

HARNESS THE POWER OF THE SUN.



Annual Report Issue Vol. 43, Issue 3 • March, 2015 Publication No. USPS 998-400

TAYLOR ELECTRIC COOPERATIVE

2015 Annual Meeting Agenda

- 8:30 AM Registration (cookies, milk and coffee)
- Call to order 9:30 AM Determination of quorum Pledge of Allegiance Invocation Rules of Order (page 25) Notice of meeting and proof of mailing Approval of 2014 minutes Introduction of board Board Chairman's report President/CEO's report Election of 3 board members Vote on proposed changes to the Articles and Bylaws Guest speaker - Barbara Nick, Dairyland Power Cooperative President and CEO Question and answer period Door prizes

Noon

Lunch served



Your Touchstone Energy® Partner

OFFICERS

Dean Tesch Chairman Charles Zenner Vice Chairman Patricia Waldhart Secretary-Treasurer

DIRECTORS

JoAnn Smith, *Little Black* James Smola, *Greenwood* Dennis Engel, *Mayville* Ray Henrichs, *Browning*

President & CEO Report

Gold winter weather plus growth and electric service upgrades pushed the Co-op's sales and revenues to new record highs again in 2014. Margins remained strong, aided by a \$237,693 allocation of 2014 margins from Dairyland (the allocation is a paper transaction, not actual cash paid). A rate increase was avoided in 2014, and as we prepared our budget for 2015, we vowed to do our best to keep expenses down and keep rates the same for another year.

The Bottom Line - Financial Performance

Kilowatt-hour (kWh) sales increased 41/2% in 2014, surpassing the record high that was just achieved in 2013. Add to that, line loss continued a downward trend indicating successful brushing and tree trimming programs, and a lower number of outages.

Along with increased kWh sales goes increased purchases of wholesale electricity; an increase of more than \$107,000. The only triple-digit increase in locally-controllable costs was Line Maintenance, which increased more than \$123,000. A good portion of this increase was due to the decision to bring in one additional brushing crew during the last 4 months of 2014. There were some areas of the electric distribution system where tree branches and brush had reached the power lines; it had been about six years since brushing had been done in those areas. Branches hitting and sparking in the lines causes increased line loss, and is a concern for more outages, so potentially some additional problems were headed off.

More than \$181,000 of capital credit refunds were made to mem-

bers last year. The 2014 retirement was about \$60,000 less than 2013, but the Board did so with an eye toward maintaining a 40% member equity level, which provides an additional interest rate discount from our lender. With the 2014 capital credit retirement, the Cooperative has returned more than \$6.2 Million to the member-owners since the Co-op's inception.

New Construction & Operations

Applications for new home construction and new electric service installations retreated from 38 in 2013 to 20 in 2014. Power line construction and replacements/upgrades in 2014 continued at a pace of just under \$1 Million.

A new hybrid bucket truck was purchased in 2014 – another first for the Co-op. An electrically-powered hydraulic system is available to power the lift system so the truck doesn't have to sit idling during maintenance work, saving fossil fuel and money. The difference in price for the hybrid system was paid to the Co-op in an incentive program offered through Dairyland Power Cooperative.

Maintaining Reliability

The 1.9 average hours per member of outage time in 2014, makes four years in a row under 2 hours average. You'd have to go back to 1979 to find the last time we were under 2 hours average outage time for four years in a row (1976-1979). With pole testing, brushing, herbicide application, and all the other line maintenance activities, we seem to be making great progress on reducing outages for our members. Of course, it always helps to be blessed with fewer severe storms – knock on wood.



Michael Schaefer

Looking ahead to 2015

The 2015 capital budget calls for us to continue replacing and upgrading the electric delivery system in areas where needed, to the tune of just over \$1 Million. In addition, technology advances are planned to bring improved data and communications to not only our crews in the field, but also to our members. An outage management system, to be installed by mid-year, is just one example of getting the most accurate and up to date information to the linemen and members to improve reporting and handling of outages.

Probably the most exciting project right now is Taylor Electric Bright Horizons community solar. Members are jumping on board with this 100 kilowatt project as I write this report. We hope to have visible results of this effort by early June of 2015. If you're not a part of this offer, and would like to be, or need more information, give us a call.

As I stated earlier, the 2015 budget contemplates no electric rate increase in 2015. The last increase was put into effect on May 1, 2012. With continued growth, favorable weather, and barring unforeseen

more...

President & CEO Report (continued)

events, we believe we can continue on the course we have set.

As in the past, we want to ask that you continue to be vigilant, and voice your opinion to your legislators about making sensible, cost-effective economic and environmental policies. Political issues, such as dealing with climate change and carbon emissions, could have a serious impact on future energy costs.

Thank you!

I'd be remiss if I didn't thank the employees for their continued hard work and dedication. As I've said many times, the employees do some of their best work during some of the worst weather conditions.

Your representatives, the Board of Directors, have done a great job of setting the strategic direction for the Cooperative, giving us the tools to do our jobs better, and help your Cooperative be progressive, in order to provide the members with the quality service you demand. We appreciate working on your behalf, and with you, on maintaining and building an electric delivery system to meet your needs, today and into the future.

We look forward to seeing you at the Annual Meeting on April 11th.





In 2011, Taylor Electric Cooperative joined Focus on Energy. Through this partnership, you are now able to get expert advice on saving energy as well as take advantage of cash-back rewards when purchasing appliances, making home improvements, choosing efficient lighting and much more. To learn about Focus on Energy go to www.focusonenergy.com or call 800-762-7077.

Chairman's Report

t is difficult to sum up an entire year for you in a few brief paragraphs. But I would like to focus on three main areas: highlights of 2014 operations; aspects related to the board you elected to serve you; and the recommendations concerning the governance of your cooperative.

2014 operations were solid and added to the financial strength of Taylor Electric Cooperative, Remember well the incessant cold of the winter vortex; we thank the management and staff for its continued efforts to provide reliable and safe service to our members. The board approved the addition of a second brushing crew to improve your system's reliability. Along with that, the Cooperative continues to allocate approximately \$1 Million per year for upgrades and replacement of underground and overhead conductors. The equipment for our staff was upgraded as well. A new hybrid bucket truck with an electric lift system was added to the fleet in 2014. It was reported to you last year, of the board's successful transition to paperless meetings, now using iPads. Management is taking that success to the crew; the trucks will have updated access to maps, live outage management, and other "Mobile Workforce" technology at their fingertips, via iPads. Thankfully, all this was done without the need for any rate increase. I should note that Taylor Electric has had no rate increase since May 1st of 2012.

While holding the line on costs is extremely important, Taylor Electric looks for options for its members to save money as well. We saw firsthand the savings in the shop expansion, which included upgrades to the heating, ventilation and air conditioning systems. Energy usage is 33% of what it was in 2012! In addition to being a resource for advising members on these technologies, Taylor

THE TAYLOR ELECTRIC COOPERATIVE **BOARD OF DIRECTORS**

Charles Zenner



Dean Tesch Chairman







Dennis Engel

Ray Henrichs

Electric offers options to help members save including: load management, off-peak electric heat, time-ofday, prepaid metering, and SmartHub electric usage monitoring. The desire to save money for our members led to the study and development of a community solar project called Bright Horizons.

While this list of highlights may not have the visibility that the new shop addition did, 2014 was most certainly successful. Your board of directors is committed to making informed and educated decisions on your behalf. The operations of your board of directors aren't always very visible either. Here are a couple of recent highlights. Board member Charles Zenner was awarded Certified Credentialed Director status. Taylor Electric Cooperative earned a national honor in having director representation on the National Rural Utilities Cooperative Finance Corporation (CFC) board. Director Tesch has begun a three-year term (two term limit) on this board.

But with these highlights, 2014 also had a sad note. Your elected Director, Brian Kulas, became ill and was not able to serve for a period of time. The Bylaws provided for this absence and allowed the board to reappoint Director Kulas. He was able to serve through the end of the year until his untimely passing in January, 2015.

Patricia Waldhart

It was evident in reviewing the Bylaws of Taylor Electric Cooperative that they exist to ensure the governance of the cooperative: for the benefit of, and in the interest of the members of Taylor Electric Cooperative. Because of this, it is important that they be periodically reviewed and updated to reflect the needs of the members and the smooth governance of the cooperative. This annual meeting will provide that opportunity for such review and update.

Yes, 2014 was a year of solid, successful operations. It was also a year of changes and challenges for the board vou elected to serve as your representatives. On behalf of your Board of Directors, we thank you for the privilege of serving you.

Dairyland Director Report Focusing on safe, reliable and affordable electricity

Planning for the future and developing strategies to meet member needs, implement new technologies and comply with changing regulations is essential for our wholesale power supplier Dairyland Power Cooperative. As your representative on the Dairyland Board of Directors, I want to assure you that Dairyland staff is dedicated to providing a safe and reliable supply of electricity that remains affordable for members of Taylor Electric Cooperative.

