

CASS COUNTY ELECTRIC COOPERATIVE INC.

Annual Meeting Minutes – April 16, 2024

(To be approved by the membership at the 2025 Annual Meeting)

The 86th Annual Meeting of Cass County Electric Cooperative Inc. was held at the Delta by Marriott, Fargo, North Dakota, on Tuesday, April 16, 2024. The theme of the meeting was The Power of Our People.

The meeting began with a video highlighting the Christmas ice storm.

Chad Brousseau, VP of Member and Energy Services, welcomed everyone and introduced the National Anthem. Then, a meal of Beef Jardiniere with an assorted cake dessert option was served.

Chairman Glenn Mitzel welcomed the membership, introduced himself, and officially called the meeting to order at 6:00 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; District 1, Paul White, who serves as Secretary, District 2, Doug Anderson, District 3, Sid Berg, District 4, Stacey Ackerman, District 5, Tom Seymour, District 7, Wendy Loucks, District 8, Calvin Hoff, who serves as Treasurer. Chairman Mitzel then introduced Tami Norgard of Vogel Law Firm, serving as legal counsel, and cooperative representatives and elected officials in attendance.

Chairman Mitzel addressed the first order of business, to establish a meeting quorum and announce the Certification and Proof of Mailing of the Notice of Annual Meeting. The notice of the Annual Meeting was mailed to all members on March 26, 2024. A copy of the Notice of Meeting and Proof of Mailing is attached to the Meeting Minutes. Chairman Mitzel further reported that the official number of registered members in attendance was 452, 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 was 587. 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 2023 Annual Meeting. The following resolution was made, seconded, and approved by the membership: **RESOLVED: to unanimously approve the Minutes of the 2023 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.**

The next order of business was to conduct board of director elections. 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.

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 2024 election are Karen Egeberg from District 4 and Dan Seymour from District 5. 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 2024 Annual Meeting:

District 2	Doug Anderson (I)	Arthur
District 3	Sid Berg (I)	Colfax
District 3	Brian Gregor	Kindred
District 3	Vanessa Kummer	Colfax
District 7	Wendy Loucks (I)	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 2 and District 7 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 District 2.

The membership was then asked to cast unanimous ballots to re-elect the incumbent District 2 director by voice vote.

The following resolution was duly made, seconded, and approved by the membership:

RESOLVED: THAT Doug Anderson be declared as the Director in District 2 and commissioned to hold office to complete the current term or until their successor has been elected and qualified.

Chairman Mitzel conducted the election for District 7. The candidate in District 7 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 7 director by voice vote.

The following resolution was duly made, seconded, and approved by the membership:

RESOLVED: THAT Wendy Loucks be declared as the director in District 7 and commissioned to hold office for three years or until their successor has been elected and qualified.

Chairman Mitzel introduced the remaining candidates for election for the director positions in District 3. 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 the District 3 election. 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. Charmain Mitzel thanked and congratulated former CCEC CEO Marshal Albright for his dedication and years of service to the cooperative. Chairman Mitzel defined that the board of directors has three primary roles: 1) set policy and audit that policy is followed; 2) fiduciary oversight; and 3) select a CEO if required. Mr. Mitzel highlighted the importance of the process of hiring a CEO to manage a company that has 1/3 of a billion dollars in assets and annual revenue exceeding \$150M dollars.

Chairman Mitzel noted that 2023 was another great year for the cooperative. Everyone from the membership, the Board of Directors, the management team, line workers, engineers, and office staff, worked together to ensure electricity was 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. Mr. Mitzel reported on the ice storm that began on December 25, 2023, resulting in over 1,200 downed poles and highlighted that after enduring the \$5M storm, we foresee no rate impacts. Mr. Mitzel thanked the employees of CCEC for their storm relief efforts, along with neighboring cooperatives that provided mutual aid. He reported that with all the details from 2023 and more, it has been a great, yet challenging year, and your cooperative remains as strong as ever and in good hands. Chairman Mitzel thanked the members for their time this evening and welcomed our new CEO, Paul Matthys, to the stage.

President Matthys provided his President's report to the members noting the accomplishments of 2023. In line with the theme of the meeting, "The Power of Our People," 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. Mr. Matthys reported on 2023's highlights and accomplishments as well as providing a brief overview of his background, career, and the cooperative, and why he is thrilled to embark on this journey as CEO.

Mr. Matthys reported on the Monday, December 25, 2023, ice storm that hit the region. A video highlighting the events of the storms and employees was shown. Statistics of the storm were shared, noting that at one point, there were 4,500 accounts without power and 1,200 downed poles. It took cooperation among the CCEC lineworkers, along with mutual aid from 15 neighboring cooperatives, employees from engineering, power controls, metering, energy management, member accounts, communications, IT, and the operations department to make it through the storm restoration process. It was truly a total team effort. The storm efforts were successfully restored by 5:30 p.m. on Friday, January 5, 2024 (Day 12).

Despite the ice storm, reliability was strong for the majority of 2023. The cooperative's board of directors approved the implementation of a Time-of-Day pilot rate in 2022 and implemented the rate in 2023 for 40 accounts. The engineering and operations teams worked together to collect data and submit applications for two grants under the Grid Resilience and Innovation Partnership Program (GRIP). The cooperative's committed employees prioritize delivering exceptional member service at a high level and received an 86 out of 100 on the American Customer Satisfaction Index (ACSI) in 2023, with the average cooperative of our size scoring 74. Cybersecurity was a priority in 2023 to ensure the security of our member's data. Mimecast, an email security platform, was introduced in the fall of 2022.

President Matthys then thanked the employees of Cass County Electric and reported it is an exciting time in the electric industry, filled with challenges and opportunities.

Chad Sapa, VP of Corporate Services/CFO, presented the 2023 year-end financial report. The audit firm of Eide Bailly, LLP conducted the audit in January 2024 and reviewed the audit with the Board of Directors at the February 2024 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 2, Doug Anderson was declared the winner by a voice vote.
- In District 3, Vanessa Kummer was declared the winner with 171 votes.
- In District 7, Wendy Loucks was declared the winner by voice vote.

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 Attorney Norgard to the stage to discuss a bylaw change regarding member motions for annual member meetings that the board is considering. The proposition is to add a 90-day notice guideline to section 2.4 Member Action at Member Meetings.

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

Chairman Mitzel then called for new business.

Chairman Mitzel calls for new business a second time.

Chairman Mitzel opened the floor for discussion. There were no further questions.

Chairman Mitzel then called on VP Chad Brousseau to conduct the door prize drawings. The door prizes included twenty (20) \$100 Visa gift cards with the CCEC logo, printed by Touchstone Energy.

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 7:24 p.m.

Board Secretary