WREN

WYOMING RURAL ELECTRIC NEWS

JUNE | 2017



OFFICIAL NOTICE of the

Most Important Issue

annual meeting of the membership for CARBON POWER & LIGHT

THIS ISSUE HIGHLIGHTS CARBON POWER & LIGHT'S ANNUAL MEETING OF THE MEMBERSHIP: REPORTS, FINANCIAL STATS, AND DIRECTOR CANDIDATE PROFILES \sim MAKING THIS THE MOST IMPORTANT ISSUE.

SATURDAY, JUNE 24, 2017

CARBON POWER & LIGHT'S

76th Annual Meeting of the Membership

 \sim

Platte Valley Community Center 210 W. Elm St. Saratoga, WY 10:30 a.m.

 \sim

Complimentary BBQ
Bingo
Energy Efficiency Information
Capital Credit Checks
Door Prizes
Cash Give-a-Way

SEE YOU THERE!

details inside



CARBON POWER & LIGHT IS GUIDED BY A SET OF SEVEN COOPERATIVE PRINCIPLES.

We make sure our focus is on you - our Member-Owners

1

VOLUNTARY AND OPEN MEMBERSHIP

Cooperatives are voluntary organizations open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.



AUTONOMY AND INDEPENDENCE

Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.



DEMOCRATIC MEMBER CONTROL

Cooperatives are democratic organizations controlled by their members, who actively participate in setting policies and making decisions. The elected representatives are accountable to the membership. In primary cooperatives, the members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.



EDUCATION, TRAINING, AND INFORMATION

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public, particularly young people and opinion leaders, about the nature and benefits of cooperation.



3

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership.

Members allocate surpluses for any or all of the following purposes: developing the cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership



COOPERATION AMONG COOPERATIVES

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures.



CONCERN FOR COMMUNITY

While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.





BIG prizes!

Member-Owners who register at the annual meeting and attend the business meeting portion of the meeting in person will be entered in a drawing for a chance to win wonderful prizes!

Prizes valued at almost \$15,000

including Cash, a Flat Screen TV, 1/4 Beef,

Billing Credits, Registration Gifts, and MORE!





OFFICIAL NOTICE

FOR CARBON POWER & LIGHT, INC.'S

76TH ANNUAL MEETING OF THE MEMBERSHIP

Carbon Power & Light, Inc. invites you to the 76th Annual Meeting of the Membership that will be held at the Platte Valley Community Center, 210 W. Elm St. in Saratoga, Wyoming.

Registration begins at 10:30 a.m., complimentary lunch at 11:00 a.m., bingo at 11:30 a.m. and the business meeting will begin at 12:30 p.m. on Saturday, June 24, 2017.

The purpose of the meeting is for the election of one (1) Director from each district for a term of three (3) years and for the transaction of such other business that may come before the Membership.

Plan now to attend and make this the best Annual Meeting we have ever had.

Gary Jacobsen, Secretary



AGENDA

FOR CARBON POWER & LIGHT, INC.'S
76TH ANNUAL MEETING OF THE MEMBERSHIP

- Call to Order
- Pledge of Allegiance and Invocation
- Welcome and Introduction of Guests
- Establish a Quorum
- Approval of the minutes from the 2016 Annual Meeting of the Membership
- President and Manager's Report
- Treasurer's Report by Daniel Hodgkiss
- Recognition of Scholarship Recipients
- Employee Service Awards

- Tri-State Report by Director Richard Clifton and Senior Vice President of Generation, Barry Ingold
- WREA Report by Exec. Director Shawn Taylor
- Report of Board Elections
- Unfinished Business
- New Business
- Adjournment

*Door Prizes will be given throughout the course of the meeting.

BOARD OF DIRECTORS



Carbon Power & Light, Inc. Saratoga WY.

