

# 2010 Annual Meeting

ROCK ENERGY COOPERATIVE

Wisconsin

# ENERGY COOPERATIVE

MONTHLY SINCE 1940

MARCH 2010

News

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Rock Energy  
Cooperative

Monday, March 29, 2010

Eclipse Center • Beloit, Wisconsin

## Notice of Annual Meeting

**Rock Energy Cooperative  
March 29, 2010 • 5:30 p.m.**

NOTICE IS HEREBY GIVEN that the annual meeting of Rock Energy Cooperative will be held at the Eclipse Center, Beloit, Wisconsin, on Monday, the 29th day of March, 2010, at 5:30 p.m. for the purpose of transacting whatever business may lawfully come before it. The order of business pursuant to the bylaws, shall be as follows:

1. Call to Order. Quorum Determination
2. Reading of Notice of Meeting
3. Approval of Minutes of Previous Annual Meeting
4. Reports of Officers, Directors, and Committees
5. Election of Three (3) Directors/  
Bylaws Change Vote
6. Unfinished Business
7. New Business/Questions
8. Adjournment

Dated this 26th day of February, 2010.

*Robert C. Crave, Secretary*

Rock Energy Cooperative members must attend this meeting if they wish to vote on co-op business items. Only one ballot per member will be issued at time of registration. Proxy and absentee voting are not allowed.

## Meet Your REC Board Candidates

### District 2

**Marian Trescher**, a District 2 director since 2005, lives on the family farm at 9209 N. Trescher Road in Milton Township. She serves as REC treasurer and is a member of the state education committee. In September, she received her Credentialed Cooperative Director certificate from the National Rural Electric Cooperative Association.



Marian retired after teaching in Milton and Janesville schools for 27 years. She graduated from UW-La Crosse and UW-Whitewater with teaching degrees. Currently, Marian serves on the Milton Town Board, chairs the Town of Milton Planning and Zoning Board, is a member of the Milton Joint Fire Commission, and is chief election inspector for the town. She also serves as secretary of Edgerton Milton Eastern Star and the Milton Grange and has been involved with 4-H, Milton United Methodist Church, and Edgerton Hospital Auxiliary.

"I will continue to dedicate the time and effort needed to educate myself on the issues to better serve all our members. Reliable services, reasonable rates, and education of our youth will be my priorities. I would appreciate the opportunity to represent you for another term on the board."

**Joseph Brown** lives at 2626 E. County M in Milton Township and has been a member of REC since 1993. He and his wife live on a farm purchased by his great-great-grandfather in the early 1890s.



He has been a self-employed agent for Pioneer Hi-Bred International for 12 years and has worked with his father in his business, Crown Specialty Mouldings, for 10 years. He worked in sales and management for agricultural co-ops and business for 10 years before starting his own business, Lake Prairie Ag Services, in 1998. Joseph is a certified crop adviser through the American Society of Agronomy, Milton FFA Alumni member, Milton 4-H leader, and UW-Madison Union member.

"REC has been a great success in its ability to provide economical and reliable service to the community. I would like Rock Energy Cooperative to continue this success while focusing on the changes necessary to secure continued, reliable, and economical delivery of services along with education in the future."

## OFFICIAL REGISTRATION

Tear off and bring this portion to the Annual Meeting

**Monday, March 29, 2010 • Eclipse Center, Beloit, WI**

Doors Open	4:30 p.m.
Annual Meeting	5:30 p.m.
Children's Rooms	5:15-7:15 p.m.
Ages 3-7	Pickles the Clown
Ages 8-12	Videos & Games
Adult Dinner	6:45 p.m.

I hereby certify that I am a member of Rock Energy Cooperative and as such I am eligible to participate in cooperative business:

Signature \_\_\_\_\_

Name \_\_\_\_\_  
(please print)

### MENU

**Children:** Fruit Rollups, Apple Sauce Cups, Chicken Nuggets with Barbecue Sauce, Fresh Fruit Wedges Cup, Cookies, Milk, Juice, Water  
**Adults:** Sliced Roast Pork Loin with Cranberry Relish, Tossed Garden Harvest Salad, Baked Potato with Butter and Sour Cream, Green Beans Almondine, Dinner Rolls, Apple Cobbler, Coffee, Tea, Milk, Water

OFFICE USE ONLY:

\_\_\_\_\_ (Number of adults eating dinner)

# Meet Your REC Board Candidates

## District 4

**James Quade**, the incumbent in District 4, lives at 4407 Old Kennedy Road in Harmony Township with his wife, Mary, where he has farmed for 40 years. He has lived on co-op lines all his life and has been an REC member for 26 years, a director for 18 years and served as treasurer for 13 years.



