



Agenda

(Mountain Time)

11 a.m.: Registration

Noon: Complimentary Meal

**1:15 p.m.: Special Meeting
of the Membership**

ATTENTION:

Persons with disabilities

If you plan to attend the annual meeting and require assistance because of a disability, please call the Roughrider Electric Cooperative office at least one week prior to the meeting.

Call Hazen at (800) 748-5533 or (701) 748-2293 or Dickinson at (800) 627-8470 or (701) 483-5111.

**Don't miss this
SPECIAL MEETING
of your cooperative.**

Your attendance
is important to
take action on the
proposed amendment.

NOTICE OF SPECIAL MEETING

Roughrider Electric Cooperative Inc.

PRIVATE NOTICE OF SPECIAL MEETING OF MEMBERS

Oct. 26, 2009

A special meeting of the members of Roughrider Electric Cooperative Inc. will be held at the Days Inn Grand Dakota Lodge, in Dickinson, N.D., on the 26th day of October, 2009, at 1:15 p.m. (Mountain Time) to take action upon the following matters:

1. To hear reports of officers concerning the corporation's business and financial affairs;
2. To consider and take action on the following proposed amendment to the Articles of Incorporation of Roughrider Electric Cooperative:

ARTICLE VI

The effective date of the Corporation is February 29, 2008. The duration of the Corporation is perpetual. The Corporation is organized without capital stock and the provisions of N.D.C.C. §10-15-05 sub. 6 through sub. 9 do not apply to it. There is one class of membership. ~~Upon liquidation, after all debts and liabilities of the Corporation shall have been paid and all capital furnished through patronage shall have been retired as provided in the Bylaws, the remaining property and assets of the Corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the seven years next preceding the date of the filing of the certificate of dissolution or liquidation, or, if the Corporation shall not have been in existence for such period, during the period of its existence. In the event of dissolution of the Cooperative, each member, including former members, shall receive his proportionate share of the Cooperative's property and assets based upon patronage, insofar as is practicable, after paying or providing for the payment of all debts of the Cooperative.~~

The language which appears with a line through it is proposed to be removed, and it is proposed that the underlined language be adopted to replace it.

3. To transact any and all other business which may come before the meeting or any adjournment thereof.

A complimentary lunch will be provided prior to the special meeting to be served at noon (MT) at the Days Inn Grand Dakota Lodge in Dickinson.

Roger Kudrna, secretary

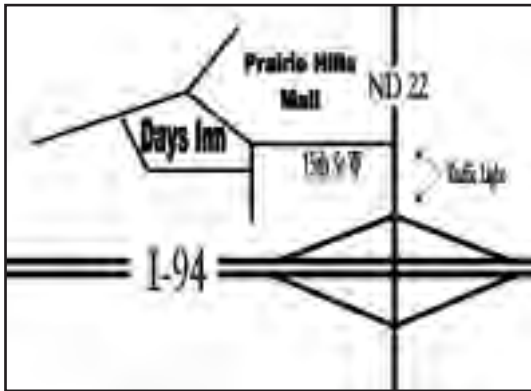
SPECIAL MEMBERSHIP MEETING

Monday, Oct. 26

Ballroom, Days Inn

Grand Dakota Lodge

532 15th St W, Dickinson



DIRECTIONS TO HOTEL:

NORTH: Travel south on Hwy. 22 to the intersection of 15th Street West. Turn right at stoplight and travel west. Hotel is located two blocks on the left.

SOUTH: Travel north on Hwy. 22, crossing I-94 overpass, north to intersection of 15th Street West. Turn left at stoplight and travel west. Hotel is located two blocks on the left.

EAST: I-94 Exit 61, turn right and travel north on Hwy. 22 N to intersection of 15th Street West. Turn left at stoplight and travel west. Hotel is located two blocks on the left.

WEST: I-94 Exit 61, turn left and travel north on Hwy. 22 N to intersection of 15th Street West. Hotel is located two blocks on the left.

MANAGERS' REPORT

Attend the special meeting

by Clayton Hoffman
and Don Franklund

As you will see in the center pages, a special meeting of the members is needed to take action on a proposed amendment to the Articles of Incorporation.

