

MINUTES OF THE 2022 ANNUAL MEETING OF THE MEMBERS OF NORTHCENTRAL ELECTRIC COOPERATIVE

The Annual Meeting of the members of the Northcentral Electric Cooperative, a Mississippi non-profit corporation, convened on this date, October 26, 2022 at 2:00 p.m. in the office of the Association, in the Association's building at 4600 Northcentral Way, Olive Branch, Mississippi, the time, date and place as fixed by the by-laws and by order of the Board of Directors of said corporation for the holding of said meeting, pursuant to the following notice:

President, Pat Woods called the meeting to order at 2:00 p.m. The invocation was given by Douglas Bell from CrossPointe Church.

Next, Pat Woods welcomed everyone to the Annual Meeting of the Association.

Next, pursuant to the by-laws, the attorney for the Association, James E. Woods, was appointed to act as temporary Chairman for the Annual Meeting.

The temporary Chairman asked each person to register. A list of those registered are made a part of these Minutes as Exhibit "A."

Next the temporary Chairman read the notice of the Annual Meeting with same being attached hereto as Exhibit "B" and the same was mailed postage prepaid to 29,499 members on September 29, 2022.

Next, the Chairman prepared to read the minutes for the 2020 Annual Meeting. Motion by Phil Lachaussee, seconded by Ricky Jones to approve minutes and to waive the reading of same. Motion put to vote and unanimously passed.

Next, the Chairman prepared to read the minutes for the 2021 Annual Meeting. Motion by Phil Lachaussee, seconded by Ricky Jones to approve minutes and to waive the reading of same. Motion put to vote and unanimously passed.

Next, The Chairman inquired of Rita Hobbs, Chairperson of the Association's Election Committee for the 2022 election if she and her committee had established whether quorum was present for the election of Directors. Ms. Hobbs advised the Chairman that a quorum had been ascertained.

Next, Chairman advised that the membership had, pursuant to the By-Laws, nominated for District 3 – Phil Lachaussee and that the membership had, pursuant to the By-Laws, nominated for District 5 – Jerry Nichols and that the membership had, pursuant to the By-Laws, nominated for District 7 – Kimberly Gordon. That no other nominations were made by Petition.

Next, the temporary Chairman called upon the CEO/General Manager for the association, Kevin Doddridge, to present CEO/Manager's Report and/or 2022 Annual Report for the Association. At conclusion of Manager's Report, he invited questions from the membership and there were several questions and discussions.

UNFINISHED BUSINESS

NONE

NEW BUSINESS

Next, the temporary Chairman turned the meeting over to Rita Hobbs, Chairman of the Election Committee who advised the membership how the voting would take place. Chairperson Hobbs requested that those persons who had been assigned proxies would vote at this time and would also vote their own ballot and she called each person's name and who at that time went through the voting process.

Next, Chairperson Hobbs asked those persons in person who had not sent in a proxy, or who by their presence had revoked their proxy to come forward and participate in the voting process. Next, Chairperson Hobbs advised the Board of Directors that pursuant to the By-Laws they had been assigned 1,798 proxies to vote. Motion by

Director Morris Thompson, seconded by Director Tony Taylor to cast all said proxies (1,798) for Phil Lachaussee for Director from District 3, Jerry Nichols for Director from District 5, and Kimberly Gordon for Director from District 7. Motion put to vote and unanimously passed.

At this time, the Election Committee retired to count the ballots. The meeting was declared in recess to be reconvened upon the report of the Election Committee.

Next, the annual door prizes were drawn.

At approximately 3:15 p.m., the Election Committee announced they were ready to report the count of the ballots. The Temporary Chairman declared the membership meeting back in session and ready to hear the report of the Election Committee and again stated, that pursuant to verification with the Secretary of the Board, that it had been found, determined and adjudicated that on September 29, 2022, the Secretary of the Association had caused to be mailed a copy of the notice as affixed to these minutes by regular United States mail to each member of the Association at their respective mailing address as shown upon the Association's records, postage pre-paid, with a return addressed envelope and a proxy to be used in voting for the election for the Directors from the respective districts as stated in said notice for a three (3) year term and the note to amend the charter of the company. The Temporary Chairman further found, determined and adjudicated that notice of the holding of the meeting, and time and place provide by the By-Laws of the Association, was given each member of the Association in due and lawful time, form and manner and that the 2022 Annual Meeting of the members of Northcentral Electric Cooperative had been duly and lawfully convened for the transaction of business and that a quorum had been ascertained through persons present and proxies for the election of Directors from Districts 3, 5 and 7.

The Temporary Chairman reported that 29,499 notices had been mailed to the membership and, therefore, pursuant to the By-Laws it would take 1,475 persons personally present or through proxies for the requirements of a quorum. Mrs. Hobb's committee reported that a quorum had been established through persons present and through proxies. The Temporary Chairman then asked for the Election Committee to give the report as to the result of the canvassing of the ballots. Mrs. Rita Hobbs, Chairman of the committee, attached the committee's report to these minutes as Exhibit "C" with the result shown as follows:

District 3 Phil Lachaussee received 1,808 votes, District 5 Jerry Nichols received 1,811 votes, and District 7 Kimberly Gordon received 1,808 votes. Therefore, the election results are as follows: Directors from respective Districts 3, 5 and 7 elected for three (3) year terms are as follows, to-wit:

District 3 – Phil Lachaussee

District 5 – Jerry Nichols

District 7 – Kimberly Gordon

Next, Temporary Chairman entertained a motion from Director Morris Thompson seconded by Director Tony Taylor to accept, acknowledge and approve the report of the Election Committee and those persons named be declared Directors for a three-year term. Motion put to vote and passed.

