

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
BARTON COUNTY ELECTRIC COOPERATIVE, INC.
March 28, 2017**

A regular meeting of the Board of Directors of Barton County Electric Cooperative, Inc., (hereinafter referred to as "Cooperative") was held on March 28, 2017, at the offices of the Cooperative pursuant to previous Board resolution.

The meeting was called to order at 9:00 a.m. by President Kenny Owen. The following Directors were present: Kenny Owen, Max Walters, Jerry Thieman, David Stump, Kevin Taffner, Tom Williams, Barbara Barley, Matt Schlichting, and Karl Morey. Directors absent: none. Also present were Jeff Hull, Interim CEO/General Manager; Shawn Battagler, General Counsel; and staff members Shawna Phipps, Sharla Wilkerson, Chuck Wolfe, Tara Littlejohn, and David Engelage.

A prayer of invocation was offered by Jerry Thieman. Matt Schlichting led the Board in a recitation of the Pledge of Allegiance.

The agenda of the March 28 meeting was presented. On motion made by David Stump, seconded by Matt Schlichting and passed, the amended agenda was approved.

Minutes of the meeting of February 22, 2017 were presented. On motion made by Tom Williams, seconded by Jerry Thieman and passed, the minutes were approved as presented.

Interim CEO Hull presented a list of 26 applications for membership. On motion made by Barbara Barley, seconded by David Stump and passed, the Board resolved to approve the memberships.

The Board reviewed the list of February disbursements. After questions and discussion, on motion made by Barbara Barley, seconded by Jerry Thieman and passed, the Board resolved to accept the report of disbursements and Manager expense report.

**CALL TO ORDER
ROLL CALL**

INVOCATION AND PLEDGE

AGENDA APPROVED

MINUTES APPROVED

NEW MEMBERS

DISBURSEMENTS

The Board reviewed written staff reports. Department leaders answered questions about department activities. On motion made by Tom Williams, seconded by Barbara Barley and passed, the Board resolved to accept the staff reports.

STAFF REPORTS

The Board reviewed the written Safety Report for February operations. Interim CEO Hull referred the Board to the details of the written Safety Report. On motion made by Tom Williams, seconded by Barbara Barley and passed, the Board resolved to accept the Safety Report.

SAFETY REPORT

Tara Littlejohn presented the Financial Report for February operations which included the general ledger report of income and expenses and budget comparisons to prior year. She highlighted items of significance and noted significant purchases. She reported on equity and key ratios, audit update, and capital credit retirement planning.

FINANCIAL REPORT

Interim CEO Hull and Tara Littlejohn presented a 10-year financial forecast and presented scenarios and variables for Board consideration.

FINANCIAL FORECAST

Chuck Wolfe provided the Board the written Right-of-Way Report and IT Report. He presented the monthly Operations Report. Items of interest included: pole change outs; new service conversion and construction; right-of-way management; work plan modification proposal; storm damage report; member concerns; and contractor management. On motion made by Barbara Barley, seconded by Tom Williams and passed, the Board resolved to approve the staff reports. Following approval of staff reports, Shawna Phipps, Sharla Wilkerson and David Engelage left the meeting.

RIGHT-OF-WAY, IT, & OPERATIONS REPORTS

Max Walters and Interim CEO Hull reported their attendance to the KAMO Board meeting. Items of interest included: security concerns; HR update; KAMO financials and operations; legal expense update; and AECI update.

KAMO REPORT

Shawna Phipps gave notice of the KAMO Annual Meeting and made a list of those planning to attend.

KAMO ANNUAL MEETING

Shawna Phipps provided names of election judges for

ELECTION JUDGES

the Cooperative's annual meeting.

Interim CEO Hull presented his monthly report which included: personnel issues; annual meeting; and discussion regarding PURPA. On motion made by Barbara Barley, seconded by Jerry Thieman and passed, the Board resolved to approve the CEO Report.

On motion made by Max Walters, seconded by Karl Morey, the Board resolved to rescind the rate increase previously authorized to take effect on June 1, 2017.

On motion made by Tom Williams, seconded by Matt Schlichting and passed, the Board resolved that the Cooperative attorney be and is appointed the Cooperative Parliamentarian for the conduct of the business portion of the 2017 Annual Meeting of Members and resolved that the decisions of the Parliamentarian of the 2017 Annual Meeting of Members on disputed matters, whether procedural or substantive, shall be final.

On motion made by Karl Morey, seconded by Kevin Taffner, the Board resolved to retire capital credits from the years 1990 and 1991.

On motion made by Jerry Thieman, seconded by Karl Morey and passed, the Board resolved to amend Policy 600 as recommended by staff.

The Board reviewed the final language of amended Policy 603.

Staff members Tara Littlejohn and Chuck Wolfe left the meeting.

The Board entered Executive Session.

The President asked for unfinished business. There was none.

The President asked for new business. There was none.

There being no further business to come before the

CEO REPORT

RATE ADJUSTMENT

ANNUAL MEETING PARLIAMENTARIAN

CAPITAL CREDITS

POLICY 600

POLICY 603

EXECUTIVE SESSION

UNFINISHED BUSINESS

NEW BUSINESS

ADJOURNMENT

Board, on motion made seconded, and passed, the meeting was adjourned.

Secretary

Approved:

Chairman