James also serves on the Rock County Farm Service Agency County Committee and the Rock County Land Conservation Committee. He is a member of the Wisconsin Corn Growers Association, Wisconsin Soybean Growers Association, Wisconsin Farm Bureau, Rock County Agri-Business Council, and the Milton FFA Alumni.

“I enjoy having a part in making the cooperative meaningful to the membership. During the past 18 years as a director, there have been many challenging issues. I have tried to represent what is best for you, the members of this co-op, when addressing such issues. While the energy industry will be looking to a future of change, we must strive to provide excellent service and reasonable rates for the membership.”

**John “Randy” Clark** lives at 7004 E. Bingham Road in Harmony Township. He has been a co-op member since 1980, and his family has lived on the REC lines since 1936. His wife, Peg, is owner/operator of Granary Metals metal fabrication business.



Randy was a middle school art teacher in Whitewater for 38½ years before retiring in 2009. He served as chairman of the district’s art department, chairman of the District Task Force for the Arts, middle school team leader, student council adviser, and middle school football and track coach. He

received an associate degree in commercial art from Madison Area Technical College as well as bachelor’s and master’s degrees in education from UW-Whitewater. He also is involved in the Milton Historical Society and Milton FFA Alumni and is a member of two other co-ops, Basics Cooperative and Cooperative Plus Inc.

“My personal goal would be to help the co-op maintain and improve the excellent operation and service I have always enjoyed since becoming a cooperative member.”

## District 9

**Jo Miller**, who has represented District 9 since 1992, has lived on North Miller Road in Center Township since 1964, when she first became a co-op member. She was the first woman to serve on the co-op’s board of directors. In September, she received her Credentialed Cooperative Director certificate from NRECA.



Jo received a real estate broker’s license in 1977 and established Jo Miller Realty in 1982. She and her husband farmed about 800 acres in Center, Magnolia, and Porter townships for many years and now are semi-retired. She serves on the Rock County Board of Adjustment and chairs the Center Township Plan Commission. She has been active in Magnolia and Rock County 4-H, FFA Alumni, and the Rock County Pork Producers, and is a life member of the Friends of the Evansville, Orfordville, and Janesville Hedberg Public Libraries.

“I thank the membership for the distinct honor and privilege to serve on the board of directors of REC and to serve you, the member-owners, in these challenging and changing times.”

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# Rock Energy Cooperative

## **73<sup>rd</sup> Annual Meeting – April 6, 2009**

An early-bird drawing took place at 5:30 p.m.

The 73<sup>rd</sup> Annual Meeting of Rock Energy Cooperative was called to order by the 1<sup>st</sup> Vice Chairman Darrel Weber at 5:30 p.m. on Monday, April 6, 2009, at the Eclipse Center in Beloit, WI. 1<sup>st</sup> Vice Chairman Weber called for a membership count and declared a quorum present: 245 members.

Secretary Robert Crave read the official notice of the annual meeting. A motion was made and seconded to approve the minutes of the 72<sup>nd</sup> Annual Meeting. Motion carried.

Treasurer James Quade presented the report of the 2008 business year. No questions were asked. Motion was made and seconded to accept the report. Motion carried.

1<sup>st</sup> Vice Chairman Weber introduced board members and spouses, Attorney Dave Collins, and CEO Shane Larson.

Stan Dybevik presented the Chairman's report. He mentioned he would not run for Chairman after this meeting and will terminate his directorship at the end of his current three-year term. He highlighted activities of this year, both at REC and with the legislative board he is on. He expressed his gratitude to the members for their support of his 35 years as a director.

CEO Larson discussed that our power costs are 4 to 6 percent less than other power providers. He also discussed the Cooperative Connections discount card. The new South Beloit office will open on Monday, April 13. CEO Larson also mentioned the co-op's ongoing territorial issues. He said some members were having difficulty paying their energy bills and pointed out its effect on all members. He also discussed the nation's energy policy and the outlook for the future. The unique aspect of being a director of Rock Energy Cooperative is that they live on our lines and in our neighborhoods.

