

Utilities District of Western Indiana REMC
Minutes of the Regular Meeting of the Board of Directors
April 27, 2026

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

President Melinda M Hendrix called the regular session meeting to order.

Mr. Kirkling 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, Manager of Engineering Johnathan Sutton; Office Manager Lydia Campbell; 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. Cullison seconded, and the motion carried.

Ms. Hendrix also called for additions or corrections to the minutes of the March 23, 2026, regular session board meeting. Mr. McDaniel made a motion to accept the minutes as presented. Mr. Kirkling seconded, and the motion carried.

As part of the Board Education Series, Mr. Smith summarized the Consumer Directed Resource (CDR) option for large Commercial and Industrial facilities. This is a joint effort of UDWI REMC and Hoosier Energy. The CDR is aimed at encouraging investment in job creation.

Crafted Communications continues to assist with both traditional and social media communications. An overview of completed and on-going projects was provided.

Departmental reports were made available for review. Ms. Campbell relayed information from the Member Services Report, Member Newsletter, and Hoosier Energy ad campaign. Ms. Miller provided updates from the Operations Report and Outage Report.

Mr. Sullivan presented the financial reports.

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

The 2026 First Quarter Capital Budget was reviewed. Takeaways included an increase in special equipment costs due to large transformers and switching cabinets purchases for economic development projects.

The 2026 First Quarter Variance Report was also reviewed. Takeaways included an increase in annual dues for AI programs and Right-of-Way management software. Also, increases in meetings and education was over budget due to additional employees sent to MIP and NRECA conferences. Tree trimming costs are also up as billable hours are down and equipment is being repaired.

Mr. Smith presented the CEO reports.

He reported on HHM, LLC business. The Board of Directors elected to begin meeting bi-monthly after the May regular meeting.

The Power Requirements Study executive summary prepared by UDWI REMC and Hoosier Energy was provided for review.

A brief economic development update was given by Mr. Smith. He highlighted a slide deck from Westgate@Crane which showed estimated regional impacts as well as existing and developing projects.

Mr. Smith also offered a brief update on fiber make ready projects and progress made by Mainstream.

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

Ms. Hendrix called for review of board policies.

The following board policies were presented for review.

- Board Policy No. 200.1 'Board of Directors Training and Development'
- Board Policy No. 200.2 'Board of Directors Code of Ethics and Conflict of Interest Appendix'
- Board Policy No. 200.3 'Committees of the Board of Directors'
- Board Policy No. 201.0 'Board of Directors Meetings'

Mr. Williams made a motion to accept the policies as presented. Mr. Cullison seconded, the motion carried.

Board Policy No. 200.0 'Board of Directors Duties and Qualifications' was presented with revisions suggested by board president and cooperative legal counsel to mirror recent language updates made to the cooperative Bylaws regarding meeting attendance. After discussion, the Board elected to table the policy for further review.

Board Policy No. 201.1 'Executive Sessions of the Board of Directors' was presented with revisions suggested by cooperative legal counsel regarding the need of one section referring to meeting final actions. After discussion, the Board elected to table the policy to obtain clarification of edits.

Ms. Hendrix called for individual Director Committee reports.

No committee met since the last meeting.

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

The Board of Directors met on March 23, 2026. The 2026 Annual Meeting was held on April 8, 2026 in the conference center of the French Lick Resort & Casino.

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

The Board of Directors meets bi-monthly. The last meeting was held on April 15, 2026.

Ms. Hendrix extended reminders for upcoming training and meetings.

The next three UDWI REMC board meetings were approved and scheduled for Tuesday, May 19, 2026, June 22, 2026, and July 27, 2026.

With no further business presented, Ms. Hendrix adjourned the regular session meeting at 7:26 p.m. to convene into an executive session. The session included Mr. Smith, Mr. Sullivan, and all directors in attendance.

Ms. Hendrix temporarily adjourned the executive session meeting at 8:05 p.m. to discuss business regarding board officers and committees. Mr. Williams resigned as Treasurer. Mr. Williams made a motion to approve Mr. Kirkling as replacement. Mr. McDaniel seconded, the motion carried. The board elected to swap Mr. Williams and Mr. McDaniel on the Building & Equipment Committee and Budget Committee respectively. Ms. Hendrix officially adjourned the meeting at 8:10 p.m.

Shawn W. Dugan, Secretary

APPROVED:

Melinda M. Hendrix, President