Minutes of Annual Meeting

Wheatland Electric Cooperative, Inc.

April 25, 2018

The 2018 Annual Meeting of the members of Wheatland Electric Cooperative, Inc. (Wheatland or Cooperative) was held on April 25, 2018, in the William Carpenter 4H Building in Scott City, Kansas at 12:30 p.m. CDT. The meeting was held pursuant to notice provided each member of the Cooperative. Charles Ayers presented an invocation prior to the luncheon that began at 11:30 a.m.

Woody Barnes, Board President, served as Chairman throughout the meeting. The Chairman called to order the 70th Annual Meeting and welcomed all members and guests. Chairman Barnes introduced the Trustees of the Cooperative. Bruce Mueller, Wheatland’s General Manager, introduced the executive staff of Wheatland and special guests in attendance to include: Stuart Lowry, President and CEO of Sunflower Electric Power Corporation, and Ed Wiltse, General Manager of Lane-Scott Electric Cooperative. At that time, a color guard presented and posted the colors, and members recited the Pledge of Allegiance followed by the playing of the National Anthem.

Chairman Barnes announced there were 112 members present in person at the meeting and 32 members present by proxy. Those members present by proxy were reported and posted by overhead projection. The Cooperative membership exceeds 1,000, and therefore, 50 members or more constitutes a quorum. A quorum was announced by the Chairman.

The Chairman presented that the official Notice of Annual Meeting, the Affidavit of Mailing, and the Certificate of Membership would be read to the members present. Motion was made by members from the floor, seconded and passed by unanimous vote to waive the formal reading of the Official Notice of the Annual Meeting, the Affidavit of Mailing and the Certificate of Membership. Jim McVay, legal counsel for the Cooperative, summarized the Official Notice of the Annual Meeting, the Affidavit of Mailing and the Certificate of Membership.

The 2017 Annual Meeting minutes were provided to the members when registering at the meeting. The Chairman presented that the 2017 Annual Meeting minutes would be read to the membership. Motion was made from the floor to dispense with the reading of the 2017 minutes and to approve them as presented; it was seconded, and approved by unanimous vote. The reading of the previous minutes was waived. There were no additions or corrections to the minutes and they were approved and adopted by unanimous vote.

Radona Smythe, Wheatland Director of Finance, presented the Financial Report/Treasurer’s Report by video, which was also published in the April issue of the *Kansas Country Living* magazine and was mailed to each of the members, along with the official Notice of Meeting. Once concluded, the Chairman asked the members if there were questions relative to the report. The Chairman announced that he would entertain a motion to accept the report as mailed to each member of the Cooperative. Upon motion made, seconded, and passed by unanimous vote, the Financial Report/Treasurer’s Report was approved and adopted.

Bruce Mueller made a special video presentation to the members on the Wheatland highlights for 2017. He presented on the service territory protection statute passed by the Kansas legislature and signed by the governor. Bruce presented that this change in the law will protect the rights of cooperatives to maintain a franchise in their assigned service territory or be properly compensated by any municipality that annexes the territory of an electric cooperative. Bruce also presented on the capital credit retirements in 2017 in the amount of $750,000.00. The Wheatland membership was able to interact with Wheatland employees at the Harvest Days where the membership could pick up their capital credit retirement checks. Bruce also presented on some additional good news that the Board of Trustees have announced another $1,000,000.00 capital credit retirement for the year 2018.

Operations Manager for Wheatland, Phillip Shelley, provided a video presentation on the construction activity and substation work being performed in Wheatland’s District 7. Phillip also presented on the AMI deployment, and the effect it had in helping with winter storm Ursa that occurred approximately one year prior to this meeting.

Jevin Kasselman, Director of Wheatland Broadband, provided a video presentation on the use of drone technology that will aid Wheatland in inspecting its facilities, and during electric outage emergencies.

