

**85TH ANNUAL MEMBERSHIP MEETING
OF
BLUEBONNET ELECTRIC COOPERATIVE, INC.**

May 13, 2025

The Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc. was held on Tuesday, May 13, 2025, at 2:30 p.m. at The Silos on 77, 1031 CR 223, Giddings, Lee County, Texas.

Board members present were:

Ben Flencher, President
Roderick Emanuel, Vice President
Robert Mikeska, Secretary-Treasurer
Byron Balke, Assistant Secretary-Treasurer
Shana Whiteley
Russell Jurk
Bryan Bracewell
Milton Shaw
Debbi Goertz

Also present for the meeting were:

Matt Bentke, General Manager and Chief Executive Officer
Sarah Newman-Altamirano, General Counsel
Grant Gutierrez, Chief Financial Officer
Eric Kocian, Chief Engineer and System Operations Officer
Rachel Ellis, Chief Administrative Officer
Will Holford, Manager of Public Affairs
Wesley Brinkmeyer, Manager of Community and Development Services

Manager of Community and Development Services Wesley Brinkmeyer announced closing of registration and thanked the Nathan Colt Young Band who provided entertainment for the meeting.

Mr. Brinkmeyer thanked the Members for coming to their Cooperative's annual meeting and noted that he would be facilitating the agenda of the Meeting. He began with the safety briefing video.

President Ben Flencher, presiding as Chairman, welcomed the members and called the meeting to order at 2:34 p.m.

Vice President Emanuel then opened with prayer after which Nathan Colt Young sang the National Anthem, and the membership stood to join Director Emanuel for the Pledge to the United States Flag and the Pledge to the Texas Flag.

Mr. Brinkmeyer then described the truck prize, a retired Bluebonnet 2013 Ford F-150 4x4 Extended Cab pickup truck with approximately 187,000 miles retired from Bluebonnet's

fleet. He reported a winner will be drawn from all members who registered in person or by proxy.

Mr. Brinkmeyer then introduced Bluebonnet's General Manager/CEO, Matt Bentke, who thanked prize sponsors for this year's Annual Meeting and commenced Round 1 of door prize drawings.

Mr. Brinkmeyer recognized special guests, local dignitaries and government officials in attendance, including:

Hollye Fain, Aqua Water Supply Corporation
Zachary Unger, Congressman McCaul's Office
Randa Stephenson, Lower Colorado River Authority
Lowell Ogle, Lower Colorado River Authority
Vince McCoy, Lee County Chief Deputy
Kyle Dicke, M & S Engineering
Sara Ann Luther, Pedernales Electric Cooperative
John Speiss, San Bernard Electric Cooperative
Brad Slaughter, Techline
Scott Smith, Techline
Cole Lunsford, Techline
Jeffrey Padavick, Techline
Sarita Mutscher
Kevin Mutscher

A video presentation by the Directors for each District of the Cooperative was then enjoyed by the Membership.

Chairman Flencher delivered his report and extended thanks to the membership for their participation, for their positive feedback, and their interest in the success of the Cooperative. He noted that Bluebonnet's rates are the lowest in the state of Texas and that capital credits will be issued again soon.

Secretary-Treasurer Mikeska then presented the Secretary-Treasurer's report certifying that the following official Notice of the Annual Meeting was published in the May 2025 issue of the Texas Co-op Power and mailed to all members of the Cooperative on April 29, 2025.

"ANNUAL MEETING NOTICE"

Dear Bluebonnet Member:

Pursuant to its Bylaws, the Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc., will be held on May 13, 2025, at The Silos on 77, 1031 County Road 223, Giddings, Texas. Registration will begin at 1:30 p.m. and end at 2:30 p.m. The meeting will start at 2:30 p.m. Business coming before the meeting will be conducted via members in attendance in person or by proxy.

