

MINUTES OF ANNUAL MEETING  
WHEATLAND ELECTRIC COOPERATIVE, INC.

April 25, 2012

The 2012 Annual Meeting of the Wheatland Electric Cooperative, Inc. was held on April 25, 2012, at the Knights of Columbus building in Great Bend, Kansas at 12:30 p.m. CDT. The meeting was held pursuant to notice mailed to each member of the Cooperative. Charles Ayers offered an invocation just prior to the luncheon at 11:30 a.m.

Wes Campbell, President, who acted as chairman throughout the meeting, called to order the 64<sup>th</sup> Annual Meeting. Chairman Campbell introduced the officers, trustees of the Cooperative and their spouses. All trustees were present. Bruce Mueller, General Manager then introduced special guests in attendance, Stuart Lowry, SEPC President and CEO, Clair Gustin, SEPC, Nikki Phannenstiel, SEPC, Mark Helm, SEPC, Clarence Suppes, SEPC, Bruce Graham, KEC Executive Vice President, Dow Morris, Manager of Lane-Scott Electric Cooperative, Robert and Donita Buerkle, Wheatland Electric Cooperative Nominating Committee member.

Keen Brantley, acting as Secretary announced there were 57 members present in person at the meeting. As our membership exceeds one thousand, fifty constitutes a quorum. Since there were 57 registered members present, a quorum was declared. A list of the attendance of the 2012 Annual Meeting is attached hereto as Reference "A."

The chairman asked Keen Brantley, acting as Secretary, to read the official Notice of Annual Meeting and Affidavit of Publication in Kansas Country Living Magazine. Mr. Brantley directed the Notice of such meeting with Affidavit of Publication be attached to the minutes of the meeting.

The preprinted 2011 Annual Meeting minutes were handed out when members registered. A motion to dispense with the reading of the minutes and to approve them as presented was made. On motion made and duly seconded reading of the minutes was waived. There were no additions or corrections to the minutes and they were approved.

The Chairman reported the Treasurer's Report was published in the April 2012 issue of the Kansas Country Living Magazine and was mailed to each of the members, along with the official Notice of Meeting. The Chairman then inquired whether there were questions relative to this report. The Chairman then announced he would entertain a motion to accept the report as mailed to each of the members of the Cooperative. Upon motion made, seconded, and unanimously carried, the Treasurer's Report was approved.

Stuart Lowry, President and CEO of Sunflower Electric Power Corporation addressed the membership discussing the inter-relationship between SEPC and Wheatland and its distribution

member. He explained the acquisition of Aquila and the wind generation being purchased by SEPC. Stuart stressed the need to upgrade its generation facilities. He explained the need for added coal generation, 79% of SEPC's generation is from coal. Gas prices are keeping gas fired generation lower than coal fired generation, but gas prices are volatile, subject to quick change. MKEC & SEPC are both operated on a cost basis. SEPC has had to increase its rates to comply with increased government regulation. Stuart explained the function of SWPP in its supervision of transmission of states.

Bruce Graham, KEC Executive Vice President addressed the membership stating that KEC trains REC employees, trustees, and publishes Kansas County Living Magazine and safety training. KEC coordinates emergency storm responses among its members.

Bruce Mueller, General Manager of Wheatland Electric Cooperative Inc. addressed the membership stating government agency regulations are making electric rates higher by requiring electric cooperatives to comply with requirements that cannot be achieved. Bruce reiterated the 7 basic principles on which Cooperative's are founded. Bruce also presented highlights of business activities of Wheatland Electric Cooperative's Inc. for the past year.

The Chairman then inquired whether there was old business to come before the meeting. There was none.

The Chairman called for new business.

On January 31, 2012 the Board of Trustees resolved to submit a proposed Amendment to the Bylaws as set out in Reference "B" attached hereto and incorporated herein by reference. The proposed Bylaw Amendment was presented to the membership. Upon motion made and duly seconded the membership approved the following Bylaw Amendment by unanimous vote:

The Chairman directed the report of the nominating committee be made a part of the official minutes of the meeting and attached hereto as Reference "C."

The Chairman announced that an item of new business involved election of five trustees. The Chairman asked for the nominating committee report from Keen Brantley. The Nominating Committee Report was made to the membership. The nominating committee comprised of Ed Cupp, Milan Reimer, Dale Wetzel, Marvin Graber, Robert Buerkle, Clark Rusco and Kim Miller duly appointed, qualified, and acting nominating committee of Wheatland Electric Cooperative, Inc., met on March 12, 2012 at 11:00 a.m. The Nominating Committee placed in nomination:

District No. 2, three year term, Charles Ayers  
District No. 3, three year term, Roe Johnson  
District No. 4, three year term, Ron Davis  
District No. 6, three year term, Dan Bonine  
District No. 7, three year term, Dave Lowe




The qualifications for the office of Trustee were read from the Bylaws. Nominations were requested from the floor. One minute passed and no nominations were made from the floor. Upon motion duly made and duly seconded the nominations were closed and a unanimous ballot was cast in favor of the nominees placed in nomination by the Nominating Committee.

The Chairman conducted a drawing for attendance prizes.

Meritorious service awards were presented by Wes Campbell to Wheatland Electric Inc. employees and trustees, who have been with Wheatland Electric cooperative as follows:

40 Years	Robert L. Brandl Steve L. Wilson
35 Years	Richard L. Knowles
30 Years	Rebecca L. Brakey Terry L. Rebel
25 Years	M. Eilene Jacobs
20 Years	Mark J. Kircher (Watch)
15 Years	Wesley E. Campbell
10 Years	Ben L. Hahn James Tuan Herrell Gearold D. Leverett Andrew D. Pivonka Tyson G. Ryff
5 Years	David L. Allen Pamela S. Brungardt Ryan K. Farnsworth Amy L. Jones John J. Jones Lisa M. Loeppke Bradley S. Maestas Shawn M. Ryan Stacy E. Stevens Joseph R. Thomeczek Bradley J. Thyne Quinten R. Wheeler

There being no additional business to be brought before the membership the President, Wes Campbell ordered the meeting was adjourned by motion made, seconded, and carried at 3:00 p.m.

  
Keen K. Brantley, Acting Secretary