There being no further business to come before the meeting, on Motion made by Director Julie Niblett and seconded by Ricky Jones, it was moved that the 2022 Annual Membership Meeting of Northcentral Electric Cooperative be adjourned. On vote taken the meeting was declared adjourned.



DON DICKERSON, SECRETARY


PAT WOODS, PRESIDENT

Northcentral Electric Cooperative
Annual Meeting

Exhibit "A"

Wednesday, October 26, 2022, 2:00 p.m.
Northcentral Electric Cooperative Auditorium

PLEASE SIGN IN

1. James E. Wood
2. Don R. Gal
3. Annex Gatewood
4. [Signature]
5. D. J. Foley
6. [Signature]
7. [Signature]
8. Carrie Bradley
9. Carol A. Wiseman
10. Reta Hobbs
11. Jonathan A. [Signature]
12. Phil Pachauskas
13. Wendy Thompson
14. Pat Woods
15. Carl Dabney

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**Northcentral Electric Cooperative
Annual Meeting**

Wednesday, October 26, 2022, 2:00 p.m.
Northcentral Electric Cooperative Auditorium

PLEASE SIGN IN

16. Bill BURSTYNE

17. Ernestine Cowan

18. Don Beach

19. Don Wickman

20. Virginia Williams

21. Doug Bell

22. Brandee Bell

23. Judy Mafey

24. RON & Pam KORTÉ

25. TERRY NICHOLS

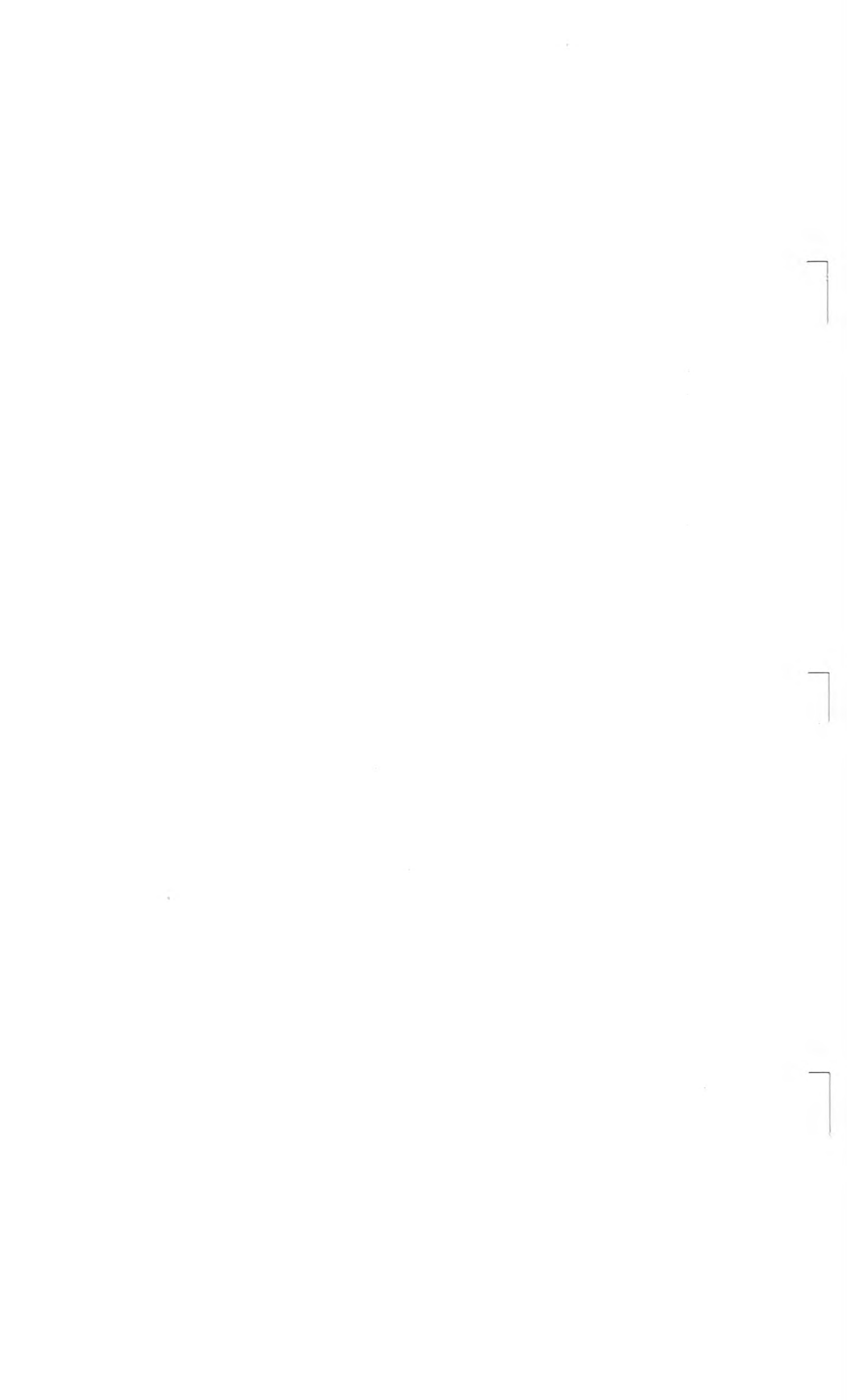
26. Charles Law

27. John Johnson Jr.

28. Robert D Brown Sr

29. James R Jones Jr

30. Elizabeth McQuinn



**Northcentral Electric Cooperative
Annual Meeting**

Wednesday, October 26, 2022, 2:00 p.m.
Northcentral Electric Cooperative Auditorium

PLEASE SIGN IN

31. Oliver K. McKinney

32. Debby Weathers

33. Pam Bean

34. Jane Colv

35. La Harry Holmes

36. Aug Gene Phillips

37. [Signature]

38. Maruta Krastins

39. Joan Childers

40. Kimberly Gordon

41. William T. Gray

42. Mr & Bruny W

43. Callie Daniel

44. Ricky [Signature]

45. Bertha Howard

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**Northcentral Electric Cooperative
Annual Meeting**

Wednesday, October 26, 2022, 2:00 p.m.
Northcentral Electric Cooperative Auditorium

PLEASE SIGN IN

46. Dolores Sullivan-Hopkins

47. Donald Goodrum

48. Russell Pennington

49. Cecil Cowley

50. J B Payne

51. Verna Wallace

52. _____

53. _____

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Northcentral Electric Cooperative™

NOTICE OF ANNUAL MEMBERS MEETING

To the Members of Northcentral Electric Cooperative:

Notice is hereby given that the Annual Meeting of the members of Northcentral Electric Cooperative will be held in the Northcentral Auditorium in the Administration Building of the Cooperative, located at 4600 Northcentral Way in Olive Branch, Mississippi, at 2 p.m. on October 26, 2022. The members will elect directors to serve for the ensuing three (3) years and transact business of the Cooperative as shall come before the meeting. Three (3) directors are to be elected for 3-year terms.