Three director seats, District 1, District 3, and District 5, are up for election this year. The incumbent directors – Milton Shaw, District 1, representing Caldwell, Hays, Guadalupe,

and Gonzales Counties; Debbi Goertz, District 3, representing Bastrop County; and Ben Flencher, District 5, representing Burleson County; filed their nominations by filing fees before the deadline, qualified and were not opposed. The incumbent directors will be elected by general consent in accordance with Article II, Section 6 of the cooperative's Bylaws. Other business that may come before the meeting will also be addressed.

Sincerely yours,
/s/ Robert Mikeska
Robert Mikeska
Secretary/Treasurer
Bluebonnet Board of Directors

Secretary Mikeska further certified that the total number of members on the date of the Annual Meeting was 103,359, the total number of non-member consumers on the date of the Annual Meeting was none, there were 463 members in attendance, and there were 6,133 members in attendance either in person or by proxy, which number constitutes a quorum, and thereby officially opens this meeting to transact such business as outlined in the notice.

Secretary Mikeska reported that the Executive Committee of the Board, comprised of Ben Flencher, Chairman of the Board, Roderick Emanuel, Robert Mikeska and Byron Balke, met on June 25, 2024 to review the minutes of the May 14, 2024 annual meeting, and during the Regular Meeting of the Board of Directors on June 25, 2024, the Executive Committee recommended approval of the Annual Meeting Minutes, which were subsequently approved. Secretary-Treasurer Mikeska requested that Chairman Flencher come forward and request a motion from the floor to waive reading of the minutes and ratify the Board's approval of the minutes.

Chairman Flencher requested a motion from the floor to waive reading of the minutes and ratify the actions of the Committee and the Board for approving the minutes of the May 14, 2024, Annual Meeting.

Motion was made by Ben Voight and seconded by Williard Gillie to waive reading of the minutes and to ratify the actions of the Committee and the Board for approving the minutes of the May 14, 2024, Annual Meeting. The motion carried.

A video presentation followed with Bluebonnet highlights during 2024.

CEO Bentke again welcomed and thanked everyone for their attendance. He presented a slide presentation to the membership, noting:

- Bluebonnet's rate of \$118.48 per 1,000 KWH as compared to other cities, cooperatives and retail providers.
- Capital credits returned over the past five years, noting \$11.13M is expected to be returned in 2025;
- 25-year meter growth, noting 139,211 meters currently compared to 64,746 in 2000;
- Growth in Large Industrial Loads;
- Capacity and System Improvements;
- System Maintenance;
- Text communications, noting 303,734 personalized texts sent to Members in 2024;

- Bluebonnet's workforce; and
- provided a video presentation on Becoming a Journeyman and Bluebonnet's lineworker intern program.

CEO Bentke invited questions from the membership covering a variety of topics, including the cooperative's use of steel poles, the Sandow Lakes project located in Lee County, rooftop solar growth, crypto data mining facilities, local scholarship support, the lineworker internship program, the TXDOT 290 project and its effect on the current Brenham retail office, and bills and legislation affecting pole attachments.

CEO Bentke then proceeded with Round 2 Door Prize Drawings.

General Counsel Sarah Newman-Altamirano then announced that three nominations for director were timely filed and certified in the General Counsel's office that nominated the following candidates for Directors:

Milton Shaw	District 1 (incumbent)
Debbi Goertz	District 3 (incumbent)
Ben Flencher	District 5 (incumbent)

who were not opposed. GC Newman-Altamirano certified that Milton Shaw, District 1, representing Caldwell, Guadalupe, Gonzales and Hays counties; Debbi Goertz, District 3, representing Bastrop County, and Ben Flencher, District 5, representing Burleson County, are elected by general consent in accordance with Article II, Section VI of the Cooperative's Bylaws.

The final Grand Prize Drawing was then drawn and announced by CEO Bentke.

There being no further business, motion was made, seconded and unanimously carried that the meeting adjourn. The meeting was adjourned at 4:08 p.m.

WITNESS THIS OUR SIGNATURES on this 17 day of June, 2025.



 Robert Mikeska, Secretary

APPROVED:



 Ben Flencher, President