

**Minutes of the Regular Board Meeting of the
Jump River Electric Cooperative, Inc.**

April 28, 2020

A regular meeting of the Board of Directors of the Jump River Electric Cooperative, Inc. was held on Tuesday, April 28, 2020, at the Ladysmith headquarters building in Ladysmith, Rusk County, Wisconsin.

A. Jerry Carow called the **meeting to order** at 8:58 a.m.

B. **Roll Call.** Carow stated that all board members were present, being as follows: Jane Reich, District 1; Myron Brooks, District 2; Joe Lorence, District 3; Jerry Carow, District 4; Bill van Doorn, District 5; John Cerman, District 6; Jason Weaver, District 7; Walter Kruk, District 8; and Sandra Schara, District 9. Also present was James Anderson. Present through teleconference was Lori Davis and Jennifer Belk.

C. The **Pledge of Allegiance** was recited.

D. **Acceptance of the Agenda.** A motion was made by van Doorn, and seconded by Kruk, to **amend the Agenda** to include Governance, Employee Issue, and Minutes to Executive Session. Unanimously carried.

E. **Open Comment Session.** No one in attendance.

F. **February Regular Board Meeting Minutes** were presented and reviewed. A motion was made by Schara, and seconded by Brooks, to approve the **February Regular Board Meeting Minutes** as presented. Unanimously carried.

March Teleconference Board Meeting Minutes were presented and reviewed. A motion was made by van Doorn, and seconded by Brooks, to approve the **March Teleconference Board Meeting Minutes** as amended. Unanimously carried.

G. **Safety Moment** – District 9 - Sandy Schara presented on the Signs of Depression.

A motion was made by Cerman, and seconded by Weaver, to allow any board member to remove their masks during the board meeting if they so choose. Unanimously carried.

H. **Financial Report.** Davis reviewed January, February, and March Board Form 7, March Supplemental Data and Investments, Monthly ACH Money Transfer and reported on the Cooperative's direct deposits 85-101 and 103-111; wire transfers 221-226, 228-235, 239-240, 243-249, 254-255, 260-271, 275, 277, 281-288, 291-292, and 294; and check numbers 100740-100959 for the period of 02/6/2020 to 04/5/2020.

a. **Jim Halverson from CliftonLarsonAllen** joined the meeting by teleconference and reviewed the audit process, required communications, audit results, other observations and best practices, debt as a percentage of assets, equity level as a percentage of assets, and review of cash flow.

The board moved to Item K (f) – NRUCF Certificate of Compliance and REA Annual Report.

A motion was made by Brooks, seconded by Cerman, to approve the Financial Report and report by Jim Halverson as presented. Unanimously carried.

H. **Operations Report.** Anderson presented on Capital Work, New Line, Weather, Safety Changes to Operations, Maintenance, and Emergency Operation Plans. A motion made by Lorence, and seconded by Brooks, to accept the Operations report as presented. Unanimously carried.

I. **General Manager Report.** Anderson reviewed Strategic Planning Objectives, Postponement of Strategic Planning Session, COVID-19 Operations Update, Payment Kiosks, Emergency Order and Service Commission, iPads, Board Meetings, Annual Meeting, Member Appreciation Days, and Open House. Anderson continued to review New Building, Old Building, LCO Surveying, Resolutions Committee, Community Cents, NRECA Annual Meeting, Solar, and Manager's Expense Report.

The board moved to Item K.(a) - Member Appreciation Days and Annual Meeting.

Anderson continued to review Membership Refunds and New Membership Applications for February and March, Daily Outage Report, and Director's Expenses. A motion was made by Schara, and seconded by Brooks, to accept the General Manager's Report as presented. Unanimously carried.

J. Dairyland Power Cooperative (DPC)

- a. **DPC Director Report.** Reich reported on the April 1 Governance Meeting, which was held through GoToMeeting, that covered the Annual Meeting, Safety of Attendees, Bylaws and Statutes, Capital Credits, and Board Policies. Reich continued to report on the April 15-16 virtual meeting that covered Safety, Remote Workers, Financials, and CEO Recruitment Efforts. A motion was made by van Doorn, and seconded by Cerman, to approve the DPC Director Report. Unanimously carried.

Director Reports were uploaded to the Board-Paq prior to the meeting.

K. New Business.

- a. **Member Appreciation Days, Annual Meeting and Next Meeting Dates.** Attorney Niles Berman was called to Consult on State Statutes Affecting Rules for the Annual Meeting. Discussion held. A meeting date of May 26 was set as the next Regular Board Meeting. The board returned to Item J (a). – DPC Director Report.
- b. **Capital Credit Disbursements.** Discussion held.
- c. **Director iPad.** Discussion held.
- d. **Dairyland Power Cooperative (DPC) Director Nominations.** A motion was made by Cerman, and seconded by Schara, to nominate Reich for DPC Director. No further nominations were made. A motion was made by van Doorn, and seconded by Brooks, to close the nominations and to cast a unanimous vote to seat Reich as DPC Director. Unanimously carried.

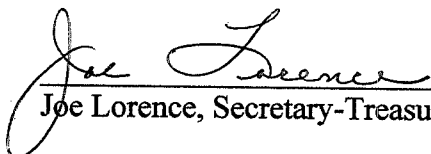
A motion was made by Reich, seconded by Schara to nominate Cerman as Alternate DPC Director. No further nominations were made. A motion was made by Brooks, seconded by Weaver to close the nominations and to cast a unanimous vote to seat Cerman as the alternate DPC Director. Unanimously carried.