Laurie Forster Board President

Gerald Rabidue Board Vice President

Gary Jacobsen Board Secretary

Daniel Hodgkiss Board Treasurer

Clay Thompson Director

Robert J. Johnson Director

Kenny Curry Director

Jim Rogers Director

Richard Clifton Director

Carbon Power & Light is a non-profit, memberowned, member served electric utility cooperative serving approximately 4,000 Member-Owners with 26 full time employees. Approximately 6,100 meters cover a span of 4,500 square miles with an average of 3.2 Member-Owners per mile of power line in Albany and Carbon Counties.



Carbon 100 E Light Lines

Your Touchstone Energy® Cooperative



100 E. Willow Ave. • Saratoga, WY • 82331-0579 307.326.5206 • 800.359.0249 www.carbonpower.com

June 2017

Official Notice

Carbon Power & Light's 76th Annual Meeting

June 24, 2017 10:30 a.m.

Platte Valley Community Center

210 W. Elm St., Saratoga, WY.



Inside

Board President - General Manager's Report - page 2-3

Director Candidate Profiles - page 4-5

Minutes of the 2013 Annual Meeting-page 6-7

Financials - page 8-9

Voting Information for District 2 Member-Owners - page 10

JOINT PRESIDENT AND GENERAL MANAGER'S

REPORT

Laurie Forster

Carbon has had another year to be proud of and we are happy to complete our 76th annual meeting joint report.

During our 76th year, we have completed a four year construction work plan (CWP) for system improvements that will serve our Member-Owners with improved system reliability. As our system continues to age, we will need to constantly complete system upgrades for the continued quality service to our Member-Owners. We are currently in the process of obtaining Rural Utility Service (RUS) financing for the CWP.

We had a sound year that will allow us to retire \$707,354 in capital credits this year. This represents 5% of the balance owed to Our Member-Owners and puts us close to a 20year rotation. Please review the financial information included in this notice.

Our system has been hammered by the wind this year and that has resulted in increased outage time in certain areas. Your Linemen have braved the servere weather and soldiered on to keep the lights on no matter the conditions. We will continue to evaluate our power line failures and use good technology to harden our system to better withstand our extreme conditions. If you drive from Walcott Junction to Laramie, you'll notice that WYDOT has also seen the results of these extreme conditions, I ran out of digits just trying to count all the blown over signs, poles and damaged structures.

We have redesigned your power bill

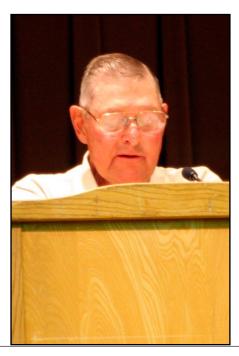
to incorporate choices to help us control the costs of bill presentation and payment options. We now offer an invoice option multiple accounts that list all amounts and does the math as well. We display the date of your last payment, 24 months usage history, important messages and a Smarthub logo to let you know we have even more data available online.

We are so proud of all our Employees' efforts to provide you our Member-Owners the quality friendly service you have come to expect from your cooperative, Carbon Power & Light, Inc.

Russell Waldner

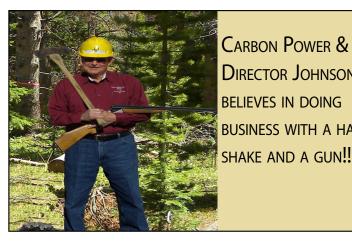








BOB JOHNSON RETIRES AFTER 36 YEARS!!!!



CARBON POWER & LIGHT'S DIRECTOR JOHNSON BELIEVES IN DOING **BUSINESS WITH A HAND**



Roast him and Toast him . . . and send him on his way!!! Thanks for the years!!!





For 36 years Bob Johnson has attended Board meetings at Carbon Power and Light Inc.'s headquarters. Bob served as the President for 24 of those 36 years. Following in the footsteps of his father. Bob was elected to the Board in 1981. Bob was then selected as Carbon Power & Light's Board President in 1991 and served in that capacity until 2015. Recognizing the importance of the Rural Electric Program and what it meant to Carbon's Member-Owners took on a whole new meaning of "keeping the lights on" for those we serve...you...our Member-Owners.

