

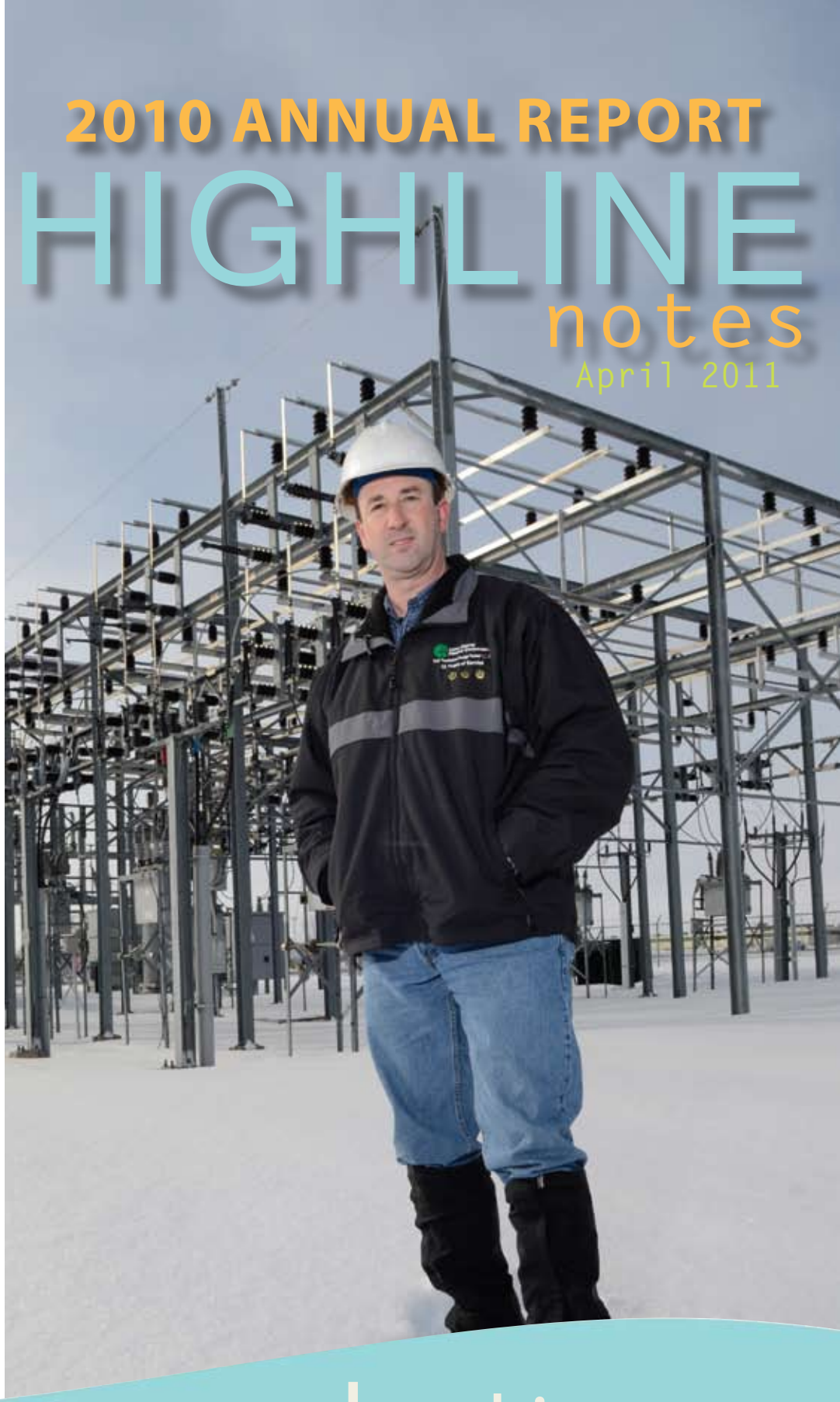


2010 ANNUAL REPORT

HIGHLIGHTS

notes

April 2011





Scott W. Handy
President and CEO



Jane Lindemann
Executive Assistant



Brad Schmidt
Sr. VP of Transmission and
Distribution Services



Marshal Albright
VP of Member and
Energy Services



Chad Sapa
VP of Corporate
Services/ CFO



Tim Sanden
VP of Information
Technology/ CIO



Wendy Loucks
Board Chairman
District 5, Fargo



Russell Berg
Vice Chairman
District 6, Horace



John Froelich
Secretary
District 1, Valley City



Sid Berg
Treasurer
District 8, Colfax



Bill Bertram
District 2, Valley City



Douglas Anderson
District 3, Arthur



Jeff Triebold
District 4, Fargo



Steve Swiontek
District 5, Fargo



Robert Huether
District 7, Lisbon

LOOKING OUT FOR YOU

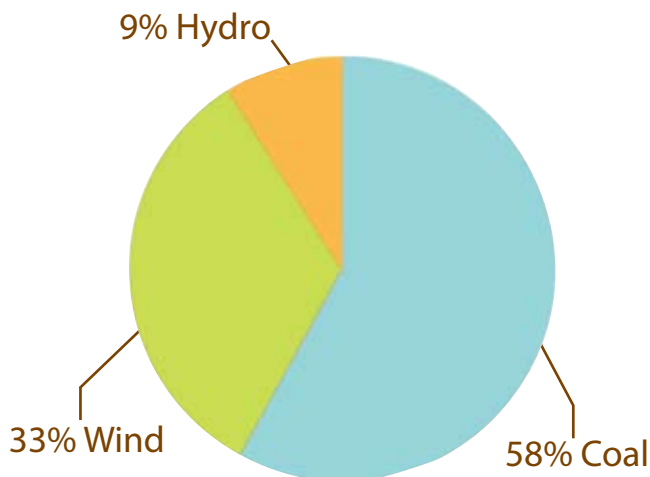
The mission of Cass County Electric Cooperative (CCEC) is to meet our members' energy needs with excellent service consisting of reliable and affordable electricity while upholding our core values of integrity, innovation, accountability and commitment to community.

