

**MINUTES
GENERAL BOARD MEETING
DECEMBER 28, 2011
FERGUS ELECTRIC COOPERATIVE, INC.**

- 1. GENERAL MEETING CALLED TO ORDER.** The Fergus Electric Cooperative, Inc. Board of Trustees met in general session December 28, 2011 with PRESIDENT BOB EVANS calling the meeting to order at 10:00 a.m. STEVE BALSTER was secretary and JANINE RIFE DIDIER was scrivener. Other board members present were DAVID DOVER, JOE DIRKSON, TERRY FROST, JASON SWANZ, and MIKE VLASTELIC. CORPORATE COUNSEL WILLIAM A. SPOJA, GENERAL MANAGER SCOTT SWEENEY, ASSISTANT MANAGER MIKE STANLEY and newly appointed Trustee PAUL DESCHEEMAER who is replacing STEVE BALSTER in January 2012 were also present. The Pledge of Allegiance was recited.
- 2. MEMBER INPUT.** The Board noted the regular time for member input relative to any issue of interest or importance to them. No member appeared at this meeting.
- 3. APPROVAL OF AGENDA.** After reviewing the meeting agenda, TERRY FROST moved to approve it. MIKE VLASTELIC seconded the motion which carried unanimously.
- 4. APPROVAL OF MINUTES OF PREVIOUS GENERAL MEETING.** After reviewing the minutes of the November 29, 2011 general meeting and discussing them, JOE DIRKSON moved their approval. TERRY FROST seconded the motion, which carried unanimously.
- 5. APPROVAL OF MINUTES OF PREVIOUS SPECIAL BOARD MEETING.** After reviewing the minutes of the December 13, 2011 board meeting and discussing them, STEVE BALSTER moved their approval. DAVID DOVER seconded the motion, which carried unanimously.
- 6. STRATEGIC PLANNING.** The board discussed topics for the Strategic Planning meeting, which will be held at Fergus Electric's headquarters in Lewistown on February 6, 2012. Topics will be reviewed at the next general board meeting.
- 7. ADVISORY COMMITTEE MEETINGS.** PRESIDENT BOB EVANS noted that the advisory committee members from his district prefer to schedule meeting in the evenings. Meetings will tentatively be held quarterly.
- 8. FINANCIAL AND OTHER MONTHLY REPORTS.** GENERAL MANAGER SCOTT SWEENEY presented financial and other monthly reports to the Board for their perusal and discussion. Included in the items thus seen were the following: The November 2011 Form 7 prepared by SALLY HORACEK, analysis of operating statistics prepared by MIKE STANLEY, the November work order report prepared by JANINE RIFE DIDIER, delinquent account status and new member list prepared by ERIKA MATTALIANO, and checks drawn. Other topics were also discussed.
- 9. APPROVAL OF WORK ORDERS.** After reviewing Inventory of Work Orders No. 522-522X for \$321,869.03 and 522-522X (A) for \$76,885.89 ending November 30, 2011, STEVE BALSTER moved their approval. DAVID DOVER seconded the motion, which carried unanimously.
- 10. CAPITAL CREDIT ESTATE RETIREMENTS.** The board reviewed the November capital credit estate retirements for \$21,000.07 and \$3,317.27 re-issued general retirement checks prepared by SUSAN HINKLEY. TERRY FROST moved to approve the retirements and DAVID DOVER seconded the motion, which carried unanimously. A copy is attached.
- 11. OPERATIONS REPORT.** The board considered the 12/20/2011 report prepared by LINE SUPERINTENDENT DALE RIKALA outlining operations and maintenance, engineering and safety. RIKALA reported that 343 new poles were added and 325 old poles were retired. MURRAY MATTHEW'S last working day was December 16. VANGIE McCONNELL, Fergus Electric Benefits Administrator gave a wellness presentation on Eat Smart - Holiday Eating. January's safety meeting is scheduled for the 18th and will be in-house testing of grounds, slings, and hot sticks.
- 12. POWER OUTAGE REPORT.** MANAGER SWEENEY and the Board reviewed a report covering power interruptions for January through November prepared by VANGIE McCONNELL.
- 13. OPEN RECORDS POLICY 245.0.** The board reviewed amendments made to Board Policy 245.00 and after discussing the changes, DAVID DOVER moved to approve Board Policy 245.00 as amended. TERRY FROST seconded the motion, which carried unanimously.
- 14. ROBERT'S RULES OF ORDER.** The board reviewed a paper dealing with Roberts Rules of Order concerning minutes, specifically names on motions. It is permissible to record motions a variety of ways, i.e. main motioner named but not seconder's name. After board review and discussion, the board suggested it would best to leave our method of recording motions the same, i.e., record who made the motion and who seconded the motion.

15. **SECRETARY/TREASURER ELECTION.** The board accepted nominations for Secretary/Treasurer to replace SECRETARY/TREASURER STEVE BALSTER whose resignation is effective at the end of 2011. TERRY FROST was elected.

16. **CO-OP CHECK SIGNERS.** The board reviewed a list of names of the co-op staff and board that are allowed to sign checks for Fergus Electric. Those listed include, SCOTT W. SWEENEY, GENERAL MANAGER, MICHAEL E. STANLEY, ASSISTANT MANAGER, SALLY HORACEK, OFFICE MANAGER, ROBERT D. EVANS, JR., PRESIDENT, DAVID DOVER, VICE PRESIDENT and TERRY FROST, SECRETARY/TREASURER. MIKE VLASTELIC moved to approve the list of co-op check signers. TERRY FROST seconded the motion, which carried unanimously.

17. **SOUTHERN ACCOUNTING EXPENSES.** After a brief discussion, DAVID DOVER moved to approve to allow Fergus Electric's load-ratio share of the co-ops for RANDY BOYSUN'S accounting expenses to be paid. JOE DIRKSON seconded the motion, which carried unanimously.

18. **2012 BUDGET - CAPITAL EXPENDITURES.** MANAGER SWEENEY reported on several line items that will appear in the proposed 2012 budget. The budget will be presented at the January 31 general board meeting.

19. **FOURTH QUARTER BAD DEBT WRITE-OFF.** After a brief discussion, JOE DIRKSON moved to approve writing off \$733.88 in bad debt and to continue with collection procedures outlined in board policy. STEVE BALSTER seconded the motion, which carried unanimously. A copy is attached.

20. **EXECUTIVE SESSION.** The board met in executive session at 3:45 for MANAGER SWEENEY'S annual review.

21. **NEWS FROM THE DISTRICTS.** The Board received reports from the trustees relative to events of interest or concern involving members within the area of each trustee.

FUTURE MEETINGS. CFC, Billings, Jan. 9
Southern Bankruptcy Hearing, Billings, Jan. 24
Safety Meeting, Jan. 18
FEC Board, Jan. 31, (Tues.) 10:00 a.m.
FEC Strategic Planning, Feb. 6, 9 a.m. - 4 p.m.
FEC Board, Feb. 29 (Wed.), 10 a.m.
NRECA Annual Meeting, San Diego, March 1-9
FEC Board, Mar. 29, 10 a.m.

SECRETARY 

ATTEST:
PRESIDENT 