Attorney Collins reviewed the minutes of the Nominating Committee meeting, and those minutes were approved.

Attorney Collins conducted the election. He introduced the incumbents and candidates. There were no nominations from the floor. All present nominees addressed the membership. Ballots were cast and collected by the appointed tellers. Candidates up for election were Morris Nelson in District 1, Darrel Weber in District 3, and Thomas Hartwig and Bill Fischer in District 5. Voting followed.

State Reps. Kim Hixon and Chuck Benedict spoke as well as Duane Noland, CEO of the Association of Illinois Electric Cooperatives, and Share Brandt, Manager of Wisconsin Electric Cooperative Association.

Scholarships were presented by Chairperson Marian Trescher, Directors Bill Dietsch and Bob Crave. The recipients were: Bradley Karashinski of Beloit Turner High School, Jeremy Rosheisen of Brodhead High School, Elizabeth Wettstein of Edgerton High School, Staci Knudson of Evansville High School, Andrew Dal Santo and Dana Peterson of Hononegah High School, Joshua Hergert of Milton High School, Joseph Cash and Sarah Lund of Parkview High School, and Antonio Little of South Beloit High School.

There was no old or new business.

Results of the election were as follows:

District 1	District 3	District 5
Nelson Elected	Weber Elected	Fischer Elected

There was another door prize drawing. The meeting adjourned at 6:58 p.m. Shane Larson gave the meal invocation. Dinner was served.

Respectfully Submitted,  
*Robert C. Crave, Secretary*

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## **Annual Meeting RSVP**

Use this card to RSVP for the Annual Meeting & Dinner. Please respond no later than March 18, 2010.

Name \_\_\_\_\_

Address \_\_\_\_\_

Account No. \_\_\_\_\_ E-mail address \_\_\_\_\_

*(if available)*

*(When filling out this form, please print)*

\_\_\_\_\_ # of Adults for Dinner

\_\_\_\_\_ # of Children 8-12 for Children's Dinner

\_\_\_\_\_ # of Children 3-7 for Children's Dinner

Please mail this card back at your earliest convenience or drop it off at either our Janesville or South Beloit offices. You also may call (608) 752-4550 or (866) 752-4550 between 7:30 a.m. and 4 p.m. Monday through Friday.



By Shane L. Larson,  
Chief Executive Officer

### Report from the Chief Executive Officer

Cooperatives have a long history of working together toward a common goal. More than 70 years ago, farm families across the nation banded together to electrify rural America. Today, that spirit of cooperation is stronger than ever.

The “Together We Save” theme for the 2010 annual meeting is a perfect example of cooperatives and members working together to find solutions to save both energy and money. Nationally, Touchstone Energy Cooperatives designed the “Together We Save” campaign to help co-op members take charge of their energy costs.

The idea behind the slogan is to encourage members to make small changes—like flipping the switch off, lowering the blinds, turning down the thermostat—to rack up big savings. These are simple steps that remind us of a time when life was simple—when you would see two boys dressed in bib overalls walking down a country path with their cane fishing poles ready to catch the big one, just like on this magazine cover.

Now more than ever, cooperatives and their members must work together to find solutions to save both energy and money. Unemployment is high, and the cost of everything—including energy—is increasing. As we prepare for the 74th annual meeting of Rock Energy Cooperative, I want to assure you that we are committed to providing safe, reliable, and affordable energy to our members.

Our latest National Safety Accreditation, which covers 2008 through 2011, demonstrates our dedication to safety. The extensive evaluation process, which is conducted every three years, helps co-ops achieve and maintain high safety standards to protect employees and you—our members. The Rural Electric Safety Accreditation Program includes an on-site inspection of our entire

system—from safety policies and procedures to our facilities and equipment. I’m proud to report that we received a score of 94 out of 100, one of our best scores in the 30 years we’ve participated in the program.

