

2025 ANNUAL MEETING

August 2, 2025

The Eighty-Ninth Annual Meeting of the membership of the Northwestern Rural Electric Co-operative Association, Inc. (Northwestern REC) was held at the Cooperative headquarters, located at 22534 State Highway 86, Cambridge Springs, Crawford County, Pennsylvania, on August 2, 2025, beginning with the Member Panel on Director Elections meeting with Attorney Glenn Thompson at 10:30 a.m.

CALL TO ORDER (11:00 a.m.)

President & CEO, Ryan Meller, called the meeting to order by reporting that there was a quorum present by the presence of the in-person attendance of the Member Panel on the Director Elections, the Board, and by voting electronically or by mail of substantially more than 150 members, and that business could commence. President & CEO Meller shared that the Annual Meeting would be broadcasted live from the Cooperative office. He shared that the presence of an official parliamentarian is not needed because of this format and that Board Chair Chausse would preside over the meeting.

Dr. Meller further reported on the changes to the Annual Meeting format and that the Cooperative aims to increase its visibility in the community by hosting more member engagement opportunities and events in its service territory throughout the year. He then introduced the Board Chair, Lisa Chausse.

INTRODUCTION OF THE BOARD OF DIRECTORS (11:02 a.m.)

Board Chair Chausse then took a moment to introduce her fellow cooperative directors to the membership. She then introduced the Board Secretary, Candy Brundage to present the Official Meeting Notice and Proof of Mailing.

OFFICIAL MEETING NOTICE & PROOF OF MAILING (11:06 a.m.)

Board Secretary, Candy Brundage, read the Official Meeting Notice and the Proof of Mailing.

MINUTES OF THE LAST ANNUAL MEETING (11:08 a.m.)

Board Secretary Brundage called the members' attention to the condensed version of the 2024 Annual Meeting minutes that were available online for review. To save time, Board Secretary Brundage asked for a motion to dispense with the reading of the minutes of the 2024 Annual Meeting.

A motion was made by David "Earl" Snyder, District 7, and seconded to dispense with the reading of the minutes of the 2024 Annual Meeting. The motion carried.

A motion was made by June Shelhamer, District 1, and seconded to accept the minutes of the 2024 Annual Meeting. The motion carried.

2024 ANNUAL REPORT (11:09 a.m.)

Board Secretary, Candy Brundage, introduced Board Treasurer, Earl Koon, to present the 2024 Annual Report. Board Treasurer Koon reported on the financial condition of the Cooperative and that the 2024 financials had been published in the July issue of the member magazine, *Penn Lines*, were available online and by request.

Finally, Mr. Koon reported that the Cooperative plans to retire approximately \$579,000 in capital credits to the membership.

ACTION
ON THE
2024 ANNUAL
REPORT
(11:10 a.m.)

Board Treasurer Koon then shared that the membership needed to act on the 2024 Annual Report.

A motion was made by June Shelhamer, District 1, and seconded to accept the 2024 Annual Report. The motion was carried.

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

Board Treasurer Koon then turned the meeting over to Board Chair Chausse.

Director Chausse then introduced the nominees for Districts 1 and 2. They were as follows:

District 1: June Shelhamer
District 2: Earl Koon

Finally, Ms. Chausse introduced the Member Panel on Director Elections. They were Chairperson, Fredrick Barber, Tom Best, John Fluegge, Kelly Larrabee – Tarr, and Michael McDaniel - Hutchings.

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 Chair Chausse also introduced Attorney Glenn Thompson, the Co-op's Counsel since 1996.

ELECTION
RESULTS
(11:15 a.m.)

Director Chausse called upon Fredrick Barber, Chairperson of the Member Panel on Director Elections, to report the election results. Mr. Barber read the report as follows:

District 1:	June Shelhamer	1,151 votes
District 2:	Earl Koon	1,078 votes

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

District 1: June Shelhamer
District 2: Earl Koon

As there was no further business, the meeting was adjourned at 11:16 a.m.

Clarissa A. Schneider, Executive Secretary