

**MINUTES OF THE ANNUAL MEETING
OF SNAPPING SHOALS ELECTRIC MEMBERSHIP CORPORATION**

October 13, 2020

The Annual Meeting Hours and Attendance

At 8:00 a.m., the 2020 Annual Meeting of the Members of Snapping Shoals Electric Membership Corporation was convened and called it to order for the purpose of registration, voting, and other business. The meeting was scheduled to begin at 8:00 a.m. and end at 12:00 p.m. As of 12:00 p.m., 1434 members had registered for the Annual Meeting, constituting a quorum for purposes of conducting the business of the Annual Meeting.

The following Directors visited the Annual Meeting: Gene Morris, Jr., and Lance Harper.

Covid-19 National Emergency

The 2020 Annual Meeting was held using drive-through methods and other means pursuant to the following:

1. On March 26, 2020, the Board of Directors of Snapping Shoals Electric Membership Corporation (the "Board") adopted Emergency Bylaws at a Special Board Meeting duly noticed and called. At such Special Board Meeting, the Board determined that Emergency Bylaws should be adopted to supersede contrary provisions of the Bylaws to allow the operation of SSEMC during the Covid-19 National Emergency. The March 26, 2020 Emergency Bylaws did not apply to the Annual Meeting of Members, as the Board wished to defer any action that would impact the conduct of the Annual Meeting, hoping that the restrictions on in-person meetings might be lifted prior to the regularly scheduled Annual Meeting. A copy of the March 26, 2020 Emergency Bylaws is attached hereto as Exhibit A.

2. On April 14, 2020, during its regular Board Meeting duly noticed, the Board adopted supplemental Emergency Bylaws in order to apply the March 26, 2020 Emergency Bylaws to the Annual Meeting of Members. The Board selected October 13, 2020 as the alternative date of the 2020 Annual Meeting of Members, due to the continuing Covid-19 National Emergency. A copy of the April 14, 2020 Emergency Bylaws is attached hereto as Exhibit B.

3. On September 8, 2020, during its regular Board Meeting duly noticed, the Board adopted additional supplemental Emergency Bylaws to address the Annual Meeting of Members. The Board unanimously confirmed that the Annual Meeting of Members will be held on October 13, 2020. The Board established that the Annual Meeting of Members would be conducted using drive-through and other means. A copy of the September 8, 2020 Emergency Bylaws is attached hereto as Exhibit C.

The Business of the Annual Meeting

Notice of the Meeting: The Bylaws of SSEMC require that the cooperative send out notice of the Annual Meeting. The notice of the Annual Meeting, stating the place, day and hour of the meeting, along with the director posts to be filled were mailed with adequate postage to each member of SSEMC not less than 10 days nor more than 30 days prior to the Annual Meeting. The Secretary of SSEMC, Ms. Ruby Woods, confirmed that the notice and mailing of same were done in accordance with the Bylaws. A copy of the notice was marked Exhibit D in the 2020 Exhibit Book and made a part of the minutes of this meeting.

In addition to the required items included in the notice of the Annual Meeting, SSEMC also included a ballot whereby members could vote to approve the minutes of the 2019 Annual Meeting of Members, as well as vote on the slate of candidates nominated for seats on the Board

of Directors for terms beginning with the 2020 Annual Meeting and ending with the 2023 Annual Meeting.

Quorum. 1434 members registered for the 2020 Annual Meeting between 8:00 a.m. and 12:00 p.m. All registrations were made using drive-through means to ensure social distancing during the Covid-19 National Emergency. Article II, Section 5 of the Bylaws requires at least two hundred and fifty (250) members of SSEMC to be present. Accordingly, a quorum was present for the purpose of voting, and all other business that might be properly brought before the meeting. A copy of the registration list was marked Exhibit E in the 2020 Exhibit Book and made part of the minutes of the meeting.

2019 Minutes. 1063 members marked ballots to vote in favor of approving the minutes of the 2019 Annual Meeting of Members. Accordingly, the minutes of the 2019 Annual Meeting of Members were approved and adopted by the members.

Nominations. The Nominating Committee met on September 22, 2020. There were no nominations by petition submitted prior to the Annual Meeting in accordance with the Bylaws. The Bylaws provide that the Board of Directors is divided into three classes and four districts. The Nominating Committee was tasked with nominating persons to serve as Directors from Class 1, from each of District 1, 2, 3, and 4. The Nominating Committee nominated the following individuals to serve as directors for terms of three years beginning with the 2020 Annual Meeting until the 2023 Annual Meeting:

<u>CLASS 1</u>	
<u>Name</u>	<u>District</u>
Jeanette Berry	District 1
Alfred Flanigan	District 2
Frank Lineberger	District 3

Jake Carter

District 4

The minutes of the Nominating Committee were marked Exhibit F in the 2020 Exhibit Book and made a part of these minutes.

