

**CLAIBORNE ELECTRIC COOPERATIVE, INC.
BOARD OF DIRECTORS MEETING MINUTES
FEBRUARY 3, 2026**

1. Call to Order – Mr. Fincher

2. Invocation

3. Pledge – Mr. Fincher

4. Attendance

Phillip Fincher, President

Scott Jones, Vice President

Jody Woodard, Secretary/Treasurer

Rand Killgore – via phone

Lane Davidson

Leroy Perritt

Butch Sensley

Benjamin Abshire

Kenneth Franklin

Other in Attendance:

Paul Kitchens, Corporate Counsel

Michael P. Marcotte, CEO

Daniel Kimbell, COO

Lisa Ledbetter, Executive Secretary

Melissa Watts, Financial Consultant

5. Request for Items to be Added to the Agenda – Mr. Fincher

None

6. Consent Agenda – Mr. Fincher

- a. Approval of January 5, 2026 Regular Meeting Minutes
- b. Approval of January 16, 2026 Special Called Meeting Minutes
- c. Approval of January 27, 2026 Special Called Meeting Minutes
- d. Approve Expense Reports
- e. Accept New Members
- f. Approve Capital Credits (subject to Counsel's review and approval)
- g. Approve Monthly Loss Control & Safety Report
- h. Approve CEO's Expense Report

A motion to accept the Consent Agenda.

*Motion **Mr. Jones** Second **Mr. Abshire***

7. Operation Roundup Report – Mrs. Ledbetter

- a. December 2025 Awards

8. Executive Session to Receive and Discuss:

- a. Attorney's Report – Mr. Kitchens
- b. Update on pending or potential litigation(s) – Mr. Kitchens & Mr. Marcotte

c. 1803 Electric Cooperative Report – Mr. Fincher

A motion to enter Executive Session.

*Motion **Mr. Franklin** Second **Mr. Perritt***

A motion to exit Executive Session.

*Motion **Mr. Franklin** Second **Mr. Perritt***

A motion to accept the reports received in Executive Session.

*Motion **Mr. Davidson** Second **Mr. Abshire (Legal Reports)***

*Motion **Mr. Woodard** Second **Mr. Perritt (1803 Report)***

*A motion to **authorize the CEO to retain special counsel as may be required.***

*Motion **Mr. Jones** Second **Mr. Davidson***

9. Financial Report – Mrs. Watts & Mr. Marcotte

- a. December 2025 Financial Report (MW)
- b. December 2025 Write-offs (MW)
- c. Performance Indicator Reports (MW & MM)
- d. Report on Work Plan material purchases over \$100,000 (MM)

A motion to approve the December 2025 Financial Reports and Write Offs.

*Motion **Mr. Davidson** Second **Mr. Sensley***

10. ALEC Report – Mr. Davidson

- a. General Update

A motion to approve the ALEC Report.

*Motion **Mr. Abshire** Second **Mr. Franklin***

11. CEO's Report – Mr. Marcotte

- a. LPSC Update
- b. Conexon Update
- c. Employee Update
- d. Operations Update
- e. Potential Spot Loads
- f. Outage Reporting Phone Number Change
- g. December 2025 Outage Statistics

A motion to approve the CEO's Report.

*Motion **Mr. Jones** Second **Mr. Woodard***

12. Resolutions:

- a. Approval of a Resolution awarding bids for the Purchase of One (1) Off-Road Tracked Digger-Bucket.

A motion to approve a Resolution Awarding bids for the Purchase of One (1) Off-Road Tracked Digger-Bucket to the lowest responsible bidder as recommended by Staff.

*Motion **Mr. Abshire** Second **Mr. Davidson***

- b. Approval of a Resolution awarding bids for 2026 Emergency Restoration (Storm) Pricing.

A motion to approve a Resolution Awarding bids for 2026 Emergency Restoration (Storm) Pricing to all responsible, responsive bidders.

*Motion **Mr. Franklin** Second **Mr. Perritt***

- c. Approval of a Resolution awarding bids for the Lease of One (1) 48' Articulating Telescopic Bucket Truck.

A motion to approve a Resolution Awarding bids for Lease of One (1) 48' Articulating Telescopic Bucket Truck to the lowest responsive, responsible proposer as recommended by Staff.

*Motion **Mr. Sensley** Second **Mr. Woodard***

- d. Approval of a Certificate Of Resolutions And Incumbency for an Emergency Line of Credit with NRUCFC.

A motion to approve a Certificate Of Resolutions And Incumbency for an Emergency Line of Credit with NRUCFC as may be required to fund expenses related to Winter Storm Fern.

*Motion **Mr. Franklin** Second **Mr. Davidson***

13. Approval of Revised Policies 104.1, 105.2, 108.0, 301.1, and 313.3

- a. Delayed until February 24, 2026.

14. Policy Review and Update Project:

- a. Delayed until February 24, 2026.

15. Executive Session to Receive and Discuss:

- a. Strategic Staffing Initiatives

A motion to enter Executive Session.

*Motion **Mr. Abshire** Second **Mr. Davidson***

A motion to exit Executive Session.

*Motion **Mr. Abshire** Second **Mr. Davidson***

16. Executive Session for Directors

A motion to enter Executive Session.

*Motion **Mr. Davidson** Second **Mr. Sensley***

A motion to exit Executive Session.

*Motion **Mr. Davidson** Second **Mr. Sensley***

17. Approve Meeting Expenses – Mr. Fincher

A motion to approve the Meeting Expenses.

*Motion **Mr. Davidson** Second **Mr. Abshire***

18. Reminders

- a. 2026 Conflict of Interest Certification and Disclosure (Policy 635)
- b. PAC Dues \$100 (America's Electric Cooperatives PAC)

19. Confirm Next Meeting Dates – Mr. Fincher

- a. Tuesday, February 24, 2026, 4:30 PM (Board Meeting)
- b. Tuesday, March 30, 2026, 4:30 PM (Board Meeting w/ guest John Atkins)

20. Adjournment

A motion to adjourn.

*Motion **Mr. Woodard** Second **Mr. Perritt***