

**Platte-Clay Electric Cooperative, Inc.**  
**Regular November 15 2019 Meeting of the Board of Directors**  
**Held November 15, 2019**

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The Regular November 2019 Meeting of the Board of Directors of Platte-Clay Electric Cooperative, Inc. (hereinafter called the "Cooperative"), was held at the offices of the Cooperative located in Kearney, at 9:00 a.m. on Friday, November 15, 2019, pursuant to the Bylaws of the Cooperative and previous resolution of the Board of Directors.

The meeting was called to order by Debi Koechner, President of the Cooperative, who presided. Secretary Theresa Wren acted as Secretary of the meeting and caused the keeping of the minutes.

**ROLL CALL**

Debi Koechner	Kendall Davis	Larry Leachman
Theresa Wren	Kim Goepferich	Steve Adkins
Gary Shanks	Dennis Fulk	Kelly Parkhurst

The Directors in attendance constituted a quorum of the Directors of the Cooperative. Also present at the meeting were Dave Deihl, CEO/General Manager, Tim Hill, Operations Manager, Kenny Brown, Accounting & Finance, Ed Williams, Information & Technology Manager, Jennifer Grossl, Communications & Marketing, Jared Wolters, Engineering Manager, Angie Kinard, Human Resource Director, Garrett Poorman, Communications Director and Sheri Smiley, counsel for Platte-Clay Electric

Cooperative, Inc.

### **APPROVAL OF CONSENT AGENDA**

A Consent Agenda consisting of the approval of the Agenda, approval of the Minutes from the meeting held October 18, 2019, and approval of Memberships and Terminations was presented. A motion was made, seconded and passed to pass the Consent Agenda as presented.

### **MEMBER COMMENTS**

Manager Dave Deihl reported there was one member comment this month from a member regarding the demand rate.

### **STAFF REPORTS**

#### **Safety**

Jim Cox gave the loss report. He reported as of November 1, 2019, there were 1,924 days without a lost time accident and that he had given out two internal safety awards. He reported that Federated had done their internal audit and he discussed the results of the audit.

#### **Finance Report**

Kenny Brown gave the Finance and Accounting report for the month of October. He reported on the budget, discussed the balance sheet, the income statement, operating statistics and key ratios. Net Margins for the month ending October 31, 2019, are \$704,563 with year-to-date total margins of \$4,262,223. The Tier is 2.58. He

discussed the AECl credit pass through and a possible pass through from NW for next year.

**2020 Business Plan, O&M and Capital Budget**

The Board had previously met on November 7<sup>th</sup> to discuss the 2020 business plan, O&M and the Capital Budget. A motion was made, seconded and passed to pass the following Resolution:

Resolution:

WHEREAS, the Board of Directors have adopted the 2017-2021 Construction Work Plan;

WHEREAS, the Board of Directors reviewed and adopted the 2018 Electric Load Forecast Study in December 2018;

WHEREAS, the Board of Directors reviewed and adopted the 2018 Equity Management Plan and the 2020 O&M Budget is consistent with the 2018 Equity Management Plan.

RESOLVED, that the 2017-2021 Construction Work Plan is adopted and the 2020 Budget is approved as follows and as attached to these minutes as an exhibit:

2020 Business Plan	*	
2020 Capital Budget		\$ 8,760,500
2020 O&M Budget:		
Total operating revenues:	\$ 66,017,000	
Total operating margins:	\$ 4,388,000	
Total net margins:	\$ 4,480,000	

\*the dollars for the Business Plan are included in the O&M Budget.

**Engineering Report**

Jared Wolters presented the Engineering Report. He gave monthly reports including 2019 year to date services built, areas of growth, and reported on the October capital budget.

### **Operations Report**

Tim Hill gave the Operations Report. He reported on outages and causes for the month. He gave an update on bucket trucks and on HVAC issues in the building.

### **Information Report**

Ed Williams gave the information and technology report. He gave an update on Aclara Ace and the NRECA RC3 self-assessment. He reported that they are currently doing annual computer maintenance, reviewing IT procedures and continuing to work on the domain upgrade.

