

**MINUTES OF THE 74th ANNUAL MEETING
OF THE MEMBERS
OF EAU CLAIRE ENERGY COOPERATIVE
MARCH 15, 2011**

The 74th 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 15, 2011.

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, as well as CEO Lynn Thompson, Attorney John Hibbard, and Executive Assistant/HR Manager Patricia Chambers. Guests at the meeting included Mr. Brian Rude, Vice-President, Member and External Affairs at Dairyland Power Cooperative; Ms. Share Brandt, CEO of Wisconsin Electric Cooperative Association; Representative Mr. Warren Petryk, 93rd Assembly; Representative Mr. Thomas Larson, 67th Assembly; Senator Mr. Terry Moulton, 23rd District.

Mr. Gadwill introduced the 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. Mr. Gadwill also introduced the Member Advisory Council. The purpose of this group is to provide feedback on current and planned programs and services of the cooperative. Mr. Gadwill noted that more members are needed to represent all of the cooperative districts.

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, 2011 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, 2011 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 2011 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, Mike 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. 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:

Diane Newgard; District 1

Donna Odegard; District 5

Ken Steinmetz; District 8

DIRECTOR CANDIDATES

Mr. Gadwill then turned the meeting over to the parliamentarian, Mr. John Hibbard, to introduce each of the Director candidates for Districts 1, 5 and 8, as follows;

District #1 Jerry Graham – Incumbent; Thomas Hanks

District #5 John Bilderback – Incumbent; Gary Evans

District #8 Jeffrey Frieburg – Incumbent; Robert Janke

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. One member of the Cooperative did choose to speak on behalf of the incumbent representing District 5.

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 30, 2011 at the Cooperative headquarters.

UNFINISHED BUSINESS

Mr. Gadwill reminded the members of the rules of the meeting, which were published in the March 2011 issue of the WEC News magazine as part of the 2010 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 a Bylaw amendment that was approved by the Board of Directors and implemented on September 29, 2010. The amendment was published in the March 2011 WEC News magazine for review by the members. The sole purpose of the amendment was to provide the availability of electronic voting as an additional method of voting by the membership. This amendment was prescribed by passage of state law in 2010.

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

Mr. Gadwill then introduced Mr. Brian Rude, Vice-President, External and Member

Relations, at Dairyland Power Cooperative. Mr. Rude addressed the membership.

Thereafter, Mr. Gadwill introduced Ms. Share Brandt, CEO of Wisconsin Electric Cooperative Association. Ms. Brandt presented an Honorable Mention award to Mrs. Mary Kay Brevig, Manager of Communication, PR and Marketing at Eau Claire Energy Cooperative, for her work in two categories as editor of the Wisconsin Energy Cooperative News magazine.

Mr. Gadwill then requested if there was any 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; and Ms. Dody Wubker, our Chief Financial Officer; 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 was one question read and answered from the question box. The floor was then opened to questions from members. There were five 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.

CHAIR'S THANK YOU

Mr. Gadwill recognized that employees of Eau Claire Energy Cooperative have achieved the milestone of having worked over 800,000 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 74th annual meeting of the Cooperative a success.

He announced that the 75th annual meeting of the Cooperative would be held on March 13, 2012.

ADJOURN

Mr. Gadwill requested a motion to adjourn the 74th Annual Meeting. Motion seconded and carried, and the meeting adjourned at 7:47 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 employee Kris Erdman, and also a member, to the front to draw ticket numbers at random to select the winners. The winning members are listed as follows; Dan Hayden, Bert Spangler, Jack Cornell, Mike Weber, Marge Hoffman, Curtis Ray, Craig Aldworth, Mary Briggs, Nan Falbo and Larry Zimmerman.

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. 1 Jerry Graham – re-elected over Thomas Hanks, 173 – 113 votes
- District No. 5 John Bilderback – re-elected over Gary Evans, 177 – 112 votes
- District No. 8 Jeff Frieberg – re-elected over Robert Janke, 204 – 81 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 2011 Annual Meeting File.

David Myren, Secretary