

**Minutes of the 202nd Regular Meeting of the Board of Directors
Northeast Nebraska Public Power District**

The 202nd regular meeting of the Northeast Nebraska Public Power District was called to order at 7:01p.m., on September 23rd, 2014, by President Don Larsen. This meeting was held in the District's General Office in Wayne, NE. President Larsen announced that the meeting was being conducted pursuant to the Nebraska Open Meetings Law and pointed out the location of the law in the meeting room.

Notice of this meeting was posted at all facilities of Northeast Nebraska Public Power District and was delivered by first class mail to the City Hall offices of the following towns and villages: Allen, Carroll, Concord, Dixon, Emerson, Foster, Hoskins, Hubbard, Jackson, Martinsburg, Maskell, McLean, Newcastle, Obert, Osmond, Pierce, Ponca, South Sioux City, Thurston, Waterbury, Wakefield, Wayne and Winside. Notice was also sent to the following newspapers: Nebraska Journal Leader, Norfolk Daily News, Norfolk Shopper, Pender Times, Pierce County Leader, Osmond Republican, Randolph Times, South Sioux City Star, Wakefield Republican, and Wayne Herald.

The following Officers and Directors were present:

Director Gansebom	Director Silhacek	Director Gustafson
Director Larsen	Director Lebsock	Director Kneifl
Director Bodlak	Director Newton	

Directors Absent: None.

Others present: Mark Shults, Kyle Dahl, Mandy Backer, Jan Kristjanson, Randy Belt, and Kevin Pollard from NNPPD;

1. Review and approve minutes of the August 26, 2014 regular Board of Directors Meeting: Following the presentation of the minutes and a brief discussion, Director Lebsock made a motion to approve the minutes with corrections, which was seconded by Director Kneifl and approved 8-0 on a voice vote.
2. Public Comment Period: None
3. Authorization of August 2014 expenses. Following the presentation of the August 2014 expenses and a brief discussion about various expenses between management and the Board, a motion to approve the August 2014 expenses was made by Director Kneifl and seconded by Director Bodlak.

The following roll call vote was taken upon the motion:

Director Larsen - yes	Director Gustafson - yes	Director Silhacek - yes
Director Kneifl - yes	Director Newton - yes	Director Gansebom - yes
Director Bodlak - yes	Director Lebsock - yes	

All directors present voting yes, the chairman declared the motion carried 8-0.

4. Review and Approve the August 2014 Financial Statements. Mark Shults and staff presented the financial reports for August 2014, noting that expenses so far this year are flat, but that everything is close to budget. They also noted that while sales are down slightly this year, everything basically

remains on track. Director Silhacek made a motion to approve the financial statements for August 2014, which was seconded by Director Newton. The motion carried on an 8-0 voice vote.

5. Management Reports:

- a. Jan Kristjanson: Jan spoke about the Service Awards that will be given at the meeting on Friday at 7AM. The awards are for 35, 10 and 5 years of service. She also mentioned that flu shots will be offered again this year to employees and Directors at the District's office as well as the 2014 Holiday schedule. The main office will be open on Veteran's Day, but will be closed on Thanksgiving Day and the Friday thereafter. The main office will also be closed on Christmas Day, as well as Friday, December 26th. Finally, she noted that they have hired a temporary employee to assist with billing and customer service duties.
- b. Mandy Backer: Mandy provided reports on a number of items including the unclaimed property report, the helicopter crash, replacement of a boom, and that the District expects to receive approximately \$928,000 in funds from state and federal emergency management agencies for the tornado damage from this year and last year.
- c. Randy Belt: Randy provided reports on a number of items, including the transmission line update, the Ponca Outdoor Expo, the summer interns and various other construction/maintenance projects.
- d. Kevin Pollard: Kevin provided updates on a number of construction projections including those near Newcastle, Hoskins, Hubbard, and between Wayne and Emerson, and between Wayne and Winside.

6. New Business:

- a. Resolution 2014-09-01. Review and approve Board Policy 11-30 setting payment to private landowners for pole/guy attachment when building 69 kV line. A motion was made by the Director Gustafson to approve the Board Policy 11-30. This motion was seconded by Director Lebsock and carried on an 8-0 voice vote.
- b. Resolution 2014-09-02. Resolution to approve the accepted modifications to By-laws, Mission Statement, Statement of Core Values, Board Code of Conduct, Delegations from the Board to the General Manager, and updated Organizational Chart. A motion was made by Director Lebsock to approve the resolution to modify. This motion was seconded by Director Bodlak and carried on an 8-0 voice vote.
- c. Resolution 2014-09-03. Approve new Policy 01-04 defining certain conflicts of interest for the Board of Directors. This Policy goes beyond financial dealings in defining potential conflicts; A motion was made by Director Gansebom and the motion was seconded by Director Gustafson to approve the resolution. The motion carried on an 8-0 voice vote.
- d. Resolution 2014-09-04. Write off of plant expenditures inside the Ponca State Park to cover the abandonment in place of certain un-depreciated fixtures: A motion was made by Director Kneifl with a second by Director Gustafson to approve the resolution. The motion carried on an 8-0 voice vote.
- e. Resolution 2014-09-05. Resolution to approve wage/salary plan for 2015 as presented by management. A motion was made by Director _____ and seconded by Director _____ to approve the resolution. The motion carried on an 8-0 voice vote.
- f. Motion to join Co-Bank. Following the presentation of information about an opportunity to join Co-Bank in order to borrow funds if needed, a motion was made by Director Kneifl to authorize the District to join Co-Bank, which was seconded by Director Lebsock. The motion carried on an 8-0 voice vote.

7. Old Business: None

8. Board Member Reports: None

9. Executive Session for the purpose of discussing potential legal and personnel issues: Director Newton made a motion to enter executive session to discuss the General Manager's performance evaluation and 2015 salary, which was seconded by Director Gansebom.

The following roll call vote was taken upon the motion:

Director Larsen - yes	Director Gustafson - yes	Director Silhacek - yes
Director Kneifl - yes	Director Newton - yes	Director Gansebom - yes
Director Bodlak - yes	Director Lebsock - yes	

All directors present voting yes, the chairman declared the motion carried 8-0, and the Board entered executive session at 9:42 p.m.

Director Newton later made a motion to end executive session followed by a second by Director Silhacek. The motion carried on an 8-0 voice vote, and the Board came out of executive session at 10:53 p.m.

There was then a motion made by Director Newton to approve the General Manager's 2015 salary as presented, which was seconded by Director Silhacek. The motion carried on an 8-0 voice vote.

There was then a motion to adjourn the meeting made by Director Gustafson and seconded by Director Kneifl and was approved 8-0 on a voice vote. The meeting adjourned at 11:56 p.m.

I, the undersigned, secretary of the Northeast Nebraska Public Power District, Wayne, Nebraska, hereby certify that all of the subjects included in the foregoing proceedings were contained in the agenda for the meeting, kept continually current and available for public inspection at the office of the District; that minutes of the District were in written form and available for public inspection within ten working days and prior to the next convened meeting of said body; that all news media requesting notification concerning meeting of said body were provided advance notification of the time and place of said meeting and the subject matters to be discussed at said meeting.

Secretary

Attest: _____
President