



M-RETS efficiently tracks and verifies renewable energy generation in collaboration with stakeholders, facilitating renewable energy development in the public interest.

Board Meeting Minutes

Monday, August 11, 2014

1:30 P.M. Central

Via GoToMeeting Webconference

Board Members

Present:

- (1) Brian Rounds, **SDPUC**, *President*
- (2) Ron Franz, **Dairyland Power Cooperative**, *Vice President (left at 2:30 PM)*
- (3) Pat Keily, **We-Energies**, *Secretary (arrived 1:45 pm)*
- (4) Andrew Kell, **WI-PSC**
- (5) Michelle Rebholz, **MNPUC**
- (6) Eric Jensen, **IWLA** *(left at 2:30)*
- (7) Dan Heim, **Exelon**
- (8) Venkata Bujimalla, **IUB**
- (9) Larry Johnston, **SMPMA** *(left at 2:38 PM)*
- (10) Jeff Cottes, **Manitoba Province Energy Division** *(left at 3:17 PM)*

Absent:

Others Present:

- (1) Eric Schroeder, **GPI**, *Treasurer (Officer)*
- (2) Amy Fredregill, **M-RETS, Inc.**, *Executive Director*
- (3) April Thompson, **M-RETS, Inc.**, *Business Services Specialist*
- (4) Kurt Pulvermacher, **M-RETS, Inc.**, *Program Analyst*
- (5) Marc Kotsonas, **Mahoney Ulbrich Christiansen Russ P.A.**, *Financial Auditor*
- (6) John Richards, **Northwestern Wisconsin Electric Co.**, *Subscriber Group Chair (left at 2:20)*
- (7) Kari Clark, **Xcel Energy**, *IOU Nominee (left at 2:25)*
- (8) Jeff Peters, **Missouri River Energy Services**, *Municipal Nominee (left at 2:25)*
- (9) Lars Kvale, **APX** *(left at 2:05)*
- (10) Bryan Gower, **APX** *(left at 2:05)*
- (11) Devon Walton, **APX** *(left at 2:05)*

Proceedings

Open Session

Brian called the meeting to order at 1:33 PM.

1. Approval of Agenda - The agenda was approved by unanimous consent.
2. Approval of Minutes - The June 27, 2014 minutes were approved by unanimous consent.
3. President's Report
 - a. Brian reviewed a graphic depicting ways to pose Strategic and critical questions from the perspective of a director.
 - b. Brian provided updates on committee composition to account for director retirements. Andrew has joined the Governance Committee. Ron has agreed to serve on both the

- Governance Committee and the Finance Committee while Eric S. has agreed to take over as chair of the Finance Committee. Eric J. has taken over bank account and reconciliation report review duties.
- c. Brian will send a link to the board members to complete the annual Executive Director Review survey.
4. MIRECS Imports
 - a. Staff reviewed a Q&A memo in the board packet, aimed at answering questions from the June meeting. Discussions between directors and staff indicated that questions from June had been answered. APX joined the call to answer any questions.
 - b. MOTION by Larry to accept the edits to the Operating Procedures as proposed by staff, 2nd by Ron. The motion passed on voice vote.
 5. Operational Report
 - a. Amy reported that in the Operational Report, metrics depicting staff time spent on each Strategic Plan goal continues to be refined.
 - b. Review and understanding of the Clean Power Plan has taken some staff time. Andrew is reviewing and commenting on the plan for the PSCW so he has worked with Amy on the review. M-RETS has also contracted with several consultants to assist with this effort.
 - c. Staff has engaged a consultant to assist with registry administration contract. Meetings have been held with the attorney and the CEO of APX to discuss the contract.
 - d. The basic logistics have been wrapped up for the in-person board and Subscriber Group meetings in Chicago. The meetings will be held October 6-9.
 - e. Board members were asked to indicate interest in attending the RPS Summit.
 6. Financials
 - a. Based on a recommendation by the Finance Committee, the Budget to Actual report has been summarized at a high level to facilitate board review. Budget vs. actual tracking as expected.
 - b. The dashboard was reviewed. Revenues are tracking as expected. Expenses other than APX are tracking a bit under budget. Enhancement Fund is being drawn down as new functionality is being implemented through changes approved by the Enhancement Committee.
 - c. MOTION by Pat that the board accepts financials as recommended by the Finance Committee, 2nd by Larry. The motion passed on a voice vote.

Closed Session – Board, Officers and Staff only

7. Annual Meeting
 - a. Kari Clark was introduced as the nominee by the Subscriber Group for the Investor Owned Utility (IOU) board seat. Kari outlined her experience and why she would like to serve on the board.
 - b. Jeff Peters was introduced as the nominee by the Subscriber Group for the Muni board seat. Jeff outlined his experience and why he would like to serve on the board.
 - c. The Governance Committee recommended that the board accept the candidates.
 - d. MOTION by Larry to accept Kari Clark to the M-RETS Board as the IOU representative, 2nd by Pat. The motion passed on a voice vote.
 - e. MOTION by Larry to accept Jeff Peters to the M-RETS Board as the Municipal Utility representative, 2nd by Brian. The motion passed on a voice vote.
 - f. A correction has been made to the board calendar to correctly state that the new board members will be seated in September.
 - g. Jeff and Brian reported back that the Province of Manitoba needed more time to make a nomination for the provincial seat on the board. We will follow the precedent used for the North Dakota board seat nomination when more time was needed. Jeff suggested

- the board discuss the issue of extending his term without him, and Brian agreed to have this discussion at the end of the executive session.
- h. M-RETS had extended an invitation to Illinois Power Agency (IPA) to nominate a board member. The IPA has declined the invitation due to a concern of a potential conflict of interest because the IPA procures RECs for the state and therefore pays fees to M-RETS, unlike other state regulatory bodies. We will continue to ensure that Illinois's voice is represented in M-RETS.
 - i. The board recognized departing board members, Larry and Pat as founders of M-RETS and for their years of service.
8. Strategic Planning follow-up
- a. Brian reviewed a handout in the board packet summarizing takeaways from the June Strategic Planning session. He reviewed the summary of the changes in prioritization of goals in the Strategic Plan and how that will inform our work and budgeting over the next year. We have been successful on Goal 2 which focuses more on the operational side of M-RETS Inc., so goals 3 & 4 have moved up in priority.
9. Audit
- a. Marc Kotsonas, our auditor, reviewed the auditor's report and a memo he provided to the board. The audit resulted in an unmodified, or clean, opinion, the best result that can be given Amy talked about a few ideas for the year-end review as a result of recommendations from the auditor.
 - b. The Finance Committee recommended that the full board approve the audit as presented.
 - c. MOTION by Ron to approve the financial audit, 2nd by Jeff. Motion passed by voice vote.
 - d. Marc also reviewed the IRS Form 990. MOTION by Pat to accept the form 990, 2nd by Michelle. Motion passed by voice vote by voice.

Executive Session with E.D. – the Board entered into executive session at 3:13 PM.

Executive Session without E.D. – the Board entered into executive session at 3:16 PM.

Executive Session without E.D. and Jeff Cottes – the Board entered into executive session at 3:17 PM.

10. Temporary extension of Jeff Cottes board seat
- a. A six-month extension of Jeff's board seat was approved by unanimous consent.
11. Adjourn
- a. The meeting was adjourned by unanimous consent.

The meeting was adjourned at 3:22 PM. Minutes submitted by Patrick Keily.