As a member of CCEC, you are an owner and you have a voice. CCEC's service territory is divided into eight districts. The board director that speaks for your district is available to answer questions and to listen to your concerns. If you would like to get in touch with your director, call 701.356.4400 and we will put you in touch with the appropriate director.

YEAR END 2010 FACTS

- 35,241 total accounts
 - * 30,955 residential
 - * 4,096 commercial and other
 - * 190 irrigation
- 10,476 load management devices
- 4,707 miles of line
- 32 substations
- 949,128,606 kWh sold in 2010
- \$81,323,053 million in revenue in 2010
- 96 full-time employees
- Organized in 1937
- Service in all or parts of Cass, Barnes, Traill, Richland, Ransom, Sargent, Dickey, LaMoure, Steele, and Stutsman Counties
- Wholesale power supplier is Minnkota Power Cooperative, Grand Forks, ND

ENERGY MIX



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On the cover: Top left Bobby Koeplin helps in Fort Ransom; Center left Bob Miller places an off-peak meter; Bottom left Alison Slag in member accounts; Right Chris Erickson in front of Moderow substation.



Wendy Loucks
Chairman of the Board

Scott W. Handy
President/CEO

Dear Member Owners,

The year 2010 was a challenge for your cooperative and for us as cooperative members. We had some significant difficulties as well as some significant achievements.

Our challenges came on two fronts: continuing increases in the cost of wholesale power, coupled with a decline in energy sales to retail members. In basic terms, we were faced with a classic math problem: the cost of what we buy went up and the volume we sell went down.

We have an exclusive contract with Minnkota Power Cooperative to provide all the energy that we sell. The reason the contract is exclusive is that we, along with 10 other electric cooperatives, own Minnkota Power so we are in fact buying from ourselves. Historically there have been many advantages with this arrangement, the most important being that we have control of the power supply system all the way from the edge of the coal mine to the meter at our houses. Minnkota, in relation to the rest of the electric power industry, is a small and nimble player and has done a great job of providing us reliable, low cost power for many decades.

The difficulty with a power supply arrangement like ours is that it remains our arrangement even when the cost of buying somewhere else is less. There are many reasons for this, chief of which is that a guaranteed market for electricity (sales to member systems) is what gives lenders confidence in financing the huge investments Minnkota must make to generate and transmit power to where we can use it.

Minnkota has recently made enormous investments in equipment and processes to reduce emissions from its fleet of North Dakota lignite power plants. It has also invested heavily in new and improved transmission lines to deliver the increasing power needs of its members as well as the output of large-scale wind energy projects in our region. Almost all of the money to make these investments comes from borrowed funds which of course must be paid back. Along with the increased debt service and operating costs of these investments, Minnkota has also been faced with dramatically lower prices for the excess power it sells into the open wholesale power market, another classic math problem. The net results of these challenges were two wholesale power rate increases in 2010, at 5% each.

That's not the end of the story by any means. All of the challenges faced by Minnkota in 2010 have gotten worse, not better in 2011 and are unlikely to improve at all in the next year or so. This has put Minnkota in the very difficult position of initiating a 29.8% increase in wholesale rates effective March 20, 2011.

Almost 70% of the revenue CCEC takes in goes to pay wholesale power costs, so you can see how this translates into increasing retail rates for members. CCEC's average wholesale cost per kWh sold in 2010 was \$0.05763 compared to \$0.04641 in 2009.

CCEC has taken a number of steps to lessen the impact of these wholesale power cost increases for members. We've had a freeze on the number of employees for a couple of years, and in fact now have six fewer full time employees than just a couple years ago. We're stretching the life of our vehicles out, and when they do need replacing we're doing so with more efficient models. Employee benefits have been scaled back, and operating budgets for 2011 are actually lower than they were in 2010 even though the company continues to grow.

Another significant step taken by the board and management is to limit the amount of wholesale increase passed on in retail rates. By deferring a number of projects, cutting back the 2011 budget even more and absorbing about \$4.6 million of the increase we will pass on less than 60% of the actual wholesale rate increase from Minnkota to our members in 2011. This will have an impact on CCEC's financial performance in 2011, and it will also mean postponing a planned capital credit retirement. However, this is an extraordinary situation and it calls for extraordinary measures.

Despite the challenges mentioned above, CCEC experienced good financial performance in 2010. Independent auditors once again found our finance and accounting practices in order and gave us a clean opinion. By anticipating the increased wholesale costs and lower energy sales, we brought operating expenses in well under budget for the year and were able to have healthy margins.

We continue to focus heavily on the part of your electric bill that we can control – the cost of delivering electricity from the substation to the meter. This cost came in at 2.3 cents/kWh in 2010, compared to 2.2 cents/kWh in 1998.

Reliability was also very good in 2010, thanks to continued aggressive maintenance and favorable weather. We're especially pleased with a continued lower count of underground cable faults.

