

The 2016 Annual Meeting of the Wheatland Electric Cooperative, Inc. (Cooperative) was held on April 20, 2016, at the 4-H Building in Tribune, Greeley County, Kansas at 12:30 p.m. MDT. The meeting was held pursuant to notice mailed to each member of the Cooperative. Charles Ayers presented an invocation prior to the luncheon that began at 11:30 a.m.

Wes Campbell, Board President, acted as chairman throughout the meeting. Wes Campbell called to order the 68th Annual Meeting and welcomed the members. Wes then introduced the Officers and Trustees of the Cooperative. Bruce Mueller, the Cooperative's General Manager, introduced special guests in attendance: Stuart Lowry, President and CEO of Sunflower Electric Power Corporation; John Doll-KS Representative district 123; Russ Jennings, KS Representative district 122; Jordan Kittleson, field rep for US Congressman Tim Huelskamp; Christy Hopkins-Director of Unified Greeley County Community Development; Kim Christianson, KEC Director Government Relations; Nikki Pfannenstiel, Sunflower Manager Members Services; Todd Van Cleave, Sunflower Director Key Accounts; Bruce Dooley, Sunflower Manager Line Operations; and John Geil, Manager Telecom.

The chairman announced there were 119 members present in person at the meeting and 48 members present by proxy. The Cooperative membership exceeds 1,000 and, therefore, 50 members or more present or by proxy constitutes a quorum. A quorum was announced by the chairman. A list of the attendance of the 2016 Annual Meeting is attached hereto as attachment "A."

Wes Campbell presented that the official Notice of Annual Meeting, the Affidavit of Mailing, and the Certificate of Membership would be read to the membership present. Motion was made by a member 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 Notice of the Meeting with the Certificate of Mailing is attached to the minutes of the meeting hereto as Attachment "B."

The 2015 Annual Meeting minutes were provided to the members when registering at the meeting. Motion was made from the floor to dispense with the reading of the 2015 minutes and to approve them as presented, it was seconded, and approved by unanimous vote. The reading of the minutes was waived. There were no additions or corrections to the minutes and they were approved.

Radona Smythe, Director of Finance, presented the Treasurer's Report, which was also published in the March issue of the *Kansas Country Living* magazine and was mailed to each of the members, along with the official Notice of Meeting. 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 of the members of the Cooperative. Upon motion made, seconded, and passed by unanimous vote, the Treasurer's Report was approved.

The chairman introduced Stuart Lowry, President & CEO of Sunflower Electric Power Corporation, to provide a special presentation to the members. Mr. Lowry explained the new Southwest Power Pool integrated market, and the role that the Rubart Station plays in the market. Mr. Lowry explained to the members that it is his goal to keep wholesale prices down so the electric rates of the member customers would remain low. Bruce Mueller, General Manager of the Cooperative, made a special presentation to the members. Mr. Mueller presented on the Co-ops Vote Campaign. He also communicated the benefits associated with the Co-op Connections card and presented the results of the Cooperative's

member survey showing that Wheatland is doing well in providing reliable electric service. Mr. Mueller concluded by presenting on efforts to keep electric service costs low by Trustee oversight, combining the East and West Divisions and implementation of Advanced Metering Infrastructure (AMI).

Phillip L. Shelley, Director of Operations, made a special presentation explaining AMIs relationship to member costs.

Shawn Powelson gave a special presentation on the Youth Tour and scholarship programs of the Cooperative. Shawn announced the Cooperative's delegates for the Youth Tour as follows:

Erin Hall, Norwich - Washington, DC
Marcos Martinez, Great Bend - Washington DC
Breanne Akiu, Conway Springs - Steamboat Springs, CO
Carson Haupt, Scott City - Alternate for both trips

The 2016 scholarship recipients were also announced. Bruce Mueller presented certificates to the students present at the meeting. The 2016 recipients were announced as follows:

Kolten Koerner, Argonia
Karlee Schmidt, Caldwell
Jaci Ummel, Harper
Sarah Doffing, Conway Springs
Shelby Deist, Great Bend
Margaret Roth, Holcomb
Shyla Mason, Leoti
Derian Garrison, Norwich
Madison Braun, Scott City
Paige Turek, South Haven
Mallory Horton, Syracuse

Service awards were then recognized by the chairman and Bruce Mueller to employees as follows:

43 Years

Bob Brandl

40 Years

Anita McCollum

30 Years

Charles Ayers (trustee)

Denzil Reed

25 Years

Kelley Burch

Curtis Lamb

Walt Lovins

20 Years

Dax Walk

15 Years

Patrick Riley (trustee)

Matt Scheeter

10 Years

Mark Dinkel

Matthew Hosler

Barbara Kirk

Francis Lobmeyer

Lucas West

5 Years

Derek Callaway

Karry Deschner

Doug Heberlee

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 called for new business. There was no new business announced from the floor. The chairman announced an item of new business was the election of the Trustees of the Cooperative. 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 the following candidates: Lawrence Houston, District 3; Wes Campbell, District 5; Bob Hiss, District 6; and Woody Barnes, District 7. All nominations were made by motion, seconded and passed by unanimous vote. The members were once again told that additional Trustees could be nominated from the floor. The qualifications for the Office of Trustee were read to the members present from the 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 were presented to the Cooperative, there was a motion made from the floor to dispense with the casting and counting of ballots of Trustees and therefore to approve the full slate of candidates named by the Committee on Nominations. On motion made, seconded and passed by unanimous vote, the casting and counting of ballots for Trustees was taken and the nominations made by the Committee on Nominations were approved by unanimous vote and to serve for three years.

The chairman asked for and found that there was no additional new business to be presented at the meeting. The chairman of the meeting and President of the Board Wes Campbell ordered that the meeting was adjourned by motion made, seconded and carried at 2:05 p.m. MDT.

RESPECTFULLY SUBMITTED,

JAMES M. MCVAY, GENERAL COUNSEL