When the new Articles of Incorporation were filed with the secretary of state Feb. 29, 2008, the Article VI language was the same language as used by electric cooperatives across the nation. However, when the Internal Revenue Service (IRS) reviewed the language, it was not satisfied and requested the changes as indicated by the new language.

Roughrider Electric needs to have the approval of the IRS in order to preserve its tax-exempt status as a cooperative.

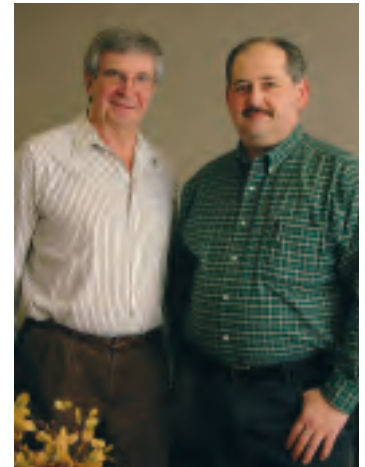
The change in language is quite straightforward and should not be controversial. However, we need member approval to make the change. It is extremely important that we have a quorum of members attend the meeting to approve the new language.

Please mark your calendars and attend this special meeting at 1:15 p.m. MT Monday, Oct. 26, at the Days Inn Grand Dakota Lodge in Dickinson.

A complimentary lunch will be provided prior to the special meeting beginning at noon.

Besides the business to transact during the special meeting, the managers will also update the members on future rate projections, the status of the carbon tax and answer any questions that the members may have.

Again, please take time to attend this important meeting Oct. 26. Nice visiting with you.



Hoffman and Franklund

Authorization to vote for other than 'natural' person

There are times at registration when someone wants a ballot to vote for an account other than a "natural" person. This could be a business, church or account not recorded by an individual's name. To assist in the registration, the person authorized by the board of directors of said account should complete this form and have authorizing signature to get voting forms. You may use this form or pick one up at the office.

2009 SPECIAL MEETING - ROUGHRIDER ELECTRIC COOPERATIVE INC.

VOTING AUTHORIZATION

I, _____ of _____
hereby authorize _____ to vote on all matters of concern to members of the
annual meeting of Roughrider Electric Cooperative Inc.

Signed _____ Dated _____

Picture yourself attending the

NATIONAL RURAL ELECTRIC

YOUTH TOUR

June 12-18, 2010

High School Juniors and Seniors...

You can win a weeklong trip to Washington, D.C.



DEADLINE
Wednesday,
Jan. 6, 2010



It's a week you'll never forget! Imagine a sunset cruise along the mighty Potomac River with hundreds of students from across the country to start off your week in D.C. Each day after that is filled with tours of historic monuments and museums like the Washington Monument, Holocaust Memorial Museum, the Smithsonian Museums and the Tomb of the Unknown Soldier. And it doesn't stop there. This all-expense-paid trip, compliments of Roughrider Electric Cooperative, includes an awesome Youth Day program and visits with North Dakota's congressional delegation. You'll learn about electric cooperatives, and why they care about young leaders like you.

So check it out at <http://www.youthtour.coop> and then write that winning essay and send it off to Roughrider Electric Cooperative by the Jan. 6, 2010, deadline. That's what Nicole Heller from Beulah did, and she won the all-expense-paid trip and the opportunity to represent Roughrider Electric Cooperative last June.

Essay contest guidelines for the Rural Electric Youth Tour:

- Students entering the contest must be a junior or senior in high school in the fall of 2010.
- The student and/or parent or guardian must be served by Roughrider Electric.
- The student must write an essay, not to exceed two standard 8 ½ - by 11-inch typewritten, double-spaced pages, on this topic: *"Touchstone Energy cooperatives have*

launched the 'Together We Save' campaign to promote energy efficiency and conservation nationwide. Why do you think energy efficiency and conservation are important priorities for electric co-ops and how can co-op members and communities achieve the savings in resources these priorities are intended to accomplish?"

