

**Minutes of Regular Meeting of the
Board of Directors of
Utilities District of Western Indiana R.E.M.C.**

December 18, 2017

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 December 18, 2017.

The meeting was called to order by President Ron Thompson followed by the invocation given by CEO Doug Childs.

The following Directors were in attendance:

David Burger	James Jackson	Roger Shake
Todd Carpenter	Jack Norris	Ronald Thompson
	John Royal	William Watkins

Also present were Doug Childs, CEO; Joe Boone, Interim HR Manager; Shane Smith, Manager of Operations and Engineering; Michael Sullivan, Accountant; Connie Huffine, Executive Assistant; Kim Todd, Manager of Office Services; Amanda Craft, Communications Consultant; Scott Carmichael, John Coleman, Dax Collins, Jeff Doris, Scott Richards, Jeff Ryser, James Shields, Mike Williams, members of the cooperative; Patti Danner, Greene County Daily World; Brian Powell and Sara Wittmeyer, WTIU.

Mr. Thompson asked if there were any additions or corrections to the meeting agenda. Hearing none, a motion was made by Roger Shake to approve, Jack Norris seconded, and the motion carried unanimously.

Mr. Thompson called for additions or corrections to the minutes of the November 27, 2017, regular board meeting. Hearing none, a motion was made by Jim Jackson to approve the minutes as written, Todd Carpenter seconded, and the motion carried.

Mr. Thompson welcomed everyone to the meeting and called on each member to voice any questions or concerns they would like addressed. The following questions/comments were raised:

- Recommendations were made that the Board rotate auditors every 2 to 3 years and that there should be legislation that all REMC's be audited by the Indiana State Board of Accounts.
- Why do members have to notify UDWI in advance in order to come to a board meeting?
- Where can Questions and Answers and board minutes be found on UDWI's web site?
- Why can't board meetings be recorded?
- UDWI should consider posting audio recordings of board meetings.
- Has Duke Energy ever contacted UDWI expressing an interest in becoming UDWI's wholesale provider?

- Do any board members receive compensation from Hoosier Energy?
- Is there a way to find out board compensation and rates?
- Clarification on board compensation and insurance.
- Why is Board compensated for insurance when not taking insurance?
- Whose decision was it not to release the findings of Phase I?
- Get rid of lifetime insurance for CEO.
- Could members have a flat rate with variations?
- Would like to see board compensation cut way back.

Mr. Thompson and members of the Board then offered brief responses to these topics.

Michael Sullivan presented the Treasurer's report for the eleven months ended November 30, 2017, Statement of Operations for the eleven months ended November 30, 2017, and Balance Sheet for November 2017. A motion was made by John Royal to accept the reports as presented, Roger Shake seconded, and the motion carried unanimously.

Write-off of uncollectible accounts in the amount of \$17,560.14 was presented to the Board by Kim Todd for approval. A motion was made by Roger Shake to approve the write-off, Bill Watkins seconded, and the motion carried unanimously. (Attachment A)

Ms. Todd provided a proposal to stop accepting American Express and Discover credit cards for bill payments due to high transaction fees and asked for Board's support on this proposal. The Board did not raise any objections to this proposal. Kim stated that MasterCard and Visa credit cards will continue to be accepted. Members currently paying with American Express and Discover cards will be notified three months in advance to choose an alternate method of payment.

CEO Childs provided a proposal to offer a \$2.00 monthly bill credit to members opting to pay their electric bill with E-billing and bank draft. E-billing with bank draft helps lower costs by eliminating the need for paper bills, saves processing time, and is environmentally friendly. Further discussion on this proposal along with revising Appendix B – Schedule of Charges, will be presented for board action at the January meeting.

Ms. Todd reported that the amended Bylaws have been posted to the cooperative website and includes clarification in case of a tie vote at the annual meeting; and, that a mail-in ballot will not be counted if the ballot is not submitted in the proper envelope or to the proper address as provided in the Bylaws, Article III, Meeting of Members – Section 5 (Voting).

Mr. Smith provided highlights from the monthly Operations and Engineering Department Monthly Report; Monthly Outage Report, Monthly Vehicle Maintenance Report, and minutes from the December 14, 2017 In-House Safety Meeting. He noted that as of November 30, 2017, 112,552 hours have been worked without a lost time accident and that vegetation issues are still the leading cause of outages.

Mr. Smith reported that the equipment committee met on December 8 to discuss replacing a service truck. He reported that two bid proposals were received and that the committee recommends purchasing the truck from Altec. After discussion, a motion was made by Bill Watkins to accept Altec's proposal, Dave Burger seconded, and the motion carried unanimously.

Bids to replace a line truck were requested but only one vendor responded. The committee will re-request bids from two vendors and bring their recommendations to the Board as soon as the bids are received.

Mr. Smith presented revisions to newly proposed *Board Policy No. 108.0, Member Requests for Cooperative Information* that were recommended by the Board at last month's meeting. After discussion, a motion was made by Bill Watkins to approve the policy as presented, Todd Carpenter seconded, and the motion carried unanimously. (Attachment B)

CEO Childs presented for consideration and approval proposed revisions to *Board Policy No. 305.0, Authorized Signatures, Money Transfers, & Investments* to authorize designated company officials to perform wire, ACH, and other electronic transfers of funds for the financial transaction of business for the Utilities District of Western Indiana REMC as provided in Sections I(A) **Objective** and III(B) **Procedure**. After discussion, a motion was made by John Royal to approve the proposed revisions as presented, Roger Shake seconded, and the motion carried unanimously. (Attachment C)

In his Manager's Report, Mr. Childs reported on cost cutting measures being implemented for UDWI's Annual Meeting scheduled for Saturday, April 14, 2018; a customer satisfaction phone survey that will begin the first week of January 2018 conducted by Hoosier Energy; and Cost of Service Study bid proposals that will be presented at the January meeting for board action.

Mr. Childs and Mr. Burger discussed the HHM board meeting that they attended on December 13 and commented that it was a good meeting and that HHM has had a sound year.

Mr. Thompson reported that the trustees of the UDWI Community Fund met on December 9 and awarded three grants out of five applicants that applied. A letter of resignation received from Jim Weimer, President of the Fund, was read. When asked by Mr. Thompson if anyone from the Board would like to fill the trustee position, John Royal volunteered.

Mr. Thompson reminded the Board that the upcoming employee Christmas luncheon will be held on Friday, December 22 at the Greene County Community Event Center beginning at noon.

Mr. Thompson advised that representatives needed to be appointed for the upcoming CFC, NRECA, and NRTC Annual Meetings in February. A motion was made by Dave Burger and seconded by Jack Norris to nominate Ron Thompson as voting delegate and Bill Watkins as the alternate for CFC's Annual Meeting; Jim Jackson voting delegate and Roger Shake alternate for NRECA's Annual Meeting; and Jackie Norris voting delegate and Jim Jackson alternate for NRTC's Annual Meeting. The motion carried unanimously.

The Board recognized four UDWI employees that recently celebrated their years of service to the cooperative: Steven Campbell, 25 years; Tracy Deckard, 30 years; Gary Swinney, 40 years; and Connie Huffine, 45 years.

At 8:20 p.m., Mr. Childs called for an Executive Session. All members and staff, excepting for CEO Childs, departed at that time.

There being no further business to come before the meeting, Mr. Thompson adjourned the meeting at approximately 9:30 p.m.

Roger Shake, Secretary

APPROVED:

Ronald E. Thompson