

Resolution No. R-2015-06

The Bastrop City Council Members, as governing bodies for the City of Bastrop, Texas do hereby resolve to approve the following:

- Assign our proxy to the Proxy Committee of Blue Bonnet Electric Cooperative, Inc. comprised of Byron Blake, Roderick L. Emanuel, Ben Flencher, Kathleen Handy, Russell Jurk, Robert Mikeska, Kenneth Mutscher and Milton Shaw, with full power of substitution

OR

- Assign our proxy to the individual named KAY GARCIA MCANALLY will full power of substitution
COUNCIL MEMBER PL. 3

Whereas, to serve as the proxy to represent the City of Bastrop, Texas at the Bluebonnet Electric Cooperative Annual Meeting to be held at 2:30 pm, on Tuesday, May 12, 2015 at the Sons of Hermann Hall, 1031 CR 223, in Giddings, Texas.

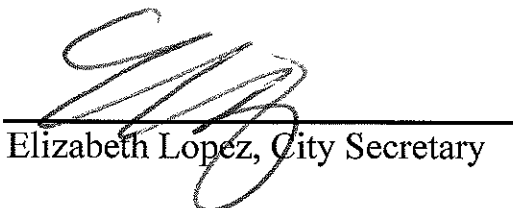
PASSED AND APPROVED the 24, day of March 2015.

APPROVE



Kenneth W. Kesselus, Mayor

Attest:



Elizabeth Lopez, City Secretary



Bluebonnet

BLUEBONNET ELECTRIC COOPERATIVE

c/o Election Services Corp.
P.O. Box 9020
Ronkonkoma, NY 11779-9822

Election Validation Number

0807819677

Voting Instructions

VOTING BY PROXY

- Mark your selections by placing a ✓ or an X inside the appropriate box(es).
- Fold and mail this form in the enclosed postage-paid envelope addressed to: Bluebonnet Electric Cooperative, c/o Election Services Corp., P.O. Box 9020, Ronkonkoma, NY 11779-9822.
- Proxies may also be registered with Bluebonnet's principal office by returning to any Bluebonnet Member Service Center by 5:30 p.m., May 5, 2015.
- All mailed proxies must be postmarked by May 5, 2015, in order to be valid.

VOTING IN PERSON AT THE ANNUAL MEETING

- The Annual Meeting will be Tuesday, May 12, 2015, at 2:30 p.m. at the Sons of Hermann Hall, 1031 CR 223, Giddings, Texas. Registration will open at 1:30 p.m. and close at 2:30 p.m.
- Once you register at the Annual Meeting your previously submitted proxy will be automatically revoked.

If you need voting assistance please call toll-free 866-720-4357
Monday through Friday 9 A.M. - 4 P.M. (CDT)
or email: bluebonnethelp@electionservicescorp.com

T85 P1*****AUTO**5-DIGIT 78602
CITY OF BASTROP
PO BOX 427
BASTROP TX 78602-0427



PROXY

This proxy shall remain in effect on any subsequent date, time and place to which said Annual Meeting may be recessed or postponed, giving full authority to said appointed proxy and agent to vote for me in my name and stead, as if I were present in person, on all matters to come before such meeting, including without limitation, election of directors and passing upon reports as well as the transaction of such other business as may come before the meeting.

PLEASE CHOOSE WHO YOU WANT TO VOTE YOUR PROXY.

I assign my proxy to the Proxy Committee:

The Proxy Committee of Bluebonnet Electric Cooperative, Inc. comprised of Byron Balke, Roderick L. Emanuel, Ben Flencher, Kathleen Handy, Russell Jurk, Robert Mikeska, Kenneth Mutscher and Milton Shaw, with full power of substitution, as my proxy or agent for the Annual Meeting of the Cooperative to be held at 2:30 P.M. on Tuesday, May 12, 2015, at the Sons of Hermann Hall, 1031 CR 223, Giddings, Texas.

OR

I assign my proxy to the individual named below:

KAY GARCIA McANALLY with full power of substitution, as my proxy and agent for the Annual Meeting of the Cooperative to be held at 2:30 p.m. on Tuesday, May 12, 2015, at the Sons of Hermann Hall, 1031 CR 223, Giddings, Texas.

KALKE

SIGNATURE

5/9/15

DATE

512-940-7897

TELEPHONE #

CITY OF BASTROP

MAYOR

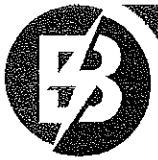
ACCOUNT NAME

500001311

ACCOUNT NUMBER

ALTERNATE NAME ON ACCOUNT (IF APPLICABLE)

0807819677



BLUEBONNET 2015 BOARD ELECTION

Nominees for Bluebonnet's Board of Directors



Richard Schmidt
District 1

RICHARD SCHMIDT

Richard Schmidt was a Texas barbecue business legend when he joined Bluebonnet Electric Cooperative's Board of Directors in 1994. He still is.

