

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 August 15, 2019, at 9:00 a.m.

The meeting was called to order by President Crossland. The following trustees were present: Crossland, Hobbs, Joy, Luetters, Heier, Schaus, Keller, Rohleder and Weinhold. Also present were Tom Ruth, General Manager; Stacey Malsam; Dennis Deines; and E. Jay Deines, Attorney, who kept the minutes of the meeting.

The minutes of the meeting held July 18, 2019 were presented. The minutes were approved as presented. The agenda was approved as presented.

There was a discussion concerning the Wholesale Power Agreement with Sunflower. The following resolution was presented:

Member Resolution to Approve WPA

RESOLVED, the Board of Trustees of Western Cooperative Electric Association, Inc., hereby approved the Amended and Restated Wholesale Requirements Agreement and Wholesale Power Contract substantially in the form as presented to the Board to be effective upon the merger of Sunflower Electric Power Corporation and Mid-Kansas Electric Company, Inc., as stated in the Amended and Restated Wholesale Requirements Agreement and Wholesale Power Contract; and

BE IT FURTHER RESOLVED, that Tom Ruth, General Manager, is authorized to sign, execute and do or cause to be done all such acts and things as may be determined to be necessary to appropriate by the General Manager to carry out and comply with the purposed and intent of the foregoing resolution.

After review, it was moved by Hobbs and seconded by Joy to approve the resolution. Upon vote taken, the motion carried.

The 2019-2020 Jackson Thornton Audit Contract was presented. It was moved by Hobbs and seconded by Weinhold to approve the audit contract. Upon vote taken, the motion carried.

There was a discussion on prescriptive easements for the rights-of-way.

The 2020 Payroll Budget was presented. After a discussion, it was moved by Luetters and seconded by Keller that the 2020 Payroll Budget be approved. Upon vote taken, the motion carried.

Tom Ruth, Manager, discussed the Western Cooperative Electric Cyber Security System Protections and the Cyber Security Policy No. 712, which would replace Policy No. 708. It was moved by Weinhold and seconded by Heier to adopt Policy No. 712 and remove Policy No. 708. Upon vote taken, the motion carried.

Manager Ruth informed the board of the work being done on Arc Flash Assessments. This is ongoing and he will report on it again in the future.

Dennis Deines presented requests on the Shared Success program. Grainfield Community Development Committee (GCDC) , Tender Hearts Child Care of Gove County , and VFW Post 6485 Wreath Proposal in Ellsworth Kansas each requested funds. It was moved by Hobbs and seconded by Joy to award GCDC \$3,000, Tender Hearts Child Care \$3,000 and VFW Post 6485 \$1,500. . Upon vote taken, the motion carried.

Tom Ruth gave the Manager's report and financial report. Topics discussed were member services and the proposed prepay plan.

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 Luetters and seconded by Schaus to approve the write-offs. Upon vote taken, the motion carried.

Manager Ruth reported on his expenses during the last month.

Joy reported on Sunflower and MKEC activities for the last month. It was noted that the meeting was in Holcomb.

Checks numbered 62053 through 62242 were reviewed and discussed. It was moved by Weinhold and seconded by Keller that the checks be accepted as printed. Upon vote taken, the motion carried.

A list of members requesting a refund of patronage capital credits, which list is attached hereto and made a part of these minutes was presented. It was moved by Joy and seconded by Hobbs to approve the request for refund of patronage capital credits. Upon vote taken, the motion carried.

A list of members requesting transfer of patronage capital credits, which list is attached hereto and made a part of these minutes was presented. It was moved by Luetters and seconded by Schaus to approve the request for transfer of patronage capital credits. Upon vote taken, the motion carried.

Co-Bank, RUS, CFC and Federated reports were reviewed and discussed.

The KEC report was given by Hobbs.

The NRECA reports were reviewed.

The minutes of the safety meetings held July 31, 2019 were reviewed and discussed.

A list of contracts for electrical service, a list of which is attached hereto and made a part of these minutes was presented. It was moved by Heier and seconded by Keller 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, a list of which is attached hereto and made a part of these minutes was presented. It was moved by Keller and seconded by Luetters that the applicants be approved for membership. Upon vote taken, the motion carried.

Neil Malsam addressed the board on changes to Western Cooperative Electric board reports storage. Western will move from OneDrive to Dropbox in the coming months.

There being no further business, the meeting was adjourned. The next regular meeting will be September 19, 2019 at 9:00 a.m.


Secretary

Approved by:


President