

WHITE RIVER VALLEY ELECTRIC COOPERATIVE, INC.
September 1, 2023

Annual Meeting Minutes

The **84th Annual Meeting** of Members of White River Valley Electric Cooperative, Inc. (“WRVEC” or the “Cooperative”) was held virtually from the Cooperative’s Headquarters in Branson, Missouri on Friday, September 1, 2023.

Board Legal Counsel, Attorney Christiaan Horton, advised that WRVEC’s bylaws set forth quorum requirements for annual member meetings. Based on the total number of Cooperative members, approximately 400 members are needed to establish a quorum for annual meeting. Horton stated quorum is set by the number of qualified, voting members, and with 2,468 votes cast in this year’s election, the quorum requirement was met. Horton expressed a sincere thank you from the Board of Directors for member participation in the voting process. He then called the 84th Annual Meeting of Members of White River Valley Electric Cooperative to order.

Attorney Horton next introduced Board President, Jenny Whorton. Whorton welcomed everyone to the meeting and thanked everyone for participating in the virtual meeting and voting process. Whorton stated when the co-op was founded back in 1939, members of this community knew that we were a locally owned business, likely because they or someone they knew played a part in helping to establish the cooperative. The novelty of receiving electricity eventually wore off over time, founders passed on, and new people moved into the community, many of whom view the electric co-op like any other service provider; however, White River Electric is more than just a switchboard and a financial statement. It is different and the key to that difference is our cooperative members. Without member support and feedback, the cooperative would not exist.

Whorton stated the electric utility industry is changing as well as our energy needs, but the guiding principles of the cooperative model are not. The cooperative continually looks for ways to improve and to meet the demands of the growing population and overall lifestyle changes. Whorton went on to state it had been a year since the WRVEC Board of Directors met for an intense strategic session to review the fiber feasibility study and to evaluate the many months of research that had been conducted by the dedicated staff on that subject. As in previous years, the needs of cooperative members spoke, and the Board listened. This led to the Board’s decision to move forward with the broadband project, and the Board is committed to deliver on that initiative.

Whorton also spoke regarding the significant amount of time the Directors spend serving in this complex industry and stated each has a financial responsibility to the co-op and its members. It is their role to help guide the direction of the cooperative while accepting the risk and responsibility of business operations, which enables White River Electric to honor its commitments of returning capital credits to members as evidenced by the retirement of over \$3.1 million in capital credits during calendar year 2023.

In closing Whorton stated as the Board looks ahead, it will always remember the path that was laid out by our founders, striving to connect the rural communities we serve with new opportunities, never losing sight of its mission to deliver safe, reliable, and affordable power to our members, while enhancing the lives of those we serve.

Next Cassie Cunningham, VP/Chief Growth Officer, stated that throughout the meeting members can choose a topic that is of interest to them and then later in the meeting the executive officers will help answer those questions in real time. Cunningham also stated that as a “thank you” all those who participated in the voting process, a \$10 bill credit will be applied within the next two billing cycles to their electric accounts. Voters were also entered into the prize drawings announced during Annual Meeting. Cunningham also notified all those who were watching the live broadcast that they could submit their name online during the virtual Annual Meeting for a chance to win a \$500 bill credit.

During the live broadcast, winners of prize drawings had their names displayed. An update was also provided by the Cooperative and by White River’s fiber technology subsidiary, White River Connect, through employee roundtable discussions that touched on the daily tasks of delivering safe, reliable, and affordable power to homes and businesses and the current efforts to deploy broadband throughout White River’s service area with fast, reliable, and local high-speed internet.

Next CEO Hamon assumed the podium. He thanked the membership for attending the 84th Annual Meeting and expressed appreciation for the wonderful year he had serving the membership. Hamon said despite the many weather challenges, and the impacts consumer demand had on the electric power system, the White River team and its strategic partners worked hard to ensure the membership had access to a reliable and resilient power supply and was proud of the progress on the exciting new high-speed internet project.

