

Utilities District of Western Indiana REMC
Minutes of the Regular Meeting of the Board of Directors
November 24, 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.

President Melinda Hendrix called the regular session meeting to order.

Mr. Cullison gave the invocation.

The following directors reported present:

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

Others present were CEO Shane Smith; CFO Michael Sullivan; Director of Member Engagement Britt Miller; Office Manager Lydia Campbell; Accounting Manager Miranda Hostetter; Amanda Craft of Crafted Communication; and member Richard Nichols.

Ms. Hendrix called for additions or corrections to the meeting agenda. Mr. Smith requested swapping the position order of the education series with the budget presentation. Ms. Hendrix called for approval of the change. All approved the request.

Ms. Hendrix also called for additions or corrections to the minutes of the October 27, 2025, regular session board meeting. Mr. Cullison made a motion to accept the minutes as presented. Mr. Dugan seconded, and the motion carried.

The completed 2026 Operating/Maintenance and Capital Budget was presented by Mr. Smith and Mr. Sullivan. The Budget Committee met in early November to review the figures on a detailed/line-item basis. The committee recommended full board approval. Mr. Williams made a motion to approve the 2026 budget as presented. Mr. McDaniel seconded the vote. All approved and the motion passed.

For the next installment of the Board Education Series, Mr. Smith presented on Emergency Load Shed procedures. An emergency electrical grid load shed is required as a last resort when electricity demand severely exceeds supply, threatening a total system collapse. He gave a step-by-step demonstration of UDWI REMC procedures in an event.

Crafted Communications continues to assist with both traditional and social media communications. She provided an overview of completed and current projects.

The Member Services reports were available. Ms. Miller chose to stand on the reports as previously presented.

Mr. Sullivan presented the financial reports.

He chose to stand on the Statement of Cash Flows, Income Statement, Balance Sheet, and Financial Highlights reports.

Mr. Sullivan also presented amendments to the Executive Compensation Plan (457(b) which were mandated by the Secure Act. UDWI REMC legal counsel suggested a lump sum payment for administrative ease. The applicable age was updated to the age of 72. Mr. Sullivan requested approval for the changes. Mr. Dugan made a motion to approve, Mr. Cullison seconded, and the motion carried.

Mr. Smith presented the CEO reports.

He stood on the HHM business report. The Board of Directors met on November 19, 2025.

A condensed summary of the recent employee culture survey was offered for review. Forty-one employees participated producing an 89% response rate.

Per the request of the Board, Political Action Committee (PAC) corporate contribution information was gathered and offered from Indiana Electric Cooperatives. The last donation given by UDWI REMC was in the amount of \$500.00. After discussion, Mr. Carpenter made a motion to contribute \$1,000.00 to the IEC State PAC. Mr. Kirkling seconded and the motion was approved.

Lastly, Mr. Smith shared notes of thanks and appreciation from members, as well as recent employee accomplishments.

Ms. Hendrix called for review of board policies.

Board Policy No. 210.0 'Rate Schedules' was presented for review and discussion. The suggested edits to the policy referenced in Section III Item A., regard additional schedules for small commercial service (TOU-GS) and transmission-connected industrial power service (TIPT). The changes represent new rates suggested by management after member requests, those of which are being developed by a respective rate consultant. Mr. Carpenter made a motion to approve the additions. Mr. Cullison seconded, the motion carried.

Ms. Hendrix called for individual Director Committee reports.

The Budget Committee met on November 6th to review and discuss the 2026 budget. The Community Fund Committee will meet on December 4, 2025. Mr. Smith offered detailed information regarding the New ERA Community Grant Program by Hoosier Energy.

District 2 Director Todd Carpenter reported on updates and events at Hoosier Energy.

The Board of Directors held a special meeting on November 10, 2025.

Treasurer Michael Williams reported on updates and events at Indiana Electric Cooperative (IEC).

The Board of Directors meets bi-monthly. The November meeting is scheduled at the call of the President.

Ms. Hendrix offered reminders for upcoming training and meetings.

The next three UDWI REMC board meetings were approved and scheduled for December 15, 2025, January 26, 2026, and February 23, 2026.

The 2025 IEC Annual Meeting is scheduled for December 8-9, 2025, in Indianapolis at the JW Marriott. Mr. Smith, Ms. Hendrix, and Mr. Williams will attend. Also, Jared Pyne, Line Superintendent, will attend and receive recognition for 25 years of service in the industry.

The NRECA PowerXchange & TechAdvantage conference will be held March 6-11, 2026 in Nashville, TN.

With no further business presented, Ms. Hendrix adjourned the regular session meeting at 8:27 p.m.

An executive session was not required at this time.

APPROVED:

Melinda Hendrix, President

Shawn Dugan, Secretary