

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 January 25, 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.

There were no guests in attendance.

The Consent Agenda was unanimously approved following a motion by Debra Baxley and a second by Greg McCullough. Items on the Consent Agenda included the minutes of the December 28, 2010; The Safety Meeting Minutes and the Membership List, which was to vote on 154 persons and vote off 160 members.

Business of the membership was discussed.

CEO, Mike McWaters, shared several letters of thanks including: The American Cancer Society for the donation made in memory of Elmys Reese Eunice, who is the mother of Dana Eunice at AREA; Gene and Mary Farmer, who are WEC Members and appreciate the Energy Services provided to them in coordination with Habitat for Humanity; and The Geneva County Department of Human Resources for the Operation Santa Claus donation made by employees and the Co-op during the holidays.

Nolan Laird made a motion and John Clark a second to amend the handbook to include Audio Monitoring in the security portion. Formerly, The Cooperative only had video monitoring throughout the Cooperative in designated areas, and at the front counters, but recent upgrades include audio recording specifically at the counters. All Trustees were in favor of this amendment.

Tracy Reeder was appointed as the CFC Voting Delegate and Donald Ray Wilks was appointed as the Alternate upon a motion and second by Nolan Laird and Kip Justice respectively. All were in favor.

Donald Ray Wilks was appointed as the NCSC Voting Delegate and Tracy Reeder as the Alternate upon a motion and second by Debra Baxley and Donna Parrish respectively. All were in favor.

CFO, Les Moreland, presented the Operating Budget to the Board of Trustees. After in-depth discussion, Kip Justice made a motion to approve the Budget as presented and Debra Baxley seconded the motion, which passed without dispute.

Financial and operating reports for the month of December were presented by CEO Mike McWaters and CFO Les Moreland. A motion by Debra Baxley and a second by Nolan Laird unanimously carried to approve the Statement of Operations for December.

Attorney Ed Price made his report to the Board of Trustees. The Trustees were presented with a draft of the Capital Credits Policy and a discussion was lead by Attorney Price. The Trustees will review the policy and plan to vote on its approval at the February Board Meeting.

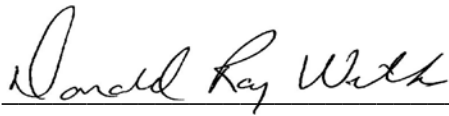
CEO, Mike McWaters, then made his report to the Board of Trustees.

The PowerSouth Board Meeting was held on December 17, 2010. A copy of these minutes was mailed to each Trustee as well as a copy included in their Board Packet, and a discussion was held concerning the same.

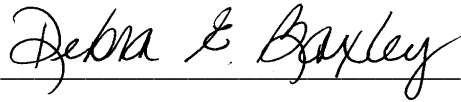
There being no further business, the meeting adjourned upon unanimous approval of a motion by Danny McNeil and a second by Nolan Laird.

The next Board Meeting is scheduled for February 22, 2011, at 6:15 p.m. at the Dothan office of the Cooperative.

APPROVED:



President



Secretary