

**Meeting Minutes**  
**Board of Directors – Wheat Belt PPD**  
**September 24, 2021**

A regular meeting of the Board of Directors of the Wheat Belt Public Power District was held September 24, 2021, at 8:30 a.m. the District Headquarters at 11306 Road 32, Sidney Nebraska, pursuant to written notice to each of the Directors and publication in the Sidney Sun-Telegraph, Legal Notice #L21-583, on September 15, 2021. The agenda was emailed to the directors, posted in the lobby and board room at Wheat Belt's headquarters, and the availability of the agenda at the District office was part of legal notice.

Directors present at the meeting: Brian Zimmerman, Moe Moffat, Marcus Milanuk, Stuart Morgan, Toni Blomenkamp, Jennifer Eckhardt, and Sean Blackburn.

Employees present at times throughout the meeting: Lacey Gulbranson, Sharrell Keane, Kelli Chaon, Earl Reilly, Ryan Borges, and Jim Weeda.

Guests: Attorney Kendra Strommen and Jay Spearman, Piper Sandler

The meeting was called to order at 8:30 a.m. by board President Brian Zimmerman, who noted the posting of a copy of the Open Meetings Law in the boardroom and who established a quorum was present. Attorney Kendra Strommen recorded minutes at the request of Board Secretary Moe Moffat.

### **Approval of the Agenda**

Blackburn moved to approve the agenda; Milanuk seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

### **Introduction of Guests**

Jay Spearman of Piper Sandler and Attorney Kendra Strommen were introduced.

### **Reading of the Meeting Notice**

Milanuk moved to waive the reading of the meeting notice; Moffat seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

### **Consideration of Previous Meeting Minutes**

Morgan moved to approve the minutes of the August 27, 2021 regular meeting; Milanuk seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

### **Public Comment Period**

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No comments were received.

## Board Education

Jay Spearman reviewed the Series 2021 Electric System Revenue Bond with a 20 year repayment. The report created by Piper Sander used sample numbers with the net proceeds of \$2,000,000.00. The analysis of the debt service coverage for Series 2021 Bonds covered examples from \$2,025,000, \$3,040,000 and \$4,050,000. Spearman reviewed the Series 2021 Electric System Revenue Bond with a 20-year repayment using the sample numbers to present to Wheat Belt.

## Manager's Report

Gulbranson continues to work through her 90-120 plan. The GM Onboarding Committee met in August 2021 and plans to meet again in November 2021. Sharrell Keane started with Wheat Belt on September 1<sup>st</sup>. Carolyn and Deb are both on extended PTO until after the first of the year, when their retirements will be official.

Gulbranson reviewed the interest and status for marketing of bonds. There has been previous discussion on the need for cash. Gulbranson explained that we could always use our lines of credit if/when needed. She showed the projection is that Wheat Belt will spend its cash to the \$3 million threshold by March depending on when material ordered is delivered. Moffat moved to adopt the resolution to market \$3 million in Wheat Belt's bonds. Seconded by Blackburn. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

Moffat moved to give the Director/Manager or President of Board the authority to make the decision to issue bonds. Moffat also moved that once the Resolution is adopted it will not take additional board action to issue bonds. Seconded by Blackburn. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

Gulbranson explained the 2021 budget included \$2 million dollars of additional borrowing for large purchases. Nothing will be approved in October regarding the large items in the budget. This will be brought up in November and changes will be made in December.

On behalf of the Employee Advisory Committee, Earl Reilly and Kelli Chaon, gave a Wage and Salary presentation with analysis showing the total package being presented, and the safety records for the District. The Employee Advisory Committee proposed for all employees, a 4% cost of living increase. Milanuk made a motion to accept the proposal for a 4% wage increase with benefits to stay the same, for all employees including the General Manager. Seconded by Blomenkamp. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried

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Gulbranson discussed that the financial report has been included in a separate Financial Board Book. The Financial Board Book will include the full Corporate Services Report (Finance/Customer/HR) due to the recent changes in the organizational structure.

