

**79TH ANNUAL MEMBERSHIP MEETING  
OF  
BLUEBONNET ELECTRIC COOPERATIVE, INC.**

May 14, 2019

The Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc. was held on Tuesday, May 14, 2019, at 2:30 p.m. at The Silos fka Sons of Hermann Hall, 1031 CR 223, Giddings, Lee County, Texas.

Board members present were:

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

Director, Kenneth W. Mutscher, was absent for medical reasons.

Also present for the meeting were:

Matt Bentke, General Manager and Chief Operating Officer  
Sarah Newman-Altamirano, General Counsel

Manager of Community and Development Services Johnny Sanders announced closing of registration and thanked the Jason Roberts Band who provided entertainment for the meeting. Jason Roberts introduced the members of the Band.

Johnny Sanders 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 and welcoming remarks from various Bluebonnet employees.

Mr. Sanders then described the truck prize, a retired Bluebonnet 2010 Ford F150 4x4 ½ ton Extended Cab truck. He reported a winner will be drawn from all members who voted in person or by proxy.

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

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

Mr. Bentke recognized Board members and their spouses in attendance and special guests, local dignitaries and government officials in attendance, including:

Marita Mikeska, Office of Congressman Michael McCaul  
Andrew Ross, Field Representative for Michael McCaul  
Esther Wolz, widow of former Director Lyle Wolz  
Rita Jonse, Mayor of Manor  
Christine Presley, Guadalupe Valley Electric Cooperative  
Kasie Tankersley, Guadalupe Valley Electric Cooperative  
Casie Boos, Guadalupe Valley Electric Cooperative  
Russ Keene, Texas Public Power Association  
Caroline Porter, Pedernales Electric Cooperative  
Shannon Johnson, Pedernales Electric Cooperative  
Phil Wilson, LCRA  
Clint Harp, LCRA  
Greg Cox, LCRA  
Randa Stephenson, LCRA  
Victoria Miller, LCRA  
Hondo Powell, LCRA  
Maurice Cook and wife, Sherry, Bastrop County Sheriff  
Brad Slaughter, Techline  
Scott Smith, Techline  
Lewis Rhoden, Techline  
Lynn Landry, Electrical Consultants, Inc.  
Dean Horton, McCord Engineering  
Kyle Dicke, M & S Engineering  
Bill Landis, First National Bank of Giddings  
Billy Marricle, San Bernard Electric  
John Spies, San Bernard Electric  
Rodney Meyer, Lee County Sheriff  
Ron Spencer, Board Candidate  
Juanita Valarie Neidig, Board Candidate  
Matthew Weilert, Board Candidate

Mr. Sanders then discussed the Government Youth Tour and introduced the recipients of this year's tour and \$1,000 scholarship upon graduating from high school, Madison Iselt and Gillian Nietsche. Madison and Gillian expressed their gratitude for the opportunity to represent Bluebonnet.

Mr. Sanders then noted the passing of Board member Rick Schmidt and asked Board Chairman Ben Flencher to come forward.

Chairman Flencher expressed deep regard for Director Schmidt and acknowledged the outstanding contributions and influence Director Schmidt made throughout his tenure as a member of the Board. A video in memoriam of Director Schmidt was then viewed by the Membership.

President Ben Flencher, presiding as Chairman, welcomed the members and called the meeting to order at 3:02 p.m.

Mr. Sanders then introduced the Bastrop High School Naval Junior Reserve Officer Training Corps (NJROTC) and Brenham High School choir students. Mr. Sanders then asked Board Secretary Roderick Emanuel to come forward to lead in the invocation and Pledges.

Secretary-Treasurer Roderick Emanuel opened with prayer after which the membership stood in salute to the American Flag while the NJROTC performed the Presentation of Colors. Director Emanuel then asked the Membership to join for the Pledge to the U.S. Flag and the Pledge to the Texas Flag. The Brenham High School choir then sang our National Anthem and "Texas, Our Texas."

Veterans and active military were recognized and thanked for their service.

Chairman Flencher delivered his report, noting his appreciation to the Brenham Choir and the Bastrop NJROTC and extended thanks to the membership for their participation, working with the Cooperative, and their interest in the success of the Cooperative. He noted that Bluebonnet is celebrating its 80<sup>th</sup> Anniversary and has attained a great milestone, surpassing the 100,000 meter mark.