Again this year, I am pleased to report that Dairyland will not have a wholesale rate increase in 2015. Dairyland had a very good year financially in 2014, despite some unexpected challenges and expenses. As a result, Dairyland is maintaining a stable rate for the coming year and is also paying down some future expenses.

As a Dairyland board member, a change in leadership this past year was significant. Bill Berg announced his planned retirement after 25 years as President and CEO last spring. Knowing the importance of this transition, the Board worked with a national recruitment firm to search for his successor and is pleased that Barb Nick joined Dairyland on December 29 as the new President and CEO. Barb has a diverse background gained throughout her 30-plus year career in the electric utility industry and is a well-positioned leader to carry on Dairyland's strong legacy. Her top priority is safety which is essential in our industry and is a high priority of the Board and Dairyland management. Dairyland will continue to work to provide reliable, affordable and sustainable electricity for members by building on existing strengths, fostering innovation and managing risks.

Rail Performance Impacts Fuel Supply

One of the biggest recent challenges Dairyland has been facing is consistent railroad service for coal delivery. In 2014, Dairyland experienced continued issues with rail service regarding inconsistent and inadequate delivery of coal. This resulted in limited generation output at times and cost impacts. The largest concern was building a winter inventory at Dairyland's Genoa #3 coal-fired power plant (Genoa, Wis.) which has a limited season for barge deliveries due to the river freezing. (The fuel is transported by train from the mines, then barged to G-3 via the Mississippi River. Fuel is transported directly by rail to the John P. Madgett Station in Alma, Wis.)

Following a significant communications effort, the railroad initiated some improvements in late summer 2014.

Power Delivery Projects

Dairyland has always taken pride in the environmental record associated with the construction of its more than 3,000 miles of power lines. Every year, Dairyland rebuilds, constructs, or upgrades approximately 50 miles of 69 kV transmission lines to improve service and reliability. Dairyland works closely with landowners, local officials and state departments of natural resources to meet their expectations during the construction of these projects.

Dairyland also continues to rebuild its backbone 161 kV transmission network by focusing on its transmission line between Genoa and Alma. The 21-mile Genoa to La Crosse Tap segment was rebuilt in 2013. Originally constructed circa 1949-1950, the line's structures needed replacement to maintain continued safe and reliable electric service in the area. Wood poles were replaced by steel poles, which are much less prone to deterioration.

Dairyland's Board made the decision to officially become a member of CapX2020 in 2013, and to participate in the regional Hampton-Rochester-La Crosse 345 kV line as an 11 percent owner. The line, currently under construction, will serve local load in the area, maintain regional reliability and provide access to generation including renewable resources.

CapX 2020 is rebuilding over 25 miles of line from Alma south to the Marshland area by the summer of 2015 which will be a significant cost savings for Dairyland's members.

Evolving Generation Portfolio

As part of the normal course of business, Dairyland forecasts the energy requirements of Taylor Electric Cooperative and all its members and regularly predicts resource needs. This includes evaluating technologies to meet our future energy requirements, as well as nearer term contracts to purchase energy and capacity during favorable market periods in order to bridge the gap until Dairyland's own resources can be added.

While planning to meet members' growing energy requirements, Dairyland is making efforts to diversify its generating resources without stranding the assets and investments of members. Dairyland is considering a number of options including natural gas generation and additional renewable resources.

Regarding renewables, two major solar energy facilities came online in summer 2014 in Wisconsin and Minnesota, providing Dairyland's members with more renewable energy. Dairyland has power purchase agreements for all the energy produced at both locations. The first 517 kW solar project is located adjacent to the headquarters of Dairyland member cooperative Vernon Electric, in Westby, Wis. Clean Energy Collective (Boulder, Colo.) owns and manages the solar arrays which can produce enough energy to power nearly 60 homes.

The second solar site is of similar size and output and is located along U.S. Highway 52, north of Rochester, Minn. It is owned and managed by Minnesota Three, LLC, which consists of three Dairyland member cooperatives: Freeborn-Mower Cooperative Services (Albert Lea, Minn.), People's Energy Cooperative (Oronoco, Minn.) and Tri-County Electric Cooperative (Rushford, Minn.). Dragonfly Solar (Lakeville, Minn.) was responsible for engineering, procurement and construction of the project.

In 2014, more than 12 percent of Dairyland's Class A retail sales came from renewable energy resources. Dairyland's member cooperatives have also experienced a considerable increase in consumer-owned distributed renewable generation installations in the past year, thanks to favorable economics and decreased manufacturing costs.

Alma Plant Retirement

In October 2013, Dairyland announced plans to indefinitely suspend operations at Alma

Station Units #4 and #5. Retirement plans for the units proceeded carefully based on many factors (labor, system capacity requirements, fuel supply and regulatory requirements). Following internal assessments and approval from the MISO, Dairyland officially retired the units in fall 2014. Alma 4 and 5 were brought online in 1957 and 1960, respectively, and brought 136 MW of name plate capacity. The first three units of the Alma Station ceased operation on Dec. 31, 2011, and had about 60 MW of capacity.

LACBWR Decommissioning Continues

The La Crosse Boiling Water Reactor (LACBWR) has not operated since 1987; however, the used fuel had remained on-site until it was transferred to the Independent Spent Fuel Storage Installation (ISFSI) on the south end of the Genoa Site in 2012. The fuel is monitored around the clock at the ISFSI, in accordance with NRC regulations.

Final decommissioning of the LACBWR facility is commencing. Recently, Dairyland and EnergySolutions, a national radioactive waste services contractor, have made progress toward a "licensed stewardship" agreement for the decommissioning of LACBWR. The details of the agreement have not been finalized yet, but, under the proposed licensed stewardship agreement, EnergySolutions would temporarily hold the license and assume responsibility for the decommissioning of the site.

Maintaining financial strength

Dairyland's management and staff have made tremendous efforts to reduce costs and increase efficiency. All areas of operations are continually evaluated and major steps have been taken in the past couple years, including the decision to close the Alma Station. Staffing levels have also been reduced significantly due to efficiency improvements and changes in operations.

Dairyland's power plants had excellent availability, which was positive financially. Many other efforts were made to contain costs and good fortune was also a factor in that we did not experience any significant storms to damage infrastructure.

As noted earlier, Dairyland's Board of Directors approved a 2015 budget with no increase in wholesale rates. Dairyland's largest costs are associated with planned environmental improvements, local and regional transmission improvements/projects, the cost of fuel and transportation, purchased power and transmission costs from others.

Dairyland's total net generation and purchased power decreased slightly from 6.7 billion kilowatt-hours (kWh) in 2013 to 6.5 billion kWh in 2014. However, Class A members showed an increase from 4.8 billion kWh in 2013 to 4.9 billion kWh in 2014. Total operating revenues for 2014 increased to \$447.7 million, as compared to \$443.1 million in 2013.

Dairyland's year-end results were positive with an increase in margins, strengthening Dairyland's overall financial position. For 2014, margins increased to \$22.9 million, up from 2013 margins of \$22 million.

Fuel to operate its generating facilities continues to be Dairyland's largest annual expense, with barge and rail transportation of coal constituting a significant portion of that cost. Dairyland's plants used about 2.4 million tons of coal in 2014 including its 30 percent share of the Weston 4 power plant. (Note: This is significantly lower than the nearly 3 million tons of coal used in 2013, mainly due to a scheduled fall maintenance outage at the John P. Madgett station and subsequent conservation measures that were taken to ensure Dairyland had adequate coal supply for the winter, despite inconsistent rail performance at the time.)

Education and Safety

The Touchstone Energy® Power of Co-op Membership campaign has highlighted how co-ops bring value into the lives of their members every day and is now expanding messaging to emphasize consumer safety. These new messages supplement the implementation of Dairyland's new safety education initiative during the past year. Through employee education and positive communication, Dairyland is working to promote a culture of safety both at work and home with the theme "Zero By Choice – Everyone Home Safe Every Day."

In addition, Dairyland and member distribution co-op staffs have also been illustrating how electricity remains a great bargain compared to other utilities and consumer goods. The local programs, developed by Dairyland and co-op staff, complement the tools developed for Touchstone Energy Cooperatives. By working together, Dairyland and its member cooperatives are providing more effective messages and reducing overall costs while developing initiatives to better connect with consumer-members.

Looking Forward

Dairyland has been very successful maintaining stable rates the past few years. However, regulatory compliance and operational expenses continue to escalate and place upward pressure on wholesale rates, which in turn can impact Taylor Electric Cooperative's retail rates. Power suppliers continue to face the challenge of potential carbon legislation, growing state renewable energy standards, tougher environmental regulations and challenging energy efficiency mandates. All of these are increasingly difficult to implement and costly. It is important that we, as members of our cooperative, understand the impacts.

