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Capital Credits

Check if you have Unclaimed Capital Credits by scanning this QR code or going online to <u>www.midrivers.com/capital-credits/</u>







Official Motice

NOTICE IS HEREBY GIVEN, that the 2024 Annual Meeting of the Members of Mid-Rivers Telephone Cooperative, Inc. will be held in Baker, Montana, at the Fallon County Fairgrounds on May 29, 2024, at 11:00 A.M. The date and location of the 2024 Annual Meeting were determined by the Board of Trustees of the Cooperative on January 24, 2024, and this notice is given pursuant to that Board action.

Registration for voting at the meeting will begin at 10:00 A.M. and will close at the time of call for trustee election.

The 2024 Annual Meeting shall be held for the purpose of:

- 1. Report on the number of members present in order to determine the existence of a quorum.
- 2. Reading of the notice of the meeting and proof of the due publication of mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
- 3. Reading of unapproved minutes of the previous meeting of the members, and the taking of necessary action thereon.
- 4. Presentation and consideration of reports of officers, trustees and committees.
- 5. Election of Trustees In compliance with Article VI (Trustees), Section 4 (Nomination and Election of Trustees) of the Bylaws, nominations for board members were made via petition to represent the members of their respective districts.

Following are the members who were nominated to fill the expired terms of Rob Reukauf (District 7), Dane Castleberry (District 8) and Allan Sevier (District 9).

District 7 - Dax Muri, Miles City, MT Rob Reukauf, Terry, MT

District 8 - Dane Castleberry, Ekalaka, MT

District 9 - Allan Sevier, Glendive, MT

- 6. Unfinished Business.
- 7. New Business.
- 8. Adjournment.

Dated this 9th day of May 2024.

Nick Schultz, Secretary/Treasurer Mid-Rivers Telephone Cooperative, Inc.

Photo by Stephanie Eavr







10:00 A.M to time of call for trustee election	Registration
	Fallon County Fairgrounds
11:00 A.M	, 0
	Fallon County Fairgrounds
 Pledge of Allegiance 	,
Invocation	
• Welcome	
Opening Remarks	Dane Castleberry, President
Certificate of Registration to Determine a Quorum	Nick Schultz, Secretary/Treasurer
Call to Order	Dane Castleberry, President
• Reading of Notice of Meeting & Proof of Mailing of Notice.	Nick Schultz, Secretary/Treasurer
Minutes of the 2023 Annual Meeting	Nick Schultz, Secretary/Treasurer
• Trustee Election for Region 3 (District 7, District 8, District 9)	
General Manager/CEO Report	Michael Candelaria, General Manager/CEO
 Trustee Election Results (Run-Off Election if necessary) 	
 Unfinished Business/Member Questions 	
New Business	
Announcements & Scholarship Awards	Dane Castleberry, President
Benediction	

• Adjournment







By Dane Castleberry

Two thousand twenty-three was a monumental year for Mid-Rivers members, for many reasons:

1. We officially surpassed 10,000 locations served with fiber to the premise (FTTP).

2. Unlimited broadband plans were automatically implemented for over 90% of our customers.

3. A new Universal Service Funding (USF) offer – and a new associated build-out obligation – were accepted, providing revenue certainty for the next 15 years and

allowing us to cut the timeline nearly in half for the remaining rural fiber build-out.

The new USF offer through the "Enhanced A-CAM" program officially began January 1, 2024, so those revenues are not yet reflected in the 2023 financials. The Income Statement does clearly reflect the impact of going Unlimited at \$79.95 on Wide Open Internet, but those declines are being offset by the new Enhanced A-CAM dollars that made this pricing change possible. If you want to read more about the new program and our path to Unlimited, check out our blog at <u>midrivers.com/getting-here-hasnt-been-easy/</u>.

Even with the Internet revenue reductions, the continued impact of the inflation we are all feeling, and another multi-million-dollar investment in rural fiber, Mid-Rivers' 2023 Net margin came in at \$6.05 million. Regulated telecommunications plant in service increased by a record \$32 million in 2023, to just shy of \$350 million total, with another \$10.5 million in plant still under construction. Members' equity continued to grow, increasing by \$4.5 million from 2022 to 2023. Thanks to Federal support, these investments continue to be possible without debt financing, and our only long-term debt is the approximately \$1 million in remaining balances on zero-interest Rural Economic Development Loans to community development projects in Miles City, Ekalaka and Lewistown.

Fiber facilities were constructed to over 800 rural locations in the Lambert, Musselshell, North Ryegate, South Roundup, and South Wolf Point areas in 2023. All were locations that previously had poor or no broadband options. We are still in the process of moving many of these newly built customers over to the fiber plant, using the help of contract labor where possible to get these locations spliced and connected as quickly as we can.