- Essays may be submitted in either hard copy or electronic format to Roughrider Electric. Electronic submissions should conform to the two-page, double-spaced guideline described above. Each essay must be accompanied by a cover page displaying the student's name, date of birth, school and grade in 2010, parent or guardian's name, address and telephone number.
- Essays must arrive at Roughrider Electric no later than Wednesday, Jan. 6, 2010. E-mailed entries should be directed to: bquenette@roughriderelectric.com or lhibl@roughriderelectric.com; hard-copy entries should be mailed to: Youth Tour Essay Contest, Roughrider Electric Cooperative, 800 Highway Drive, Hazen, ND 58545-4737.
- Essays will be evaluated and the winner selected by impartial, qualified judges.
- Direct inquiries about this competition to: Brad Quenette or Leonard Hibl, Roughrider Electric, at the address listed above, or call (701) 748-2293 during regular business hours.

Roughrider Electric Cooperative offers members **CONSERVATION AND ENERGY EFFICIENCIES INCENTIVES**

Roughrider Electric, with the assistance of Basin Electric Power Cooperative, recently developed a conservation and energy-efficiency program. The incentives are designed to help you, the member-owner, become more energy efficient.

Qualifying systems must be purchased and installed between **Jan. 1, 2009, and Dec. 31, 2009.**

This program is for new installations only or for replacement of a conventional heating system. It does not include replacement of existing heat pumps.

Roughrider Electric personnel will do a check on the installation and obtain appropriate documentation and receipts. Once completed and approved, Roughrider Electric will send a check directly to you to help defray the purchase cost. A maximum dollar

amount has been set aside for the incentive program. When this amount has been met, the program will close. Roughrider Electric reserves the right to cancel the program without further notice. One rebate allowed per member.

**For more information,
please contact
Brad Quenette,
member service coordinator,
at (701) 748-2293, (800) 748-5533
or e-mail
bquenette@roughriderelectric.com.**

GROUND-SOURCE HEAT PUMPS:	\$200 per ton with a maximum rebate of \$800
REQUIRED MINIMUM EFFICIENCY	CLOSED LOOP: EER >= 14.1 COP >= 3.3
	OPEN LOOP: EER >= 16.2 COP >= 3.6
	DIRECT EXPANSION: EER >= 15 COP >= 3.5
AIR-SOURCE HEAT PUMPS:	\$120 per ton with a maximum rebate of \$480
REQUIRED MINIMUM EFFICIENCY	SPLIT SYSTEMS: HSPF >= 8.2 EER >= 12 SEER >= 14.5
	PACKAGE SYSTEMS: HSPF >= 8 EER >= 11 SEER >= 14



Tax credits available

The federal tax credit for air-source heat pumps has been extended into 2010 with a tax credit of 30 percent of the cost up to \$1,500. Note: Not all Energy Star air-source heat pumps qualify for the tax credit. Please consult your heating contractor or visit the Web site listed below.

The federal tax credit for ground-source heat pumps will run until 2016 with a tax credit of 30 percent of the cost, not subject to the \$1,500 cap.

For more information, visit www.energystar.gov/taxcredits.

North Dakota also offers a tax credit for ground-source heat pumps allowing you to take a 3 percent tax credit over a period of five years for a total of 15 percent. For more information, visit www.nd.gov/tax.

The incentives from the federal and state governments are tax credits, not tax deductions. Please consult a tax professional for details on how much you may qualify for.

North Dakota poetry...

In June, *North Dakota LIVING* asked readers to submit poems they wrote about North Dakota. The magazine staff received such a great response that they decided to dedicate a second publication in the October Reader Reply section. Unfortunately, *North Dakota LIVING* did not have room to publish every letter submitted. So Roughrider Electric Cooperative is proud to use its center pages to publish a poem that was submitted by LaVonne Richau, a member from Golden Valley. Thanks for taking the time to submit your poem, LaVonne. Roughrider Electric Cooperative and *North Dakota LIVING* appreciate hearing from our readers.

