

Washington Electric Cooperative, Inc.

Board of Trustees Minutes

January 25, 2018

The Board of Trustees of Washington Electric Cooperative, Inc., met in regular session on Thursday, January 25, 2018. Chairman Paul Fleeman called the meeting to order at 9:00 a.m., in the Cooperative's meeting room at 440 Highland Ridge Rd., Marietta, Ohio. Trustees answering the roll call were Paul Fleeman, William Bowersock, Gale DePuy, Betty Martin, Brent Smith, Shawn Ray and Larry Ullman. General Manager/CEO Jack Bragg, Jr., Jennifer Greene, Allen Casto, Dean McMahan, and attorney Dan Fouss were also in attendance.

Ullman moved to accept the minutes of the December 28, 2017, WEC board meeting. Martin seconded the motion. Motion carried.

Bowersock moved to accept the reports of capital credit estate retirements, new members of the Cooperative and the December 2017 safety report as presented by Bragg. Smith seconded the motion; motion passed.

Attorney Dan Fouss led a discussion of the Conflict of Interest Policy (207) explaining the requirements of the policy and the duties of the trustees and key staff to be compliant with the policy. At the conclusion of the discussion, each trustee and applicable staff member completed a Conflict of Interest and Disclosure Form.

DePuy moved to accept the unaudited November 2017 financial report as presented by Director of Finance and Administration Dean McMahan. Ray seconded the motion. Motion passed.

Bragg reviewed the Nominating Committee process that will occur on February 5, 2018 at 10:30 a.m. to review the candidates interested in running for the board position. Notices have been sent to the volunteers informing them of the time for the meeting.

Bragg reported on the following meetings and topics:

- NRECA Annual Meeting February 25-28.
- Ohio Electric Cooperative's Winter Meeting February 12-13 at the Embassy Suites in Dublin.
- Report on the visit from Winston Tan of In-Tandem to review with staff the positions in the cooperative so that subsequently he can objectively determine the market for each position and develop a fair and comprehensive compensation plan.
- Upcoming training to be provided at OEC including NRECA and CFC courses available for the director education program.

Bragg discussed the right of way programs and pole checking that will occur in 2018 and the timing of bids. Casto gave a brief overview of the activities in Technology including the outage management system, the connectivity tree, and the automated work management system. Greene provided an update on the marketing activities particularly an additional digital campaign to promote adoption of SmartHub and the general programs available from OEC which we have been taking advantage of. Greene also reminded the board that the 2018 WECI Annual Meeting will occur on Thursday, May 17 at the WECI headquarters.

Depuy and Bowersock were presented with their Director Gold credential as issued by the NRECA.

At 11:08 a.m. on the motion of DePuy and seconded by Martin , the Board entered Executive Session for discussion. At 11:57 a.m. the Board exited Executive Session on the motion of Ray and a second by Smith.

The next WEC Board Meeting will be conducted on Thursday, February 22, 2018, beginning at 9 a.m.

DePuy moved to adjourn. Ullman seconded the motion. Motion passed. Adjournment was at 11:58 a.m.

Chairman

Secretary