

Minutes of the regular meeting of the Clark County REMC  
Board of Directors held at the headquarters,  
7810 State Road 60, Sellersburg, Indiana on  
March 6, 2018 at 5:30 pm (EST)

Those present were: President Steven G. Dieterlen, Vice-President Paul Graf, and Directors: Derrick Vogt, John Biesel and Joe Basham

Secretary/Treasurer Candace S. Meyer was not in attendance.

District 5 has a vacant Board seat at this time.

Others Present: General Manager David A. Vince, System Attorney David Lewis, Assistant Secretary/Administrative Assistant Cindy Hockensmith, Assistant Treasurer/Finance & Administration Manager Jeremy Miller, Operations and Engineering Manager Dave Barton, and Member Services & Marketing Manager Brian Omerso

Guests present: Robert Kleehamer and Michael Miller, District 5 Director Candidates for the 2018 Election

### **Call to Order**

President Dieterlen called the meeting to order at 5:25 p.m. and welcomed the candidates.

### **Member Session**

District 5 Candidate, Mike Miller introduced himself and talked briefly about his background and why he is running for the board.

District 5 Candidate, Robert Kleehamer introduced himself and talked briefly about his background and why he is running for the Board.

### **Additions or Deletions to the Agenda**

President Dieterlen called for any changes, additions or deletions to the March 6, 2018 meeting agenda. President Dieterlen requested that Hoosier Energy Alternate Resolution be added to the agenda as Item A under Other Business. It was moved by Vice President Graf and seconded by Director Biesel to approve the agenda with the requested additional item included. The motion carried.

### **Review of Draft Minutes**

President Dieterlen called for any changes to the draft minutes of the Board of Directors' meeting held on February 6, 2018. Director Biesel questioned the word "vested" being used in the first paragraph on page seven to describe past Directors entitlement to co-op paid benefits. System Attorney Lewis said that he meant the past directors were vested in the current policy. It was noted that the word vested could be

50 misinterpreted by others. Following a brief discussion it was the consensus of the board and the system  
51 attorney to change “vested under the existing policy” on line 303 to “covered under the existing policy”  
52 and to remove or change the words “vested” or “vesting” wherever they appear in the paragraph.  
53 President Dieterlen declared the minutes of the February 6<sup>th</sup> Board Meeting approved as changed.

54 President Dieterlen called for a dinner break at 5:40 p.m.  
55 President Dieterlen called the meeting back to order at 6:10 p.m.

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57 Candidates Robert Kleehamer and Michael Miller left the meeting at this time.

## 58 General Manager’s Report to the Board

59 **Financial Report:** The Financial Report was emailed to the directors for their review prior to the  
60 meeting. No Financial Report was given during this meeting. The Financial Report is included in  
61 attachment A.

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63 **Safety Report:** The Safety Report was e-mailed to the directors for their review prior to the meeting. No  
64 Safety Report was given during this meeting. The Safety Report is included in attachment A.

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66 **Questions on Reports:** General Manager Vince asked the directors if they had any questions about the  
67 department reports that were emailed prior to the meeting. There were no questions.

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69 **Early Voting:** Member Services & Marketing Manager Brian Omeroso reviewed with the Directors the  
70 new voting process. Manager Omeroso highlighted and explained the ballot, voting instructions and  
71 candidate profiles that all members will receive by mail. Brian reviewed a PowerPoint Presentation  
72 showing the procedures for online voting and the different screens that members will see. Attachment B.

73  
74 **Member Concerns:** It was asked if a member having multiple accounts could be tied together under one  
75 SmartHub account. Manager Omeroso answered that they could if the accounts were under one account  
76 number such as xxxxxxx-01 and xxxxxxx-02, but not if they are totally separate account numbers.  
77 Manager Omeroso will look into this a little further.

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79 **Strategic Planning Session:** General Manager Vince announced that the Strategic Planning Session has  
80 been confirmed for September 25<sup>th</sup> and 26<sup>th</sup>. The board reported no issues/conflicts with these dates.

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82 Operations and Engineering Manager Dave Barton and Member Services & Marketing Manager Brian  
83 Omeroso left the meeting at this time.

