial review was acceptable. MOTION CARRIED.

Minutes and Consent Items: Motion by Alexander and seconded to approve the Consent Agenda items including the May 15, 2018 Organizational Meeting Minutes and the May 23, 2018 board meeting minutes. MOTION CARRIED.

Board Action Items:

- Motion by Colby and seconded to rescind board policies #3-1, #4-1 and #4-9. MOTION CARRIED.
- Motion by Connolly and seconded to participate in ATC's Third Call for Voluntary Additional Capital Contributions, totaling \$92,588. MOTION CARRIED.
- Gatterman presented an economic development loan application. After much discussion, motion by Becker and seconded to approve a loan for \$250,000 at 3.75% interest with

15-year amortization and a balloon payment at 5 years, pending a commercial appraisal assessing the value at \$275,000 (minimum) and a life insurance policy on owners sufficient to cover the loan. MOTION CARRIED.

- With this being the final year of the MS Golf for a Cure event, motion by Alexander and seconded to support the MS Golf for a Cure event at the June Hillert Memorial sponsor level of \$7,500 using FYF funds. MOTION CARRIED.
- Motion by Gibeaut and seconded to accept the board expense vouchers with changes and authorize payment. MOTION CARRIED.

Departmental Reports: Departmental reports were given by staff. Porter noted that the tentative date for the second phase of the NISC conversion is September 2019. Vedder suggested that the PCA could be changed to Energy Cost Adjustment (ECA).

Porter was asked to check with other cooperative CEO's regarding seasonal members serving as directors.

Porter asked for the boards comments on policy #4-15 Employment which he sent to the board two weeks prior with noted changes from our attorney. After some discussion, this policy will be a future agenda item.

Vedder submitted an advisory resolution procedure for the annual meeting. After discussion, perhaps information/explanation on the website prior to the meeting would be valuable for the membership. Publication (WECN and newsletter) and eVoting on any submitted resolutions could be a timing issue for publication deadlines and educating the members that the resolutions are advisory. Porter will submit the procedure to our attorney.

Board reviewed the updated Safety Implementation Plan.

Becker noted WECA's ACRE committee met after the Dairyland Annual Meeting that he attended as the NRECA director.

Resolutions: Motion by Connolly and seconded to accept the resolution for Ken Miller on his retirement. MOTION CARRIED. Porter noted HR director Bill Gneiser will now handle the reporting to OSHA, Federated Insurance, etc. and the Operations Manager and Assistant Manager will have safety added to their titles. (A copy of the resolution is included with these minutes.)

Motion by Colby and seconded to accept the resolution in support of the joint venture with Marquette-Adams Telephone Cooperative, Inc. for the broadband expansion grant. MOTION CARRIED. (A copy of the resolution is included with these minutes.)

Calendar:

- The next regular board meeting will be Wednesday, July 25, 2018 at 9:30 am. Becker may join the meeting via conference call.
- The July Operations Safety Meetings are scheduled for July 11 to 13th as field visits, no board attendees.
- WECA District Meeting for District 1 will be held at the Kalahari in Wisconsin Dells. All board members and Porter will attend with Colby as our voting delegate.

- Vedder and Porter plan on attending the BLC#930.1 Ethics and Governance: Implementing the New Accountability course that will be held on August 1st at the Holiday Inn & Convention Center in Stevens Point. Alexander, Becker, Connolly, Fahey, Nichols and Vedder will attend the Energy Issues Summit to be held on August 2nd, at the Holiday Inn & Convention Center in Stevens Point.
- Board reviewed the Member Advisory Committee Meeting tentative agenda for the August 15, 2018 meeting to be held at the Westfield Community Center.
- Badger Power Cooperative Annual Meeting will be held at the Wilderness in Wisconsin Dells on August 28, 2018, all board members plan on attending, no agenda received.
- The 2018 NRECA Regional Meetings attendees will be Alexander, Nichols and Porter. (Becker will attend as NRECA representative.) Voting delegates will be Becker for NRECA, Alexander for RESCO and Nichols for CFC.
- The WECA Annual Meeting will be held in La Crosse on November 14-15, 2018.

