

77th SREC Annual Membership Meeting
October 16, 2021
Steuben County Fairgrounds
Bath, New York

The 77th Annual Meeting of the Steuben Rural Electric Cooperative, Inc. was convened at the Steuben County Fairgrounds, 15 E Washington Street, Bath, New York on Saturday, October 16, 2021, as designated by the Bylaws, Article III, Meeting of Members, Section 1, Annual Meeting.

Call to Order: President McCormick called the meeting to order at 11:00 a.m.

Invocation: Pastor Veronica Seeley, Campbell Methodist Church, delivered the invocation.

Quorum: Attorney Robert Tyson declared that a quorum was present.

Introductions: President McCormick introduced the Board of Directors, Cooperative Attorney, and management employees: James McCormick, President, District 1; Janice Hoad, Secretary, District 2; Gerald Chase Jr., Director, District 5; Gordon Foster, Director, District 6; Robert Nichols, Vice-President, District 7; Randy Stankey, Director, District 8; William Moss, III, Director, District 9; Robert Tyson, Cooperative Attorney; Bryant Dillon, General Manager; and Kristen Cleveland, Executive Secretary.

Welcome: President McCormick welcomed the members to the meeting and expressed how great it was to see all the members.

Appreciation to Employees: President McCormick expressed his appreciation to the employees assisting at the meeting and appreciates everything they do to keep the Cooperative functioning smoothly and providing great service to our members.

Bill Credit Announcement: President McCormick announced the members who registered and attended today's meeting will receive a \$30.00 credit towards their electric bills, which will appear on their November billing statement.

Meeting Notice and Proof of Publication: Pursuant to the Bylaws, Article III, Section 3, Secretary Janice Hoad declared that the notice of the meeting, stating the place, day and hour and the purpose or purposes for which the meeting was called was mailed to all members at the United States Post Office in O'Fallon, Missouri on September 16, 2021.

Minutes of the October 19, 2019 & October 21, 2020 Meetings: A motion was made, seconded, and adopted to waive the readings of the October 19, 2019 and October 21, 2020 meeting minutes and accept them as published.

President's Report: President McCormick provided the President's Report. The report highlighted the 20-year extension of the agreement for the sale of Niagara Project wholesale power and energy, the sale of the 3.2MW Landfill Gas to Energy Plant in 2020, the Long-Range Engineering study, monitoring and implementation of the Cooperative's Sectionalizing study, Broadband expansion, and promotion of Energy Efficiency Programs. In addition, Mr. McCormick advised the Cooperative retired \$370,000.00 in capital credits to its members on September 30, 2021.

General Manager's Report: Mr. Dillon presented the General Manager's Report that included updates concerning the extension of the power contract; the Infrastructure Plan to improve reliability to members; Vegetation Management program; Meter Replacement program; Financial Forecasts; and the Legislative amendment to amend the Bylaws, Article III Meeting of the Members. In addition, he thanked the employees for their hard work and dedication over the past year.

Secretary and Treasurer Reports: A motion was made, seconded, and adopted to accept the 2019 & 2020 Secretary and Treasurer reports as published.

Nominating Committee Minutes July 1, 2020: Attorney Tyson read the Nominating Committee Report. The committee met on July 1, 2020, to select a slate of candidates for election to the Board of Directors in the districts scheduled for election.

Nominating Committee Minutes June 30, 2021: Attorney Tyson read the Nominating Committee Report. The committee met on June 30, 2021, to select a slate of candidates for election to the Board of Directors in the districts scheduled for election.

Introduction of Candidates for Election to the Board of Directors: Attorney Tyson stated because a quorum was not present at the 2020 Annual Meeting, due to COVID-19 restrictions, no director elections could take place. The directors previously elected to represent Districts 3, 4, and 6, Mr. Hauryski, Mr. Brockway, and Mr. Foster, respectively, continues to serve in their current positions until the 2020 Annual Meeting could be rescheduled with the understanding that when the election was held, they would only be elected to serve the remaining two years of their three-year terms. Their terms will expire in 2023. Since the July 1, 2020, Nominating Committee Meeting, 2020 Annual Meeting, Mr. Hauryski has chosen to resign his position as Director for District 3 and the June 30, 2021, Nominating Committee has nominated one candidate to fill the remaining two years of the three-year term for this district. In addition, Board Director, Gary Brockway recently passed away unexpectedly leaving a vacancy in District 4. The Board decided to leave Mr. Brockway's seat vacant until next year's Annual Meeting due to not having enough time to convene the nominating committee.

Attorney Tyson introduced the candidates who were nominated for the remaining two years of a three-year term to the Board of Directors: District 3: Urbana, Wayne, Bradford, Hornby, and Orange – Edward Borkowski; District 6: Thurston, Campbell, and Rathbone – Gordon Foster.

Attorney Tyson introduced the candidates who were nominated for a three-year term to the Board of Directors: District 5: Canisteo, Jasper, Troupsburg, and Woodhull – Gerald Chase, Jr.; District 7: Addison, Erwin, Corning, Tuscarora, and Lindley – Robert Nichols; District 8: Cattaraugus County – Randy Stankey.

Nominations by Petition: Attorney Tyson stated there were no director candidates brought forth by way of petition.

Close Nominations & Call for Vote: Attorney Tyson called to close the nominations and call for vote.

Election Results: Attorney Tyson stated since there was no more than 1 candidate nominated in any 1 district, he called for a motion for the secretary to cast one ballot to elect the candidates for Districts 3 and 6 to the remaining two years of a three-year term on the Cooperative's Board of Directors and Districts 5, 7, and 9 for a three-year term on the Cooperative's Board of Directors.