One item of historical significance happened in 2010 – after several years of reduced use of our Kindred office building, we accepted an offer from a local group to sell them the building in 2011 for use as a regional education and economic development center. This building has served CCEC since its inception. However, it became clear in recent years that the cooperative and the community would be much better served if the building was put to use by others. The few employees remaining in the Kindred office have moved to available space in Fargo. Of course, our Kindred area service center north of town remains fully staffed.

It is a real privilege to serve this great organization and to play a part in making life better in our region. We know that increasing electricity costs are not popular and are a challenge to household and business budgets. We'll continue to hold the line on our operating costs, keep reliability high, and live up to our core values of integrity, accountability, commitment to community, and innovation.

Scott Handy, President/ CEO
Wendy Loucks, Board Chair

LOOKING OUT FOR YOU

We're here to offer you advice when you're building a home or thinking of replacing a heating system and to offer you ways to make life a little easier, like paying your bill.

In 2010, we strived to be more than just a provider of electricity, we tried to assist you in many ways. Our member service staff was available to answer questions about your bill. If you had questions about your energy usage, we were here to answer those too.

But we were here for other reasons as well. If members wanted to replace their heating system, we encouraged them to call CCEC and let us help them find the most efficient option for their home. A total of 26 members that were planning to build brought in blueprints to CCEC and an energy expert analyzed their future home to help show them options on the most energy efficient heating and cooling system.

CCEC has always looked for ways to help you get the most of the service you pay for. Even little things like e-Bill and paperless billing have made life's little hassles, like bill paying, that much easier. In 2010, e-Bill participation increased by 25.7 percent and AutoPay increased by 19 percent. Paperless billing was introduced and by the end of 2010, 2,169 members signed up, saving the cooperative \$11,972 annually.

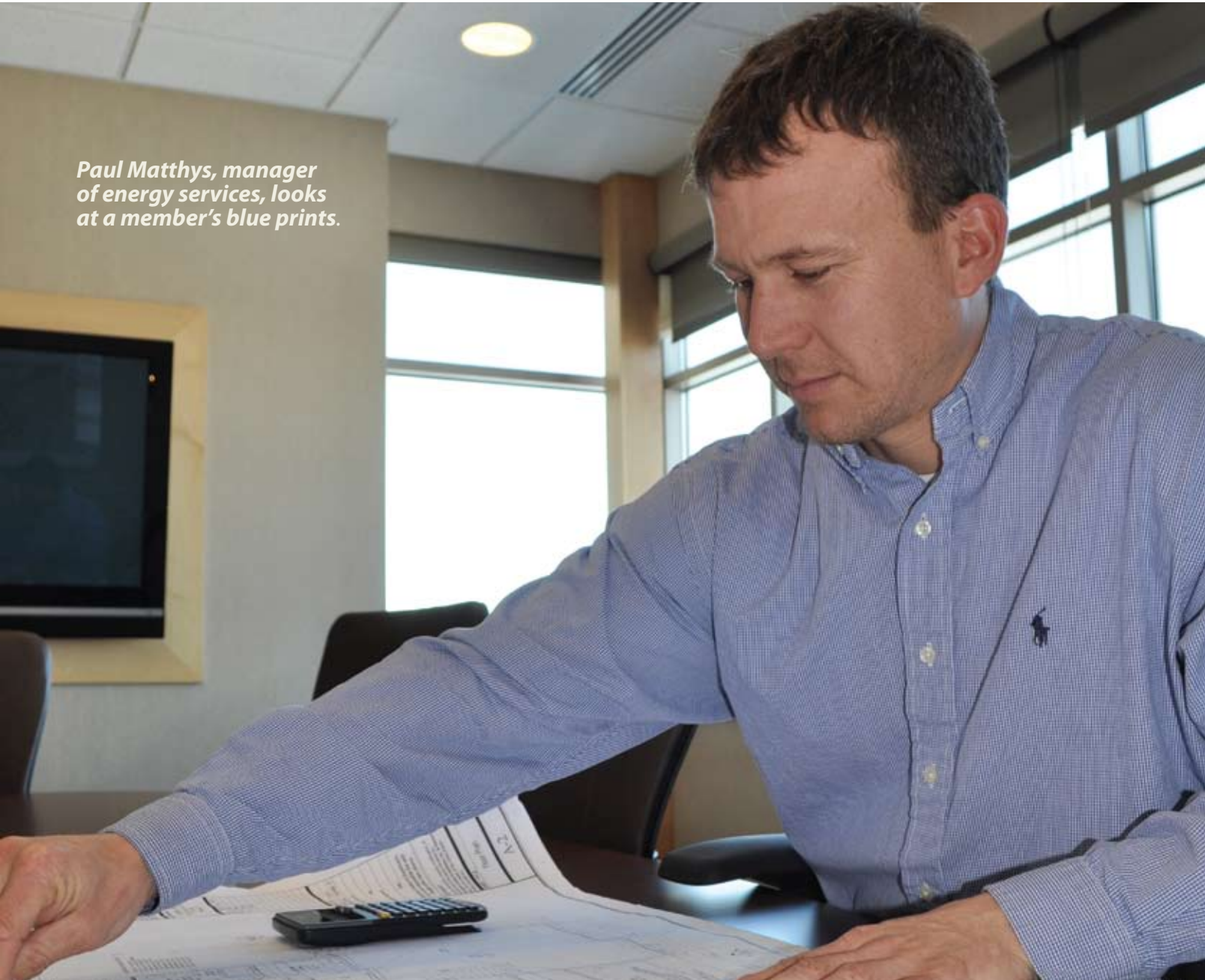
We continued to keep you informed. With rate increases, the North Dakota Utility Rebate Program, and more, we've had a lot to talk about. CCEC

is owned by the people it serves, so we feel our members deserve to be informed of what's going on at their cooperative.