Dairyland is positioned strong financially and operationally as we plan for the future under new leadership, I am pleased to report on this positive year and assure you that Dairyland staff will continue to work to provide all of us the best energy value in the future.

-Chairman, Dean Tesch

Capital Credit Summary (12-31-14)

Year	Amount Assigned	General & Estates Retired	Balance Unretired
1986 & PRIOR	\$4,487,044.16	\$4,487,044.16	\$0.00
1987	194,418.91	166,380.99	28,037.92
1988	257,893.31	171,423.88	86,469.43
1989	323,212.70	207,402.97	115,809.73
1990	333,021.14	227,142.47	105,878.67
1991	369,256.47	287,165.27	82,091.20
1992	236,034.08	167,450.02	68,584.06
1993	354,603.23	207,234.16	147,369.07
1994	481,457.29	61,161.90	420,295.39
1995	354,791.54	40,955.33	313,836.21
1996	534,890.46	55,099.02	479,791.44
1997	436,335.32	36,756.52	399,578.80
1998	258,541.17	18,591.85	239,949.32
1999	338,297.08	20,449.86	317,847.22
2000	193,534.53	10,455.58	183,078.95
2001	204,490.16	10,016.06	194,474.10
2002	183,971.17	7,701.49	176,269.68
2003	357,390.78	12,551.80	344,838.98
2004	261,348.87	6,467.50	254,881.37
2005	381,604.84	6,069.51	375,535.33
2006	284,189.98	3,890.30	280,299.68
2007	382,359.90	4,841.30	377,518.60
2008	391,535.30	4,082.68	387,452.62
2009	480,886.38	4,220.78	476,665.60
2010	317,526.86	2,603.76	314,923.10
2011	526,150.01	1,835.03	524,314.98
2012	371,401.06	901.81	370,499.25
2013	648,158.42	717.55	647,440.87
	\$13,944,345.12	\$6,230,613.55	\$7,713,731.57

Capital credits are the margins or profits of the cooperative that are assigned annually to each member based on their purchases of electricity. The above chart shows the portion of each year's capital credits that have been paid back to the members of the cooperative. These funds go back into the hands of the members, not into some investors' pockets.

AUDIT REPORTS

Each year the National Rural Utilities Cooperative Finance Corporation (N.R.U.C.F.C) requires an independent audit be made of the Cooperative's records. Our most recent audit was completed for the period ending December 31, 2014 by the auditing firm of Bauman Associates, P.O. Box 1225, Eau Claire, WI 54702

A complete audit of the past year's operations was performed. The audit included a complete examination of income and expense entries of the past year to determine if they had been made in accordance with generally accepted auditing standards, and other tests made of accounting records and procedures considered necessary.

The auditing firm appears before the board of directors at a regularly scheduled board meeting to make recommendations, changes, auditing entries and methods to further enhance the cooperative. Copies of the completed audit are sent to N.R.U.C.F.C. and are available at the office of the Cooperative.

Comparative Balance Sheets as of 12/31/13 and 12/31/14

December 31, 2013

December 31, 2014 (unaudited)

ASSETS					
UTILITY PLANT	\$25,264,503		\$25,852,662		
Less Depreciation Reserve	(8,732,380)	16,532,123	(9,040,170)	16,812,492	
	<u> </u>				
CURRENT AND OTHER ASSETS					
Cash-General	72,008		195,182		
Cash-Loan Funds	0		0		
Investment in Assoc. Organizations	3,682,626		3,907,787		
Investments-Economic Development Loans	0		0		
Investments-Other	5,324		12,661		
Farm Wiring-Notes Receivable	11,979		9,454		
Accounts Receivable (Inc. Dec. Bills)	932,618		908,460		
Materials and Supplies	271,098		264,534		
Prepaid Deferred Charges	576,055		532,524	F 020 C02	
TOTAL CURRENT AND OTHER ASSETS	-	5,551,708		5,830,602	
TOTAL ASSETS		\$22,083,831			\$22,643,094
LIABILITIES, CREDITS AND RESERVES					
LONG TERM DEBT	12 250 46		42 22 4 5 6 7		
CFC Loans	12,258,46		12,224,567		
REA Economic Development Loan	0		0		
DPC Economic Development Loan	0	12 250 460	0	12 224 567	
Balance Due on Long Term Obligations		12,258,468		12,224,567	
CURRENT AND OTHER OBLIGATIONS					
Current and Accrued Liabilities	1,249,888		1,312,219		
CFC Line of Credit	0		172,671		
Other Liabilities	213,793	4 462 604	150,457	4 635 347	
Total Current and Other Obligations	-	1,463,681		1,635,347	
TOTAL LIABILITIES		13,722,149		13,859,914	
MARGINS AND MEMBER EQUITY					
Patronage Capital					
Taylor Electric Cooperative	8,917,279		9,310,768		
Dairyland Power	4,378,908	13,296,187	4,633,577	13,944,345	
Capital Retired - Taylor - General	3,769,863		3,873,634		
Capital Retired - Dairyland - General	1,725,545		1,778,382		
Capital Retired - Estates	554,115	(6,049,523)	578,597	(6,230,613)	
Net Patronage Assigned		7,246,664		7,713,732	
Patronage for year	670,834		588,668		
Donated Capital	4,087		4,087		
Other Margins	440,097		476,693		
Total Member and Patron Equity		1,115,018		1,069,448	
TOTAL LIABILITIES, CREDITS AND RESERVES		\$22,083,831			\$22,643,094
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Statement of Revenue and Expense

	YEAR ENDING 12/31/13		(Unaudited) YEAR ENDING 12/31/14	
OPERATING REVENUE				
Electric Energy Revenue	\$8,657,243		\$8,918,960	
Misc Electric Revenue	54,327		52,535	
TOTAL REVENUE		8,711,570		8,971,495
OPERATING EXPENSES				
Cost of Purchased Power	5,119,425		5,227,035	
Operating Expense	471,192		414,016	
Maintenance Expense	546,051		669,493	
Consumer Accounts Expense	249,147		262,550	
Customer Service & Information	55,460		53,305	
Sales Expense - Power Use	42,312		39,492	
Administrative Expense	229,781		230,129	
Outside Services Employed	39,558		47,478	
Insurance, Safety & Benefits	92,139		96,986	
Misc. General Expense	52,410		47,126	
Directors Fees & Mileage	27,587		38,383	
Maintenance of General Property	46,466		52,292	
Depreciation Expense	696,436		787,674	
Taxes - Property	115,046		119,915	
TOTAL EXPENSES		7,783,010		8,085,874
Operating Margins before Interest		928,560		885,621
Interest on Long Term Debt	618,526	020,000	648,737	000,02
Other	4,331		5,581	
TOTAL OTHER DEDUCTIONS		622,857		654,318
TOTAL OPERATING MARGINS		305,703		231,303
Other Interest Revenue	12,270		11,949	
Other Non Operating Margins	98,192		107,723	
TOTAL NON OPERATING MARGINS	<u></u>	110 462		119,672
TOTAL NON OPERATING MARGINS		110,462		
TOTAL MARGINS - Taylor		416,165		350,975
TOTAL MARGINS - Dairyland		254,669		237,693
TOTAL MARGINS ASSIGNABLE AS CAPITAL CREDITS		\$670,834		\$588,668

Co-op Connections[®] Program Offers Value to Members

aylor Electric Cooperative is offering a program that provides further proof that being a member of an electric cooperative has its advantages. The Co-op Connections program, a card-based member benefit program for Touchstone Energy® cooperatives, is designed to deliver added value to cooperative members. Taylor Electric Cooperative has implemented this program in conjunction with the other Touchstone Energy co-ops serving 17 million memberowners nationwide.

A free offering for co-op members and participating businesses, the program benefits cooperative members by offering valuable discounts at participating local and national businesses. At the same time, those businesses benefit from increased customer visits by co-op members participating in the program.

Co-op members can find which businesses are participating on

page 26 of this report or by logging on to Taylor Electric's website: **www.taylorelectric.org**.

It will be easy to pick out which local businesses are participating. Look for the Co-op Connections stickers in their windows or at the cash register. Whenever a Co-op Connections customer — whether from Taylor Electric Cooperative or from one of the hundreds of Touchstone Energy electric co-ops across the country shows their card at a participating business, they receive a discount.

"The Co-op Connections card is a valuable tool that creates an even greater sense of membership and reinforces Taylor Electric Cooperative's longstanding commitment to community," said Mike Schaefer. "It adds value and increases customer loyalty at participating businesses. Simply put, the Co-op Connections program is another way our members benefit from being a part of their electric



cooperative," added Schaefer.

Touchstone Energy is a national alliance of local, consumer-owned electric cooperatives providing high standards of service to customers large and small. More than 600 Touchstone Energy cooperatives in 44 states are delivering energy and energy solutions to approximately 17 million customers every day. Touchstone Energy cooperatives serve their members with integrity, accountability, innovation and a longstanding commitment to communities.

