

**EDITED MINUTES OF BOARD MONTHLY MEETING**  
**ADAMS-COLUMBIA ELECTRIC COOPERATIVE**  
**FRIENDSHIP, WISCONSIN**  
**September 26, 2018**

**Call to Order:** Chairperson Kendal Nichols called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:36 am on Wednesday, September 26, 2018. The meeting was held at the Friendship Office.

**Roll Call:** Directors Alexander, Becker (Vice-chairperson), Colby, Connolly, Fahey, Gibeaut (Secretary), Link, Nichols and Vedder. Employees in attendance for the meeting were CFO West (CEO Porter was excused) 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), Reuterskiold (Manager-Sales/Service and Transportation) and Roberts (Manager-Support Services).

**Invocation/Safety Message:** The meeting began with reciting of the Pledge of Allegiance followed by Colby's invocation and Gibeaut's safety message on home generator usage and safety tips. A fire extinguisher video was viewed.

**Approval of Agenda:** The agenda was approved as sent.

**Chairman's Report:** Nichols thanked the staff for the safe and timely restoration efforts from the storm on August 28, 2018.

**CFO's Report:** The board by written consent (prior to the board meeting, via email with Attorney A. Parrish) approved the final loan documents and resolution for the RUS Rural Energy Savings Program (RESP). The cooperative may borrow up to \$1 million from RUS over a ten-year term, from which loans will be made to the cooperative's members for energy efficiency projects.

**Director Reports:** Becker noted a member was upset with CRC when they called in their outage, staff will follow up on concern.

**Financial Review Committee:** The Financial Review was completed by Link, Nichols and Vedder. Motion by Link and seconded that the financial review was acceptable. MOTION CARRIED. Nichols suggested an inquiry to Attorney Berman if the financial review should be a board vote, since only the financial committee reviewed the monthly reports, not the entire board.

**Minutes and Consent Items:** Motion by Becker and seconded to approve the August 22, 2018 board meeting minutes and approve the Consent Agenda items. MOTION CARRIED.

**Board Action Items:**

- Motion by Becker and seconded to reject the redlined changes to board policy #4-15 – Employment. MOTION CARRIED. Board noted a further discussion should be held with attorney and perhaps adjust the close relative definition.
- Motion by Link and seconded to accept the redlined changes to board policy #4-11 Smoke, Vapor and Tobacco-free Workplace. MOTION CARRIED.
- Motion by Fahey and seconded to accept the redlined changes to board policy #4-13 Substance Use/Abuse. MOTION CARRIED.
- Motion by Colby and seconded to rescind board policies #4-14 Employee Conduct and #4-17 Tools and Tool Replacement. MOTION CARRIED.
- Motion by Link to rescind board policy #4-16 Part-time Local Civic Official Employees and Directors and convert to an Administrative policy. MOTION CARRIED.

- Motion by Connolly and seconded to approve ATC's Notice of Fourth Call for Voluntary Additional Capital Contributions for \$92,588. MOTION CARRIED.
- After discussion, motion by Link and seconded to decline supporting REGI (Regional Economic Growth Initiative) of Central Wisconsin. (R. Bakovka, REGI President spoke with the board prior to the August 2018 board meeting.) MOTION CARRIED.
- Motion by Gibeaut and seconded to accept the board expense vouchers with changes and authorize payment. MOTION CARRIED.

Several Federal Youth Foundation (FYF) donation requests were acted on:

- Motion by Becker and seconded to donate at the Blue-Ribbon level, a total of \$2,500 to the Marquette County Fair Capital Campaign, payable as \$1,500 in 2018 and \$1,000 in 2019, using FYF funds. MOTION CARRIED.
- Motion by Colby and seconded to sponsor the Baraboo Theatre Guild at the Gold Patron level of \$500 using FYF funds. MOTION CARRIED.
- Motion by Gibeaut and seconded to sponsor the Portage Performing Arts Center at the Youth Theatre Advertiser level of \$500 using FYF funds. MOTION CARRIED.

After the executive session, Nichols resigned from his position as Chairman for personal reasons. The board held a reorganizational election and the new Executive Committee members are: Lawrence Becker, Chairman; Cheri Gibeaut, Vice-Chair; Scott Link, Treasurer and Karen Fahey, Secretary.

**Departmental Reports:** Departmental reports were given by staff. Several lengthy discussions held: capacity of transformer at a large power member and their future expansion plans, the 5MVA portable substation ownership and capabilities, prepaid metering, and the ten-year rotation of pole testing. Connolly and Colby will volunteer at the Member Fall Fest to be held on October 13, 2018. Future Youth Leadership events will be extended to include non-members to increase cooperative awareness and attendance.

West noted it may take several months for FEMA to approve funding for the August storm damages in Adams and Marquette counties.

Vedder's "Guide for Submitting an Advisory Resolution" was accepted as a guideline and will be published on website and as a handout to members when they inquire about submitting an advisory resolution. The current Rules Committee members will be asked if they are willing to continue and it was suggested that five members and two board members is sufficient for the committee, Gibeaut and Fahey volunteered to serve. Mohns will contact the current rules committee members and two names were given as possible alternate members to fill the committee, if needed. The Rules Committee will decide the final date for submission of advisory resolutions prior to the annual meeting.

Mohns' presented a new STEM grant program, board approved proceeding with the development of the program to commence on January 1, 2019, offering 20 - \$500 grants to schools in our service territory, these grant expenditures will be included in the 2019 FYF expenditures. The 2019 FYF proposed budget was presented with projected financials through 2022 and will be included for approval in November as part of the cooperative's 2019 Budget/Work Plan.

The updated Scholarship application and related forms were reviewed. Attendees at the NRECA Region V & VI meeting gave detailed reports. Lengthy discussion on the future of electric vehicles and availability/costs of charging stations in rural areas.

West distributed a proposed 2019 board budget including historically twenty-year board expenses, to aid the board in their budget preparation.

**Resolutions:** N/A

**Calendar:**

- The 2019 Annual Meeting will be on Saturday, May 11, 2019 at the Adams-Friendship Fine Arts Center. The director nomination petitions will be due on February 8, 2019.
- The next regular board meeting will be Wednesday, October 24, 2018 at 9:30 am at the Friendship Office.
- The October Operations Safety Meetings are scheduled for October 10 & 11 at the Friendship Office, no board attendees.
- Gibeaut will be the voting delegate at the WECA Annual Meeting to be held on November 14-15, 2018 in La Crosse. Becker noted J. Matheson, NRECA CEO may be a speaker at the meeting. All board members planning to attend.

**Executive Session:** The board went into executive session at 2:00 pm. Executive session ended at 3:55 pm.

**Adjournment:** Motion by Colby and seconded to adjourn. The meeting adjourned at 4:00 pm.

Karen Fahey, Secretary  
Board approved on October 24, 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.**