

BOARD OF DIRECTORS MEETING, FEBRUARY 21, 2011

The regular meeting of the Board of Directors of North Central Public Power District was held at the Drover Steakhouse Meeting room, Creighton, Nebraska, on Monday, February 21, 2011 at 6:30 P.M.

Call to Order; notice of meeting and proof of mailing.

The meeting was called to order at 6:30 p.m. and conducted by Terry Strobe, President and Secretary, Gregory W. Walmer, recorded the minutes.

Directors in attendance were Gordon W. Fulton, Brent M. Stagemeyer, William L. Jedlicka, Curt Zimmerer, Gregory W. Walmer, Mary Ketelsen and Terry Strobe. Also attending were Art Hickman, Staking Engineer / Safety Manager; Todd Zimmerer, Assistant Operation Manager; Chad Waldow, Operation Manager; Doyle Hazen, Manager of Finance and Administration; Keith E. Harvey, General Manager. Absent was Jeffrey M. Doerr, District Attorney.

Notice of the meeting was given in advance thereof by publication in the Creighton News, Niobrara Tribune, Plainview News, Orchard News, Holt County Independent and the Verdigre Eagle as shown by the affidavit of publication attached to the minutes of the meeting. Notice of the meeting was given simultaneously to all the members and a copy of their acknowledgment and receipt of notice and agenda is attached to the minutes of the meeting. Availability of the agenda was communicated in the notice mailed to all the members of the meeting. All proceedings hereafter shown were taken while the convened meeting was open to the attendance of the public.

Approval of the January 17, 2011 Annual Board meeting minutes.

A motion was made by Curt Zimmerer and seconded by Wm. L. Jedlicka to dispense

with the reading of the January 17, 2011 annual board meeting minutes and approve the minutes as mailed. By roll call vote, each director voted, yes. Motion carried.

Public Comment.

There were no public comments.

Staff Reports.

Chad Waldow, Operation Managers reported on the operations department's monthly operations. The winter weather conditions the District's service territory experienced the weekend of February 19 and 20 resulted in minimal outages. The Winnetoon 69 kV transmission line project is proceeding in a timely manner. Only three verbal agreements remain to be obtained, actual easements are being sent for signatures, trees along the route are being removed, and the proposed route is close to being finalized with engineers. Truck purchase is underway with bids for boom and chassis being obtained.

Safety report (January 4, 2011 Statewide conducted).

The board of directors reviewed the January 4, 2011 safety meeting minutes. On a motion by Gordon W. Fulton and seconded by Mary Ketelsen be it:

RESOLVED THAT the Board of Directors of North Central Public Power District accept the January 4, 2011 Safety meeting minutes as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strobe, yes. Motion carried.

Manager's report including meetings attended / upcoming meetings/ new business and old business.

Meetings attended: A list of the meetings attended is on the Manager's Report attached to the minutes of the meeting. North Central Public Power District's March board meeting will be held March 21, 2011.

Upcoming Meetings:

The upcoming meetings are listed on the attached Manager's report.

New Business:

1. "Thank You" notes.
2. Sign CFC Registration Form.
3. Change March meeting to the 21 because of NREA reschedule of Quarterly meeting.

Old Business:

1. No old business was discussed.

Discussion and possible action to approve amended By-Laws.

The board of directors reviewed the proposed changes to the By-Laws. On a motion by Gordon W. Fulton and seconded by Gregory W. Walmer be it:

RESOLVED THAT the board of directors of North Central Public Power District approve the amended By-Laws as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strope, yes. Motion carried.

Discussion and possible action to approve 2011 Operating and Capital Budgets.

General Manager Keith E. Harvey reviewed the proposed 2011 Operating and Capital Budgets with the Board of Directors. On a motion by Wm. L. Jedlicka and seconded by Brent Stagemeyer be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the 2011 Operating and Capital Budgets as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strope, yes. Motion carried.

Discussion and approval of the December 2010 Year End financials.

General Manager Keith E. Harvey reviewed the December 2010 Year End financials with the board of directors. On a motion by Gregory W. Walmer and seconded by Mary Ketelsen be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the December 2010 Year End Financials as presented and a copy is to be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strope, yes. Motion carried.

Discussion and approval of the January 2011 financials.

The board of director reviewed the January 2011 financials. On a motion by Gordon W. Fulton and seconded by Wm. L. Jedlicka be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the January 2011 financials as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strope, yes. Motion carried.

Approval of expenditures covering all monetary encumbrances of the District for the month of January 2011.

The board of directors reviewed the expenditures covering the month of January 2011. On a motion by Mary Ketelsen and seconded by Gordon W. Fulton be it:

RESOLVED THAT the Board of Directors of North Central Public Power District approve the expenditures for the month of January 2011 as presented and a copy be attached to the minutes of the meeting.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strobe, yes. Motion carried.

Board will adjourn into executive session for the purpose of discussing matters related to personnel to, among other things, avoid needless injury to individuals.

On a motion by Gregory W. Walmer and seconded by Mary Ketelsen be it:

RESOLVED THAT the Board of Directors of North Central Public Power District enter into executive session at 7:46 p.m. for the purpose of discussing matters related to personnel to, among other things, avoid needless injury to individuals.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strobe, yes. Motion carried.

On a motion by Brent Stagemeyer and seconded by Wm. L. Jedlicka be it:

RESOLVED THAT the Board of Directors of North Central Public Power District leave executive session at 8:17 p.m.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; and Strobe, yes. Motion carried.

Discussion and possible action on General Manager Compensation for 2011.

On a motion by Mary Ketelsen and seconded by Wm. L. Jedlicka be it:

RESOLVED THAT the Board of Directors of North Central Public Power District leave the General Manager's salary for 2011 at \$113,000.00.

By roll call vote, Fulton, yes; Jedlicka, yes; Stagemeyer, yes; Ketelsen, yes; Zimmerer, yes; Walmer, yes; Strobe, yes. Motion carried.

Adjournment.

Board President, Strobe adjourned the board meeting at 8:19 p.m.

I, Gregory W. Walmer, do hereby certify that I am the Secretary of North Central Public Power District and that the foregoing is a full, true and correct copy of the minutes of the Board of Directors, meeting in regular session, February 21, 2011.

Gregory W. Walmer, Secretary

APPROVED:

Terry Strobe, President

Attachments: (To the original minutes)

- Acknowledgment of Notice
- Publishers Affidavit
- January 4, 2011 Safety meeting minutes
- Manager's Report
- By-Laws
- 2011 Operating & Capital Budgets
- December 2010 Year End Financial
- January 2011 Financials
- January 2011 Check Register