Attorney Tyson called for and received a motion, and second to approve the nominated candidates for Districts 3, 5, 6, 7, and 9. The motion was adopted.

Attorney Tyson declared Edward Borkowski, Gerald Chase Jr., Gordon Foster, Robert Nichols, and Randy Stankey duly elected to the position of director for Districts 3, 5, 6, 7 and 8 respectively.

Attendance & Proxy Announcement: Mr. Tyson stated there were 8 members in attendance from the Cherry Creek District, and 0 proxies received. In the Bath District, there were 196 members in attendance and 0 proxies received. Mr. Tyson thanked all members for participating in this year's annual meeting and election of the current slate of directors.

Service Awards: Bryant Dillon, General Manager recognized the following employees for their years of service for 2020: James McCormick, Director/President, 40-year pin; Joshua Gauss, Operations Manager, 20-year pin; Mike Green, 2nd Class Lineman, 20-year pin; Betty Hall, Payroll/Benefits, 20-year pin; Kristen Cleveland, Member Services, 10-year pin; and Jennifer Madigan, Receptionist Cashier, 5-year pin.

For 2021: Randy Stankey, Director, 5-year pin; Matt Meyers, 1st Class Lineman, 20-year pin; Emily Murray, Staking Technician, 15-year pin; Lisa Luther, Billing Clerk, 10-year pin; and Evan Wightman, 1st Class Lineman, 5-year pin.

In addition, he advised Robert Cornell, Taylor Parsons, Douglas Hosmer-Smith, Trenton LaBarr, Scott Jones, and Kevin Hunt have been hired as linemen during 2020-2021. He further advised the Cooperative had several retirements in 2021, including Richard Swift, Douglas Hilsdorf, and Lee Ann Hoad. Combined, these individuals had 117 years of service to the Cooperative and its members.

Unfinished Business: President McCormick announced there was no unfinished business to bring before the membership.

New Business: President McCormick advised there were proposed Bylaw amendments to be considered by the membership and asked Attorney Tyson to explain same.

Attorney Tyson advised the Bylaw amendment would amend Article III Meetings of Members, Section 1, Annual Meeting as follows:

Current Article III Meetings of Members Section 1. Annual Meeting reads: The annual meeting or meetings of the members shall be designated in the notice of the meeting or meetings for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting or meetings. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperatives.

Proposed Amendment to Article III Meetings of Members Section 1. Annual Meeting: The annual meeting or meetings of the members shall be designated in the notice of the meeting or meetings for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting or meetings. **The Board of Directors may, in its sole discretion, direct that meetings of members be held partially or solely by means of electronic communication, and the electronic service and/or platform by which a meeting is held shall be the place of such meeting if such meeting is held solely by means of electronic communication. The notice of the meetings shall state whether the Board of Directors has authorized the conduct of a meeting partially or solely by means of electronic communication. Meetings conducted partially or solely by means of electronic communication and any member's electronic participation in such meetings shall be**

subject to guidelines adopted by the Board of Directors, provided that the Board of Directors implement reasonable measures to: (i) verify that each person participating electronically is a member or a proxy of a member according to the term of these Bylaws; (ii) provide each member participating electronically with a reasonable opportunity to participate, including an opportunity to propose, object to, and votes upon a specific action to be taken by members, and to see, read, or hear the proceedings of the meeting substantially and concurrently with such proceeding; (iii) record and maintain a record of any votes or other actions taken by electronic communication at the meeting; and (iv) within a reasonable time after, but not to exceed sixty days after the meeting, distribute minutes of such meeting to the members in electronic or paper form. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Current Article III Meetings of Members Section 2. Special Meetings reads: Special meetings of the members may be called by resolution of the Board of Directors, upon written request signed by any three (3) Directors, by the President, or by ten percent (10%) or more of all the members; and it shall thereupon be the duty of the Cooperative to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the State of New York, specified in the notice of the special meeting.

Proposed Amendment to Article III Meetings of Members Section 2. Special Meetings proposes to add the following language (**in bold**) to the last sentence: Special meetings of the members may be held at any place within the State of New York, specified in the notice of the special meeting **and may also be held partially or solely by means of electronic communication.**

Proposed Amendment to Article III Meetings of Members Section 4. Quorum proposes to add the following language (**in bold**) to the first and third sentences: As long as the total number of members does not exceed five hundred (500), ten percent (10%) of the total number of members present in person **or electronically** shall constitute a quorum. In case the total number of members shall exceed five hundred (500), fifty (50) members shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person **or electronically** may adjourn the meeting from time to time without further notice, provided the Cooperative shall notify absent members of the time and place of such adjourned meeting.

Proposed Amendment to Article III Meetings of Members Section 5. Voting proposes to add the following language (**in bold**) to the last sentence: Each member shall be entitled to one (1) vote. All questions shall be decided by a vote of the majority of the members voting thereon in person or by proxy, **mail or electronic means, or any combination thereof.**

Attorney Tyson called for and received a motion, and second to approve the proposed Bylaw amendments. Attorney Tyson called for a vote to approve the proposed Bylaw amendments and all members voted to approve the amendments. The motion was adopted.

Adjournment: Mr. Dillon announced that the chicken dinners will be distributed to those members who reserved dinners following the adjournment of our meeting. Mr. Dillon called for and received a motion, and second to adjourn the meeting at 11:55 a.m. The motion was adopted.

Janice L. Hoad, Secretary

Date of Approval

Corporate Seal: