

REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

THE WELLS RURAL ELECTRIC.

A regular meeting of the board of directors of the Wells Rural Electric was held on October 21st, 1960 at the Wagon Wheel Hotel, in the City of Wells, Count of Elko, State of Nevada at 7.35 PM, O'Clock,

The meeting was called to order by Robert R. Wright, President who presided and Charles C. Read acted as secretary of the meeting.

Upon calling the roll the secretary reported that the following directors were present. ART GROCK, JOHN MOSCHETTI, HERBERT UHLIG, VERNON DALTON, BLAINE SHARP, ROBERT R WRIGHT, CHARLES C READ, HERBERT UHLIG, EYER BOIES. being all the directros except ROGER SMITH AND CHARLES BALLEW.

Meeting was called to order to by Robert Wright and he welcomed Art Grock and John Moschetti as new members on the board.

New board members were appointed to the following terms.

Herbert Uhlig	3 year term
Vernon Dalton	3 year term
Blain Sharp	3 year term
John Moschetti	3 year term
Art Grock	2 year term.

Report from Wendover by letter stating that the current terms of sale would be \$170,000.00 for assets of company with two autos reserved.

Associated Engineers donated present to be given away by draw, James Ballard won the draw.

Discussion held on the bill presented by Associated Engineers totaling \$19,746.59. It was agreed to reduce this bill at the present time by the following amounts.

\$910.76	Contract Study.
2,033.58	Acquisition study
3,028.28	Special Permits.

Payment of \$13,773.97 to Associated ~~Engineers~~ Engineers was approved.

Annual election of officers for the Board of Directors was held and the following were elected.

ROBERT R WRIGHT, ~~President~~ Chairman
James L Ballard, Vice Chairman
John Moschetti, Sec- Treasurer
Charles Read, Assistant Secretary.

Robert R Wright explained that he had called Washington and Talked to Schult, and Arn, about having a replacement for Harold Dangerfield, REA Division Engineer.

George Blackett reported that Harold Dangerfield requested the Board advised that he, (Dangerfield) felt that John Murphy was not qualified to carry on the duties he is performing on the B^Assick Contract.

After much discussion the following resolution was unanimously adotped.

RESOLVED. That the Board of Directors of the WELLS RURAL ELECTRIC COMPANY request REA to remove Harold Dangerfield, REA Field Engineer, from supervision of projects under construction by Wells Rural Electric, We Believe that Mr. Dangerfield has lost the confidence of the Board, the Contactro and resident engineering staff to the extent that his further presence on the project endangers its completion to the satisfaction of all concerned. Mr. Dangerfield has deomonstrated animosity toward the Board, the Contractor's staff and the engineering staff that precludes his further usefulness in any manner that would require the cooperation of the parties concerned

Letter of resignation from Director Charles Ballew was read by Bob Wright, and the following resolution was unanimously adopted.

RESOLVED That Ballew's resignation be accepted with a vote of thanks for his work on the board.

Bob Wright appointed Vernon Dalton to contact Clarence Swett and ask him to fill the unexpired term of Director Charles Ballew and that if he declines the job then to contact Matt Smith.

It was adopted by a unanimous vote that we try a promotion scheme for December 1960 as outlined by Geo Blackett. A copy of this scheme is at the office.

The following resolution was adopted by a unanimous vote.

RESOLVED: That a vote of confidence be given to Resident Engineer Francis Murphy and Danny Bassick, line foreman.

The following resolution was adopted by unanimous vote.

RESOLVED THAT George ~~Blax~~ Blackett visit Twin Falls Division of Idaho Power Company at his earliest convenience.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried the meeting was adjourned.

I, the undersigned, the duly appointed assistant Secretary of the Corporation do hereby certify that the within and foregoing are the minutes of the Board of Directors meeting held on the 21st day of October, 1960.

C. C. Read, Acting Secretary.

APPROVED.

EXHIBIT "A"

A discussion was had concerning the action of the Board of Directors in increasing the board from Nine (9) to Eleven (11) members, and setting the terms of office of all directors, It was explained by counsel for the Cooperative that such a change required an amendment to the Articles of Incorporation, which could only be done by the members adopting the resolutions passed by the Board of Directors on the subject. On motion duly made and seconded, it was unanimously:

RESOLVED: That it is advisable for the corporation to amend its Articles of Incorporation so as to change the number of Directors from nine (9) to eleven (11), and setting the terms of office of all directors.