Never one to mince words, Bob's straight forward leadership skills has helped Carbon stay on track. In his own words "I went to school in a time without electricity," says the longtime Elk Mountain rancher. His goal was to keep up with what's

happening out there in the world. When NRECA created its Cooperative Credentialed Directors program, Bob was one of the first at Carbon to receive his certificate. In doing so he recognized the value of standing shoulder to shoulder with other Cooperatives to address critical issues that could possibly impact the REA/ RUS program. At Carbon he insured measures were taken to maintain a welltrained employee group and the need to purchase the equipment for Carbon's employees to work safely and efficiently. Bob also recognized the need to insure that his fellow Board Members were afforded the opportunity to participate in Cooperative related educational programs and the need to sometimes step out of the comfort zone and think outside the box. All the while keeping the focus on quality service for outrMember~Owners.

If you ever had the

opportunity to witness one of Bob's joint reports at Carbon's Annual Meeting known as the "Chuck and Bob Show" where neither of them over the years was able to accept the role of simply being the "straight man", in this sometimes comedy routine. No matter how serious the issue or issues reported, Bob has always had a way of putting the Membership at ease.





DIRECTOR CANDIDATE



Bill Sherwood

District 2 Candidate



Carbon Power & Light, Inc. Members I want to take this opportunity to let all of you know that I am applying for the open seat for District #2 on the Carbon Power & Light's board of directors. This position has been held by Robert Johnson for the past many years! Now that he has decided to retire I would like to take this opportunity to ask for your support for this position. I have sat on the nominating committee in the past and understand the importance of the board members for our organization. I feel the need to let you know who I am and what I have been doing here in Carbon County over the last forty plus years. I moved to Arlington in 1976 when I started working for the Wyoming Highway Department. I worked there for a couple years and then ended up in Elk Mountain working for Wyoming Department of Transportation (WYDOT). I worked there for the next 16 years on their maintenance crew. Then I was promoted to the Crew Leader position in Medicine Bow for 13 years. I was asked to transition up to the Elk Mountain foreman position when it came open in 2006. I held that management position until I retired from WYDOT in 2014.

I also devote time volunteering and

doing improvements for the fire department and ambulance service here in Elk Mountain. I had joined the Elk Mountain Volunteer Fire Dept. around 1980 and have held leadership positions throughout my career there. I was also asked by the County Commissioners to help start up an ambulance service to provide medical emergency assistance in our county. I served as the vice chairman and treasurer on that board for part of that time until I stepped down about 3 years ago. I held a town council position here in Elk Mountain during the earlier part of the 1990s for part of 2 terms until I went to Medicine Bow with my job. I continuously attend most of the town meetings to keep them informed of fire department issues.

I believe that I can represent all the members as Carbon Power moves into the future. I will be glad to listen to any concerns the members have with any part of this cooperative. Sincerely,

William (Bill) Sherwood





MISSION STATEMENT

Continually Communicate our Commitment to Community;

Dlan Productively, Perfect our Potential, and be Passionate about our Member-Owner's Perspective;

&

earn, Lead, and Light the way to a better quality of Life for our Member-Owners.

PROFILES



Albert J. "Jock" Faris District 2 Candidate

Dear Voters,

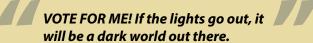
My name is Albert J. "Jock" Faris. I've been nominated to be on the Board of Directors for District 2 for Carbon Power & Light.

I think I can contribute to the cooperative and uphold the laws and bylaws, educate our younger people on where our electricity comes from, and how. Alternative electricity generates about 40% and power plants 60%. The EPA wants to place standards and upgrades on power plants, and that equipment required isn't even manufactured yet. If the cow dries up, there's no milk!