The weather tested Rock Energy’s reliability twice in December. A blizzard knocked out power to some members early in the month and was followed two weeks later by a Christmas Eve ice storm. We can go years without a major weather-related outage, so it was unusual to have two major storms so close together. Here at Rock Energy, we don’t like to see even one member without power for even a minute. We work year-round to minimize and prevent outages by clearing branches away from power lines, keeping our equipment in top-notch shape, and maintaining proper engineering. That routine maintenance really pays off during a storm. We can’t control the weather, but through proper planning we can minimize the damage it causes to our lines.

With state and federal governments working on climate change legislation, the cost of complying with new regulations is bound to make energy prices increase. Our goal at Rock Energy is to make sure that your energy bill stays affordable. Many of you have joined the national Our Energy, Our Future campaign, which encourages

(Continued on page 29 ▶)



New South Beloit Facility



2009 Member Appreciation Day



## Report from the Chairman

When Rock Energy Cooperative members gather on Monday, March 29, for our 74th annual meeting, it will be my first annual meeting as your chairman. I have represented District 3—Bradford, Darien, and Johnstown Townships—on the board since 1991 and previously served as first vice chairman.

At our reorganization meeting last April, I was honored that the board elected me to the position of chairman. Our previous chairman, Stan Dybevik, remains on the board but stepped down after serving as our leader since 1995. I want to thank Stan for the wonderful job he did leading the board for so many years. He has left me with big shoes to fill, and I am ready for the challenge.

Rock Energy Cooperative had a busy and eventful 2009. The highlight was moving into our new district office and warehouse building at 15229 Willowbrook Road in South Beloit, Ill. We had been renting three separate buildings on Charles Street in South Beloit since acquir-

ing northern Illinois territory from Alliant Energy in 2007. The new building not only provides convenience and easy access to our northern Illinois members but also to members in the southern part of our Wisconsin territory. We have purchased property just south of our new facility and will use the land for additional needed parking. That project will begin this spring.

As you know, capital credits were distributed in 2009 as a credit on your monthly bill instead of the usual practice of writing a check. This efficiency saved the co-op time and money.

Throughout the year, the staff has worked with our larger accounts to help them reduce their peak loads, become more energy efficient, and save money. We also have provided guidance to individuals who want to install ground source heat pumps to heat and cool their homes.

Also in 2009, the board made the difficult decision to take legal action against the village of Rockton. Rock Energy filed a lawsuit in May asking the federal court to invalidate an April 2005 referendum that village officials claim authorize them to acquire and operate the electric and natural gas distribution systems in the village. The outcome of this lawsuit and a countersuit the village filed in state court will affect Rock Energy members living within Rockton as well as those outside the village. Whatever happens, your board remains focused on providing safe and affordable energy service at the lowest possible cost to all of our members.

As chairman, I am prepared to lead Rock Energy into 2010 and boldly face the challenges ahead. Your board will continue to participate in education and training programs so we can make informed and wise decisions on your behalf.

Please participate in governing your cooperative by joining us on March 29 for the annual business meeting and a delicious sit-down dinner at the Eclipse Center in Beloit. We'll have special activities for kids, so bring them along.

On behalf of the board of directors, I want to thank CEO Shane Larson and all employees for their hard work and dedication during the past year. Last, but certainly not least, I want to thank all the members. Our co-op is only as strong and powerful as our members and employees working together. ■



Darrel Weber

### 2010 Proposed Change to Rock Energy Cooperative Bylaws

The Board of Directors has voted to recommend the following modifications to the membership:

~~Deleted text~~      Inserted text

#### Article III. Directors

Section 4. Director Nominations and Qualifications: The chairman shall appoint a nominating committee from the respective director districts who are scheduled for election for each annual meeting to prepare a slate of candidates ~~consisting of at least two members~~ from each expiring district. The committee slate of director nominations shall be included in the notice of the annual meeting. Director nominations will be accepted from the floor during a designated time period at the annual meeting. Floor nominations must be only for those expiring districts and subject to applicable bylaw requirements. No person shall be eligible to become or remain a director of the Cooperative who is an employee, outside or independent contractor of the Cooperative, or who has within five (5) years preceding the date of the election been an employee, outside or independent contractor of the Cooperative. No person shall be eligible to become or remain a director of the Cooperative when employed in any way by or has a financial interest in a business that sells energy, services, or supplies to the Cooperative. No person shall be eligible to become or remain a director when employed by or has a financial interest in a competing enterprise.