Hamon stated in December of last year, WRVEC experienced one of the biggest weather events in the history of our electric co-op. He also stated the past two years’ winters created an extremely large demand for our system, resulting in increased incremental costs for power supply experienced by many across the country. Even though our communities just experienced a sweltering hot end to the summer season, this summer’s peak was 40% less than the last two winter peaks, making WRVEC truly a winter peaking system. Hamon affirmed we were fortunate our power suppliers planned well ahead for the winter temperatures and had enough capacity to serve the high electric demand during these cold snaps during which many of our regional neighbors who retired coal-fired baseload generation were experiencing power curtailments and rolling blackouts, destabilizing the entire electric grid.

Hamon explained with the growth of electrical loads, retirements of existing baseload generation are forcing power providers into institute rolling outages. In times of peak usage, these outages place additional stress upon our power system and our membership. To ensure future reliability, Associated Electric, our power generator and

supplier, has contracted to build over 400 megawatts of additional natural gas generation to meet the needs of its membership, but the permitting and construction process could take as long as four years to complete—possibly longer. Hamon advised the membership that when economical and technical challenges to renewable future energy generation are solved, Associated Electric will have a well-defined and truly member centric plan that will incorporate those resources beyond the levels that already exist within its power generation portfolio--without sacrificing the reliability of White River's electric service.

Hamon then addressed the recent summer outages and the damage they caused, as well as the efforts and determination of the cooperative's employees to restore power to members as safely and quickly as possible. Hamon thanked the membership for the support for the linemen during the outage restoration and sweltering heat by providing them with a cold drink, or even a snack or dinner; reminding him again just how truly lucky we are to call this area our home and to serve each member up and down White River's lines.

Hamon reported that in addition to storm mitigation and day to day operations, his team also spent the last year building a broadband business—from the ground up. Since the decision was made to move forward with the fiber project, the system design has been underway, innovative technologies chosen, and strategies formulated for White River Connect. Hamon stated that the cooperative received eight million dollars (\$8.0M) from three counties it currently serves, and \$47.3 million dollars from the Missouri Department of Economic Development to aid in the construction costs of the broadband build-out. Moreover, the State of Missouri has announced that an additional \$1.4 billion dollars will be available for new grants to support broadband projects, and Hamon assured the membership that WRVEC will be applying for as much of the funding as possible because the total estimated project cost for our broadband deployment is over \$260 million dollars.

Hamon shared information about our key partners for the fiber project. NRTC (National Rural Telecommunications Cooperative) was chosen as the project consultants and ITG was selected as the construction contractor. This five-year project began with a construction start in June of this year and so far over 300 miles of fiber have already been installed toward a project scope that will encompass over 4,000 miles of line throughout White River's service territory when completed.

In conclusion Hamon stated he expected 2024 to bring the lighting of hundreds of miles of fiber optic line, which will help provide much needed internet service for our membership. He stated the future for White River Connect and White River Valley Electric Cooperative is as important for the membership as it was 84 years ago when we installed electricity for our rural communities to improve the way they lived, and he has no doubt fiber services will bring incredible benefits to all generations for years to come.

Hamon then stated he wanted to thank the Board of Directors for their continued contributions to our electric cooperative and the increased hours of service with the fiber business they have each committed along the way. Hamon also recognized two very valuable, long-term directors who are retiring this year-- Pat Funk from Ozark County and

Keet Short from Stone County, collectively having served the Cooperative for over 40 years. Their contribution to our communities will leave a lasting impact for years to come.

Next to the podium was Keet Short, Board Secretary/Treasurer. Short thanked everyone for joining the virtual meeting and reminded everyone that meeting minutes, officer reports, and financials for the cooperative are published well in advance of the meeting, so members remain well-informed about the business of their Cooperative. He confirmed all financial records and statements had been examined by the Board of Directors and that a fully favorable annual, independent audit of the Cooperative's finances had been performed by FORVIS, a reputable certified public accounting firm. The auditors found no discrepancies, and all the Cooperative's books and records of account remain in conformity with sound accounting principles.

