

**Minutes of Regular Meeting of the  
Board of Directors of  
Utilities District of Western Indiana REMC**

**April 23, 2018**

The regular meeting of the Board of Directors of the Utilities District of Western Indiana Rural Electric Membership Corporation was held at the office of the Corporation, Bloomfield, Indiana, at 6:30 p.m. on April 23, 2018

The meeting was called to order by President Michael Williams followed by the invocation given by David Burger.

The following Directors were in attendance:

Dax Collins	Sophie Haywood	John Royal
David Burger	Ronald Thompson	James A. Jackson
Todd Carpenter	Michael E. Williams	

Attendees:

Members of Management: Doug Childs (CEO), Kim Todd, Shane Smith, and Michael Sullivan  
Staff: Amanda Graves

Other: Amanda Craft

Members/Media: Genie Bowers, Scott Sargent, Jeff Ryser, and Patti Danner (Greene County Daily World)

Mr. Williams called for any additions or corrections to the meeting agenda. Hearing none, a motion was made by Ron Thompson to approve, James Jackson seconded, and all approved.

Mr. Williams called for any additions or corrections to the minutes of the March 26, 2018 regular board meeting. Hearing none, a motion was made by David Burger to approve the minutes as written, Dax Collins seconded, and all approved.

The Board reviewed the minutes of the April 14, 2018 Annual Meeting of the Members and did not call for any additions or corrections. The minutes will be put forth at the 2019 Annual Meeting of the Members for approval at that time.

Mr. Williams called for any additions or corrections to the minutes of the April 14, 2018 Annual Reorganization Meeting of the Board of Directors. Hearing none, a motion was made by John Royal to approve the minutes as written, Dax Collins seconded, and all approved.

Chris Blunk and Bob Richhart gave a presentation titled Safe by Choice that promotes safety culture and going from "good" to "great". They want to help UDWI build a culture that transcends safety and works at being proactive in preventing accidents. Shane Smith stated we have already started using the Hoosier Energy Safety Academy, which is free to members, and it is going well.

Michael Sullivan, Acting CFO, presented the Financial Reports for March 2018 and the first quarter Community Fund Statement, Capital Budget, and Variance Report which reviewed the difference between budget to actual expenses for the year. A motion was made by Ron Thompson to approve the Treasurer's Report, Dax Collins seconded, and all approved.

Mr. Sullivan brought forth a resolution to adopt the 125 plan. Todd Carpenter made a motion to approve, Sophie Haywood seconded, and all approved.

Mr. Sullivan requested board action to change check signers for Crane Credit Union with the appointment of a new Board President and Treasurer. Dax Collins made a motion to approve, John Royal seconded, and all approved.

Kim Todd, Director of Member Services, updated the board on the Annual meeting from April 14, 2018. At the March 26<sup>th</sup> board meeting three member's names were given to be on the Election Committee contingent on their approval (Jimmie Hubbell, Evelyn Robbins, and Dave Bailey). Upon being contacted, Ms. Robbins nor Mr. Bailey were able to commit. Mr. Childs, Ms. Todd, and Ms. Graves contacted other members and were able to provide Genie Bowers and Donald O. Prow as possible committee members via email to the full board. 6 of the 7 board members responded approving Ms. Bowers and Mr. Prow to also be on the Election Committee with Mr. Hubbell.

Ms. Todd also reported that the bulk of the ballots cast were mail-in, 2,453. 462 members voted on-line and 48 on-site for a total of 2,963. She is also considering ways of promoting on-line voting for next year. Ms. Todd states that UDWI only paid for the ballots that were returned via mail and had filed for a QBRM with the post office that lowered the rate to \$0.50 per return envelope.

Last year's annual meeting was \$128,722.73 and, in the end, we have spent less than \$36,000. Ms. Todd suggested changes for the board to consider for next year.

- Not renting such a large venue – having it at the office.
- Having the meeting on a different day, later in April.
- Reduce pre-meeting window time to one hour.
- Having it on an evening during the week.

Shane Smith, Chief of Operations and Engineering, reported on efforts being made to replace fuel pumps. He is working with three different companies to design and do the work.