Plowing fiber cable to each residence is only one step in an extensive process. Before customers can be moved to the new fiber lines, every mile of new fiber in the project area must be plowed, tested, approved, and released for final cutovers. New equipment consisting of an Optical Network Terminal (ONT) that plugs into a power outlet and a back-up battery are installed on the side of the building at each location. All the new fiber routes and equipment must also be tied back into new serving equipment in Fiber Serving Terminals and at the Cooperative's Central Office.

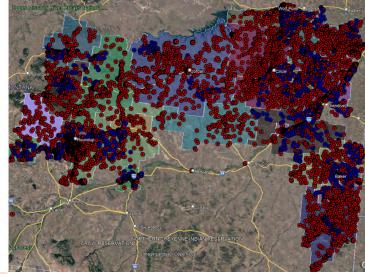
It can take several weeks or even months from the time fiber is plowed for individual locations to be ready for fiber installation. As project areas are released, each subscriber is contacted individually by Mid-Rivers personnel to discuss any changes in services and schedule an installation date. There is no charge for the installation, and the standard back-up battery is included with your service subscription. Every customer is contacted, including telephone-only customers, since telephone services are also moved to the new fiber optic lines.

8,729 Blue SERVED Dots

5,300 Red UNSERVED Dots

Miles of fiber to get to all the red dots: 4,000-5,000

100% Red Dot Coverage required by end of 2028



The new Enhanced A-CAM support program includes an historic 100% build-out obligation in our traditional rural service areas, with an aggressive deadline of December 31, 2028. This presents a significant task, requiring a minimum of 800 miles per year of fiber construction for the next five years. This is about 150 miles per year MORE than we have ever done in a single year so far. With the contractor relationships we have spent several years developing, and the efforts we have made to keep

plenty of fiber on hand, we believe we can meet the requirements. The graphic provides a general idea of the massive scope of this obligation, which is spread across 30,000 square miles of some of the most remote areas of Montana.

With an estimated annual capital budget of \$30-\$35 million, this accelerated fiber plan has already begun, and will follow this tentative schedule to reach the remaining rural locations in these exchange areas:

- 2024 Grass Range, Roy, Ekalaka & Linsday
- 2025 Plevna, Richey, & Circle
- 2026 Circle
- 2027 Rock Springs & Jordan
- 2028 Winnett & Melstone

Project plans are tentative and may change based on permitting or right-of-way delays in any area. Crews will also be going back to locations in previously built exchanges to ensure the 100% build-out obligation is met.

Mid-Rivers' own Engineering crew will be coming to landowners in these areas for right-of-way access to get you fiber services and Unlimited broadband. We appreciate your cooperation in helping us meet these buildout requirements. Our employees will contact landowners and make personal visits at your convenience, to discuss your preferences on proposed routes and other requests. We want to be sure to approach our build-out in a manner that respects your property rights and your wishes as a landowner. Stay tuned in these areas for calls from Radley, Eric, Shannon, or Dan!

Mid-Rivers also continues to invest in our competitive service areas of Glendive, Lewistown, Miles City and Sidney, with millions in planned infrastructure and network upgrades planned during 2024. The turndown of our last cable TV systems last year will allow for upgrades to symmetrical broadband speeds on the cable modem system soon, making that system capable of fiber-quality Gigabit upload and download speeds and performance.

Save the date for the 2024 Mid-Rivers Annual Meeting in Baker on May 29 at the Fallon County Fairgrounds Exhibit Hall. The Business Meeting will include attendance gifts, drawings for valuable door prizes, and the awarding of multiple \$1,000 scholarships. The meeting will be followed by an outdoor (weather-permitting) Customer Appreciation Day with a free meal from your choice of local Food Truck vendors. Mid-Rivers is very proud to have contributed to the future success of 91 Eastern and Central Montana students through our scholarships already this year; if your student wasn't on that list, then don't miss out on the opportunity for a \$1,000 drawing scholarship at this year's Annual Meeting!

2023 Annual Meeting

Minutes

The 2023 Annual Membership Meeting of Mid-Rivers Telephone Cooperative, Inc. was held at the Richland County Event Center, in Sidney Montana, on May 23, 2023, at 11:00 A.M., pursuant to notice given by the Secretary.

Pursuant to the provisions of the Bylaws, Mr. Dane Castleberry, President of the Corporation, presided over the meeting, and Mr. Nick Schultz, Secretary of the Corporation, acted as secretary of the meeting.

