

Utilities District of Western Indiana REMC
Minutes of the Regular Meeting of the Board of Directors
December 15, 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. Kirkling gave the invocation.

The following directors reported present:

Todd Carpenter	Shawn Dugan	Melinda Hendrix
David Kirkling	Terry McDaniel	Michael Williams

Those absent: W. Edward Cullison

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

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

Ms. Hendrix also called for additions or corrections to the minutes of the November 24, 2025, regular session board meeting. Mr. McDaniel made a motion to accept the minutes as presented. Mr. Williams seconded, and the motion carried.

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

For the next installment of the Board Education Series, Mr. Smith presented on Demand Reduction Savings. He reviewed the current methods used by the cooperative to manage demand peaks. With an improved AMI system and advanced programs by Hoosier Energy, the use of current demand management equipment will continue to be phased out.

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 report. He expanded on the Financial Highlights report stating November 2025 sales volumes were 1% over the average and 10% over November 2024. And YTD sales were 4.6% over the average figures.

He reported on member account write-offs (compiled bi-annually) for uncollected member final bills for the dates of January 1, 2025, to June 30, 2025. These amounts are uncollectible due to member disconnection requests, non-pay disconnections, bankruptcy, and/or death. The collections department made multiple contact attempts with no success on all the accounts. Mr. Sullivan asked for approval to write off fifty (50) accounts totaling \$26,259.92. Also presented for approval, other accounts receivable invoices for uncollected monies due to the cooperative from public vehicle accidents resulting in destruction of UDWI REMC property. Mr. Sullivan asked for approval to write off four (4) invoices from September 2023 and December 2023 totaling \$9,811.29. Mr. Williams made a motion to approve the write-off of the presented amounts. Mr. McDaniel seconded the vote and all approved. The motion carried.

Mr. Sullivan also presented the quarterly Appendix A Rate Adjustment Schedule was presented for approval by the Board. The appendix shows the PCA Tracker rate for member billings effective from January 1, 2026 through March 31, 2026. The new rate calculation is \$.01578 per kWh. Mr. Carpenter made a motion to accept and approve the new rate. Mr. Kirkling seconded, and the motion carried.

Mr. Smith presented the CEO reports.

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

National Rural Telecommunications Cooperative (NRTC) invites members to update their voting delegates in advance of the 2026 elections. Mr. Dugan will remain as the voting delegate. One update is required regarding the listed CEO/Manager on the form. It will be updated to reflect Mr. Smith as CEO.

Ms. Hendrix called for review of board policies.

Board Policy No. 702.1 'Anti-Nepotism' and Board Policy No. 721.0 'Whistleblower Guidelines' were presented for review and discussion. Cooperative legal counsel reviewed the policies and found edits were not required.

Mr. Williams made a motion to approve the review. Mr. McDaniel seconded, the motion carried.

Ms. Hendrix called for individual Director Committee reports.

The Community Fund Committee met on December 4, 2025. They awarded grants to seven of the nine total applicants for a total of \$15,600.00. No other committee met in the last three weeks.

The Board also discussed creating a Rates Committee. Mr. Williams and Mr. Carpenter volunteered to serve.

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

The Board of Directors will not meet in December.

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

The Board of Directors meets bi-monthly. The Annual Meeting was held on December 8-9, 2025. Mr. Williams, Mr. Smith, Ms. Hendrix, and employee Jared Pyne attended. Mr. Pyne was recognized for 25 years of service to UDWI REMC.

Ms. Hendrix offered reminders for upcoming training and meetings.

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

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 7:33 p.m. to convene into an executive session. The session included Mr. Smith, Mr. Sullivan, and all directors in attendance. Ms. Hendrix officially adjourned the meeting at 7:40 p.m.

APPROVED:

W. Edward Cullison, Vice President

Shawn Dugan, Secretary