

**MINUTES OF THE 69th ANNUAL MEETING
OF THE MEMBERS
OF THE EAU CLAIRE ELECTRIC COOPERATIVE
MARCH 21, 2006**

The 69th regular annual meeting of the members of the Eau Claire Electric Cooperative was called to order by the Chairman, John Bilderback, at 6:30 p.m. at The Plaza Hotel & Suites at 1202 West Clairemont Avenue, in Eau Claire, WI on March 21, 2006.

WELCOME

The Chairman of the Board, John Bilderback, welcomed the membership and special guests to the annual meeting and requested that the Vice-Chairman, Robert Gadwill, lead the membership in the Pledge of Allegiance.

Vice-Chairman Robert Gadwill then introduced Sergeant Jamie Quam, and his wife Stephanie, who are members of the cooperative. Sgt. Quam served in Iraq for seventeen months and returned home in November, 2005. Vice-Chairman Gadwill requested that Sgt. Quam assist him in reciting the Pledge of Allegiance with the membership.

Chairman Bilderback introduced the Board of Directors, CEO John Luehrsen, Attorney John Hibbard, Executive Assistant Patricia Chambers; and special guests David Jenkins, Manager of the Wisconsin Electric Cooperative Association (WECA); Senator Ron Brown, and Representative Robin Kriebich. Chairman Bilderback then introduced fifteen Federated Youth Scholarship recipients who are members of the cooperative.

Chairman Bilderback proceeded to introduce the nineteen individuals who participate in the newly formed Youth Ambassador Program (YAP) at Eau Claire Energy Cooperative. The purpose of the YAP is to help area high school sophomores, juniors and seniors learn about the cooperative and energy issues and acquire leadership skills and perform community service.

Chairman Bilderback announced that \$2,000 scholarships will be awarded to two YAP members to participate in a Washington, D.C. Youth Tour this summer. The two winners will be selected by the Youth Ambassadors themselves.

HOUSEKEEPING

The Chairman went through housekeeping items with the membership and read the rules of the annual meeting.

QUORUM

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

TELLERS

The Chairman called the roll of the tellers and the following were present: Terry Sanford, Fred Cleasby, Jane Sather, Shirley Flynn, Donna Odegard, Wilson Lund, Rita Hibray, Diane Newgard, James Odness. The tellers were instructed to take charge of the ballot boxes. The tellers had met prior to the meeting and selected Jane Sather and Shirley Flynn as Co-Chairs.

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 March 22, 2005 annual meeting were published in the 2005 Annual Report. There was a motion to approve the minutes as published. Motion seconded and carried.

VOTING

There was an explanation of the ballots whereby the membership was requested to wait to vote until all Director candidates had an opportunity to speak.

DIRECTOR NOMINEES

The attorney, John D. Hibbard, introduced each director-nominee for Districts #2, #4 and #6. Nominees follow:

District #2 Robert Gadwill, Marian Green
District #4 Lamoine Myers, Raymond Lutzen
District #6 David Myren, Ray Hansen

Each nominee was given the opportunity to address the membership for two minutes, which each nominee did. Mr. Hibbard then offered the membership the chance to speak on behalf of the candidates for a time period of two minutes each, with a maximum time of ten minutes. No one asked to speak.

CLOSE BALLOT BOX

The tellers were instructed to collect all ballots. A motion was made, seconded and carried to close the ballot box at 7:30 p.m., with the reminder to count absentee ballots after the close of the ballot box.

OFFICER'S REPORTS

The Chairman's and Secretary-Treasurer's annual reports were noted as being published in

the March 2006 issue of the WEC News magazine. The CEO's annual report was noted as also being included in that issue of the WEC News magazine.

WECA ADDRESS

Chairman Bilderback introduced David Jenkins, Manager of WECA, to speak to the members about fuel and rail freight costs and what members can do to assist cooperatives in promoting our concerns to our government representatives. Mr. Jenkins also spoke about the Hurricane Katrina assistance provided by ECEC in 2005.

QUESTION AND ANSWER SESSION

The CEO, John W. Luehrsen, opened the floor to the membership by holding a question and answer session between the members, Directors and ECEC staff.

To begin the session, there were six questions read and answered from the question box. The floor was then opened to member questions presented to the Directors and ECEC staff. Two members presented questions from the floor, which were responded to by ECEC staff and Mr. David Jenkins of WECA. Concluding the session, Chairman John Bilderback asked for any other questions from the members and there being none, closed the question and answer session.

UNFINISHED BUSINESS

Chairman John Bilderback reminded the members of the rules of the meeting, which were published in the March 2006 issue of the WEC News magazine as part of the annual report. The rules of the meeting were also posted for the members in the meeting room.

The Chairman asked the members if there was any unfinished business. There was none.

NEW BUSINESS

Chairman John Bilderback requested if there was any new business to be brought forward by the members. There being none, Chairman Bilderback instructed the tellers to close the ballot box at 7:30 p.m. and report the voting results to the Secretary-Treasurer, David Myren.

ORGANIZATIONAL BOARD MEETING

The Chairman announced that the Organizational Meeting of the Board would be held on March 29, 2006 at the Eau Claire Energy Cooperative headquarters.

ADJOURN

Chairman Bilderback thanked all the members for taking an active interest in the cooperative. Special thanks were extended to the Plaza Hotel & Suites staff, Wisconsin legislators

and other guests in attendance, the scholarship winners and their families, the Youth Ambassadors and their families, and Mr. David Jenkins of WECA.

The Chairman declared that the 2007 Annual Meeting date will be Tuesday evening, March 13, again at the Plaza Hotel & Suites. Prior to adjourning the meeting, Chairman Bilderback took the opportunity to present CEO John Luehrsen with a gift in recognition of his twenty-five years of service to the cooperative.

There then was a motion made to adjourn the 69th Annual Meeting. Motion seconded and carried, and the meeting adjourned at 7:45 p.m.

PRIZES AWARDED

The CEO, John W. Luehrsen, invited the members to stay for dinner after announcement of the prize winner names. Winners will receive one month's free electric bill, up to a maximum of \$100; and one hundred twenty member names were randomly drawn as winners.

The winning members had to be present to win. Of the names announced, there were three present at the meeting. They are as follows:

Dewayne Hazen (Joyce)
Herbert Heath
David Teslaw

TELLERS' REPORT

Teller Co-Chair, Ms. Jane Sather, reported the election results to the Secretary-Treasurer, David Myren. The following voting results were reported to the membership:

District No. 2	Robert Gadwill re-elected 197-84
District No. 4	Lamoine Myers re-elected 191-89
District No. 6	David Myren re-elected 216-64

Each of these directors will serve for three (3) years. The original teller report is affixed to these minutes. A signed copy of the teller report is in the 2006 Annual Meeting File.

David Myren, Secretary