- e. **National Rural Utilities Cooperative Finance Cooperation (NRUCF) Officer's Certificate of Compliance.** A motion was made by Reich, and seconded by Schara, to approve the signing of the National Rural Utilities Cooperative Finance Cooperation Officer's Certificate of Compliance. Unanimously carried.
- f. **Rural Electric Association (REA) Annual Report for License Fee Purposes.** A motion was made by Reich, and seconded by Schara, to approve the signing of the REA Annual Report for License Fee Purposes Form. Unanimously carried.

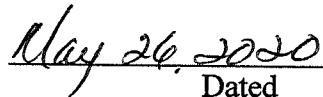
The board moved back to Item H – Operations Report.

- L. **Executive Session.** A motion was made by Schara, and seconded by Cerman, to go into Executive Session to discuss Governance, Employee Issue, and Minutes. Unanimously carried. A motion was made by Reich, seconded by Schara to move back into Open Session. Unanimously carried. No action was taken.

A motion was made by Brooks, and seconded Schara, to adjourn the meeting at 3:30 p.m. Unanimously carried.



Joe Lorence, Secretary-Treasurer



Dated

(CORPORATE SEAL)

April 2020 Report
District 5
Wm van Doorn

Here we are for the second month not knowing our future as a family, a Coop and as a country. At first, I believe that I possibly overreacted, but then tried to educate myself with my wife's help. We both had to listen to the professionals in their respective fields and not to the news media's interpretation of such facts. In doing so, it appears that a vaccination is not in the foreseeable future. The only hope is to develop treatments and try to protect the most vulnerable as we develop herd immunity.

As far as the Coop workforce's health, it looks to me that management has done a thorough job of protecting them and the dependability of the members' power source.

We had our monthly meeting March 31st via phone conference and had a motion made and seconded to postpone the annual meeting until July 25th. The motion carried by a vote of 6 in favor and 2 against. To satisfy the concerns of the two dissenting votes, a second motion was made and carried unanimously to give the executive officers the ability to change this date and format should the COVID-19 policies require such a decision.

As far as conducting our Coop's business more intensely with modern technology, some of us have concerns that losing physical contact will result in also losing much more than just that alone. This is the members' Coop and we directors are their physical contact to guide their Coop in the direction best suited for them. Keeping the control of the coop local and in person is a wonderful concept. Thank goodness our power is not produced or controlled in a distant communist country.

The members can be assured that we board members are always conscious of the members' needs as we move forward.

Respectfully Submitted,
Bill van Doorn
District 5 Director

Jump River Electric Cooperative
District 7 Director's report
Jason Weaver

Good day fellow Co-op Members,

I hope this short message finds you well and everyone is healthy and in safe conditions as we make our way through these difficult times. While we have been working to find solutions to keep our Co-op members involved in JREC we have to keep the public health in mind and the Government orders to stay at home and practice social distancing. Many issues have come up and many questions have been asked about our annual meeting and voting but I believe we have tried to error on the side of caution. The new building is very beautiful and should meet our needs for a long time to come. I feel horrible that we are not able to open it to the public at this time.

I like many others in our rural areas have not been impacted by the virus but consider that a reason to feel blessed and not optimistic. We were told if we stay home as much as possible and practice social distancing, we would keep our infected rates low. As we are starting to see the first people test positive in our region it by no means reflects the number of people infected. Please continue to stay vigilant and precautions.

April District #3 Monthly Report

Well I can say I haven't been doing much this month concerning JREC. On March 1st through March 4th I had the opportunity to travel to New Orleans to attend the 2020 NRECA National Convention as a voting delegate representing JREC. I found it to be a very educational experience. The high lights of these trips are camaraderie and networking with other Directors. The plane trip both ways were full of Co Op Directors, managers and employees, many that I had met prior at different functions. After arriving in New Orleans and getting to the hotel we registered for the Convention. Monday morning assembly started with the US Marine Corp presentation of colors and the National Anthem. There were Youth Leadership representatives from every state. These Federated Youth leaders acted as aides throughout the convention. The next 2 days were packed with workshops, guest speakers, a Tech Workshops and many other activities.

One of the more memorable speakers were Pablo Holman who is a world-renowned Hacker, Inventor, Problem Solver and Technology Futurist. He has over 70 patents including a collaboration with Bill Gates to eradicate malaria by inventing a lazar machine to shoot mosquitoes out of the sky. Look to You Tube for some of his lectures. Another great speaker was Charles Duhigg. Yale bestselling author of the "Power of Habit", and "Smarter Better Faster". He stated "pushing aside difficulty is unsustainable", "the only certainty is uncertainty". He stated that if you push aside difficulties you are failing, and technology has out paced our human ability to deal with changes. "An organization cant survive without goals and values" Again there are several videos on You-Tube that are well worth the time if you want to hear more from these two excellent speakers.

Overall it was a great experience and I would encourage other Directors to attend the National Convention if they have the opportunity. It appears we dodged the bullet and left New Orleans just before the Coronavirus outbreak. New Orleans was hit very hard and many people died

As many of you know after I returned, I did experience a health problem and spent a few days in the hospital. It had nothing to do with the virus. I am home and well into recovery. "Life goes on"

Joe Lorence
Director District # 3

April 28, 2020 Report
District 8 Director
Wally Kruk

Due to COVID-19 Safer at Home restrictions I have nothing to report for April 2020.

April 28, 2020 Report
District 9 Director
Sandy Schara

Due to COVID-19 Safer at Home restrictions I have nothing to report for April 2020.