All trustees were in attendance.

President Castleberry asked the membership to rise and recite the Pledge of Allegiance.

The invocation was given by Reverend Tim Tharp.

President Castleberry invited the Board members and General Manager/CEO Michael Candelaria to introduce themselves to the membership.

President Castleberry recognized special guests including State Representative Rhonda Knudsen, Representative Matt Rosendale's field representative Joey Grewell, Jason Brothen Lower Yellowstone Electric General Manager, and Theresa Hayne Finance and Administration Manager of McCone Electric. Also in attendance were retired employees Joe Efta and Ken Ehli.

President Castleberry introduced Kali Godfrey, Executive Director of the Sidney Chamber of Commerce.

Ms. Godfrey welcomed and thanked Mid-Rivers for hosting the event in Sidney, noting Mid-Rivers extensive involvement and support of the community and offering praise for Mid-Rivers Internet Service, employees and presence in the community.

Secretary Schultz read the Certificate of Registration, noting 125 members had registered for the 2023 Annual Meeting and are eligible to vote. Said document is hereby attached and made a part of these minutes.

In accordance with Article V, Section 4 of the Bylaws, the required quorum was met. President Castleberry called the meeting to order.

Secretary Schultz read the Acknowledgement of Secretary that the Notice of the Annual Meeting of the Membership was mailed. Said document is hereby attached and made a part of these minutes.

Secretary Schultz presented the minutes of the 2022 Annual Meeting. He noted the minutes were printed in the "Mid-Rivers 2022 Annual Report & Official Notice of the 2023 Meeting of the Members" which was mailed to all members.

A motion was duly made and seconded to dispense with the reading of the minutes of the 2022 Annual Meeting of the members and to approve the minutes as printed in the "Mid-Rivers 2022 Annual Report & Official Notice of the 2023 Meeting of the Members." The question was called and carried.

President Castleberry invited candidates for trustee to introduce themselves to the membership.

A motion was duly made and seconded to direct the Secretary to cast a unanimous ballot for Dave Rice as Trustee for District 5 who was running unopposed. The question was called and carried.

President Castleberry thanked the candidates for running for the trustee positions. He then directed the membership to cast their votes for trustee for Districts 4 and 6.

President Castleberry acknowledged the Election Officials Ken Ehli of District 4, Mandy Hoffman of District 5, and Duane Anderson of District 6.

President Castleberry introduced General Manager/ CEO Michael Candelaria to the membership to present the manager's comments and financial report.

Manager Candelaria reviewed the Mission and Vision Statement of the Cooperative noting the company values and focus on providing a high quality internet experience and bringing broadband to the thousands of households within our service area in Eastern and Central Montana who still need it.

aan Greenwalt

Manager Candelaria highlighted the priorities of the company including Risk Management, building fiber to every subscriber, and continuing to maintain the reliability and safety of the network. Manager Candelaria noted the fiber build plan is ahead of schedule.

Manager Candelaria covered highlights from the consolidated balance sheet and consolidated statement of income that was included in the Annual Report that has been mailed to all members.

President Castleberry asked if there was any unfinished business. There being none, he asked if there were any questions from the members.

A member asked about the fiber buildout timeline in reference to the timeframe of completion in her area. Manager Candelaria replied that staff would take her information and follow up, noting that after the fiber is plowed into the ground there is a great deal of work that takes place to put the fiber into service.

A member asked about the competition in the service area for broadband providers and the company's plan to remain competitive in the market. Manager Candelaria replied that the cooperative's focus remains providing fiber to all households in the service area to ensure that all members have the choice of providers. Manager Candelaria noted that discussions on pricing are ongoing and remain in alignment with the mission to provide the best service at the lowest cost consistent with sound business practices.

A member asked if the company will be offering an unlimited plan.

Manager Candelaria stated that the company continues to evaluate the mission in providing the best service at the lowest cost consistent with sound business practices noting there was not a specific timeframe for offering an unlimited plan as the current focus is building fiber to all subscribers and investing in that buildout.

A member asked why the business officers were not open to walk in traffic. Manager Candelaria noted that during the global pandemic the company evaluated how to provide the best service to all subscribers across the company and the current model allows for employees to serve all subscribers most efficiently.

A member asked how to block specific numbers from calling her landline phone.. Manager Candelaria noted that there were calling features that could be implemented to help subscribers have some control on unwanted calls. It was noted that a Customer Service Representative would follow up with the subscriber. A member asked if the time allowed to dial a phone number could be extended. Manager Candelaria noted that there are settings changes that can be made to allow that. It was noted that a Customer Service Representative would follow up with the subscriber.

President Castleberry announced the results of the votes cast for trustee for Districts 4 and 6 as follows:

District 4	
Michael Conroy II	80 votes
Larry Cornelia	49 votes
District 6	
Daniel Eakin	17 votes
Craig Johnson	55 votes
Zachery Sverdrup	55 votes

President Castleberry announced that Michael Conroy II was elected as Trustee of District 4. President Castleberry noted per the Cooperative's By-Laws, Article VI, Section 4 in the event that three or more candidates are nominated in any district, there shall be a runoff election and the two candidates receiving the greater number of votes shall be separately voted upon except if one candidate has more than 50% of the votes cast on the first ballot. President Castleberry directed the membership to cast their votes on the runoff ballot for either Craig Johnson or Zachery Sverdrup.

President Castleberry asked if there was any new business.

President Castleberry noted Mid-Rivers has a long tradition of providing scholarships to students in our service area. Last month Mid-Rivers awarded 34 \$2,000 competitive scholarships to students attending a 4-year college or technical school and two \$2,500 scholarships to students attending DCC Or MCC. In addition, today Mid-Rivers is drawing for twenty-two \$1,000 scholarships to students attending the Annual Meeting.

President Castleberry on behalf of the Board of Directors awarded 16 additional \$1,000 scholarships to the remaining eligible registered students in attendance at the meeting.

President Castleberry announced the results of the votes cast in the run-off for trustee in District 6 as follows:

District 6

Craig Johnson 55 votes

Zachery Sverdrup 67 votes

President Castleberry announced that Zachery Sverdrup was elected as Trustee of District 6.

President Castleberry thanked the Richland County Event Center for the use of their facilities.

Door prizes were awarded throughout the Annual Meeting.

The benediction was given by Reverend Tim Thorp.

With no other business coming before the meeting, the meeting was adjourned at 12:21 P.M.

Nick Schultz Secretary/Treasurer

Scholarship Drawing

Mid-Rivers will draw for fifteen (15) \$1,000 scholarships at the Cooperative's Annual Meeting on May 29, 2024, at the Fallon County Fairgrounds in Baker, MT. To qualify for the scholarship drawing, the student must:

- NOT be a previous recipient of any Mid-Rivers Scholarship.
- attend the Annual Meeting with a parent or guardian who is a Cooperative Member (requires a signed Membership Application that has been approved by the Board of Trustees and active local telephone or Internet service from Mid-Rivers)
- be enrolled to attend a higher education institution in the fall of 2024
- provide PROOF of full-time enrollment
- pre-register for the drawing prior to the start of the meeting using the online registration form at <u>www.midrivers.com/scholarships/</u> or scan the QR code on this page.
- check in at the Scholarship Registration table at the Annual Meeting
- be present during the Business Meeting when the drawing takes place

Registration for the meeting will begin at 10:00 a.m. and close at the start of the Business Meeting at 11:00 a.m. The scholarship recipients will be drawn at random from the list of eligible students attending the meeting.