In 2010, we kept you posted in ways that you've come to expect. We put Highline Notes and North Dakota Living magazine in your mailboxes, or online, as many of you have switched to a monthly notification versus receiving a paper copy. We've kept our website, kwh.com, up-to-date with news, energy tips and co-op events. This year brought some communication changes, too. We started reaching out to our membership through Facebook and Twitter which has allowed us to get you "breaking news" on outages, events and other important, timely information. Visits to kwh.com average 10,000 each month. We have 114 people who "like us" on Facebook and 136 who "follow us" on Twitter.

We also offered another learning opportunity - the Power Plant and Wind Tour. A total of 42 members traveled with guides from Minnkota Power Cooperative and CCEC to the Ashtabula Wind Energy Center where the group toured a wind tower. Next was an overnight stay in Mandan and a trip to the mine and power plant near Center, ND.

*Paul Matthys, manager
of energy services, looks
at a member's blue prints.*



LOOKING
out for your way of life

Bob Miller, energy management and conservation technician checks to make sure that the heat pump is connected and working with our off-peak system.



LOOKING

out for the way you use energy

LOOKING OUT FOR YOU

We're here to help you be more energy efficient and help you find ways to save energy in your home or business. Through products, rebates and conservation education, we can help you make these savings a reality.

CCEC has long been promoting efficient and conservative use of energy and 2010 wasn't any different. We feel it is the best way to off-set the rate increases we've been experiencing, and it's a win-win situation. Efficiency and conservation benefit your wallet, our power supply, and the environment. CCEC feels responsible to educate its members and give you the tools to be more energy efficient.

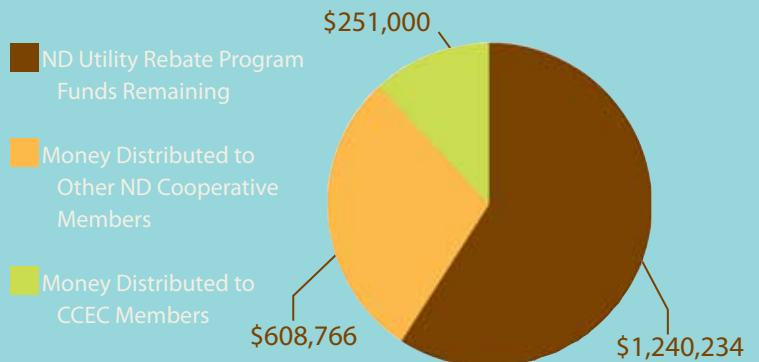
In 2010, our energy management and conservation department worked hard to provide members with information about heating and cooling options. The department maintained CCEC's off-peak programs, ending the year with 10,476 members participating in an off-peak program (that's almost one-third of our membership!). Through summer load control, our members saved \$2.68 million dollars. We had 220 winter heating control hours. The 2009-2010 winter control saved our members \$8.83 million. The summer and winter savings is equal to 15 percent of total cooperative revenue.

At the end of 2010, the energy management and conservation department had made over 110 visits to homes to investigate high use concerns or do an energy audit. In addition, many high use concerns were handled over the phone.

NORTH DAKOTA UTILITY REBATE PROGRAM

On June 1, 2010, rebate money became available through the American Recovery and Reinvestment Act. Rebate money is available for Energy Star qualified heating systems, water heaters and insulation. The rebates are available until the end of 2011 or until funds run out. Residential members are eligible to receive up to \$5,000 in rebates and commercial members are eligible for up to \$15,000. In 2010, CCEC processed over 230 rebates, adding up to over \$251,000.

2010 REBATES



CCEC's website, kwh.com, continues to be a great place to visit for energy saving tips, current news and a quick way to pay your bill. Here members can find a guide for a do-it-yourself home energy audit, information on off-peak programs and power outage information.

LOOKING OUT FOR YOU

The future looks bright for CCEC and its members. Recent updates to the Milton R. Young I & II power plants ensure that we have clean, adequate means of making energy in the years to come. We are fortunate to have an ample supply of lignite coal, right here in North Dakota. The wind turbines that now pepper rural North Dakota also represent energy security. In 2010, Minnkota Power Cooperative (CCEC's power supplier) invested hard work and money into acquiring means to generate and deliver energy in the future.

Looking ahead means planning ahead and that is exactly what Minnkota Power Cooperative has done when investing in power plant updates, wind energy and complying with the EPA requirements.

Technology played an important role at CCEC in 2010. We saved money and labor by using technological advances to read meters, receive outage information from members, and control and monitor equipment at substations from our control center.

