



1600 Great Basin Blvd
Ely, NV 89301

AGENDA

REGULAR MEETING
September 12, 2023
9:00 a.m.

Directors:

Rick Hendrix, President
Ron Niman, Vice-President
Jerald Anderson, Secretary
Mary Kerner, Treasurer
Bob Pratt, Director

Wade Robison, Director
Marty Plaskett, Director
Cody Odgers, Director
Monica Simon, Director

Katie McConnell, Attorney

Notice is hereby given, that pursuant to the call of the President of the Board of Directors, and in accordance with the provisions of Article IV, Section 4.04.1 and 4.05.1, inclusive of the Bylaws of Mt. Wheeler Power, Inc., and in accordance with the laws of the State of Nevada, that a Regular Meeting of the Board of Directors of Mt. Wheeler Power, Inc. will be held in the Cooperative's Office in Ely, White Pine County, Nevada on Tuesday, September 12, 2023 at 9:00 a.m. for the following purposes:

To transact such business as may be lawfully, properly and necessarily come before the Board of Directors, particularly the matters stated below:

I. CALL TO ORDER – Rick Hendrix, President

II. ROLL CALL OF DIRECTORS, LISTING OF MEMBERS AND GUESTS PRESENT

-

Jerald Anderson, Secretary

III. INVOCATION

IV. AGENDA: Additions, Deletions, and Approval of Agenda

V. MEMBER COMMENTS:

VI. EXECUTIVE SESSION:

* **A.** Litigation Matters and Attorney Report

VII. MANAGER'S REPORTS:

- A. Safety
- B. Attorney
- C. CEO
- D. Operations
- E. Engineering
- F. Member Services/HR
- G. Finance

VIII. DIRECTOR'S REPORTS:

- A. Deseret Power
- B. URECA
- C. NREA
- D. Other Director Reports, Comments, or Inquiries

IX. UNFINISHED BUSINESS:

- A. National and State Legislative Issues and Regulatory Matters
- B. Renewables, Efficiencies and Conservation Report
- * C. Risk Management and Mitigation
- D. URECA Youth Camp Report
- * E. Capital Credit Retirement
- * F. Policy 5.22 Use of Cooperative Vehicles

X. NEW BUSINESS:

- * A. CoBank Renewal
- * B. Employee Health Insurance Options
- * C. Policy 5.8 Personal Leave
- * D. Bylaw 3.06.1 Directorate Districts
- * E. Bylaw 3.04.1 Nominations
- * F. Bylaw 3.07.1, 3.07.2, 3.07.7 Election of Directors
- * F. Power Cost Adjustment Application
- * G. IJJA State Formula Grant Approval to proceed with identified Projects

XI. CONSENT AGENDA:

- * A. Deceased Patron's Capital Credits
- * B. Unclaimed Patronage Funding Requests
- C. Financials
- * D. Travel Approvals
- * E. Set Next Meeting and/or Committee Meeting
- * F. Minutes – Review of Special Meeting Minutes of August 9, 2023 and Taking of Necessary Action Thereon
- * G. Strategic Planning
- * H. Material Purchases

Agenda (Continued)
September 12, 2023

XII. EXECUTIVE SESSION:

XIII. ADJOURNMENT

*Denotes specific items upon which motions may be needed to conclude action thereon. Time frames subject to change.

*Items may be taken out of order.

This institution is an equal opportunity provider and employer.

SECTION 3.05 Tenure Of Directors

3.05.1 Directors shall be so nominated and elected that one director for each of Directorate Districts Nos. 1, 3, and 7 shall be elected for three year terms in 1996; one director for each Directorate Districts Nos. 4, 6, and 8 shall be elected for three years terms in 1997; and, one director for each of Directorate Districts Nos. 2, 5, and 9 shall be elected for three year terms in 1998; and, so forth, except as otherwise provided in these Bylaws.

3.05.2 Upon their election, a director shall, subject to the provisions of these Bylaws, serve until the adjournment of the annual meeting of the members in the year in which their term expires.

3.05.3 Failure of an election to be held for a given year shall allow the incumbents whose Directorships would have been voted on to hold over only until the next election of directors is held and until their successors shall have been elected and have qualified. When the election is held, the members so elected shall serve out the remainder of the three year term as set forth in Section 3.05.1.

