

2024 ANNUAL MEETING

August 3, 2024

The Eighty-Eighth Annual Meeting of the membership of the Northwestern Rural Electric Co-operative Association, Inc. (Northwestern REC) was held at the New Beginnings Church of God, located at 13226 Leslie Road, Meadville, Crawford County, Pennsylvania, on August 3, 2024, beginning with the Annual Meeting drive-thru event at 9:00 a.m.

CALL TO ORDER (11:00 a.m.)	Board Chair Chausse called the meeting to order by reporting that there was a quorum present by the presence of the in person of the Member Panel on Director Elections, the Board, and by voting electronically or by mail of substantially more than 150 members, and that business could commence. Board Chair Chausse shared that the Annual Meeting would consist of pre-recorded and live sessions. She shared that the presence of an official parliamentarian is not needed because of this format.
INVOCATION (11:00 a.m.)	Director Chausse gave the invocation.
NATIONAL ANTHEM (11:01 a.m.)	The National Anthem was played.
PLEDGE OF ALLEGIANCE (11:02 a.m.)	Board Chair Chausse led the Pledge of Allegiance.
INTRODUCTION OF THE 2024 YOUTH TOUR STUDENTS (11:02 a.m.)	Board Chair Chausse then took a moment to introduce and recognize the 2024 Youth Tour students. She then introduced Board Secretary, Marian Davis.
OFFICIAL MEETING NOTICE & PROOF OF MAILING (11:03 a.m.)	Board Secretary, Marian Davis, read the Official Meeting Notice and the Proof of Mailing.
TREASURER'S REPORT (11:06 a.m.)	Board Secretary, Marian Davis, introduced Board Treasurer, Earl Koon, to present the Treasurer's Report. Board Treasurer Koon reported on the the financial condition of the Cooperative.
SPECIAL BOARD REPORT (11:14 a.m.)	<p>Board Chair Chausse introduced her fellow cooperative directors to the membership prior to announcing that the cooperative plans to retire approximately \$429,000 in capital credits.</p> <p>Next, Board Chair Chausse informed the cooperative that this year's special board report would be an interview with retiring director, Kathryn Cooper – Winters.</p>

Board Vice Chair Cooper – Winters opened her interview by telling a joke. Ms. Cooper – Winters then highlighted the organizational and technological changes to the cooperative that occurred in her tenure.

Ms. Cooper – Winters commented on the evolution of line worker safety and the improvements in outage restoration due to changes in safe work practices and the switching technology.

Ms. Cooper – Winter shared that the commitment of the employees, management and board of directors to the membership have remained the same despite all the changes and advancements in the way of line work.

Board Vice Chair Cooper – Winters thanked the membership for allowing her to serve the cooperative for the past 36 years. Finally, a video montage of well wishes from retired President & CEOs Mike Tirpak and Mary Grill; current Northwestern REC directors, Candy Brundage and David “Earl” Snyder; Pennsylvania Rural Electric Association (PREA) retiree, Anita Leitzel; and current PREA employees, Mauria Matthews, Pete Fitzgerald, Steph Okuniewski; and PREA President & CEO, Steve Brame.

PRESIDENT’S
REPORT
(11:31 a.m.)

President & CEO Ryan Meller opened his report by thanking Ms. Cooper - Winters for her service to the cooperative. Dr. Meller then introduced himself and welcomed the membership to the annual meeting.

Dr. Meller opened his presentation with the cooperative’s dedication to safety. He highlighted that the emphasis on safety is driven by one of the cooperative’s seven principles: education, training and information.

He further shared that the evolution of safety has been propelled by technological advancements, rigorous training programs and culture of accountability. Dr. Meller then emphasized the cooperative’s linemen apprenticeship program and training offered to internal employees. Furthermore, President & CEO Meller stressed the risks associated with linework.

President & CEO Meller then detailed how the advancement of tools has improved the way that linemen work including the use of drones and smart sensors. He reported that the cooperative now utilizes drones for overhead line inspections in addition to the traditional ground inspections.

Dr. Meller then reviewed the 2023 right – of – way work, and the cooperative’s new line rebuilding strategy focused on three – phase lines. He thanked the membership for working with the cooperative to secure the needed right – of – way to improve the lines.

Dr. Meller then reviewed the 2023 outage statistics and causes. He reported that in 2023, the cooperative was able to avert 4,467,877 outage minutes due to its switching technology.

Next, President & CEO Meller informed the membership of the addition of a secondary transmission delivery point to the Centerville and Oil Creek substations and its anticipated impacts to improved system reliability.

The last item Dr. Meller presented was the voices for cooperative power. He summarized the negative impacts of the current EPA ruling on the national electric grid. Dr. Meller encouraged the membership to learn more about voices for cooperative power and express their reliability concerns to elected officials.

Finally, Dr. Meller expressed his appreciation to the employees and members of the cooperative. Dr. Meller's presentation concluded the pre-recorded sessions of the Annual Meeting.

MINUTES
OF THE
LAST
ANNUAL
MEETING
(11:39 a.m.)

Board Chair Chausse called the members' attention to the condensed version of the 2023 Annual Meeting minutes that were available online for review. To save time, Board Chair Chausse asked for a motion to dispense with the reading of the minutes of the 2023 Annual Meeting

A motion was made by Robert Agnew, District 4, and seconded to dispense with the reading of the minutes of the 2023 Annual Meeting. The motion carried.

A motion was made by D. Kim McLean, District 8, and seconded to accept the minutes of the 2023 Annual Meeting. The motion carried.

ACTION
ON THE
TREASURER'S
REPORT
(11:41 a.m.)

Board Chair Chausse then shared that the membership needed to act on the Board Treasurer's Report that was previously played.

A motion was made by June Shelhamer, District 1, and seconded to accept the Treasurer's Report. The motion was carried.

ELECTION OF
DIRECTORS
(11:41 a.m.)

Board Chair Chausse then turned the meeting over to Board Vice Chair Kathryn Cooper – Winters.

Director Cooper - Winters then introduced the nominees for Districts 3, 5 and 10. They were as follows:

District 3: Candy Brundage
District 5: Kevin Cox
District 10: Lanny Rodgers

Finally, Ms. Cooper – Winters introduced the Member Panel on Director Elections. They were Vice Chairperson, Tom Sedlak, Clemence Mershon, and Jean Weber.

The Panel on Director Elections had previously been appointed to conduct the election of the directors and they had been sworn to do this. The Member Panel on Director Elections was assisted in performing their duties by Glenn Thompson, an attorney from Meadville, Pennsylvania.

Board Vice Chair Cooper - Winters also introduced Attorney Glenn Thompson, the Co-op's Counsel since the fall of 1996.

ELECTION
RESULTS
(11:44 a.m.)

Director Cooper – Winters called upon Tom Sedlak, Vice Chairperson of the Member Panel on Director Elections, to report the election results. Mr. Sedlak read the report as follows:

District 3:	Candy Brundage	862 votes
District 5:	Kevin Cox	846 votes
District 10:	Lanny Rodgers	830 votes

Mr. Sedlak announced that the following directors had been elected.

District 3:	Candy Brundage
District 5:	Kevin Cox
District 10:	Lanny Rodgers

As there was no further business, the meeting was adjourned at 11:45 a.m.

Clarissa A. Schneider, Executive Secretary