

MACON ELECTRIC COOPERATIVE

MINUTES OF BOARD MEETING

July 28, 2020

The regular meeting of the Board of Directors was held July 28, 2020. Due to the COVID-19 pandemic, directors met both in person and via ZOOM. The meeting convened at 4:10 p.m. and was called to order by President Jay Collins.

Those present at the Headquarters' Office in Macon, MO included Jay Collins, Rick Kemp, Charles Lile, Daniel Smithson, Paul Unterbrink, Alvin Weimer and Glenda Wood along with MEC employees Todd Schroeder, Lindsey Howell and Jamie Maupin.

Those attending via ZOOM included Larry Abernathy, Bill Lear and legal counsel Sheri Smiley.

A motion was made, seconded and approved to accept the consent agenda which included the following:

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

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

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

Manager Schroeder reviewed all departmental reports as presented.

A motion was made, seconded and approved to present the Macon Electric Foundation with a \$2,500 donation. Motion accepted.

Manager Schroeder reviewed the Manager's report. Topics discussed included:

- MEC Dispatch Center
- POET rate adjustment
- Solar/Battery costs
- NRECA Safety Leadership Summit
- Electric Busses
- AECI Economic Development Planning Committee

A motion was made, seconded and approved to accept the revisions made to Policy 709 – “Industrial Power Service to Northeast Missouri Grain, LLC. Schedule Ethanol Plant.”

A motion was made, seconded and approved to accept the revisions made to the following adoption agreements:

- 401(k) Pension Plan
- Retirement Security Plan – 001A
- Retirement Security Plan – 001B

A motion was made, seconded and approved to accept the board resolution authorizing the amendment of the NRECA 401(k) Pension Plan and Retirement Security Plan. Resolution attached.

A discussion was held regarding the 2020 Special Meeting of the Membership.

A motion was made, seconded and approved to accept a board resolution honoring retiring director, Glenda Wood. Resolution attached.

A motion was made, seconded and approved to elect Daniel Smithson to represent Macon Electric Cooperative on the Northeast Power Electric Cooperative Board of Directors. Motion accepted.

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

Meeting recessed at 6:20 p.m.

Meeting reconvened to general session at 6:30 p.m.

Meeting broke for executive session at 6:32 p.m.

Meeting reconvened to general session at 6:49 p.m.

With nothing further to discuss, the meeting adjourned at 6:49 p.m.

Richard L. Kemp, Secretary

James D. Collins, Board President

**RESOLUTION
AUTHORIZING THE AMENDMENT OF THE
NRECA 401(k) PENSION PLAN
Adoption Agreement "A"
and the
RETIREMENT SECURITY PLAN
RUS#: 26034-001**

WHEREAS, Macon Electric Cooperative is participating in the NRECA sponsored defined contribution plan, the 401(k) Pension Plan (the "401(k) Plan"), and the defined benefit plan, the Retirement Security Plan (the "RS Plan"), and;

WHEREAS, the Board of Directors of Macon Electric Cooperative ("the Board") now desires to amend these plans pursuant to Section 18.02 of the RS Plan document and Section 18.2 of the 401(k) Plan document and does hereby authorize the amendments effective August 1, 2020, by executing the appropriate Adoption Agreements;

BE IT RESOLVED, that the amendments to RS Plans "A" and "B" are as follows:

The following excluded classes of employees shall be removed:

- Employees of Macon Electric Service Company, LLC; Maintenance Assistants; Office Assistants;
- Language related to subsidiary employees shall be updated to "Employees of any future subsidiaries Macon Electric Cooperative may form or acquire."

The following shall be added as an additional Excluded Class:

- Interns

All other listed excluded classes of employees shall remain unchanged.

BE IT FURTHER RESOLVED, that amendments to the 401(k) Plan are as follows:

The following excluded classes of employees shall be removed:

- Employees of Macon Electric Service Company, LLC; Maintenance Assistants; Office Assistants;
- Language related to subsidiary employees shall be updated to "Employees of any future subsidiaries Macon Electric Cooperative may form or acquire."

The following shall be added as additional Excluded Classes:

- Interns;
- Part-Time, Temporary and/or Seasonal Employees who have not completed 1,000 hours within a Year of eligible Service.

All other listed excluded classes of employees shall remain unchanged.

Notwithstanding the foregoing excluded class, any part-time, seasonal or temporary employee who completes at least 1,000 hours of service in any eligibility computation period will be an eligible employee. All other employees who meet the age and service requirements of the afore-mentioned benefit programs will be eligible to participate.

BE IT FURTHER RESOLVED, that the Board recognizes that, in the event of an audit, the IRS or other regulatory authority may take the position that this job classification may have the effect of improperly excluding employees who have already met the age and service requirements and deem this classification to be discriminatory. The correction, due to an audit, might entail additional contributions, earnings and a penalty fee for which the Cooperative shall retain liability.

BE IT FURTHER RESOLVED, that the Board recognizes that certain nondiscrimination tests will be required to be performed with respect to this plan amendment. The Board further recognizes that any corrective action necessitated as a result of annual nondiscrimination testing would likely entail additional contributions for which the Cooperative shall retain liability.

BE IT FURTHER RESOLVED, that the Board does hereby authorize and direct Todd Schroeder, the General Manager/CEO, to execute all necessary documents and to take any and all further actions necessary to carry out the intentions of the Board as indicated in this resolution.

CERTIFICATE OF SECRETARY-TREASURER

I, Rick Kemp, certify that I am Secretary-Treasurer of the Macon Electric Cooperative Board of Directors and that the above is a true excerpt from the minutes of a regular board meeting of the Board of Directors held on the 28th day of July, 2020, at which a quorum was present and that the above portion of the minutes has not been modified nor rescinded.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of Macon Electric Cooperative this 28th day of July, 2020.

(Seal)


(Signature of Secretary-Treasurer)

RESOLUTION

In Appreciation of Glenda S. Wood

WHEREAS, *members of the Board of Directors of Macon Electric Cooperative wish to recognize Director Glenda S. Wood for her years of service as a Director of Macon Electric Cooperative from 2003 to 2020;*

WHEREAS, *Glenda S. Wood is a highly respected leader who demonstrated on a daily basis her strong commitment to cooperative principles of providing affordable and reliable electric service to northeast Missouri;*

WHEREAS, *Glenda S. Wood served Macon Electric Cooperative for seventeen (17) years as a hardworking, dedicated Director with a vision to improve the quality of life in rural Missouri;*

THEREFORE BE IT RESOLVED *that Macon Electric Cooperative, its Directors and Employees wish to extend their appreciation to Glenda S. Wood for her efforts, wisdom and guidance in their deliberations and activities and that Glenda S. Wood receive a copy of this Resolution as a token of the gratitude and respect of the Directors and Employees.*

I, Richard L. Kemp, Secretary of Macon Electric Cooperative, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Board of Directors of Macon Electric Cooperative, held on the 28th day of July 2020, at which meeting a quorum was present and voted.

S E A L

Richard L. Kemp, Secretary