

MACON ELECTRIC COOPERATIVE

MINUTES OF BOARD MEETING

January 31, 2017

The regular meeting of the Board of Directors was held January 31, 2017 at the Headquarters' Office in Macon, Missouri. The meeting convened at 9:35 a.m. and was called to order by President Glenda S. Wood.

Those present were:

Glenda S. Wood, Larry E. Robuck, Richard L. Kemp, Gregory P. Bruno, James D. Collins, Daniel C. Fitzhugh, Alvin Weimer, Joshua D. Harrington and Eugenia Rice-Pulliam.

General Manager Todd Schroeder was present along with Lindsey Howell and legal counsel Sheri Smiley.

A motion was made, seconded and accepted to approve the consent agenda which included the following:

- Minutes from December board meeting
- General accounts payable checklist
- Capital credit estates for payment
- Credit card statements
- New members

Meetings reported on included the AMEC Meeting and Northeast Power Board Meeting.

A motion was made, seconded and approved to accept the financials as presented.

Meeting adjourned at 11:07 a.m. for executive session.

Meeting recessed for lunch at 12:06 p.m.

Meeting went back into executive session at 12:40 p.m.

Meeting reconvened at 1:35 p.m. for general session.

General Manager Schroeder presented Right of Way bids for the Cairo, Clarence and Lentner substations. A motion was made, seconded and approved to accept the bid from T&T Tree Service.

General Manager Schroeder presented bids for a new bucket truck for Macon Electric Cooperative. A motion was made, seconded and approved to accept the bid from Equipment Tech, LLC.

A motion was made, seconded and approved to accept the addition of the following policies:

- Policy 101 – “Duties and Responsibilities of the Board of Directors”
- Policy 104 – “Employee Business Ethics”
- Policy 106 – “FEMA Contract Procurement”

A motion was made, seconded and approved to accept the revision of Policy 300 – “Use of Cooperative Facilities and/or Equipment by Employees.”

A motion was made, seconded and approved to accept the revision of Policy 302 – “Drug and Alcohol Testing.”

A motion was made, seconded and approved to remove the following policies:

- Policy 101A – “Director Duties and Standard of Conduct”
- Policy 101B – “Duties, Authority, Responsibility of Directors”
- Policy 101C – “Director Authority; Statements and Acts of Same Objective”
- Policy 104 – “Representation in Organizations and Meetings”
- Policy 112 – “Board of Directors”
- Policy 112A – “Board of Directors – Expectations”

A motion was made, seconded and approved to change the following policies:

- Policy 112D – “Delegations from the Board of Directors to the General Manager”
TO Policy 112 “Delegations from the Board of Directors to the General Manager”
- Policy 112B – “Nominating Committee” TO Policy 115 “Nominating
Committee”

A motion was made, seconded and approved to combine the following policies into
Policy 400 – “Extension of Facilities”:

- Policy 400 – “Extension of Single-Phase Service”
- Policy 401 – “Construction Policy”
- Policy 403 – “Service Extension for Temporary Use”
- Policy 404 – “Service Extension Three-Phase Service 75 KVA and Under of
Transformer Capacity”
- Policy 405 – “Service Extension Large power Contracts above 75 KVA of
Transformer Capacity”
- Policy 406 – “Line Extension to Subdivisions”

A motion was made, seconded and approved to combine the following policies into
Policy 500 – “Charges Related to Member’s Activities”:

- Policy 500 – “Credit Check and Identity Verification”
- Policy 502 – “Physical Connect or Disconnect of Meter”
- Policy 503 – “Billing and Collecting”
- Policy 504 – “Advanced Payments on Account”
- Policy 506 – “Non-registration of Meter”
- Policy 507 – “Reconnection During 12 Month Period”

A motion was made, seconded and passed to approve a board resolution for the Retirement & Security Plan regarding new employees hired on or after January 1, 2017.

General Manager Schroeder reviewed the Identity Theft Prevention Policy for 2017.

A motion was made, seconded and approved to select Greg Bruno as the CFC voting delegate and Dan Fitzhugh as the alternate at the NRECA Annual Meeting.

A motion was made, seconded and approved to select Dan Fitzhugh as the CoBank voting delegate and Greg Bruno as the alternate at the NRECA Annual Meeting.

Manager Schroeder and attorney Sheri Smiley presented the second proposed PURPA resolution that AECI has asked the Cooperatives to implement due to a recent FERC ruling. After discussion, a motion was made, seconded and passed to pass the attached Resolution.

A motion was made, seconded and passed to accept the directors' expenses as presented.

Meeting adjourned at 2:47 p.m. for executive session.

Richard L. Kemp, Secretary

Glenda S. Wood, Board President