### **Marketing & Communications Report**

Jennifer Grossl gave the marketing report. She reported on how they will be advertising the Coops reliability to the members. She appeared on 102.7 FM as a business spotlight, she showed the Veterans Day tribute video. The holiday open house will be held on December 6<sup>th</sup> and a coat and can drive will be held during it. She gave a focus group update where they discussed image, the annual meeting, and capital credits. She gave the December Chamber of Commerce schedules.

### **Manager's Report**

Dave Deihl gave the manager's report. He presented the Amendment and Resolution to the R&S and 401(K) Plans for the 004 group of employees. A motion was made, seconded and passed to adopt the following Resolution:

RESOLUTION  
AUTHORIZING THE AMENDMENT OF THE  
NRECA 401(k) PENSION PLAN  
Adoption Agreement "A"  
and the  
RETIREMENT SECURITY PLAN  
26041-004

WHEREAS, Platte-Clay Electric Cooperative, Inc. is participating in the NRECA sponsored defined contribution plan, the 401(k) Pension Plan (the "401(k) Plan"), and the defined benefit plan, the Retirement Security Plan (the "RS Plan"), and;

WHEREAS, The Board of Directors of Platte-Clay Electric Cooperative, Inc. ("the Board") now desires to amend these plans pursuant to Section 18.2 of the 401(k) Plan document and Section 18.02 of the RS Plan document, and does hereby authorize the amendment effective January 1, 2020, by executing the appropriate Adoption Agreements;

BE IT RESOLVED, that the amendment to the RS and 401(k) Plan is as follows:

- The maximum Employer Matching Contribution shall be increased. Effective January 1, 2020, the Employer Matching Contribution shall equal to 100% of a Participant's Employee Elective Contributions of 0% to 4% of the Participant's Base Compensation
- The retirement benefit payable to a Participant who retires on his/her Normal Retirement date, computed as a Joint and Spouse Annuity, shall be equal to 1.25% of the Participant's Final Average Earnings multiplied by years of Benefit Service accrued after December 31, 2019, plus the Participant's accrued benefit before January 1, 2020, derived in accordance with section 7(a)(ii) of the Retirement Security Plan Adoption Agreement and the Specifications of the Retirement Security Plan.

BE IT FURTHER RESOLVED, that the Board does hereby authorize and direct the General Manager to execute all necessary documents and to take any and all further

actions necessary to carry out the intentions of the Board as indicated in this resolution.

## **MEETING REPORTS**

### **NW MONTHLY REPORT**

NW will meet in December.

### **AMEC BOARD REPORT**

Debi Koechner gave the AMEC report. She discussed feedback on the AMEC annual meeting, the September financials, Youth Tour, board orientation, PAC distributions and gave the legal report from AMEC, the new magazine format, an update on the Coop license plates, the safety program, and the possibility of using Ipads at the next annual meeting for voting. She also reported on the lineman who will be going to Guatemala.

### **PRESIDENT'S REPORT**

Debi Koechner gave the president's report. She reminded board members to bring their nominating committee names to the next meeting and discussed ACRE and AMEPAC contributions.

Dennis Fulk and Debi Koechner gave an update from Region VIII meeting they attended including speakers and resolutions presented and passed. They also gave a Touchstone Energy update.

Larry Leachmen and Theresa Wren gave a CFC IBES update from the meeting that they had attended.

The following upcoming meetings were reviewed:

- December 20 – PCEC Board Meeting
- January 17 – PCEC Board Meeting
- February 21 – PCEC Board Meeting
- March 1-4 – NRECA Annual Meeting
- March 20 – PCEC Board Meeting

### **LEGAL REPORT**

Attorney Sheri Smiley gave the legal report including issues facing other Missouri Coops.

### **ADDITIONAL BUSINESS**

No additional business was brought before the Board.

### **NOMINEE REPORT**

A Nominee meeting was held on November 7, 2019. Dave Deihl gave reports on Security and Fuels including budget and opportunities.

### **EXECUTIVE SESSION**

Executive session was called at 11:35 a.m. and was out at 11:50 a.m.

### **ADJOURNMENT**

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned. The next regular meeting

will be held on December 20, 2019, at 9:00 a.m.

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Secretary

APPROVED:

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President