Schmidt owned and operated the renowned Kreuz Market in Lockhart from 1984 to 2010. His father owned the market before him, and now Schmidt's son, Keith, owns Kreuz Market. Schmidt has his own table at Kreuz's, with a slogan emblazoned on top: "There are three kinds of people: People who make things happen, people who watch things happen, people who ask 'What happened?'"

Schmidt makes things happen. He was chairman of Bluebonnet's board from 2001-2014, a time of comprehensive

modernization and innovation that turned the co-op into one of the most progressive electric cooperatives in the country. He serves on two Bluebonnet board committees: Audit & Finance and Energy Services. He represents Bluebonnet's District 1, which includes all or portions of Caldwell, Guadalupe, Gonzales and Hays counties.

A Lockhart native, Schmidt earned a degree in business administration in 1968 from Texas Christian University, which he attended on a baseball scholarship. He worked in the frozen food industry before joining his brother in 1984 to buy Kreuz Market from their father. Schmidt's brother retired in 1997.

Schmidt and his wife, Evelyn, live in Lockhart and enjoy country music, traveling in their RV, fishing and bird hunting. Their other son, Leeman, works in technology in Austin.



Suanna Tumlinson
District 2

SUANNA TUMLINSON

Suanna Tumlinson and her husband, Kenneth, started an electrical contracting company in their basement in Dripping Springs in 1994. Through their hard work, the company, KST Electric, grew to a 650-employee firm based in Manor, with offices in five other Texas cities. Tumlinson managed the company's operations, contracts, financial obligations, insurance and corporate marketing for 16 years.

In 2010, the company was sold to California-based Rosendin Electric, the largest 100 percent employee-owned electrical contracting business in the United States. They retired from Rosendin at the end of 2013.

Tumlinson has served on the Bluebonnet Board of Directors since 2011. She serves on two Bluebonnet board committees: Technology (chair) and Member Experience. She earned Credentialed Cooperative Director (CCD) status in her first year on the board

and the Board Leadership Certificate (BLC) from the National Rural Electric Cooperative Association. She is Bluebonnet's director for District 2, which includes parts of Travis County.

She was born in Germany and grew up in an Air Force family, moving every two years until arriving in Austin and graduating from Westlake High School. She earned a teaching degree at Southwest Texas State University — now Texas State University — and taught special education in the Eanes ISD for almost 10 years. She is a member and a past president of the Manor Chamber of Commerce and is vice president of the Manor Education Foundation. She also was the Travis County Youth Show superintendent for five years and has been an officer for various youth organizations. Tumlinson attends numerous University of Texas Longhorn sporting events and enjoys needlework and crafts.

The Tumlinsons have a son, Justin, and daughter-in-law, Kristen, and are grandparents of twins.



James Kershaw
District 3

JAMES KERSHAW

James Kershaw never takes electricity for granted. He remembers when electricity didn't reach into the country. Growing up in Brenham, his rural friends and relatives used kerosene lamps because power didn't arrive until the 1940s.

Kershaw, a Bastrop lawyer, has been on the Bluebonnet board since 1982, serving as secretary/treasurer from 1987-2012. He serves on two Bluebonnet board committees: Audit & Finance and Technology. He is a director of the co-op's District 3, which is Bastrop County.

His undergraduate studies at Texas A&M University were interrupted by World War II. He served in the Navy on a ship in the Pacific. Later, he graduated from the University of Texas School of Law.

He served as Bastrop's county attorney before being elected district attorney for Bastrop, Burleson, Lee and Washington counties, a job he held from 1956 until 1972. His law practice focuses on estate planning, real estate law, banking and utilities.

He was chairman of the Salvation Army Unit in Bastrop and a bell ringer for 25 years. He was the first lawyer for, and helped organize, the Aqua Water Supply Corporation, served on the board of Bastrop County FEMA, and is chairman of the board of the First National Bank of Bastrop.

Kershaw and his wife, Doris, have three children and three grandchildren. (His first wife and two sons are deceased.) The couple is active in the Calvary Episcopal Church, where he is a chalice bearer. Kershaw enjoys yard work in his leisure time.



BLUEBONNET 2015 BOARD ELECTION

Frequently Asked Questions

Bluebonnet Electric Cooperative's Annual Meeting is Tuesday, May 12, 2015, at Sons of Hermann Hall, 1031 CR 223 in Giddings. Registration begins at 1:30 p.m. and ends at 2:30 p.m. The meeting starts at 2:30 p.m.

If you need more information after reading the questions and answers below, call 800-842-7708 Monday through Friday, from 7 a.m. to 5:30 p.m., or email memberservices@bluebonnet.coop.

Q: Bluebonnet Electric Cooperative's service area is divided into seven districts. Can I vote for candidates in all districts or just the district in which I live?

A: During contested board elections, co-op members can vote for directors in all districts. The districts in the co-op's service area were drawn along Bluebonnet's service area boundary and county lines. The seven districts are represented by one to three directors, based upon, among other things, the number of meters in each district.

Q: How many board seats were up for election?