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85 **Policies Review:** Changes to Policy CV-504 made by System Attorney Lewis were reviewed with the  
86 directors. System Attorney Lewis explained that he had worked with Manager Miller and Administrative  
87 Assistant Hockensmith to make sure that the new attachment to the policy, “Credit Cardholder’s  
88 Acknowledgment and Statement of Responsibility Signature Form” matched the co-op’s current Credit  
89 Card procedures. He noted that the new “Credit Cardholder’s Acknowledgment and Statement of  
90 Responsibility Signature Form” gives additional protection to the co-op. System Attorney Lewis added  
91 that the Credit Card policy governing the Board of Directors also needs to be reviewed and probably  
92 changed to include a signature form in the near future.

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97 Assistant Treasurer/Finance & Administration Manager Jeremy Miller left the meeting at this time.

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99 Policies CV-505 and CIV-600 were reviewed and no changes were made.

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101 It was moved by Director Vogt and seconded by Director Biesel to approve Policies CV-505 and CIV-  
102 600 as presented and to approve Policy CV-504 with the changes suggested by System Attorney Lewis.

103 The motion carried.

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### Standing Reports

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107 **Hoosier Energy Report:** General Manager Vince reported on the Hoosier Energy Board Meeting.  
108 General Manager Vince noted that he gave the Safety Moment presentation at the February Meeting.  
109 UDWI's new CEO Doug Childs and Johnson County's new CEO John Strum were welcomed. Chet  
110 Aubin's 48 year cooperative career was recognized. General Manager Vince was recognized for serving  
111 as President of Hoosier Energy's Manager's Association for the past 2 years. It was reported that high-  
112 altitude Electromagnetic Pulses events have the potential to significantly impact the grid causing outages.  
113 Hoosier Energy will monitor for possible compliance standards and work to effectively meet any new  
114 regulations. Over 3,000 danger trees were removed in 2017 but the count continues to rise due to the  
115 Emerald Ash Borer. Work Plan costs were below budget. Chris Goffinet presented the Legal Report.

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117 **Indiana Electric Cooperatives Meeting:** In Secretary/Treas. Meyer's absence, General Manager Vince  
118 gave a brief IEC Report noting that IEC named their new officers. Ron Arnholt served two years as  
119 Board President and is being replaced by Gary Gerlach. New directors were also seated at the February  
120 Meeting. There was an update on the IEC Talent program. Some co-ops are having a hard time  
121 recruiting new employees for vacant positions. IEC will be moving into a new facility before Wabash  
122 moves from the current building, so meetings can still be held there or at the Hoosier Energy building into  
123 the foreseeable future. IEC will be in their new location in June of 2018. IEC is looking to hold their  
124 2018 Annual Meeting in the same facility as the 2017 Annual Meeting.

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126 **Legal Report:** System Attorney Lewis stated that the Bethany Road contract has been signed and trees  
127 are being removed for the project. It looks like construction will be starting soon.

128 **Calendar Update:** The calendar was reviewed and updated.

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### Other Business

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131 **Hoosier Energy Alternate Resolution:** President Dieterlen stated that he was encouraged by Steve  
132 Smith to attend the Hoosier Energy Meeting on March 23, 2018. President Dieterlen has been appointed  
133 as Clark County REMC's representative to the Hoosier Energy Board of Directors starting at the April  
134 Hoosier Energy Board meeting. President Dieterlen explained that Hoosier Energy requires a Resolution  
135 appointing him to serve as alternate Director at the March Board Meeting. It was moved by Director  
136 Biesel and seconded by Director Basham to appoint Steve Dieterlen to serve as alternate Director at the  
137 Hoosier Energy Board Meeting on March 23, 2018. The Resolution was adopted by the Clark County  
138 REMC Board of Directors as required by Hoosier Energy. (Attachment C)

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140 **New Director:** Joe Basham was seated as the new director for District 4. He will still go through the  
141 election process in April as the incumbent running unopposed.

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145 Director Biesel said that a Borden law enforcement officer had asked him about Clark County REMC  
146 donating money to them for traffic signal needs as is done by some other co-ops. General Manager Vince  
147 explained that other co-ops may be using funds from Operation Round-Up, which Clark County REMC  
148 does not have. General Manager Vince explained how Operation Round-Up works. System Attorney  
149 Lewis stated that this is sometimes set-up as a separate non-profit organization. It was the consensus of  
150 the Board to possibly look into Operation Round-Up sometime in the future.

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152 **Adjournment**

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154 There being no further business the meeting was adjourned at 7:10 p.m.

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Candace Meyer,  
Secretary/Treasurer

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166 Attachment A: General Manager's Report

167 Attachment B: Early Voting Procedure Presentation

168 Attachment C: Hoosier Energy Board Alternate Resolution