

**MINUTES
GENERAL BOARD MEETING, APRIL 23, 2020
FERGUS ELECTRIC COOPERATIVE, INC.**

- 1. GENERAL MEETING CALLED TO ORDER.** The Fergus Electric Cooperative, Inc. Board of Trustees met in general session April 23, 2020 with PRESIDENT PAUL DESCHEEMAER calling the meeting to order at 9:04 a.m. in person from the co-op's office headquarters. To operate efficiently and stay a safe six feet apart during the novel coronavirus (COVID-19) pandemic as recommended by authorities, all board members except the president, attended via conference call. Board members in attendance (via conference call) were BRAD ARNTZEN, BOB EVANS, TERRY FROST, CATHY KOMBOL, BRETT MAXWELL, and JASON SWANZ. Also present in person were GENERAL MANAGER SCOTT SWEENEY, CORPORATE COUNSEL KRIS BIRDWELL, LINE SUPERINTENDENT DALE RIKALA, OFFICE MANAGER SALLY HORACEK and SCRIVENER JANINE RIFE DIDIER. ASSISTANT MANAGER DAVID DOVER attended via conference call at 9:28 a.m. The Pledge of Allegiance was recited.
- 2. APPROVAL OF AGENDA.** After reviewing the meeting agenda, BRETT MAXWELL moved to approve it. BRAD ARNTZEN seconded the motion, which carried unanimously.
- 3. APPROVAL OF MINUTES OF PREVIOUS MEETING.** After reviewing the minutes of the March 26, 2020 general meeting and discussing them, TERRY FROST moved their approval. BRETT MAXWELL seconded the motion, which carried unanimously.
- 4. APPROVAL OF MINUTES OF SPECIAL BOARD MEETING.** After reviewing and discussing the minutes of the April 15, 2020 special board meeting concerning the approval of the PPP SBA loan, BOB EVANS moved their approval. JASON SWANZ seconded the motion, which carried unanimously.
- 5. PUBLIC COMMENT PERIOD.** The Board noted the regular time for member input relative to any issue of interest or importance to them. No member appeared.
- 6. COVID-19, PRESENT AND FUTURE BEST BUSINESS PRACTICES.** GENERAL MANAGER SCOTT SWEENEY reported that Montana's Governor, Steve Bullock has extended phase one reopening for another 30 days until May 24, 2020. As a result, Fergus Electric's offices in Lewistown and Roundup will continue to be closed to the public, for now. MANAGER SWEENEY reported that presently office personnel are not in physical contact with line personnel, and line personnel are working staggered shifts to provide another degree of separation from their peers, and the Roundup line crews are distancing themselves from the Lewistown staff. The co-op's guideline recommends that employees wear masks, especially when they are not able to maintain safe distancing of six feet and to stay home if they do not feel well. The co-op's work schedule is currently Monday through Thursday to reduce employees' exposure. MANAGER SWEENEY said that MECA has been holding conference calls with co-op managers to discuss a variety of coronavirus COVID-19 pandemic concerns and procedures, such as membership account payments and personnel health and safety.
- 7. NEW METERING SYSTEM.** ASSISTANT MANAGER DAVID DOVER told about the power point that STAKING ENGINEER MELANIE FORAN made that showed the progress of the AMI installation and DOVER answered the Board's questions. MANAGER SWEENEY and LINE SUPERINTENDENT DALE RIKALA continued the conversation providing additional information on the AMI and commended staff for the number of relays they have installed to date. Fergus Electric has only installed 27 meters to date and due to COVID-19 distancing recommendations, the co-op is waiting to change out more meters.
- 8. SANDFIRE RESOURCES COPPER MINE.** ASSISTANT MANAGER DAVID DOVER reported that on April 9, 2020, Sandfire Resources reported that the Black Butte Copper underground mining project received its Record of Decision. NorthWestern Energy has agreed to requesting a delayed start date of June 1 for the Facility Study, due to uncertainties related to COVID-19.

9. BOARD RESOLUTION FOR 457B-DEFERRED COMPENSATION. GENERAL MANAGER SCOTT SWEENEY stated that NRECA recommends Fergus Electric update language in the 457B-Deferred Compensation Resolution, since the government made changes. After a brief discussion, CATHY KOMBOL moved to approve the updated Board Resolution for 457B-Deferred Compensation. BOB EVANS seconded the motion, which carried unanimously. Attached.

10. FINANCIAL AND OTHER MONTHLY REPORTS. GENERAL MANAGER SCOTT SWEENEY presented financial and other monthly reports to the Board for discussion. OFFICE MANAGER SALLY HORACEK reviewed the March 31, 2020 operating report and FINANCIAL ANALYST JANINE RIFE DIDIER presented the March 31, 2020 ratios report.

