



**Tomahawk Rural Electrification Association
Annual General Meeting April 29, 2021
Virtual Zoom Meeting**

AGM for 2020 Meeting Minutes

Cheryl Thomas, Chairperson of the Tomahawk REA Board commenced the virtual annual general meeting at 7:25 p.m. and welcomed all in attendance.

The following Board members were present virtually: Cheryl Thomas, Edward Machuk, Cindy Iverson, Trent Myck, Terry Hutchinson, Sherry Buttrey and Edward Lang.

Invited Guest: Nolan Crouse the Presiding Officer of the meeting.

Ms. Cheryl Thomas introduced Mr. Nolan Crouse as the Presiding Officer and Mr. Crouse assumed the role of Chair at 7:26 p.m. Quorum of 10% was not in attendance with the 28 members in good standing present.

Mr. Crouse asked to have the rules of the AGM passed before establishing Quorum stating that the rules included the legislation on Quorum; if the resolution is passed by a majority vote of members present and recorded in the minutes, the meeting may then proceed and those members present constitute a Quorum. Please note, the AGM Rules did not include the legislation on Quorum.

1. Approval of AGM Rules

Moved by Mr. Trent Myck, Seconded by Mr. Edward Machuk

That the AGM Rules be approved as presented.

22 Votes in favour, 0 opposed

CARRIED UNANIMOUSLY

2. Establishing Quorum

Moved by Ms. Barb Bundt, Seconded by Mr. Wade Thomas

That those present constitute a quorum and be empowered to transact the business to be brought before the meeting.

24 Votes in favour, 0 opposed

CARRIED UNANIMOUSLY

Ms. Thomas interrupted the meeting to ask why one of the members had two devices logged into the meeting, and DOTS responded that the member was unable to access audio from one of those devices. It was confirmed that this member only used one device to vote on motions.

Mr. Crouse asked the membership if there were any comments or questions on the Operational Report by BRPC.

No comments or questions by the membership.

Mr. Crouse asked the membership if there were any comments or questions on the Board Report by Cheryl Thomas.

No comments or questions by the membership.

Mr. Crouse called on Ms. Barb Bundt as she raised her virtual hand, to say that the Agenda had not yet been approved by the membership. Mr. Crouse agreed.

3. Approval of Agenda

Moved by Mr. Cheryl Thomas, Seconded by Mr. Trent Myck

That the Agenda be approved as presented with a minor numbering issue and with the deletion that the AGM packages would be shared on screen.

24 votes in favour, 0 opposed

CARRIED UNANIMOUSLY

Mr. Crouse again asked if there were any questions or comments on the Operational Report by BRPC.

- Ms. Barb Bundt would like to make sure there is more communication about the steps and communication with Fortis or lack of response from Fortis. She would also like the AGM record to reflect that the AGM for 2017, 2018 and 2019, members had voted in favour of a sales proposal being brought to the membership. That we are at the mercy of Fortis providing the information, but the members do not have the background and information of the frequency of follow-up and contact with Fortis on that and the obligation to honour what the members have voted in favour of being brought forward.

The Board will request a written response from Fortis specific to the sales proposal and Ms. Cheryl Thomas has committed that will be shared with the membership. The TREA secretary (Mel) will reach out to Fortis early next week and ask to have them give us a response as to when we can expect a proposal to be done or if they are declining to do one, as they have that right.

As follow up to Ms. Barb Bundt's statement that the membership had voted for the sales proposal in 2017, 2018 and 2019 Annual General Meetings, it was confirmed by a review of the minutes, that the membership had a non-binding vote (as per parliamentarian Patrick Knoll) at the 2016 AGM held in 2017. In the 2017 AGM, held in 2018, there was a request for the process for a potential sale. The 2018 AGM, held in 2019 a vote for a sales proposal was put on the Agenda in which the membership did vote in favour.

Ms. Cheryl Thomas announced to the membership that Battle River Power Coop had just launched their new Outage App, and that includes Tomahawk REA. You can download the app and see/report any outages in the Tomahawk REA area.

Mr. Crouse moved on to ask if there were any questions or comments on the 2020 Financial Audit.

- Ms. Barb Bundt said she was curious about the statement on page 9 of the financials that says the promissory notes bare no interest. Ms. Cheryl Thomas responded that the original investment program was not interest baring, the investments done after 2017 did bare some interest.

4. Approval of Reports

Moved by Ms. Cindy Iverson, Seconded by Ms. Cheryl Thomas
Approval of the reports as presented.

21 votes in favour, 0 opposed

CARRIED UNANIMOUSLY

5. Appointment of Auditor

Moved by Ms. Barb Bundt, Seconded by Ms. Tracey-Lynn Worden

The Board of Directors solicits at least three quotations from accounting firms that may have REA experience, including Feddema & Company and that the Board of Directors then is empowered to decide which firm to retain for the 2021 financial statements.

24 votes in favour, 2 opposed.

CARRIED

- Ms. Barb Bundt stated that with the exception of this year where there has been a 24% decrease in fees, over the course of the last number of years there was a humongous increase in 2015, which made sense as there was a lot of flushing out that needed to happen but from 2016 to 2019 the increases were ranged from 5% to 31.58% increases from one year to the next. Things have streamlined and are becoming less complicated. It is a good practice to look at options and have a competitive process.

6. Election of Directors

With this meeting being held virtually TREA asked for all nominations for Directors to be submitted to the TREA office by April 7, 2021. As of April 8, 2021, three members had submitted nominations for the three, three-year, vacant board director positions. Tomahawk REA's impartial scrutineer Mr. Christopher Belke declared as the number of nominations submitted exactly equals the number of vacant positions, that a vote shall not be held for those Board positions and that the following members are declared to have been elected by acclamation. Trent Myck, Terry Hutchinson, and Edward Lang.

Moved by Ms. Barb Bundt, Seconded by Ms. Cheryl Thomas

That the three Directors noted Terry Hutchinson, Edward Lang and Trent Myck be approved as Directors for the upcoming three years by acclamation.

23 votes in favour, 0 opposed

CARRIED UNANIMOUSLY

7. New Business

Mr. Nolan Crouse called for New Business three times, no new business.

8. Adjournment

Move by Mr. Wade Thomas, Seconded by Ms. Barb Bundt

25 Votes in favour

8:05 p.m.