What is load management?

oad management is a program used to control the power to residential water heaters, central air conditioners and off-peak electric heat.

To help reduce electric demand and control costs to our members, controlling is done when market prices are extreme or when peak electric demands are at their highest. As the demand for electricity increases, the ability to control loads is becoming more valuable to our members. By controlling electric loads during peak times, we are able to avoid purchasing power on the open market, which is considerably more expensive during demand periods. This in turn, helps Taylor Electric keep your rates lower. Members who have radio receivers on their water heaters, also receive a \$4 monthly credit.

A load management control is a small radio receiver (about 6" square) that is connected to a water heater, electric heat or central air conditioner. A radio signal is sent by Dairyland Power Cooperative, our wholesale power provider, only when there is a need to control peak demand. The status of the receiver is shown by lights in a small window on the receiver. A red light indicates that the power to your water heater has been temporarily interrupted. If the light is yellow, that indicates the power is off to your electric heat or central air unit. If at any time power to the radio receiver is interrupted, power is delayed 7 ¹/₂ minutes after power is restored to the receiver.

To check your load management status (example link below), go to **www.taylorelectric.org** and click on the Load Management link on the home page.

If you are interested in Load Management, give us a call at 715-678-2411.

LOAD MANAGEMENT

Check your load management status Residential | Commercial

Changes to the Articles of Incorporation and Bylaws

As part of an ongoing review and a continuing effort to best position the Cooperative to meet the members' needs today and into the future, the Board of Directors and management recommend the following changes to the Articles of Incorporation and Bylaws. New material is underlined (e.g., <u>add these words</u>); deletions are identified by strikethrough (e.g., <u>delete thesewords</u>); and longer passages where there are no changes are marked by "..."

RESTATED ARTICLES OF INCORPORATION

AS AMENDED THROUGH MARCH 19, 2005 APRIL 11, 2015

ARTICLE I NAME AND LOCATION

The name of this cooperative shall be Taylor Electric Cooperative, and its location and principal office shall be in the Town of Little Black, in Taylor County, Wisconsin, Post Office Address: <u>N1831 State Highway 13</u>, Medford, Wisconsin <u>54451</u>.

ARTICLE II PURPOSES

The principal purposes for which this cooperative association is formed is that of furnishing its members with electric power and energy on a cooperative non-profit basis. The <u>C</u>cooperative may engage in any activity within the purposes for which cooperative associations may be organized under Wisconsin law and all such activities shall be deemed within its purposes subject to such express limitations as may be imposed pursuant to its bylaws.

ARTICLE III

DURATION

The duration of this cooperative association shall be perpetual.

ARTICLE IV NON-STOCK & MEMBER CLASSES

This cooperative association is organized without capital stock and there shall be only one class of members with respect to voting rights.

ARTICLE V PROPERTY RIGHTS AND BASIS OF DISTRIBUTION IN THE EVENT OF DISSOLUTION

Upon dissolution, after (a) all debts and liabilities of the cooperative shall have been paid, (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage capitalof credited to each bears to the total percentage of patronage capital credited to all members, in each case determined immediately prior to the final retirement of patronage capital described above during the ten calendar years next preceding the date of the filing of the certificate of dissolution, subject to and in accordance with such classifications of business formula as may have been employed in allocating patronage capital to such members during said ten year period. In making this distribution, patronage capital for each year may be adjusted to reflect the changes in the Consumer Price Index, if any, between the year the patronage capital was allocated and the date of distribution if and to the extent, in the judgment of the board of directors, fairness requires such adjustment.

ARTICLE VI DIRECTORS AND OFFICERS

The business and affairs of the cooperative shall be managed by a board of directors. The number of and qualifications for directors, and the number, titles and responsibilities of the officers, shall be specified in the bylaws.

ARTICLE VII AUTHORIZATION FOR SALE, MERGER OR CONSOLIDATION

This cooperative may merge or consolidate with one or more other electric cooperatives upon compliance with the provisions of law relating thereto. If the other cooperative or cooperatives with which this cooperative proposes to merge or consolidate is or are electric cooperatives organized and existing under Chapter 185 of the Wisconsin Statutes, and such other cooperative or cooperatives has or have been engaged in producing or furnishing electric power to its or their members at cost and without profit for at least two years prior to such merger or consolidation, an affirmative vote of a majority of members voting thereon shall constitute approval of the plan of merger or consolidation. Likewise, if this cooperative proposes to merge or consolidate with an electric cooperative which is an entity resulting from merger or consolidation of other electric cooperatives meeting the qualifications set forth above, an affirmative vote of a majority of members voting thereon shall constitute approval of the plan of merger or consolidation. If the proposed merger or consolidation is with one or more organizations not meeting the foregoing qualifications, or in the case of a proposed sale or similar disposition of all or what in the judgment of the board of directors constitutes any substantial portion of the cooperative's property, approval of the plan of merger or consolidation or of the sale or disposition shall require the affirmative vote of not less than twothirds of all members of the cooperative. Any amendment of these Articles to change the vote required to approve the transactions described in the preceding sentence shall require the affirmative vote of not less than two-thirds of all members of the cooperative.

RESTATED BYLAWS OF TAYLOR ELECTRIC COOPERATIVE

As amended through March 19, 2005 APRIL 11, 2015.

The aims of the Cooperative are threefold:

- (a) to make adequate and dependable electric service available to all members and to all unserved persons within its service area desiring to become members;
- (b) to render such service without discrimination on a cooperative basis at the lowest cost consistent with sound economy and good management; and
- (c) to fulfill its obligations as a responsible business citizen in furthering the general welfare of the citizens of the community in which it operates.

ARTICLE I MEMBERSHIP

<u>Section-11. Requirements for Membership.</u> A person, firm, association, corporation, <u>partnership, limited liability entity</u> or body politic or subdivision thereof will become a member of Taylor Electric Cooperative (hereinafter called the "Cooperative") upon receipt of electric service from the Cooperative, provided that he or it has first:

- (a) made an application for membership in such form as the Cooperative may specify;
- (b) agreed to purchase from the Cooperative electric energy as hereinafter specified;
- (c) agreed to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any <u>policies</u>, rules and regulations adopted by the board.

Any person who requests service from the Cooperative subject to the conditions applicable to all patrons of the same class of service, upon receipt of such service shall be deemed a member with the same rights and privileges as each other member of such class. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these bylaws. Two or more persons may hold a membership as tenants in common or as joint tenants with right of survivorship in accordance with the terms of their application, these bylaws, and any rules of the board of directors applicable thereto. The provisions of Section 3 (c) of this Article shall apply to membership held by tenants in common; and to a joint membership where the holders thereof are not husband and wife.

<u>Section 2. Membership Certificate.</u> Membership in the Cooperative may be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the board. Such certificate shall be signed by the Chairman and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. In case a certificate is lost, destroyed or mutilated, a new certificate may be issued there-for upon such uniform terms and indemnity to the Cooperative as the board may prescribe.

<u>Section 4. Conversion of Membership</u>. A membership may be converted to a membership as tenants in common or as joint tenants with right of survivorship upon the written request by the holder and the agreement by the holder and the persons becoming tenants in common or joint tenants, to comply with the articles of incorporation, bylaws and <u>policies</u>, rules and regulations adopted by the board. The<u>Any</u> outstanding membership certificate shall be surrendered, and <u>shallmay</u> be reissued by the Cooperative in such manner as shall indicate the changed membership status.

<u>Section 5. Membership Fee.</u> The payment of a membership fee shall not be required, but this shall not affect any meter or guarantee deposit or connection fee which may be required by the <u>policies</u>, rules and regulations of general application applicable to the class of service requested.

Section 6. Purchase of Electric Energy. Each applicant for membership shall as soon as electric energy shall be available, purchase from the Cooperative all electric energy purchased for use on the premises specified in the application for membership, and shall pay there-for at rates which shall from time to time be fixed by the board. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with the Cooperative facilities, shall be subject to appropriate safety and other regulations as shall be fixed from time to time by the Cooperative. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided by these bylaws. Regardless of the amount of electric energy consumed each member shall pay to the Cooperative such minimum amount as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him to the Cooperative as and when the same shall become due and payable.

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Section 9. Property Interest of Members. Upon dissolution and after

- (a) all debts and liabilities of the Cooperative shall have been paid, and
- (b) except as otherwise provided in these bylaws, all capital furnished through patronage shall have been retired as provided in the bylaws,

then the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage capital credited toof each bears to the total patronage capital credited toof all members, in each case determined immediately prior to the final retirement of patronage capital described above during the ten calendar years next preceding the date of filing of the certificate of dissolution, subject to and in accordance with such classifications of business as may have been employed in allocating patronage capital to such members during said ten year period. In making this distribution, patronage capital for each year may be adjusted to reflect the changes in the Consumer Price Index, if any, between the vear the patronage capital was allocated and the date of distribution if and to the extent, in the judgment of the board of directors, fairness requires such adjustment.

