

MINUTES OF ANNUAL MEETING
WHEATLAND ELECTRIC COOPERATIVE, INC.

April 2, 2014

The 2014 Annual Meeting of the Wheatland Electric Cooperative, Inc. was held on April 2, 2014, at the Holcomb Recreation Center, Holcomb, 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 66th Annual Meeting. Chairman Campbell welcomed each one to the 2014 Annual Meeting and then introduced the officers, trustees of the Cooperative and their spouses. Bruce Mueller, then introduced special guests in attendance, Bob Hall, KEC Director of Finance, Lynn Ballinger, representing Representative Tim Huelskamp, Stuart Lowry, SEPC President and CEO, Ed Wiltse, General Manager of Lane Scott Electric Cooperative, Inc., Nikki Pfannenstiel, SEPC, Dow Morris, Assistant General Manager of Lane Scott Electric Cooperative, Inc., Glenda Cafer, Attorney, Terri Pemberton, Attorney, Dale Wetzel, WEC Nominating Committee, Robert Buerkle, WEC Nominating Committee, Bailey Harris 2014 Youth Tour Winner and Ernie Lehman, CEO Midwest Energy.

The Chairman announced there were 61 members present in person at the meeting and 3 members present by proxy. As our membership exceeds one thousand, fifty members present or by proxy constitute a quorum. Since there were 61 registered members present in person and 3 by proxy, a quorum was declared. A list of the attendance of the 2014 Annual Meeting is attached hereto as Reference "A".

Keen Brantley read the official Notice of Annual Meeting and Affidavit of Publication in Kansas Country Living Magazine. The Notice of the meeting with Certificate of Mailing is attached to the minutes of the meeting as Reference "B".

The preprinted 2013 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.

Joel Bryan, as Director of Finance, reported the Treasurer's Report was 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. Mr. Bryan presented the Treasurer's Report. He inquired whether there were questions relative to that report. Joel 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.

The Chairman introduced Stuart Lowry, President & CEO of Sunflower who gave an update on SEPC progress in building Rubart Station and its attempts to secure

permission to build a power plant South of Holcomb. On April 1, 2014, Rubart Station actually generated 5 MW of electric power as a test run. SEPC's goal is to improve its power generation along with maintaining competitive G&T Rates. SEPC electric rates have remained lower than any other commodity over the past 20 years.

Phillip L. Shelley, Director of Operations reported on Wheatland's efforts to improve and maintain electric infrastructure allowing Wheatland to provide reliable electric service to all Wheatland's member customers. Wheatland Electric is trying to establish reliable transmission to serve Harper and Sumner Counties.

Bruce Mueller, General Manager of Wheatland presented the highlights of Wheatland's business activities for the past year including ASCI Member Service Satisfaction Ratings. Wheatland Electric is rated well but Wheatland wants to improve its rating. Wheatland has revised its billing statements to improve the information shown to the membership on their bill.

Mr. Mueller then discussed why Wheatland is asking the membership to support Self-Regulation for the cooperative.

Self Regulation is to be voted on by member-patrons. The reasons for voting to deregulate are:

- a. Enhances member control of the cooperative
- b. It takes up to 240 days to get a ruling from KCC on rates
- c. Costs of KCC filings are very high, ranging from \$200,000 to \$400,000
- d. Members are still able to petition the KCC for any rate review
- e. WEC is the last REC be to regulated of 29 REC's – 28 REC's have deregulated
- f. WEC will hold town hall meetings to inform it's members

Meritorious service awards were presented by David Lowe to Wheatland Electric Inc. employees and trustees, who have been with Wheatland Electric Cooperative as follows:

40 Years	Lawrence G. Lubbers John A. Quigg
35 Years	Donald D. Erb Sheila A. Helm Lawrence D. Houston * Board Member LeRoy L. Keith David L. Reese
20 Years	Bruce E. Loy- received a Watch Curtis A. Peterson – received a Watch
15 Years	Chris A. Huber Carlos F. Pardo Matthew E. Riley

10 Years	Nick A. Buehler Kevin R. Morphew Robert D. Morris
5 Years	William (Woody) Barnes * Board Member Vic Case *Board Member Clinton A. Gulick Robert Hiss * Board Member Wayne R. Parks Nathan H. Porter Debbie S. Stonestreet Kyle G. Strickert Charles T. Suchy

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

The Chairman called for new business.

Keen K. Brantley, Attorney for Wheatland Electric read the following proposed By-Law Amendment recommended by the Board of Trustees:

Shall Article 4, Section 2 of the Cooperative's By-Laws be amended to read:

Article 4
TRUSTEES

Section 2. ELECTION and TENURE of OFFICE.

All trustees shall be elected by secret ballot at each annual meeting of the members, and beginning with the 2014 annual election instead of electing all of the trustees annually, one-third (1/3) of the trustees, or as near thereto as possible, shall be elected for a four (4) year term. Members of the board of trustees shall not serve more than five (5), four (4) year terms beginning from and after adoption of this by-law by the membership at an annual meeting. Trustees shall be elected by a plurality vote of those members casting secret ballots at a duly convened annual meeting of members. If an election of the trustees shall not be held on the day designated herein for the annual meeting, or any adjournment thereof, a special meeting of the members shall be held for the purpose of electing trustees within a reasonable time thereafter.

The members were asked to cast their ballots for the By-Law Amendment and a Ballot Counting Committee was appointed as follows: Joel Bryan, Shawn Powelson, Larry Wetzel and Jackson E. Wetzel. The Ballot Counting Committee reported there were 41 Yes Ballots and 2 No Ballots cast. The By-Law Amendment was passed.

The Chairman conducted a drawing for attendance prizes throughout the meeting, and the list of prize winners is attached hereto as Reference "C".

The Chairman announced that an item of new business involved election of three 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 Wetzal, Robert Buerkle, Clark Rusco, and Kim Miller duly appointed, qualified, and acting nominating committee of Wheatland Electric Cooperative, Inc., met on February 10, 2014 at 11:00 o'clock a.m. The Nominating Committee placed in nomination:

District No. 1, four year term, Katie Eisenhour
District No. 2, four year term, Vic Case
District No. 4, four year term, Patrick Riley

The qualifications for the office of Trustee were read from the by-laws. Nominations were requested 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 Trustees elected for the following terms were: District No. 1, four year term, Katie Eisenhour, District No. 2, four year term, Vic Case, District No. 4, four year term, Patrick Riley.

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 "D".

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

Respectfully submitted,

Keen K. Brantley