Mid-Rivers Balance Sheet

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LIABILITIES AND MEMBERS' EQUITY DECEMBER 31 CURRENT LIABILITIES Accounts payable Advanced bilings and customer deposits Current maturities of long-term debt Current maturities of long-term debt Differ accrued liabilities LONG-TERM DEBT DECEMBER 31 NONCURRENT LIABILITIES Lease liability Other deferred credits 1,810,708 1,178,937 NONCURRENT LIABILITIES Lease liability Other deferred credits 1,810,708 1,178,937 MEMBERS' EQUITY Memberships and other copital Retained margins 20,660,134 23,436,443 130,302,330 123,009,231 150,962,464 146,445,674		134,177,628	128,211,872
December 31 2023 2022 \$ 2,759,198 \$ 4,224,444 1,684,099 2,230,956 Current maturities of long-term debt 1,684,099 2,230,956 Current maturities of lease liability 1,684,099 2,230,956 Income taxes payable 99,796 198,491 210,991 Other accrued taxes 1,648,052 827,213 1,716,038 1,648,052 Other accrued taxes 1,716,038 1,648,052 1,716,038 1,648,052 IONG-TERM DEBT 1,030,205 1,228,695 1,178,937 NONCURRENT LIABILITIES 1,810,708 1,178,937 1,439,199 1,363,800 3,249,907 2,542,737 20,660,134 23,436,443 130,302,330 123,009,231 Hemberships and other capital Retained margins 130,0302,330 123,009,231 130,092,330 123,009,231		\$163,045,935	\$159,644,167
CURRENT LIABILITIES \$ 2,759,198 \$ 4,224,444 Advanced billings and customer deposits 1,684,099 2,230,956 Current maturities of long-term debt 198,491 210,991 Current maturities of lease liability 463,186 285,405 Income taxes payable 9,776 1,716,038 1,648,052 Other accrued taxes 1,716,038 1,648,052 1,716,038 1,648,052 Total current liabilities 7,803,359 9,427,061 1,030,205 1,228,695 IONG-TERM DEBT 1,030,205 1,228,695 1,363,800 NONCURRENT LIABILITIES 1,810,708 1,178,937 1,363,800 I_439,199 1,363,800 3,249,907 2,542,737 MEMBERS' EQUITY Memberships and other capital Retained margins 150,962,464 146,445,674	LIABILITIES AND MEMBERS' EQUITY		ber 31
Accounts payable \$ 2,759,198 \$ 4,224,444 Advanced billings and customer deposits 1,684,099 2,230,950 Current maturities of lease liability 463,186 285,405 Income taxes payable 99,796 - Other accrued taxes 99,796 - Other accrued taxes 1,648,052 - Other accrued taxes 1,716,038 1,648,052 Total current liabilities 7,803,359 9,427,061 IONG-TERM DEBT 1,030,205 1,228,695 NONCURRENT LIABILITIES 1,810,708 1,178,937 Lease liability 1,363,800 3,249,907 2,542,737 MEMBERS' EQUITY Memberships and other capital 23,046,443 130,302,330 123,009,231 150,962,464 146,445,674 146,445,674 146,445,674		2023	2022
Total current liabilities 7,803,359 9,427,061 LONG-TERM DEBT 1,030,205 1,228,695 NONCURRENT LIABILITIES 1,810,708 1,178,937 Lease liability 1,439,199 1,363,800 Other deferred credits 3,249,907 2,542,737 MEMBERS' EQUITY 20,660,134 23,436,443 Noncyclastic distribution 130,302,330 123,009,231 150,962,464 146,445,674	Accounts payable Advanced billings and customer deposits Current maturities of long-term debt Current maturities of lease liability Income taxes payable Other accrued taxes	1,684,099 198,491 463,186 99,796 882,551	2,230,956 210,991 285,405 - 827,213
LONG-TERM DEBT 1,030,205 1,228,695 NONCURRENT LIABILITIES Lease liability Other deferred credits 1,810,708 1,178,937 MEMBERS' EQUITY Memberships and other capital Retained margins 3,249,907 2,542,737 150,962,464 146,445,674			
NONCURRENT LIABILITIES Lease liability Other deferred credits 1,810,708 1,178,937 1,439,199 1,363,800 3,249,907 2,542,737 MEMBERS' EQUITY Memberships and other capital Retained margins 20,660,134 23,436,443 130,302,330 123,009,231 150,962,464 146,445,674	Total current liabilities		
Lease liability 1,810,708 1,178,937 Other deferred credits 1,439,199 1,363,800 3,249,907 2,542,737 MEMBERS' EQUITY 20,660,134 23,436,443 Nemberships and other capital 130,302,330 123,009,231 150,962,464 146,445,674	LONG-TERM DEBT	1,030,205	1,228,695
MEMBERS' EQUITY 20,660,134 23,436,443 Memberships and other capital 130,302,330 123,009,231 150,962,464 146,445,674	Lease liability		
Memberships and other capital 20,660,134 23,436,443 Retained margins 130,302,330 123,009,231 1 50,962,464 146,445,674		3,249,907	2,542,737
	Memberships and other capital	20,660,134 130,302,330	
\$163,045,935 \$159,644,167		150,962,464	146,445,674
		\$163,045,935	\$ 159,644,167