Mr. Smith made the board aware of a company that has reached out to UDWI to rent the property across the road from the office for \$1,000 for 30 days. They will be using it while repaving the bridge. Mr. Williams is concerned of the public's perception that a new building is being constructed. Mr. Collins and Mr. Royal see it as an opportunity to get a little more money and be able to open up conversation with members if they are contacted. The board proposed to ask \$2,500.

Mr. Smith reviewed the outage report and commended the work that was done during the outages at the beginning of April.

Mr. Williams proposed reaching out to FedEx and UPS regarding parking at our facility.

Mr. Smith will set up Directors with Intro to Coops and Intro to Hoosier Energy training through the Hoosier Energy Cooperative Academy.

Doug Childs, CEO, discussed Crossroads Café coming to the board needing to upgrade their septic system and wanting to buy some land in the back of the restaurant. The board was presented appraisal reports and recommended value of the land. Mr. Childs wants to see if the

property line can be squared up and documents drawn up at their expense to prepare. Motion to authorize Management to proceed with the potential sale of the property made by John Royal and seconded by Dave Burger. Todd Carpenter recused himself as the owners of Crossroads are clients/friends of his. All other board members approved.

Mr. Childs proposed date changes for upcoming board meetings. May 28<sup>th</sup> is Memorial Day and recommends moving to May 21<sup>st</sup>. Mr. Childs and Mr. Williams will be unable to attend June 25<sup>th</sup> and recommends moving to June 18<sup>th</sup>. Dax Collins motioned for approval of both date changes, Dave Burger seconded, and all approved.

Mr. Childs reports weather is still slowing down HHM's progress but that they have started spraying again. There is a board meeting scheduled for April 25<sup>th</sup> and they will be trying to encourage higher production. Mr. Childs states we are also talking to other potential vendors to get bids on vegetation management.

Mr. Childs informed the board that every Tuesday following a board meeting, Management has an all-employee meeting updating personnel on what happened at the board meeting. Mr. Williams will attend tomorrow's meeting to meet everyone. UDWI is also having an Employee Appreciation Day on May 4<sup>th</sup>. Jared Pyne offered to grill out. The cooperative is making an effort to get everyone together.

Scott Rolen has a baseball complex and one of the diamonds is set up for children with special needs. Mr. Childs reports our linemen have helped set some poles for lighting the field. Mr. Smith, Ms. Todd, and Mr. Childs have been discussing beginning a very modest public service initiative to help the community. He states UDWI would like to start helping the community without taking money from the members or hurting production/reliability.

Board Policy No. 200.2, Board of Directors and Officers Code of Ethics, was presented to the Directors for review along with Appendix A, Conflict of Interest Certification and Disclosure Form. Mr. Childs states this should be done once a year and will have available to be filled out for the next meeting.

Ms. Graves handed out a list of UDWI Board Committees to be appointed. The Audit Committee had already been filled at the Reorganization Meeting April 14<sup>th</sup> with Dave Burger, Todd Carpenter, and Dax Collins. Other Committees are as follows:

Building and Equipment: James Jackson, John Royal, and Ron Thompson

Budget: Dave Burger, Dax Collins, and Mike Williams

Bylaws & Policy: Sophie Haywood, Ron Thompson, and Mike Williams

Member Relations: Dave Burger, Sophie Haywood, and John Royal

The Community Fund Committee currently has three vacancies and new nominees are needed for this position. Genie Bowers displayed interest when asked if she would be available. Mr. Burger and Mr. Thompson stated they may have some names of people that also may be interested.

The board was presented with, and reviewed, the bylaw and policy revisions needed to change the resolution approved at the February 19, 2018 board meeting. Mr. Royal questioned Appendix A.2.v. stating "Local meetings of associated organizations (Indiana Electric Cooperatives, National Rural Electric Cooperative Association, and others)." After discussion,

Mr. Williams made a motion to approve with the removal of “(Indiana Electric Cooperatives, National Rural Electric Cooperative Association, and others)” by roll call vote. Ms. Graves announced each directors name for their vote, and all approved.

UDWI annual board training was discussed for possible dates in May, but after discussion it will be pushed off to June with UDWI looking to find someone to provide the training and to see if it will count towards potential accreditation.

There being no further business to come before the meeting, Dave Burger motioned to adjourn, Dax Collins seconded, and all approved. Mr. Williams adjourned the meeting at approximately 8:30 p.m.

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Sophie Haywood, Secretary

APPROVED:

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Michael Williams, President