11. OPERATIONS REPORT. LINE SUPERINTENDENT DALE RIKALA reported that orders to Cooper for regulators are currently 44 weeks out. With that, RIKALA requested the board's approval to submit a purchase order now for three regulators and three panels, which will cost approximately ninety-two thousand dollars, and will appear on the 2021 budget. After RIKALA and MANAGER SWEENEY provided additional information the Board consented to the purchase. RIKALA reported on truck mechanical issues and said that the 60' bucket truck that was ordered should arrive in a couple of weeks. The opening for the journeyman lineman position closed April 15. ASSISTANT LINE SUPERINTENDENT BRET OPHUS will call seven of the 17 applicants to let them know that the co-op would like to conduct an interview with them, however, since the co-op would prefer to interview them in person, interviews will not likely occur until fall, due to COVID-19. RIKALA reported on a major power outage that occurred on April 11 when NorthWestern Energy's Glengarry 100/50 auto substation experienced an insulator failure. The outage affected nearly 2500 Fergus Electric meters which equals nearly 1700 members. The annual hearing test scheduled for April 15 was postponed due to the coronavirus restrictions.

12. POWER OUTAGE REPORT. GENERAL MANAGER SWEENEY and the Board reviewed a report prepared by JANINE RIFE DIDIER covering power interruptions for January 2020-March 2020.

13. REPORT OF CORPORATE COUNSEL. CORPORATE COUNSEL KRIS BIRDWELL reported he had a busy month and had worked on several items of importance to the cooperative. BIRDWELL addressed the coronavirus COVID-19 pandemic issues and interviews for the General Manager position. COUNSELOR BIRDWELL noted that since an in-person format for conducting interviews was not doable, Zoom worked well.

14. MANAGER'S REPORT. GENERAL MANAGER SWEENEY reported that keeping up with the rapidly changing rules, regulations and restrictions related to the coronavirus COVID-19 pandemic continues to be challenging. SWEENEY noted that the annual allocation notice of capital credits will appear on the May billing statement and that 1.8 million dollars was allocated to members for the year 2019. SWEENEY noted that the co-op has reserved a couple of dates at the Trade Center to choose from to hold the annual meeting. The Board hopes to have sufficient information on the COVID-19 situation to decide on a date at the May board meeting.

15. MECA MEETING. VICE PRESIDENT, TERRY FROST reported on the MECA conference call meeting he attended, April 7-8, which covered the legislative meeting and Metspool board. FROST also told the Board how hard the Montana linemen who traveled to Bolivia worked to help construct a power line in that country.

16. MEMBERS 1ST/PRECORP MEETING. ASSISTANT MANAGER DAVID DOVER reported on the morning-long Zoom board meeting held April 21, which also included the Basin update, on which MANAGER SWEENEY reported. MANAGER SWEENEY reported that PRECorp's BOARD PRESIDENT, WALT CHRISTENSEN, is retiring this fall.



17. NOMINATING COMMITTEE MEETING. MANAGER SWEENEY reported that on March 26, a representative from each nominating committee waited in their vehicle in the Eddies Corner (District 2) and Little Montana in Grass Range (District 4), parking lots, with a FEC sign visible, in case a member showed up to announce their candidacy for the Board of Trustees. No one appeared. Therefore, the nominating committees nominated incumbent candidates BRETT MAXWELL and CATHY KOMBOL, both of whom had already announced their candidacy to their nominating committees. An election to vote for the board of trustees will be held at the 2020 annual meeting of the membership.

18. ESTATE CAPITAL CREDITS. The Board reviewed the March 2020 estate capital credits in the amount of \$14,242.21, and the April 2020 estate capital credits in the amount of \$2,228.01, prepared by SUSAN HINKLEY. BOB EVANS moved to affirm the retirements and BRAD ARNTZEN seconded the motion, which carried unanimously.

19. DELINQUENT ACCOUNTS/NEW MEMBERS LIST. The Board reviewed the delinquent accounts showing those that were paid in full and those that were still owing. A list of new members was also reviewed.

20. FUTURE MEETINGS.

- a. PRECorp/Members 1st June 16
- b. FEC Board, May 28, June 25, July 30 & Aug. 27
- c. Annual Meeting, June 25, Aug. 13, or Sep. 24
- d. Safety Meeting, June 24, Fire Tender Practice, Ladder Inspections, Pole Top Rescues & Bucket Truck Rescues

21. NEWS FROM THE DISTRICTS.

22. EXECUTIVE SESSION. At 12:30 p.m., BRETT MAXWELL moved to continue the meeting in an executive session to discuss hiring a new general manager. TERRY FROST seconded the motion, which carried unanimously.

23. GENERAL SESSION RESUMES. At 3:05 p.m., the Board ended its executive session.

24. ADJOURNMENT. PRESIDENT PAUL DESCHEEMAEKER adjourned the meeting at 3:05 p.m.

SECRETARY  ATTEST: PRESIDENT 

