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MINUTES OF THE REGULAR BOARD MEETING OF THE BOARD OF DIRECTORS OF WELLS RURAL ELECTRIC COMPANY

September 15, 1995

The regular meeting of the Board of Directors of Wells Rural Electric Company was held in Wells, Nevada in the boardroom of the Wells office and called to order September 15, 1995 at 9:00 am. The meeting was presided over by President D. Vernon Dalton.

Directors present were: Gerald Anderson, D. Vernon Dalton, Daryl Eriksen, Robert Harris, Lois Nannini, Paul Neff, Jerry Parkin, S. J. Smith, and Mary Wright. Orlin Kidner and Vernon Scott were not present.

Staff members present were Daniel L. Kessler, Jr., General Manager; Clay R. Fitch, Manager of Finance/Administration and Warren Linnell, Manager of Engineering/Operation. Also present was Diane Griswold, Executive Secretary and Robert O. Vaughan, General Counsel.

APPROVAL OF MINUTES:

The minutes of the regular meeting of August 18, 1995 will stand approved as written.

ADDITIONS TO THE AGENDA:

There were no additions to the agenda.

Vernon congratulated the elected board members and welcomed Paul Neff to the Board of Directors.

BOARD ELECTION:

The board election took place on Friday, September 8, 1995, the Election Committee report is submitted by Cherie Aiazzi. There is a correction to the Election Committee report, Larry Parkin will be corrected to Jerry Parkin. Committee members were; Marie Johnston, Betty Wright, Mike Nannini, and Cherie Aiazzi. Bob Vaughan, Jannette L. McDonald, Sarah Lynn and Mary Zearing were also present. There were 738 ballots received; 7 ballots rejected for unable to identify the member, t ballots were unsigned, 0 ballots not enclosed, 9 duplicate ballots, and 1 voting error. Total ballots rejected were 24. Total ballots counted were 714.

Vote count as follows: Manni Khavari with 204 votes; Geoffrey Dahl with 217 votes; Jerry Parkin with 478 votes; Vernon Scott with 546 votes, Paul Neff with 383 votes, and Daryl Eriksen with 487 votes. Those elected were Jerry Parkin, Vernon Scott, Paul Neff and Daryl Eriksen. IT WAS ON MOTION BY ROBERT HARRIS, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE THE 1995 MEMBERS OF THE BOARD ELECTION.

BOARD RE-ORGANIZATION ELECTION:

An election was held by the board members fir board officers, Vernon Dalton was elected unanimously as President, Daryl Eriksen received the majority of votes for Vice-President. There was a run-off between Mary Wright and Lois Nannini for Secretary/Treasurer, with Mary Wright receiving the majority of the votes. It was a unanimous decision that Lois Nannini will be 1st Assistant Secretary/Treasurer, and Joe Smith will be 2nd Assistant Secretary/Treasurer. IT WAS ON MOTION BY

GERALD ANDERSON, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE THE 1995 BOARD OFFICERS.

Officers will meet following the September 15 1995 board meeting to appoint committees.

STUDIES UPDATE:

IRP Update: An executive summary of the IRP was handed out to the board for their review. The staff will review the study more in depth and will discuss recommendations during the October board meeting.

Bob Harris, Vernon Dalton, Dan Kessler and Warren Linnell reported meeting with Pioneer Electric in Greenville, Alabama on Monday, September 11, 1995 to discuss their water management services they provide to their member/owners. Reports were given by each.

It was recommended and approved to schedule a meeting with the City Manager and the Mayor of the City of Wells to discuss their water/waste-water efforts, where water/waste-water is headed and if Wells Rural Electric Company could be of assistance by providing engineering, mapping, and billing services. It was stressed to move slowly and investigate all areas of water/waste-water management.

A report on tele-communications was given by Clay and Dan. Don Angell and Clay visited Municipal Utility in Glasgow, Kentucky and discussed the possibilities of providing tele-communication services to WREC[**146**]'s member/owners. Topics discussed were; cable television, security systems, dispatch systems, internet, and telephone services.

Staff will continue investigating the possibilities of tele-communications and the benefits to WREC as well as our member/owners.