A True North Dakota Farmer

*by LaVonne Carol Richau, in honor of Alvin Richau
Roughrider Electric Cooperative*

*The fresh scent of worked fields and the planting of little seeds,
A few months later will produce amber waves of grain
and will fulfill all of our daily needs.*

*Baby calves running and bucking with their tails high in the air
shows the start of another new spring season.
This is why a man chooses to be a North Dakota farmer,
for that special reason.*

*The bright purple blooming flowers of alfalfa will make
the best of hay.
Putting the biggest smile on a farmer's face as he is cutting
on a sunny summer day.*

*An early morning riser, with callused hands and tired feet,
These are some of the qualities of an honest and intelligent farmer
which are hard to beat.*

*With a tired but satisfied smile on his tanned face and a twinkle
in his eyes in the colorful late season of fall,
This is what I remember of my dad, Alvin,
a hardworking farmer most of all.*



TOP TIPS TO **CUT** WINTER ENERGY COSTS

1. Maintain air filters and HVAC equipment.

Well-maintained equipment runs more efficiently, so change your air filter monthly or as needed and tune up your HVAC equipment yearly.

2. Set your thermostat as low as is comfortable.

Roll temperatures back by 10 to 15 degrees before bed and before leaving for work.

3. Reduce air leaks, which can save up to 10 percent on energy bills.

Seal doors and windows with weather stripping or caulk. Tape clear plastic film to the inside of window frames to further reduce leaks, and consider installing insulated curtains or blinds.

4. Take advantage of the sun's heat and light.

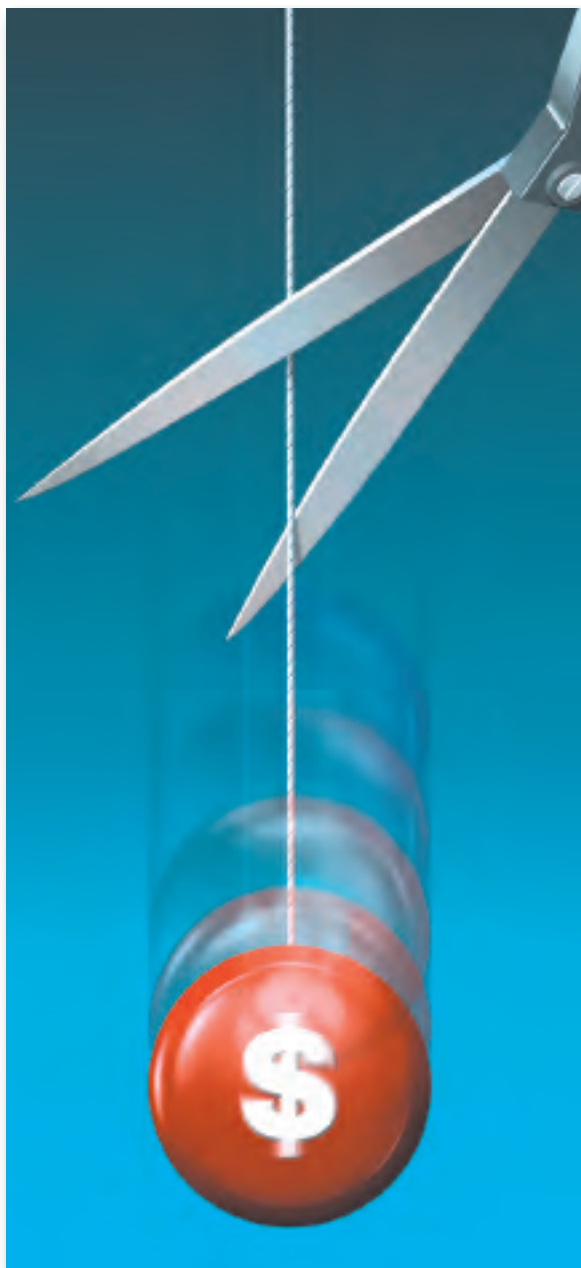
Keep your south-facing windows clean. Open curtains on south-facing windows during the day and close all curtains at night.

5. Add insulation to your attic.

With the right safety practices, this can be a do-it-yourself project.

6. Turn down the temperature on water heaters and provide good insulation.

Most water heaters are set to 140 degrees, but at



115 to 120 degrees, you'll still have plenty of hot water. Insulate hot water pipes and, if your water heater is more than seven years old, consider a "wrap" to insulate the tank.

