

EMPIRE ELECTRIC ASSOCIATION, INC.
MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
Cortez, Colorado
October 8, 2020

General Manager Josh Dellinger welcomed everyone to the Empire Electric Association, Inc. ("EEA") annual meeting.

Dellinger began the meeting by recognizing any past or present military and law enforcement members. Dellinger introduced guests Duane Highley, CEO of Tri-State Generation and Transmission, Inc. ("Tri-State") and Kent Singer, Executive Director of Colorado Rural Electric Association ("CREA").

The Invocation and Pledge of Allegiance were provided by Operations Manager Ken Tarr.

Vice President David Sitton explained the process used when a member wishes to speak at the annual meeting.

Vice President Sitton called the meeting to order at 5:37 p.m.

Vice President Sitton introduced the Board of Directors as follows: District 7, President John Porter. District 6, Vice President David Sitton, District 1, Secretary-Treasurer Jerry Fetterman (CREA board representative and Western United board representative); District 3, William Bauer (FastTrack board representative); District 4, Bill Mollenkopf (Tri-State board representative); District 5, Kent Lindsay, and District 2, Bob Barry (Utah Rural Electric Cooperative Association board representative).

Attorney Shay Denning introduced the election judges: Elena Pricket, Ruby Gonzales, and Cookie Pickens. She announced the candidates for each district: District 4 – Norman Butler, Marianne Mate, and John Hernandez; District 7 – Larry Archibeque. She reported on the voting procedures and provided notice for any late voters. Seeing that there were no members that still needed to vote, Denning then announced registration closed.

Secretary-Treasurer Jerry Fetterman presented the quorum report. He announced that the number of members present required to constitute a quorum is 50 and the number of members present at the meeting was 68. A quorum was declared, and the meeting was officially opened for business.

Secretary-Treasurer Fetterman presented the Official Notice of the Annual Meeting and certification of its mailing along with "Proof of Publication" of the Notice of Meeting as published in the area newspapers in accordance with the Bylaws of the Cooperative.

Vice President Sitton called for approval of the minutes of the June 20, 2019 annual meeting held in Cortez, Colorado. Samuel Weeks moved to approve the minutes as presented, seconded by Dan Neeley. Motion carried.

Vice President Sitton spoke about the events of the year. EEA made significant changes due to the pandemic, including the temporary shutdown of our office to members. EEA halted some of their programs to reserve cash until we could see what financial impact the pandemic would have on the

cooperative. The board went to virtual board meetings. EEA also halted disconnects and collections. He applauded the Member Services team for keeping open communication with our members. We are working to try to return to normalcy. Sitton thanked President Porter and Director Mollenkopf for their years of service. He spoke about their tenure and about the value that they brought to the board. A standing ovation was given to Porter and Mollenkopf from the remaining board, staff, and membership. Sitton also thanked the staff and the employees for enduring these challenging times and keeping the lights on.

Secretary-Treasurer Jerry Fetterman discussed the 2019 financials. He thanked Finance Manager Ginny Johnson for her work on taking care of the finances. He stated that we met our financial goals and ended the year in a strong financial position.

General Counsel Shay Denning discussed the Covid 19 pandemic and how it fundamentally has changed lives and how business is being conducted. She stated that, despite this, EEA has remained steadfast, the lights stayed on, and the cooperative remained strong. She explained to the membership that her firm provides legal work for EEA. She also stated that she has truly enjoyed working with Mollenkopf and Porter. She thanked them for their dedication. She highlighted projects that she has worked on with EEA over the past year.

General Manager Josh Dellinger discussed the happenings and the changes of the cooperative. He stated that he is very proud of the employees for working so hard during the pandemic to keep the lights on. He discussed closing the office during the pandemic and thanked the membership for their patience while we navigated the challenges created by the pandemic. He stated that our reliability was 99.89% in 2019. Dellinger mentioned that we haven't had a rate increase since 2017 and do not expect to need one in 2020. EEA plans to offer new rate structure options for our members beginning in the fall of 2021. He discussed the Totten Lake Solar Project and that it is moving forward. He discussed the backup feed project in Monticello. Dellinger explained that we will be changing our consumer information system in 2021. He discussed this new system and some of the capabilities of this new platform and that it will be cost effective in the long run. Dellinger also gave a brief update on Tri-State issues. He ended by stating how much he appreciates working for the board, the employees, and the members of EEA.

Tri-State CEO Duane Highley thanked Director Mollenkopf for his service on the Tri-State Board. Mr. Highley explained what Tri-State is and the services it provides for EEA. Highley discussed Tri-State's responsible energy plan as well as their goal to reduce rates 8% by 2024.

CREA Executive Director Kent Singer explained that they are the statewide trade association. He mentioned their Government Relations department that monitors legislation that may affect cooperatives. They also provide trainings to cooperative directors and staff. They have a communications team that runs the Colorado Country Life Magazine. They also have a safety team that goes out to all the cooperatives throughout the state to help with their safety programs. He discussed that EEA's team gets high marks for its safety program. Mr. Singer also recognized President Porter for his years of service on the CREA Board of Directors.

Vice President Sitton called for questions or comments on any of the reports. Member Ken Curtis asked Mr. Highley to explain how expanding markets and the Southwest Power Pool will impact the future. Mr. Highley mentioned that they are working on bringing a regional power market to the west. He explained how power

markets bring efficiency to the grid. He discussed how a power market would help integrate renewable energy across the state.

Vice President Sitton mentioned that EEA received two safety awards in 2019 for no lost time accidents, one from the CREA and the other from Federated Rural Insurance.

Ann Boyler asked that everyone becomes more aware of the waves that are coming at us from all over the place. She asked that EEA reconsider the smart meters that send waves that come from the meters. She asks that EEA address her concerns. Dellinger mentioned that the meters that were installed are safe. The meters send a signal no differently than a radio wave that you get in your car. The RF sent by a meter is much less than cell phones, microwaves, and most other appliances in your home. The meters meet all safety standards they are subject to. Sitton added that safety is a very large concern and we do what we can to keep our members safe.

Vice President Sitton called for unfinished business to be presented. There was none.

Vice President Sitton called for new business to be presented. There was none.

Vice President Sitton called for questions, comments, or suggestions from the audience. There were none.

The election results were finalized and presented by General Council Shay Denning.

District 4

Norman Butler, Jr.	1258 – Declared the winner for District 4.
Marianne Mate	1066
John Hernandez	413

District 7

Larry Archibeque	2314 – Declared the winner for District 7.
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Member Engagement Manager Andy Carter conducted the general prize drawing. The prizes awarded to our members were: three Solar Assist Cooperative Garden Certificates, two \$25.00 EEA Gift Certificates, a \$50.00 King Sooper Gift Card donated by ESC engineering, and an Electric Lawn Mower donated by Tri-State.

Vice President Sitton adjourned the meeting at 6:48 p.m.

ss/David Sitton, President

ss/Jerry Fetterman, Secretary/Treasurer