

CASS COUNTY ELECTRIC COOPERATIVE INC.

Annual Meeting Minutes – August 25, 2020

(To be approved by the membership at the 2021 Annual Meeting)

The 82nd Annual Meeting of the members of Cass County Electric Cooperative Inc. was held virtually at Cass County Electric Cooperative, Fargo, North Dakota, on Tuesday, August 25, 2020, beginning at 4:00 p.m.

Chairman Marcy Svenningsen called the 82nd Annual Meeting of Cass County Electric to order. Due to the COVID-19 pandemic, the board approved to change the format of this year's annual meeting to a virtual meeting and noted the primary purpose of this meeting is to elect the directors in the open districts for a three-year term from 2020-2023. Chairman Svenningsen encouraged the membership to watch the video reports from Chad Sapa, VP Corporate Services, regarding our financial status, Marshal Albright, President/CEO, with an update on our cooperative; and her video report from a board perspective. All videos are available for viewing on our website at www.casscountyelectric.com Present at the Annual Meeting are the Board of Directors, including Chairman Svenningsen, necessary staff, Tami Norgard of Vogel Law Firm; and Jane Lindemann and Michael Nilson, who comprise the Teller Committee.

Chairman Svenningsen reported to the membership that the official number of valid ballots was 789, which constituted a quorum for the transaction of business. A listing of the members who voted are attached to the minutes of this meeting. Chairman Svenningsen further certified that proper notice of meeting was mailed to each member on July 27, 2020. A copy of the notice of meeting and proof of mailing is attached to the minutes of the meeting. Chairman Svenningsen noted the meeting agenda is posted to the Cass County Electric website annual meeting page and in the August issue of the Highline Notes. A copy of the meeting agenda is attached to the minutes. A summary of the minutes from the 2019 annual meeting is posted to the annual meeting page on our website. The board of directors did not add procedural votes to the absentee or electronic ballot to keep the voting and virtual meeting as straight-forward as possible. The board will have the membership consider approving the 2019 annual meeting minutes at the annual meeting in 2021.

Chairman Svenningsen called on Attorney Tami Norgard of the Vogel Law firm to provide a summary of the bylaw changes since our last member meeting. Ms. Norgard stated the bylaws were amended to address readability, consistency, typographical and grammatical errors. Counsel reviewed the substantive changes of the amendments including a few COVID-19 related amendments including delaying the April annual meeting and waiving the requirement of the removal of any board member who is not physically present at the place of the regularly scheduled meeting if the board determines that physical presence is unsafe or unwarranted.

Chairman Svenningsen called on Attorney Tami Norgard of the Vogel Law Firm to explain the election process. Ms. Norgard thanked the board for their long-standing relationship with the Vogel Law Firm. Because of the COVID-19 pandemic, the board voted to hold a virtual annual meeting for the safety of the members. Absentee ballots and electronic options were the means offered to the members to vote this year. We must elect directors to fill the seats for District At Large, District 4, and one of the three seats allocated to District 5, the most populous director district. The board secretary will preside over the election process, which process was entirely handled through the mail, or electronic voting. The electronic balloting was managed by Survey and Ballot Systems, and the Vogel Law Firm dealt with the absentee ballots. The certification of the tabulated results, along with the actual ballots, will be reviewed by the Teller Committee.

Board Secretary Glenn Mitzel summarized the Credentialing Committee's report stating the following members of Cass County Electric filed a petition for nomination and have been qualified by the Credentialing Committee to run for the position of director in the districts in which there are vacancies at the 2020 annual meeting:

District At Large	Marcy Svenningsen (I)	Valley City, North Dakota
District 4	Jeffrey Triebold (I)	Fargo, North Dakota
District 5	Terry Kraft	West Fargo, North Dakota
District 5	Brad Maasjo	Fargo, North Dakota
District 5	Tom Seymour (I)	West Fargo, North Dakota

The petitions of these nominees shall become an official part of the minutes as recorded in the records of the cooperative. Secretary Mitzel then declared nominations closed in the districts in which there were vacancies and introduced the Teller Committee members appointed to oversee the results of the electronic and absentee ballots. The Teller Committee members are Jane Lindemann of Fargo and Michael Nilson of West Fargo. These individuals validated the results of the ballots received by the Vogel Law Firm and the electronic ballots provided by our third-party vendor, Survey and Ballot Systems. Michael Nilson of the Teller committee stated they viewed the Survey and Ballot System certification of electronic voting results, as well as the Vogel Law Firm certification and physical ballots. It appears to be a fair and transparent process.

Secretary Mitzel then announced the election results provided by the Teller Committee:

- In District 4, Jeffrey Triebold was declared the winner.
- In District At Large, Marcy Svenningsen was declared the winner
- In District 5, Tom Seymour was declared the winner with 345 votes.

The declared winners as elected by the membership are to hold office for a three-year term or until his or her successor has been elected and qualified. The Teller Committee Report is attached to these minutes.

Chairman Svenningsen stated that because of the meeting format change, we are dispensing of the old and new business and encouraged members to submit questions on the annual meeting page of the website. All questions and answers will be posted for members to view.

Chairman Svenningsen encouraged the members to view the board chair report, President/CEO's report, and the financial report posted on the annual meeting page of our website.

Chairman Svenningsen declared the business meeting adjourned.

Glenn D. Mitzel, Secretary