

## **ADAMS ELECTRIC COOPERATIVE, INC.**

### **Minutes of the Annual Meeting held May 4, 2019**

The 78th Annual Meeting of the members of Adams Electric Cooperative, Inc., (hereinafter called "Cooperative"), was held at the Gettysburg Area Middle School, Gettysburg, Adams County, Pennsylvania, beginning at 12:00 p.m., Saturday, May 4, 2019.

**CALL TO ORDER:** President Jay E. Grove called the meeting to order.

**PLEDGE OF ALLEGIANCE AND INVOCATION:** President Grove led the Pledge of Allegiance and offered the invocation.

**INTRODUCTIONS:** President Grove introduced the Board of Directors; CEO/GM; and recognized former director Thomas Harbaugh, who passed away in February 2019. He also introduced the special guests in attendance, Stephanie Okuniewski, PREA Member Services and Special Projects Coordinator and our three Coopelesca Rural Electric Cooperative visitors, Geovanny Villalobos Guzman, Ana Isabel Jimenez and Carlos Murillo Barquero. Additionally, he introduced former Youth Tour student, Michael Torbert, Adams County Commissioners, Randy Phiel and Jim Martin, as well as John Popovich, Chief of Staff for State Representative Seth Grove.

**PEOPLE BEHIND THE POWER:** President Grove recognized all the employees of Adams Electric.

**NOTICE OF THE 2019 ANNUAL MEMBER MEETING:** Board Secretary Nadine Hubner attested that proper and timely Notice of this annual member meeting was provided by the Cooperative consistent with the requirements of the Cooperative By-Laws, as amended. Secretary Hubner attested that 29,059 written annual member meeting notices were mailed to Cooperative members, such notices providing the required member meeting information and details.

**QUORUM PRESENT/OFFICIAL MEETING:** President Grove declared the Annual Meeting an official meeting of Adams Electric Cooperative members and opened the Business Meeting.

**MINUTES ACTION OR MOTION:** President Grove asked the membership if they would like Ms. Hubner to read the minutes of the 2018 Annual Meeting, or consider a motion to dispense with the reading of those minutes, and ask the board of directors to sit as a minute-review committee and take action on the minutes at its next regular board meeting. The membership chose to have the board of directors take action on the minutes at the next regular board meeting.

**DIRECTOR ELECTION:** President Grove asked Reverend Robert Hudson of Shippensburg, Chairman of the 2019 Credentials and Election Committee, to introduce the 2019 election committee and provide the committee's report and introduce the director candidates.

Reverend Hudson introduced the 2019 Credentials and Election Committee and provided the committee report. Reverend Hudson reported that the committee reviewed the election procedures, elected officers, and validated the director-candidate petitions. At a meeting on February 6, 2019, the committee accepted seven personal statements and petitions from members and declared them official director candidates. At a meeting held on May 2, the committee certified the votes cast thus far through Survey & Ballot Systems, a third-party vendor.

Reverend Hudson introduced the candidates for director. From Zone 2, candidates David Frey of East Berlin, Jay Herman of Aspers, David Newcomer of East Berlin, and Zachary Boyer of East Berlin; from

Zone 6, candidates Nadine Hubner (incumbent) of Felton and Joseph Stafford of Dallastown; and from Zone 7, candidate Jay Grove of Shippensburg is running unopposed.

The committee tallied any final in-person ballots cast. The election committee members left to tabulate the results.

**SPECIAL RECOGNITION:** A special recognition was given to Coopelesca Rural Electric Cooperative. The Coopelesca guests Geovanny, Ana and Carlos were invited on stage to receive a handcrafted metal works skeleton key as a token of appreciation. A short video was shared in celebration of Coopelesca installing 19,000 solar panels, serving 5,000 families in the northern zone of the cooperatives' service area. For over 35 years, the two cooperatives have shared a strong international partnership.

**REPORT OF THE PRESIDENT AND CEO:** President Grove and Mr. Steve Rasmussen, CEO/General Manager, provided information on this year's theme, Letting the Right Light Shine. They covered the following topics, light emitting diode (LED) technology, nuclear power, electric vehicles and January rate adjustment.

**QUESTIONS AND ANSWERS:** President Grove opened the floor for questions. One member asked a three-prong question relating to diversity in LED technology, electric vehicle insurance rates and disposal of nuclear waste. CEO/General Manager, Steve Rasmussen, responded to the members questions and there were no further questions brought forth.

**ELECTION RESULTS:** Reverend Rob Hudson, Credentials and Election Committee Chairman, provided the election results. There were 2,627 mail-in ballots, 717 online ballots and 27 ballots cast today. With the total of 3,371 ballots cast, the following directors have been elected to new three-year terms:

- Zone 2 – Jay Herman
- Zone 6 – Nadine Hubner
- Zone 7 – Jay Grove

**ADJOURNMENT:** President Grove gave a final call for business. No further business was brought forth.

**RESOLVED: That the 2019 Annual Meeting be adjourned. Adjournment time: 12:56 p.m.  
Meeting time: 56 minutes.**

---

Jay E. Grove, President

---

Nadine M. Hubner, Secretary