

MINUTES OF THE DIRECTORS MEETING  
CHERRY-TODD ELECTRIC COOPERATIVE, INC.  
March 27, 2018

Call or Order and Roll Call: The meeting was called to order at 10:10 A.M. The following directors were present: Bordeaux, Assman, Stolzenburg, Brickner, Valburg, and Tucker. Director Wooden Knife was absent.

Agenda: Motion by Director Stolzenburg, seconded by Director Bricker, to approve the agenda. Motion approved.

Minutes: Kathleen Wooden Knife's, withdrawal of her resignation, should be noted. Order of voting and executive session should be corrected. Motion by Stolzenburg to approve the minutes subject to corrections, seconded by Brickner, motion approved.

Manager's Report:

Financial Report: Office Manager Theresa Benda entered the meeting to present the financial report. She began by asking which of the board members would be attending the Rushmore Annual Meeting in Deadwood and confirmed room and travel arrangements. Following the discussion of meeting arrangements Office Manager Benda presented the operating report, balance sheet, and statistical data, as presented in the board packet. She then went on to review the Form 7 with the board. Following the review of the Form 7, she informed the board that WAPA was doing an audit of the tribal bill crediting program, and that WAPA was of the opinion that Cherry-Todd had underpaid the tribe by approximately \$40,000. After review it was determined that there was a timing issue, and that in actuality it appeared that Cherry-Todd has actually overpaid about \$2000.

Board Appearance: The board received Mrs. Piper who appeared alone, because Mr. Piper was meeting with arbitration representative. Mrs. Piper discussed the impact and hardship the termination of her husband had on herself and her family, especially loss of the cooperative's medical plan, and requested additional consideration by the board. Mrs. Piper was excused from the meeting following her presentation.

Manager's Report Continued:

Annual Meeting: Beau Westover came in to discuss plans for the annual meeting. The annual meeting will be held at the White River school, either the 15<sup>th</sup> or 22<sup>nd</sup> of September depending on availability and the school's schedule. The board preferred a morning meeting with hamburger, hotdog type of lunch. Basin is to be contacted about recording the meeting. The board discussed potential speakers, but no decision was made.

Staff Reports: Mark Iyotte was attending an engineering safety conference. Beau Westover reported on the irrigation meeting. There was a discussion of the DRU program and options that could be given to irrigators, with the idea that the program should be looked at in the future to see if changes or modifications should be made.

Director Meek left the meeting at 12:05. A lunch break was taken at 12:20, and the meeting reconvened at 1:05.

Miscellaneous Items: There was a general information discussion of solar energy potential, and Keystone XL and the effect that Keystone would have on the Rushmore system including the rate.

Following those discussions there was a motion by Stolzenburg, seconded by Brickner to approve the Manager's report. Motion approved.

General Discussion Items:

Lineman Appreciation Day: Director Stolzenburg reminded the board that Lineman Appreciation Day would be coming up and suggested that the board consider doing something for the linemen on April 9<sup>th</sup> to show their appreciation of the linemen. Even though past participation has been disappointing, the consensus was that the board should continue efforts to improve the relationship.

Piper Discussion: The board discussed Mrs. Piper's request. After considerable discussion a consensus was reached to offer the Piper's an additional six months of COBRA insurance coverage to help with their transaction, but that Mr. Piper would not be reinstated pending arbitration. Director Stolzenburg moved to allow the Piper's an additional 6 months of COBRA medical coverage, seconded by Director Assman. Attorney Larson indicated that the offer should be made as part of a settlement of the grievance and possible arbitration.

Memberships & Estates: President Bordeaux then read the memberships, refunds, estate retirements, and stock well listings to the board for approval. Director Valburg moved approval of memberships, refunds, estate retirements and stock wells as read. Director Assman seconded the motion, which was approved.

Meeting Reports: Director Brickner reported on the irrigation meeting. He reported that the irrigators were willing to give up some of the savings if they could get more consistent service, in particular being off several days at a time. Director Stolzenburg discussed possibility of having the shutdown limited to hours rather than days, so they could get some irrigation in.

Scholarship Discussion: Beau Westover re-entered the meeting to discuss a scholarship program to be sponsored by Buches and Cherry-Todd designed to assist students who might not otherwise get a scholarship under existing programs. After discussion Director Brickner moved to contribute \$1000 to the program. Director Stolzenburg seconded the motion which was approved.

Other Business: Director Tucker brought up the issue of having SRS handle the afterhours call. After some discussion it was suggested that Basin be contacted to come down and present information on their program.

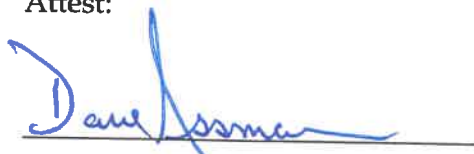
Adjournment: Director Stolzenburg made a motion to adjourn which was seconded by Director Assman. Motion Approved.

(Seal)

Approved:

  
President

Attest:

  
Secretary