

HTML contains invalid UTF-8 character(s)**MINUTES OF THE REGULAR BOARD MEETING
OF THE BOARD OF DIRECTORS OF
WELLS RURAL ELECTRIC COMPANY****December 21, 2001**

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, December 21, 2001 at 9:00 am. The meeting was presided over by President D. Vernon Dalton.

Directors present were: Gerald Anderson, D. Vernon Dalton, Scott Egbert, Robert Harris Orlin Kidner, Paul Neff, Jerry Parkin, S. J. Smith, and Howard Wright. Lois Nannini and Mary Wright were absent.

Staff members present were Clay R. Fitch, Chief Executive Officer. Also present was Amanda Moffitt, Executive Secretary.

ACTION ITEMS:**APPROVAL OF MINUTES:**

The minutes of the regular meeting of November 16, 2001 were approved as written.

ADDITIONS TO AGENDA:

There were no objections to add the following:

- CFC Donation
- Workman[[#146]]s Compensation Insurance
- Change February board meeting
- NRECA[[#146]]s Directors Conference

SAFETY FIRST VERSE: Frost, ice and snow on steps, walkways and scaffolding increase the chances of falling [[#150]] be careful!

ACTION ITEM REPORT:

General Liability and Property Insurance [[#150]] IT WAS ON MOTION BY GERALD ANDERSON, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE ACCEPTING FEDERATED INSURANCE[[#146]]S BID FOR GENERAL LIABILITY AND PROPERTY INSURANCE.

Workman[[#146]]s Compensation Insurance [[#150]] Clay reported receiving bids from four insurance companies and handed out an overview of the bids. Following a discussion, IT WAS ON MOTION BY S.J. SMITH, SECONDED BY JERRY PARKIN AND PASSED UNANIMOUSLY TO APPROVE THE COMMERCIAL AND CASUALTY INSURANCE COMPANY[[#146]]S BID FOR WORKMAN[[#146]]S COMPENSATION INSURANCE.

CFC Donation Request [[#150]] Clay read a letter from Consumer Owned Energy Foundation, founded by Cooperative Finance Corporation, asking for a donation to support assisting and promoting new

energy cooperatives and to increase new cooperative development. Following a discussion, IT WAS ON MOTION BY S.J. SMITH, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO ACCEPT THE LETTER AS INFORMATION.

Policy 7-2 **[[#150]]** IT WAS ON MOTION BY JERRY PARKIN, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE THE PROPOSED CHANGES TO POLICY 7-2.

Strategic Plan and Guidelines for CEO **[[#150]]** IT WAS ON MOTION BY S. J. SMITH, SECONDED BY ORLIN KIDNER AND PASSED UNANIMOUSLY TO APPROVE THE STRATEGIC PLAN AS WRITTEN BY GREG BOUDREAUX. The Guidelines for CEO will be discussed when additional information is gathered.

Vacation Request for CEO **[[#150]]** Clay made a request to be paid for unused vacation due to a family medical issue. IT WAS ON MOTION BY HOWARD WRIGHT, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE PAYING CEO, CLAY FITCH FOR UNUSED VACATION.

Scott Egbert came into the meeting.

Capital Credit Retirement **[[#150]]** IT WAS ON MOTION BY S. J. SMITH, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE RETIRING \$590,088 IN CAPITAL CREDITS.

Write-Off List **[[#150]]** The board reviewed the Write-Off List for 2001. Following a discussion, IT WAS ON MOTION BY S.J. SMITH, SECONDED BY GERALD ANDERSON AND PASSED UNANIMOUSLY TO APPROVE THE WRITE-OFF AMOUNT OF \$18,735.00.

SAFETY MINUTES: IT WAS ON MOTION BY GERALD ANDERSON, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE THE SAFETY MINUTES AS PRESENTED.

NEW MEMBERSHIPS: IT WAS ON MOTION BY GERALD ANDERSON, SECONDED BY ROBERT HARRIS AND PASSED UNANIMOUSLY TO APPROVE 26 NEW MEMBERSHIPS AS REVIEWED: WELLS **[[#150]]** 3; CARLIN **[[#150]]** 3 WENDOVER, NV **[[#150]]** 15 ND WENDOVER, UT **[[#150]]** 5

INFORMATIONAL ITEMS:

DEPARTMENT OR OTHER REPORTS

The following reports were included as information in the agenda:

- Outage
- Finance and Administration
- Member Services
- Operations
- Office Services
- Diversified Services
- Integrated Resources
- Member Information Systems

POWER SUPPLY - The Power Supply report was included in the agenda.

BOARD REPORTS

No reports were made.

CEO[[#146]]S REPORT:

The following reports were included in the agenda:

Key Accounts [[#150]] This report was included in the agenda.

NRECA Annual Meeting [[#150]] An agenda was handed out to the board.

Update of Articles of Incorporation [[#150]] Clay handed out an update of the Articles of Incorporation.

EXECUTIVE SESSION:

An executive session was not held.

OTHER BUSINESS

Scholarship Policy [[#150]] Clay reminded the board of the need to evaluate the existing Scholarship Policy. It was recommended to hold a Scholarship Committee Meeting with the Next Dollar Foundation to discuss scholarship options. It was the consensus of the board for Orlin Kidner to remain as chairperson on the committee. The Next Dollar Foundation will be contacted to set a date for the meeting.

President Dalton asked the board for their approval of serving on a panel to draft a presentation to inform cooperative boards of the hazards of forming subsidiaries.

President Dalton handed out the following plaques for service awards: Jerry Parkin for 5 terms; Paul Neff for 2 terms and to the retired directors; Vernon Scott for 7 terms and Daryl Eriksen for 8 terms.

There was no further business discussed.

As there was no further information to discuss, the meeting was adjourned at 12:16 pm.

D. Vernon Dalton, President

Lois Nannini, Secretary/Treasurer

mPDF error: