

CASS COUNTY ELECTRIC COOPERATIVE INC.

Annual Meeting Minutes – April 18, 2023

(To be approved by the membership at the 2024 Annual Meeting)

The 85th Annual Meeting of Cass County Electric Cooperative Inc. was held at the Delta by Marriott, Fargo, North Dakota, on Tuesday, April 18, 2023. The theme of the meeting was Your Trusted Energy Advisor.

Paul Matthys, VP of Member and Energy Services welcomed everyone and introduced the National Anthem. A meal of Beef Jardiniere with a dessert option of a fruit tart or chocolate torte was served.

Chairman Glenn Mitzel welcomed the membership, introduced himself, and officially called the meeting to order at 5:59 p.m. Chairman Mitzel commended the Directors on their commitment to support our values of safety, reliability, and affordability. He then introduced board members Terry Kraft, District At Large, who serves as Vice Chair/Secretary; District 8, Kalvin Hoff, who serves as Treasurer; District 1, Paul White; District 3, Sid Berg; District 5, Tom Seymour; District 7, Wendy Loucks; and an open seat for District 4 that will be filled during the meeting. Director Doug Anderson from District 2 was unable to attend. Chairman Mitzel then introduced Tami Norgard of Vogel Law Firm, serving as legal counsel.

Chairman Mitzel called President/CEO Marshal Albright to the stage to introduce guests, retired employees and directors, and elected officials. President Albright acknowledged Jocelyn Hovland for planning the Annual Meeting. President Albright invited Chairman Mitzel back to the stage.

Chairman Mitzel reported that the official number of registered members in attendance was 309, which constituted a quorum for the business meeting under the bylaws of the Cooperative. A listing of the members (by District) in attendance is attached to the Minutes of this meeting. The total number of attendees is 299. Chairman Mitzel further certified that proper notice of the meeting was mailed to each member on March 21, 2023. A copy of the Notice of Meeting and Proof of Mailing is attached to the Meeting Minutes. Chairman Mitzel then called for the adoption of the meeting Agenda. Hearing no objections from the membership, the meeting Agenda was adopted as presented. A copy of the agenda is attached to the Minutes.

The membership then considered the Minutes of the 2022 Annual Meeting. The following resolution was made, seconded, and approved by the membership: **RESOLVED: to unanimously approve the Minutes of the 2022 Annual Meeting as presented and that the reading of these Minutes be dispensed with, as this information was furnished for review by the membership before the start of the meeting.**

Chairman Mitzel called on Attorney Tami Norgard of Vogel Law Firm to explain the election process. Ms. Norgard thanked the Board for their long-standing relationship with Vogel Law Firm. For members who were unable to attend the Annual Meeting, absentee ballots were offered to members this year and included in the vote for directors. Attorney Norgard certified the results of the absentee ballots and brought them in an envelope to the Teller Committee along with the absentee ballots submitted. In March 2022, Director Svenningsen resigned, leaving an open seat in District 1. The Board went through an interview process and appointed Paul White, a candidate in the 2023 election, to fill the District 1 Director seat previously held by Marcy Svenningsen. The Bylaws require that anyone appointed mid-term needs to run for election at the next Annual Meeting.

In December 2022, Director Jeff Triebold from Fargo resigned, leaving an open seat for District 4. Districts 1, District 4, District 5, and District At Large were up for election. There are only incumbents running in open seats in District 1 and District 5. Districts 4 and District At Large each have three candidates, with one of the candidates for District At Large being an incumbent.

Attorney Norgard then called on Director Glenn Mitzel, Board Chair, to summarize the Credentialing Committee’s report and identify the candidates. Director Mitzel recognized the Teller Committee members who oversee collecting and counting members’ ballots by Cass County Electric employees. The Teller Committee Members for the 2023 election are Karen Egeberg from District 4 and Jane Lindemann from District 7. Director Mitzel then summarized the Credentialing Committee’s report stating that 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 2023 Annual Meeting:

District 1	Paul White (I)	Stirum
District 4	Levi Otis	Argusville
District 4	Stacey Ackerman	Reiles Acres
District 4	Jeff Dahl	Fargo
District 5	Tom Seymour (I)	West Fargo
District AL	Terry Kraft (I)	West Fargo
District AL	Judy Aafedt	Fargo
District AL	Trixie Musasa	Fargo

The petitions of these nominees shall become an official part of the Minutes as recorded in the records of the Cooperative.

Director Mitzel explained that the candidates in District 1 and District 5 are running unopposed. The membership was asked for a motion, a second, and a voice vote to elect the candidate for this position. The unopposed director will be duly elected if the requested motion is made, seconded, and adopted. Each candidate running in a contested election will be allowed to address the membership. After all candidates for the contested elections speak, the Chair will commence voting by ballot for nominees in Districts 4 and At-large.

The membership was then asked to cast unanimous ballots to re-elect the incumbent District 1 director by voice vote.

The following resolution was duly made, seconded, and approved by the membership:
RESOLVED: THAT Paul White be declared as the director in District 1 and commissioned to hold office to complete the current term or until their successor shall have been elected and qualified.

Chairman Mitzel conducted the election for District 5. The candidate in District 5 is running unopposed. The Board Chair will ask for a motion, a second, and a voice vote to elect the candidate for this position. Assuming the requested motion is made, seconded, and adopted, the unopposed director will be duly elected.

The membership was then asked to cast unanimous ballots to re-elect the incumbent District 5 director by voice vote.

The following resolution was duly made, seconded, and approved by the membership: **RESOLVED: THAT Tom Seymour be declared as the director in District 5 and commissioned to hold office for three years or until their successor shall have been elected and qualified.**

Chairman Mitzel introduced the remaining candidates for election for the director positions in Districts 4 and At-large. Each candidate was called to the podium in alphabetical order and allowed three minutes to address the membership. Chairman Mitzel then directed the membership to cast their ballot in District 4 and District At-large elections. When the votes from all qualified voters were received, the Teller Committee left the meeting to oversee the counting of the members' ballots.

Chairman Mitzel then provided the Board Chair's report to the membership, noting that this is the members' meeting, their Board, and their Cooperative. The membership has a say in who represents them. The Board sets the framework and expectations for the CEO and employees to perform the day-to-day activities and achieve their goals. The \$4.5M in capital credits is the highest amount ever paid out in a year due to the robust performance and growth of the Cooperative. Reliability in 2022 was 99.982%. Everyone from the membership, the Board of Directors, the management team, line workers, engineers, and office staff, worked together to ensure electricity is always there. Thoughts of safety, affordability, and reliability are always in the boardroom. The lights must come on, and our dedicated workforce, our people, must go home safely each night. The change will never stop, but neither will CCEC's adherence to consistency in providing safe, affordable, and reliable energy. Chairman Mitzel thanked the members for their time this evening.

President Albright provided his President's report to the members noting the accomplishments of 2022. In line with the theme of the meeting, as "Your Trusted Energy Advisor," the cooperative's employees strive daily to provide accurate, factual, and relevant information to our members to help them make energy decisions, from new heating systems, lighting, and now electric vehicles and charging systems. We have an engaged Board of Directors and 93 full-time employees committed to supporting our mission to serve our members' energy needs with affordable and reliable electricity. The Board and management staff held a strategic planning session where we validated our strategy and business plan for 2023. In 2022, the membership grew by 1,432 new accounts, including 925 new homes for 56,631 accounts. The Cooperative sold 1.371 billion kWh. Revenue was up 6.1% over the previous year, with solid kWh sales, and carefully managing operating expenses. Reliability was again at 99.982%; it is achieved by our employees. We also invest in employee training, specialized trucks, and equipment; an in-house engineering team; a 24/7 power control center, technology in meters and substations, and critical security controls. We focus on exceptional service to our members. We surveyed our members to get their opinion and, received an American Customer Satisfaction Index score of 84. Operation Round Up donated over \$253,000 to area non-profits and individuals in need. Looking forward to 2023, we anticipate modest growth, opportunities with the Federal Infrastructure Investment and Jobs Act bill; challenges of supply chain issues for material; and Minnkota's power supply options for the future.

President Albright then thanked the employees of Cass County Electric, who are the "Your Trusted Energy Advisors."

Chad Sapa, VP of Corporate Services/CFO, presented the 2022 year-end financial report. The audit firm of Eide Bailly, LLP conducted the audit in January 2023 and reviewed the audit with the Board of Directors at the February 2023 board meeting. Eide Bailly awarded an unmodified opinion with no internal control and compliance findings. VP Sapa reviewed the balance sheet and financial performance of the cooperative.

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

- In District 1, Paul White was declared the winner by a voice vote.
- In District 4, Stacey Ackerman was declared the winner with 185 votes.
- In District 5, Tom Seymour was declared the winner by voice vote.
- In District At-large, Terry Kraft was declared the winner with 322 votes.

Chairman Mitzel congratulated the newly elected Directors. As elected, the declared winners hold office for a three-year term or until their successor has been elected and qualified. The Teller Committee Report is attached to these minutes.

Chairman Mitzel called for old business three times; there was none.

Chairman Mitzel then called for new business.

A member, Stu Boyer, stated that they were making a motion that no CCEC member shall be discriminated against in any way for any policy or by the board of directors. There was a second to the motion.

Attorney Norgard explained to the members that the current policies already include non-discrimination policies, so the requested policy is unnecessary. She explained that there are federal, state and local anti-discrimination laws in effect, which the cooperative abides by. She advised that the Cooperative would not want there to be any confusion by a motion that might be viewed as expanding any legally protected classes.

A discussion was held. Chairman Mitzel called the question with there being a motion on the table.

Another member makes a motion to table the motion. There is no second.

Another member made a motion to omit the first motion. The member that made a motion to table the motion withdraws the motion.

Chairman Mitzel calls for a vote on the motion presented. Motion fails on a voice vote.

Chairman Mitzel calls for new business a second time.

A member, Stu Boyer, makes a motion that the Board of Directors adopt a policy to encourage renewable energy. There is a second to the motion.

VP Matthys responds by explaining the processes in place today, including policies in favor of encouraging renewable energy.

Chairman Mitzel calls for a vote from the membership, and the motion fails on a voice vote.

Chairman Mitzel calls for a new business a third time, there is none.

Chairman Mitzel opened the floor for discussion. The executive staff responded to the following questions from the membership:

- A member inquired whether board meetings are open to the membership.
- A member inquired about an alternative plan to Project Tundra. President Albright responds.

Chairman Mitzel acknowledged that issues are deep and complex. He thanked Cass County Electric employees for their dedication and hard work.

Chairman Mitzel then called on VP Paul Matthys to conduct the door prize drawings. The door prizes included a \$100 gift card to the following merchants: Scheels, Hornbacher's, Cash Wise, John & Wayne Meats, Holiday Gas Station, Casey's Gas Station, Ace Hardware, and a \$100 Cass County Electric Energy Credit.

Hearing no other issues offered for discussion or announcements from the membership, Chairman Mitzel thanked the Delta by Marriott for hosting the event, and Mobile Pro for handling the audio/visual presentation.

A motion was duly made and seconded to adjourn the meeting at 7:47 p.m.

Board Secretary