

**MINUTES OF THE 72nd ANNUAL MEETING
OF THE MEMBERS
OF THE EAU CLAIRE ELECTRIC COOPERATIVE
MARCH 17, 2009**

The 72nd regular annual meeting of the members of the Eau Claire Energy Cooperative was called to order by the Chair of the Board of Directors, Mr. Robert Gadwill, at 6:30 p.m. at The Plaza Hotel & Suites at 1202 West Clairemont Avenue, in Eau Claire, WI on March 17, 2009.

WELCOME

Mr. Gadwill welcomed the membership and special guests to the annual meeting. He reminded the members to wait to complete their voting ballot until after each director candidate addresses the membership.

The membership was introduced to the Board of Directors, noting that Lamoine Myers of District 4 is retiring and was not present; CEO Lynn Thompson, Attorney John Hibbard, and Executive Assistant/HR Manager Patricia Chambers.

Mr. Gadwill introduced the 17 recipients of the \$500 Federated Youth Foundation scholarships, and the participants in the Eau Claire Energy Cooperative Youth Ambassadors. The Youth Ambassador Program is comprised of high school students from the membership.

ANTHEM

Mr. Gadwill directed attention to the screen in the room to watch a video entitled "Anthem", and requested that everyone present please stand as the video played.

MEETING AGENDA AND MEETING RULES

Mr. Gadwill went through housekeeping items noting that the meeting agenda and rules were published in the March, 2009 issue of the Wisconsin Energy Cooperative News magazine (WEC News), and are also available on tables in the room tonight. He also noted that the Notice of the Annual Meeting and the Affidavit of Mailing were published in the same issue of the WEC News magazine and copies are available tonight at the registration tables.

OFFICER'S REPORTS

The reports of the Chair, CEO, and Secretary-Treasurer were published in the March, 2009 Wisconsin Energy Cooperative News magazine and are also available on tables in the room tonight.

QUORUM

Mr. David Myren, the Secretary-Treasurer, informed Mr. Gadwill that at least 50 members had registered, which constituted a quorum. Mr. Gadwill then declared the meeting open for business.

PARLIAMENTARIAN

Mr. Gadwill declared that Attorney John Hibbard act as parliamentarian for this meeting.

CALL AND NOTICE , AFFIDAVIT OF MAILING, MINUTES

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, and to approve them as published in the 2008 Annual Report. Motion was seconded and carried. These documents are affixed to these minutes as Exhibits A & B, respectively.

TELLERS

Mr. Gadwill called the roll of the tellers and the following were present: Kenny Steinmetz, Dick Mindykowski, Michelle Ganzer, Shirley Flynn, Donna Odegard, Marvin Brott, Rita Hibray, Diane Newgard and Jim Odness. The tellers had met prior to the meeting and selected Donna Odegard as Chairperson. The tellers were instructed to take charge of the ballot boxes.

VOTING

There was an explanation of the ballots and it was requested that the membership wait to vote until all director candidates have an opportunity to speak. Chair Gadwill thanked the nominating committee, the attorney, and Cooperative staff for operating in accordance with the Bylaws in performing their work in determining the slate of candidates for this year's election.

The nominating committee is comprised of one member for each Cooperative district that is up for election. The following individuals served on the nominating committee for this year's election:

Marjorie Blaschko, representing District #2

David Flynn, representing District #4

Marvin Brott, representing District #6

DIRECTOR CANDIDATES

Prior to introducing the candidates for the three director districts, the chair recognized the service of Lamoine Myers, who represented district 4 for twenty-seven years. The chair also read a statement from Mr. Myers thanking the members for the trust and confidence they had given to him over the years. Chair Gadwill then turned the meeting over to the parliamentarian, John Hibbard.

Mr. Hibbard responded to the member and then introduced each director candidate for Districts #2, #4 and #6 as follows:

District #2 Robert Gadwill - Incumbent

District #4 Judith Anibas; Charles Zabrowski

District #6 Kevin Flesher; David Myren – Incumbent

Each candidate was given the opportunity to address the membership for three minutes, which each candidate did. Mr. Hibbard then offered the membership the chance to speak on behalf of any candidates for a time period of up to three minutes each, with a maximum time of ten minutes. At this time, one member of those present spoke to encourage more female representation on the board.

