

MINUTES OF BOARD OF TRUSTEES MEETING

The Board of Trustees of the Western Cooperative Electric Association, Inc. met at the office of the Cooperative for the monthly meeting on January 20, 2022, at 9:00 a.m.

The regular monthly meeting was called to order by Craig Crossland. The following trustees were present: Craig Crossland, Terry Hobbs, Frank Joy, Sue Rohleder, Charles Luetters, Landon Heier, Marvin Keller, Richard Schaus and Dale Weinhold. Also present were Tom Ruth, General Manager; Nolan Numrich, Stacey Malsam, remotely, and E. Jay Deines, Attorney, who kept the minutes of the meeting.

The minutes of the meeting held December 16, 2021, were presented. The minutes were approved as presented. The agenda was approved as presented.

It was moved by Terry Hobbs and seconded by Richard Schaus to go into executive session to discuss the wildfires.

A discussion was held on Equity Management and Patronage Capital. Stacey Malsam advised the board on various plans to retire patronage based on various number of years. Terry Hobbs motioned, and Dale Weinhold seconded to follow the staff's recommendation to go to a twenty-five (25) year patronage plan and use the Boatman Theorem to calculate annual retirement amounts. Motion failed. The board requested to have additional modeling done in the upcoming Cost of Service Study and then review the matter again at that time.

Sue Rohleder led a discussion on By-Law Review. Frank Joy motioned and Landon Heier seconded and was passed, that the following by-law changes be submitted to the membership at the next annual meeting:

- a. Removal of gender specific pronouns from the By-Laws (he/him, she/her).
- b. Allowance of electronic voting at the discretion of the Board.
- c. Clarification of Nominating Committee duties and members wishing to run for trustee positions.
- d. Allowance for electronic notifications of regular meetings and electronic notice to Trustees.
- e. Future use of ballots to also approve By-Law changes by the membership.
- f. Removal of the requirement to have the Treasurer bonded.

All proposed By-Law changes will be mailed to the membership at the same time as the Ballots and Annual Meeting Notice. Voting on proposed changes will happen at the Annual Meeting.

Tom Ruth led a discussion on the proposed Russell Solor & Cap Bank Project.

Frank Joy motioned to approve the proposed amended Audit Agreement and was seconded by Landon Heier. Motion carried.

Nolan Numrich presented a monthly report on the Sharing Success Program. Charles Luetters motioned, and Landon Heier seconded to approve the Palco request. Upon vote taken, the motion carried.

Frank Joy motioned and Richard Schaus seconded to host the annual Sunflower meeting in Hays on May 18, 2022. Motion passed.

A list of delinquent accounts to be written off the books, a list of which is attached hereto and made a part of these minutes was presented. It was moved by Landon Heier and seconded by Marvin Keller to

approve the write-offs. Upon vote taken, the motion carried.

Tom Ruth gave his monthly management report. Stacey Malsam reported on financial and regulatory matters

Frank Joy reported on Sunflower activities for the last month.

Checks were reviewed and discussed. It was moved by Sue Rohleder and seconded by Richard Schaus that the checks be accepted as printed. Upon vote taken, the motion carried.

A list of members requesting a refund or transfer patronage capital credits was presented. It was moved by Charles Luetters and seconded by Landon Heier to approve the request for refund or transfer of patronage capital credits. Upon vote taken, the motion carried.

CoBank and Federated reports were given by Manager Ruth.

The Safety Meeting Minutes and accidents for the year were reviewed.

A list of contracts for electrical service was presented. It was moved by Frank Joy and seconded by Richard Schaus to execute the contracts listed and attached hereto on behalf of the Cooperative. Upon vote taken, the motion carried.

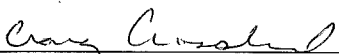
A list of applicants for membership was presented. It was moved by Dale Weinhold and seconded by Landon Heier that the applicants be approved for membership. Upon vote taken, the motion carried.

Tom Ruth discussed the opportunity to do some seminars for the directors. Those directors that are interested are to contact Tom.

There being no further business, the meeting was adjourned. The next regular meeting will be February 17, 2022, at 9:00 a.m.


Secretary

Approved by:


President