

**HTML contains invalid UTF-8 character(s)****THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF  
WELLS RURAL ELECTRIC COMPANY****FEBRUARY 21, 1992**

The regular meeting of the Board of Directors of Wells Rural Electric Company was held in Wells, Nevada in the board room of the Wells office and called to order February 21, 1992 at 9:00 a.m. The meeting was presided over by President D. Vernon Dalton.

Directors present were Larry Bradshaw, Ferris Brough, D. Vernon Dalton, Daryl Eriksen, Robert Harris, Lois Nannini, Jerry Parkin, Vernon Scott, S.J. Smith, and Mary A. Wright. Ray Crawford was not present.

Staff members present were Daniel L. Kessler, Jr., General Manager; Clay Fitch, Manager, Finance/Administration; Warren Linnell, Manager, Engineering/Operations. Also present was Diane Griswold, Executive Secretary.

**APPROVAL OF MINUTES:**

The minutes of the regular meeting of January 17, 1992 will stand approved as written.

**ADDITIONS TO THE AGENDA:**

It was asked that the Director[[#146]]s Expense form be added for discussion. There were no objections. It was noted Pete Van der Muelen, Don Angell, and John Henning from POWER Engineers, Inc. will address the board at 11:00 a.m.

**WENDOVER LAND:**

A letter received from Bob Vaughan was reviewed and discussed.

Dan reported.

TCI would like to lease or purchase a piece of property to put a trailer on for their headquarters. A discussion ensued.

**MEMBER CONTACTS:**

Member contacts made and follow-ups were reported and discussed.

**NRECA ANNUAL MEETING UPDATE:**

Reports were given by those attending the NRECA Annual Meeting.

A break was called at 10:10 a.m. The meeting was called back to order at 10:30 a.m.

**MANAGER[[#146]]S REPORT:**

Investments made and interest earned were reported.

BPA rates and the potential increase were discussed.

Pacific Northwest Generation Cooperative[[#146]]s Annual Meeting is scheduled for March 3, 1992 in Kennewick, Washington.

A REQUIP presentation is scheduled during NWPPA[[#146]]s Director/Managers Conference March 17 & 18. Dan, Clay, and several employees representing the QAT and QIT teams will be making the presentation.

A discussion was heard on POWER Engineer[[#146]]s fee increase (about 3%). Due to WREC[[#146]]s relationship with POWER, our increase was discounted. A discussion ensued. (S.J. Smith left the meeting.)

A discussion ensued regarding scheduling conflicts with the March and April board meetings. IT WAS ON MOTION BY MARY WRIGHT, SECONDED BY LARRY BRADSHAW AND PASSED UNANIMOUSLY TO APPROVE CHANGING THE MARCH BOARD MEETING TO TUESDAY, MARCH 10, 1992 AT 9:00 A.M.

IT WAS ON MOTION BY LARRY BRADSHAW, SECONDED BY DARYL ERIKSEN AND PASSED UNANIMOUSLY TO APPROVE CHANGING THE APRIL BOARD MEETING TO FRIDAY, APRIL 10, 1992 AT 9:00 A.M.

A FINANCIAL ADVISORY COMMITTEE meeting was scheduled for Monday, March 9, 1992 at 9:00 a.m.

Several donations were presented to the board:

County Commissioners met and agreed to purchase a pro-pack unit, de-fib unit, and pulse auxinator for the communities of Wells and Jackpot at a cost of \$21,000.00. The Commissioners pledged \$15,000.00 and asked the communities of Wells and Jackpot to come up to \$3,000.00 each. Wells has raised \$1,200.00. Following a discussion, IT WAS ON MOTION BY MARY WRIGHT, SECONDED BY LOIS NANNINI AND PASSED UNANIMOUSLY TO PLEDGE \$1,800.00 FOR THE PURCHASE OF THE THREE UNITS FOR WELLS.

Rhoana Johnson of Carlin was selected for the All American Marching Band and participation in Disney[[#146]]s newest theme park just out of Paris, France. A discussion ensued. IT WAS ON MOTION BY ROBERT HARRIS, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO DONATE \$100.00 TO SEND HER TO FRANCE.

The Science Fair Committee has requested a donation to support the Elko County Science Fair. Following a discussion, IT WAS ON MOTION BY DARYL ERIKSEN, SECONDED BY LARRY BRADSHAW AND PASSED UNANIMOUSLY TO DONATE \$100.00 TO THE SCIENCE FAIR COMMITTEE.

The Boy Scouts of America have requested a donation. It was decided that letter be sent to that organization explaining that we donate to the Boy Scouts in the three communities we serve.

A letter from Bob Vaughan regarding WPPSS was discussed.

Debbie Smith, Executive Director of NENDA, has asked to come before the board in March. There were no objections.

POWER ENGINEERS, INC.:

Pete Van der Muelen, Don Angell and John Henning of POWER Engineers addressed the board. (S.J. Smith returned)

Mr. Van der Muelen thanked the board for their support throughout the years. IT WAS ON MOTION BY DARYL ERIKSEN, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO GIVE POWER ENGINEERS A VOTE OF CONFIDENCE IN THEIR CONTINUED SERVICE.

