

WIREGRASS ELECTRIC COOPERATIVE, INC.

Regular Meeting of the Board of Trustees

A regular meeting of the Board of Trustees of Wiregrass Electric Cooperative, Inc. was held at 6:15 p.m. on December 27, 2011, at the Hartford office of the Cooperative in Geneva County, Alabama. A copy of the agenda is attached hereto as **Exhibit "A."**

The meeting was called to order by President Donald Ray Wilks.

The Invocation was given by John Clark.

Debra Baxley led the Pledge of Allegiance.

The following Trustees were reported present: Debra E. Baxley, Donald Ray Wilks, Nolan Laird, Greg McCullough, Danny McNeil, Donna Parrish, John Clark, Tracy Reeder and Kip Justice.

The Safety Report was reviewed and approved upon a motion by Debra Baxley and a second by Greg McCullough. All were in favor. Items in the Safety Report include the Safety Summary Report, Safety Meeting Minutes and the Hours Worked Report.

Business of the Membership was discussed.

Chief Executive Officer, Mike McWaters, shared a several letters of thanks including: The American Red Cross for a donation made to the local chapter; Dothan Chamber President, Matt Parker, David Thompson of CB&T and Frank Thompson of the Enterprise, Coffee, Geneva Economic Development Corporation, for the Boston Butt received at Christmas; Wiregrass Museum of Art for featuring the museum as a cover story in *Alabama Living Magazine*; An employee through Personnel Resources; First United Methodist Church in Siler City, North Carolina, for the donation made in memory of Cecil Stackhouse, the father of Tom Stackhouse, President & CEO of Central Alabama Electric Cooperative; Hartford Parents Association for the donated door prizes to the Sports Banquet; Pondtown United Methodist Church for the donation in memory of George Sullivan, employee Kay Sullivan's father-in-law.

Mr. McWaters also shared a write-up in the Hidden Lake subdivision newsletter stating, "The city was called about several street lights that had burnt out bulbs. Many thanks to Wiregrass Electric Co-op who replaced the bulbs within 24 hours."

The Consent Agenda was unanimously approved following a motion by Debra Baxley and a second by Nolan Laird. Items on the Consent Agenda included the minutes of the November 22, 2011, Board Meeting and the Membership List, which was to vote on 198 persons and vote off 199 members in the month of November.

The Board of Trustees then unanimously voted to appoint CEO, Mike McWaters, as the NRECA (National Rural Electric Cooperative Association) Annual & Regional Meeting Voting Delegate, upon a motion by Nolan Laird and second by Danny McNeil.

Upon a motion by Nolan Laird and second by Donna Parrish, the Board of Trustees also unanimously voted to appoint CEO, Mike McWaters as the NRTC (National Rural Telecommunications Cooperative) Voting Delegate.

After discussion, led by the employees of the Engineering and Operations Department, The Board of Trustees, without dispute, approved the contract for Petty Line Construction, following a motion and second from Donna Parrish and Greg McCullough, respectively.

Financial and Operating Reports for the month of November were presented by CEO Mike McWaters. A motion by Kip Justice and a second by John Clark unanimously carried to approve the Statement of Operations for November.

Attorney, Ed Price, then made his report to the Board of Trustees.

Jason Thrash and Danny Ealum then made a report to the Board of Trustees including several projects of the Engineering and Operations Department, but most importantly, the flow and details of the Outage Management System.

CEO, Mike McWaters, then made his report to the Board of Trustees.

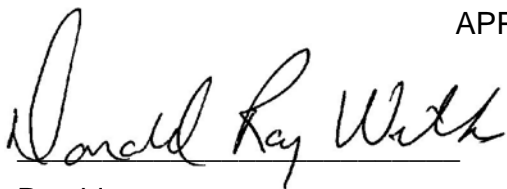
The PowerSouth Board Meeting was held on November 18, 2011. A discussion was held concerning the same with input provided by PowerSouth Board of Director, Greg McCullough.

The AREA Board of Trustee Meeting was held on December 1, 2011, and a discussion was held concerning the same with input provided by AREA Board of Director, John Clark.

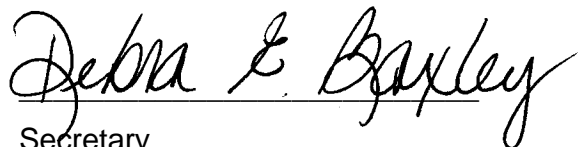
The next regularly scheduled Board Meeting was set for January 24, 2012, at 6:15 p.m. at the Hartford office of the Cooperative.

There being no further business, the meeting adjourned upon unanimous approval of a motion by Nolan Laird and a second by Danny McNeil.

APPROVED:



President



Secretary