

HTML contains invalid UTF-8 character(s)**MINUTES OF THE REGULAR BOARD MEETING OF THE BOARD OF DIRECTORS OF
WELLS RURAL ELECTRIC COMPANY****MARCH 25, 1998**

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 Wednesday, March 25, 1998 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, Orlin Kidner, Lois Nannini, Paul Neff, Jerry Parkin, Vernon Scott, S. J. Smith and Mary Wright.

Staff members present were Daniel L. Kessler, Jr., Chief Executive Officer; Clay R. Fitch, Chief Financial Officer; Jim Su[[#146]]euga, Mgr. Marketing/Customer Service and Mike Cromie, Manager Electrical/Operations. Also present was Amanda Bourne, Executive Secretary and Don Angell, Engineering Consultant.

ACTION ITEMS:**APPROVAL OF MINUTES:**

The minutes of the regular meeting of February 18, 1998 were approved as written.

ADDITIONS TO AGENDA:

- WREC Survey
- Easement Quitclaim
- White Pine Power Project
- Doorknocker Policy

SAFETY FIRST VERSE:

Protect Yourself From Bloodborne Diseases: Avoid blood splashes in your eye, mouth, or other orifices. Handle sharp objects with extreme care. Wear protective gloves when caring for an injured individual.

EXECUTIVE SESSION:

An Executive Session was called to order at 9:10 am. The meeting was called back to order at 9:15 am.

MANAGER[[#146]]S REPORT:

A. *WREC History* - The board agreed to contact Mr. Rick Steber and Elaine Swanson regarding finishing our history of Wells Rural Electric Company

B. *Request for Proposal Natural Gas/Propane* - Don Angell and Dan discussed with the board the need for a consultant to develop a response to our Request for Proposal and analysis for natural gas/propane. The consultant will write a detailed business plan including a financial study and a business financing plan.

C. *1997 Audit* - Due to delays with Ernst & Young LLP., the 1997 audit will be presented at the April 17th board meeting.

D. *Operations/Engineering Two Year Work Plan* - The next matter to come before the meeting was the 1998 - 1999 Two Year Work Plan. The total for the work plan was \$1,999,953. After review of the document and presentation given by Warren Linnell and Mike Cromie, IT WAS ON MOTION BY DIRECTOR ROBERT HARRIS, SECONDED BY DIRECTOR JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE THE 1998 - 1999 CONSTRUCTION WORK PLAN AS PRESENTED.

1. RESOLVED, that the board of directors does approve the 1998 - 1999 Construction Work Plan, prepared by the WREC Engineering Department,

2. RESOLVED, that the Chief Executive Officer is authorized and directed to contract out the required work necessary to complete all construction within the planned construction period.

OTHER BUSINESS

Two surveys were handed out to the board for their review. The first was the 1998 Commercial/Industrial Key Accounts Survey and the second was the 1998 Consumer Attitude Survey. These will be discussed during the April board meeting.

Vernon Dalton signed an Easement Quitclaim sent by Mr. Bob Vaughan. This terminates the right-of-way as recorded January 15, 1980, in Book 312 of Official Records at Page 409, Elko County, Nevada, over a parcel of land described as SW **[[#188]]** of Section 9, Township 33 North, Range 70 East, MDB&M.

Dan reported a check in the amount of \$3,405.97 was received as final payment for funds in the White Pine Power Project. The White Pine Power Project was cancelled.

The next business to come before the board was the recommended changes in the doorknocker policy and practices. Dan and Clay reported on the current policy and the proposed changes. Changes to the policy will be effective May 1, 1998 with implementation of the first "Disconnect Notice" being mailed in June 1998. IT WAS ON MOTION BY DIRECTOR DARYL ERIKSEN, SECONDED BY DIRECTOR ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE RULE NO. 6 AS ATTACHED.

SAFETY MINUTES:

IT WAS ON MOTION BY DIRECTOR VERNON SCOTT, SECONDED BY DIRECTOR PAUL NEFF AND PASSED UNANIMOUSLY TO APPROVE THE SAFETY MINUTES AS WRITTEN.

NEW MEMBERSHIPS:

IT WAS ON MOTION BY DIRECTOR VERNON SCOTT, SECONDED BY DIRECTOR JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE 54 NEW MEMBERSHIPS AS REVIEWED: WELLS - 2; CARLIN - 9; WENDOVER, NV - 24; AND WENDOVER, UT - 19. (Attached to minutes)

INFORMATION ITEMS:

1. Studies Update

A. Strategic Plan - There was no additional information to discuss at this time. Strategic Planning will be held March 26th at 8:30 am in the board room with Mr. Martin Lowrey of NRECA.

B. Integrated Resource - This information was available in the FYI basket.

C. Outage Report - This information was available in the FYI basket.

D. Engineering Report - This was available in the FYI basket.

2. Manager[[#146]]s Report:

A. *De-regulation Game* - The board agreed to have Mr. John Sherer, a consultant from the Northwest conduct the "De-regulation Game" on Wednesday, April 29th at 8:30 am.

B. *1998 NRECA Annual Meeting* - Board and staff reported on the Annual Meeting which was held in Nashville, March 6th through the 11th. Dan will contact NRECA with regards to scheduling Ms. Allison Hamlund to instruct the Business Planning course at WREC, for those directors who have not yet attended.

C. *Touchstone Energy* - A discussion ensued on whether or not to join Touchstone Energy. It was decided to research Touchstone further before making a decision. Videos will be available at the April board meeting.

3. *Power Supply* - Don Angell presented the following power supply issues: Newmont Gold; BPA Pre-subscription; BPA Rate Case; BPA General Transfer Agreements; Simplot; NE Nevada Transmission; and Nevada PUC.

4. Other Business:

Mary Wright will be attending the NWPPA Annual Meeting in Reno, May 26 -29.

As there was no further business to come before the Board, the meeting was adjourned at 12:45 p.m.

D. Vernon Dalton, President Lois Nannini, Secretary/Treasurer

MINUTES OF THE REGULAR BOARD MEETING OF THE BOARD OF DIRECTORS OF QUANTUM RESOURCES, INC.

MARCH 25, 1998

The regular meeting of the Board of Directors of Quantum Resources, Inc. was held in Wells, Nevada in the Board Room of the Wells office and called to order Wednesday, March 25, 1998 at 2:25 p.m. The meeting was presided over by President D. Vernon Dalton.

Directors present were: Gerald Anderson, D. Vernon Dalton, Daryl Eriksen, Robert Harris, Orlin Kidner,

Lois Nannini, Paul Neff, Jerry Parkin, Vernon Scott, S. J. Smith and Mary Wright.

Staff members present were Daniel L. Kessler, Jr., Chief Executive Officer; and Clay R. Fitch, Chief Financial Officer. Also present was Amanda Bourne, Executive Secretary.

ACTION ITEMS:

APPROVAL OF MINUTES:

The minutes of the regular meeting of February 18, 1998 were approved as written.

ADDITIONS TO AGENDA:

There were no additions to the agenda.

EXECUTIVE SESSION

No executive session was held.

FINANCIAL REPORT:

Dan reported the financial report will be available at the April board meeting after the auditor[[#146]]s report. The complexity of the audit was discussed at this time.

OTHER BUSINESS:

As there was no further business to come before the board, the meeting was adjourned at 1:00 p.m.

D. Vernon Dalton, President Lois Nannini, Secretary/Treasurer

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