

**Minutes of the Regular Board Meeting of the
Jump River Electric Cooperative, Inc.**

February 20, 2018

A regular meeting of the Board of Directors of the Jump River Electric Cooperative, Inc. was held on Tuesday, February 20, 2018, at the headquarters building in Ladysmith, Rusk County, Wisconsin.

A. President Jerry Carow called the meeting to order at 8:57 a.m.

B. **Roll Call.** Carow stated that all board members were present, being as follows: Jane Reich, District 1; Myron Brooks, District 2; Joe Lorence, District 3; Jerry Carow, District 4; William van Doorn, District 5; John Cerman, District 6; Lori Taguma, District 7; Walter Kruk, District 8; and Sandra Schara, District 9. Also present were General Manager James Anderson, Manager of Member Services Lori Davis, Member Service Representative Tammy Bloomer, and Communications Coordinator Denise Zimmer. Joe Cramer from Cramer Consulting was also present to review board iPad questions.

C. The **Pledge of Allegiance** was recited.

D. Motion by Schara, and seconded by van Doorn, to **accept the Agenda** as presented. Unanimously carried.

E. **Open Comment Session.** No one in attendance.

F. **January Regular Board Meeting** were presented and reviewed. Motion made by Schara, and seconded by Reich, to approve the January Regular Board Minutes as presented. Discussion held. Peterson entered the meeting at 9:02 a.m. Schara amended her motion to approve the minutes as amended and Reich consented to the amendment. Unanimously carried.

G. **Financial Report.** Discussion held on the order in which checks are listed. Board consensus was to leave the report as it is currently being presented. Cramer left the meeting at 9:08 a.m. Peterson reviewed the January ACH & Money Transfer report and Cooperative's check numbers 82847 - 82994 for the period 12-06-17 through 1-05-18. Discussion held on Federated Youth Foundation and scholarship and charitable donations. Peterson continued to report on check numbers 82995 - 83151 for the period 01-06-18 through 02-05-18. Discussion held on the driving and equipment incentive program and the board requested Anderson take a look at this program and bring back suggestions to the board at the March Regular Board Meeting. Peterson distributed a preliminary December 2017 Operating Report and highlighted the following: TIER, Total Operating Margins, Net Margin, Customer Service Information, and Collection & Billing Expense. Peterson reviewed the ACH report. A motion was made by van Doorn, and seconded by Schara to approve sending the preliminary report. Unanimously carried. Peterson left the meeting at 9:44 a.m.

H. **Operations Report** was reviewed by Anderson. Anderson highlighted the following: Right-of-way clearing; brushing; line patrol, maintenance, and PCB testing; line work; pole changes; and Radio Frequency meter system. Motion made by Lorence, and seconded by Reich, to approve the Operations Report. Unanimously carried.

I. **General Manager Report.** Carow signed the 219's. Anderson reviewed Operation Community Change, appliance department, annual audit, Ladysmith building, SEDC update, Strategic Planning session and survey, WECA Education and Lobby Days, January Membership Application list, January Outage Summary Report, Membership Refund list, and Employee Safety & Activity Report. Brooks made a motion, and seconded by Schara, to accept the Manager Report. Unanimously carried.

J. **DPC Director Report.** Reich reviewed DPC wind and solar power diversity, gas plant, and DPC's involvement with Fun on the Frozen Flambeau event held in Rusk County. A motion was made by Brooks to approve the DPC Director Report. Second by Cerman. Unanimously carried.

K. **Director Reports.**

Kruk commented on the two-way radio communication in Sawyer County that Jump River Electric Cooperative may be able to utilize in the future.

Schara commented on the DPC Wholesale Power Contract Symposium meeting.

Cerman had nothing to report.

van Doorn commented on the upcoming NRECA Annual Meeting.

Lorence commented on the DPC Wholesale Power Contract Symposium meeting.

Brooks commented on the DPC Wholesale Power Contract Symposium meeting and reported on the WECA Education & Lobby Days.

Taguma commented on the DPC Wholesale Power Contract Symposium meeting and grant writing project she would like added to a future board meeting.

Reich had nothing to report.

Carow commented on the DPC Wholesale Power Contract Symposium and relayed member comments.

