

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
BARTON COUNTY ELECTRIC COOPERATIVE, INC.
November 30, 2016**

A regular meeting of the Board of Directors of Barton County Electric Cooperative, Inc., (hereinafter referred to as "Cooperative") was held on November 30, 2016, 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 Russell McCorkle, CEO/General Manager; Shawn Battagler, General Counsel; and staff members Jeff Hull, Rusty Endicott, Shawna Phipps, Tara Littlejohn, Chuck Wolfe, and Sharla Wilkerson.

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

The agenda of the November 30 meeting was presented. On motion made by Barbara Barley, seconded by Kevin Taffner and passed, the amended agenda was approved as presented.

Minutes of the meeting of October 26, 2016 were presented. On motion made by Tom Williams, seconded by Karl Morey and passed, the minutes were approved as presented.

CEO McCorkle presented a list of 29 applications for membership. On motion made by Tom Williams, seconded by Karl Morey and passed, the Board resolved to approve the memberships.

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

The Board reviewed written staff reports. Department

**CALL TO ORDER
ROLL CALL**

INVOCATION AND PLEDGE

AGENDA APPROVED

MINUTES APPROVED

NEW MEMBERS

DISBURSEMENTS

STAFF REPORTS

leaders answered questions about department activities. On motion made by David Stump, seconded by Kevin Taffner and passed, the Board resolved to accept the staff reports.

The Board reviewed the written Safety Report for October operations. Rusty Endicott reported no injuries and referred the Board to the details of the written Safety Report. He reported on one vehicle accident. On motion made by Matt Schlichting, seconded by Jerry Thieman and passed, the Board resolved to accept the Safety Report.

Staff members Shawna Phipps, Rusty Endicott, Sharla Wilkerson, and Jeff Hull left the meeting.

Max Walters and CEO McCorkle reported their attendance to the KAMO Board meeting. Items of interest included: KAMO financials and operations; legal expense update; AECI update; rate discussions; update on fiber construction; tower inspections; security; Northeast Oklahoma transition; employee benefit changes; PURPA; environmental issues; and solar.

Tara Littlejohn presented the Financial Report for September operations which included the general ledger report of income and expenses year-to-date compared to budget. She also spoke about significant budget variances. She explained the margin surplus compared to budget and noted that controllable expenses were below budget. She discussed financial ratios relating to loan covenants and draw down of funds from a line of credit.

Chuck Wolfe presented the monthly Operations Report. Items of interest included: pole change outs; new service conversion and construction; right-of-way expenses; right-of-way management; system GPS project; restitution relating to wire theft cases; OCR maintenance; storm damage repair; fence damage claim; scholarship committee; ROW contractor bids and authority to accept second lowest bid; and discussion regarding employee use of facilities for personal use.

Dale Short, CEO of Butler Electric Cooperative in El

SAFETY REPORT

KAMO REPORT

FINANCIAL REPORT

OPERATIONS REPORT

RATE STRUCTURE

Dorado, Kansas entered the meeting. He gave a presentation on rate structure options. After discussion and questions from the Board, he was excused from the meeting.

CEO McCorkle presented his monthly report which included: attendance to AMEC Annual Meeting; IBES meeting attendance; Safety Leadership Summit; FEMA; Board training; upcoming Legislative Conference in Jefferson City; and FEMA procurement training for employees and legal counsel. On motion made by Jerry Thieman, seconded by Tom Williams and passed, the Board resolved to approve the CEO Report.

On motion made by Tom Williams, seconded by Max Walters and passed, the Board resolved to approve per diem for Board members attending the scheduled training sessions, February 14-15.

On motion made by Barbara Barley, seconded by Matt Schlichting and passed, the Board resolved to approve per diem for Board members attending the Legislative Conference, January 30-31.

On motion made by Barbara Barley, seconded by Matt Schlichting and passed, the Board resolved to approve per diem for Board members attending Director training, December 2-7.

On motion made by Matt Schlichting, seconded by Tom Williams and passed, the board resolved to approve the renewal of the \$2,000,000 KAMO Line of Credit.

On motion made by Max Walters, seconded by Tom Williams and passed, the Board designated CEO McCorkle as NRECA voting delegate.

The Board reviewed a proposed 2017 calendar. On motion made by Tom Williams, seconded by Jerry Thieman and passed the Board approved the calendar as presented.

After discussion, on motion made by Matt Schlichting, seconded by Jerry Thieman and passed, the Board resolved to approve Policy 720, FEMA

PRESENTATION

CEO REPORT

BOARD TRAINING PER DIEM

LEGISLATIVE CONFERENCE PER DIEM

DIRECTOR TRAINING PER DIEM

KAMO LINE OF CREDIT

NRECA VOTING DELEGATE

2017 CALENDAR

POLICY REVIEW

Contract Procurement, as presented to the meeting.

The Board entered into Executive Session. Following Executive Session, the Board acted to adjust the CEO's salary. The adjustment will be reflected in his employment file.

The Board shared its thoughts with CEO McCorkle on his performance and areas for improvement.

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

Secretary
Approved:

Chairman

EXECUTIVE SESSION

CEO EVALUATION

UNFINISHED BUSINESS

NEW BUSINESS

ADJOURNMENT