

**EDITED MINUTES OF BOARD MONTHLY MEETING  
ADAMS-COLUMBIA ELECTRIC COOPERATIVE  
FRIENDSHIP, WISCONSIN  
May 29, 2019**

**Call to Order:** Chairperson Gibeaut called the regular meeting of the Adams-Columbia Electric Cooperative Board of Directors to order at 9:35 am on Wednesday, May 29, 2019.

**Roll Call:** Directors Alexander, Ebert, Fahey (Secretary), Gibeaut (Chairperson), Hoernke, Link (Treasurer), Nichols, Olson and Vedder (Vice-Chair). 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), Phelps (Technology Director), 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 Vedder's invocation and Fahey's safety message on proper use of equipment for lawnmowing.

**Approval of Agenda:** The agenda was approved as sent. Gibeaut added several other policies to the agenda after the corporate attorney, Niles Berman gave his recommendations.

**Chairperson's Report:** Gibeaut welcomed the new board members and stressed the value of their input to the cooperative.

**CEO's Report:** No report.

**Director Reports:** Olson requested a future topic of high capacity wells and their rate structure. Ebert spoke with many members while campaigning, noting the members are reading the board meeting minutes on the website and several members are not pleased with the \$250,000 pledge to the Adams County YMCA project. Nichols noted a member who felt shunned at the annual meeting, Porter will contact member and offer an apology.

**Financial Review Committee:** The Financial Review was completed by Ebert, Gibeaut and Nichols. The committee felt no further review of the financials was necessary.

**Minutes and Consent Items:** Motion by Nichols and seconded to approve the April 24, 2019 board meeting minutes and the consent agenda items. MOTION CARRIED.

**Board Action Items:**

- Nichols will be the voting delegate for NCSC at the upcoming meeting held during the CFC Forum.
- The 2019 WECA District 1 Meeting will be held on July 17 at Central Wisconsin Cooperative, Fahey will be the voting delegate and Porter has notified WECA he will run for the open Manager seat. Those attending the meeting will be Alexander, Fahey, Gibeaut, Link, Nichols and Porter. Others may attend if their schedules allow and will notify Mohns.
- The \$250,000 pledge has expired for the Adams County YMCA building project. Motion by Ebert and seconded to not invest in this project solely for Adams county. After

discussion, a roll call vote was taken, three votes for not investing and six against, (the roll call vote is included with these minutes). Bret Salschneider, President/CEO of the South Wood County YMCA will be asked to present an update of the building project at the June meeting.

- Motion by Fahey and seconded to accept the redlined addition and several other noted changes to #2-10 Delegation of Authority from and relationship between the Board of Directors and the CEO. MOTION CARRIED.
- Motion by Ebert and seconded to rescind #6-4 Purchase of Assets and #6-11 Cooperative Furnished Vehicles since these items are covered in #2-10. MOTION CARRIED.
- Motion by Fahey and seconded to accept #2-12 CEO Search and Selection with several grammatical changes. MOTION CARRIED.
- Motion by Nichols and seconded to rescind #5-1 Purchase Orders as an administrative policy handles the purchase orders. MOTION CARRIED.
- These are additional policies added to the board agenda: Motion by Olson and seconded to accept #2-18 Member Meeting Attendance and Participation and #2-27 Procedures for Voting for ACEC Director Candidates. MOTION CARRIED.
- Motion by Fahey and seconded to accept the board expense vouchers, (noting clarification needed for an extra day of per diem for the Legislative Conference on one voucher) and authorize payment. MOTION CARRIED.
- Motion by Fahey and seconded to accept the Board Organizational Minutes from May 11, 2019. MOTION CARRIED.

**Departmental Reports:** Departmental reports were reviewed.

- According to the recent member survey, electric vehicles are not a high priority in our rural area, the cooperative will provide education to the membership but not invest in an electric vehicle or recharging station in the immediate future.
- Nichols noted a lack of communication in dealing with his personal irrigation well installation.
- West was asked to provide further detail of non-operating margins on his financial report and the financial recording of retirement of the old AMR meters.
- The bylaw change allows for discounting of the patronage capital on uncollected balance of inactive accounts to off-set the final amount owed. Board in agreement this would be beneficial, so West will develop a board policy.
- CFC's Integrity Fund request will be moved to June's agenda as more information on the fund was requested by the board.
- Another policy revised by the attorney, #2-32 Board Operational Policy was also presented and Vedder noted there wasn't enough time to review prior to the meeting, so it will be added to June's agenda. The board officers will collectively suggest revisions to this policy for full board approval in executive session next month.
- Advisory committee comments on wind, solar and battery storage were reviewed. Vedder noted the board should consider one or two residential battery storage purchases for demand shaving, at an approximate \$10,000 investment, will add to future strategic planning topics.
- Gibeaut noted that Resolutions of Appreciation for the former board members: Becker, Colby and Connolly will be on June's agenda.
- The NRECA Region 5 & 6 meeting will be held in Milwaukee this November and Link suggested all board members should be encouraged to attend due to proximity.

- The value of ACEC’s investment and prior involvement in NRCO was discussed. West will provide the history and total dollars invested at June’s meeting.
- Our Riverside plant projected output will not be 30,000 kW as first expected and is now estimated at 28,044 kW. Porter presented a Review of Current MISO Capacity Accreditation and the correlation between inlet air temperature and unit output as an explanation for the reduction in kW’s.

**Resolutions:** No resolutions

**Calendar:** The next board meeting will be Wednesday, June 26, 2019 at 9:30 am at the Friendship office.

**Executive Session:** The board went into executive session at 1:35 pm. Board came out of executive session at 2:00 pm.

**Adjournment:** There being no more items on the agenda and no further discussion, motion by Olson and seconded to adjourn. MOTION CARRIED. The meeting adjourned at 2:28 pm.

Karen Fahey, Secretary  
Board approved on June 26, 2019

**ROLL CALL VOTE FORM**

Meeting Date: 5/29/19

Item: No Investment in Adams County YMCA Building Project

District	Last Name, First Name	Y	N	P
1	Alexander, Gene		X	
2	Olson, Ethan		X	
3	Hoernke, Aaron	X		
4	Ebert, Jon	X		
5	Nichols, Kendal		X	
6	Gibeaut, Cheri		X	
7	Link, Scott		X	
At-Large	Fahey, Karen		X	
At-Large	Vedder, Dietrich	X		
Totals		3	6	

**\*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.**