## Statements of Revenue & Patronage Capital

(subject to audit)

	Years Ended December 31,	
	<u>2008</u>	<u>2009</u>
<b>Operating Revenue</b>	<b>\$47,329,950</b>	<b>\$45,577,213</b>
<b>Operating Expenses:</b>		
Cost of Power	33,755,177	32,471,416
Distribution- Operations	1,543,848	1,688,004
Distribution- Maintenance	1,109,807	1,105,203
Member Accounts	1,668,726	1,044,049
Member Service & Information	228,773	235,981
Administrative & General	1,576,009	1,925,749
Depreciation	2,186,250	2,330,023
Taxes	203,450	333,904
Other Deductions	6,733	4,257
<b>Total Operating Expenses</b>	<b><u>42,278,773</u></b>	<b><u>41,138,586</u></b>
<b>Operating Margins - before Fixed Charges</b>	<b>5,051,177</b>	<b>4,438,627</b>
<b>Fixed Charges:</b>		
Interest on Long-Term Debt	2,331,108	2,303,164
Interest on Short-Term Debt	73,216	167,780
<b>Total Fixed Charges</b>	<b><u>2,404,324</u></b>	<b><u>2,470,944</u></b>
<b>Operating Margins - after Fixed Charges</b>	<b>2,646,853</b>	<b>1,967,683</b>
<b>Patronage Capital Allocations</b>	<b><u>285,086</u></b>	<b><u>303,180</u></b>
<b>Net Operating Margins</b>	<b>2,931,939</b>	<b>2,270,863</b>
<b>Non-Operating Income:</b>		
Interest Income	37,168	13,645
Equity Investments & Other	141,676	294,739
<b>Total Non-Operating Income</b>	<b><u>178,844</u></b>	<b><u>308,384</u></b>
<b>Net Margins for Period</b>	<b>3,110,783</b>	<b>2,579,247</b>
<b>Patronage Capital- Beginning of Period</b>	<b><u>12,236,546</u></b>	<b><u>14,856,919</u></b>
	<b><u>15,347,329</u></b>	<b><u>17,436,166</u></b>
<b>Retirement of Capital Credits</b>	<b><u>490,410</u></b>	<b><u>549,970</u></b>
<b>Patronage Capital- End of Period</b>	<b><u>\$14,856,919</u></b>	<b><u>\$16,886,196</u></b>

## Balance Sheets

(subject to audit)

	As of December 31,	
	<u>2008</u>	<u>2009</u>
<b>ASSETS</b>		
<b>Utility Plant:</b>		
In Service	\$68,554,921	\$79,421,451
Construction Work in Process	6,902,974	209,316
	<u>75,457,895</u>	<u>79,630,767</u>
Less: Accumulated Depreciation	24,957,121	25,997,314
<b>Net Utility Plant</b>	<b><u>50,500,774</u></b>	<b><u>53,633,453</u></b>
<b>Investments:</b>		
Associated Organizations	978,572	1,179,294
Other Investments	977,025	1,277,747
<b>Total Investments</b>	<b><u>1,955,597</u></b>	<b><u>2,457,041</u></b>
<b>Current Assets:</b>		
Cash & Temporary Investments	237,271	73,497
Accounts Receivable	6,445,886	5,869,101
Inventory, Materials & Supplies	2,433,215	1,394,692
Other current assets	122,000	101,493
<b>Total Current Assets</b>	<b><u>9,238,372</u></b>	<b><u>7,438,783</u></b>
<b>Deferred Debits</b>	<b>-</b>	<b>-</b>
<b>Total Assets</b>	<b><u>\$61,694,743</u></b>	<b><u>\$63,529,277</u></b>
<b>EQUITIES &amp; LIABILITIES</b>		
<b>Equities:</b>		
Patronage Capital	\$14,856,919	\$16,886,196
Other Equities	405,296	432,645
<b>Total Equities</b>	<b><u>15,262,215</u></b>	<b><u>17,318,841</u></b>
<b>Long-Term Obligations</b>	<b>34,600,645</b>	<b>36,227,439</b>
<b>Current Liabilities:</b>		
Current Maturities of Long-Term Debt	787,440	867,221
Notes Payable- Line of Credit	3,742,248	405,115
Accounts Payable	4,625,190	5,607,981
Member Deposits	378,869	531,365
Accrued Taxes	222,966	315,355
Other Current Liabilities	1,342,877	1,528,935
<b>Total Current Liabilities</b>	<b><u>11,099,590</u></b>	<b><u>9,255,972</u></b>
<b>Deferred Credits</b>	<b><u>732,293</u></b>	<b><u>727,025</u></b>
<b>Total Equities &amp; Liabilities</b>	<b><u>\$61,694,743</u></b>	<b><u>\$63,529,277</u></b>

