



Adams Electric Cooperative, Inc.

A Touchstone Energy® Cooperative 

Minutes of the 2020 Annual Member Meeting

(Limited purpose annual meeting, held as of Saturday, May 16, 2020)

The 79th Annual Member Meeting of Adams Electric Cooperative, Inc., (herein, the “Cooperative”) was duly called by the Board of Directors and effectively held as of May 16, 2020 for the specific limited purpose and under such circumstances as stated in these Minutes.

The effects of the COVID-19 global pandemic have been, and continue to be, unprecedented and tragic. The related health and safety issues of the pandemic, and the government-imposed mandatory restrictions, including without limitation the multiple Orders and Proclamations of the Governor of the Commonwealth of Pennsylvania, including the Order March 19, 2020 and all subsequent Orders, in addition to the many companion Orders and mandates of the Secretary of the Pennsylvania Department of Health, made in-person attendance by members at the 2020 Annual Member Meeting of the Cooperative impossible and impractical.

At the Board of Directors regular meeting on March 30, 2020, and taking into consideration:

- a. The government-imposed Orders, and the circumstances, uncertainties, and safety and health measures and concerns of the COVID-19 global pandemic,
- b. The impossibility of holding an in-person Annual Member Meeting,
- c. The 2020 Director elections being for 3 Director seats, with all 3 incumbent Directors seeking re-election and no opposing or challenging candidates in the race for any of the three seats; and
- d. Its governance, fiduciary, and other obligations to the Cooperative and its Membership,

The Board of Directors of the Cooperative duly and properly decided and resolved to not hold an in-person Annual Member Meeting for 2020. The 2020 Annual Member Meeting would be, and hereby is, still held (just not in-person) as of this May 16, 2020 date, for the limited purpose of Director elections based solely upon a tabulation of electronic/online and mail-in ballots cast by the members, all as certified by and reported on by the Credentials & Election Committee.

The membership was notified of this by letter, as sent on behalf of the Cooperative by the CEO and the President of the Board of Directors, and by other means, and proper and timely notice of the 2020 Annual Member Meeting for the limited Director elections purpose was duly given to the membership. A total of 29,282 notices, along with this letter to the membership, were mailed to Cooperative members and provided necessary information and details.

A total of 3,699 ballots for the Director elections were cast by the Membership. A quorum was achieved for the 2020 Annual Member Meeting, and this Meeting shall and does constitute an official meeting of the Adams Electric Cooperative members.

The 2020 Credentials & Election Committee of the Cooperative subsequently held their final meeting on May 14, 2020, which was accomplished remotely through telephonic attendance and participation. As

stated in the final and approved Minutes of that May 14 meeting, such being a formal record of the Cooperative and certification of the 2020 Director elections, the Credentials & Election Committee did unanimously take action and resolved as follows:

- a. Accepted and certified the 2020 director election results for cooperative membership zones 3, 4, and 9, as stated and presented in Survey and Ballot Systems election report; and
- b. Accepted and certified the election results as the official record of the cooperative's 2020 director elections overseen by the committee and for purposes of the cooperative's Annual Member Meeting; and
- c. Glenn Bange (for Zone 3), Thomas Knaub (for Zone 4), and Daniel Eisenhart (for Zone 9) are duly elected directors of Adams Electric Cooperative, each for a three-year term, and each to be seated at the next regular board of directors meeting of the cooperative.

These actions and resolutions of the 2020 Credentials & Election Committee of the Cooperative are recognized, accepted, and incorporated by the membership into these 2020 Annual Member Meeting Minutes.

Based upon the foregoing, based upon the tabulation of the electronic/online and mail-in ballots cast by the membership, based upon the 2020 Director election results duly certified by the Credentials & Election Committee, and as authorized by Sections 3.10 and 3.12 of the Cooperative's Bylaws, in pertinent part, permitting mail ballot voting for the transaction of business at an Annual Member Meeting without an in-person meeting being convened if at least 150 members entitled to vote cast their votes by mail ballots, the following directors are elected to new three-year terms:

Zone 3 – Glenn E. Bange,
Zone 4 – Thomas J. Knaub,
Zone 9 – Daniel E. Eisenhart.

The reports concerning the operations and the financial condition of the Cooperative during and for the preceding fiscal year will be included in the May 2020 edition of the *Penn Lines* membership publication, and the same material shall otherwise be available to the Membership.

As a result of the inability and impossibility of holding the 2020 Annual Member Meeting in-person, but nonetheless still held for the limited purpose of accomplishing the annual director elections, both the Minutes of the 2019 Annual Member Meeting and these Minutes of the 2020 Annual Member Meeting shall be presented to the Cooperative's Membership for approval at the 2021 Annual Member Meeting.

With the limited purpose of this 2020 Annual Member Meeting accomplished and completed, and the election results thereof properly certified and final, and with no further business raised or before the membership at this time, the 2020 Annual Member Meeting is concluded and adjourned, as of this 16th day of May, 2020.

Glenn E. Bange, President

Daniel E. Eisenhart, Secretary