VOTE FOR ME! If the lights go out, it will be a dark world out there.

Let's fight for our electricity!

Sincerely, Albert J. "Jock" Faris







Laurie Forster District 1 Incumbent

Laurie Forster is one of three Board Members who represent District 1 on Carbon's Board of Directors. Laurie was elected in June of 2008 and is running unopposed. Laurie will serve another three year term.



Clay Thompson District 3 Incumbent

Clay Thompson is one of three Board Memebers who represent District 3 on Carbon's Board of Directors. Clay was elected in June of 2008 and is running unopposed. Clay will serve another three year term.

> "I believe our Co-op is in a solid position and will remain so due to our well educated and experienced staff and employees. We all need to appreciate them and their positive attitude."

Unofficial MINUTES of the 75th

2016 MINUTES OF THE 75TH







2016

CALL TO ORDER:

Director Jerry Rabidue called the 75th annual meeting of the membership to order at 12:36 p.m. on June 25, 2016 at the Platte Valley Community Center located in Saratoga, WY. The Pledge of Allegiance was recited by those in attendance followed by the invocation given by Director Jim Rogers.

WELCOME:

Director Jerry Rabidue welcomed the Membership and guests followed by introductions of the Board of Directors/spouses, Attorney and the General Manager.

OFFICIAL NOTICE OF QUORUM:

Corporate Attorney Hank Bailey reported that a quorum had been met by the Member-Owners present. Mr. Bailey reported that the minutes of the 74th Annual Meeting of the Membership, held June 27, 2015, was published in the June edition of the Carbon Light Lines. Mr. Bailey asked for a motion to approve the amended minutes of the June 27, 2015 minutes. A Member-Owner from the floor motioned to accept the minutes of the 2015 Annual Meeting of the Members as presented. The motion was seconded and approved by the Membership.

JOINT REPORT BY PRESIDENT LAURIE FORSTER AND GENERAL MANAGER RUSSELL WALDNER:

President Forster and Mr. Waldner asked the membership to review their report and watch a presentation put together by Mr. Parrie from the past and present operations over the last 75 years. Member-Owners were encouraged to



MEMBERSHIP MEETING

read the cooperative's publications; the WREN and the Carbon Light Lines. These two publications are vital in keeping the members up-to-date on issues that affect the day to day operations of the Cooperative

TREASURER'S REPORT:

Treasurer Daniel Hodgkiss reported on the 2015 audit by Blodgett, Mickelsen & Naef. Mr. Hodgkiss reviewed key areas such as the amount of taxes paid by the Cooperative, retired capital credits, revenue and statistical information.

STUDENT CERTIFICATES:

Certificates were presented to the 2016-2017 Scholarship recipients.

EMPLOYEE/DIRECTOR SERVICE

President Laurie Forster and General Manager Russell Waldner presented certificates and awards to the Employees and Directors for their years of service.

TRI-STATE REPORT:

Carbon's Board representative for Tri-State, Director Richard Clifton gave an overview of Tri-State's operations over the past year. Director Clifton stated that Tri-State wants to "Keep the Lights On". Mr. Clifton stated that Tri-State has had offices in Loveland, Denver and are now in Westminster. Tri-State works hard in keeping rates from increasing which benefits the membership.

Director Clifton introduced Ms. Jennifer Goss. Tri-State's Senior Vice President. and Member Relations. Ms. Goss stated that Safety, Reliability and Cost Containment were all very important

to Tri-State. Ms. Goss reviewed the clean power plan and the inaccurate assumptions of the regulations which ignores the costs to consumers and reliability. Tri-State is progressively addressing renewables and they forecast that 25 percent of the electricity delivered will come from renewable resources. Ms. Goss finished by stating that Tri-State has some challenges but will continue to use coal responsibly.