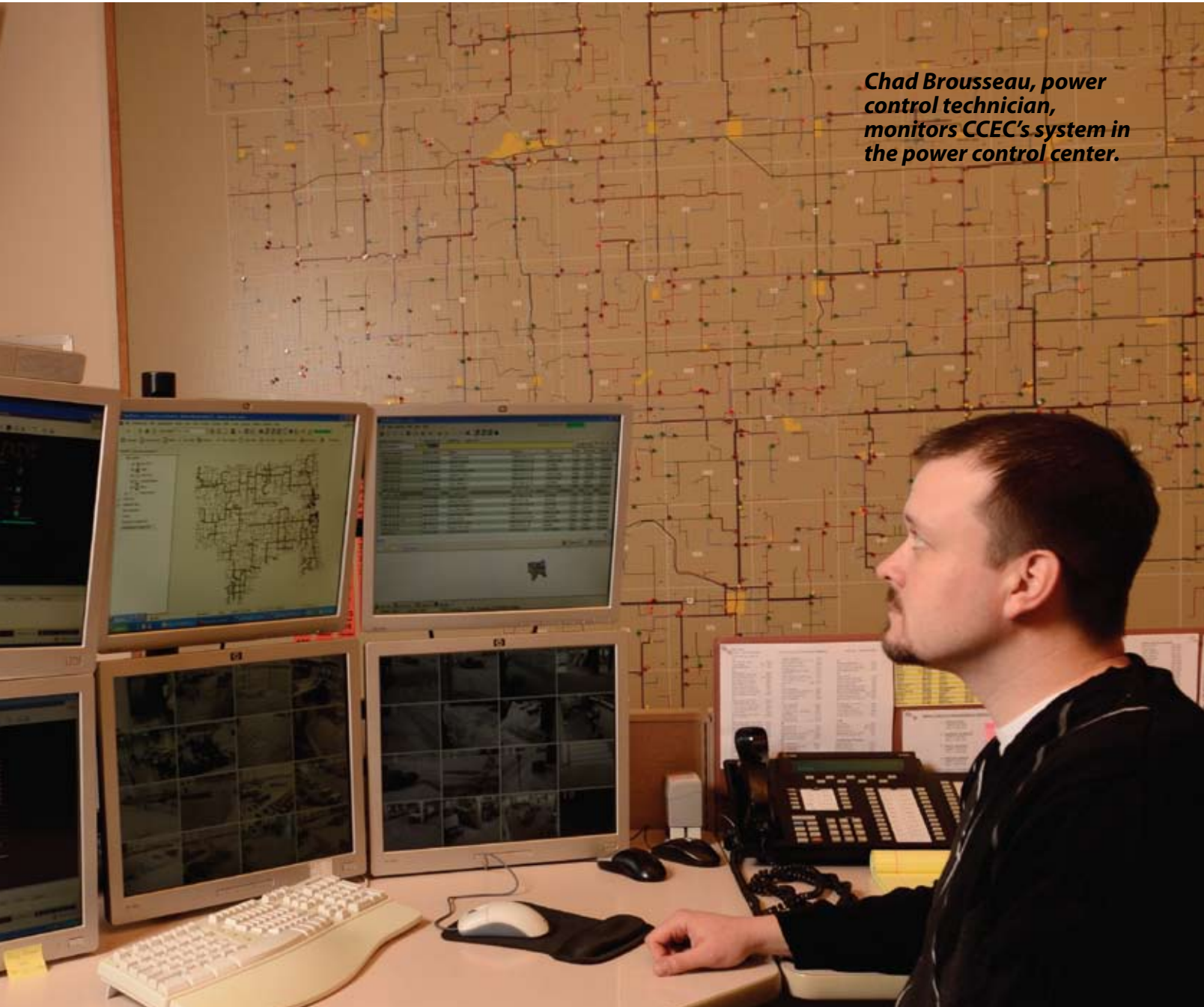
AMR (Automated Meter Reading) is the technology of automatically collecting consumption, diagnostic, and status data from an electric meter and transferring that data to a central database for billing, troubleshooting, and analyzing. This technology saves CCEC the expense of periodic trips to each location to read a meter. Another advantage is billing can be based on near real time consumption rather than on estimates based on previous or predicted consumption. This timely information coupled with analysis, can help both utility providers and members better control the use and production of

electric energy. By the end of 2010, 56 percent of the membership's energy use data was gathered using AMR.

SCADA (Supervisory Control and Data Acquisition) is a system that enables our power control center to monitor and control the power distribution system, including system load, and act accordingly when there are problems. CCEC first implemented SCADA in 1996. It has since become one of the co-op's most valued tools. Think of it as smart grid technology giving CCEC the ability to control equipment from its control center. A network of SCADA devices exist at 15 of our 32 substations and 12 other strategic locations on our distribution system. SCADA at CCEC means outages are often identified and restored faster than ever before. The SCADA system gives our power control center valuable information when it comes to an outage and other important system events. At times, outages are prevented because the SCADA system picks up on information that before, would go undetected.

IVR (Interactive Voice Response) is CCEC's automated outage reporting system that helps us identify outages and respond to them quickly. With the IVR system, members are able to report their outage and provide us with specific information. This process helps CCEC pinpoint the problem, so that line crews know exactly where to go to begin the restoration process. It is important that CCEC has members' current phone numbers as the IVR responds directly to the number the member is calling from. Please call and update your number or write your current information on the back of your next bill.

Chad Brousseau, power control technician, monitors CCEC's system in the power control center.



LOOKING
out for a bright future

*Justin Gronbeck,
journeyman
lineman, practices
pole top rescue
during a training
session.*



LOOKING
out for your cooperative

LOOKING OUT FOR YOU

We're here to keep your cooperative healthy. Through responsible management, safety training, and thorough planning, we're committed to staying strong, even when times are tough.

