

MINUTES OF THE ANNUAL MEETING OF MEMBERS FOR THE YEAR 2020

The business of the 82nd Annual Meeting of Excelsior Electric Membership Corporation was conducted by mail due to the health concerns associated with COVID-19 and to comply with emergency declarations regarding in-person meetings.

The Credentials and Elections Committee serves as the overseer of the process of casting, counting and handling ballots and is authorized to rule upon any matter regarding the conduct of the business of the Annual Meeting. Members of the Credentials and Elections Committee are Dwayne Rucker, Chairman, Danny Carter, Clay Clark, Julian Deal, Miriam Edenfield, Terry Manuel and Mary Sue Smith. The committee met by teleconference on April 17, 2020, to establish rules for conducting the necessary business and for validating membership and voting. The Committee approved the Cooperative's independent auditor to serve as the supervisor of elections who will receive and verify that all ballots have been sent by members in good standing and received in a timely manner. The committee also approved the form of ballot and procedures for replacing lost ballots. The committee set the final date and time for receiving ballots as May 22, 2020, at 5:00 pm.

There were three business items that were to be addressed at the annual meeting: the election of Directors, a proposed bylaw revision to reduce the number of directors from 10 to 9, and the approval of the minutes of the 2019 Annual Meeting.

The April edition of Line Items, the Cooperative's newsletter and the Cooperative's website (www.excelsioremc.com) contained notice of ability to submit a petition for director and the deadline of April 15, 2020, to submit a petition for director.

The May newsletter and the website contained a report from the Nominating Committee showing that David T. Cromley was nominated to represent District 1, Mike Anderson was nominated to represent District 2, and Solly Trapnell was nominated to represent District 3. The report also showed that there were no nominations made by petition.

The May newsletter and the website also included a copy of the proposed Member Resolution Amending Sections 1, 2 and 4 of Article Four of the Cooperative's Bylaws as well as an explanation of the reasons the Board had recommended adopting the bylaw change.

The minutes of the annual meeting held Friday, May 17, 2019, were included in the May newsletter and on the Cooperative's website along with directions for completing and returning the ballot. A video demonstrating how to complete the registration card and ballot was available on the website as well.

The Affidavit of Mailing of Notice of Annual Meeting certifies that 16,522 copies of the Official Notice of the Annual Meeting of the Members of Excelsior EMC was in Line Items, the official publication of Excelsior EMC, and deposited in the United States Post Office in Statesboro, Georgia, 30458, with proper postage paid on the 1st day of May 2020. This Notice also described how the business of the Annual Meeting would be conducted. Thus, due and proper notice of the 2020 Annual Meeting was given as required by the Bylaws.

On May 27, 2020, all of the members of the Credentials and Elections Committee met with the supervisor of elections, Jason Peacock, CPA, from McNair McLemore Middlebrooks, by teleconference to certify the results of the election. Joel Tisinger from the law firm of Tisinger Vance participated in the teleconference as well.

Mr. Peacock provided the following voting summary. There were 494 total votes cast, which constituted a quorum pursuant to the Bylaws and 2020 Emergency Bylaws (adopted April 16, 2020). Of these, there were 473 verified votes and 21 unverified votes. The votes for each ballot item were as follows:

District 1 Director Election – The total number of votes cast for David T. Cromley was 455. Of these, 452 voted “Yes”, and 3 voted “No”. There were no write-in votes received. There being no nominations made by petition, David T. Cromley is elected as Director for District 1.

District 2 Director Election – The total number of votes cast for Mike Anderson was 454. Of these, 452 voted “Yes”, and 2 voted “No”. There were no write-in votes received. There being no nominations made by petition, Mike Anderson is elected as Director for District 2.

District 3 Director Election – The total number of votes cast for Solly Trapnell was 455. Of these, 454 voted “Yes”, and 1 voted “No”. There were no write-in votes received. There being no nominations made by petition, Solly Trapnell is elected as Director for District 3.

Proposed Bylaws Change – The total number of votes cast was 458. Of these, 456 voted “Yes”, and 2 voted “No”. By the majority “Yes” votes, the Proposed Bylaw Revisions are adopted.

Minutes of the 2019 Annual Meeting – The total number of votes cast was 456. Of these, 456 voted “Yes”, and 0 voted “No”. By the majority “Yes” votes, the 2019 Annual Meeting Minutes are hereby adopted and approved as written.

Mr. Peacock was also in charge of randomly selecting ten members from the list of verified voter registrations to receive a \$300 gift card. Ten members were selected and have been contacted.

Following the selection of prize winners, the Credentials and Elections Committee unanimously certified the election results.

A longstanding tradition at the Annual Meeting is the recognition of employees who are receiving service awards. This year, fourteen employees were recognized in the May edition of Line Items. Their dedication totaled 200 years of combined service to the Cooperative.

Receiving service awards were: Evan Johnson, 5 years; Derek Lindsey, 5 years; Brittany Odom, 5 years; Tammy Trapnell, 5 years; Jim Donaldson, 10 years; Jamey Holland, 10 years; Howard Porter, 10 years; Rhett Youngblood, 10 years; Ann Durden, 15 years; Scott Carroll, 25 years; Janice Donaldson, 25 years; James McNeely, 25 years; Christy Powell, 25 years and Greg Proctor, 25 years.

There being no further business to be considered, the 2020 Annual Meeting was adjourned.