Mid-Rivers Statement of Income

OPERATING REVENUES 2023 2022 Subscriber \$11,673,637 \$11,340,557 Internet 1,137,802 1,1340,557 Internet 1,137,802 1,163,153 Universal service 31,870,576 13,872,00 Miscellaneous 45,265,574 46,370,777 OPERATING EXPENSES 16,688,961 15,209,184 Plant operations 3,460,488 3,346,690 Corporate operations 3,460,488 3,346,690 Depreciation and amortization 13,882,317 13,556,761 Other operating margins 5,533,298 8,454,555 NONOPERATING INCOME [EXPENSE] 11 14,020 Interest and dividend income 497992 198,574 Gain on disposal of property, plant and equipment (25,347) (25,347) Loss on extinguishment of pension liability 914,464 (56,49,344) Other 210,104 181,022 Net margins from continuing operations 6,237,658 2,624,189 Discontinued operations 6,237,658 2,624,189 Discontin		Years Ended D	December 31
Wireline \$11,673,637 \$11,340,557 Internet		2023	2022
OPERATING EXPENSES Plant operations Customer operations Corporate operations Depreciation and amortization16,688,961 3,935,316 4,147,950 3,460,488 3,346,690 13,882,317 13,556,761 1,765,194 1,655,637 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 39,732,276 37,916,222 Net operating margins16,688,961 4,147,950 3,460,488 3,346,690 13,882,317 13,556,761 1,765,194 1,655,637 39,732,276 39,732,276 39,732,276 37,916,222 Net operating marginsNONOPERATING INCOME (EXPENSE) Interest and dividend income Gain on disposal of property, plant and equipment Interest expense Loss on extinguishment of pension liability Other497,992 (25,347) <b< td=""><td>Wireline Internet Intercarrier switched access Universal service</td><td>17,729,483 1,137,802 13,897,056</td><td>19,085,818 1,163,153 13,875,210</td></b<>	Wireline Internet Intercarrier switched access Universal service	17,729,483 1,137,802 13,897,056	19,085,818 1,163,153 13,875,210
Plant operations 16,688,961 15,209,184 Customer operations 3,935,316 4,147,950 Corporate operations 3,460,488 3,346,690 Depreciation and amortization 13,882,317 13,556,761 Other operating taxes 1,765,194 1,555,637 39,732,276 37,916,222 Net operating margins 5,533,298 8,454,555 NONOPERATING INCOME (EXPENSE) 497,992 198,574 Interest and dividend income 251,790 140,204 Gain on disposal of property, plant and equipment (25,347) (25,347) Loss on extinguishment of pension liability (6,257,031) 190,029 294,256 Other 914,464 (5,649,344) 181,022 Net margins from continuing operations before income taxes 6,447,762 2,805,211 INCOME TAX EXPENSE 210,104 181,022 Net margins from continuing operations 6,237,658 2,624,189 Discontinued operations (183,147) 936,199		45,265,574	46,370,777
Net operating margins5,533,2988,454,555NONOPERATING INCOME (EXPENSE) Interest and dividend income Gain on disposal of property, plant and equipment Interest expense Loss on extinguishment of pension liability Other497,992 (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) 	Plant operations Customer operations Corporate operations Depreciation and amortization	3,935,316 3,460,488 13,882,317	4,147,950 3,346,690 13,556,761
NONOPERATING INCOME (EXPENSE) Interest and dividend income Gain on disposal of property, plant and equipment Interest expense Loss on extinguishment of pension liability497,992 198,574 (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) (25,347) 		39,732,276	37,916,222
Interest and dividend income497,992198,574Gain on disposal of property, plant and equipment251,790140,204Interest expense(25,347)(25,347)Loss on extinguishment of pension liability-(6,257,031)Other914,464(5,649,344)Margins from continuing operations before income taxes6,447,7622,805,211INCOME TAX EXPENSE210,104181,022Net margins from continuing operations6,237,6582,624,189Discontinued operations(183,147)936,199	Net operating margins	5,533,298	8,454,555
Margins from continuing operations before income taxes6,447,7622,805,211INCOME TAX EXPENSE210,104181,022Net margins from continuing operations6,237,6582,624,189Discontinued operations(183,147)936,199	Interest and dividend income Gain on disposal of property, plant and equipment Interest expense Loss on extinguishment of pension liability	251,790 (25,347) - 190,029	140,204 (25,347) (6,257,031) 294,256
INCOME TAX EXPENSE 210,104 181,022 Net margins from continuing operations 6,237,658 2,624,189 Discontinued operations (183,147) 936,199		914,464	(5,649,344)
Net margins from continuing operations6,237,6582,624,189Discontinued operations(183,147)936,199	Margins from continuing operations before income taxes	6,447,762	2,805,211
Discontinued operations (183,147) 936,199	INCOME TAX EXPENSE	210,104	181,022
	Net margins from continuing operations	6,237,658	2,624,189
Net margins \$ 6,054,511 \$ 3,560,388	Discontinued operations	(183,147)	936,199
	Net margins	\$ 6,054,511	\$ 3,560,388

The 2023 financial statements of Mid-Rivers Telephone Cooperative, Inc. are audited by the certified public accounting firm of Moss Adams LLP. The audit report and other unqualified opinions, dated March 29, 2024, are available for review by the membership upon a member's request.



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Photo by Amanda Gustad





Dax)	Muri	
Distri	ct 7	
Miles	City,	MT
Rancl	her	

Immediate Family: I've been married to my wife Beth for 21 years. We have a lovely daughter, Tailey, and our late son, Orin.