The membership provided for under the by-laws of the Cooperative has nominated for re-election the office of director, the following members:

<u>District</u>	<u>Nominee</u>	<u>Address</u>
3	Philip Lachaussee	4480 Hwy 305 North, Olive Branch, MS 38654
5	Jerry Nichols	1226 Hwy 309 North, Byhalia, MS 38611
7	Kimberly Gordon	4457 Jason Patrick Rd., Senatobia, MS 38668

Votes may be cast in person at the meeting or you may vote by executing and returning the enclosed proxy. All proxies must be received in the Olive Branch office no later than 2 p.m. on October 24, 2022, to be valid.

Sincerely,



Don Dickerson
Secretary

DD

**Prizes to be awarded for participation include a
gift certificate for a \$500 credit on your electric bill.
You do not have to be present to win.**

Exhibit "B"

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Exhibit "C"

Northcentral Electric Cooperative Annual Meeting

October 26, 2022

WE, the undersigned election committee duly appointed by Northcentral Electric Cooperative, do hereby designate 1798 proxies to be voted by the Board of Directors as a whole to cast all proxy votes as determined by a majority of the Board.

We, the Election Committee, also listed below members either voting in person or voting as proxy for a prescribed number of members indicated.

Name of Member Voting as Proxy	Address	Number of Acct#	Number Votes	Voted
VIRGINA JONES	3166 OLD PIGEON BYHALTA MS		1	<input checked="" type="checkbox"/>
SHIRLEY WILSON	3210 MOORE RD REDBANKS MS		1	<input checked="" type="checkbox"/>
YUCON WANG	4267 CAROL MITCHELL OLIVE BRANCH		1	<input checked="" type="checkbox"/>
SANDRA WATSON	6408 CHEYENNE OLIVE BRANCH		1	<input checked="" type="checkbox"/>
MORRIS THOMPSON			2	2
PAT WOODS			1	1
KIMBERLY GORDON			2	2
JERRY NICHOLS			10	10
PHILIP LACHAUSSEE			10	10
BOARD			1798	1798

We, the undersigned Election Committee, declare after canvassing all ballots that:

District #3 – Phil Lachaussee received 1808 Votes
 District #5 – Jerry Nichols received 1811 Votes
 District #7 – Kimberly Gordon received 1808 Votes

Therefore, on the 26th day of October 2022, we declare

PHIL LACHAUSSEE District #3
JERRY NICHOLS District #5
KIMBERLY GORDON District #7

Elected for a 3-year term each.

Signed:

[Signature]
 Chairperson, Elections & Credentials Committee

Carol D Wiseman Carl DeBerry
Gwen Latwood _____
Carrie Bradley _____
[Signature] _____

"2" 12/12/3

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