3.05.4 The term of office of a director shall commence at the adjournment of the annual meeting of the members following the Director's election; and, subject to the provisions of 3.05.3, shall continue until the adjournment of the third (3rd) annual meeting thereafter; and, until his/her successor is elected and has qualified.

SECTION 3.06 Directorate Districts

3.06.1 The territory served by the Cooperative shall have nine (9) Directorate Districts and each shall be represented by one director. The Directorate Districts are numbered and described as follows:

District No 1: Consists of an area bounded as follows:
Beginning at the centerline intersection of Aultman Street (U.S. 50 West) and U.S. 50, 6 & 93; thence southeasterly along the Centerline of U.S. 50, 6, & 93 to an intersection point on the southerly boundary of Section 26, Township 16N Range 63E; thence westerly along the southerly boundary of Township 16N Range 63E along Sections 26, 27, 28, 29 & 30 to the southwest Section corner of Section 30; thence northerly along the westerly boundary of

Township 16N Range 63E along Sections 30, 19, 18 & 7 to an intersection point on the Centerline of U.S. 50 West, within Section 7; thence easterly along the Centerline of U.S. 50 West to the point of beginning.

District No. 2: Consists of an area bounded as follows:
Beginning at the centerline intersection of Ave. F and U.S. 50, 6 & 93; thence easterly along the Centerline of Ave. F to an intersection point with the northerly section line of Section 14, Township 16N Range 63E; thence easterly along the northerly section line of Sections 14 & 13 to the northeast section corner of Section 13, Township 16N Range 63E.; thence southerly along the easterly boundary of Township 16N Range 63E along Sections 13, 24, & 25 to the southeast section corner of Section 25; thence westerly along the southerly boundary Township 16N Range 63E along Sections 25 & 26 to an intersection point on the centerline of U.S. 50, 6 & 93 within Section 26; thence Northwesterly along the centerline of U.S. 50, 6 & 93 to the point of beginning.

District No. 3: Consists of the McGill area more particularly described as follows:
Shall include all members residing in the town of McGill; and within \square miles from the limits thereof.

District No. 4: Consists of an area bounded as follows:
Point of beginning being the intersection with the Elko-White Pine County line and the Utah-Nevada state line; thence westerly along the Elko-White Pine County line to an intersection with the westerly range line Range 66E; thence southerly along said range line between Ranges 65 and 66E to an intersection with the White Pine-Lincoln County line; thence westerly along the White Pine-Lincoln county line to the southwest corner Township 10N Range 64E; thence northerly between Range 63 and 64E to the northeast corner, Township 12N Range 63E; thence westerly between Township 12N and 13N to the southwest corner Township 13N Range 63E; thence northerly between Range 62 and 63E to the northeast corner Township 14N Range 62E; thence westerly along the northerly boundary Township 14N Ranges 62, 61, 60, 59 and 58E to the southwest corner Township 15N Range 58E; thence northerly between Ranges 57E and 58E to the northwest corner Township 23N Range 58E; thence easterly along the northerly boundary of Township 23N Range 58 and 59E to the southwest corner Township 24N Range 60E; thence northerly along the westerly boundary of Township 24N to the northwest corner Township 24N Range 60E; thence easterly along the northerly boundary Township 24N Range 60E to the southeast corner Section 33