NCCU has discussed a merger with Nevada Community Federal Credit Union of Carson City. A members[**146**] meeting is scheduled Tuesday, September 26, 1995 at 6:00 pm at the NCCU office, all members[**146**] are urged to attend. The board received a legal opinion from Mr. Bob Vaughan regarding the lease agreement with the credit union. It was decided to grant the credit union three (3) years free rent in each of their offices, they will also continue to have access to our newsletter. IT WAS ON MOTION BY ROBERT HARRIS, SECONDED BY GERALD ANDERSON AND PASSED UNANIMOUSLY TO APPROVE THE LEASE AS OUTLINED.

A break recess was called at 10:45 am. The meeting was called back to order at 11:00 am.

Mr. Bob Vaughan discussed the letter sent to the board regarding his legal services. Mr. Vaughan made a recommendation of having Mr. Gary DiGrazia as a backup if for any reason, Mr. Vaughan could not continue legal services. It was decided to proceed as outlined in the letter to the board from Mr. Bob Vaughan, and evaluate the recommendation further. (Bob Vaughan left the meeting at this time).

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

The WREC Annual meeting is going well, we have a terrific meeting planned with a guest speaker, health fair, exhibits, etc.

The NREA Annual Meeting was held in Ely, Nevada. Dan reported. Mr. Dalton commended Dan for his job in the NREA organization.

Dan will be attending the Business Leaders Competitive Challenge meeting and dinner in Reno on September 21, 1995, and earlier in the day, a meeting with Sierra Pacific Power.

We received \$40,110.76 as our share of patronage capital from CFC. We also received a check from CADP for \$972.95 patronage capital retirement.

Reported donations made: WREC has donated a lamp to the Wells Booster Club for their Crab Feed. It was asked that Robert Harris to get five (5) gold "splatters" from Newmont Gold, each valued at under \$200.00. WREC will keep these on hand for different donations WREC makes. An equal donation was made to the Carlin Booster Club who is auctioning off a shot-gun at the end of the football season.

A new system peak of 91.25 mw was reported in September.

Ferris Brough (retired) and Lois Nannini will receive Director Certification at the Region IX Meeting. Information was given to Mrs. Nannini on the Region IX Meeting.

POWER SUPPLY:

An update on RUS regarding the Consolidated Agreement status was given. WREC deposited a \$34 million letter of credit in the safety deposit box at FIB. Newmont has provided WREC with a letter of credit for their Consolidated Agreement and expansion. Dan reported. We are awaiting approval from RUS. We have spoken with Dam Galodner, Deputy Administrator. RUS is awaiting written approval from FERC of the General Transfer Agreement between BPA and SPPCo.

The McNabb/UNR contracts have both been signed. Warren reported. There are two ranches that have no central station power. We will be meeting with SPPCo. An September 21,1995 regarding serving this area. Staff will report to the board at the October board meeting and propose an addition to the service area of approximately one (1) square mile to serve these ranches.

It was discussed that BPA will be implementing 4% increase in October 1995. It was recommended to increase Newmont[[#146]]s rates October 1, 1995 by 2.88% to absorb a portion of the 4% surcharge of other rate classes. IT WAS ON MOTION BY GERALD PARKIN, SECONDED BY JOE SMITH AND PASSED UNANIMOUSLY TO APPROVE THE 2.88% INCREASE OF NEWMONT[[#146]]S RATE OCTOBER 1, 1995.

SAFETY MINUTES:

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

REGULATORY/ENVIRONMENTAL REPORT:

Nothing was added to what was in the agenda.

BOARD COMMITTEE REPORTS:

There were no committees scheduled to meet.

Three committee meetings were scheduled for October 10, 1995. The Manger Appraisal will begin at 9:00 am, the Financial Advisory Committee will meet approximately at 11:00 am, and the Scholarship Committee is scheduled to meet at 1:00pm.

NEW MEMBERSHIPS:

IT WAS ON MOTION BY DARYL ERIKSEN, SECONDED BY JERRY PARKIN AND PASSED

UNANIMOUSLY TO APPROVE 87 NEW MEMBERSHIPS: 12-WELLS, 29-CARLIN, 22-WENDOVER, NV AND 24[[#150]]WENDOVER, UT.

OTHER BUSINESS:

There was no other business to discuss.

As there was no further business to come before the board, the meeting adjourned at 12:10 pm.

D. Vernon Dalton, President Mary A. Wright, Secretary

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