

CHOPTANK ELECTRIC COOPERATIVE, INC.
MINUTES OF
ANNUAL MEMBER MEETING

April 27, 2023

The 85th Annual Member Meeting of Choptank Electric Cooperative, Inc. ("Cooperative") was held at the Talbot Community Center in Easton, MD, on Thursday, April 27, 2023. 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. 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, Recording Secretary, Mrs. Dawn M. Bowie, and General Counsel and Parliamentarian, Mrs. Sarah Dahl.

The National Anthem was performed by Cooperative employee Sharon Coverdale.

Director Matt Holloway led the Pledge of Allegiance.

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

Chairman Rathell welcomed everyone to the 85th 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 Rathell introduced the Board of Directors and special guests.

A motion was made, seconded, and duly carried by the Members to dispense with the reading of the notice of the 2023 Annual Member meeting.

Chairman Rathell noted that the minutes of the 2022 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 2022.

Director Matt Holloway, Governance Committee Chairman, explained the bylaw amendments and asked if there were any questions concerning the amendments to the bylaws. There being none, Director Holloway moved to close the polls. Chairman Rathell declared the polls were closed for voting.

Director Doug Scott, Treasurer, then presented the Treasurer's Report for the year ended December 31, 2022, 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, 2022 and 2021 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, 2022 and 2021, 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. Director Scott concluded his presentation commenting that this will be Director Rathell's last annual meeting as Chairman and thanked him for his leadership.

Chairman Rathell introduced the Cooperative's President & CEO, Mr. Micheal Malandro. Mr. Malandro described some of the ways the Cooperative contributed in 2022 to meeting its goals of providing safe, reliable, and cost-effective electricity to its Members. Mr. Malandro gave an update on Choptank Fiber. Mr. Malandro also commented on the partnership between the Cooperative and Wor-Wic Community

College to implement a lineman program utilizing the training yard at the Cooperative's Regional Service Center in Salisbury, MD.

Chairman Rathell called on Mr. Jim 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 9, 2023, the Committee determined that, with respect to the elections to be conducted in conjunction with the 2023 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 2023 elections were conducted according to the procedures for uncontested Director elections, which are outlined in bylaws section 4.06(b)(2).

Chairman Rathell asked Director Olin Davis to oversee the election of Board members. Pursuant to the actions of the Committee and the bylaws section 4.06(b), Director Davis asked for a motion to cast a unanimous ballot for the following uncontested candidates:

From the Cecil County Director District:
John J. Burke, Jr.

From the Somerset County Director District:
Craig N. Mathies, Sr.

From the Talbot County Director District:
Jeffrey D. Rathell, Sr.

From the Ocean Pines Director District
Robert B. Thompson

A motion was made, seconded, and carried using a voice vote and then a show of hands to vote in favor for the uncontested candidates. Director Davis declared that John J. Burke, Jr., Craig N. Mathies, Sr., Jeffrey D. Rathell, Sr., and Robert B. Thompson 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.

Regarding the election for the adoption of the recommended Bylaws Amendments, the votes were as follows:

2,548 votes "yes" for approval and adoption of the recommended Bylaws Amendments; and

228 votes "no" against approval and adoption of the recommended Bylaws Amendments.

Chairman Rathell declared the Bylaws Amendments adopted as presented.

Choptank Trust Chairman Mr. Tom Terry provided a background on the Choptank Trust and the 2022 donations.

There was no unfinished business to come before the Members.

There was no new business to come before the Members.

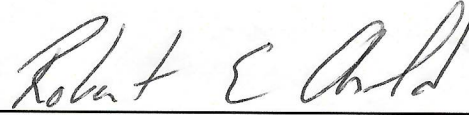
Mr. Malandro answered questions from the membership.

The 2023 Annual Members Meeting adjourned at 6:48 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 Davis. The ten (10) successful applicants for the \$1,000 scholarships were: Delaney Bennett, Wicomico County; Gunnar Hoffman, Caroline County; Kinley Elliott, Caroline County; Blair Smith, Wicomico County; Kai Kelly, Talbot County; Emma Duff, Cecil County; Drew Swanger, Wicomico County; Ashton Elzey, Dorchester County; Emilie Schanken, Dorchester County; and Catherina Cronan, Talbot County.

Door prize numbers were drawn by Directors West and Burke 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 6:56 p.m.



Robert E. Arnold
Secretary