

**CLAIBORNE ELECTRIC COOPERATIVE, INC.**  
**BOARD MEETING MINUTES**  
**AUGUST 28, 2018**

A regular meeting of the Claiborne Electric Cooperative, Inc. Board of Directors was held on August 28, 2018 at the headquarters office in Homer, Louisiana. President Hez Elkins led the Pledge of Allegiance and presided over the meeting. Members present were:

Hez Elkins, President  
Eddie Harmon, Vice President  
Richard Noles, Secretary/Treasurer  
Leroy Perritt  
Scott Jones  
Lane Davidson  
Phillip Fincher  
Rand Killgore  
Willie Sensley

Others present at the meeting were:  
Mark Brown, General Manager/CEO  
Paul Kitchens, General Counsel  
Bob Kolling, COO  
Bill Dye, CFO  
Tea' Heard, Executive Secretary

Mr. Fincher moved and Mr. Harmon seconded a motion to accept the Consent Agenda that included minutes from the July 26, 2018 special meeting, minutes from the August 20, 2018 regular meeting and capital credits applications which are subject to approval by General Counsel. All applications were approved by Counsel. Motion carried.

<b><u>Member/Service Location</u></b>	<b><u>Applicant</u></b>	<b><u>Credits</u></b>
ALBIRTTON, Gary-Farmerville	Marlon Brantley, Executor	\$ 2,099.33
BAZAR, Harrell-Arcadia	Patricia Bazar, spouse	610.46
CAIN, Margie-Marion	Amy C. Hogue, daughter	766.87
EBARB, Monica-Farmerville	Roy Ebarb, Sr., spouse	2,210.24
HENDRIX, Max-Bernice	Wanda Freedman, daughter	3,274.31
HIGHTOWER, John S.-Homer	Linda M. Hightower, spouse	3,405.38
MAYFIELD, Michael-Minden	Beverly Mayfield, spouse	1,982.56
McDANIEL, Minnie E.-Haynesville	Kimberly McDaniel, daughter	673.01
TATE, George-Farmerville	Ruthie Tate, spouse	1,494.37
TETTLETON, Hoyt-Farmerville	Doris H. Tettleton, spouse	1,310.89
	TOTAL	<u>\$17,827.92</u>

Mr. Killgore moved and Mr. Davidson seconded a motion to accept the ALEC Board report presented by Mr. Noles. Some of the information shared by Mr. Noles included: a decision made by ALEC member cooperatives to sign a statement supporting CLECO's acquisition of LaGen; CLECO-Cajun, as the new power supplier for several Louisiana electric power

cooperatives, has pledged financial support for ALEC in the amount of \$375,000 annually over the next seven years, and long-time ALEC General Manager, Randy Pierce, will be leaving ALEC this month. Motion carried.

Mr. Davidson moved and Mr. Killgore seconded a motion to approve the Attorney Report presented by Mr. Kitchens. It was mentioned that the CLECO buy-out agreement will include a no hostile takeover clause. CLECO will assist cooperatives in the LPSC industrial rule making case being led by Entergy. Other topics mentioned were the cyber rule making program and the FRP. Motion carried.

Mr. Jones moved and Mr. Noles seconded a motion to accept the Financial Report presented by Mr. Dye. Motion carried.

Mr. Fincher moved and Mr. Davidson seconded a motion to approve the following resolution. Motion carried.

***Resolved*** that Mark Brown, the CEO and General Manager of the Corporation, be the Certifier on behalf of the Corporation, who shall be responsible for submitting and certifying to the Rural Utilities Service, an agency of the United States Department of Agriculture, any and all data required by RD Apply Intake System;

***Resolved*** that William A. Dye, the CFO of the Corporation, be the Administrator on behalf of the Corporation, who shall give access to the Corporation's data, as appropriate, to other employees, officers, or contractors of the Corporation, for the purpose of complying with the RD Apply Intake System;

***Resolved*** that all of the above shall comply with the Instructions for RD Apply Intake System in regard to the use of the government's data collection system.

Mr. Killgore moved and Mr. Sensley seconded a motion to approve following resolution. Motion carried.

***Resolved*** that the list of authorized signers for the First Guaranty Bank General Funds Account 1011097, Payroll Account 500030723, Capital Credits Account 500034125 and Regular Account 1400000612 be revised as follows:

<u>Employee</u>	<u>Action</u>
Drummond, Carey Dennis	Remove
Watts, Anna Watson	Remove
Harmon, Eddie Ralph	Retain
Noles, Richard V.	Retain
Brown, Mark A.	Retain
Hicks, Candy	Retain
Elkins, Hez N.	Retain
Dye, William A.	Add

***Be it further resolved that the CEO be authorized to execute necessary documents to complete this change.***

Mr. Brown presented to the Board General Policy 620.1, Paid Time Off, as amended to correspond with Claiborne's normal retirement age. Changes will be discussed and approval considered at next month's meeting.

Mr. Harmon moved and Mr. Jones seconded a motion authorizing Mr. Brown to execute the necessary documents approving Claiborne's insurance renewals for the year beginning 2019 with no change. The cooperative will realize a savings of \$39,424.56. Motion carried

Mr. Davidson moved and Mr. Sensley seconded a motion to approve board district boundary changes as depicted on a service area map presented to the Board. The changes will take effect immediately. Board action to make district boundary changes was approved by a vote of the membership at the April 2017 Annual Meeting. Motion carried.

It was agreed that a full Board Meeting will be scheduled for Tuesday, November 13, 2018 to discuss the Electric Cooperatives Governance Task Force Report.

Mr. Davidson moved and Mr. Fincher seconded a motion to approve all expenses associated with this meeting. Motion carried.

The next regular meeting date was confirmed for Tuesday, September 25, 2018.

There being no further business to come before the Board, upon motion duly made and seconded, the meeting was adjourned. Motion carried.

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Hez Elkins, President

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Richard Noles, Secretary/Treasurer