

North Dakota -19- Grand Forks
April 11, 2019

The 79th Annual Meeting of the members of the Nodak Electric Cooperative, Inc. was called to order by Chairman Luther Meberg at the Alerus Events Center in Grand Forks at 6:00 p.m. on Thursday, April 11, 2019. Chairman Meberg called on Director Cheryl Osowski to give the Invocation.

Chairman Meberg introduced the board of directors and their spouses, Legal Counsel Andrew Sorbo, and President and CEO Mylo Einarson.

Mr. Einarson introduced the special guests who were in attendance at the Annual Meeting.

Chairman Meberg entertained a motion to approve the following Annual Meeting Rules for conducting the meeting. A motion was made, seconded, and carried approving the Annual Meeting Rules.

1. The meeting will be conducted according to Robert's Rules of Order.
2. To obtain the floor, a member shall move to a microphone and identify himself/herself by name and address.
3. A nominee for the board of directors will be allowed up to three (3) minutes to address the meeting.
4. If a question cannot be answered because of the need to refer to company records, the information will be supplied by letter.
5. Comments from members shall be limited to three (3) minutes per member at a specific time.
6. Call for motion from the Chairman to establish and approve Annual Meeting Rules.

Chairman Meberg stated that, according to Nodak's bylaws, the order of business at the Annual Meeting shall include reading of the Notice of the Meeting and the proof of the publication of said Notice and reading of the unapproved minutes of the previous member meeting. As the minutes of the 78th Annual Meeting were distributed to all members who registered, Chairman Meberg said he would entertain a motion to dispense with the reading of the Notice of the Meeting, the Secretary's Affidavit, and the Minutes of the 78th Annual Meeting. A motion was made, seconded, and carried to dispense with the reading of the Notice of the Meeting, the Secretary's Affidavit, and the Minutes of the 78th Annual Meeting and approve the minutes.

Chairman Meberg appointed Legal Counsel Andrew Sorbo as temporary chairman to conduct the election of directors. Legal Counsel Sorbo reported that the Bylaws of Nodak Electric Cooperative, Inc. provide that candidates for directors may be nominated either by the Nominating Committee, or by petition.

Legal Counsel Sorbo called on Secretary David Kent for a report as to whether or not there had been any nominations by petition received. Secretary Kent reported there were no nominations by petition.

Legal Counsel Sorbo next called on Mr. Paul Retzlaff, Chairman of the Nominating Committee, to give a report on the Nominating Committee Meeting that was held on February 20, 2019. The committee nominated the following for three director positions:

3-year term: Mr. Luther Meberg, Park River - District 1

3-year term: Mr. David Kent, Hatton – District 2

3-year term: Mr. Les Windjue, Devils Lake - District 3

Legal Counsel Sorbo introduced the nominees.

Legal Counsel Sorbo stated that in view of the fact that there was not a contested election a motion would be in order to waive the formal balloting process and elect the nominees by motion. A motion was made, seconded, and carried to waive the formal balloting process under Article III, Section 4 of the Bylaws and that Mr. Luther Meberg, District 1; Mr. David Kent, District 2; and Mr. Les Windjue, District 3, be declared elected.

Chairman Meberg and President and CEO Mylo Einarson presented their annual reports covering the economic and operational highlights for 2018.

Chairman Meberg asked the membership if there was any old or new business. There being no further business, a motion was made, seconded, and carried that the 79th Annual Meeting be adjourned.

David Kent, Secretary/Treasurer

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