BE IT FURTHER RESOLVED: That ARTICLE VI of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by deletion of the original ARTICLE VI and by substitution thereof of ARTICLE VI as follows:

"ARTICLE VI

That the corporate powers of the corporation shall be vested in a board of eleven (11) Directors, and that directors shall hold office for a term of three years, except, that to provide for election of only a portion of the board members each year and for continuity of a portion of the board, the schedule of terms as set out in ARTICLE VII shall be followed. Directors shall be elected by popular vote of the members of the corporation at the annual meeting of said members."

BE IT FURTHER RESOLVED: That ARTICLE VII of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by deletion of the original ARTICLE VII and by substitution thereof of ARTICLE VII as follows:

"ARTICLE VII

That Directors shall hold office for the terms for which they are elected, and until their successors shall have been elected and shall have accepted office. That the names and residences of the persons who are to act in the capacity of the First Board of Directors, and as Directors for the terms indicated are as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES AT ANNUAL MEETING OF:</u>
Robert R. Wright	Clover Valley, Nevada	1962
Charles C. Read	Wells, Nevada	1962
Roger Smith	Arthur, Nevada	1962
James L. Ballard	Clover Valley, Nevada	1961
James B. Wines*	Arthur, Nevada	1961
Charles J. Ballew	Wells, Nevada	1961
Vernon Dalton	Clover Valley, Nevada	1960
Blaine Sharp	Arthur, Nevada	1960
Herbert M. Uhlig	Metropolis, Nevada	1960

*(Upon the death of James B. Wines, Eyer H. Boies of Contact, Nevada was appointed to fill the vacancy for the balance of the terms.)

That at the annual meeting in the year 1960, five directors shall be elected, four for a term expiring at the annual meeting of 1963 and one for a term expiring at the annual meeting of 1962. The Board of Directors shall determine which person elected at the annual meeting, 1960 shall serve the two year term. Thereafter either four or three directors shall be elected at each annual meeting in accordance with the terms expiring."

BE IT FURTHER RESOLVED: That these resolutions and particularly the proposed amendments to the Articles of Incorporation be submitted to a vote of the members of the corporation entitled to vote thereon at a regular meeting to be held at 2:00 o'clock P.M., on the 8th day of October, 1960, at the Wells High School Auditorium in the City of Wells, County of Elko, State of Nevada, and the Secretary is hereby directed to give notice thereof or secure consent to said meeting, as required by law.

BE IT FURTHER RESOLVED: That the President and the Secretary of this corporation be, and they hereby are, authorized and directed to make, execute, and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolutions, and to cause such certificate to be filed and recorded in the manner required by law.

SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WELLS RURAL ELECTRIC CO.

A special meeting of the board of directors of the Wells Rural Electric was held on October 8th, 1960 at the Wells High School, in the City of Wells, State of Nevada at 1.45 PM O'Clock, pursuant to waiver of notice signed by all the directors of the cooperative.

The meeting was called to order by Robert R Wright, President, who presided and Charles J Ballew, acted as secretary of the meeting.

Upon calling the roll the secretary reported that the following directors were present: CHARLES J BALLEW, JAMES L BALIARD, VERNON DALTON, ROGER SMITH, HERBERT UHLIG, CHARLES C READ, ROBERT R WRIGHT, EYER BOIES., said persons being all of the directors except Blaine Sharp.

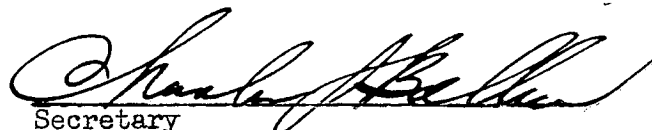
The chairman directed the secretary to annex to the minutes of this meeting the waiver of notice thereof.

After consideration and discussion it was moved, seconded and unaimously approved and the following resolution was adopted.

RESOLVED: That section 7 of article 2 of the by-laws be changed to read that 5% of the members constituted a quorum.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried the meeting adjourned.

I, the undersigned, the duly elected and acting Secretary of the Corporation do hereby certify that the within and foregoing are the minutes of the Board of Directors meeting held on the 8th day of October 1960.


Secretary

APPROVED

PRESIDENT

