

CHOPTANK ELECTRIC COOPERATIVE, INC.
MINUTES OF
ANNUAL MEMBER MEETING

April 29, 2021

The 83rd Annual Member Meeting of Choptank Electric Cooperative, Inc. ("Cooperative") was held virtually via Zoom webinar, on Thursday, April 29, 2021.

Mr. Thomas Tyndall, Vice President Member Services, gave a brief introduction.

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. Also, in attendance were President & CEO, Mr. Micheal E. Malandro, Mrs. Dawn M. Bowie, Recording Secretary and Mr. Marc Schach, Acting Board Attorney.

The National Anthem was played.

The Pledge of Allegiance was led by Master James Dahl.

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

Chairman Rathell welcomed everyone to the 83rd Annual Member Meeting and gave a brief history of electric cooperatives in our country.

Chairman Rathell advised due to Covid-19 and the ongoing State of Emergency, Governor Hogan issued an Executive Order (Order # 21-01-28-02, Section IV) allowing Cooperatives to achieve a quorum virtually. The Chairman announced that there were more than 50 Members registered and present virtually and declared that a quorum was met.

Chairman Rathell introduced the Board of Directors and Staff.

A motion was made, seconded, and duly carried by the Members to dispense with the reading of the notice of the 2021 Annual Member Meeting.

Chairman Rathell noted that the minutes of the 2020 Annual Member Meeting had previously been approved by the Board, as indicated by Robert's Rules of Order, and have been posted on the Cooperative's website since August of 2020.

Douglas D. Scott, Director from Dorchester County and Secretary/Treasurer, then presented the Treasurer's Report for the year ended December 31, 2020, which included a PowerPoint presentation and excerpts from the independent auditor's report by Adams, Jenkins & Cheatham, CPAs, relating to its audit of the financial statements of Choptank Electric Cooperative, Inc. and Subsidiary which comprise the consolidated balance sheets as of December 31, 2020 and 2019 and the related statements of operations and comprehensive income, equities, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively the "Financial Statements"). That auditor's report, which was posted on the Cooperative's website prior to the meeting, stated, in part, that the Financial Statements "present fairly, in all material respects, the financial position of the Cooperative as of December 31, 2020 and 2019, 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." After the financial presentation, a motion was made, seconded, and carried to adopt the auditor's report.

Chairman Rathell introduced Choptank's President & CEO, Mr. Micheal Malandro. Mr. Malandro gave a brief update on the accomplishments of Choptank Electric Cooperative over the past year, including the launch of Choptank Fiber, LLC, and his vision for the future of both.

Mrs. Sarah Dahl, the Cooperative's General Counsel, provided the broadband easement notification.

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 7, 2021, the Committee determined that, with respect to the elections to be conducted in

conjunction with the 2021 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 2021 elections were conducted according to the procedures for uncontested Director elections, which are outlined in bylaws section 4.06(b)(3).

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

From the Dorchester County Director District:
Douglas D. Scott

From the Kent County Director District:
Olin S. Davis, III.

From the Queen Anne's County Director District:
Robert E. Arnold

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 Thompson declared that Douglas D. Scott, Olin S. Davis, III, and Robert E. Arnold were elected from their respective Director Districts as members of the Board of Directors for a three-year term or until their successors shall have been elected or appointed and qualified.

There was no unfinished business to come before the Members.

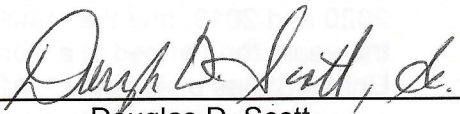
There was no new business to come before the Members.

There being no further business, the meeting was adjourned by Chairman Rathell at 6:22 p.m.

The "Luck of the Draw" Scholarship Award winners were drawn by Caroline County Director Amy Brandt with the assistance of Kent County Director Olin Davis. The ten successful applicants for the \$1,000 scholarships were: Emma McClary, Brynn Yates, Genevieve Rinker, Keeley Good, Anna Price, Giovanni Cristiano, Benjamin Jordan, Bradley Duley, Joseph Walstrum and Helena Cress. Congratulations to all our scholarship winners.

Door prize winners were drawn by Worcester County Director Donna West with the assistance of Director Olin Davis. The door prizes consisted of ten \$100.00 bill credits, one \$200 bill credit, one \$300 bill credit and a grand prize of one \$500.00 bill credit. The winners were informed that the bill credits would be automatically applied to their electric accounts.

The meeting concluded at 6:28 p.m.



Douglas D. Scott
Secretary-Treasurer