

MINUTES OF REGULAR BOARD MEETING  
May 31, 2018

A regular meeting of the Board of Directors of Coles-Moultrie Electric Cooperative was held at the offices of the Cooperative at 104 Dewitt Avenue, East, Mattoon, Illinois at 7pm on the 31st day of May 2018, pursuant to notice duly given. The meeting was called to order by Jeff Hudson, Chairman. After calling the roll, the following directors were present, Scott Uphoff, Jeff Hudson, Steve Shrader, Debbie Albin, John Bowers and Dean Robison being a quorum of the directors of the Cooperative. Also present were Kim Leftwich, President/CEO and Amy Borntreger, Chief Financial Officer.

Motion was made by Director Uphoff to approve the agenda adding three action items, attendance at the 2018 CFC Forum by Directors Shrader and Robison, unauthorized placement of fliers in members' mailboxes and an election issue regarding a reminder email from SBS. Motion seconded. Motion seconded. Motion passed unanimously.

Director Uphoff made a motion to accept the Consent Calendar. Motion seconded. Motion passed with Director Shrader and Director Robison voting against the motion.

Director Albin made a motion to nominate Kim Leftwich as voting delegate for the director seat for NCSC. Motion seconded. Motion passed unanimously.

Director Bowers made a motion to nominate himself as alternate voting delegate for the election at NCSC. Motion seconded. Motion passed unanimously.

Director Uphoff made a motion that Directors Shrader and Robison not attend the 2018 CFC Forum in Indianapolis due to the fact that they might not be reelected. Motion seconded. Roll call vote was taken with Directors Bowers, Uphoff and Albin voting for and Directors Shrader, Robison and Chairman Hudson voting against. Motion failed, with the final ruling pending legal opinion.

Director Uphoff made a motion that Coles-Moultrie Electric Cooperative didn't condone the activity of fliers for candidates Beasley, Shrader and Robison being placed in members' mailboxes without postage. Motion seconded. Roll call vote was taken with all Directors voting for the motion.

Kim Leftwich reviewed the voting materials that were presented in the March 29<sup>th</sup>, 2018 board meeting.

Director Uphoff made a motion that email reminders get sent from SBS as scheduled. Motion seconded. A roll call vote was taken with all Directors voting for the motion.

Borntreger gave the financial report. Actual revenue is over the year to date budgeted figures due to the colder weather in April. She reported we will most likely have a strong May with the warmer temperatures. All expenditures were very close to budgeted dollars. She commented on capital expenditures during April 2018 and also explained the IVR Call Capture Payment

Processing System that was deployed in April. In addition, she reported that the audit was complete for the fiscal year ending December 31, 2017.

The AIEC report included in the Call to Order application was reviewed.

Director Robison made the PPI Report.

Leftwich provided the President/CEO report.

Director Shrader reported in Old Business referring to Board Policy 10, Retirement of Directors, that we didn't have representation in District 1. Chairman Hudson and Leftwich responded to wait until the general election was over before canvassing the membership to find a replacement for that district.

Director Uphoff made a motion to adjourn. Motion seconded. Motion passed unanimously.

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Secretary

APPROVE: \_\_\_\_\_  
Chairman

We, the undersigned Directors of Coles-Moultrie Electric Cooperative, do hereby approve, ratify, and confirm in all respects the above and foregoing minutes of a Regular Meeting of the Board of Directors of said Cooperative on the 31st day of May 2018, and the actions taken by the Board of Directors at said meeting, and each of the undersigned certifies that he received due notice of the time, place, and purpose of said meeting in accordance with the Laws of the State of Illinois and the Articles of Incorporation and Bylaws of said Cooperative or duly waived such notice.

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being the Directors of the Cooperative.

Certificate of Secretary

I, John Bowers, do hereby certify that I am the duly elected, qualified, and Secretary of Coles-Moultrie Electric Cooperative (hereinafter called the Cooperative) and keeper of its records; that the attached and foregoing is a true and correct copy of the original minutes entered in the minute book of the Cooperative at the regular meeting of the Board of Directors thereof convened and held pursuant to and in accordance with the Laws of the State of Illinois in which the Cooperative is incorporated and the Bylaws of the Cooperative of July 31 that at said meeting a Quorum of the Directors of said Cooperative were present and acted throughout; that the copy of the approval, ratification, and confirmation of the minutes of said meeting and of the steps taken and acts performed thereat, appearing at the end of the aforesaid copy of the minutes is a true and correct copy of the original approval, ratification, and confirmation which was signed by all of the Directors of said Cooperative; that none of the resolutions contained in the aforesaid copy of said minutes of said meeting of the Board of Directors has been rescinded or modified, and that the same are at the 31st day of May, 2018 hereof in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this the 31st day of May 2018

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