Section 10. Dispute Resolution. Any and all disputes, claims or controversies arising from or related in any way to the Cooperative's provision of electric energy or other services, or its furnishing of any goods or its conduct of its operations, that are not resolved by agreement of the parties, shall, at the request of any party, be resolved by binding arbitration by an impartial arbitrator or panel of arbitrators, pursuant to written procedures to be established from time to time by the board of directors; provided, however, that matters within the jurisdiction of the small claims courts may be pursued in such courts. As with the other terms of the contract between the patrons and the Cooperative, each patron, member or non-member alike, and the Cooperative agree to arbitrate all such claims or controversies according to this bylaw and the policies, rules, regulations and procedures prescribed by the board of directors pursuant to this bylaw, and further agree to abide by and perform any resulting arbitration awards.

ARTICLE II SERVICE PRINCIPLES

Section 3. Extension and Service Rules. Extension and service rules of the Cooperative from time to time promulgated by the board shall be of general and uniform application and shall provide for service without discrimination to all patrons or members within the same classification of business, and those rules may require each member to convey easement rights to enable the Cooperative to serve its members.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held not later than June 30 of each year at such time and place within the area served byone of the counties in which the Cooperative provides service as shall be determined by the board of directors and which shall be designated in the notice of the meeting, for the purpose of electing board members, passing upon reports for the previous fiscal year, and transacting such other business as may come before the meeting. It shall be the responsibility of the board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Special Meetings. Special meetings of the members may be called by the Chairman, by resolution of the board of directors or by ten percent (10%) or more of all of the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings may be held at any place within the area served byone of the counties in which the Cooperative provides service as designated by the board and shall be specified in the notice of the special meeting.

Section 5. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members voting thereon at such meeting except as otherwise provided by law, the articles of incorporation of the Cooperative or these bylaws. Two or more persons holding a joint or tenancy in common membership shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Any member which is a cooperative, corporation, partnership, limited liability entity, government body, church or voluntary association may, acting through its governing body, designate in writing; its representative to act for it at membership meetings. Such written designation shall be filed with the Secretary before such representative votes at any such meeting, except that the chairman of any such corporation, <u>limited liability</u> entity, association, board or body politic may cast its vote at such meeting if no such written designation for any other representative is so filed. Such representative or officer may also vote as an individual if he is a member. A guardian or court appointed legal representative of any member may vote on behalf of such member. Voting by absentee ballot shall be only as specifically authorized by the board of directors.

Section 6. Meeting Rules. The board of directors may in any year establish rules to govern the conduct of the annual meeting and similarly for any other membership meeting. The rules shall include a deadline for members to submit any advisory resolutions relating to the affairs of the Cooperative that they plan to present at the annual meeting, and that deadline shall be communicated to the membership. With the exception of that deadline, the rules shall remain in effect until superseded by other rules adopted by the board or by the membership. The board shall also have responsibility for considering any proposed advisory resolutions that are timely submitted by members. In consultation with the chief executive officer, the board shall determine whether additional information should be presented to the membership to ensure a full airing of the issue and an informed decision by the membership on the matter. The board in its report to the membership may make a recommendation concerning disposition of any such resolution.

Section 7. Order of Business. The order of business at the annual meeting of the members, and so far as possible, at all other meetings of the members shall be essentially as follows:

- (a) report on the number of members present in person in order to determine the existence of a quorum;
- (b) reading of report on the notice of the meeting and proof of on the due publication or mailing thereof, or the waiver of notice of the meeting, as the case may be-;
- (c) <u>Readingtaking action on</u> the unapproved minutes of previous meetings of members, provided copies of the minutes have been furnished to the members and the taking of necessary action thereon.;
- (d) presentation and consideration of, and acting upon, reports of officers, directors and committees;
- (e) election of directors
- (f) unfinished business;-
- (g) new business;- and
- (h) adjournments.

The foregoing order of business may be changed by a two-thirds (2/3) vote of the members in attendance and voting at any such meeting. Unless the members by a two-thirds (2/3) vote of those in attendance and voting determine otherwise, Roberts Rules of Order shall govern all other procedural questions<u>not covered by the meeting rules established by the board of directors</u>.

ARTICLE IV DIRECTORS

<u>Section 1. General Powers.</u> All powers of the Cooperative shall be exercised by or under authority of, and the business and affairs of the Cooperative shall be managed under the direction of, the board of directors, except as otherwise provided by law, the

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articles of incorporation, or these bylaws. There shall be seven (7) directors.

Powers of the board of directors (without limitation because of designation) shall include the determination and fixing of classification of business, rates to be charged by the Cooperative for services furnished, the promulgation and enforcement of policies, rules and regulations governing service to patrons, and the selection or nomination of directors, delegates or other representatives of the Cooperative at meetings of organizations of which the Cooperative may be a member, including the power to remove such director, delegate or representative.

Section 2. Tenure and Qualifications.

- (a) ...
- (b) Qualifications. No person shall be eligible to become or remain a director or hold any position of trust in the Cooperative who:
 - (1) is not receiving electric service from the Cooperative at his or her place of permanent residence, or
 - (2) is in any_way employed by or financially interested in a competing enterprise or a business selling energy<u>services</u> or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to members of the Cooperative; or
 - (3) has been employed by the Cooperative at anytime in the prior seven (7) years, or
 - (4) has pursued any claim or litigation against the Cooperative or any of its employees or directors at anytime in the prior seven (7) years, or who in the prior year has been delinquent on any obligation owed the Cooperative for more than 60 days<u>or</u>
 - (5) has been convicted of a felony or other offense involving dishonesty for which completion of the sentence, including any period of probation or parole, occurred within 10 years of election or appointment to the board.

When a membership is held jointly or by tenants in common, one of the joint tenants or one of the tenants in common, but not more than one, may be elected a director, provided, however, that such person shall not be eligible to become or remain a director or hold a position of trust in the Cooperative unless both joint tenants or all tenants in common shall meet the qualifications hereinabove set forth. When a membership is held by a partnership or limited liability entity, one, but not more than one, of the partners or members designated in writing by the partnership or limited liability entity may be elected a director, provided, however, that none of the partners or members shall be eligible to become or remain a director or hold a position of trust in the Cooperative unless the candidate shall meet the qualifications set forth in (b) (1) - (5), above, and unless all partners and members shall meet the qualifications set forth in (b) (2) - (5), above. When a membership is held by a corporation, one, but not more than one, of the officers thereof designated in writing by the corporation may be elected a director, provided, however, that none of the officers shall be eligible to become or remain a director or hold a position of trust in the Cooperative unless the candidate shall meet the qualifications set forth in (b) (1) - (5), above, and unless

all of the officers shall meet the qualifications set forth in (b) (2)_ (5), above.

Nothing in this section shall be construed to preclude any member from serving as a director or from holding any position of trust in the Cooperative because such member is also a member or a director of any other cooperative from which this Cooperative purchases or may purchase electric energy, supplies or services, or which is engaged in selling electrical or plumbing appliances, fixtures, or supplies to the members of this Cooperative, nor shall anything in this section be deemed or construed to affect in any manner whatsoever the validity of any action taken at any meeting of the board of directors.

(c) Disqualification.

- upon establishment of the fact that a nominee for director lacks eligibility under this section it shall be the duty of the chairperson presiding at the meeting at which such nominee would otherwise be voted upon to disqualify such nominees.
- (2) upon the establishment of the fact that any person being considered for, or already holding a position of director, may lack eligibility to become or remain a director, it shall be the duty of the directors, upon reasonable notice to the person whose eligibility is in question, to hold a hearing on such matter.

The directors shall find and determine whether such person is ineligible to become a director, or if already a director, is ineligible to remain a director under the qualifications provided in these bylaws. In making such determination, if the persondirector whose eligibility is being considered is a director, that person may not vote. If the remaining directors determine by a majority vote that the person, if a candidate, is ineligible, to become a director, then such person's name shall be withdrawn as a candidate for director. If the person is already a director, then that person shall be ineligible to remain a director, and his or her office as a director shall forthwith become vacant. The remaining directors shall appoint a successor until the next membership meeting.

Section 3. Nomination and Election of Directors. It shall be the duty of the Board of Directors to appoint a nominating committee in time to allow the committee to meet at least thirty (30)forty-five (45) days before the date of the annual meeting of the members, at which directors are to be elected. The nominating committee shall consist of three members. The committee chairman shall present the committee's nominations at the annual meeting.

Nothing herein contained shall preclude individual nNominations frommay also being made by individual members from the floor at the annual meetingpetition signed by not less than 25 members delivered to the Cooperative's headquarters not less than 7 days prior to the annual meeting. Election shall be by majority vote for each director position. In the event no candidate receives a majority of the votes cast for a position, the candidate receiving the fewest votes shall be dropped from nomination on each successive ballot until one candidate receives a majority of the votes cast.

