

**80<sup>th</sup> Annual Meeting of the Membership**

**September 29, 2018**

The 80<sup>th</sup> Annual Meeting of the Jump River Electric Cooperative, Inc. (hereinafter referred to as the "Cooperative") was held at the Ladysmith High School, Town of Flambeau, Rusk County, Wisconsin on Saturday, September 29, 2018. Registration began at 9:00 a.m.

President Jerry Carow called the meeting to order at 10:02 a.m. Presentation of Colors as well as the National Anthem were presented. President Carow welcomed the members of the Cooperative to the 80<sup>th</sup> Annual Meeting.

President Carow thanked the American Legion for the presentation of colors and Kurt Hoesly for the singing of the National Anthem.

Secretary-Treasurer Joe Lorence reported there were 96 members registered and declared there was a sufficient number to constitute a quorum and hold an official meeting.

President Carow thanked the following guests: Jim Miller, Steve Johnson, Candis Homme, Mary Erickson, Scott Bolstad, and Dean Ortmann.

President Carow announced Attorney Niles Berman would act as Parliamentarian at the meeting. There was no objection, so Attorney Berman dispensed with the reading of the Rules of the Meeting, which were included in the notice of the Meeting. Attorney Berman next read the proof of notice of the annual meeting. The official notice of the meeting was included in the *Wisconsin Electric Cooperative News (WECN)* that was mailed to all members on August 30, 2018.

President Carow announced that registration was closed at this time, to permit the counting of ballots to begin.

President Carow stated the members received a copy of the 2017 Annual Meeting Minutes in the Annual Meeting Notice that was mailed to them in the WECN and entertained a motion to approve those minutes as distributed. A motion was made and seconded by the members to approve the 2017 Annual Meeting Minutes as presented. The motion was unanimously carried.

President Carow introduced the election inspectors: Florence Selonke, Vicki Richardson, Jackson Reeder, George Bluesky, and Arian Knops.

Attorney Berman read the qualifications of the directors of the Cooperative and introduced the current directors. Berman then announced the director candidates, being: District 1 – incumbent Jane Reich, Sheldon, and Earl Hinkel, Stanley; District 5 - incumbent Bill Van Doorn, Ladysmith; District 6 – incumbent John Cerman, Hayward. Reich, Hinkel, van Doorn, and Cerman addressed the membership.

Attorney Berman called for questions on the Director Ballot. There were no questions asked, so Berman asked the members to mark their ballots and then closed the director balloting.

Attorney Berman acknowledged and thanked the Rules and Resolutions Committee: Ronda Parker, Gary Beadles, Doug Dicus, Sue Farrell, Ken Hodowanic, Peggy Kuehne, Henry Lew, Gene Ludvigsen, Vickie Palya, and Fred Stendel.

Attorney Berman reviewed each of the six proposed Bylaw amendments. At the end of each, Attorney Berman called for questions on the Proposed Bylaw Amendments and gave voting instructions. As reported in the meeting notice, the Rules and Resolution's Committee recommended approval of all six amendments.

Amendment 1 - Comments included, "To punish felons for the rest their lives is just wrong."

Amendment 3 - Questions included, "If director resigns during the third term before the annual meeting, can they be re-elected again for three more terms, at the next electoral meeting? Attorney Berman stated that's not the case."

Amendment 4 – Comments included, "Term limits should stay."

Amendment 6 – Comments included, “Members would have a better understanding of Bylaws if an explanation of each was printed in WECN.”

When the discussion concluded, Attorney Berman asked members to mark their ballots for or against adoption of each the amendments, and he then declared the Proposed Bylaw Amendment balloting closed.

General Manager / CEO Jim Anderson introduced Jim Halvorsen of CliftonLarsonAllen. Mr. Halvorsen stated the Cooperative’s books were in good standing and kept accurately. A copy of the Financial Report was sent to each member in the WECN Annual Report and Halvorsen reviewed the report therein.

President Carow reported on: rate comparison and average monthly cost amongst six local cooperatives, stating that usage has declined; member / owner engagement; Community Cents; charging stations coming to the Ladysmith building and the Hayward outpost; electric vehicles; and introduced a home charging station incentive program.

General Manager / CEO Jim Anderson addressed the membership. He reported on a Year of Progress and Change, indicating that we hit a big milestone – 80 years; touched upon our history - November 10, 1938 incorporation date, energized in 1940 with 179 members on board; provided stats for 2018 of 8,439 members, over 10,000 accounts metered, service in 6 counties; introduced the 25 full-time employees; presented No Lost-Time Accident Safety Awards to employees: Dawn Zahurones, 15 years – 30,992.50 hours of no lost-time accidents; Jessica Bingham, 10 years – 21,819.50 hours of no-lost accidents; and Jeff Kurtzhals, 10 years – 21,077.50 hours of no lost-time accidents; brought back Willie-Wiredhand, changed the logo on our trucks; 7 Cooperative Principles; Mission and Value Statement; software upgrade; changing the way we handle members’ information; communications; gave an update on discussion with the Lac Courte Oreilles Tribe; technology; capital credit retirement; and in summary, we are financially sound, outage times have decreased, improved our reliability, and based on our current observations and calculations, at this time, we are anticipating that there will be NO rate increase for 2019.