CCEC is dedicated to having a strong cooperative. We try our best to provide reliable, affordable energy to our members. In 2010, we decreased our budgeted operating costs to help offset rising wholesale costs. While rising energy costs are difficult, we have a lot of positive things to talk about too. The national residential cost per kWh in the U.S. was 11.63 cents, while in ND it was 8.15 cents. The average selling price per kWh sold at CCEC was 8.53 cents in 2010. Reliability is measured in several different ways, but we tend to look at an index called ASAI (average service reliability index.) This is the percent of time that electricity is available for your use. In 2010, our ASAI was 99.9783, meaning that out of the entire year, on the average, system-wide, you were without electricity for a total of 0.0217 percent of the time - or 114 minutes.

Part of maintaining a strong cooperative relies on a well-trained, safe staff. Throughout the year our lineworkers must complete over 80 hours of safety training and participate in other instruction that includes pole top rescue training (see picture on opposite page).

CCEC has offered an apprenticeship program since 2002 which was developed in cooperation with the U.S. Department of Labor/Bureau of Apprenticeship & Training. The program provides lineworker apprentices, whether seasonal or full-time, the opportunity of employment while gaining experience and training under actual job conditions which requires a high level of skill and competence. An apprentice must fulfill 8,000 hours of on-the-job training plus 300 hours of

safety training during the four-year program to earn journeyman status.

In 2010, lineworkers restored 1,519 outages. Of those, 467 were planned and 33 were due to power supply. Our lineworkers replaced 616 poles and placed 94 miles of primary underground cable. Our linemen also responded to the ice storm that damaged lines in western North Dakota in early 2010 by traveling to KEM Electric Cooperative, Mor-Gran-Sou Electric Cooperative, and Capital Electric Cooperative to assist in restoring power and replacing poles.

New residential accounts added in 2010 totaled 705, and new commercial accounts totaled 190. We continued to lose homes on our system to flooding and buyouts in 2010, with a total of 114 in Fargo and Cass County in the last two years. New service work orders that were opened are as follows: 1020 in Fargo, 25 in Valley City, 21 in Lisbon, 13 in Arthur and 37 in Kindred.

IdeaOne Telecom is a competitive local exchange carrier created in partnership with CCEC and North Dakota Telecom. IdeaOne had another growth year in a very economically challenged environment with total revenues of \$11,027,854. They were able to continue to invest in their infrastructure to serve the needs of their customers, employees and community. New services introduced in 2010 included video, cellular, voice over internet protocol (VOIP), and wireless high speed internet service was expanded.

LOOKING OUT FOR YOU

We're here to support the communities we serve. Be it celebration in summer parades or flood preparedness, we believe pulling together in good times and bad is what makes our communities strong.

Commitment to Community is one of our core values and we strive everyday to uphold that promise. A cooperative is owned by the people it serves and a strong community makes for a strong cooperative. Community pulls together in good times and in trying times.

CCEC holds member meetings each fall to give our members the opportunity to voice their concerns and opinions. In October of 2010, CCEC held meetings in Fort Ransom, Arthur, and Fargo. Representatives from CCEC gave a presentation about rising rates, the North Dakota Utility Rebate Program and the Co-op Connections Card, a member benefit program that launched in January of 2011. A total of 250 members were in attendance at the meetings.

In the spring of 2010, CCEC pulled together with the community to prepare for possible flooding. Fortunately, the flooding of 2010 was minimal in comparison to 2009, and we were able to save sandbags prepared in 2010 for the probable flooding in 2011. CCEC has placed a total of 8,000 sandbags throughout our service territory to protect equipment from spring flooding in 2011.

Linemen and other employees from CCEC participated in twelve parades throughout our service territory in 2010.

The CCEC sponsored RedHawks baseball game was on August 22. We gave out 1,200 tickets to members by holding a random drawing after members sent in registration slips for a chance to win. It was a hot summer day and we handed out over 2,000 ice cream bars to fans as they left the stadium.

CCEC employees traveled to Fort Ransom on September 17 to help the community prepare for the annual Sheyenne Valley Arts and Craft Festival. We helped

paint Sheyenne Hall and installed temporary fences throughout the town.

Each year, CCEC selects a high school student, based on an essay/poster contest, and sends the winner to Washington D.C. for the National Youth Tour. The event, which is organized by National Rural Electric Cooperative Association, enables youth to learn about the political process and meet members of Congress. In 2010, Michaela Bolgrean, of Chaffee, was selected to represent CCEC.

Operation Round Up is a program which rounds up members' monthly bills to the next whole dollar amount. The resulting funds are put into a special account used to assist local individuals and organizations in need. In 2010, a member participating in Operation Round Up donated an average of \$6. A total of \$138,719 was donated to organizations and individuals. Recipients include the Lisbon Public Library, Grandin Rural Fire Department, Lake Agassiz Habitat for Humanity, Colfax Park Board and individuals needing assistance with medical care and other emergency needs.

Each year, CCEC contributes \$500 to each of the 13 Dollars for Scholars chapters in our service area. Each local chapter chooses the recipient of the funds.

The Touchstone Energy Dinosaur Playland is located at West Acres Mall in Fargo. In 2010, the playland offered a safe, fun environment for children to play and also played updated videos on efficiency and electrical safety.

Through its Speaker's Bureau, CCEC provided educational opportunities to the public by speaking to groups such as Kiwanis and local Girl Scouts. CCEC employees performed 12 safety demonstrations and talked to 41 groups about energy efficiency and conservation.

