

BOARD OF DIRECTORS MEETING, DECEMBER 22, 2014

The regular meeting of the Board of Directors of North Central Public Power District was held at the District office, Creighton, Nebraska, on Monday, December 22, 2014 at 6:30 P.M.

1. Call to Order; notice of meeting and proof of mailing.

The meeting was called to order at 6:30 p.m. and conducted by Mary Ketelsen, President and Secretary, Gregory W. Walmer, recorded the minutes.

Directors in attendance were Terry Strobe, Brent Stagemeyer, Gordon W. Fulton, Curt Zimmerer, Wm Jedlicka, Gregory Walmer, and Mary Ketelsen. Also attending Chad Waldow, Operations Manager; Doyle Hazen, Manager of Finance and Administration; Keith E. Harvey, General Manager and Jeffrey M. Doerr, District Attorney.

Notice of the meeting was given in advance thereof by publication in the Creighton News, Niobrara Tribune, Plainview News, Orchard News, Holt County Independent and the Verdigre Eagle as shown by the affidavit of publication attached to the minutes of the meeting. Notice of the meeting was given simultaneously to all the members and a copy of their acknowledgment and receipt of notice and agenda is attached to the minutes of the meeting. Availability of the agenda was communicated in the notice mailed to all the members of the meeting. All proceedings hereafter shown were taken while the convened meeting was open to the attendance of the public.

General Manager, Keith Harvey led the assembly in pledging their allegiance to the flag of the United States of America.

2. Approval of Agenda.

On a motion by Gregory W. Walmer and seconded by Terry Strobe be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the agenda as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

3. Approval of the November 24, 2014 Regular Board meeting minutes.

A motion was made by Gordon W. Fulton and seconded by Curt Zimmerer to dispense with the reading of the November 24, 2014 regular board meeting minutes and approve the minutes as mailed By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

4. Public Comment: Pursuant to Nebraska Statute Section 84-1412, the public is advised that a copy of today's agenda and all reproducible material which will be discussed at today's meeting is located on the table at the side of the room. Also available in that same general area is a current copy of the Nebraska Open Meetings Act which is accessible to the public.

There were no public comments.

5. Staff Reports.

Doyle Hazen, Manager of Finance and Administration reported on the status of the new load management system.

Chad Waldow, Operations Manager reported on the operation department's monthly operations. Waldow report there are currently 5,477 AMI meters installed; the house of the new property the district purchased from Julie Eisenhower has been certified as asbestos free; new fall protection may cost up to \$1,250 per lineman; the back-feed to the Village of Orchard has been completed and CTs services are being checked.

6. Preliminary 2015 Budget.

Keith reviewed the preliminary 2015 budget with the board of directors. There will be a budget hearing held during the annual meeting in January 2015.

7. Review the Employee Handbook and the Temporary & Part-Time Employee Handbook.

General Manager, Harvey reviewed the Full-Time Employee Handbook and the Temporary and Part-Time Employee Handbook. There were no changes to the handbooks, but for Safety Accreditation purposes these employee handbooks are to be reviewed annually. On a motion by Wm. Jedlicka and seconded by Terry Strope be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the Full-Time Employee Handbook and the Temporary and Part-Time Employee Handbook as presented.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

8. Discussion and possible action to amend Policy Bulletin 2160R: Electric Efficiency

Incentive Program.

The board of directors reviewed and discussed the changes to Policy Bulletin 2160R: Electric Efficiency Incentive Program for 2015. On a motion by Gregory W. Walmer and seconded by Gordon W. Fulton be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve Policy Bulletin 2160R: Electric Efficiency Incentive Program as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

9. Safety report (November 6, 2014 Statewide conducted).

The board of directors reviewed the November 6, 2014, Statewide safety meeting minutes. On a motion by Brent Stagemeyer and seconded by Curt Zimmerer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District accept the November 6, 2014 Safety meeting minutes as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes;

Walmer, yes and Ketelsen, yes. Motion carried.

10. Discussion and possible action to enter into new two-year audit contract with Schmidt & Company for 2014 and 2015.

Manager, Harvey reviewed the proposed two-year audit contract received from Schmidt & Company to complete the District audit for 2014 and 2015. On a motion by Gregory W. Walmer and seconded by Brent Stagemeyer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District enter into a new two year audit contract with Schmidt & Company for 2014 and 2015.

