

WHITE RIVER VALLEY ELECTRIC COOPERATIVE, INC.
September 7, 2019

Annual Meeting Minutes

The **80th Annual Meeting** of Members of White River Valley Electric Cooperative, Inc. was held at the Mansion Theater in Branson Missouri on Saturday, September 7, 2019.

President Pat Funk called to order the 80th Annual Meeting of Members of White River Valley Electric Cooperative. President Funk welcomed everyone to the meeting then introduced Attorney David Smith, whom established a quorum; stating there must be Three Hundred and Sixty-Three (363) members registered and in attendance to have a quorum and there are One Thousand One Hundred and Seventy Two (1172) members in attendance today.

Attorney Smith then turned the meeting over to Secretary/Treasurer Jenny Whorton. Whorton welcomed everyone to the meeting and recognized all active and veteran military personnel in attendance. Whorton then recognized all WRVEC employees stating they work hard every day to provide safe, reliable power to all members. Whorton then stated the first action on the agenda is to ask for a motion to dispense with the reading of the Official Notice of the Annual Meeting and that the Notice be approved as presented in the Annual Meeting Notice having been mailed out to all members in August 2019. A motion was made and seconded. Motion carried.

Secretary-Treasurer Whorton then asked for a motion to dispense with the reading of the 2018 Annual Meeting Minutes and requested the minutes be approved as presented in the Notice of Annual Meeting. A motion was made and seconded. Motion carried.

Secretary-Treasurer Whorton next asked for a motion to dispense with the reading of the President's Report, CEO's Report and the Secretary-Treasurer's Report as presented in the Notice of Annual Meeting. A motion was made; second was given. Motion carried.

Secretary-Treasurer Whorton then asked Attorney Smith to return to the podium to continue on with the meeting. Attorney Smith stated the next order of business is the election of directors. Attorney Smith reminded the membership of the article which was published in the Rural Missouri regarding open director positions in Districts "A" Stone County; "B" Taney County and "E" Ozark County.

At this time Smith introduced Linda Gregory, the Chair of this year's Nominating Committee. Chair Gregory read the minutes of the Nominating Committee as presented in the Notice of Annual Meeting and thanked the membership for allowing the committee members to serve.

Attorney Smith stated he had received no nominations by petition. Smith then opened

the nominations from the floor. One nomination was put forth from the floor by David Johnson of Ozark County. Johnson stated he would like to nominate James "Jimmy" Kyle as a candidate for District "E" Ozark County. Smith stated Mr. Kyle had contacted him prior to the meeting stating his intentions of being nominated from the floor; Attorney Smith had already determined Mr. Kyle met all the qualifications for running as a candidate for the board of directors open seat. Attorney Smith then asked if there were any other nominations from the floor; hearing none Attorney Smith stated he would entertain a motion from the floor to close the nominations. A motion was made and seconded. Motion carried.

Smith stated since all three districts are contested, the membership would vote for one director seat for all three positions; District "A", District "B" and District "E". At this time Attorney Smith introduced a representative from Turning Technologies to conduct the electronic voting. At the conclusion of the voting period, the Turning Technologies representative presented the voting tabulations. For District "A": Jenny Whorton received 561 votes, Peggy Vangorder received 98 votes, Larry Estal received 132 votes and Ross Summers received 151 votes. For District "B": Russell Jackson received 208 votes, Stan Barker received 175 votes, Lyle Rowland received 365 votes and Cathy Dalton received 194 votes. For District "E": David Freeman received 168 votes, Paul Wade received 214 votes, Anita Scott received 184 votes and James "Jimmy" Kyle received 360 votes.

Attorney Smith stated to conclude the business portion of the meeting, it is noted that there is no old business to come before the meeting. Smith stated under new business a proposed bylaw change was presented in the annual meeting notice, sent to all members in the September issue of the Rural Missouri. The bylaw states the following and would be added as Section 15, Article 4 should it pass:

ARTICLE IV - DIRECTORS

Section 15 - Term Limits

No elected Director shall be permitted to serve as a Director elected by the Members for more than seven (7), three-year (3) successive terms. Any partial term, served as the result of an appointment by the Board to fill an unexpired term, shall not be counted.

Attorney Smith asked if there was any discussion. Smith then stated to vote, the membership would be using the electronic devices. The voting options are yes (approve) or no (not approve) of the proposed bylaw. Attorney Smith then asked for the voting time to begin. After a time of sixty (60) seconds, voting closed. The voting tabulations were the following: Yes, 87.08% of a count of 822; No, 12.92% of a count of 122. Smith stated the bylaw was approved.

Smith then asked for any other new business to come before the membership. A member stated he would like to propose a ban of all herbicide spray more than two feet away from a post. Attorney Smith stated the motion was out of order; that members do not have the authority to manage the cooperative that only belongs to the Board of

Directors and so that would not be an issue we could vote on. Smith stated the member could make the request to the Board of Directors. The member then stated the following motion:

A request to ban all herbicidal spraying more than two (2) feet away from a post.

A second was given. Smith stated all members could vote using the electronic voting. Attorney Smith then asked for the voting time to begin. After a time of sixty (60) seconds, voting closed. The electronic voting tabulations were the following: Yes, 56.01% of a count of 503; No, 43.99% of a count of 395. Motion of request carried.

Smith then asked if there was any other new business to come before the membership. Member Steve Thompson made the following motion:

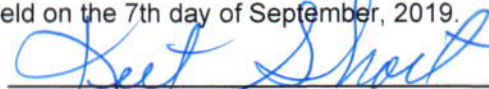
We the membership request that the Board of Directors prepare an annual report to the membership. The results of this review are to be detailed in a written report and published annually in a source that is available to all members. The report should include the major content of the contract between KAMO and Sho-Me electric, especially areas that will impact White Rivers cost of energy. The report will also detail the provisions of the net metering contract. The report will detail what percentage of total energy that White River purchases from KAMO and Sho-Me is produced by renewable nonpolluting generating methods. The report should include any provision that the Board of Directors feel should be further studied for amendment or re-negotiation. The report shall include any other information the Board feels is of importance to the membership. The purpose of this report is to provide members with more information on how the Coop works and provide more transparency in the operation of the coop.

A second was given. Smith stated this was a request and not binding of the Board. Smith stated a vote would be tabulated by using the electronic voting system. The electronic vote was tabulated, Yes votes received 67.38%, a count of 597; No votes received 32.62%, for a count of 289. Motion carried.

Smith asked for any other new business to come before the membership. Hearing none, he asked for a motion from the floor to adjourn. A motion was made; second given. Motion carried. The 80th Annual Meeting of Members was adjourned SINE DIE.

CERTIFICATION

As Secretary of the Board of Directors of the Cooperative, I have prepared these Minutes within the constitution of my office and declare them to be the official Minutes of the 2019 White River Valley Electric Cooperative, Inc. Annual Meeting of Members held on the 7th day of September, 2019.


Keet Short 10.17.19
Board Secretary date

As President of the Board of Directors of the Cooperative, I have reviewed these official minutes of the 2019 White River Valley Electric Cooperative, Inc. Annual Meeting of Members held on the 7th day of September, 2019, attesting to them as to form and substance, declaring them the official minutes of said meeting.

APPROVAL AS TO FORM

Christiaan Horton
Board Legal Counsel