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Section 5. Compensation. Directors, as such, shall not receive any salary for their services, but may be allowed a meeting per diem and expenses of attending committee meetings and meetings of the **B**board of **D**directors. A director, requested by the **B**board, Chairman or President and CEO₇ to assist the President and CEO or in lieu of a-managerment personnel to transact business for the Cooperative or to attend meetings of other organizations, may be allowed compensation per diem and expenses for such service. The **B**board of **D**directors shall from time to time establish the rate of the meeting per diem and the compensation per diem, but such action of the **B**<u>b</u>oard of **D**<u>b</u>irectors shall be subject to review at the following annual meeting and if the members at an annual meeting shall establish a changed or different per diem for attending meetings and for compensation, such action of the members shall govern such per diem and compensation for the ensuing year. No close relative of a director, or of a regular employee, may receive compensation for serving the Cooperative as a regular employee unless such compensation shall be specifically authorized by a vote of the **Bb**oard of **Dd**irectors (excluding the related director) or of the members. No director shall be employed as a regular employee of the Cooperative discharging normally routine work. The term "close relative" as used in this section applies to the following: son, daughter, mother, father, sister, brother, spouse and stepfather, stepmother, stepson, stepdaughter, half sister and half brother, whether by blood or marriage.

Section 6. Policies, Rules and Regulations. The board shall have power to make and adopt such policies, rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management of the business and affairs of the Cooperative. Such policies, rules and regulations shall be binding upon all members provided that they receive notice of the substance of any changes in the policies, rules and regulations affecting the terms and conditions of their service. For purposes of this section, notice shall be deemed sufficient if it is mailed to the member at the member's address as it appears on the records of the Cooperative, postage duly prepaid, or if it is published in a newsletter sent by the Cooperative to its members, is published in the Wisconsin Energy Cooperative News, or in another newspaper circulated in the service area of the Cooperative, or if it is available on the Cooperative's website.

ARTICLE V MEETINGS OF BOARD

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Section 3. Notice. Written notice of the time, place and purpose of any special meeting of the board of directors shall be delivered at least three (3) days previous thereto, either personally. or by mail, or electronically, to each director by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the Chairman or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Cooperative, with postage thereon prepaid, provided it is so mailed at least five (5) days before the date set for the meeting.

ARTICLE VI OFFICERS

Section 2. Election and Term of Office. The officers shall be elected by ballot, annually by and from the board at the meeting of the board held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until a successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the board for the unexpired portion of the term.

Section 6. Secretary. The Secretary shall be responsible for:

- (a) keeping the minutes of the meetings of the members and of the board in books provided for that purpose;
- (b) seeing that all notices are duly given in accordance with these bylaws or as required by law;
- (c) <u>overseeing</u> the safekeeping of the corporate books and records and the seal of the Cooperative and affixing the seal of the Cooperative to all certificates of membership prior to the issue thereof, and to all documents, the execution of which on behalf of the Cooperative under its seal is authorized in accordance with the provisions of these bylaws;
- (d) keepingseeing that a register of the names and post office addresses of all members is kept;
- (e) signing, with the Chairman, certificates of membership, the issue of which shall have been authorized by the board or the members;
- (f) seeing thatkeeping on file at all times a complete copy of the articles of incorporation and bylaws of the Cooperative containing all amendments thereto is kept on file (which copy shall always be open to the inspection of any member) and seeing that at the expense of the Cooperative, furnishing a copy of the bylaws and of all amendments thereto is furnished to any member upon request; and
- (g) in general performing all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the board.

Section 7. Treasurer. The Treasurer shall be responsible for:

- (a) <u>overseeing the</u> custody of all funds and securities of the Cooperative.
- (b) <u>overseeing</u> the receipt of and the issuance of receipts for all monies due and payable to the Cooperative and for the deposit of all such monies in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and

- (c) review and approval of monthly director expense vouchers, however, the Treasurer's own vouchers shall be reviewed and approved by the Chairman and this provision is not intended to deny the board the right to review and approve any vouchers if and when it may choose to do so; and
- (c)(d) the general performance of all duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the board.

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ARTICLE VII NON-PROFIT OPERATION

Section 3. Patronage Refunds in Connection with Furnishing Other Service. In the event that the Cooperative should engage to what the board judges to be a substantial extent in the business of furnishing goods or services other than electric energy, all amounts received and receivable therefrom which are in excess of costs and expenses properly chargeable against the furnishing of such goods and services shall, insofar as permitted by law, be prorated annually on a patronage basis and returned or allocated to those patrons, members or non-members alike, from whom such amounts were obtained.

Section 5. Classification of Business. With respect to the furnishing of electric energy, and the allocation of capital credits in connection therewith, the board may classify the business done by the Cooperative with all of its patrons into classes of business and patronage. Such classification shall be based on factors relating to the cost of rendering service and the rates lawfully chargeable in connection therewith in accordance with reasonable accounting, engineering and utility standards and practice. The board may apply to such classes of business₇ formulas designed to equitably determine for each class so established any amounts paid by patrons within such class in excess of the costs of service for such class. ...

Section 6. Retirement of Patronage Capital on Dissolution or Liquidation or Prior Thereto on Revolving Basis. In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the <u>Bb</u>oard of <u>Dd</u>irectors shall determine that the financial condition of the Cooperative shall not be impaired thereby, the capital then credited to patrons accounts may be retired in full or in part. After March 28, 1987, the <u>Bb</u>oard of <u>Dd</u>irectors shall determine under rules of general application the method, basis, priority and order of retirement, if any, for all amounts theretofore or thereafter furnished as capital.

Section 7. Assignment of Patronage Capital. Except as provided in Sections 9, and 10 and 11 hereof, capital credited to the account of each patron shall be assignable only on the books of the Cooperative pursuant to written instructions from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Cooperative unless the board of directors, acting under policies of general application, shall determine otherwise. Section 9. Security Interest in Patronage Capital. The Cooperative shall have <u>a</u> continuing security interest in the patronage capital allocated and credited to any patron for any indebtedness due and owing from such patron to the Cooperative. The patron shall execute such documents as the Cooperative may request to create and perfect this security interest. The rights of the cooperative under the security interest hereby granted may be exercised in the event of the default in payment by the patron of the patron's obligations, or in the event of the bankruptcy of the patron, and such indebtedness of the patron shall be subtracted from the capital allocated and credited to the patron in any retirement thereof made hereunder to said patron or to his estate, heirs, or surviving joint member.

Section 12. Subscription to WISCONSIN ENERGY

<u>COOPERATIVE NEWS and TAYLOR REPORT.</u> The Cooperative, through action of its <u>Bb</u>oard of <u>Dd</u>irectors, is authorized in the name and on behalf of each member of the Cooperative to subscribe for the WISCONSIN ENERGY COOPERATIVE NEWS and the TAYLOR REPORT. The expense of such subscriptions for all members shall be such amount per month as shall be from time to time determined by the <u>Bb</u>oard and shall be charged to the aggregate of capital deposited by members under Section 2 of this Article for electric service in the same manner as are charged other appropriate expenses of the Cooperative.

Section 13. Contractual Obligations. The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the articles of incorporation and bylaws, and of the policies, rules and regulations adopted by the **B**<u>b</u>oard of **D**<u>d</u>irectors, shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this <u>ArticleSection</u> of the bylaws shall be called to the attention of each patron of the Cooperative by posting same in a conspicuous place in the Cooperative's office.

ARTICLE VIII DISPOSITION OF PROPERTY, MERGER AND PROCEDURE FOR SALE OF ALL OR SUBSTANTIALLY ALL OF THE COOPERATIVE PROPERTY

Section 1. Disposition of Property in General. The Cooperative may not sell, mortgage, lease or otherwise dispose of or encumber all or what in the judgment of the board of directors constitutes any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds (2/3) of all of the members of the Cooperative and unless the notice of such proposed sale, mortgage, lease, or other disposition or encumbrance shall have been contained in the notice of the meeting; provided however, that notwithstanding anything herein contained, the **B**board of **D**directors of the Cooperative, without authorization by the members thereof, shall have full power and authority to borrow money, and in connection with such borrowing to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises, and

permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the <u>Bb</u>oard of <u>Dd</u>irectors shall determine to secure any indebtedness of the Cooperative.

