

MINUTES OF THE SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
WHITE RIVER ELECTRIC ASSOCIATION, INC.

January 22, 2019

A meeting of the Board of Directors of White River Electric Association, Inc. was held at the Headquarters of White River Electric Association, Inc., on January 22, 2019 at 8:00 a.m. for the purpose of discussion of Board of Directors expenses and fees with the following Directors present:

Welle, Jordan, Pearce, Hilkey, Rogers, Wyatt, and Parr

Director Absent: None

President Welle called the session to order and presided throughout.

Agenda: It was regularly moved, seconded and passed to approve the agenda.

Dale Dunbar was appointed as recording secretary.

Guests: Guests present were Manager Michalewicz, and staff members Dunbar and Attorney Zagar-Brown.

Appointment President Welle opened the meeting by recognizing Director Wyatt's appointment to the NRECA Director Advisory Council.

Expense Review After initial remarks as to the purpose of the meeting a video on Director Compensation was shown. Directors had reviewed the Colorado, Utah, and National Board of Directors Compensation surveys. Upon completion a matrix was shown that was a synopsis of the surveys that all directors had reviewed. The board compared costs with several cooperatives of like sizes and make-ups. Next the board reviewed board related expenses for 2018.


Policies The board had four different policies for review on Boardpaq. #102 Director Attendance, #103 Director Meetings, #104 Director Education, #105 Director Benefits. After thorough review of each, and some language changes #102 to encompass the new fee structure, of \$1,100 Monthly Director Compensation, and retain the \$300 meeting fee, and upon motion by Director Pearce, seconded by Director Wyatt, and passed by all directors' present, the fees and the changes in language were approved as discussed effective 1-1-19.

Memberships The directors briefly discussed memberships of those not receiving service.

DMEA Update Attorney Zagar-Brown updated the board on the recent DMEA proceedings.

CREA Upon motion by Director Pearce, seconded by Director Jordan, and passed by all directors' present, it was approved for WREA to pay the fees and expenses associated with the spouses who are participating with the CREA Women's Task Force at the CREA meetings upcoming in February.

With no further business appearing before the Board, the meeting was adjourned.


Richard R. Parr, Secretary