

Utilities District of Western Indiana REMC
Minutes of the Regular Meeting of the Board of Directors
January 27, 2025

The Board of Directors of the Utilities District of Western Indiana Rural Electric Membership Corporation met at the office of the corporation, Bloomfield, Indiana, at 6:30 p.m.

Treasurer Michael Williams called the regular session meeting to order.

Mr. Kirkling gave the invocation.

The following directors reported present:

Todd Carpenter	W. Edward Cullison (virtual)	Shawn Dugan
Melinda Hendrix (virtual)	David Kirkling	Terry McDaniel
Michael Williams		

Others present were COO Shane Smith; CFO Michael Sullivan; Office Manager Lydia Campbell; Dispatch Manager Britt Miller; Amanda Craft of Crafted Communications (virtual); and member Richard Nichols.

Mr. Williams called for additions or corrections to the meeting agenda. Hearing none, Mr. Dugan made a motion to approve the agenda. Mr. McDaniel seconded, and the motion carried.

Mr. Williams also called for additions or corrections to the minutes of the December 16, 2025, regular session board meeting. Mr. Dugan made a motion to accept the minutes as presented. Mr. Kirkling seconded, and the motion carried.

Crafted Communications continues to assist with both traditional and social media communications. Ms. Craft stated that the previously submitted report stood as presented.

Mr. Sullivan presented the financial reports.

He stated that the Statement of Cash Flows, Income Statement, Balance Sheet, and Financial Highlights reports stood as previously presented.

Mr. Sullivan also presented the board with an engagement letter from LWG CPAs & Advisors for the 2024-year financial audit. The letter highlighted their company services, responsibilities, terms, and fees to audit the balance sheet for the proposed years 2024, 2025, and 2026. If approved for the next 3-year term, the LWG team will arrive next week to begin the 2024 audit. After a brief discussion, Mr. Williams called for a move on the presented information. Mr. Dugan made a motion to approve. Mr. McDaniel seconded, and the motion carried. Mr. Williams signed the letter acknowledging and agreeing to their terms.

Mr. Smith presented the operations department reports.

From the Operations and Engineering Report, he highlighted a few items. Three employees completed the MSR Apprenticeship program. He also provided an update on make-ready requests from fiber contractors. He reviewed the progress made by Mainstream Fiber. An economic development update was also given.

Lastly, he reviewed the Outage Dashboard and Vegetation Management reports.

Mr. Smith presented the Manager's Reports.

He stated that the HHM business reports and the December 2024 Hoosier Energy invoice stood as previously presented.

Ms. Campbell presented the Hoosier Energy Voting Delegates and Board of Directors Nominee Certificates for action. The Hoosier Energy (H.E.) Annual Meeting is scheduled for April 3, 2025. Pursuant to their

Bylaws Article III Section 3, each member cooperative is entitled to be represented at the meeting by a delegate with the authority to cast one vote on all matters. In the same article and section of the Bylaws, each member system is required to submit its nominee for the board of directors.

The 2024 certificates appointed the late Ms. Haywood as voting delegate and Mr. Carpenter as board representative. After discussion, the Board suggested retaining Mr. Carpenter as the board representative and electing Mr. Cullison as the new voting delegate. Mr. Dugan made a motion to approve Mr. Cullison. Mr. Kirkling seconded, and the vote passed. Mr. McDaniel made a motion to approve Mr. Carpenter. Mr. Dugan seconded, and the vote passed. H.E. requires the two certificates provided to be updated and returned annually.

To conclude, Mr. Smith shared notes of thanks and appreciation from members.

Mr. Williams called for individual Director Committee reports. No committee met in the last four weeks.

District 2 Director Todd Carpenter reported on updates and events at Hoosier Energy. The Board of Directors met on January 21, 2025.

Treasurer Michael Williams reported on updates and events at Indiana Electric Cooperative (IEC). The Board of Directors will meet on February 19, 2025.

Mr. Williams offered reminders for upcoming training and meetings.

The next three UDWI REMC board meetings were approved and scheduled for February 24, 2025, March 24, 2025, and April 28, 2025.

Hoosier Energy will be holding their 2025 Annual Meeting on April 3, 2025, at French Lick Conference Center.

The 2025 Annual Meeting of Member is scheduled for April 23, 2025, at UDWI headquarters. Districts 2 and 6 are up for election. Mr. Dugan and Mr. Cullison are both running unopposed.

With no further business presented, Mr. Williams adjourned the regular session meeting at 7:10 p.m. to convene into an executive session. The session included Mr. Smith, Mr. Sullivan, and all directors in attendance. Mr. Williams officially adjourned the meeting at 7:43 p.m.

APPROVED:

W. Edward Cullison, President

Shawn Dugan, Secretary