

**CHOCTAW ELECTRIC COOPERATIVE, INC.**  
**Official Minutes**  
Board of Trustees Meeting  
*February 28th, 2017*

The Board of Trustees of Choctaw Electric Cooperative, Inc. met in regular session at the CEC headquarters office in Hugo, Oklahoma, Tuesday, February 28, 2017.

**1. CALL TO ORDER by Vice President, Invocation, and Pledge of Allegiance**

There being a quorum present, President Brent Franks called the meeting to order at 9:00 a.m. Norman Ranger delivered the invocation and Mr. Franks led the Pledge of Allegiance to the Flag. Those Trustees present were:

George Burns, District A	Norman Ranger, District F
Joe M. Silk, District B	Brent Franks, District G
Stacy Nichols, District C	Mike Brewer, District H
Bill Woolsey, District D	Ken Autry, District I
Becky Franks, District E	

Others Present: Coop Attorney Frank Wolf, CEO Ken Gates, CFO Craig McBrain, and Executive Assistant Jennifer Parker.

**2. Introduction of Guests**

Mr. Franks introduced the guest speakers and they presented information to the board regarding upcoming events.

- a) Thomas Laing, Touch Stone Energy Services: Member Survey
- b) Dr. Carol Fisher, The Culture Solutions Group: Employee Survey
- c) Kooney Duncan, WFEC: Cooperative Home Energy Efficiency Program

**3. Consent Items**

Mr. Burns made a motion to approve the January 31, 2017 Regular Board Meeting minutes but to add Becky Franks as present. Mr. Nichols seconded the motion. Motion carried.

#### **4. Department Staff Reports**

Department reports were received from Finance, Operations, System Services & Safety, Information and Technology, and MR/PR department staff detailing monthly activities.

Mr. Silk made a motion to move to agenda item # 7: CEO Report. Mr. Ranger seconded the motion. Motion carried.

#### **5. Financial Report**

There were no questions regarding the financial reports.

#### **6. Attorney's Report: Executive Session – Legal Matters**

Mr. Burns made a motion to combine agenda item's 6 and 7: Attorney's Report (Executive Session – Legal Matters) and Executive Session (Personnel/Legal Matters). Mr. Ranger seconded the motion. Motion carried.

#### **7. CEO's Report**

Mr. Gates updated the board on the previous month's activities. He discussed the 2017 Annual Meeting and urged the Board to communicate with the members about not having any bylaw changes this year. He noted that not having any bylaw changes this year would allow for better governance. He notified the Board of himself and another employee being subpoenaed for the preliminary hearing of Terry Matlock.

#### **8. Executive Session – Personnel/Legal Matters**

At 2:27 pm, Mr. Nichols made a motion to enter executive session. Mr. Woolsey seconded the motion. Motion carried.

At 5:06 pm, Mr. Autry made a motion to exit executive session. Mr. Woolsey seconded the motion. Motion carried.

Mr. Gates asked for action on several items.

## **Executive Session – Personnel/Legal Matters (Continued)**

At 5:25 pm, Mr. Ranger made a motion to enter executive session. Mr. Autry seconded the motion.

At 5:50 pm, Mr. Autry made a motion to exit executive session and adjourn. Mr. Ranger seconded the motion. Motion carried.

### **9. Action Items**

- a) Property/Liability Insurance
  - a. Mr. Burns made a motion to select Owens/Hurtado as the property and liability insurance company. Mr. Silk seconded the motion. Motion carried.
- b) Early Retirement
  - a. Mr. Brewer made a motion to approve the SERP and early retirement program as presented. Mr. Ranger seconded the motion. Motion carried.
- c) Cooperative Home Energy Efficiency Program
  - a. Mr. Brewer made a motion to approve the Cooperative Home Energy Efficiency Program as presented. Mr. Ranger seconded the motion. Motion carried.
- d) Hochatown Substation – 2 bay expansion
  - a. Mr. Autry made a motion to add two bays to the Hochatown Substation and amend the 2017 budget. Mr. Brewer seconded the motion. Motion carried.
- e) New Policy: Recording of Board Meeting
  - a. Mr. Autry made a motion to table the new policy. Mr. Woolsey seconded the motion. Motion carried.
- f) Policy 312: Collection of past due accounts, write-off of uncollectable accounts, and maintenance of uncollectable accounts
  - a. Mr. Ranger made a motion to approve the revision of Policy 312. Mr. Woolsey seconded the motion. Motion carried.

## **10. Resolutions**

### a) Energize Credit Union

- a. Mr. Brewer made a motion to accept and sign the resolution for the Energize Credit Union. Mr. Silk seconded the motion. Motion carried.

### b) 1st United Bank

- a. Mr. Nichols made a motion to accept and sign the resolution for 1<sup>st</sup> United Bank. Mr. Brewer seconded the motion. Motion carried.

## **11. OAEC Report**

No questions or comments regarding the OAEC report.

## **12. WFEC Report**

No questions or comments regarding the WFEC report.

## **13. Old, New Business**

No old or new business to discuss.

## **14. Adjourn**

At 5:50 pm, Mr. Autry made a motion to exit executive session and adjourn. Mr. Ranger seconded the motion. Motion carried.

## **Board Expenses Reported**

Mike Brewer \$550.00

George Burns \$ 64.20

Joe M Silk \$959.23

William H Woolsey \$582.10

Becky Franks \$576.75

Kenneth Autry \$600.83

Stacy Nichols \$652.72

Douglas B Franks \$664.20

Norman Ranger \$607.78