7. Plug and seal the chimney flue of fireplaces that are never used.

When using fireplaces, keep the damper closed unless a fire is going and make sure the damper is as snug as possible. Caulk around the fireplace hearth. Consider installing tempered glass doors and a heat-exchanger system to blow warm air back into the room. When a fire is lit, open dampers or open nearest window about an inch, close doors leading into the room, and lower your thermostat to between 50 and 55 degrees.

8. Unplug electronics and appliances when not in use.

Use multiple-outlet strips so you can turn everything off with one flip of a switch.

9. Replace incandescent bulbs with compact fluorescent bulbs (CFLs).

Lighting makes up about 10 percent of home energy costs, and CFLs can save up to 75 percent of that energy. They also last longer, saving money on replacements.

REPORT FROM THE BOARD OF DIRECTORS

Aug. 28

When, where and who: The board of directors met in Dickinson Aug. 28. All directors were present in person except Darrel Herman and Gary Scheid. Herman arrived later. Also attending were Deb Lorz of the Dickinson office, who is the staff liaison for the board of directors, Co-Managers Clayton Hoffman and Don Franklund from Roughrider's management company, Innovative Energy Alliance LLC (IEA), and Roughrider's counsel, Jennifer Grosz of Ebeltoft, Sickler Lawyers of Dickinson. Also present were Roughrider employees Leonard Hibl, Simon Kuntz and Deborah Zillich.

Recurring items: The board approved the agenda, minutes and financial report.

3C Construction LLC (3C): Clayton Hoffman stated that there was not a lot to report, as the board of directors of Mor-Gran-Sou Electric Cooperative Inc. (Mor-Gran-Sou) was still reviewing documents.

Property review: Hoffman reported that Charbonneau Buick-Pontiac-GMC Truck Inc. has not yet received approval from General Motors allowing it to proceed with purchasing the property. Hoffman stated that the next step is to advertise the property for sale, without retaining a realtor, and utilizing Roughrider's counsel to formalize any sale transaction.

Construction projects: Donald Franklund reported that Roughrider has been having issues with cable in the Whiting Oil Field. There have been approximately 100 outages in that area this year. It has gotten to the point where the outages have gotten to be too numerous to address, and so they will need to begin cable replacement in that area. Simon Kuntz stated that there is approximately 75 to 100 miles of cable that will need to be replaced. Hoffman stated that he expects this construction to be in the 2011 construction plan. The estimated cost of this project will be \$100,000 per mile. Franklund reported to the board that the GTL Energy project is moving forward. Franklund reported on the status of the automatic meter reading project.

Consolidation progress: Hoffman stated that more progress is being made on the consolidation process. By the end of the year, Roughrider will have common policies in all areas that are feasible. The other item that will be implemented is to specify maintenance projects and procedures. The offices are working toward this goal.

Upper Missouri G&T Electric Cooperative membership cost of service: Franklund reported to the board that the co-managers received the analysis from Upper Missouri G&T Electric Cooperative Inc. (Upper Missouri), as well as from District 9.

Marathon oil loads bordering McKenzie: Franklund reported that he visited with McKenzie Electric Cooperative and it was amenable to the proposal set forth by Franklund. All were in favor of any agreement entered into that would alleviate border issues.

Storm damage: Zillich compiled figures of costs relating to the July storm damage, and presented them to the board. Zillich stated that the amount reported to the Federal Emergency Management Agency FEMA was \$432,000.

Safety report: The safety report was reviewed by the board.

Basin Electric Power Cooperative reports: The board reviewed the written report of the Basin director, Wayne Peltier.

Set date and agenda for special membership meeting: Hoffman reminded the board that Roughrider needs to have a special member meeting to comply with the IRS's 90-day letter. Hoffman stated that the board needs to emphasize to the

members the importance of attending this special meeting which will be at the Days Inn Grand Dakota Lodge in Dickinson Oct. 26, with lunch to be served at noon, and the meeting to be held at 1:15 p.m.

Format for strategic planning session: Hoffman stated that the co-managers hope to see this strategic planning session be a two-day event, with the focus of this session being to develop a five-year plan for the cooperative.

Emergency restoration plan certification letter: Hoffman stated that as part of Roughrider's requirements from the Rural Utilities Service, each year Roughrider is required to review its restoration plan to see if any changes need to be made.

