



**P.O. Box 151000
Ely, NV 89315**

AGENDA

REGULAR MEETING

April 12, 2018

9:00 a.m.

Directors:

Rick Hendrix, President
Ron Niman, Vice-President
Ron Miller, Secretary
Sandy Green, Treasurer
Mary Kerner, Director

Bob Pratt, Director
Jerald Anderson, Director
Wilma Sanford, Director
Don Phillips, 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 Thursday, April 12, 2018 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 -**
Ron Miller, Secretary
- III. INVOCATION**
- IV. AGENDA:** Additions, Deletions, Approval of Agenda and Setting Time of Adjournment
- V. MEMBER COMMENTS:** 9:05 - 9:15
- VI. EXECUTIVE SESSION:**
 - * A.** Litigation Matters and Attorney Report

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VII. UNFINISHED BUSINESS: 9:15 – 10:15

- A. National and State Legislative Issues and Regulatory Matters
- B. Renewables, Efficiencies and Conservation Report
- C. Question 3 Discussion
- * D. Electric Highway Ely Location
- * E. Bylaw 2.01.1 Annual Meetings
- * F. Bylaw 2.07.1 Order of Business
- * G. Bylaw 3.04.1 Nominations
- * H. Bylaw 3.05 Tenure of Directors
- * I. Bylaw 3.07 Election of Directors
- * J. Bylaw 4.03.1 Place of Meeting
- * K. Bylaw 5.02.1 Election and Term of Office
- * L. USDA REDLG Loan

VIII. NEW BUSINESS: 10:15 – 12:00

- * A. LGS-HD Tariff
- * B. Policy 3.24 Records Retention Policy
- * C. Policy 5.30 Whistleblower Policy
- * D. Policy 3.18 Depreciation
- * E. DG&T Audit
- * F. Alternative Repowering of IPP
- * G. Presentation of 2017 Audit (BSGM) 11:00 a.m.
- H. NRECA Director's Conference
 - I. NREA Legislative Rally
 - J. NRECA Legislative Rally

IX. CONSENT AGENDA: 1:00 – 1:30

- * 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 March 13, 2018 and Taking of Necessary Action Thereon

X. MANAGER'S REPORTS: 1:30 – 2:00

- A. Safety
- B. Attorney

XI. DIRECTOR'S REPORTS: 2:00 – 2:30

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

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XII. EXECUTIVE SESSION: 2:30 – 3:00

XIII. ADJOURNMENT

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

Article II Meetings of Members

SECTION 2.01 Annual Meetings

The Cooperative may hold an annual meeting of members each year; provided, however, that no annual meeting shall be held unless the Board determines by a majority vote before the end of each calendar year to hold an annual meeting during the subsequent calendar year. The Board may designate a place, within the service area of the Cooperative, date and time, for any annual meeting of the members.

SECTION 2.07 Order Of Business

2.07.1 The order of business at the annual meeting of the members, and insofar as practicable or desirable, at all other meetings of the members shall be essentially as hereinafter set out:

- (a) Registration;
- (b) Report on the number of members registered in person in order to determine the existence of a quorum;
- (c) Reading of the Notice of the Meeting and Proof of the due giving thereof, or of the waiver or waivers of notice of the meeting, the case may be;
- (d) Reading of unapproved Minutes of previous meetings of the members and the taking of necessary action thereon;
- (e) Presentation and consideration of reports of officers, directors and committees;
- (f) Unfinished business;
- (g) New business; and
- (h) Adjournment.

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.

3.05.2 Upon their election, a director shall, subject to the provisions of these Bylaws, serve from May 1st in the year the director is elected until April 30th three years later, in the year in which their term expires.

3.05.4 The term of office of a director shall commence on May 1st of the year elected; and, subject to the provisions of 3.05.3, shall continue until April 30th of the third (3rd) year thereafter; and, until his/her successor is elected and has qualified.

SECTION 3.07 Election of Directors

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.

3.07.2 The results of all the votes cast for the election of directors shall be announced on such a date and time to be determined by the Board of Directors in January of each year.

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. Ballots received after the specified date or mailed ballots not postmarked on or before the specified date will not be counted.

3.07.8 The Board of Directors shall appoint an Election Committee of not less than three (3) members. The duties of the committee shall be to validate, count and tally the ballots and determine the person(s) elected to the Board of Directors. All decisions of the Election Committee shall be final. The Election Committee shall be assisted by the corporate attorney, who shall announce the official results of the election at such date and time as determined by the Board of Directors in January of each year. The Ballots for each annual election of directors shall be maintained at the cooperative's office for a period of one year, after the date of the announcement of election results, after which time the ballots shall be destroyed.

SECTION 4.03 Place of Meetings

4.03.1 Except for any Board of Directors meeting held at the place of an annual meeting, regular meetings, special meetings and emergency meetings shall be held at the office of the Cooperative at Ely, Nevada; unless, it is determined by a consensus that a meeting is to be held outside of the Cooperative offices. A consensus shall be determined upon the written or oral consent of a majority of the total Board of Directors, prior to the time notice of the meeting is given. The minutes of a meeting held at a location where such consent is required shall reflect the names of the directors giving their consent.

SECTION 5.02 Election and Term of Office

5.02.1 The officers named in Section 5.01 shall be elected annually by secret written ballot, without prior nomination, from members of the Board of Directors at the May meeting of the Board of Directors. If the election of such officers is not held at such meeting, it shall be held at the next regular meeting of the Board of Directors. Each officer shall hold office

until the May meeting of the Board of Directors or until their successor(s) have been duly elected and have qualified. All officers are subject to the provisions of the Bylaw with respect to the removal of officers by the Board of Directors. Any other officers may be elected by the Board of Directors and assigned such title, tenure, responsibilities and authorities as the Board of Directors shall determine.