A: Three of the 11 seats on the board were up for election this year. Because the candidates for the three board seats were unopposed, they were elected by general consent in accordance with Bluebonnet's bylaws.

Q: What are my voting options?

A: There are currently no ballot items to be voted on this year. However, items can be added to the Annual Meeting agenda that would require a vote by members. Those items would have to be added no later than 10 days before the Annual Meeting. Your proxy could be used in that vote, which is why your proxy selection is important.

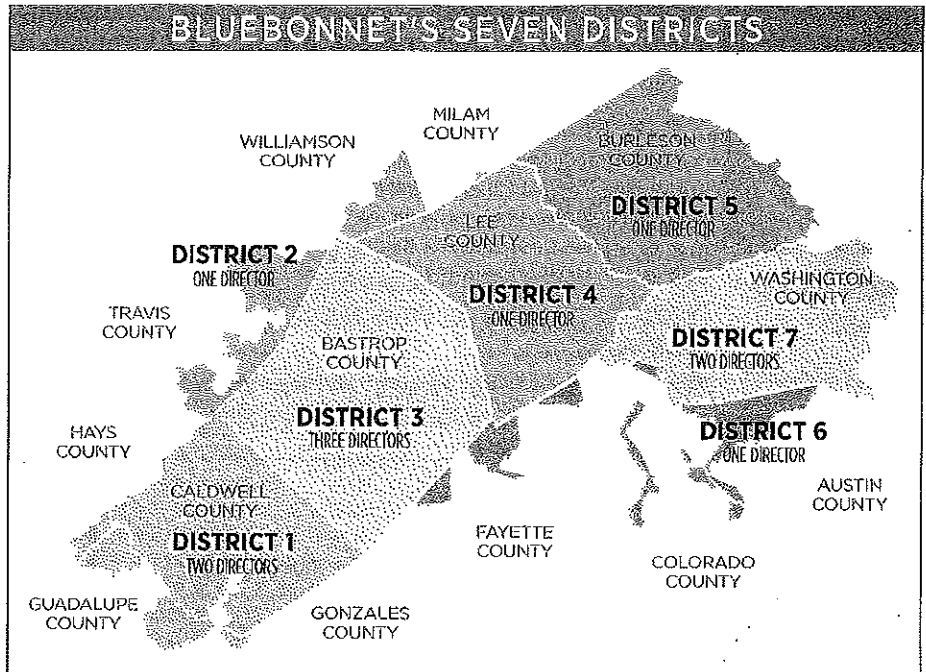
Q: What is proxy voting?

A: Proxy voting is a method that allows a member who cannot attend the meeting to designate another to vote in his or her place.

Q: How do I vote by proxy?

A: Complete the proxy form that was included in this mailing and return it by mail or drop it off at any of Bluebonnet's member service centers in Bastrop, Brenham, Giddings, Lockhart or Manor. If you failed to receive or have misplaced your proxy form, you can pick one up at any member service center or call 800-842-7708 and have a member service representative mail one to you. Proxies must be hand-delivered to a member service center by 5:30 p.m. May 5, 2015, or mailed to:

Bluebonnet Elections Processing
c/o Election Services Corp.
P.O. Box 9020
Ronkonkoma, NY 11779-9822



Mailed proxies must be postmarked by May 5, 2015.

If you need voting assistance, call 866-720-4357 Monday through Friday, 9 a.m. to 4 p.m., or email bluebonnethelp@electionservicescorp.com.

Q: How does proxy voting work?

A: On the form, members can assign their vote to either Bluebonnet's Proxy Committee or to a person of their choice.

Q: Who serves on Bluebonnet's Proxy Committee?

A: The Proxy Committee is composed of all Bluebonnet board members whose terms are not currently up for election. This year's Proxy Committee members are Byron Balke, Roderick L. Emanuel, Ben Flencher, Kathleen Handy, Russell Jurk, Robert Mikeska, Kenneth Mutscher and Milton Shaw.

Q: What if I send in my proxy form but then decide to attend the meeting?

A: When you register at the meeting, your proxy will automatically be revoked. If a vote is required, you can vote in person.

Q: If I attend the Annual Meeting, what information do I need to bring with me in order to participate?

A: Member service representatives at the registration table will ask you to verbally verify account and

personal identification. This account verification process is identical to the one performed when members transact business on their account.

Q: Can this proxy be used again at future meetings?

A: No, the proxy is only for the meeting specified on the proxy form.

Q: Who has oversight of the board election?

A: Election Services Corporation, which is a third party, independent vendor that specializes in administering corporate elections nationwide. It has the expertise, experience and equipment to efficiently and accurately tally proxies and votes while adhering to the Federal Trade Commission's Red Flag requirements that protect members' confidential account information. This is the sixth year that Election Services has administered Bluebonnet's election.

Q: Can I change my address on my account or do other business at the Annual Meeting?

A: Bluebonnet's member service representatives at the information booth will be able to help members with most of their co-op business and answer any questions they would normally handle at any of the member service centers or through the call center.