

# **Washington Electric Cooperative, Inc.**

## **Board of Trustees Minutes**

**May 22, 2018**

The Board of Trustees of Washington Electric Cooperative, Inc., met in regular session on Tuesday, May 22, 2018. Chairman Paul Fleeman called the meeting to order at 9:00 a.m., in the Cooperative's board room at 440 Highland Ridge Rd., Marietta, Ohio. Trustees answering the roll call were Paul Fleeman, William Bowersock, Gale DePuy, Betty Martin, Shawn Ray, Brent Smith, and Larry Ullman. General Manager/CEO Jack Bragg, Jr., Jennifer Greene, Allen Casto, and Dean McMahan were also present.

Chairman Fleeman transferred control of the meeting to Acting Chairman Bragg. The re-organization of the Board was the first item of business brought forth. Bragg asked for nominations for the office of chairperson. DePuy nominated Paul Fleeman, seconded by Smith. Ullman moved that nominations be closed; seconded by Ray. Motion passed. Paul Fleeman was elected chairman of the board by unanimous consent. Bragg asked Fleeman to assume the duties of the chair.

Chairman Fleeman asked for nominations for the office of vice-chairperson. DePuy nominated Ullman, seconded by Ray. Smith moved to close nominations, seconded by Ray. Larry Ullman was elected vice-chairman of the board by unanimous consent.

Chairman Fleeman reminded the board that it was previously decided not to fill the office of second vice chairperson since it was not an office held on most cooperative boards.

Chairman Fleeman asked for nominations for the office of secretary-treasurer. Bowersock nominated Betty Martin seconded by Ray. Ullman moved that nominations be closed. Smith seconded the motion. Motion passed. Betty Martin was elected the secretary-treasurer of the board by unanimous consent.

Chairman Fleeman asked for nominations for the office of assistant secretary-treasurer. Ullman nominated Gale DePuy, seconded by Martin. Smith moved that nominations be closed. Ray seconded the motion. Motion passed. DePuy was elected the assistant secretary-treasurer of the board by unanimous consent.

Ray moved to accept the minutes of the April 30, 2018, WEC board meeting. Martin seconded the motion. Motion carried.

DePuy moved to accept the reports of capital credit estate retirements, new members of the Cooperative and the April 2018 safety report as presented by Bragg. Ullman seconded the motion; motion passed.

Smith moved to accept the unaudited March 2018 financial report as presented by Director of Finance and Administration Dean McMahan. Martin seconded the motion. Motion passed.

Also discussed was the accounting treatment of the significant investment in plant due to the substation construction and the continued improvements in the distribution system. Particularly discussed was the movement of these transactions on the balance sheet and the effect on the equity percentage of the cooperative.

Jennifer Greene, Director of Marketing and Member Services, provided a review of the Annual Meeting held at the WECl facilities on May 17. The meeting was prepared for while the crews were busy working a major outage and the remaining staff completed all of the necessary tasks. Greene reported it was well attended, received few negative comments, approximately 20% of the membership participated in the mail-in balloting conducted by Survey and Ballot Systems. Overall the meeting went extremely well and the staff did a great job in preparing and conducting the meeting.

Bragg reported on the following meetings and topics:

- OUPS meeting at the WECl facility on May 3.
- Update on the South Olive substation construction.
- Buckeye Power board meeting on May 14.
- Attendance at the Spring Manager's Meeting in Columbus on May 9-11.
- Participation in the ACRE and OEC PAC drives.
- Discussion of the Rouse substation property potential purchase and the request for the appraiser of the property to consider other relevant comparable sales in the area particularly the AEP purchase of the Lamping Switch Station site. The subject property is owned by trustee Ullman.

Betty Martin provided a report on the OREC meeting on May 14.

In other reports, Bragg provided an operations and engineering department update including a recap of the prior week storm that required three days to clean up. Two outside crews from Guernsey-Muskingum Electric Cooperative were utilized along with a contract crew from New River, WECl's contractor. Casto gave an update on technology and metering.

Martin was presented her Director's Gold Certificate earned from the completion of a battery of training classes sponsored by NRECA.

The next WEC Board Meeting will be conducted on Thursday, June 28, 2018, beginning at 9 a.m.

Martin moved to adjourn. DePuy seconded the motion. Motion passed. Adjournment was at 11:10 a.m.

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Chairman

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Secretary