

CHOPTANK ELECTRIC COOPERATIVE, INC.
MINUTES OF
ANNUAL MEMBER MEETING

August 13, 2020

The 82nd Annual Member Meeting of Choptank Electric Cooperative, Inc. ("Cooperative") was held at the Wicomico Youth and Civic Center in Salisbury, MD, on Thursday, August 13, 2020. Registration and voting by Members in person began at 4:30 p.m., followed by refreshments for all in attendance.

Mr. Thomas Tyndall, Vice President Member Services, called the meeting to assembly at 5:50 p.m.

The meeting was called to order at 6:00 p.m. by Mr. Jeffrey D. Rathell, Sr., Chairman of the Board of Directors of the Cooperative. All Cooperative Directors were in attendance except Director Robert Arnold who was unable to attend. Also, in attendance were President & CEO, Mr. Micheal E. Malandro, Recording Secretary, Mrs. Dawn M. Bowie, and Board Attorney, Mr. Justin Aronson.

The National Anthem was played.

Mr. Matt Holloway, Director from the Wicomico County Director District, led the Pledge of Allegiance.

Mr. Craig Mathias, Director from the Somerset County Director District, gave the invocation.

Chairman Rathell welcomed everyone to the 82nd Annual Member Meeting and gave a brief history of electric cooperatives in our country.

The Chairman announced that there were more than 50 registered Members present in person at the meeting and declared that a quorum was present.

Chairman Rathell introduced the Board of Directors and special guests.

A motion was made, seconded, and duly carried by the Members to dispense with the reading of the notice of the 2020 Annual Member meeting.

Chairman Rathell noted that the minutes of the 2019 Annual Member meeting had previously been approved by the Board, as indicated by Robert's Rules of Order, and had been posted on the Cooperative's website since May of 2019.

The financial report for the year ended December 31, 2019 and 2018, which included excerpts from the independent auditor's report conducted by Adams, Jenkins & Cheatham, CPAs, was posted on the Cooperative's website prior to the meeting and was made available to Members at the meeting. The report stated, in part, that the Financial Statements "present fairly, in all material respects, the financial position of the Cooperative as of December 31, 2019 and 2018, and the results of its operations, changes in equities, and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America." A motion was made, seconded, and duly carried by the Members at the meeting to dispense with the reading of the Treasurer's Report and adopt the auditor's report as submitted.

Chairman Rathell introduced CEC's President & CEO, Mr. Micheal Malandro. Mr. Malandro gave a brief history on Cooperatives and his vision for the future of Choptank Electric Cooperative.

Mr. Malandro presented the Virginia, Maryland & Delaware Association of Electric Cooperatives' Distinguished Friend of the Electric Cooperative Award. Senator Stephen Hershey and Delegate Sheree Sample-Hughes received the award for their tireless efforts guiding HB 999 (Member-Regulated Cooperatives) through the House and Senate and obtaining a unanimous vote to pass the bill. Delegate Sample-Hughes thanked the Cooperative for the nomination. Senator Hershey was unable to attend the meeting and will receive his award at a later date. This marks the first time a Maryland legislator has received the VMDAEC award.

Chairman Rathell called on Mr. William Edwards, Chairman of the Cooperative's Credentials & Election Committee ("Committee"), to present the Committee Report regarding the director election results. Mr. Edwards explained that on January 10, 2020, the Committee determined that, with respect to the elections to be conducted in conjunction with the 2020 Annual Member Meeting, all conditions of the Cooperative bylaws section 4.06(b)(2) were satisfied. Specifically, that the Committee completed its review of all timely filed Nomination Petitions, determined the final status of the Director Nominee relating to each Nomination Petition and that there was no more than one approved Director Candidate for each Director District. Therefore, the 2020 elections were conducted according to the procedures for uncontested Director elections, which were outlined in bylaws section 4.06(b)(2).

Chairman Rathell asked Director Olin Davis to oversee the election of Board members. Pursuant to the actions of the Committee and the bylaws section 4.06(b), Director Davis asked for a motion by show of hands to cast a unanimous ballot for the following uncontested candidates:

From the Cecil County Director District:
John J. Burke, Jr.

From the Somerset County Director District:
Craig N. Mathies, Sr.

From the Talbot County Director District:
Jeffrey D. Rathell, Sr.

From the Ocean Pines Director District
Robert B. Thompson

A motion was made, seconded, and carried using a voice vote and a show of hands to cast a unanimous ballot for the uncontested candidates. Director Davis declared that John Burke, Craig Mathies, Jeffrey Rathell and Robert Thompson were elected from their respective Director Districts as members of the Board of Directors for a three (3) year term or until their successors shall have been elected or appointed and qualified.

There was no unfinished business to come before the Members.

There was no new business to come before the Members.

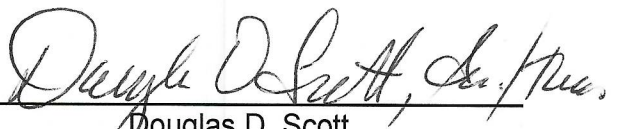
Mr. Malandro offered to answer questions from the membership. No members asked questions.

The 2020 Annual Members Meeting adjourned at 6:28 p.m. at which time the Special Member Meeting was called to order. The 2020 Annual Members Meeting reconvened at 6:37 p.m. to award the Luck of the Draw Scholarships and door prizes.

The "Luck of the Draw" Scholarship Award winners were drawn. Chairman Rathell made an announcement that in honor of retired Somerset County Director, Carl Widdowson, the Board of Directors agreed to award a \$2,000 scholarship to a qualifying applicant in his name. The winner of the \$2,000 scholarship was Emily Thompson. The ten (10) successful applicants for the \$1,000 scholarships were: Jake Conlon, Maxwell Brennan, Nicholas Belay, Megan Ketering, Justin Baker, Sheyenne Aleshire, Kylie MacMillan, Ryan Duncan, Leslie Moore and Julia Smith. Congratulations to all our scholarship winners.

Door prize numbers were drawn on the stage and door prizes were distributed to the winners by Cooperative employees. The door prizes consisted of ten (10) \$100.00 bill credits, one (1) \$200 bill credit, one (1) \$300 bill credit and a grand prize of one (1) \$500.00 bill credit. In addition, every Member who attended the meeting received a \$10.00 credit on their electric bill.

There being no further business, the meeting was adjourned by Chairman Rathell at 6:50 p.m.


Douglas D. Scott
Secretary-Treasurer