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Section 3. Procedure for the Sale of all or Substantially all of the Cooperative Property. If at any time the Cooperative shall receive an offer to buy, lease, transfer to or **r**take by assignment, all or substantially all of its property from a person or organization which is other than an electric cooperative organized under Chapter 185 of the Wisconsin Statutes which has been engaged in producing or furnishing electric power to its members at cost and without profit for at least two years prior thereto, or other than an entity resulting from the merger or consolidation of electric cooperatives meeting the foregoing qualifications, it shall be the duty of the **B**board of **D**directors, and it is authorized to determine, in its sole discretion, whether or not such offer shall be submitted to the cooperative membership for a vote. The **B**board of **D**<u>d</u>irectors shall base its decision on what it considers to be in the best interest of the ecooperative and its members. Among other factors, it shall consider what it believes would be the effect of a sale, lease, transfer or assignment on the dependability and adequacy of services necessary to meeting the present and future needs of its members and the rates to be charged therefor. If the Board of Ddirectors shall determine that such offer shall be submitted to the membership it shall first adopt a resolution to that effect.

ARTICLE IX FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these bylaws, the board may authorize any officer or officers, agent or agents, employee or employees of the Cooperative to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

ARTICLE X MISCELLANEOUS

Section 3. Contributions. The board of directors shall have the power, in furtherance of the e<u>C</u>ooperat<u>ive's</u> responsibility as a business citizen and in furtherance of the general welfare of the citizens of the community toin which it operates, to make reasonable contributions of funds, deemed to be in the interest of the general public, as well as the members, provided, that such contributions shall be non-political and non-sectarian in nature, and where applicable the purpose offor which such contribution is made shall be non-discriminatory, and shall benefit the members of the Cooperative as well as the general public without regard to race, color or creed; provided further, that no contribution to one organization shall exceed the sum of \$1,000.00 in any one year without the express approval of the membership.

ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The Cooperative shall indemnify an officer or director, and may indemnify an employee or agent against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with an action, suit or proceeding, or a threatened action, suit or proceeding where such person is a party or is threatened to be made a party by reason of the fact that he or she was a director, officer, employee or agent of the Cooperative, all as provided by applicable Wisconsin Statutes. To the extent permitted by law, the Cooperative shall indemnify an individual against liability and expenses incurred in any proceeding in which the individual was joined as a party because of his/her service at anytime as an officer or director of this Cooperative, and shall indemnify employees to the same extent permitted for officers and directors. Entitlement to indemnification shall be determined by majority vote of the disinterested directors. If a quorum cannot be obtained, then the determination shall be made by a majority vote of a committee duly appointed by the board of directors or by independent legal counsel selected by the board. The board may in any event refer the matter to the members for their determination by majority vote at a meeting of the disinterested members duly called and held. The Cooperative may maintain insurance covering this undertaking, and the scope of the coverage may be broader than the scope of the undertaking described here.

ARTICLE XII AMENDMENTS

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained (a) a copy of the proposed alteration, amendment or repeal or (b) a summary of the change and notification that a copy of the text of the change is available on request or on the Cooperative's website. Such adoption, alteration, amendment or repeal may be adopted by a majority of the member votes cast at a meeting, provided, however, that amendment of the required majorities set forth in Article VIII ("Disposition of Property, Merger and Procedure for Sale of All or Substantially All of the Cooperative Property") shall require the affirmative vote of not less than that majority proposed to be amended.

...

2014 Director Scholarship Winners

he Taylor Electric Cooperative Board of Directors approved a motion on July 26, 2001, that each director of the cooperative donate one day's per diem to be used to fund Director Scholarships. The following 2014 graduates were awarded \$200 scholarships:

Congratulations!

Medford High School

Maxx Handel Justine Sova Brooke Smola Marcy Bunkelman Samuel Buehler Eric Fliehs

Colby High School Reggie Kellnhofer

Northland Lutheran Ross Ewert

2014 Youth Scholarship Recipients

ach year area high school students are awarded \$500 scholarships from Taylor Electric Cooperative to be used toward posthigh school education. Funds for the scholarships are the unclaimed capital

credits from former Taylor Electric Cooperative members. **Medford Area Senior High** Jessica Demell Rebecca Hinderliter

Colby High School Jake Hoernke Athens High School Abigail Schreiner

Rib Lake High School Quentin Edelburg

Congratulations!

Here at Taylor Electric, you can count on Touchstone Energy® Values...

- **1. Integrity** we provide a quality, well maintained system to serve the members' electricity needs.
- **2. Accountability** we are controlled by the members and work to meet their needs.
- **3. Innovation** we explore new ways to maintain energy efficiency and provide new and useful services for the membership.
- **4. Community Involvement** we support economic growth and our employees give their time to improve the quality of life in the communities we serve.



Exploring the Cooperative Difference *Taylor Electric Sponsors Konnor Denzine at Youth Leadership Congress*

U nderstanding the cooperative difference and identifying traits of leaders were just two of the topics that highlighted the 51st WECA Youth Leadership Congress (YLC) July 16–18. Konnor Denzine, Dorchester, represented Taylor Electric Cooperative at the YLC, which

was attended by high school students from different electric cooperatives throughout the state. The conference, co-sponsored by the Wisconsin Electric Cooperative Association (WECA) and the University of Wisconsin–River Falls, was held on the UW–River Falls campus.

Students experienced a mix of workshop sessions, hands-on activities, and team-building experiences led by renowned speakers as well as co-op and UW–River Falls personnel. Students also examined a variety of real-life issues and were given the opportunity to identify

and explore their leadership potential.

For more than 50 years, Wisconsin electric cooperatives and UW–River Falls have sponsored this event to demonstrate to high school students the basics of cooperatives and how they can apply the ideals and philosophies of cooperation directly to their lives.



Konnor Denzine was among 146 high school students from throughout the state who participated in the 2014 Youth Leadership Congress. Activities included case studies of co-op business issues as well as team-building exercises.









Smallane mobile The new way to pay online!

Now available!

There's a new and smarter way to pay your energy bill online through Taylor Electric Cooperative. It's called SmartHub. And, here are some of the smart benefits:

- Pay your energy bill at Taylor Electric
- Available on your Apple or Android device
- View your billing history
- Report an outage
- View and manage your electric usage
- Analyze and understand your electric usage
- Identify ways to lower your energy bill
- And, more

Questions?

Contact Taylor Electric Cooperative at (715) 678-2411 or (800) 862-2407, or go to www.taylorelectric.org.



Sign up for SmartHub -

SmartHub is Taylor Electric Cooperative's FRCC online energy bill payment system that also allows you to monitor your daily energy usage. If you have already signed up for e-Bill, the co-op's former payment system, you can access SmartHub using the same e-Bill login and password.

- From your computer or mobile Apple or Android device, go to www.taylorelectric.org or download the SmartHub app from the App Store.
- 2. Click on the SmartHub icon.
- **3.** New to paying your Taylor Electric bill online? It's easy. And, it's mobile! Click on the signup link and follow the prompts to create your user name and password.
- **4.** Already an e-Bill user? E-Bill users will be automatically redirected to the new SmartHub site. Log in with the same email and password. Due to increased security you will be asked to establish a new password.

The Employees of Taylor Electric



Management Employees

(From left) Patti Nelson, Finance and Administration Manager; Michael Schaefer, President and CEO; and Kevin Comstock, Line Superintendent.

Line Crew

Front row (left to right): Ron Mayer, Justin Fuchs and Geoff Mueller. *Back row* (left to right): Dan Fuchs, Wade Matyka and Brandon Ahrens.





Office Employees (From left): Lainie Kellnhofer, Mary Lavin and Becky Rindt.



"Our mission is to be our members' most valuable resource for energy and related services." -Taylor Electric Cooperative-

Your Touchstone Energy® Cooperative

ACH– Recurring Payment Plan

Don't forget that we offer you the convenience and ease of having your monthly payment made automatically from your checking, savings or credit card account. And, you won't have to change your present banking relationship to take advantage of this service.

The ACH Plan will help you in several ways:

- ▲ It saves time—fewer checks to write
- Helps meet your commitment in a convenient and timely manner—even if you're on vacation or out of town

- No lost or misplaced statements, your payment is always on time it helps maintain good credit
- ▲ It saves postage
- It's easy to sign up for, easy to cancel
- ▲ No late charges

Here's how the Recurring Payment Plan works:

You authorize regularly scheduled payments to be made from your checking or savings account on the 20th of the month. Or, you can authorize payments be made by your credit card on the 15th of each month. Then, just sit back and relax. A statement will be mailed to you each month so you are aware of the amount being withdrawn from your account.

The automatic payment plan is dependable, flexible, convenient and easy. To take advantage of this service, go to our website at **www.taylorelectric.org** and choose the SmartHub button. Then select the Billing and Payments tab and the Auto Pay Accounts tab to fill out the appropriate information.