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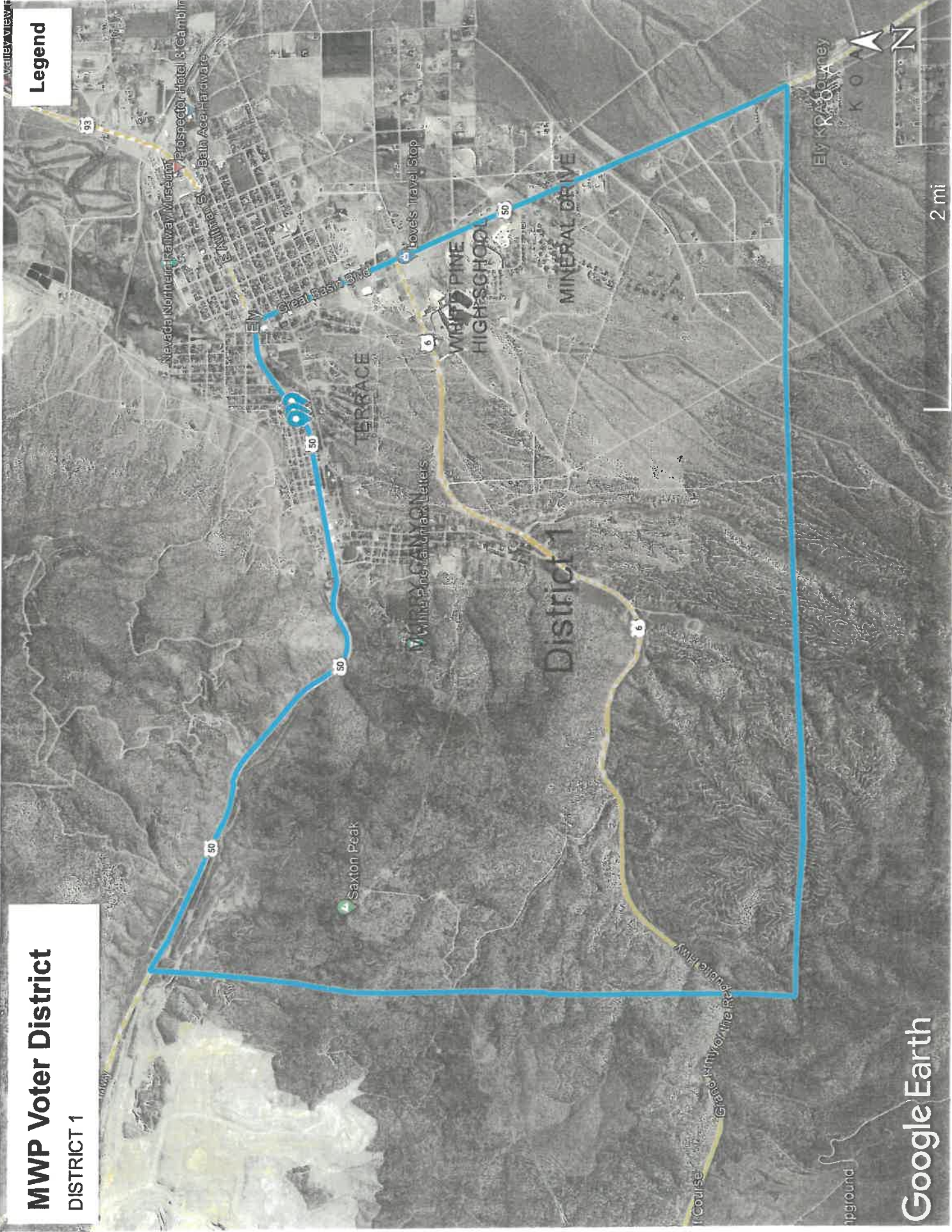
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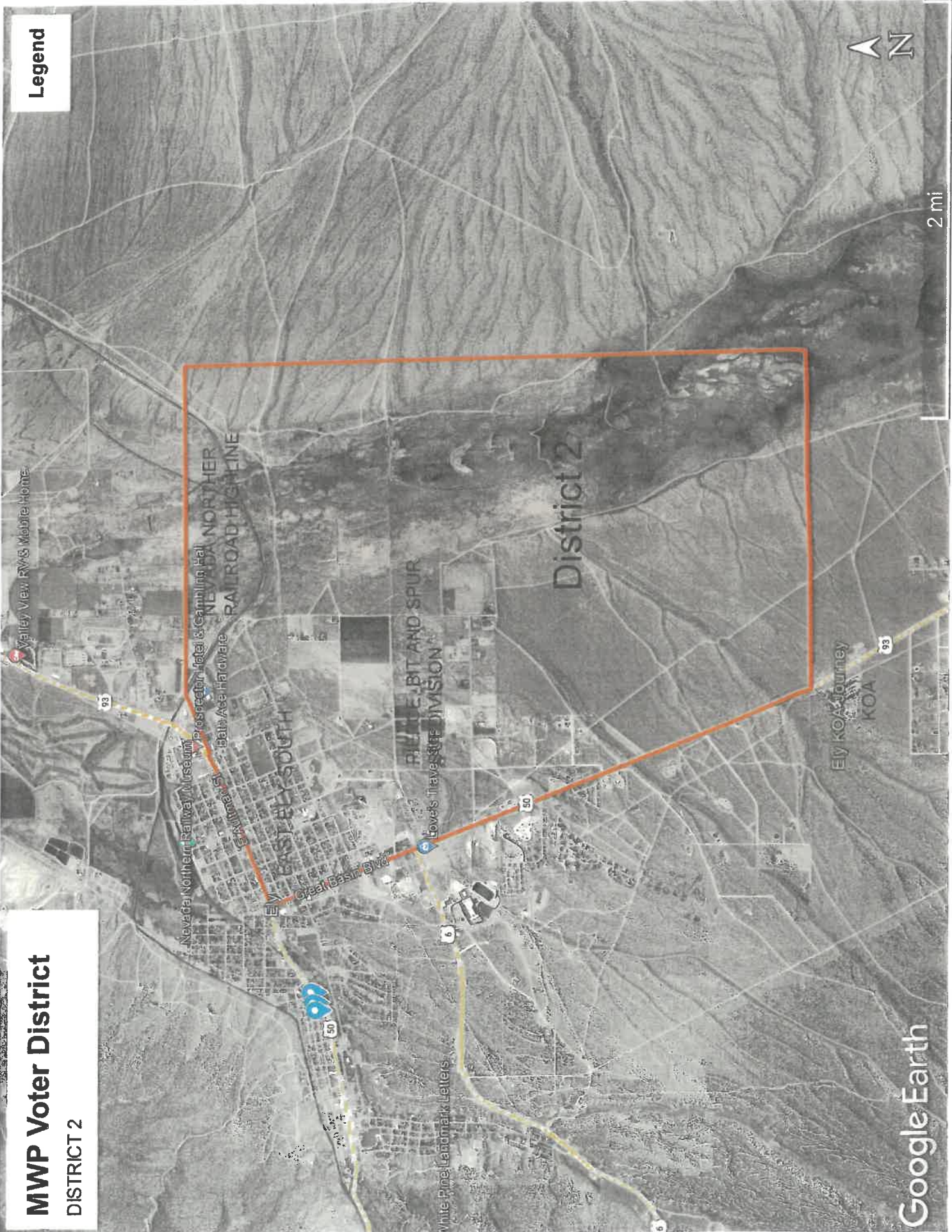
MWP Voter District DISTRICT 1