Credentials and Election Committee. In accordance with the Bylaws, the Credentials and Election Committee met on September 22, 2020. All nominations provided and made by the Nominating Committee were approved by the Credentials and Election Committee based upon each nominee's individual affidavit and qualification. The committee approved the nominations of the following nominees:

CLASS 1

Name

District

Jeanette Berry

District 1

Alfred Flanigan

District 2

Frank Lineberger

District 3

Jake Carter

District 4

The minutes of the Credentials & Election Committee were marked Exhibit G in the 2020 Exhibit Book and made a part of these minutes.

Reports. All reports of committees, Officers, Directors, the Board, Chief Executive Office, and members were provided to the members in the Annual Report.

Ballots and Voting. In accordance with the procedures adopted by the Board and SSEMC due to the Covid-19 National Emergency, voting by the members for the persons nominated to serve in Class 1 of the Board of Directors was handled as follows: (1) SSEMC mailed ballots to all members in advance of the Annual Meeting. Such ballots were included in the Annual Report; (2) Voting was conducted by drive-through means at the Georgia International Horse

Park (GIHP). A total of 1,394 members of the Cooperative registered for the 2020 Annual Meeting of Members. The Committee met, counted the ballots, and makes the following findings:

(a) A total of one thousand, four hundred thirty-four (1,434) ballots were placed in the ballot box by the members at the Annual Meeting of Members. The ballots contained two selections members could make: (i) vote to approve the minutes of the 2019 Annual Meeting of Members and (ii) vote for the slate of nominees to serve as directors for the period beginning October 13, 2020 and ending in 2023 on the date of the 2023 Annual Meeting of Members; the slate of nominees for Class I directors included Ms. Jeanette Berry (District 1), Mr. Alfred Flanigan (District 2), Mr. Frank Lineberger (District 3), and Mr. Jake Carter (District 4).

(b) Out of the total number of ballots placed in the ballot boxes by members, three hundred and fifteen (315) ballots did not contain any markings to vote in favor of approving the minutes of the 2019 Annual Meeting of Members or to vote in favor of the slate of candidates for directorships. Accordingly, the Credentials and Election Committee disregarded such ballots.

(c) Two (2) ballots were voided because they were not clearly marked.

(d) A total of ninety-one (91) ballots were cast to approve the minutes only.

(e) A total of fifty-four (54) ballots were cast to approve the slate of directors only.

(f) Nine hundred and seventy-two (972) ballots were cast in favor of the slate of candidates for Class I directorships.

(g) One thousand and twenty-six (1026) were cast in favor of Ms. Jeannette Berry.

(h) One thousand and twenty-six (1026) ballots were cast in favor of Mr. Frank Lineberger.

(i) One thousand and twenty-six (1026) ballots were cast in favor of Mr. Alfred Flanigan.

(j) One thousand and twenty-six (1026) ballots were cast in favor of Mr. Jake Carter.

- (k) One thousand and sixty-three (1063) ballots were cast in favor of approving the minutes of the 2019 Annual Meeting of Members.

The Bylaws require that Directors be elected by plurality vote of the members. A total of 1,117 members voted in the 2020 Election of Directors, and 972 ballots were cast in favor of the slate of directors including Ms. Jeanette Berry, Mr. Alfred Flanigan, Mr. Frank Lineberger, and Mr. Jake Carter. Accordingly, the following individuals were elected by the members and declared by the Credentials and Election Committee to be elected as Class I Directors to serve terms of three years beginning on October 13, 2020 and ending on the date of the 2023 Annual Meeting of Members, subject to the provisions of the Bylaws:

<u>Name</u>	<u>District</u>
Jeanette Berry	District 1
Alfred Flanigan	District 2
Frank Lineberger	District 3
Jake Carter	District 4

Based upon the number of ballots cast in favor of approving the minutes of the 2019 Annual Meeting of Members, the minutes were approved by the members.

There being no further business, the Annual Meeting was adjourned at 12:00 p.m.

Following the Annual Meeting, SSEMC staff conducted a prize drawing:

Laura French, General Counsel

APPROVED:

Gene Morris, Chairman

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CERTIFICATE OF SECRETARY

I, Ruby Woods do hereby certify that I am Secretary of Snapping Shoals Electric Membership Corporation, and the foregoing minutes are a true and correct statement of all business transacted at the Annual Meeting of the Members held on October 13, 2020, at 8:00 a.m. at Georgia International Horse Park, Conyers, Rockdale County, Georgia.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of SSEMC this _____ day of _____, 2020.

Ruby Woods, Secretary (S E A L)