

MINUTES OF THE 64th ANNUAL MEETING
OF THE MEMBERS
OF THE EAU CLAIRE ELECTRIC COOPERATIVE
OCTOBER 6, 2001

The 64th regular annual meeting of the members of the Eau Claire Electric Cooperative was called to order by the President, Marvin Barneson, at 10:00 A.M. at the Eau Claire Exposition Center in Eau Claire, WI on October 6, 2001.

QUORUM

The secretary informed the president that at least 50 members had registered, which constituted a quorum. The president then declared the meeting open for business.

HOUSEKEEPING

The president went through some basic housekeeping items with the membership and read the rules of the annual meeting.

TELLERS

The president called the roll of the tellers and the following were present: Teresa Deinhammer, James D. Olson, Wilson Lund, Douglas Mueller, Jane Sather, Evelyn Townsend, Delmar Travis, Patricia Jensen.

The tellers were instructed take charge of the ballot boxes. The tellers had met prior to the meeting to select a chairman.

CALL AND NOTICE AND AFFIDAVIT OF MAILING

The Notice of Meeting and the Affidavit of Mailing were published and posted at the registration tables. A motion was made to dispense with the reading of the Notice of Meeting, the Affidavit of Mailing and the Minutes; this motion was seconded and carried. These documents are affixed to these minutes as Exhibits A & B, respectively.

MINUTES

Minutes of the October 7, 2000 annual meeting were published in the 2000 Annual Report. It was moved, seconded and carried that the minutes be approved as published in the 2000 Annual Report.

AMMENDED ARTICLES OF INCOPORATION

The Attorney discussed the proposed Amendments to the Eau Claire Energy Cooperative Articles of Incorporation. The Board of Directors resolution recommending these changes is attachment C. A question was raised from the floor as to who would represent the people and the membership. The attorney responded that the members would continue to be represented by nine (9) directors who would be elected from and by the membership, who would maintain the responsibility of the management of the Cooperative. A motion was made, seconded and carried to approve this amendment.

DIRECTOR NOMINEES

The attorney, John D. Hibbard, introduced each director-nominee for the three vacancies on the board of directors. Each nominee was given a chance to speak to the members for two minutes. Mr. Hibbard called for additional nominations from the floor and there being none offered, a motion was made, seconded and carried to close nominations. Other members were allowed to speak on behalf of the candidates for a time period of two minutes each with a total maximum time of ten minutes. No one asked to speak.

CLOSE BALLOT BOX

The tellers were instructed to begin counting ballots. A motion was made, seconded and carried to close the ballot box at 12:00 p.m.

OFFICERS' REPORTS

The president's annual report was given by Marvin Barneson and the secretary-treasurer's report was given by David Myren. The reports of the officers were approved upon motion duly made, seconded and carried.

REPORT FROM DPC

Dale Pohlman, Vice President of Strategic Planning at Dairyland Power Cooperative, addressed the membership regarding the rising fuel costs that Dairyland is faced with. Following his presentation, two questions were raised from the floor. First, what impact will this have on ECEC? Mr. Pohlman responded that this was going to cause an increase of approximately 3 to 4 mils per kWh in ECEC's wholesale Power bill in the upcoming year. Second, does Dairyland have the ability to switch to oil? All DPC plants are coal-fired only.

CEO'S REPORT

The CEO, John W. Luehrsen, gave his annual report. A copy of the CEO's Report, along with the President's and Secretary-Treasurer's Reports, are in the 2001 Annual Meeting File.

QUESTION BOX

There was one question in the box: why were Capital Credit Checks mailed out. The CEO responded that we were mailing out more than twice the usual number of checks this

year, due to the switch to a percentage retirement. We decided to mail out the checks because we felt that this would best serve the membership.

There was an additional question from the floor as to why social security numbers were printed on the checks. The Finance Manager responded that this was in keeping with IRS requirements.

LOAD MANAGEMENT WINNERS

The cooperative gave away a TV/VCR set and an Electric Grill as load management prizes to and respectfully. The names were drawn from those members present who were participants in one or more of the load management programs.

BUS TRIP DRAWING

Thirty-six names were drawn for two tickets each for a bus trip to Dairyland Power Cooperative and Genoa Power Plant on October 24 & 25.

CHILDREN'S PRIZES

Two names of children twelve or younger were drawn to receive bicycles.

CASH PRIZES

Fifteen names of members who were present at the Annual Meeting were drawn as \$64 cash prize winners.

ORGANIZATIONAL BOARD MEETING

The president announced that the Organizational Board Meeting would be held 15 minutes after the report of the tellers.

ADJOURN

The president asked for any other business and there being none, declared the meeting adjourned at 11:24 A.M.

The lunch was served by the Busy Bees 4-H Group.

TELLERS' REPORT

The teller chairman, Teresa Deinhammer, reported the results to the Secretary/Treasurer, David Myren. The Secretary/Treasurer asked the CEO to announce the results to the membership. The following voting results were reported to the membership:

District No. 3	Darlene Baglien re-elected
District No. 7	Eldor Henning re-elected
District No. 9	Clarence Boettcher re-elected

Each of these directors will serve for three (3) years.

The vote tabulation is:

<u>DISTRICT NO.3</u>		<u>DISTRICT NO. 7</u>	
Darlene Baglien (I)	174	Eldor Henning (I)	190
Gerald Simpson	115	Dan Walters	64
Write in:		Write in:	
Keith Buctch	1		

DISTRICT NO. 9

Clarence Boettcher (I) 219

Write in:

Bill Bailey 1
Cliff Fullerton 2

Total Ballots Cast:

District No. 3 290
District No. 7 254
District No. 9 221

Of the above ballots, 31 were absentee ballots.

David Myren, Secretary