2013-2014		2013	2014
	Underground Construction	(3.19) Miles	(2.62) Miles
Statistical	Overhead Construction	4.55 Miles	5.29 Miles
Statistical	Total Underground Miles	406.64 Miles	404.02 Miles
Comporioon	Total Overhead Miles	450.07 Miles	455.36 Miles
Comparison	New Services	38	20
-	Total Services Billed	4,357	4,358
	Total Kilowatts Purchased	72,237,925 KWH	75,280,380 KWH
	Total Kilowatts Sold	67,967,982 KWH	70,882,866 KWH
	Total Kilowatts Unaccounted For	4,269,943 KWH	4,397,514 KWH
	Percentage of Line Loss	5.91%	5.84%

Make Plans To Attend Your Annual Meeting

Saturday, April 11, 2015

9:30 AM Medford Area Senior High School Registration begins at 8:30 AM

Election of three directors to succeed Dennis Engel, Dean Tesch and James Smola. Dean and Dennis are eligible for re-election but James is not.

GUEST SPEAKER Barbara Nick, President & CEO of Dairyland Power Cooperative

One pound of butter and one pound of cheese will be given to each registered member. Also, a special attendance gift!





We hope to see you there!



Rules of Order for Official Business Meeting

(These rules are intended to be adopted at the start of the annual meeting)

- 1. The meeting will be conducted in accordance with Robert's Rules of Order, and under the following special rules of order:
- 2. A member wishing to speak is to give their name and the township in which they are a member.
- 3. During nomination and election proceedings for director seats, candidates will be allowed to speak for up to four minutes.
- 4. Resolutions must have been submitted to the Board of Directors for consideration at least 60 days in advance of the annual meeting, and

mailed to all members for action at the annual meeting. This does not preclude members from making simple motions from the floor at the meeting.

- 5. Only members may be allowed to speak for two minutes on each issue and for one time only, except that an additional two minutes may be granted by unanimous consent.
- 6. No signs or handouts will be permitted within the building of the place of meeting, except such handouts as required for the official conduct of the annual meeting

or as related to the Cooperative's business services. No handouts made available outside of the building will use the name of the Cooperative, its letterhead, or logo to imply that the Cooperative supports or opposes any candidate for director, or resolution.

7. No demonstrations shall be held within the building of the place of the meeting.

Co-op Connections

Participating Business List

A-Z Town & Country, Colby

Free suet cake with the purchase of any 20# or larger bag of bird seed.

Bearly Used Children & Maternity Consignment, Medford

\$1 off purchase of \$10 or more. Must present card at time of purchase. Not valid with any other discounts or promotions.

Broadway Theater, Medford

Purchase any size popcorn and get a matching size soda for free

Carquest Auto Parts, Medford

10% discount on purchases up to \$200

Creative Edge, Medford

15% off framing

C&D Lumber, Rib Lake

5% off single purchase over \$500, not good in conjunction with other coupons or other offers

Glass to Go, Inc., Medford

5% off in-shop windshield replacement. Buy 1 Rain-X Wiper Blade, get second blade $\frac{1}{2}$ off.

Heartland Cooperative Services -Athens, Dorchester, Greenwood, Hamburg, Owen

10% discount on all dog and cat food

Holmes Studio East, Medford

10% off on studio family portraits including sessions.

Jack's Auto Repair LLC, Stetsonville

10% off exhaust repairs over \$50, 10% off any brake related parts & labor.

Life's High Points Photography, Medford 15% discount

McDonald's, Abbotsford, Medford, Stanley and Thorp

1 free muffin sandwich with the purchase of a medium or large size McCafe beverage

Medford Health Mart Pharmacy, Medford 20% off any Health Mart label

Mertens Chrysler Jeep Dodge, Medford

- 1. \$50 discount towards any collision center work over \$500
- 2. \$100 discount towards any collision center work over \$1,000
- 3. \$200 discount towards any collision center work over \$2,000
- 4.5% discount on repairs over \$150. Not valid with any other coupons or discounts

Meyer Auto Body, Medford

5% discount on any body repair over \$500.00. Up to a \$100 value.

Meyer Lumber, Dorchester

5% discount on discountable items, excluding all sale and clearance items (cash sales only). Cannot be used in conjunction with any other discounts/ promotions. Card must be presented at each purchase.

Meyer Tire and Service, Medford

\$5 off any passenger or light truck tirenot good in conjunction with any other coupons or offers.

Mypride Kennel, Medford

10% off grooming or boarding services

Napa Auto Parts, Medford

10% discount on cash & carry items (excludes engines, engine kits, transmissions, oil labor & sale items)

Northwoods Embroidery, Medford

Free digitizing on embroidery. Free set up on first color of screen printing.

Pernsteiner Carpets, Medford

Cost plus 10% on 10 yards per year of ordered in carpet or vinyl.

Ron's Auto Body Repair, Medford

10% off for anyone over 55 or older on labor

Schierl Tire & Service Center, Medford

\$5 off an oil change. \$10 off parts for service repairs.



Stetsonville Lumber, Stetsonville

5% off single purchase over \$500 – not good in conjunction with other coupons or offers.

Stetsonville Oil Company, Stetsonville

\$5 off oil lube filter service.

Strama's Self-Serve, Medford

Buy one ice cream (cone or dish) and get the 2nd 1/2 price.

Subway, Medford & Colby

50¢ off any sub or salad

Taylor Credit Union, Medford and Abbotsford

Free rental for one year on 3"x5"x22 1/2" safe deposit box – new rentals only. Requires existing savings account or initial savings account with \$5 balance. Limit one per family.

Wanke Builders, Medford

Free foundation water proofing on your new home purchase

Willow Cottage Pet Grooming, Medford \$5 off full groom service

(all offers not good in conjunction with any other discounts or promotions)

Another Benefit of Co-op Connections Cash Back Mall pays you to shop

A benefit from your Co-op Connections Card gives you cash back when online purchases are made from more than 5,000 of your favorite stores. **GO TO: http://taylor.foryourpeople.com** and register, then download the shopping assistant. A free shopping assistant tool bar will appear at the top of your internet browser. This will help you monitor the cash that you are earning. As you make purchases at various retailers: Best Buy, Walmart and Target just to name a few, the money will accumulate in your account.



When you set up the account you will decide if you want the money directly deposited into your account or a printed check. You can receive the cash in the amount of \$15, \$25 and \$50.

Membership Has Its Advantages

aylor Electric Cooperative offers its members many "advantages" in the form of assistance through various service programs. If you would like more information on any of the items in the following list, please contact us. If you have a question about electricity or your electric service, we can give you the answer, or help you find it.

A lot of these programs offered are free of charge to our members. If there's something here you're not taking advantage of, we urge you to get more information on it today!

- Margins (profits) returned to members as capital credits
- Rental, sale and repair of dusk to dawn lights

- Power quality monitoring
- Appliance energy use testers available for your use
- Electric heat recommendations
- Voltage monitoring (for example, blinking lights)
- Rebates and incentives
- Economic development loans
- Co-op Connections Card
- Electric heat systems
- Energy-efficient lighting program
- Off-peak electric heat rates
- Electric grills
- Tree trimming & cutting (if near powerlines)
- School/Community safety programs & ads

- Farm wiring grant and loan program
- Secure Home Surge Suppression
- Member Appreciation Day
- Credit card and ACH payments accepted
- Scholarships for high school seniors
- Focus on Energy Program
- Youth Leadership Congress
- E-bill Payments
- Energy Star Rebates
- Pre-paid Metering
- Bright Horizons Community Solar
- ◆ SmartHub



TAYLOR REPORT Annual Report Issue

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Postmaster: Send address corrections to: Taylor Report, N1831 State Hwy 13, Medford, WI 54451.

Taylor Report is published monthly, except for the Annual Report edition issued in March. This monthly publication is designed to provide information about the cooperative to the member-owners of Taylor Electric Cooperative.

Michael Schaefer, *President & CEO* Lainie Kellnhofer, *Editor*



Clip and use as Annual Meeting Registration and Prize Eligibility.

Bring this slip to the annual meeting to receive door prizes.

Notice of 2015 Annual Meeting Taylor Electric Cooperative

SATURDAY, APRIL 11, 2015 - 9:30 A.M.

The 2015 annual meeting of the members of Taylor Electric Cooperative will be held at the Medford Area Senior High School in the City of Medford, Taylor County on Saturday, April 11, 2015, beginning at 9:30 AM. Action will be taken on the following items of business:

- 1. Reports of officers, directors, committees and employees.
- 2. Nomination and election of two directors for three-year terms to succeed James Smola and Dean Tesch. An election will also be held for the vacated seat of Brian Kulas. Dennis Engel was appointed to fill the seat and the bylaws require an election for Engel to complete the remaining year of Kulas' term. James Smola has completed five three-year terms and is not eligible for election. Dean Tesch has completed three three-year terms and is eligible for re-election.
- **3.** Action on the proposed Amendments to the Articles of Incorporation and Bylaws as set forth on the accompanying pages and incorporated in this notice.
- **4.** Any such other business as may come before said meeting and or adjournment thereof.

Dated this 13th day of March, 2015

Patricia Waldhart, Secretary