Secretary-Treasurer Emanuel then presented the Secretary-Treasurer's report stating that the following official Notice of the Annual Meeting was sent to all members of the Cooperative:

**"ANNUAL MEETING NOTICE"**

Dear Member:

You are invited to the Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc., which will be held on May 14, 2019, at 2:30 p.m. at The Silos formerly the Sons of Hermann Hall, 1031CR 223, Giddings, Texas. Registration will begin at 1:30 p.m. and close at 2:30 p.m.

At this meeting one director for District 3 will be elected. Incumbent directors seeking re-election in District 1, Milton Shaw, 5, Ben Flencher, and 7, Kenneth Mutscher, were unopposed and have been elected by general consent in accordance with Article II, Section 6 of the Bylaws. Other business that may come before the meeting will also be addressed.

Sincerely yours,  
*/s/ Roderick L. Emanuel*  
Roderick L. Emanuel  
Secretary/Treasurer

Secretary Emanuel announced that seven nominations were timely filed in and certified in the General Counsel's office that nominated the following candidates for Directors.

Milton Shaw	District 1 (incumbent)
Matthew Weilert	District 3

Debbi Goertz	District 3 (incumbent)
Juanita Valarie Neidig	District 3
Ron Spencer	District 3
Ben Flencher	District 5 (incumbent)
Kenneth Mutscher	District 7 (incumbent)

Secretary Emanuel certified that the Annual Meeting Notice was published in the May 2019 issue of the Texas Co-op Power and mailed to all members on April 30, 2019; the total number of members on the date of the Annual Meeting was 75,229, the total number of non-member consumers on the date of the Annual Meeting was none, there were 314 members in attendance, and there were 6938 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 Emanuel reported that the Special Committee of the Board, comprised of Ben Flencher, Chairman of the Board, Kenneth W. Mutscher, Roderick Emanuel, and Byron Balke, met on June 19, 2018 to review the minutes of the May 8, 2018 annual meeting, and during the Regular Meeting of the Board of Directors on June 19, 2018, the Executive Committee recommended approval of the Annual Meeting Minutes, which were subsequently approved. Secretary-Treasurer Emanuel 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 8, 2018, Annual Meeting.

Motion was made by Gary Gutierrez and seconded by Virginia Ann-Hallenberger Henderson to waive reading of the minutes and to ratify the actions of the Committee and the Board for approving the minutes of the May 8, 2018, Annual Meeting. The motion carried.

Mr. Sanders thanked Secretary-Treasurer Emanuel and Chairman Flencher and introduced a video showing some of Bluebonnet's highlights over the past year. He then passed the floor to CEO Bentke.

CEO Bentke welcomed and thanked everyone for their attendance. He then provided a visual presentation to the membership and discussed the Cooperative's financial performance and highlights in Operations, covering, among other matters, assets of the Cooperative, electric rate comparisons, capital credits, meter growth, load growth, power supply, operating expenses, volunteerism, and community support.

CEO Bentke called for Unfinished Business followed by New Business. There was none.

CEO Bentke invited questions from the membership and received questions regarding renewables and challenges faced due to climate change. He responded to each of the members' questions to their satisfaction.

CEO Bentke then proceeded with Round 2 Door Prize Drawings.

Before the last prize was drawn, Mr. Sanders introduced the Cooperative's General Counsel Sarah E. Newman-Altamirano, to deliver the results of the 2019 election. General Counsel Altamirano announced the nominations received for the expiring Director seat terms for Districts 1, 3, 5 and 7, noting that nominations for Districts 1, 5, and 7 were incumbents Milton Shaw, Ben Flencher and Kenneth Mutscher, who were uncontested and certified they are elected by general consent in accordance with Article II, Section 6 of the Cooperative's Bylaws. Four candidates were nominated for election to District 3, Matthew Weilert, Debbi Goertz (incumbent), Juanita Valerie Neidig, and Ron Spencer. The results of the votes cast by the membership either in person or by proxy were as follows:

Nominee	Total Votes
Matthew Weilert	462
Debbi Goertz	4,446
Juanita Valerie Neidig	1,259
Ron Spencer	211

Elected representing District 3 was Debbi Goertz.

The final Grand Prize Drawing was drawn and announced by CEO Matt 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 18 day of June, 2019.

  
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Roderick Emanuel, Secretary

APPROVED:

  
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Ben Flencher, President