ELECTIONS:

Attorney Hank Bailey reported that the Nominating Committee met in April to review the bylaws as they pertained to the process of nominating and electing Board Members. In April, the Chairman of those committees reported their recommendations as follows:

District #1 -Incumbent Dan Hodgkiss from Saratoga

District #2 -Incumbent Jerry Rabidue from Rock River

District #3 -Incumbent Dick Clifton from Centennial

Since all three incumbents ran unopposed for their respective District seats, Attorney Hank Bailey stated they will continue to represent their District and serve another three-year term.

UNFINISHED BUSINESS:

No unfinished business was presented at this time.

NEW BUSINESS:

No new business was presented at this time.

PRIZES:

Many great door prizes were given away to several lucky winners! Member-Owners who were present at the business meeting were entered in the drawings. One lucky winner walked away with \$500 CASH! Sadly, there were also a few missed opportunities at the annual meeting. Had UPRSWDD representative been at the business meeting, they would have won \$1,500 cash; Katrina Bergeson would have won \$1,000 and David Bromley would have won \$750 but as it was, Phil R Kautz, who was present at the business meeting won the \$500 cash drawing!

ADJOURNMENT:

The 75th Annual Meeting of the Membership was adjourned at 2:17 P.M.



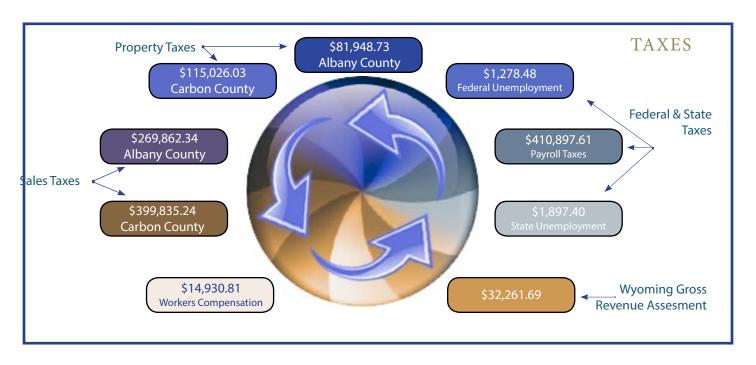
2015-2016 Financial Stats

Assets	2015	2	016
Total Utility Plant	\$ 40,445,816	\$ 4	1,603,525
Less Depreciation	\$ 13,084,108	\$1	3,399,768
Net Utility Plant	\$ 27,361,708	\$ 2	8,203,757
Patronage Capital	\$ 10,065,399	\$ 1	0,123,837
Investments	\$ 3,736,761	\$	3,641,302
Cash	\$ 409,641	\$	760,889
Other	\$ 3,394,730	\$	3,399,915
Total Assets	\$44,968,289	\$ 4	6,129,700

Liabilities	2015	2016
Member Patronage Capital	\$ 24,465,962	\$ 25,227,663
Other Margins/Equity	\$ 3,336,208	\$ 3,026,685
RUS/CFC/FFB Liability	\$ 15,036,882	\$ 15,789,859
Accounts Payable	\$ 1,009,944	\$ 1,039,576
Consumer Deposits	\$ 133,282	\$ 142,016
Other Liabilities	\$ 986,011	\$ 903,901
Total	\$ 44,968,289	\$ 46,129,700

Revenue & Expenses	2015	2016
Total Revenue	\$ 14,120,869	\$ 13,691,019
Power Cost	\$ 8,379,651	\$ 7,875,564
Transmission Expense	\$ 65,412	\$ 66,334
Distribution Expense	\$ 1,950,299	\$ 2,023,999
Customer Service	\$ 662,786	\$ 693,388
Sales Expense	\$ 17,233	\$ 20,955
Administration & General	\$ 728,263	\$ 775,458
Depreciation	\$ 933,575	\$ 1,018,180
Tax Expense	\$ 32,776	\$ 48,351
Interest & Other	\$ 588,543	\$ 599,482
Total	\$ 13,358,538	\$ 13,121,711

Margins	2015	2016
Operating Margins	\$ 762,331	\$ 569,308
Non-Operation Margins	\$ 133,852	\$ 121,456
Allocated Affiliated Organization Capital Credits	\$ 519,185	\$ 343,873
Net Margins	\$ 1,415,368	\$ 1,034,637





{SCHOLARSHIPS}

ongratulations

Carbon Power & Light awards \$8,000 in scholarships to High School students from Albany and Carbon Counties as part of its Commitment to Community Program.