Legend



MWP Voter District DISTRICT 2

Legend



Present:

3.04.1 Fifteen (15) or more members shall have the right to nominate a qualified candidate for election to the Board of Directors. Such nomination shall be made in writing on a form provided by the Cooperative and the written form must be delivered to the Cooperative's office in Ely, Nevada, no later than 4:00 P.M. on the date and time so determined by the Board of Directors in January of each year, at which time and date nominations shall close. Members shall have no less than 30 calendar days to gather signatures for a Petition. The fifteen (15) or more members, which may include the nominee, must be members who receive service from the Cooperative within the Directorate District for which such nomination is made.

Redline:

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Current:

3.07.1 The members shall elect directors by secret ballot to fill the offices of the directors whose terms of office are expiring. At each annual election of directors the persons entitled to vote are the members of the Cooperative, whose service is located in the Directorate District for which a director is being elected, as of such a date and time to be determined by the Board of Directors in January of each year.

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Current:

3.07.2 In January of each year, the Board of Directors shall set the date and time that the results of all the votes cast for the election of directors will be announced.

Redline:

3.07.2 ~~In~~ At a time determined by the Board of Directors, but no later than January of ~~each~~ the election year, the Board of Directors shall set the date and time that the results of all the votes cast for the election of directors will be announced.

Current:

3.07.7 Ballots shall be received at the address on the business reply mail envelope by the time and date specified in the voting instructions, for either hand delivery or mailing, which date shall be determined by the Board of Directors in January of each year. Any hand delivered ballot must be delivered to the address shown in the voting instructions prior to 4:00 P.M. (Nevada Time) on the above date. All electronic ballots must be cast by 4:00 P.M. (Nevada Time) on the above date. Ballots received after the specified date or mailed ballots not postmarked on or before the specified date will not be counted.

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Current:

3.04.6 Except as provided in Subsection 3.04.3 above, to be qualified to be put on the ballot for election or to be appointed to fill a vacancy on the Board of Directors, a person who has not previously served on the Board of Directors shall be required to attend an informational orientation workshop. The workshop shall be presented by the Cooperative each year on a date or dates which shall be after the close of nominations and prior to the first date that absentee ballots are to be made available to members pursuant to Section 3.07.6 or at such other time as the Cooperative may set for a person who is to be appointed.

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