

## MINUTES OF THE 83<sup>rd</sup> ANNUAL MEMBERSHIP MEETING

Lake City Church, Coeur d'Alene, Idaho

May 17, 2021

Doors opened at 4:00 p.m. for registration at the 83<sup>rd</sup> Annual Membership Meeting of Kootenai Electric Cooperative.

KEC Board Chair Swick announced that a quorum was present and called the meeting to order at 6:00 p.m. Chair Swick thanked members participating both in person and virtually through the Facebook Live broadcast. Members with questions may email them to [kec@kec.com](mailto:kec@kec.com) and staff will respond after the meeting.

Chair Swick introduced the members of KEC's board of directors: Dave Bobbitt, Todd Hoffman, Crystal Musselman, Tim Meyer, Jim Robbins, and Roger Tinkey. He also introduced KEC General Manager Douglas Elliott and General Counsel Brent Schlotthauer. Chair Swick appointed General Counsel Brent Schlotthauer as Parliamentarian and KEC Executive Assistant Constance Felten as Recording Secretary.

Chair Swick informed the membership that this year's meeting minutes would be posted on the KEC website for comment for a period of 60 days, after which they would be approved by the board of directors.

Audit Committee Chair Dave Bobbitt presented the treasurer's report and provided a summary of the cooperative's 2020 audit performed by the auditing firm of Eide Bailly. The purpose of the audit is to express an opinion on the financial statements of the cooperative for the years 2019 and 2020. In the opinion of Eide Bailly, the financial statements present fairly, in all material respects, the financial position of Kootenai Electric Cooperative and were made in accordance with generally accepted accounting principles and in compliance with all federal regulations.

General Manager Elliott's annual presentation focused on the financial performance of the cooperative in 2020. He also briefly updated the membership on legislation recently passed by the state legislature which would allow virtual attendance at a cooperative annual meeting to count toward the meeting's required quorum, providing flexibility in the future should a situation arise in which gathering sizes were limited, such as the COVID-19 pandemic.

Board Chair Bill Swick discussed the challenges faced by utilities across the country, including the recent wildfires in California and the grid failure in Texas this past winter and the concerns of utility boards of directors in meeting those challenges. The Kootenai Electric Cooperative board of directors is focused on reliability, wildfire prevention and risk mitigation across all cooperative activities. These efforts are clearly defined and supported through the budgets approved, the policies enacted and the oversight provided by the board of directors. Of particular focus are wildfire risk reduction and the strengthening of the parts of the system most vulnerable to outages.

Chair Swick introduced cooperative attorney Brent Schlotthauer who reported director districts 2, 5 and at-large were up for election this year. Only three candidates sought election this year, all incumbents, and each was nominated by the Nominating Committee. In lieu of seating these candidates by acclamation, an election was conducted online and by mail for the purpose of facilitating a quorum for the annual meeting due to COVID-19 restrictions.

In early April, members were mailed an election packet and ballot to vote by mail or online. The Kootenai Electric Cooperative Credentials and Elections Committee met on March 11, 2021 with members of KEC staff and election vendor, Survey and Ballot Systems, regarding the election and procedures used to administer the election and count ballots. The Committee was satisfied with the integrity of the election process and reviewed the election results at a meeting earlier today. Mr. Schlotthauer read the Survey and Ballot Systems results.

Chair Swick declared that Jim Robbins, Bill Swick, and Crystal Musselman had been elected to the Kootenai Electric Cooperative board of directors to serve districts 2, 5, and at large, respectively.

On behalf of the Board of Directors, Chair Swick thanked the membership for attending the Annual Meeting and for its continued support of the cooperative. Chair Swick adjourned the meeting at 6:20 p.m.

I, Roger Tinkey, Secretary to the Board of Directors of Kootenai Electric Cooperative, Inc., do hereby certify that the foregoing is a true and correct copy of the minutes of the 83<sup>rd</sup> Annual Membership Meeting of Kootenai Electric Cooperative, Inc., held at Lake City Church, Coeur d’Alene, Idaho, this 17<sup>th</sup> day of May 2021 as it appears in the minute book of the cooperative and that they have not been rescinded.

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Roger Tinkey, Secretary

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Date of Approval

DRAFT