> Announcing the 2017 Carbon Power & Light, Tri-State G&T and Basin Electric scholarship winners.

The Board of Directors congratulate our member students and their families and wish them the very best in continuing their education.

Tri-State G&T \$500 Scholarship



Bailey Miller Encampment H.S.



Sarah Burton Saratoga H.S.

Carbon Power & Light \$1,000 Scholarship



Katie Loose Saratoga H.S.



Konnar Knotwell Encampment H.S.



Alicia Zaragoza Saratoga H.S.



David Decker Laramie WY.



Paige Trent Laramie H.S.



Michelle Bunce Rock River H.S.

Basin Electric \$1,000 Scholarship



Meredith Lincoln Saratoga H.S.

VOTING INSTRUCTIONS ~ 4 EASY STEPS

Attention Member-Owners~

Members from District 2 will be the only district voting this year. Board of Directors for District 1 and 3 are running unopposed; therefore, Member-Owners within these two districts do not need to vote.

How do I know if I reside in District 2? You are a Member-Owner from District 2 if you receive electrical service in Elk Mountain, Rock River, Medicine Bow, McFadden or in Arlington.

Voting is a very important part of member participation in the democratic process of the Cooperative.

VOTING BY MAIL:

-Mark your vote on the ballot L below and place your ballot in the envelope marked "ballot envelope" and seal.

-Place the ballot envelope in the 2 postage paid reply envelope and seal. Both the ballot and business reply envelope are provided for you and are located in the middle of this magazine.

3-On the back of the Business Reply envelope, write your account number on the line provided. Your account number can be found on the address label on the front cover of this magazine just above your name. Then sign your name on the line provided and indicate your business title if applicable.

-Mail the Business Reply envelope. ♣Ballots must be returned in the envelopes as described above in order to be valid. Ballots must be received by 4:30 p.m. on Friday, June 23, 2017. Please allow sufficient time for delivery.

VOTING IN PERSON:

Should Members decide to vote at the Annual Meeting on June 24th at Platte Valley Community Center, (210 W. Elm St. in Saratoga, WY.), please bring this magazine with you for correct registration identification. A ballot box will be provided from 10:30 a.m. to 12:30 p.m.

WHO CAN VOTE?

Single Membership:

If a membership is single, not joint, only the Member whose name is on the account is registered and eligible to vote.

Joint Membership:

A joint membership with two or more names is entitled to only one vote. If one Member is away, the other can still vote.

Businesses, Churches, Schools or Other Organizations:

For memberships listed as businesses, churches, schools, or other organizations, only the authorized Member may vote on the ballot.

Validity of Ballots:

Valid votes shall be only those timely and properly received as outlined in these instructions. Ballots mailed-in are not valid unless returned in the two enclosed envelopes provided in this Notice.

Questions:

Call 800.359.0249 or 307.326.5206 Monday through Thursday, 7 a.m. to



Carbon Power & Light, Inc.