An RUS resolution was presented to the board to make Liz Skov the RUS Admin and Sharrell Keane the RUS Certifier. This change will allow these representatives of the District to submit our audited financial statements to RUS. Milanuk made a motion to accept RUS Admin and Certifier Resolution. Eckhart seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried

Policy D-6, as discussed last month, Wheat Belt will defer the General Manager Evaluation to next year given the recent appointment to the position.

Gulbranson asked the board to consider an exception to board Policy E-16 to allow Deb Schlaman to go to the 2022 NREA Annual Meeting in Nashville. She was not able to attend the 2020 meeting due to it being cancelled by COVID. The Board felt no action was needed with regard to Policy E-16 and approved Deb Schlaman to attend the 2022 NREA Annual Meeting in Nashville.

She then discussed the status of the drainage issue in the southwest corner of the office. One quote was received to do tiling work. A few other contractors have been onsite, and Wheat Belt does anticipate additional proposals. The board decided to wait for additional proposals to come in before awarding any work.

Gulbranson shared that she and Sharrell Keane attended the NREA Legal Seminar in Lincoln. At the present time, Gulbranson does not have any travel plans for October. She discussed that there is a draft of the information Protection Policy. The Protection Policy is being reviewed by legal and then it will be presented to the Wheat Belt Board to be adopted as a board policy.

## Executive Session – FERC Interventions, Protests, and Settlement

Due to the sensitive nature of ongoing and potential litigation and personnel matters, Moffat moved to enter executive session to discuss the status of Wheat Belt's FERC interventions, protests, and settlements, to discuss potential litigation, and to discuss personnel issues; Blackburn seconded. **Yea: Zimmerman, Blackburn, Eckhardt, Blomenkamp, Moffat, Milanuk, Morgan. Nay: None.** Motion carried.

Morgan was asked to leave and Attorney Strommen and Gulbranson were asked to stay for the FERC portion of the executive session. **The board entered executive session at 9:52 a.m.**

Morgan was asked to rejoin the executive session at 10:07 a.m.

Moffat made a motion to end the executive session at 10:49 a.m.; Milanuk seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

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### FERC Interventions, Protests, and Settlement

No further actions were taken by the board.

### Strategic Plan Update

Gulbranson updated the board on elements of the strategic plan regarding infrastructure, modern energy, technology, customer engagement, broadband and financial management.

### Power Supply Report

Morgan reviewed the Tri-State report submitted in the board book.

### Meeting reports

Gulbranson discussed the NREA Manager Association Meeting in Lincoln, Nebraska. Gulbranson and Keane shared information about the NREA Legal Seminar that was held in Lincoln, Nebraska.

### Policy Review

Milanuk moved to adopt Board Policies E-21, E-22, E-23, E-25, E-27, and E-29, which had no or minor grammatical changes; Blomenkamp seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

Milanuk moved to adopt Board Policy D-13 which was updated based on board recommendations to remove Lacey and Carolyn and to add Sharrell; Blackburn seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

Morgan moved to adopt Board Policies E-24, E-26, E-28, with added wording for clarification; Blomenkamp seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

### Safety Issues and Safety Meeting

Reilly reviewed the safety meeting minutes.

### Department Reports

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### *Operations and Maintenance*

Reilly reviewed his report and informed Wheat Belt that Unit 4 replace wear pads on inner boom will cost \$15,631.65. Morgan moved to pay the \$15,631.65 to replace the wear pads on inner boom of Unit 4. Blackburn seconded. **Yea: Blackburn, Blomenkamp, Eckhardt, Milanuk, Moffat, Morgan, Zimmerman. Nay: None.** Motion carried.

### *Construction and Engineering*

Borges reviewed his report.

### *IT & Metering*

Weeda reviewed his report.

## **Future Meetings and Trainings**

The calendar and meeting materials provided within the board packet were discussed.

## **Delegations/Organizational Items**

The delegate list was reviewed, and no further actions were taken.

## **Other Business**

The next regular board meeting is Friday, October 22, 2021, at 8:30 a.m. at the Wheat Belt office. Wheat Belt Christmas Party will be Saturday, December 11, 2021.

## **Adjournment**

With no further business, Zimmerman moved for adjournment at 11:40 a.m.

## **Attest:**

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Brian Zimmerman, President

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Brian Moffat, Secretary