

WELLS RURAL ELECTRIC COMPANY
Replaced Policy 1-12; October 17, 2003
and Policy 2.7; August 21, 1998
Revised: February 18, 2020

POLICY NO. 1-09

MEMBER REQUESTS FOR COMPANY INFORMATION

I. OBJECTIVES

To describe the policy and the procedure whereby members may obtain information about their Company, and to describe such information that may not be released because of its special or confidential nature.

II. PURPOSE

To establish the rules and procedures to be followed in response to requests from members for company information.

III. POLICY

Company principles promote the idea of an informed, educated membership. In furtherance of this ideal, subject to the limitations described within this policy, the Company will make readily available to its members any information they request that is germane to their interests as members or as otherwise required by law.

- A. Members will be readily provided routine information which affects their involvement in and patronage of the Company, including rate schedules, services rules and regulations, articles of incorporation, bylaws, board policies, operating and other financial reports that are regularly presented to the board or supplied to lending agencies, member publications, minutes of member meetings, and their own billing history.
- B. The names and addresses of members, the Company's annual Form 7, annual audit and Form 990 be provided upon at least five (5) days prior written demand as set forth herein and according to applicable law. All other company documents fall under III-C.4.
- C. Other information may be provided except that which is confidential or private concerning individuals employed by the Company, such as:
 - 1. Wages or salaries and benefits of specific employees.

2. Any employee's personnel file or records, or any other person's file or record if and to the extent such would entail, or run significant possibility of entailing, an invasion of such employee's or other person's privacy. (If a member wants to know how the Company determines the compensation of employees, the chief executive officer or his designee will explain the process.)
 3. The telephone numbers or email addresses of the members, past and/or current; or
 4. Any information which constitutes a trade secret, process, program, trademark, or other legally protected confidential information or thing owned, protected in confidentiality by contract, by the Company.
- D. Minutes of the board or its committees shall be provided unless they contain information mentioned in "C" above, in which event the Company may set terms and conditions for the release of such information or require a court order.
- E. In providing any information requested, the Company may charge the requesting party reasonable copying and time charges for providing such information. Such charges may differ from request to request depending upon the information to be provided.
- F. Should applicable law require the disclosure of information which is otherwise limited by this policy, the Company intends to and will comply with applicable law.

IV. PROCEDURE

The Company's responses to requests from members for Company information shall be governed by the following rules and procedures.

A. Any such request (other than requests for such routine things as rate schedules, rules and regulations, Articles of Incorporation, Bylaws, published policies, operating statistics, or newsletters, shall be denied until and unless the requesting member fills out and executes the affidavit form which is attached hereto and made a part of this Policy No. 01-09.

B. The executed request form will be reviewed as soon as possible by the chief executive officer, who, before acting thereon, will consult with the Board President or Vice President and/or Company's general counsel. If they conclude that the information requested complies with applicable law and this Company policy, information will be made available. If there is a disagreement between the requesting party and the Company-s

representatives whether the factors for release of the information have been met, the matter will be referred to the Board of Directors for decision.

(a) Board, board committee and staff committee meeting minutes will not be furnished as a whole to a requesting member; rather, the Company will research and furnish such member copies of excerpts that contain or substantially relate to the information specifically identified as being sought. No portion of such minutes shall be made available if they contain matters described in IV, C below.

(b) Except as may otherwise be required under applicable law, information concerning directors' compensation and expenses will be made available, as well as the record of their attendance at meetings, if the request cites a purpose for such information that is materially germane to the requesting person's status and interests as a member.

(c) Regardless of the action taken with respect to any request, the chief executive officer will report to each meeting of the board of directors any member information requests received.

C. Information that will not be furnished except pursuant to a court order is the following:

1. The telephone numbers or email addresses of past or present members;
2. Hourly wages or salaries and fringe benefits of employees, (however, if a wage and salary plan is in effect, such plan will be released as well as any related fringe benefit principles or percentages, but no employee's current standing in such plan shall be revealed);
3. Any employee's personnel file or records or any other person's file or records to the extent such would run a significant possibility of causing an invasion of such employee's or other person's privacy; or
4. Any information of the Company which constitutes a trade secret, process, program, trademark or other legally protectable confidential information or thing owned, or which is protected in confidentiality by contract.

D. If a member seeks information which the Company determines is not subject to release, and the Company and requesting party cannot otherwise agree to terms and conditions with respect to the information to be provided and the extent of use of the information, either the Company or the member may seek declaratory relief from a court of competent jurisdiction.

E. If the Company is requested by a Candidate qualified to run for the Board of Directors, the Company will electronically provide the names and addresses to the printing service producing and mailing a candidate-s campaign materials so long as the names and addresses provided are deleted from the records of the candidate-s printing service company after a one-time use. Prior to providing such information to the printing company, the printing company must sign an agreement to comply with this policy.

F. Any request by a member or non-member for copies of any of the three (3) most recent IRS Form 990's filed by the Company will be provided at the Company's headquarters or mailed to the requesting party within three (3) business days of the receipt of a written request and payment of a \$25.00 fee for reasonable expenses.

V. RESPONSIBILITY

It will be the responsibility of the chief executive officer and his staff to implement this policy, in coordination with the Company's general counsel. In no event should "non-routine" information or data be released except upon prior consultation of the chief executive officer with, and the agreement of, the Company's general counsel. It shall be the responsibility of the board of directors to implement this policy when member information requests are submitted to it for consideration and decision as described herein.

Affidavit by Member in Support of Request for Company Information

The undersigned being first duly sworn, deposes and says:

1. I am a member of Wells Rural Electric Company.
2. The information being requested is the following:

3. The information which I am requesting is not desired for any purpose unrelated to my interest as a member including, but not limited to:

(a) To solicit money or property from the members unless the money or property will be used solely to solicit the votes of members;

(b) For any commercial purpose or purpose in competition with the corporation; or

(c) To sell to any person.

4. I further understand and agree that by executing this affidavit, I agree that this information will not be used for any purpose other than as permitted by Policy 01-09 of the Company.

DATE: _____, 20__ _____
Member

STATE OF NEVADA)

: ss.

COUNTY OF ELKO)

This instrument was acknowledged before me on the ____ day of _____, 20__, by _____.

NOTARY PUBLIC

* * * * *

ACTION TAKEN *

DATE OF ACTION _____
SIGNED: _____, TITLE: _____

* TO BE COMPLETED BY THE CORPORATION ONLY.