

CHOPTANK ELECTRIC COOPERATIVE, INC.  
MINUTES OF  
ANNUAL MEMBER MEETING

April 24, 2025

The 87<sup>th</sup> Annual Member Meeting of Choptank Electric Cooperative, Inc. ("Cooperative") was held at the Fountains Wedding and Conference Center Salisbury, MD, on Thursday, April 24, 2025. Registration began at 4:30 p.m., followed by dinner for all in attendance.

The meeting was called to order at 6:00 p.m. by Mr. Douglas D. Scott., Chairman of the Board of Directors of the Cooperative and the Director from Dorchester County. All Cooperative Directors were in attendance. Also, in attendance were President & CEO, Mr. Micheal E. Malandro, Recording Secretary, Mrs. Dawn M. Bowie, and General Counsel and Parliamentarian, Mrs. Sarah Dahl.

The National Anthem was played.

Mr. Bob Arnold, Director from Queen Anne's County led the Pledge of Allegiance.

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

Chairman Scott welcomed everyone to the 87<sup>th</sup> Annual Member Meeting and gave a brief history of electric cooperatives in our country.

The Chairman announced that there were more than 50 registered Members present in person at the meeting and declared that a quorum was present.

Chairman Scott introduced the Board of Directors, special guests and Youth Tour participants that were in attendance.

A motion was made, seconded, and duly carried by the Members to dispense with the reading of the notice of the 2025 Annual Member meeting.

Chairman Scott noted that the minutes of the 2024 Annual Member meeting had previously been approved by the Board, as indicated by Robert's Rules of Order, and had been posted on the Cooperative's website since May of 2024.

Director John Burke, Treasurer, then presented the Treasurer's Report for the year ended December 31, 2024, which included excerpts from the independent auditor's report conducted by Adams, Jenkins & Cheatham, CPAs, relating to its audit of the financial statements of Choptank Electric Cooperative, Inc. and Subsidiaries which comprise the consolidated balance sheets of December 31, 2024 and 2023 and the related statements of operations and comprehensive income, equities, and cash flows for the years ended, and the related notes to the consolidated financial statements (collectively the "Financial Statements"). The auditor's report, which was posted on the Cooperative's website prior to the meeting and was made available to Members at 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, 2024 and 2023, 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 duly carried by the Members at the meeting to adopt the auditor's report as submitted.

Chairman Scott introduced the Cooperative's President & CEO, Mr. Micheal Malandro. Mr. Malandro described some of the ways the Cooperative contributed in 2024 to meeting its goals of providing safe, reliable, and cost-effective electricity to its Members. Mr. Malandro commented that at the 2024 VMD Gaff N Go Rodeo the CEC team won first place. He also announced that there will be a record breaking \$3.5 million capital credit retirement in May 2025.

Mr. Malandro introduced Dr. Deborah Casey, President of Wor-Wic Community College. Dr. Casey discussed the Powerline Worker Pre-Apprentice Program partnership with CEC and VMDAEC. Dr. Casey also shared initiatives Wor-Wic is taking to advance workforce development on the Eastern Shore.



Chairman Scott called on Mr. James Miller, Chairman of the Cooperative's Credentials & Election Committee ("Committee"), to present the Committee Report regarding the director election results. Mr. Miller explained that on January 7, 2025, the Committee determined that, with respect to the elections to be conducted in conjunction with the 2025 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 2025 elections were conducted according to the procedures for uncontested Director elections, which are outlined in bylaws section 4.06(b)(2).

Chairman Scott asked Bob Thompson, Director from the 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 to cast a unanimous ballot for the following uncontested candidates:

From the Caroline County Director District:  
Amy Ireland Brandt

From the Wicomico County Director District:  
Matthew R. Holloway

From the Worcester Director District:  
Donna Richardson West

A motion was made, seconded, and carried using a voice vote to vote in favor for the uncontested candidates. Director Thompson declared that Amy Ireland Brandt, Matthew R. Holloway and Donna Richardson West were elected from their respective Director Districts as members of the Board of Directors for a three (3) year term or until their successors shall have been elected or appointed and qualified.

Choptank Trust Chairman Mr. Tom Terry provided a background on the Choptank Trust and the 2024 donations.

There was no unfinished business to come before the Members.

There was no new business to come before the Members.


Mr. Malandro answered questions from the membership.

The 2024 Annual Members Meeting adjourned at 6:57 p.m. at which time the Luck of the Draw Scholarships and door prizes were drawn.

The "Luck of the Draw" Scholarship Award winners were drawn by Directors Brandt and Nickerson. Director Brandt announced that there were ten (10) \$1,000 scholarships to be awarded. The ten (10) successful applicants for the \$1,000 scholarships were: Bailey Duff, Cecil County; Brooke Outten, Dorchester County; Ethan Quick, Worcester County; Gracie Goffman, Dorchester County; Jordan Lloyd, Wicomico County; Lucas Magathan, Worcester County; Madisyn Moore, Talbot County; Megan Chatterton, Wicomico County; Sabrina Shreves, Caroline County and William Swadley, Talbot County.

Door prize numbers were drawn by Directors West and Rathell and door prizes were distributed to the winners. The door prizes consisted of one (1) each \$100 bill credit, \$200 bill credit, \$300 bill credit, \$400 bill credit and \$500 bill credit. In addition, every Member who attended the meeting received a \$10 credit on their electric bill.

There being no further business, the meeting concluded at 7:05 p.m.

  
Matthew R. Holloway, Secretary