The Official 2017 Voting Ballot

District 2 Board of Director Election

Three Year Term

SATURDAY, JUNE 24, 2017

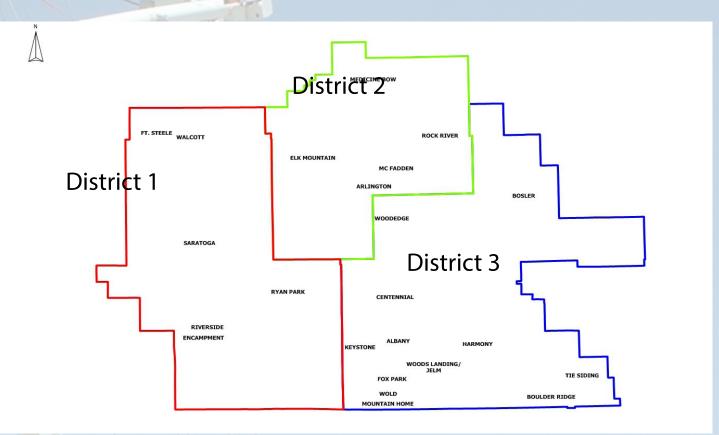
To Vote: Completely fill in the oval beside the name of the candidate of your choice and follow the "voting by mail" instruction as outlined above.

Candidate William "Bill" Sherwood

Candidate Albert J. "Jock" Faris

CARBON'S SERVICE TERRITORY





District Board of Directors

District 1

Gary Jacobsen - Encampment Daniel Hodgkiss - Saratoga Laurie Forster - Saratoga

District 2

Robert J. Johnson - Elk Mountain Gerald Rabidue - Rock River Kenny Curry - Rock River

District 3

Richard Clifton - Centennial Clay Thompson - Big Laramie Jim Rogers - Little Laramie

Quick Overview

2015-2016

6,221 Meters

26 Employees

121 Miles of Transmission Line

1,672 Miles of Distribution Line

158 Miles of Underground Line

3.2 Member-Owners per Mile of Line

\$0.112884 Residential kWh Rate

837 kWh's/mo. (avg.) Used for Residential/Rural

240 kWh's/mo. (avg.) Used for Seasonal

3,554 kWh's/mo (avg.) Used for Irrigation

1941 Year Incorporated

Power Supplier - Tri-State Generation & Transmission

CO-OP MEMBER-OWNERSHIP What's In It For Me?



You set up your electric service account with Carbon Power & Light and you think to yourself, "That's done. Now I just have to pay my monthly bill." But the truth is we're more than just a utility provider that you pay each month for electricity. We have more to offer – and we want you, our Member-Owners, to know about these benefits.

There are more than 900 electric cooperatives in the U.S. that serve 42 million Member-Owners. Carbon Power & Light, your local electric cooperative, serves 3,997 Member-Owners with lines stretching across 1,925 miles. So what makes being a Member-Owner of an electric cooperative unique?

We're all in this **together.** You are a Member-Owner of Carbon Power & Light – not a customer. And that means you have a voice when it comes to the way we do business. In June of each

Exploring the unique benefits of Cooperative Member-Ownership

year, you have the option to vote for your Board of Directors. These directors play a key role in making important decisions for our co-op, which is why Member-Owners' voices must be heard.

We're local. It's likely that you know an employee of Carbon Power & Light. Our employees – your friends and neighbors share the same concerns for our community that you do. Each year, Carbon Power & Light participates in community activities/ organizations, (4-H/ FFA clubs, school safety demonstrations, the Youth Leadership Program, scholarships, etc.). To learn more about our mission to strengthen our community, visit www.carbonpower. com.

We're not-for-profit.

Carbon Power & Light doesn't offer profits to investors—we return money over and above operating costs to you, our Member-Owners, based on electricity consumption. Annually, electric co-ops nationwide return millions of dollars to Member-Owners through this capital credits process. This year, Carbon Power & Light Member-Owners will receive \$486,879 in the form of capital credits.

We're here for you.

At Carbon Power & Light, our mission is to provide you with safe, reliable, and affordable electricity. We care about our Member-Owners' quality of life, which is why our employees are continuously finding innovative ways to improve our service.

These are just a few facts about electric cooperatives that make us unique. For more information about Carbon Power & Light and the services we offer, visit www.carbonpower.com.