Short then reminded that members could view the 2022 financials in several places: in the official meeting notice in the August 2023 Current Times pages of the *Rural Missouri*, the Member's Only portal in SmartHub, and on the annual meeting page of the WRVEC website. Highlights on financial performance of the Cooperative were also distributed in the 2022 Annual Report that was published in August of 2023.

Short then took a moment to thank the membership. He stated he had the pleasure of serving on the Board for 21 years and enjoyed being a part of a dynamic Cooperative that powers the lives of all those in our communities served by White River Electric.

Next the panel of VP's answered several questions that had been received during the virtual meeting. Questions such as employment, future rates, outages, cybersecurity, electric vehicles, and energy efficiency were answered and discussed by the panel.

Then, Attorney Horton resumed the podium to inform the membership about the Director election process, the call for Board of Director candidates in the June issue of the *Rural Missouri*, and board of director qualifications, commitment, compensation, and the nominating process.

Horton next recognized the Nominating Committee and acknowledged all their hard work in the board candidate nomination and selection process. The official Nominating Committee Minutes were published in the August issue of *Rural Missouri*. Horton summarized the Minutes of the 2023 Nominating Committee, which included the final slate of candidates for the board of director seats up for election this year. He then introduced Chris Massman from the Association of Missouri Electric Cooperatives ("AMEC"), who explained the voting process for this year's election and the safeguards that were put into place to ensure the voting process was secure and results trustworthy.

Massman stated the 2023 election was once again held online and with the option to request an absentee ballot. Online voting was open from August 14th to August 25th, and he was excited to announce we set a record for member votes cast this year.

Massman said before voting, members were required to verify their identity using the following 3 data points: the member's name, their membership number, and a unique pin number. Once these identifiers were confirmed, members were able to gain access to the ballot on the secure website or given the opportunity to request an absentee ballot. He stated the absentee ballots were printed on a watermarked paper making them impossible to duplicate and that each came with instructions requiring their return in a specially marked envelope specifically provided for that purpose. All ballots returned were received within the election rules and were properly authenticated.

Also, to ensure that each member was only allowed one (1) vote, AMEC used a digital membership database that electronically marked each member record once the member voted online or made a request for an absentee ballot. All absentee ballot requests received by phone were checked against the database and marked before the request was honored. Once voting closed, all votes cast were compiled from all sources (online, and mail-in ballots) and yielded the following tabulated results:

Total online votes: 2419
Total absentee votes: 49
Overall total votes cast: 2468

District "A" Stone County

John Cooper – 1456
Leonard "Leon" Frazier – 740

District "C" Christian County

Jeffrey "Jeff" Hyatt – 2116

District "E" Ozark County

Norman "Jim" James Britt – 1305
Johnnie "John" Turner – 520
Gregory "Greg" Donley – 365

Bylaw Amendment 1 (S.1 – Flexibility of Annual Meeting Date)

Yes – 2251
No – 160

Bylaw Amendment 2 (S.6 – Disclosure of Campaign Contributions)

Yes – 2260
No - 102

Attorney Horton then reviewed the voting certification provided by AMEC and thanked Mr. Massman and his team for their assistance with the Cooperative's electronic voting process. As Legal Counsel to the Board, Horton attested to the election process and the verified results.

The 84th Annual Meeting of Members was then 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 2023 White River Valley Electric Cooperative's Annual Meeting of Members held on the 1st day of September 2023.


Lyle Rowland – Board Secretary 10-24-2023
date

ATTESTATION

As President of the Board of Directors of the Cooperative, I have reviewed these official Minutes of the 2023 White River Valley Electric Cooperative's Annual Meeting of Members held on the 1st day of September 2023, attesting to them as to form and substance, declaring them the official minutes of said meeting.


Jenny Whorton – Board President 10-24-2023
date

APPROVAL AS TO FORM

As Legal Counsel to the Board of Directors of the Cooperative, I have reviewed these official Minutes of the 2023 White River Valley Electric Cooperative's Annual Meeting of Members held on the 1st day of September 2023, along with the Certification of the Board Secretary and Attestation of the Board President and find them to be so declared and approved to form.


Christiaan Horton – Board Legal Counsel 10/24/2023
date