

Minutes of the regular meeting of the Clark County REMC  
Board of Directors held at the headquarters,  
7810 State Road 60, Sellersburg, Indiana on  
October 3, 2017 at 5:30 pm (EST)

Those present were: President Steven G. Dieterlen, Vice-President Paul Graf, Secretary/Treasurer Candace S. Meyer, and Directors: Stephen C. Stumler, Jimmie L. Sanders, Derrick Vogt and John Biesel

Others Present: General Manager David A. Vince, System Attorney David Lewis, Assistant Treasurer/Finance & Administration Manager Jeremy Miller, and Assistant Secretary/Administrative Assistant Cindy Hockensmith

**Call to Order**

President Dieterlen called the meeting to order at 5:20 p.m.

**Additions or Deletions to the Agenda**

President Dieterlen called for any changes, additions or deletions to the October 3<sup>rd</sup> meeting agenda. There being no changes made, it was moved by Director Sanders and seconded by Vice President Graf to approve the October 3, 2017 regular board meeting agenda as presented. The motion carried.

**Review of Draft Minutes**

President Dieterlen called for any changes to the draft minutes of the Board of Directors' meeting held on September 12, 2017. Director Meyer noted that on line 163 the word "Ashe" should be spelled "Ash". Director Meyer also pointed out changes to the Safety Committee Report which was included in the Board Meeting packets. She noted that "Baton" should be "Barton" and "Echert" should be "Eckert". It was moved by Director Stumler and seconded by Director Vogt to approve the minutes of the September 12, 2017 regular board meeting with the corrections noted above. The motion carried.

**Member Session**

No members attended this month's meeting.

**General Manager's Report to the Board**

The following General Manager's Report to the Board is in addition to the report found in attachment A.

**Financial Report:** The Financial Report was provided to the directors for their review prior to the meeting. No Financial Report was given during this meeting. The Financial Report is included in attachment A.

**Safety Report:** The Safety Report was e-mailed to the directors for their review prior to the meeting. No Safety Report was given during this meeting. The Safety Report is included in attachment A.

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**Questions on Reports:** General Manager Vince asked for any questions regarding the department reports that were emailed prior to the meeting. In response to a question Manager Miller answered that the line of credit shown on the Financial Report was taken out to pay the power bill. Manager Miller noted that this is not atypical and the line of credit is taken out due to the timing of cash coming in. Manager Miller reported that the Power Bill is lower this year than last year.

Director Meyer asked if the employee who filed the damage report on September 9<sup>th</sup>, as recorded in the Safety Committee Report, is our newest employee. General Manager Vince said that he is. It was noted that we will be covering the pole with a contrasting colored sleeve and reflectors. General Manager Vince added that employees will be walking around their vehicles before backing up. Director Meyer said that she appreciated hearing about the hurricane damage repair. General Manager Vince stated that we received a lot of praise for our procedures while we were working in Georgia and Florida. Jerry Applegate stepped up to lead the crews. Our crews were gone about 7 or 8 days.

**Power Requirement Study Resolution:** Manager Miller reported that updating and approving the resolution is routine and just a formality. We use the Power Requirements Study to assist us with our budgeting. It was moved by Vice President Graf and seconded by Director Biesel to approve the resolution as presented. The motion carried.

**Employee Compensate:** General Manager Vince explained that the Compensate is based on a matrix to determine market value of a position in our industry. According to the Compensate, salaries, on average, increased 2.97% since the last study. This percentage is in line with the national average of 2.7%. Salaries in this area increased about 3.2%, which is slightly higher. General Manager Vince explained that not every employee is where they need to be on the compensation scale. Employees below the mid-point will receive a higher increase and employees over mid-point will get less of an increase. He noted that we have several employees below mid-point because of retirement replacements. We have also had some promotions. This year our average increase is 3.81%. Director Sanders asked if the matrix gradually brings these new employees into their pay range. General Manager Vince answered that it does, adding that there is a cap on a pay grade and when reached an employee either remains where they are at that time or moves to another grade. General Manager Vince said that outside employees are under contract and our inside employees' increases are based on evaluations. It was moved by Director Biesel and seconded by Vice President Graf to approve the Compensate recommendation. The motion carried.