Mr. Angell and Mr. Henning gave a report on the transmission alternatives. BPA is actively pursuing the SWIP alternative. A discussion ensued. Also addressed was BPA **[#146]**'s New Large Single Load requirements and how we are trying to qualify Newmont **[#146]**'s additions.

A lunch break was called at 12:40 p.m. The meeting was called back to order at 2:00 p.m.

CREDIT UNION:

Due to scheduling conflicts, the training schedule will be changed to April. Dan reported.

BOARD COMMITTEE REPORTS:

Larry reported on behalf of the Policy Committee. Addressed were charging delinquent accounts, billing demand for small commercial (50-1000) and scholarships. More information was requested.

Vernon Dalton reported on the proposed Bylaw changes. Following a thorough and lengthy discussion the following decisions were made:

The matter of the qualifications and eligibility of directors to be nominated, elected, appointed and to serve was discussed.

ON MOTION BY DIRECTOR S.J. SMITH, SECONDED BY DIRECTOR LARRY BRADSHAW, ON A VOTE OF EIGHT IN FAVOR AND 1 OPPOSED, IT WAS DECIDED TO HAVE GENERAL COUNSEL REVIEW ARTICLE III, SECTION 2, SUBSECTION 2, SUBSECTION 3 (8) PARAGRAPHS (V) AND (VI) OF THE BYLAWS AND MAKE IT EXPLICITLY CLEAR THAT ALL DIRECTORS ELECTED, (INCUMBENT OR NOT), WILL COMPLY WITH THE DIRECTOR CERTIFICATION REQUIREMENTS AS SPECIFIED DURING THE FIRST TWO TERMS OR SIX YEARS. ALSO SPECIFIED WAS TO CHANGE THE WORDING OF (8) "TO REMAIN ELIGIBLE AS A DIRECTOR, AND SUBJECT TO THE PAYMENT BY THE CORPORATION OF HIS OR HER REASONABLE TRAVEL EXPENSES, EACH DIRECTOR SHALL ATTEND THE COURSES AND PROGRAMS "APPROVED" (REPLACE OFFERED) BY THE NATIONAL RURAL ELECTRIC COOPERATIVE ASSOCIATION ("NRECA").

IT WAS ON MOTION BY DIRECTOR LARRY BRADSHAW, SECONDED BY DIRECTOR VERNON SCOTT, AS AMENDED, ON A VOTE OF NINE IN FAVOR, AND NONE OPPOSED, IT WAS:

RESOLVED: That Article III, Section 2, Subsection 3, regarding qualifications of directors, be amended by addition of the following:

"(9) The person must not have been adjudged to be guilty of a felony, within the past seven years, and such judgment occurring during a director **[#146]**'s term of office shall thereby terminate the director **[#146]**'s term of office, creating a vacancy in the office."

IT WAS ON MOTION BY DIRECTOR DARYL ERIKSEN, SECONDED BY MARY WRIGHT, AND PASSED WITH A VOTE OF EIGHT IN FAVOR AND ONE OPPOSED TO TABLE THE DECISION ON THE PROPOSED AMENDMENT TO ARTICLE III, SECTION 2, SUBSECTION 3, ADDITION OF PARAGRAPH (10) REGARDING QUALIFICATIONS OF DIRECTORS.

IT WAS ON MOTION BY DIRECTOR LARRY BRADSHAW, SECONDED BY DIRECTOR VERNON SCOTT, AS AMENDED, TO TABLE THE DECISION ON THE PROPOSED AMENDMENT TO ARTICLE III, SECTION 2, SUBSECTION 3(B) UNTIL THE MARCH BOARD MEETING. Mr. Vaughan will be asked to attend the March meeting to discuss the changes.

A break was called at 3:30 p.m. The meeting was called back to order at 3:35 p.m.

The Director Expense form was discussed. IT WAS ON MOTION BY DARYL ERIKSEN, SECONDED BY S.J. SMITH AND PASSED UNANIMOUSLY TO HAVE STAFF REVISE THE DIRECTOR EXPENSE FORM.

SAFETY MINUTES:

IT WAS ON MOTION BY JERRY PARKIN, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE THE SAFETY MINUTES.

ENGINEERING/OPERATIONS REPORT:

The Borrowers Environmental Report will be presented at the March board meeting.

ELECTRICIAN SERVICES REPORT:

A discussion ensued.

OUTAGE REPORT:

A discussion ensued.

NEW MEMBERSHIPS:

IT WAS ON MOTION BY DARYL ERIKSEN, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE 16 NEW MEMBERSHIPS: 4-WELLS, NEVADA; 6-CARLIN, NEVADA; 3-WENDOVER, NEVADA; AND 3-WENDOVER, UT.

S.J. Smith asked to attend board courses in March. There were no objections.

An Executive Session was called.

As there was no further business to come before the board, the meeting adjourned at 4:30 p.m.

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