

GREAT LAKES UTILITIES BOARD OF DIRECTORS
MEETING MINUTES
October 29, 2015
Shawano, WI

CITIES REPRESENTED:

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| Bangor | absent |
| Clintonville | Brian Ellickson |
| Cornell | Dave DeJongh |
| Escanaba, MI | Mike Furmanski |
| Kiel | Dennis Dederling |
| Manitowoc | Nilaksh Kothari |
| Marshfield | Bob Trussoni |
| Medford | John Fales |
| Shawano | Brian Knapp |
| Trempealeau | absent |
| Wisconsin Rapids | Jem Brown |

Legal Counsel: Attorney Richard Heinemann, Boardman & Clark
Absent: Steve Baker; Travis Cooke
Additional Attendees: Ed Grysg; James Supanich; Mary Nordin Monica Vick; Woody Davis; Mary Beth Kuester; Andy Onesti; Dave Luckow; Dan Hornung; Cynthia Carter; Carissa Mrotek; Jeff Kuhn; Trip Bristow; Rick Jari; Lorna Marquardt; John Hoeffs; Paul Black; Roger Pecinski; Nancy Schauer; Bob Mudge; Art Harrington; Jeff Ripp; George Holck; Harry Borgman; Spence Titera; Tom Nowak; Joe Kozicki; Rick Merdan

Jem Brown, Chair of the Board, called the meeting to order at 3:13 p.m. and called the roll. A quorum was present with nine communities represented. Those present are indicated.

MINUTES: The Regular Session Minutes from the September 17, 2015 meeting were presented for approval.

MOTION: Motion was made by John Fales and seconded by Bob Trussoni to approve the Regular Session Minutes from September 17, 2015. Motion carried unanimously.

APPROVAL OF THE 2016 BUDGET: The 2016 budget was presented with revenues of approximately \$103.5 million and expenses of \$102.8 million, for a net income of approximately \$728,000. A brief discussion ensued.

MOTION: Motion was made by Bob Trussoni and seconded by Dennis Dederling to approve the 2015 Budget. Motion carried unanimously.

APPROVAL OF 2014 ANNUAL REPORT: The 2014 Annual Report was presented for approval. The major accomplishments in 2014 include: GLU continues the process of long term power supply planning for members of the GLU West Power Supply Project Committee and entered into long term (25-year) power supply contracts to serve the four GLU West power supply committee members: Trempealeau, Cornell, Bangor and Medford; construction of the Lakeswind project was completed and certified in March to begin generating energy for project

participants; GLU expands the range of special services it provides members under its Operating Services Agreement with Manitowoc Public Utilities; GLU intervenes in federal and state regulatory proceedings to protect its members interests, including the Presque Isle Power Plant cost allocation proceeding and the Wisconsin Energy Corporation/Integrays acquisition proceedings at the state and federal level; GLU enters into a five year agreement to sell excess renewable energy to WE Energies, marking the first time GLU contracts to provide output from its existing portfolio to a non-member utility; GLU receives official certificate from the federal patent and trademark association formally completing the trademark registration process; and GLU launches a new website.

MOTION: Motion was made by Brian Knapp and seconded by John Fales to adopt the 2014 Annual Report. Motion carried unanimously.

FINANCIAL REPORTS AND INVOICES FOR AUGUST AND SEPTEMBER 2015: For claims lists dated August 2015: invoices from Customized Energy Solutions Ltd; Duncan Weinberg Genzer; Infinity Technology; Manitowoc Public Utilities; Midwest Renewable Energy Tracking; Postmaster; Spiegel & McDiarmid, totaling \$41,690.93; Wind Purchase Power Revenue Invoices from Lakeswind Power Partners, LLC, totaling \$340,441.89; and Power Supply Invoices from Manitowoc Public Utilities, Marshfield Utilities, American Electric Power, Cargill Power Markets, WI Power & Light, ATC, MISO, EDF Trading North America, Illinois Power Marketing Co, NextEra Energy, North Central Power Co, Inc., Northwestern Wisconsin Electric Co., WPS and WE Energies, totaling \$8,492,931.02, for a total of \$8,875,063.84; and for claims lists dated September 2015: invoices from Boardman & Clark LLP; Customized Energy Solutions Ltd.; Duncan Weinberg Genzer; Manitowoc Public Utilities; PRT, Inc; Spiegel & McDiarmid, totaling \$54,716.08; Wind Purchase Power Revenue Invoices from Lakeswind Power Partners, LLC, totaling \$409,183.51, and Power Supply Invoices from Manitowoc Public Utilities, Marshfield Utilities, American Electric Power, Cargill Power Markets, WI Power & Light, ATC, MISO, EDF Trading North America, Illinois Power Marketing Co, North Central Power Co., Northwestern Wisconsin Electric Co., NextEra Energy, WPS and WE Energies, totaling \$7,390,561.07, for a total of \$7,854,460.66.

MOTION: Motion was made by Dennis Dederling and seconded by Mike Furmanski to approve payments of invoices totaling \$8,875,063.84 for August and \$7,854,460.66 for September. Motion carried unanimously.

LEGAL REPORT: Attorney R. Heinemann provided an update on FERC, PSCW and MISO proceedings for the annual report, including (i) Wisconsin Energy Corporation's application for approval of its proposed acquisition of the Integrays Energy Group, Inc. at both the PSCW and FERC; (ii) Wisconsin Power & Light's proposed construction of a natural gas combined cycle plant at its Riverside facility; and (iii) several MISO-related FERC dockets through GLU's participation in a transmission customer group.

ELECTION OF CHAIRPERSON: A motion was made by Bob Trussoni and seconded by Mike Furmanski to elect Jem Brown as Chairperson for four years and to close nominations. Motion carried unanimously.

JANUARY-JUNE 2016 SCHEDULE – LOCATION TO BE DISCUSSED.

PRESENTATION BY BOB MUDGE, CHIEF OPERATING OFFICER, THE BRATTLE GROUP: The presentation focused on the economics of community solar in Wisconsin and elsewhere.

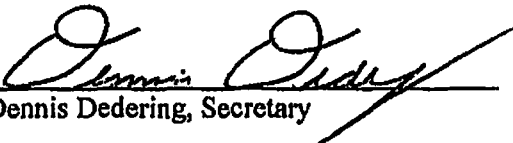
PRESENTATION BY ATTORNEY ART HARRINGTON, GODFREY & KAHN: The presentation focused on potential costs and opportunities posed by the EPA's proposed Clean Power Plan.

PRESENTATION BY JEFF RIPP, ADMINISTRATOR, PUBLIC SERVICE COMMISSION OF WISCONSIN: The presentation focused on future outlook of electric utility regulation, including the Clean Power Plan, community solar projects and other issues.

The meeting adjourned to dinner.

NEXT MEETING: The next meeting is on December 1, 2015; location to be determined.

ADJOURNMENT: Motion by Bob Trussoni and seconded by John Fales to adjourn. Motion carried unanimously. Meeting adjourned at 5:30 p.m.


Dennis Dederling, Secretary