Left: Tim Burkhart and his son, Max, smile after Max threw the first pitch for the RedHawks; Top right Wattson hands out candy on Halloween; Bottom right CCEC employee Dave Dubord helps in Fort Ransom.



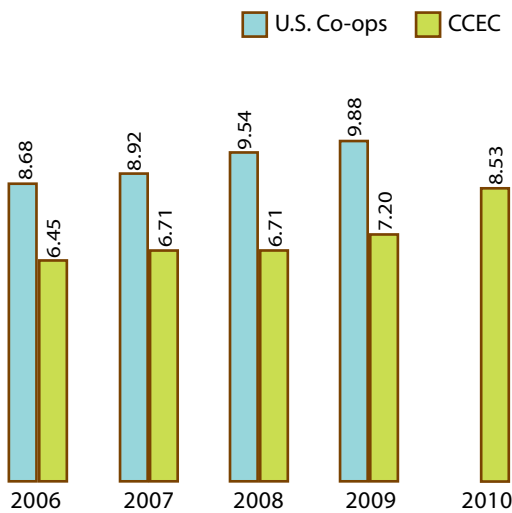
LOOKING
out for your community

Comparative Statistics

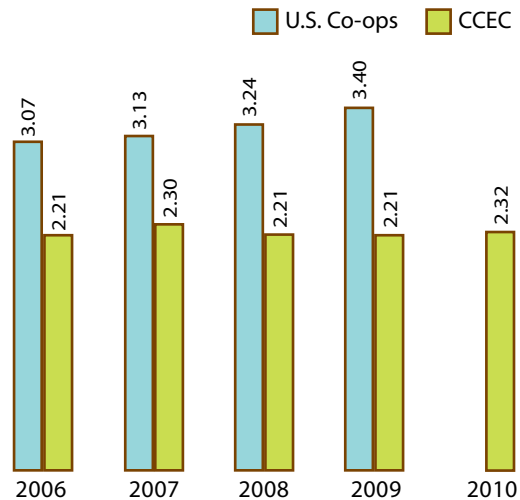
(excluding subsidiary)

	2010	2009	% Change
Member accounts served	35,241	34,339	2.6%
Total kWh sold	949,128,606	968,569,455	(2.0%)
Revenues	\$81,323,053	\$70,052,554	16.1%
*Avg. selling price per kWh sold	8.53¢	7.20¢	18.5%
**Power cost per kWh sold	5.76¢	4.64¢	24.1%
***Operating cost per kWh sold	2.32¢	2.21¢	5.0%
Employees (full-time)	96	97	(1.0%)

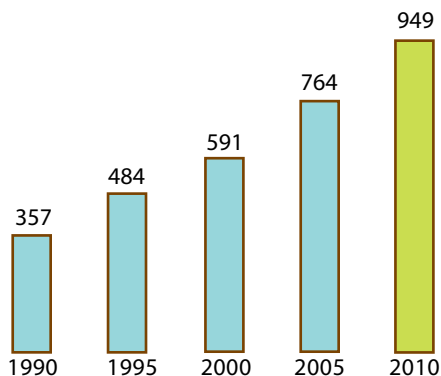
*2009 U.S. median 9.88¢, **2009 U.S. median 6.46¢, ***2009 U.S. median 3.40¢



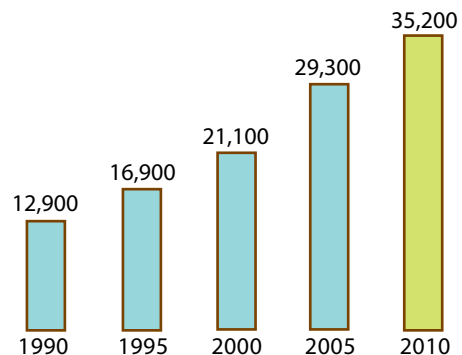
Avg. Selling Price/kWh
(excluding power costs)



Operating Costs/kWh
(excluding power costs)



kWh Sales Growth
(millions)



Member Growth
(rounded)

Consolidated Statement of Operations

	2010	2009
OPERATING REVENUES		
Electric	\$80,952,353	\$69,718,798
Other Electric	370,700	333,756
Non-electrical revenues	37,403	351,914
Total operating revenues	81,360,456	70,404,468
OPERATING EXPENSES		
Cost of power	54,701,746	44,955,941
Operations and maintenance	5,628,818	5,414,340
Member accounting	1,645,450	1,598,067
Member service, informational and sales	862,930	985,013
Administrative and general	3,073,591	2,842,607
Depreciation	5,176,475	5,003,830
Taxes	976,001	991,193
Interest on long-term debt	4,626,618	4,413,565
Non-electric cost of sales	16,999	293,725
Other electric	43,659	158,292
Total operating expenses	76,752,287	66,656,573
OPERATING MARGINS BEFORE CAPITAL CREDITS	4,608,169	3,747,895
OTHER COOPERATIVE CAPITAL CREDITS	197,600	181,556
NET OPERATING MARGIN	4,805,769	3,929,451
NON-OPERATING MARGIN		
Interest income	338,973	342,576
Income from affiliate - IdeaOne Telecom Group	764,381	750,714
Loss on disposal/impairment of investments	-	(458,242)
Miscellaneous	68,460	5,766
Total non-operating margins	1,171,814	640,814
MARGIN BEFORE EXTRAORDINARY LOSS	5,977,583	\$4,570,265
Extraordinary loss	(505,377)	-
NET MARGIN	\$5,472,206	\$4,570,265