CLOSE BALLOT BOX

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

At this time, the parliamentarian turned the meeting back over to Mr. Gadwill. He requested that the tellers report the voting results to David Myren, Secretary-Treasurer of the Board of Directors. Chair Gadwill reported that the results will be reported tonight at the meeting and also on our website and in our WEC News magazine. He also stated that the organizational meeting of the Board of Directors is scheduled for April 1, 2009 at the Cooperative headquarters.

UNFINISHED BUSINESS

Mr. Gadwill reminded the members of the rules of the meeting, which were published in the March 2009 issue of the WEC News magazine as part of the 2008 Annual Report. The rules of the meeting were also available to members in the meeting room tonight.

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

NEW BUSINESS

Mr. Gadwill introduced Mr. William Berg, President & CEO of Dairyland Power Cooperative, to the membership. Mr. Berg shared a PowerPoint presentation entitled “What Is Next”, to everyone in attendance.

Thereafter, Mr. Gadwill introduced a short video for members to watch, regarding the “Our Energy, Our Future” campaign, which was narrated by Mr. Glenn English, CEO of National Rural Electric Cooperative Association.

Following the video, Mr. Gadwill turned the meeting over to CEO Lynn Thompson. Mr. Thompson demonstrated the online and print legislator contact application that is part of the “Our Energy, Our Future” campaign website. He urged all members to use this application to contact their legislators to share their concerns, comments and suggestions regarding future energy use and cost. He also explained that there were two computers available directly outside the meeting room if anyone wanted to access the application tonight. Mr. Thompson then turned the meeting

back over to Mr. Gadwill.

Chair Gadwill asked if there was any other new business to come before the membership. Hearing none, he declared the business session closed and turned the floor over to Mr. Thompson to hear any questions from the members.

QUESTION AND ANSWER SESSION

Mr. Thompson first took the opportunity to introduce Mr. Gary Brecka, our Operations Manager; and Ms. Dody Wubker, our new Chief Financial Officer, to the members.

He then explained that he was going to take signed questions to answer tonight that had been deposited in the question box. He also requested that any member should contact him, Mr. Brecka or Ms. Wubker if they are uncomfortable asking a question in this public forum, or have any questions in the future.

There were five questions read and answered from the question box. The floor was then opened to questions from members. There were two questions from the floor. To conclude the session, CEO Thompson asked for any other questions from the members, and there being none, closed the question and answer session and returned the floor to the chair.

TELLERS' REPORT

At this time, Mr. Gadwill requested that David Myren read the results of the director election, as reported by the chairperson of the tellers. The following voting results were reported to the membership:

District No. 2	Robert Gadwill – re-elected 273 votes
District No. 4	Judith Anibas – elected 152-130 votes
District No. 6	David Myren – elected 244-41 votes

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 2009 Annual Meeting File.

AWARD

Mr. Gadwill introduced Mr. Perry Baird, Editor of the WEC News magazine, to address the members. Mr. Baird awarded a certificate to Ms. Mary Kay Brevig (of Cooperative staff), for her work in the WEC News magazine pages in the category of Energy Information. Ms. Brevig accepted the award and thanked Mr. Baird. Mr. Gadwill also acknowledged that Ms. Brevig coordinates the Youth Ambassador Program at Eau Claire Energy Cooperative.

CHAIR'S THANK YOU

Chair Gadwill recognized that employees of Eau Claire Energy Cooperative have achieved

the milestone of having worked over 684,000 hours without any lost-time accidents. He thanked the Cooperative staff and their families for all their efforts in keeping each other safe by promoting a “culture of safety” at the Cooperative.

Mr. Gadwill thanked the members, the Cooperative employees, the hotel staff, Mr. William Berg, the scholarship winners and the youth ambassadors for all the parts they played in making our 72nd annual meeting a success.

He announced that the 73rd annual meeting of the Cooperative would be held on March 16, 2010, at The Florian Gardens in Eau Claire, Wisconsin (a member of the Cooperative).

ADJOURN

Chair Gadwill requested a motion to adjourn the 72nd Annual Meeting. Motion seconded and carried, and the meeting adjourned at 8:15 p.m.

PRIZES AWARDED

The CEO, Lynn Thompson, invited the members to stay for dinner after announcement of the prize winner names. Winners will receive a credit on their energy bill up to a maximum of \$100. Mr. Thompson invited a member to the front to draw ticket numbers at random to select the winners. The winning members are listed as follows; Julia Werlein, Jim Helwig, Lawrence Larson, Colleen Hollenbeck, Karen Sieg, Harry Boehm, Patricia Finnessy, Ed Insteness, Chad Vaupel, Wayne Greene, Sr.

David Myren, Secretary