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

February 12, 1999

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 Friday, February 12, 1999 at 9:00 am. The meeting was presided over by Vice President Vernon Scott.

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

Staff members present were Daniel L. Kessler, Jr., Chief Executive Officer and Jim Su[[#146]]euga, Mgr. Marketing/Customer Services. Also present was Amanda Bourne, Executive Secretary and Don Angell, Engineering Consultant.

ACTION ITEMS:

APPROVAL OF MINUTES:

The minutes of the regular meeting of January 19, 1999 were approved as written.

ADDITIONS TO AGENDA:

There were no additions to the agenda.

SAFETY FIRST VERSE:

A good safety attitude is achieved through knowledge. Know all you can about the job you are doing and always practice safety first.

EXECUTIVE SESSION:

An executive session was not held.

MANAGER[[#146]]S REPORT:

RFP Proposal/Negotiations [[#150]] Dan and Don reported meeting with Dave Hedberg of CFC. Staff recommended having Dave Hedberg attend a board meeting to answer questions regarding the RFP. Don is preparing a Memo of Understanding. Dan, Clay and Don will be meeting with company attorney, Gary DiGrazia to discuss legal issues of the RFP. Discussion followed.

Due to a conflict of interest Daryl Eriksen excused himself from the RFP Proposal/Negotiations discussion.

Touchstone Energy [[#150]] Dan reported he has not heard back from Charles Glockner regarding the issue of the dues formula.

C. Wendover Medical Clinic **[[#150]]** Board and staff discussed making a donation to the new Wendover Clinic. It was agreed to postpone making a donation until further information was collected.

PSA Security Network **[[#150]]** FOLLOWING A DISCUSSION, IT WAS ON MOTION BY JERRY PARKIN, SECONDED BY GERALD ANDERSON AND PASSED UNANIMOUSLY TO APPROVE THE FOLLOWING PSA SECURITY NETWORK PERSONAL GUARANTEE.

The undersigned is a principal and/or officer of Wells Rural Electric Company ("Company") having an active account with PSA Security Network, and as such benefits directly from business done by the Company with PSA Security Network. In order to induce PSA Security Network to engage in and continue in business with the Company and to extend credit to the Company, the undersigned personally guarantees any and all accounts and obligations of the Company to PSA Security Network. In the event any action is taken or brought by PSA Security Network against the Company on an account or obligation guaranteed hereby or on the guarantee herein contained, the undersigned agrees to pay to PSA Security Network all costs of suit, expenses and reasonable attorney fees incurred by PSA Security Network in taking or bringing the action.

NRECA Donation **[[#150]]** NRECA has requested a donation to help fund the NRECA International Foundation, which provides support in bringing electricity to third world countries. Following a discussion, the board agreed to postpone making a donation until further information is obtained.

E. Scholarship Committee **[[#150]]** Committee Chairman, Orlin Kinder reported on the changes to Policy 9-1 (attached). IT WAS ON MOTION BY ORLIN KIDNER, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE THE PROPOSED CHANGES TO POLICY NO. 9-1 SCHOLARSHIP PROGRAM.

SAFETY MINUTES:

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

NEW MEMBERSHIPS:

IT WAS ON MOTION BY GERALD ANDERSON, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE 32 NEW MEMBERSHIPS AS REVIEWED: WELLS **[[#150]]** 1; CARLIN **[[#150]]** 13; WENDOVER, NV **[[#150]]** 11; AND WENDOVER, UT **[[#150]]** 7.

INFORMATION ITEMS:

Studies Update:

Strategic Plan **[[#150]]** Dan reported.

Integrated Resource **[[#150]]** This information was mailed with the agenda.

Outage Report **[[#150]]** This information was mailed with the agenda.

Engineering Report **[[#150]]** This information was mailed with the agenda.

Manager **[[#146]]**'s Report:

BPA Dam Removal **[[#150]]** Staff and board held a discussion.

WREC Web Page **[[#150]]** An Internet presentation was given to the board and the WREC Web Page was viewed.

Grassroots **[[#150]]** Dan reported he was informed by Mary Conley of Senator Reid **[[#146]]**'s office that Senator Reid would be unavailable for a meeting until summer. The board agreed the grassroots program needs to be started as soon as possible. Staff will begin putting together an agenda for the grassroots meeting.

Hydro Report **[[#150]]** Mike Cromie gave an annual Hydro Report and a Power Point presentation.

Power Supply:

Don Angell gave a report on the following: BPA Subscription, Nevada Restructuring, and Wendover Power Factor.

OTHER BUSINESS:

As there was no further business to come before the board, the meeting was adjourned at 11:35 am.

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

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

February 12, 1999

The regular meeting of the Board of Directors of Quantum Resources, Inc. was held in Wells, Nevada in the Boardroom of the Wells office and called to order Friday, February 12, 1999 at 11:37 am. The meeting was presided over by Vice President Vernon Scott.

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

Staff members present were Daniel L. Kessler, Jr., Chief Executive Officer. Also present was Amanda Bourne, Executive Secretary.

ACTION ITEMS:

The minutes of the regular meeting of January 19, 1999 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 auditors would have a detailed reported for the board in April.

Dan gave an update for the Electrical Division and Service Division.

OTHER BUSINESS:

As there was no further business to come before the board, the meeting was adjourned at 11:48 pm.

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

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