Evaluation of co-managers: It was reported that Roughrider's counsel compiled the board's evaluations and provided that data, and it was provided to the committee charged with evaluating the co-managers.

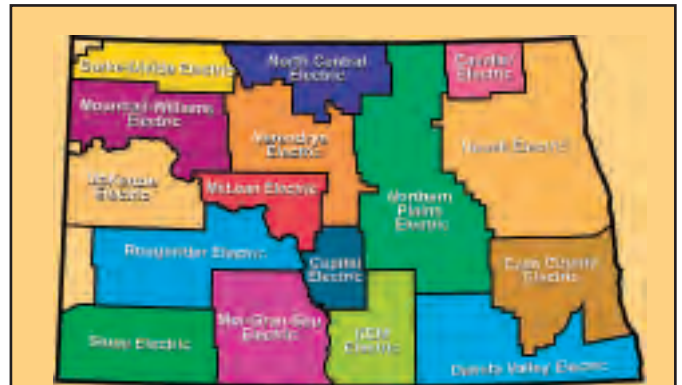
Appointment of board committee position: The next item addressed was to appoint board members to attend various meetings and to serve on various committees.

Board policy on multi-dwelling: Hoffman stated that an issue arose relating to how multi-dwelling loads are treated; a motion was made to allow only one meter for both households.

Past meetings: Hoffman reported on the National Rural Electric Cooperative Association meeting in Wilmington, N.C. Price reported on the Basin special member meeting.

Upcoming meetings: The board discussed attendance at various meetings. The next meeting of the board will be Sept. 29, in Beulah.

Other business: There being no other business, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Electric cooperatives in North Dakota.

Fast facts

North Dakota's distribution cooperatives:

- Sixteen distribution cooperatives serve 250,000 North Dakotans through 147,000 meter
- Co-ops sell nearly 50 percent of all retail electricity in North Dakota
- 61,000 miles of distribution power lines
- \$1 billion investment in distribution facilities
- Employ more than 600 people
- All operate as nonprofit, member-owned enterprises



Wiring in older homes may not be adequate for an increased use of electricity.

Check your older home's wiring

Each year, home electrical problems account for an estimated 53,600 fires. Many of these fires occur in aging homes. The frequency of electrically related fires is disproportionately high in homes more than 40 years old, according to a study by the U.S. Consumer Product Safety Commission.

Today, we expect more from our aging homes. With the advent of new technology and electronics, our use of electricity in our homes is constantly increasing. The average monthly energy consumption by household has increased from 830 kilowatt-hours (KWH) in 1993 to 920 KWH in 2006, according to the U.S. Department of Energy. The result is that greater demands are being put on older and antiquated home electrical systems.

Electrical problems in older homes can be attributed to a number of factors, including: inadequate and overburdened electrical systems, reinsulated walls and ceilings burying wiring, misuse of extension cords and makeshift circuit extensions, worn-out wiring devices not being replaced, poorly done electrical repairs, socioeconomic considerations resulting in unsafe installations, defeated or compromised overcurrent protection.

Signs of wiring electrical hazards commonly found in aging homes:

- Circuit breakers that frequently trip or fuses that often need replacement
- Dim and/or flickering lights
- Arcs and sparks, flashes of light or sparks anywhere in your electrical system
- Sizzles and buzzes or unusual sounds from your electrical system
- Overheated wires giving off an odor of hot insulation; switch plates or receptacle covers are hot to the touch or discolored from heat buildup
- Electrical shocks. Any shock, even a mild tingle, may be warning of a danger
- Cut, broken or cracked insulation
- Electrical panels with fuses or circuit breakers rated at higher currents than the capacity of their branch circuits

If you observe any of these signs in your home, call in a licensed electrician to inspect its wiring.

PLUMBING SERVICES

DO YOU NEED:

- New faucet
- New shower
- Leaky pipes fixed
- New water heater



(701) 748-2293
Call Jason today!

Master license #73197

Plumbing services available out of the Hazen office only.