Education/Work Experience: I graduated high school from Custer County High School in 1999. I then attended Miles Community College before going to Rocky Mountain College in Billings where I majored in Professional Communications and minored in

English. In 2008 I was hired on as an outside plant technician for Mid-Rivers. I spent ten years with the cooperative before moving to Ismay in 2018, when I went into business with my wife's family. In 2020 I was elected vice president of Gray Inc. In 2022 I also became a director of the board for the corporation.

Why do you want to serve on the Mid-Rivers Board of Trustees?: Mid-Rivers provided me with a great job for ten years. It is a wonderful cooperative that has greatly impacted eastern Montana and the folks that choose to live and work here. I've been asked by numerous people to run for this trustee position; not only do I feel that I owe it to them but, I welcome the opportunity to give back to the cooperative and its members. The telecommunications industry is quite unique and can be very challenging. While working in the field, I quickly found its nuance's both interesting and rewarding. I look forward to learning new aspects of the industry that will differ from those that I was exposed to in the day to day operations at Mid-Rivers.





Immediate Family: Wife Judy, and daughters Jill and Robbyn.

Education/Work Experience: Bachelor of Science from Montana State. Board member and former President of Mid-Rivers, member and former Chairman of Mid-Rivers Pension and

Savings Committee, Vice-President of Montana Telecommunications Association, Montana Stock Growers Association, Montana Farm Bureau Association, Southeastern Montana Livestock Association. Former Chairman of the Governors Rangeland Resource Executive Committee.

My wife Judy and I have operated our ranch and raised our family on Cherry Creek northwest of Terry for most of our adult lives. I have been very active on many State and local boards, and have endeavored to make a positive contribution to our communities.

Why do you want to serve on the Mid-Rivers Board of Trustees?: In 2024 Mid-Rivers finds itself in the enviable position of being debt free. We are in the middle of a fiber optic broadband build out that should "future proof" the Cooperative. By the year 2028, 100% of our members will have state of the art broadband services. We are striving to insure that the company remains strong and viable for the foreseeable future. This is a huge commitment of resources, but is necessary to provide quality, reliable service to our members.

Additional Comments: I am the senior member of the board, and have always tried to follow a conservative path in our deliberations. We are lucky to have a great bunch of employees and board members, and our goal is to provide modern telecommunication services to our members at a reasonable cost.



Dane Castleberry District 8 Ekalaka, MT Rancher

Immediate Family: Wife Pam, three daughters, one son, three beautiful granddaughters.

Education/Work Experience: Lived in Carter County most of my life. Graduated from Carter County High School. Ranch with my family north of Ekalaka. The family ranch was first established 1895, I am the 4th Generation.

Why do you want to serve on the Mid-Rivers Board of Trustees?: I really enjoy serving on the Mid-Rivers board of directors. The meetings are educational and informative. Mid-Rivers has a really good board that can agree to disagree and still be friends, that is priceless. Some other boards I have served on that was not the case. Mid-Rivers CEO and staff are top notch and great to work with. It is nice to be a voice for you, the patrons of my district. To be a part of a company that has grown from telephone with wires above ground to copper in the ground to fiberoptic to the home.

Additional Comments: I am excited to see the fiber build out to all Mid-Rivers patrons. It is one of the projects I had hope we could do in the future and now it is happening and will be completed within five years.

Thank you for your support and trust in me as your District 8 Director, I look forward to continue serving for the Coop.



Allan Sevier District 9 Glendive, MT Retired Financial Advisor

Immediate Family: Spouse Lois Sevier, children Kami Sevier Stevenson (Mikel), Maleri Sevier, Cody Sevier

Education/Work Experience: Growing up in Glendive I graduated from Dawson County High School and am a graduate of Dawson Community College in Glendive and attended Eastern Montana College in Billings. I was employed as a financial advisor for Edward Jones Investments in Glendive for 35 years and served on many community organizations boards as well.

Why do you want to serve on the Mid-Rivers Board of Trustees?: I have served on the Mid-Rivers Board since 2002 holding several leadership roles including company President for 3 years and currently serve as chairman of our savings plan committee. With 20+ years on the Mid-Rivers board, I have gained a great deal of knowledge and experience that I believe the Cooperative can benefit from. I am retired and have the time and desire to commit to promoting the mission and goals of the company. Mid-Rivers has transformed in the last 20 years to become an excellent broadband provider in Eastern Montana and I want to continue to help the company make good decisions to benefit our customers and the communities we serve.

