

**MINUTES OF THE 73rd ANNUAL MEETING  
OF THE MEMBERS  
OF EAU CLAIRE ENERGY COOPERATIVE  
MARCH 16, 2010**

The 73rd 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 Florian Gardens at 2340 Lorch Avenue in Eau Claire, WI on March 16, 2010.

WELCOME

Mr. Gadwill welcomed the members 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 Gyneth Slygh of District 7 is retiring and was not present; CEO Lynn Thompson, Attorney John Hibbard, and Executive Assistant/HR Manager Patricia Chambers. Guests at the meeting included Ms. Marjorie Bunce who represented Senator Herb Kohl's office, and Ms. Share Brandt, General Manager of Wisconsin Electric Cooperative Association and Vice-President of Cooperative Network.

Mr. Gadwill introduced the 18 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. New in 2010 is a Member Advisory Council. The purpose of this group is to provide feedback on current and planned programs and services of the cooperative. Mr. Gadwill introduced the group with a request that more members are needed to represent all of the cooperative districts. Finally, Ms. Tabitha Reuber, a former Youth Ambassador and current Marketing Intern, was introduced to acknowledge her work in selecting the photos for the PowerPoint shown at the meeting.

PLEDGE OF ALLEGIANCE & ANTHEM

Mr. Gadwill asked that the Youth Ambassadors and Scholarship recipients lead everyone in the Pledge of Allegiance. He asked that everyone remain standing while a video entitled "Americana" was shown during the playing of the National Anthem.

MEETING AGENDA AND MEETING RULES

Mr. Gadwill went through housekeeping items noting that the meeting agenda and rules were published in the March, 2010 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, 2010 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 2010 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, Jeanne Anderson, Shirley Flynn, Donna Odegard, Wilson Lund, 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. Mr. 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:

Jeanne Chromey, representing District #3

Jennifer Hughes, representing District #7

Everett Stensen, representing District #9

## DIRECTOR CANDIDATES

Mr. Gadwill then turned the meeting over to the parliamentarian, Mr. John Hibbard, to introduce each of the Director candidates for Districts 3, 7 and 9 as follows:

District #3 Michael Schummer - Incumbent

District #7 Andrew Bourget; Patrick Kline

District #9 Clarence Boettcher – 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.

## 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 the Chair. The Chair requested that the tellers report the voting results to David Myren, Secretary-Treasurer of the Board of Directors. The results will be reported tonight at the meeting and also on our website and in our WEC News magazine. The Chair also stated that the organizational meeting of the Board of Directors is scheduled for March 31, 2010 at the Cooperative headquarters.

## UNFINISHED BUSINESS

Mr. Gadwill reminded the members of the rules of the meeting, which were published in the March 2010 issue of the WEC News magazine as part of the 2009 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

New business for this meeting included Bylaw amendments that were approved by the Board of Directors and implemented on December 2, 2009. The amendments were published in the March 2010 WEC News magazine for review by the members. The sole purpose of the amendments is to provide more equitable representation of members in each of the nine (9) districts. Defined changes were made to all districts except 2, 5 and 6.

No member spoke to amend or repeal the Bylaw amendments as approved by the Board of Directors.

Mr. Gadwill then introduced Ms. Share Brandt, WECA General Manager and Vice-President of Cooperative Network, as the guest speaker for the meeting. Ms. Brandt addressed the membership.

Thereafter, Mr. 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 CEO 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; Ms. Dody Wubker, our Chief Financial Officer; Ms. Mary Kay Brevig, our Manager of Communications, PR and Marketing; and Mr. Mike Amoe, Manager of IT; to the members.

Mr. Thompson 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, or any of the management staff, if they are uncomfortable asking a question in this public forum, or have any questions in the future.

There were three 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, Mr. 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. 3	Michael Schummer – re-elected 289 votes
District No. 7	Andrew Bourget – elected over Patrick Kline, 173 - 122 votes
District No. 9	Clarence Boettcher – re-elected 284 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 2010 Annual Meeting File.

### CHAIR'S THANK YOU

Mr. Gadwill recognized that employees of Eau Claire Energy Cooperative have achieved the milestone of having worked over 750,000 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 also thanked the members, the Cooperative employees, The Florian Gardens

staff, the scholarship winners, the youth ambassadors, the member advisory council and the guests in attendance for making the 73<sup>rd</sup> annual meeting of the Cooperative a success.

He announced that the 74<sup>th</sup> annual meeting of the Cooperative would be held on March 15, 2010.

#### ADJOURN

Mr. Gadwill requested a motion to adjourn the 73<sup>rd</sup> Annual Meeting. Motion seconded and carried, and the meeting adjourned at 7:50 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. Thompson invited David Burke, owner of The Florian Gardens and a member, to the front to draw ticket numbers at random to select the winners. The winning members are listed as follows; Ed Auth, Norman Steinke, Michael Schoenfuss, Norbert Seipel, Mary Stewart, Jerry Thomas, Richard Pahl, Gordon Waller, John Fox and Dale Sonnenberg.

**Mr.** Thompson reminded the winners to stay for a group photo, and reminded all members in attendance to redeem their tickets as they depart tonight to receive their free CFL bulb if they also brought food to donate to the Feed My People Food Bank.

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David Myren, Secretary