

**BUTLER RURAL ELECTRIC COOPERATIVE, INC.**  
**BOARD OF TRUSTEES**  
**DECEMBER 28, 2022**

The regular meeting of the Board of Trustees of Butler Rural Electric Cooperative, Inc. was held at the Cooperative office at 3888 Stillwell Beckett Road, Oxford, Ohio on December 28, 2022. The meeting was called to order by David Evans at 9:00a.m.

**ROLL CALL**

Board members present were: David Evans, Tom McQuiston, Jay Hasbrook, Bob Hoelle, Ron Kolb, James Meador, James O'Brien, Robert Spaeth and Mike Tilton. Others present were Lee Geiger, Attorney; Tom Wolfenbarger, General Manager; Laura Smith, Manager of Corporate Services; Mike Murray, Director of Operations; Judie Persinger, Director of Accounting & Finance; and Lisa Staggs Herrmann, Director of Member and Community Relations; Julie Abbott, Director of Administration; Charlie Young, Manager of Engineering; and Adam Osborn, Manager of Safety & Compliance. The meeting was opened with the Pledge of Allegiance to the Flag and invocation by Tom McQuiston.

**MINUTES**

An electronic copy of the November regular board meeting minutes and special strategic planning meeting were submitted prior to the meeting. A motion was made by Tom McQuiston, seconded by James O'Brien, that the minutes of the regular meeting held on November 30, 2022. Mike Tilton and Ron Kolb motioned to approve the special meeting minutes from December 15, 2022. Both motions carried.

**FINANCIAL REPORTS**

**REVIEW STATEMENTS AND CHECKS WRITTEN**

The unaudited financial statements were presented to the Board by Judie Persinger. Bob Hoelle reviewed the checks written for the month of November. It was moved by Jay Hasbrook, seconded by Mike Tilton to accept the financial reports as presented. Motion carried.

**LEASE POLICY**

Judie Persinger presented a Lease and DeMinimis Lease Capitalization Policy drafted by BHM. Mike Tilton motioned, with a second by Robert Spaeth, to approve the policy as presented. Motion carried.

**ENGINEERING REPORT**

Charlie Young reported on issues related to the blizzard/winter storm effecting our system December 22 – 25. He presented the 2023 overhead distribution labor only contract bids in comparison with the 2023 construction work plan. Seven bids were received. Board action was requested. Mike Tilton made a motion, with a second by Robert Spaeth, to approve Backbone Power Systems as the contractor for the RUS Form 790 contract for the 2023 overhead distribution projects as presented. Motion carried. Charlie presented graphs and totals of 2022 joint use/billing (net) as it compared to past years 2018-2021. He provided a report on net metering systems and the monthly production of Butler Community Solar. Charlie reviewed the CAIDI, SAIDI, SAIFI and System Reliability charts.

**MANAGER OF SAFETY & COMPLIANCE**

Adam Osborn reported on 78 field visits and six Federated visits thru the month of November, a crew observation, safety performance information, and one investigation in November. He provided an update on training and meetings for the month and reviewed the 2023 Safety Improvement Plan.

**OPERATIONS REPORT**

Mike Murray reviewed the activities of the internal crews including pole replacements, equipment replacements, and the completion of a construction work plan job. He provided an update on building maintenance. Mike requested approval from the board to purchase a bucket truck for delivery in 2026. Robert Spaeth and James Meador motioned to give permission for Mike to order a truck as requested for delivery in 2026. Motion carried. Mike reviewed outage data for the month of November.

**MEMBER SERVICES REPORT**

Lisa Staggs Herrmann reported on the Touchstone Energy's Front Porch Forum, Holiday Harvest, and peak alert and outage communications.

**\$50 Annual Meeting attendee/drawing winners:**

Douglas A. Greene	Oxford Women's Care Center	Sharon McCracken
Kelly Crout	Mike McCartney	

**CORPORATE SERVICES REPORT**

Laura Smith reported on cybersecurity and multifactor authentication meetings. There were no red flags or KnowBe4 phishing test clicks. Laura requested board action for implementation fee and monthly fees to be added to the 2023 budget for multifactor authentication. Mike Tilton and James O'Brien made a motion to approve the requested action. Motion carried.

**VOIDED & NEW MEMBERSHIPS**

A motion was made by Ron Kolb, seconded by Tom McQuiston, that 67 memberships be accepted into the membership of the Cooperative for November. There were no voided memberships in November. Motion carried

**CAPITAL CREDITS**

A motion was made by Mike Tilton, seconded by Robert Spaeth, that the past payment of capital credits for eight estates, totaling \$26,145.38 be approved. Motion carried.

**CAPITAL CREDITS SETOFFS**

A motion was made by Jay Hasbrook, seconded by Ron Kolb, to approve three capital credits setoffs totaling \$1,051.91. Motion carried.

**BAD DEBTS WRITE-OFF**

A total of \$431.63 was submitted to the Board to be written-off for November. A motion was made by Bob Hoelle, seconded by James O'Brien, to write-off bad debts. Motion carried.



**MANAGER'S EXPENSE REPORT**

There were no general manager expenses for November.

**LEGAL UPDATE**

Lee Geiger reported on the nominating committee. He has a colleague working with Mike Murray on an easement issue.

**TRUSTEE'S REPORT****BUCKEYE POWER INC.**

Tom Wolfenbarger submitted an electronic report of the regular monthly meeting for the Buckeye Power Board prior to the meeting.

**STATEWIDE REPORT**

An electronic summary of the OREC meeting in December was submitted prior to the meeting. Tom McQuiston responded to questions from the meeting.

**PRESIDENT'S REPORT**

Trustees shared feedback from NRECA 952.1 course attended in Columbus.

**HUMAN RESOURCES REPORT**

Julie Abbott provided several member survey comments. She reported on training for the month and upcoming training/meetings, including the Winter Conference and 2023 PowerXchange. Julie updated the board on employee position openings.

**GENERAL MANAGER'S REPORT**

Tom Wolfenbarger presented a new Policy A27 on Trustee Attendance at Registered Events for board consideration. He reported on the RUS tabletop exercise that Steve Savon facilitated with staff earlier in December. He has registered for leadership education training at OEC in the coming months. Tom submitted an electronic copy of activities for December and January.

**OTHER ITEMS OF DISCUSSION****CORRESPONDENCE**

David Evans shared letters of thank-you notes from the employees and other correspondence received.


**GENERAL MANAGER'S EVALUATION**

Tom McQuiston and James Meador motioned to go into executive session. The Board conducted the annual evaluation of the General Manager. It was moved by Mike Tilton, seconded by Jay Hasbrook, to authorize a salary of \$210,000 in 2023 for the General Manager. Motion carried. (See documentation on file.) Furthermore, additional discussion was held regarding proposed policy A27. Following discussion, Policy A27 was approved after a motion and a second. Tom McQuiston and Robert Spaeth motioned to come out of executive session. Motion carried.

**ADJOURNMENT**

There being no further items of business to discuss, the meeting was adjourned by David Evans.

Respectfully submitted,

  
James Meador  
Secretary/Treasurer