

ALGER DELTA COOPERATIVE ELECTRIC ASSOCIATION
Minutes of the Regular Meeting of the Board of Directors

February 19, 2020

A regular meeting of the Board of Directors of Alger Delta Cooperative Electric Association was held on February 19, 2020 at the Alger Delta Cooperative Electric Association – 426 N 9th St. – Gladstone, MI 49837.

Call to Order and Roll Call:

The meeting was called to order by President Prestin at 1:00 p.m. EST.

Directors present: District 1-Darryl Small, District 2-Karen Alholm, District 3-Mike Lawless, District 4-Dave Prestin, District 5-Ivy Netzel, District 6- Paul Sederquist, District 7-Kirk Bruno, District 8- Ray Young, District 9- Doug Bovin.

Directors absent: None

Also present were (CFO) Amanda Seger, (Operations) Troy Tiernan.

Member Comments: None

Approve the Agenda:

Motion to approve the agenda with addition of New Business items-next meeting date & time and UPPCO Report, by Director Bruno, support by Director Lawless. Motion carried.

Approve the Minutes:

Motion to approve the Minutes of the January 15, 2020 Regular Board meeting by Director Alholm, support by Director Young. Motion carried.

Executive Session:

Motion to enter executive session at 1:05 EST by Director Alholm, support by Director Small. Motion carried.

Motion to come out of executive session at 1:22 EST by Director Netzel, support by Director Bovin. Motion carried.

Approve the Administrative Items:

Motion to approve the administrative items (membership applications, director's expenses, check register, credit card expenses, and estate retirements) as submitted in the board packet was made by Director Alholm, with support by Director Lawless. Motion carried.

Old Business:

- Strategic Plan Review- Seger and Tiernan presented their revised strategic and operational goals for 2020 to the Board.
- Aquila Resources- Nothing new to report.
- Lake Township Board- Director Bruno attended. The township asked about possible funding for a generator. Alger Delta will contact them.

New Business:

- MECA appointment and Voting Delegate
 - ***Moved by Director Bruno to appoint Bovin and Seger with Alholm as an alternate, support by Director Netzel. Motion carried.***
 - ***Moved by Director Bruno to appoint Seger, the representing manager as the voting delegate, support by Director Alholm. Motion carried.***
 - Director Bovin provided a MECA update.
- CRC Voting Delegate
 - ***Moved by Director Alholm to appoint Seger as voting delegate, support by Director Netzel. Motion carried.***
 - ***Moved by Director Netzel to appoint Tiernan as alternate, support by Director Alholm. Motion carried.***
- WPPI Board Assignment
 - ***Moved by Director Alholm to appoint Tiernan to WPPI Board, support by Director Netzel. Motion carried.***
- RUS Form 595
 - ***Moved by Director Alholm to authorize Seger to sign Form 595, support by Director Young. Motion carried.***
- RUS Certifier and Administrator
 - ***Moved by Director Alholm to assign Seger as the Certifier and Tiernan as the Administrator, support by Director Young. Motion carried.***
- RUS eAuthentication
 - ***Moved by Director Bovin to authorize eAuthentication for Seger and Tiernan, support by Director Sederquist. Motion carried.***
- UPPCO Report- Alholm
 - Alholm met with Brett French about possible collaboration between UPPCO and Alger Delta.
 - Prestin will forward the proposed Mutual Aid Agreement to Seger and Tiernan for review and reply
- Broadband Discussion- Seger/Borr
 - Borr provided a summary of Rural Digital Opportunity Fund(RDOF)
 - ***Motion by Director Bruno to table a decision until further information is available, support by Director Lawless. Motion carried.***
- Annual Meeting
 - Seger will look into options to lower cost and possible alternate times
- Next Meeting Time & Date- Bruno
 - March 18, 2020 9:00 am EST

Staff Reports:

CFO Report-

- ***Motion by Director Small to write off the 2019 bad debt of \$11,042.45, support by Director Alholm. Motion carried.***
- Current financials were reported to the board, including TIER, OTIER, and equity ratio, and audit update.
- The O'dovero property has been taken care of.

Operations Manager Report-

- Work Plan Project
 - Meeting with ATC to finalize Seney Substation Tap.
 - Continue to install DCUs
 - Carney rebuild looking at a May completion date
- Maintenance Items
 - Crews removing snow from substations along with inspections
- Vegetation Crews
 - Cut back to two crews for the next couple of months
- Warehouse/Facilities
 - Snow removal has been an unexpected cost this year
- Safety/Training
 - Working with MECA on future training & education
 - Will be attending CLCP course in March.
- Equipment
 - Will be looking to replace our spare Digger Derrick.

Technical Services Report-Absent

- ***Motion to approve their salary increase recommendation for Priebe retroactive to January 1, 2020 by Director Alholm, support by Director Bovin. Motion carried 8-1.***

Committee Reports & Agenda

- Policy Committee
 - Committee met earlier today
 - Goal of getting through the whole thing by the annual meeting
 - Next committee meeting will be April 8, 2020 at 10:00 am EST
 - Committee recommends using CFO/Financial Manager and CEO/General Manager across the document at this time.

Executive Session:

Moved by Director Netzel to move into executive session at 4:55 pm, support by Director Bruno. Motion carried.

- Board moved into executive session.

Moved by Director Young to come out of executive session at 5:35 pm, support by Director Netzel. Motion carried.

- Board came out of executive session.

Moved by Director Netzel to accept the Executive Committee's recommendation for salary increase and bonuses for Seger and Tiernan retroactive to January 1, 2020, support by Director Alholm. Motion carried.

Moved by Director Alholm that as Alger Delta is currently operating without a General Manager/Chief Executive Officer, the duties of such shall be delegated in tandem to the Chief Financial Officer and Operations Manager until further action of the Board, support by Director Lawless. Motion carried.

Adjourn:

Motion to adjourn by Director Young, support by Director Bruno. Motion carried.

The meeting adjourned at 5:55 p.m.

Dave Prestin - President

Doug Bovin-Secretary/Treasurer

Minutes approved during teleconference board meeting held on March 18, 2020 and will be signed during next on-site meeting. Motion to approve the minutes of the February 19, 2020 Regular Board meeting by Director Sederquist, support by Director Bovin. Motion Carried.