Trey Grebe, Wheatland’s Assistant General Manager, gave a special video presentation on the Youth Tour and scholarship programs of Wheatland. Trey announced the Cooperative's winners for the Youth Tour as follows:

 Cade Dvorak, South Haven High School - Washington, DC

Sebastian Torres, Greeley County High School -Washington, DC

Brant Cotta, Argonia High School - Steamboat Springs, CO Cooperative Youth Leadership Camp

Sammie Strnad, Caldwell High School **-** Steamboat Springs, CO Cooperative Youth Leadership Camp

The 2018 scholarship recipients were also announced. Bruce Mueller presented certificates to the students attending the meeting. The 2018 recipients were announced as follows:

 Trevor Pierce – Argonia High School

 Justin Brown – Caldwell High School

 Hunter Smith – Chaparral High School

Makenna Beesley - Conway Springs High School

 Lauren Miller - Great Bend High School

 Arely Yanez - Greeley County/Tribune High School

 Kyle Hammond – Holcomb High School

 Payton Garrison – Norwich Consolidated Schools

 Dexter Gooden – Scott Community High School

 Kendall Ray – South Haven High School

 Macey Deweese – Syracuse High School

 Mareli Salazar – Wichita County High School

Service awards were then presented by the Chairman to employees and Trustees as follows:

 35 Years

 Rick Klaus

Phillip Shelley

 30 Years

 Marcia Matthies
 20 Years

 Jevin Kasselman

 **15 Years**
 Josh Holt

Michael Ille

Pam Murphy

Perry Smith

 **10 Years**
 Paul Aguiniga

Dan Bonine, Trustee

Mark Douglas

Steve Gerard

Steve Hageberg

Jillane Koochel

Lucy Martinez

Eric Newberry

Neil O’Connell

Clay Shelton

Jim Welker

 **5 Years**
 Creighton Demel

Katie Eisenhour, Trustee

Tyler Gehring

Chris Oliver

Chris Schurle

Justin Skelton

The Chairman then inquired of the members of whether there was any old business to come before the meeting. There was no old business to come before the meeting.

The Chairman then called for new business. There was no new business announced from the floor. The Chairman announced two items of new business. There was a proposed change to the Wheatland Bylaws that would enhance the membership’s ability to receive capital credits due decedent’s estates. Also, there were three Wheatland districts up for election. Jim McVay read the Nomination Committee Affidavit. The Nominating Committee was composed of Ed Cupp, Milan Reimer, Dale Wetzel, Marvin Graber, Robert Buerkle, Matt Hoisington and Kim Miller. The Nominating Committee placed into nomination and selected the following candidates: Mike Thon, District 3; Dan Bonine, District 6; and, Mark Arnold, District 7. Jim presented that all nominations were made by motion, seconded and passed by unanimous vote. The members were once again told that additional Trustee candidates could be nominated from the floor. The qualifications for the Office of Trustee were read to the members verbatim from the Wheatland Bylaws.

Thereafter, the Chairman asked for nominations from the floor. After waiting more than one minute, there were no nominations from the floor. Motion was made, seconded and passed by unanimous vote to close the floor nomination process. Because there were no nominations from the floor and no nominations by petition, there was a motion from the floor to dispense with the casting and counting of ballots of Trustees and to approve and adopt the full slate of candidates selected by the Committee on Nominations. On motion made, seconded and passed by unanimous vote, there was no casting and counting of ballots for Trustees and the nominations made by the Committee on Nominations were approved by unanimous vote of the membership. Mike Thon in District 3 was elected for a 3 year term; Dan Bonine in District 6 was elected for a 3 year term; and, Mark Arnold in District 7 was elected for a 3 year term.

The Chairman announced there was still an item of new business for the casting and counting of ballots for the change of Wheatland Bylaws to expand the right of members to receive capital credits due estates. Jim McVay announced that a ballot counting committee had been assembled. The ballot counting committee consisted of Jerome Berning, former Wheatland Trustee; Thomas Yeager former Captain, USA; Dexter Gordon, Wheatland scholarship winner; and, Pat Miller. The ballot counting committee then took all ballots and properly counted the ballots with regard to the proposed change to the Bylaws. The ballot counting committee then announced that the change in the proposed Bylaws passed. Therefore, the proposed change to the Bylaws will take effect as of the date of the 2018 annual meeting.

During the counting of ballots, a video presentation was presented to the membership entitled “When the Lights Come On” that shows what electricity meant to the people of southwest Kansas.

Thereafter, the Chairman announced that Linda Barber was winner of the grand prize Traeger grill.

The Chairman asked for and found that there was no additional new business to be presented at the meeting. The Chairman, Woody Barnes, ordered that the meeting was adjourned by motion made, seconded and carried at 1:35 p.m. CDT.

Respectfully Submitted,

 James M. McVay, General Counsel