

**83RD ANNUAL MEMBERSHIP MEETING
OF
BLUEBONNET ELECTRIC COOPERATIVE, INC.**

May 9, 2023

The Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc. was held on Tuesday, May 9, 2023, 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 Operating 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 Energy Services

Manager of Energy Services Wesley Brinkmeyer announced closing of registration and thanked the Jason Roberts Band who provided entertainment for the meeting. Jason Roberts introduced the members of the Band.

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 and welcoming remarks from various Bluebonnet employees.

Mr. Brinkmeyer then described the truck prize, a retired Bluebonnet 2013 Dodge Ram truck with approximately 190,000+ miles retired from Bluebonnet's fleet. He reported a winner will be drawn from all members who voted in person or by proxy.

Mr. Brinkmeyer 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. Brinkmeyer recognized Board members and their spouses in attendance:

Bryan Bracewell and wife, Rachel
Robert Mikeska
Roderick Emanuel
Byron Balke and wife, Annette
Shana Whiteley
Milton Shaw and wife, Judy
Russell Jurk and wife, Laurie
Ben Flencher and wife, Betsy and
Debbi Goertz

and special guests, local dignitaries and government officials in attendance, including:

Richard Lamensky, Board Candidate, and wife, Cindy
Tracy Denton, Fayette Electric Cooperative
Jessica Montez, Fayette Electric Cooperative
Sarita Mutscher, widow of former Board Member, Ken Mutscher
Kyle Dicke, M & S Engineering
Scott Smith, Techline
Brad Slaughter, Techline
John Spiess, San Bernard Electric Cooperative
Phil Wilson, Lower Colorado River Authority
Hondo Powell, Lower Colorado River Authority
Fisher Reynolds, Lower Colorado River Authority

President Ben Flencher, presiding as Chairman, welcomed the members and called the meeting to order at 2:49 p.m.

Vice President Emanuel then opened with prayer after which the membership stood in salute to the American Flag. He then asked the Membership to join for the Pledge to the U.S. Flag and the Pledge to the Texas Flag.

A brief video presentation of highlights for 2022 was enjoyed by the Membership, including exceptional load and meter growth, 99.98% reliability, right-of-way maintenance, advances in technology and communication, as well as Bluebonnet's connections to the communities it serves.

Chairman Flencher delivered his report 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 members are at the forefront of the directors' decisions.

Secretary-Treasurer Mikeska 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 and published in the May 2023 issue of the Texas Co-op Power and mailed to all members on April 28, 2023.

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"ANNUAL MEETING NOTICE"

Dear Member:

Pursuant to its Bylaws, the Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc., which will be held on May 9, 2023, 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 on behalf of Bluebonnet’s members via proxies directed to the Board and the Proxy Committee and registered with the Cooperative on or before May 2, 2023.

Four director seats, District 3, District 4, District 6 and District 7 are up for election this year. Three of the incumbent candidates – Roderick Emanuel, District 3, representing Bastrop County; Russell Jurk, District 4, representing Lee, Milam and Williamson Counties, and Byron Balke, representing Austin, Colorado and Fayette counties—were unopposed and will be elected by general consent in accordance with Bluebonnet’s bylaws. There are two candidates for the District 7 seat, representing Washington County, Robert Mikeska, the incumbent, and Richard Lamensky. Other business that may come before the meeting will also be addressed.

Sincerely yours,
/s/ Robert Mikeska
Robert Mikeska
Secretary/Treasurer

Secretary Mikeska reported that the total number of members on the date of the Annual Meeting was 94,273, the total number of non-member consumers on the date of the Annual Meeting was none, there were 166 members in attendance, and there were 6,390 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 announced that five nominations were timely filed in and certified in the General Counsel’s office that nominated the following candidates for Directors.

Roderick Emanuel	District 3 (incumbent)
Russell Jurk	District 4 (incumbent)
Byron Balke	District 6 (incumbent)
Robert Mikeska	District 7 (incumbent)
Richard Lamensky	District 7

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 28, 2022 to review the minutes of the May 10, 2022 annual meeting, and during the Regular Meeting of the Board of Directors on June 28, 2022, 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 10, 2022, Annual Meeting.

Motion was made by Diana Leutz and seconded by Bob Hasselbush to waive reading of the minutes and to ratify the actions of the Committee and the Board for approving the minutes of the May 10, 2022, Annual Meeting. The motion carried.

Wesley Brinkmeyer thanked Secretary-Treasurer Mikeska and Chairman Flencher and passed the floor to CEO Bentke.

CEO Bentke welcomed and thanked everyone for their attendance. He presented a video to the membership and discussed the Cooperative's financial performance and highlights in Operations, covering, among other matters, growth strategies, assets of the Cooperative, electric rate comparisons, capital credits, meter growth, load growth, security, maintenance and improvements, power supply, mobile substations, 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 one question about substation security, which was responded to satisfactorily. A Washington County member commented he was thankful for his membership experience with Bluebonnet noting a significant freeze a year or so ago where he was out of power for only about 15 minutes and wanted to commend Bluebonnet on its performance.

CEO Bentke then proceeded with Round 2 Door Prize Drawings.

Before the last prize was drawn, Wesley Brinkmeyer introduced the Cooperative's General Counsel Sarah E. Newman-Altamirano, to deliver the results of the 2023 election. General Counsel Altamirano announced the nominations received for the expiring Director seat terms for Districts 3, 4, 6 were incumbents Roderick Emanuel, Russell Jurk and Byron Balke, who were uncontested and certified they are elected by general consent in accordance with the Cooperative's Bylaws. Two candidates were nominated for election to District 7, Richard Lamensky and Robert Mikeska (incumbent). The results of the votes cast by the membership either in person or by proxy were as follows:


Nominee	Total Votes
Richard Lamensky	658
Robert Mikeska	5,095

Elected representing District 7 was Robert Mikeska (who will serve a four-year term).

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 3:46 p.m.

WITNESS THIS OUR SIGNATURES on this 27 day of JUNE, 2023.



Robert Mikeska, Secretary

APPROVED:



Ben Flencher, President