Consolidated Balance Sheet

	2010	2009
ASSETS		
Electric plant		
In service	\$184,611,309	\$179,128,302
Electric plant under construction	3,637,706	4,091,688
Total electric plant	188,249,015	183,219,990
Less accumulated depreciation	43,261,304	41,112,226
Net electric plant	144,987,711	142,107,764
Other property and investments		
Investments in available-for-sale securities	656,014	259,724
Investments in held-to-maturity securities	655,755	958,872
Investments in associated companies	5,836,130	5,757,178
Investment in subsidiary plant, net	4,661	7,232
Other investments	7,022,463	7,077,464
Total other property and investments	14,175,023	14,060,470
Current assets		
Cash and cash equivalents	6,823,088	3,985,680
Current maturity of ERC loans	249,925	261,425
Accounts receivable, net	9,642,456	8,594,769
Unbilled revenue	2,456,000	-
Material and supplies	1,411,129	1,729,552
Prepayments	151,498	167,445
Deferred tax asset	230,000	-
Interest receivable	47,592	59,283
Total current assets	21,011,688	14,798,154
Deferred debits		
Past service pension costs	284,643	387,651
TOTAL ASSETS	\$180,459,065	\$171,354,039

Director's Expenses

2010 Director expense totaled \$134,390.

Per member cost equals \$3.81. Directors' expenses include fees paid for attendance at regular monthly board meetings, other industry related meetings including training and travel expenses, and insurance.

EQUITIES AND LIABILITIES	2010	2009
Equities		
Patronage capital	\$55,282,576	\$50,889,742
Other equities	5,914,485	5,777,913
Accumulated deficit of subsidiary	(30,860)	(807,482)
Accumulated other comprehensive gain	11,277	-
Total equities	61,177,478	55,860,173
Long-term debt, less current maturities	101,471,819	100,175,666
Accumulated provision for pensions and benefits	1,484,945	1,334,524
Current liabilities		
Current maturities of long-term debt	4,059,000	3,719,000
Current maturities of post-retirement benefits	150,000	120,000
Accounts payable - general	548,975	564,406
Accounts payable to associated co. - power costs	5,341,044	4,909,252
Unbilled power cost	2,225,000	-
Customer deposits	566,471	502,349
Accrued taxes	1,104,143	2,383,720
Accrued interest	292,239	101,079
Taxes payable	230,000	-
Other current and accrued liabilities	1,401,568	1,204,066
Total current liabilities	15,918,440	13,503,872
Deferred credits		
Consumers' energy prepayments	156,612	230,004
Estimated installation costs - special equipment	249,771	249,800
Total deferred credits	406,383	479,804
TOTAL EQUITIES AND LIABILITIES	\$180,459,065	\$171,354,039

Auditor's Statement

The financial statements for Cass County Electric Cooperative Inc. and subsidiary as of and for the years ended December 31, 2010 and 2009, have been audited by an independent accounting firm. An unqualified opinion was issued for each year. Copies of the complete audited financial statements are on file at the cooperative's office.



3312 42nd St. S., Suite 200, Fargo, ND 58104
800-248-3292
www.kwh.com

Cass County Electric is a member of Touchstone Energy, a national alliance of local, member-owned electric cooperatives providing high standards of service to all members, large and small. In order to qualify as a Touchstone Energy partner, electric cooperatives must be active members of their communities, dedicated to serving all members with integrity, accountability, innovation and commitment to community.

NOTICE OF ANNUAL MEETING LOOKING OUT FOR YOU

The annual meeting of the members of Cass County Electric Cooperative Inc., will be held at the Fargo Holiday Inn located at 3803 13th Ave S, Fargo, ND at 6:45 p.m.* on Monday, April 18, 2011, to take action upon the following matters:

1. The reports of officers, directors and committees
2. The election of two directors of the cooperative
3. All other business which may come before the meeting, or any adjournments thereof

Pursuant to the bylaws, the following members have filed petitions for directorship of the cooperative:

- District 4 Jeff Triebold (I)
- District 5 Steve Swiontek (I)

The election of a director in District 2 will not be held at the 2011 Annual meeting as previously announced.

The incumbent director is not seeking reelection and no nominations were received that met the Bylaw qualification requirements as established in Article III., Section 3.5.

In the interim the Bylaws authorize the Board of Directors to appoint a Director to serve for a term of one-year until elections can be held at the 2012 annual meeting. The newly elected director in district 2 at the 2012 annual meeting will fulfill the remaining two-years of a three-year term.

PROGRAM

- 5:30-6:45 p.m. Registration*
- 5:30 - 6:40 p.m. Meal
- 6:45 p.m. Call to Order/Welcome
 - Establish Quorum
 - Review minutes of previous meeting
 - Election of Directors
 - Board Chairman's & President's Report
 - Guest speaker: Robert McLennan,
President/CEO – Minnkota Power
 - Financial Report
 - Old and New Business
 - Open Discussion
 - Adjournment

*If a member has not registered or arrives after registration has closed, they will not receive "voting member" designation. Only registered members will be allowed to vote.


John Froelich, Secretary

Dated this 18th day of March, 2011

Due to potential major spring flooding across CCEC's service area, it is possible that the annual meeting will need to be postponed. Notice of postponement will be through media news releases and CCEC's web site, www.kwh.com. An alternative date of Tuesday, April 26, 2011 is the most probable annual meeting date in the event the meeting must be postponed.