**Member Concerns:** General Manager Vince noted that we are still dealing with the issue concerning rerouting our lines across Member A's property to provide service to Member B. We have given Member B an estimate to run the line around Member A's property. General Manager Vince explained the issue again to the directors, stating that Member B was informed that it was his responsibility to get Member A to allow us to cross Member A's property. Member A is objecting to our blanket easement and wants the easement to be more defined. General Manager Vince explained that we need to remedy this and it may be a little bit more expensive. System Attorney Lewis said that we may have a prescriptive easement case if we have been there for a long time. He noted that other states are running into the same issue of needing easements to be more specific. System Attorney Lewis added that it is cheaper to get a more specific easement than to go to court.

Vice President Graf said that he was contacted by someone that was coming in to talk about meter tampering. It was noted that the member talked to General Manager Vince also. General Manager Vince explained that we have pictures. He said someone gave him permission to make modifications. The member must have realized he was in the wrong and this has now been resolved.

99 Director Biesel reported that on Henryville-Blue Lick Road he noticed an orange cord running from a  
100 house to a pole. General Manager Vince said that we will check on this.

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102 Director Stumler stated at the September meeting that a member had contacted him regarding the removal  
103 of some Ash Trees from his property. Director Stumler said that the member let him know that we had  
104 been out to check on this.

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107 **Action on Reports**

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109 A motion was made by Vice President Graf, and seconded by Director Vogt to approve the General  
110 Manager's Report to the Board and accept the Financial Report as written. The motion carried.

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113 **Standing Reports**

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115 **Hoosier Energy Report:** Director Stumler stated that there had been no meeting since our September  
116 Board meeting and he had nothing new to report.

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118 **Indiana Electric Cooperatives Report:** Sec./Treas. Meyer reported there was no IEC Board Meeting in  
119 September. It was noted that there will be a broadband symposium on October 6<sup>th</sup>. General Manager  
120 Vince added that Tom Van Paris has asked us to give a presentation at the next IEC Board Meeting about  
121 how we are doing our director election voting in 2018.

122 **Legal Report:** System Attorney Lewis said that Clark Dietz Engineering Group has been given more  
123 easements, which was their issue as reported by System Attorney Lewis at the September Board Meeting.  
124 He has not heard yet if this will settle the issue.

125 **Calendar Update:** The calendar was reviewed and no changes were made.

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128 **Other Business**

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130 **District Review as Required by the By-Laws:** The Directors reviewed the board districts as required by  
131 the by-laws. It was the consensus of the Board that no changes should be made to the districts at this  
132 time.

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134 **Executive Session:** The meeting was called into executive session at 5:55 pm to discuss the General  
135 Manager's Evaluation: General Manager Vince, Ms. Hockensmith and Manager Miller were excused  
136 from the board room at this time. President Dieterlen handed out copies of the compilation of each  
137 Director's separate General Manager evaluation for 2017. The Board discussed the evaluation results,  
138 proposed goals for 2018 and the General Manager's compensation. The Board reached a consensus on  
139 the General Manager's pay increase. At 6:30 President Dieterlen provided the General Manager with a  
140 copy of the evaluation compilation and proposed goals for 2018 and the Board took a break for dinner.

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142 The meeting was resumed at 7:00 p.m. at which time General Manager Vince re-joined the meeting and  
143 Assistant Treasurer/Finance & Administration Manager Jeremy Miller left the meeting

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145 President Dieterlen announced that the General Manager would be given a 3.25% increase in salary.  
146 General Manager Vince thanked the Board. He was asked if there was anything he wished to discuss

147 about the evaluation. He said there wasn't but he requested a copy of the evaluation questions which  
148 corresponded to the evaluation results. President Dieterlen provided a copy to him. General Manager  
149 Vince indicated that he would get with the staff to discuss the 2018 goals. He was informed that the goals  
150 will be fully discussed and developed at the strategic planning session in February.

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**Adjournment**

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There being no further business appearing the meeting was adjourned at 7:04 p.m.

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Attachment A: General Manager's Report

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Attachment B: Power Requirement Study Resolution

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Candace Meyer,  
Secretary/Treasurer