By roll call vote, Fulton, yes; Strobe, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes;

Walmer, yes and Ketelsen, yes. Motion carried.

11. Discussion and possible action to sign the Waiver and Consent Agreement with Grande Prairie Wind.

Keith please enter what was discussed. General Manager Harvey reported the proposed Waiver and Consent Agreement between Grande Prairie Wind and North Central PPD has been reviewed by the District Attorney, Jeffrey Doerr and the Statewide Attorney Dave Jarecke. On a motion by Gordon W. Fulton and seconded by Terry Strobe be it:

RESOLVED THAT the Board of Directors of North Central Public Power District sign the Waiver and Consent Agreement with Grande Prairie Wind and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strobe, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes;

Walmer, yes and Ketelsen, yes. Motion carried.

12. Discussion and possible action to approve a \$1,000,000 Revolving Line of Credit with Co-Bank.

Dave Jarecke filed an attorney's opinion on this agreement and felt that it was legally acceptable to sign.

On a motion by Wm. L. Jedlicka and seconded by Gregory W. Walmer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve a \$1,000,000 Revolving Line of Credit with Co-Bank with the Manager of Finance and Administration, Operations Manager, General Manager, Assistant Treasurer and President of the Board authorized to access the line of credit.

By roll call vote, Fulton, yes; Strobe, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

13. Manager's report.

Meetings attended: A list of the meetings attended is on the Manager's Report attached to the minutes of the meeting.

Upcoming Meetings:

The upcoming meetings are listed on the attached Manager's report. The annual meeting of the District will be January 26, 2015.

New Business:

1. Discuss State chamber membership. Cornerstone membership - \$5,000 per year.
2. "Thank You" notes. A Thank You note was received from Ed Thomassen from the son of Peter E. Thomassen the first General Manager of the District for the District's 70th Anniversary Calendar.

Old Business:

There was no old business discussed.

Strategic Plan Update:

There was no strategic plan updates discussed.

14. Discussion and approval of the November 2014 financials.

The board of directors reviewed the November 2014 financials. On a motion by Terry Strobe and seconded by Curt Zimmerer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the November 2014 financials as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strobe, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

15. Approval of expenditures covering all monetary encumbrances of the District for the month of November, 2014.

The board of directors reviewed the expenditures covering the month of November 2014. On a motion by Wm. L. Jedlicka and seconded by Brent Stagemeyer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the expenditures for the month of November 2014 as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strobe, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

16. Board will adjourn into executive session for the purposes of discussing matters related to individuals to, among other things, avoid needless injury to the individuals.

On a motion by Gregory W. Walmer and seconded by Gordon W. Fulton be it:

RESOLVED THAT the Board of Directors of North Central Public Power District enter into executive session at 9:30 p.m. for the purposes of discussing matters related to individuals to, among other things, avoid needless injury to the individuals and to reconvene to the regular board meeting after business is discussed. Discussion ended at 9:40 p.m.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

17. Discussion and possible action to approve the 2014 Operating and Non-Operating write-offs.

On a motion by Curt Zimmerer and seconded by Wm. L. Jedlicka be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the 2014 Operating and Non-Operating write-offs as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Strope, yes; Stagemeyer, yes; Jedlicka, yes; Zimmerer, yes; Walmer, yes and Ketelsen, yes. Motion carried.

18. Adjournment.

Board President, Ketelsen adjourned the board meeting at 9:41 p.m.

I, Gregory W. Walmer, do hereby certify that I am the Secretary of North Central Public Power District and that the foregoing is a full, true and correct copy of the minutes of the Board of Directors, meeting in regular session, December 22, 2014.

Gregory W. Walmer, Secretary

APPROVED:

Mary Ketelsen, President

Attachments: (To the original minutes)

- Acknowledgment of Notice
- Publishers Affidavit
- Policy Bulletin 2160R: Electric Efficiency Incentive Program
- November 6, 2014 Safety meeting minutes

- Two-Year Audit contract with Schmidt & Company
- Waiver and Consent Agreement with Grande Prairie Wind
- \$1,000,000 Revolving Line of Credit with Co-Bank
- Manager's Report
- November 2014 Financials
- November 2014 Check Register
- 2014 Operating and Non-Operating write-offs