Additional Comments: I own a house in Arizona and do spend a considerable amount of time there, especially in the winter months but am still a very active and involved board member and do interact with our customers on a regular basis. I have Mid-Rivers services in Glendive and have a current arrangement that allows me to be in Glendive and Montana as much as I need to be to represent the interests of the customers in my district.

I believe I add value to the cooperative and would appreciate the opportunity to continue to serve on this board. I can be reached anytime at 406 939-2001. Thank-You.



FOR MEMBERS ATTENDING THE 2024 ANNUAL MEETING

The following are instructions for voting by those members attending the 2024 Annual Meeting. PLEASE READ THESE INSTRUCTIONS CAREFULLY. The Annual Meeting will commence at 11:00 A.M. in Baker, Montana at the Fallon County Fairgrounds on May 29, 2024. Registration for voting at the meeting will begin at 10:00 A.M. and will close at time of call for trustee election. Only those members present whose names appear on the voting list, which will be available at the meeting, will be allowed to vote in person at the Annual Meeting. NO PROXY VOTING IS ALLOWED.

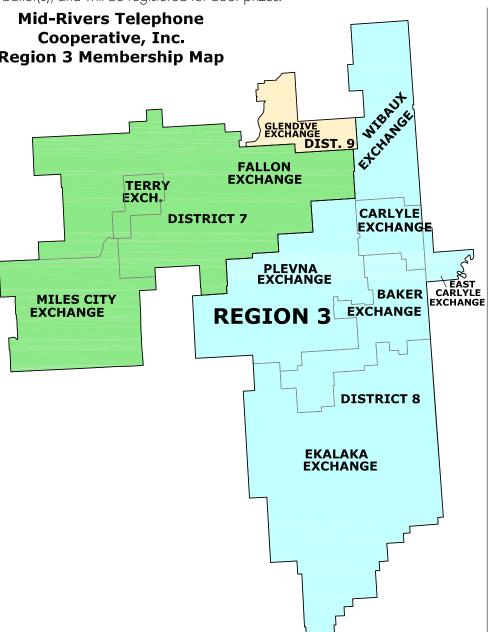
To register, each member must check in at the Registration area to confirm active membership status. To register on behalf of a corporation or other organizational member, the officer authorized to vote should bring the AUTHORIZATION FORM, which has been completed in accordance with the instructions on the form, to the 2024 Annual Meeting. Upon registering, each member will receive a ballot(s), and will be registered for door prizes.

Members nominated by petition for Trustee to be voted on at the 2024 Annual Meeting will be representing Districts 7, 8 and 9 of Region 3, and shall serve for a three (3) year term expiring at the 2027 Annual Meeting or until their successor is elected and qualified.

All members present at the 2024 Annual Meeting are eligible to vote for Trustees in Districts 7, 8 and 9.

If two individuals have been nominated and qualified from their respective Districts, an election shall be held with the top vote getter being declared the winner. If three or more individuals shall have been nominated and qualified, a run-off election shall be held, and the two candidates receiving the greater number of votes shall be separately voted upon, except if one candidate has more than 50% of the votes cast on the first ballot.

Specific instructions for nominating and voting for Trustees are contained in Article VI, Section 4, of the current Bylaws.





MID-RIVERS TELEPHONE COOPERATIVE, INC. 2024 ANNUAL MEETING OF THE MEMBERS AUTHORIZATION FORM – TRUSTEE ELECTION

To register on behalf of a corporation or other organizational member, the officer authorized to vote should bring this form to the Annual Meeting.

1. If you are a CORPORATE MEMBER, print the corporate name and address, state the name and title of the officer authorized to cast the vote of the corporation at the 2024 Annual Meeting, and have the officer sign below:

Corporate Name:	
Address:	
Officer Authorized to Vote:	
Title:	
Signed By:	

(Signature)

(Signature)

2. If you are an ORGANIZATIONAL MEMBER (such as a municipality, school, church, association, etc.) other than an individual member, joint member or corporate member, print the name and address of your organization, state the name and title of the officer authorized to cast the vote for the organization at the 2024 Annual Meeting, and have the officer authorized to sign on behalf of the organization sign below indicating his/her title.

Organization:	
Address:	
Officer Authorized to Vote:	
Title:	
Signed By:	



PRESORTED STD AUTO U.S. POSTAGE **PAID** Lewistown, MT PERMIT NO. 181

Thank you to the landowners who have provided easements and right-of-way to the cooperative. We can't provide new and upgraded services without it.

We know you have choices and we appreciate the opportunity to serve you.

Mid-Rivers COMMUNICATIONS