L. Unfinished Business.

1. **Policy 70 – Inspection of the Cooperative Books and Records.** Changes made by management and the cooperative attorney to the forms attached to this policy were reviewed by Anderson. Motion by Schara, and seconded by Kruk, to approve changes to Policy 70 – Inspection of the Cooperative Books and Records as presented. Discussion held. Motion carried with two opposed.

M. New Business.

1. **Wholesale Power Rate Resolution**, a copy of which is attached hereto and marked Exhibit A, was presented and discussion held on Amendment No. 2, and the initial DPC contract.

Attorney Jessica Shrestha from Wheeler, Van Sickle & Anderson, S.C. entered the meeting at 10:52 a.m.

The board moved to item M-7 Executive Session.

The board continued discussion on the Wholesale Power Rate Resolution. Lorence made a motion to approve the Wholesale Power Rate Resolution as presented. Second by Kruk. Motion carried with one opposed.

2. **Legal Seminar**, to be held April 3, 2018, in Eau Claire, Wisconsin. Shrestha left the meeting at 2:46 p.m. This item was tabled until the March Regular Board Meeting.
3. **NRECA Legislative Conference**, to be held April 8 – 10, 2018, in Washington, D.C. No one is interested in attending.
4. **Policy 42 – Employee Expenses** was tabled until the March Regular Board Meeting.
5. **CRC Voting Delegate.** Discussion held on the previous CRC Voting Delegate and Alternate Delegate and current board interest in these delegate positions. Kruk nominated Reich as the CRC Voting Delegate and Reich nominated van Doorn as the alternate Voting Delegate. A motion Kruk was made to close nominations and cast a unanimous ballot for the same. Second by Schara. Unanimously carried.

The board moved to item M-1 Wholesale Power Rate Resolution.

6. **Tribal Correspondence.** Discussion was held in Executive Session on correspondence to be sent to the LCO Tribal Council. A motion was made by Reich, and seconded by Kruk, to approve the sending the letter that was drafted in Executive Session to the LCO Tribal Council. Unanimously carried.

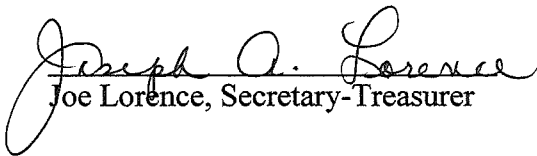
The board moved to item M-2 Legal Seminar.

7. **Executive Session.** A motion was made by van Doorn to go into Executive Session to approve Executive Minutes and discuss board governance, legal matters, and personnel matters at 11:01 a.m. Seconded by Kruk. Motion unanimously carried. Anderson, Shrestha, Davis, Bloomer, and Zimmer left the meeting at 11:01 a.m. Anderson and Shrestha re-entered the meeting at 11:20 a.m. A working lunch was taken at noon. A motion was made by Schara, and seconded by van Doorn, to move out of Closed Session at 2:40 p.m. Unanimously carried. Action was taken and is recorded in the Executive Session Minutes. Davis and Zimmer re-entered the meeting at 2:40 p.m.

The board moved to M-6 Tribal Correspondence.

Discussion held on the Ladysmith building and it will be placed on the March Regular Board Meeting agenda. Kruk reviewed a donation request.

A motion was made by Reich, and seconded by Schara, to adjourn the meeting at 3:25 p.m. Unanimously carried.


Joe Lorence, Secretary-Treasurer

03/27/2018
Dated

(CORPORATE SEAL)

M. Brooks

DPC Symposium talked about Power Contract
DP is the glue that holds the member
Co-op together.

Lobby plays:

Democrat Tammy Baldwin - video
Railroad issues: give shippers a seat
at the table

Rep. Kevin Nicholson - in person talked
about the federal deficit and
health care.

Rep. Leah Vukmer - video
The Conservative way is the
Wisconsin way.

Independent Mary Jo Walters -
Environmentalist and climate
change is real.

Legislators of the year:

Senator Janet Brewster - Ashland

Rep. Jean Ballweg - Markesan

Rep. Romaine Quinn - Barron

Visited - Rep. James Edming and Senator
Jerry Petrowski's office.

Discussed changes to Chapter 185 by act
76 passed and completed.

discussed exemption for ROPE services -
no sales tax for emergency work from
neighboring coop.

Must pass sales tax committee in
state legislation.

Dean Tish of CFC - candidate for
office at CFC

CFC owned by Co-ops

A+ loan rating

Federated Insurance

553 million in assets

policies up - claims are down

stressed safety