HAZEN OFFICE

800 Highway Drive, Hazen, ND 58545-4737
 Office hours 7:30 a.m. – 4 p.m.
 Phone (701) 748-2293 or (800) 748-5533

For emergencies and after-hours call:

(701) 748-2666 for local calls and (800) 748-5533 for long-distance calls

Payments may be deposited in the deposit box by the main entrance at the Roughrider Electric's office or in the drop-off box located at Krause's Super Valu in Hazen or Bronson's Super Valu in Beulah.

DICKINSON OFFICE

P.O. Box 1038, 2156 4th Ave. E.
 Dickinson, ND 58602-1038
 Office Hours 8 a.m. – 5 p.m.

Phone (701) 483-5111 or (800) 627-8470

For emergencies and after-hours call:

(701) 483-5111 for local calls and (800) 627-8470

Payments may be deposited in the deposit box west of the main entrance door at the Roughrider Electric's office or in the drop-off box located at Dickinson City Hall, and Dan's Supermarket (both locations).

OFFICERS AND DIRECTORS

William Retterath, President—Center	794-8729
Dean Oe, Vice President—Belfield	575-4594
Ervin Binstock, Secretary—Dickinson	579-4120
Darell Herman, Treasurer—Beulah	873-4371
Roger Kudrna, Dickinson	483-8377
Dan Price, Hensler	794-3779
Gary Scheid, Hazen	748-2250
David Swenson, Halliday	938-4521
Bruce Darcy, Golden Valley	983-4222
Greg Steckler, Dunn Center	548-8122
Troy Sailer, Golden Valley	948-2427

Innovative Energy Alliance, LLC

Clayton Hoffman, Manager	748-6087 or 880-1312
Don Franklund, Manager	426-3918

EMPLOYEES

Leonard Hibl	Dir. of Member Services, Dickinson
Brad Quenette	Member Services Advisor, Hazen
Deborah Zillich	Dir. of Finance and Admin., Dickinson
Steve Hildebrand	Member Services Asst./ Work Order Representative, Hazen
Jackie Kovash	Accounting Coordinator, Dickinson
Laurie Miller	Billing Coordinator, Hazen
Debbie Lorz	Admin. Representative, Dickinson
Jen Gruebele	Accounting/Billing Rep., Dickinson
Julie Dukart	Customer Service Rep., Dickinson
Kayla Fandich	Part-time receptionist, Hazen
Simon Kuntz	Line Superintendent, Dickinson
Bill Gress	Operations Manager, Hazen
Tim Volk	Line Superintendent, Hazen
Lynn Cherney	Working Foreman, Dickinson
Tim Ridl	Working Foreman, Dickinson
Bryan Braun	Working Foreman, Dickinson
Dennis Kinzell	Lead Lineworker, Hazen
Chad Hysjulien	Journeyman Lineworker, Dickinson
Kevin Randle	Journeyman Lineworker, Hazen
Dale Fieck	Journeyman Lineworker, Dickinson
Jim Block	Working Foreman, Hazen
Wayne Schmaltz	Journeyman Lineworker, Hazen
Billy J. Kummer	Journeyman Lineworker, Dickinson
Scott Leintz	Journeyman Lineworker, Hazen
Dion Gefre	Journeyman Lineworker, Dickinson
Russell Walters	Journeyman Lineworker, Hazen
Brock Swensrud	Journeyman Lineworker, Dickinson
Tony Kordonowy	Apprentice Lineman, Dickinson
Zach Maershbecker	Apprentice Lineman, Dickinson
Gerald Krebs	Staking Engineer, Dickinson
Bruce Buchert	Electric Technician/Meter Technician
Cory Halter	Lead Meter Technician, Dickinson
Larry Rosenau	Radio/Engineering Technician
Nick Schafer	Warehouseman/Technician, Hazen
Bryce Jurgenson	Warehouse Supervisor, Dickinson
Claud Privratsky	Maintenance/Custodian, Dickinson
Russel Goodwin	Electrician Foreman, Hazen
Lance Peterson	Journeyman Electrician, Hazen
Adam Wilkens	Apprentice Lineman, Hazen
Jorden Pfliger	Apprentice Electrician, Hazen
Jason Obenauer	Plumber, Hazen
Brent Hysjulien	Service Center Representative, Hazen