Executive Session: The board went into executive session at 2:25 pm. Executive session ended at 3:15 pm.

Adjournment: Motion by Connolly and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 3:20 pm.

Cheri Gibeaut, Secretary
Board approved on July 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.



**Adams-Columbia
Electric Cooperative**

RESOLUTION OF APPRECIATION

WHEREAS, Ken Miller has provided exemplary service to the members and employees of Adams-Columbia Electric Cooperative from March 11, 1991 to July 6, 2018; and

WHEREAS, during his tenure with Adams-Columbia Electric Cooperative, Ken has served as Manager of Safety and Transportation; and

WHEREAS, Ken's perceptive insight helped to provide Adams-Columbia Electric Cooperative with tremendous success in working through the many changes and improvements in safety, service and daily operating practices; and

WHEREAS, Ken has decided to leave the employment of Adams-Columbia Electric Cooperative after a respectable career of 27 years of dedicated and loyal service;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Adams-Columbia Electric Cooperative express their sincere appreciation for the 27 years, 4 months of service that Ken provided commendable service to the cooperative; and

BE IT FURTHER RESOLVED, that the Board of Directors on behalf of all members of Adams-Columbia Electric Cooperative expresses their sincere thanks and appreciation to Ken Miller for his dedication and loyalty to the noble purpose of the electric cooperative. Sincere best wishes for a long, healthy and enjoyable next segment of their life go to Ken and his wife Tammy, as they begin his well-deserved retirement.

IN WITNESS WHEREOF, I have hereto set my hand and affixed the seal of the Cooperative this 20th day of June, 2018.

ADAMS-COLUMBIA ELECTRIC COOPERATIVE

(Corporate Seal)


Cheri Gibeaut, Secretary

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**RESOLUTION OF
THE BOARD OF DIRECTORS OF
ADAMS-COLUMBIA ELECTRIC COOPERATIVE**



**Adams-Columbia
Electric Cooperative**

WHEREAS, Adams-Columbia Electric Cooperative recognizes the need to improve our business continuity between our primary office and our two service centers and extend broadband service to our substations; and

WHEREAS, Adams-Columbia Electric Cooperative may enter into a Joint Venture Agreement with Marquette-Adams Telephone Cooperative, Inc. for the sole purpose of submitting a Broadband Expansion Grant Application for fiscal year 2019 authorized under Wisconsin Statute § 196.504; which supports two of our Cooperative Principles: Cooperation amongst Cooperatives and Commitment to Community.

WHEREAS, this effort supports our future deployment of our next generation advanced metering infrastructure and our SMART grid development activities which include our Substation Supervisory Control and Data Acquisition (SCADA) and Distribution Automation (DA).

WHEREAS, Adams-Columbia Electric Cooperative enters into the agreement to offset the construction costs (approximate ACEC cost \$420,000.00) for extending broadband service in unserved/underserved areas of our service territory for our member/owners;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Adams-Columbia Electric Cooperative does hereby authorize the CEO to enter into and execute the said agreement with Marquette-Adams Telephone Cooperative, Inc. and take all other actions he deems appropriate to carry out the intent of this Resolution.

I, Cheri Gibeaut, Secretary of Adams-Columbia Electric Cooperative, do hereby certify that the above resolution is a true and correct copy of the resolution, as adopted by the Board of Directors of Adams-Columbia Electric Cooperative at their meeting held on June 20, 2018, at which a quorum was present, and that said Resolution now appears in the records of our minute book without any changes or alterations.

IN WITNESS WHEREOF, I have hereto set my hand and affixed the seal of the Cooperative this 20th day of June 2018.

ADAMS-COLUMBIA ELECTRIC COOPERATIVE

Corporate
Seal

By: _____
Cheri Gibeaut, Secretary

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