District 1 Director, Jane Reich introduced Manager of Energy, Efficiency and Technical Services at Dairyland Power Cooperative (DPC) Jeff Springer. Springer presented a slide show on electric vehicles and touched upon the following: pure electric vehicles and plug in hybrid electric vehicles you can buy today; pure electric vehicles coming soon; barriers to electric vehicle adoption – prices too high, lack of places to recharge, range of vehicle on a full charge, long recharge time, battery replacement cost, and technology is too new; and electric vehicle charging options.

General Manager / CEO Jim Anderson introduced River Valley Architect, Linda Powers. Powers presented to the members a “space needs study” of our current headquarter facility site. Information was gathered on each existing building regarding the space needed for day-to-day business for both current and future needs; square footage was assigned to the different functions needed; both the management team and board of directors toured other facilities; building space analysis was developed; and looked at existing facility first to come up with four possible solution options.

President Carow called for comments and questions on reports and submitted questions. Springer, Powers, Anderson, and Davis addressed the following questions: different chargers – what cars can you plug into each of those units; price to charge one vehicle; extra license fee for tax purposes; can electric lines infrastructure handle these cars; how do we handle the disposal of batteries; interest - community solar project; what kind of mile range do electric vehicles have; how much do charging stations cost; what is this going to cost the tax payer; and put all voting ballots in one magazine, not two.

Attorney Berman reported on the director election results. Based on the initial count, Attorney Berman declared the following directors received the highest number of votes in their respective districts and would serve their respective districts for three years, the term specified in the Bylaws of the Cooperative, or until their successors shall have been elected and qualified: District 1, Jane Reich, Sheldon; District 5, Bill Van Doorn, Ladysmith; and District 6, John Cerman, Hayward. Attorney Berman explained that to ensure complete accuracy, and even though there were no close races, the ballots were still being recounted and that the final counts will be reported in the Minutes of this meeting. Those final results were as follows: for District 1 – incumbent Jane Reich, 154 votes and Earl Hinkel, 69 votes; District 5 – incumbent Bill Van Doorn, 190 votes; District 6 – John Cerman, 181 votes.

Attorney Berman then announced the proposed Bylaw amendments all received a majority of votes in favor and were adopted. As with the director elections, to ensure complete accuracy, and even though with one exception, all the amendments passed by wide margins, the ballots were still being recounted and the final counts will be reported in the Minutes of this meeting. Those final results were as follows:

Proposed Bylaw Amendment 1 to amend Tenure and Qualifications – Felony Conviction was adopted, with a vote for the Bylaw Amendment of 183, and 26 against.

Proposed Bylaw Amendment 2 to amend Tenure and Qualifications – Removal was adopted, with a vote for the Bylaw Amendment of 185 votes, and 21 against.

Proposed Bylaw Amendment 3 to amend Tenure and Qualifications – Clarification of Partial Terms was adopted, with a vote for the Bylaw Amendment of 191 votes, and 18 against.

Proposed Bylaw Amendment 4 to amend Tenure and Qualifications – Change Term Limits was adopted, with a vote for the Bylaw Amendment of 118 votes, and 87 against.

Proposed Bylaw Amendment 5 to amend Tenure and Qualifications – Delinquencies was adopted, with a vote for the Bylaw Amendment of 184 votes, and 17 against.

Proposed Bylaw Amendment 6 to create a New Article – Dispute Resolution was adopted, with a vote for the Bylaw Amendment of 149 votes, and 53 against.

Attorney Berman stated the ballots will be held for 30 days following the meeting and destroyed after that retention time unless directed differently by the membership. No objection or comments were made and Berman declared the ballots will be retained for 30 days.

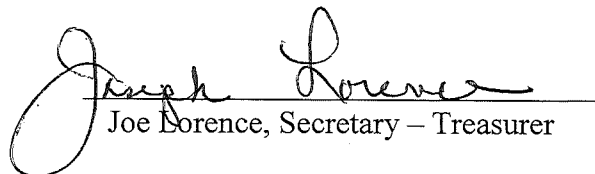
President Carow called for unfinished business. Member commented on the elimination of the appliance division along with service of those appliances.

President Carow called for new business. There was none.

General Manager / CEO Jim Anderson reminded the members to turn in their red ticket stub to redeem their attendance gift, which was a \$10 energy credit and to pick up their dinner voucher to JS Supper Club.

The grand prize winner was Doug and Ronda Parker winning a \$1,200 (\$100 per month) voucher towards their energy bill.

Being there was no further business to come before the meeting, President Carow accepted a motion and second to adjourn the meeting at 12:16 p.m. Final registration was 102. Motion carried.

  
Joe Lorence, Secretary – Treasurer

(CORPORATE SEAL)