## CEO Report

(Continued from page 4)

co-op members to contact their elected officials and urge them to pursue fair, affordable, and achievable climate change goals. Nationwide, almost 500,000 co-op members have contacted their lawmakers on the issue. We'll have postcards available at the annual meeting so you can join the campaign.

Along with the "Together We Save" promotion mentioned earlier, we have implemented other programs to help you reduce energy consumption. For our Wisconsin members, we have partnered with Focus on Energy, an organization that offers rebates and incentives for energy-efficiency projects. Members in both Wisconsin and Illinois can take advantage of rebates for replacing old appliances with new, energy-efficient models as well as tax credits for energy-efficiency and renewable energy projects. These incentives are part of the federal stimulus bill.

With the tough economy, energy consumption throughout the country has declined substantially from previous years. That decline impacts the energy business in several ways. For the most part, prices for commodities, like natural gas, have moderated from high levels in 2008; this is a good thing. However, on the flip side, net electric prices nationwide are actually increasing on a per unit basis because large fixed costs, like power plants, are spread over fewer units. As a result of this situation and other factors, like weather, utilities are exploring rate designs that "decouple" revenue from actual usage. Rock Energy will evaluate decoupling rates in the future to see if they make sense for the cooperative.

As most of you already know, as a cooperative, our members participate financially through our capital credit program. In the past seven decades, Rock Energy has paid out nearly \$9 million to members through capital credits. This is real money going back to our members, which reduces their overall energy costs.

Besides trying to keep your energy rates as affordable as possible, we're also working with people who are having trouble paying their energy bills. Today's economy has spurred an increase in the number of members with past-due accounts. To help these members, we launched Rock Cooperative Care in 2009. It supplements the federally funded energy assistance program and benefits members who otherwise might fall through the cracks—those whose incomes are too high to qualify for federal programs but too low to make ends meet. If you think you

qualify, please consider applying for assistance.

Rock Cooperative Care is funded in part with members' generous donations to Project Lift Up. More than 130 members have volunteered to pay a little more on their energy bill each month or make a one-time donation to help their neighbors in need. Project Lift Up is truly making a difference in the lives of our members, but we need your support. If you'd like to join the program, we'll have sign-up forms available at the annual meeting or you can give us a call.

In his report, Board Chairman Weber discussed our ongoing legal dispute with the village of Rockton. I just want to reiterate that we are committed to providing safe, reliable, and affordable energy to every single co-op member. Chairman Weber also mentioned our new South Beloit facility, which significantly improved service to our newest Illinois members.

In addition to investing in new facilities, we continue to maintain and update our existing assets to ensure that our lines, wires, and pipes provide the quality of service that you deserve. In 2009, we completed the process of installing Automated Meter Reading devices in our Illinois territory. These units ensure more accurate and dependable meter readings and are similar to those we've used successfully in Wisconsin for many years. We also installed a total of 233 new services—188 electric and 45 natural gas—in 2009.

Financially, the cooperative is in good shape with all obligations and requirements satisfied. I encourage you to review the financial statements on Page 28.

Finally, I want to recognize the board and employees at Rock Energy for their diligence during the past year in providing members—the most important part of our co-op family—with energy services. We truly appreciate the opportunity to serve you. Please join us on March 29 at the Eclipse Center in Beloit for the annual meeting and dinner to learn even more about your co-op. I'll see you there. ■



Shane Larson, CEO  
Barbara Uebelacker,  
Editor

P.O. Box 1758  
2815 Kennedy Rd.  
Janesville, WI 53547

P.O. Box 126  
15229 Willowbrook Rd.  
South Beloit, IL 61080

(608) 752-4550 • (866) 752-4550