



Citizens Electric Corporation

A Touchstone Energy® Cooperative 

DIRECTOR CANDIDACY FORM

I, _____, hereby submit my name to Citizens Electric Corporation to be considered as a potential director candidate to represent the interests of the Corporation's shareholders located in: Cape Girardeau County.

In accordance with Article II, Section 2 of the Corporation's By-laws, I hereby certify that I am:

- a) an individual shareholder of the Corporation or the duly constituted attorney in fact of a corporate shareholder;
- b) able to enter into legally binding contracts;
- c) a bonafide resident of the county in which a directorship term will expire or is otherwise vacant;
- d) not in any way employed by or financially interested in a competing enterprise or a business selling electrical energy, services or supplies to the Corporation;
- e) in good standing with the Corporation by not owing a delinquent debt to the Corporation during such director's term of office or within three (3) years prior to becoming a director;
- f) not a convicted felon, by reason of a court conviction, plea of guilty or plea of no contest;
- g) not a Close Relative of an employee of the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- h) not employed by the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- i) not engaged in a personal relationship with a fellow director or an employee of the Corporation or any subsidiary thereof that could, in the sole judgment of the Board of Directors, interfere with the director's independent judgment, disrupt or negatively impact the workplace, undermine shareholder's confidence in the operations of the Corporation, or reasonably create the appearance of a conflict of interest; and
- j) not engaged in any transaction or business relationship that could reasonably be perceived as interfering with or dividing the director's loyalty between the Corporation's best interests and the director's personal interests.

The term "Close Relative" means an individual who through blood, law or marriage is a spouse, child, stepchild, father, stepfather, mother, stepmother, brother, stepbrother, half-brother, sister, stepsister, half-sister, grandparent, grandchild, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law; or another individual who resides in the same residence. A standing director of the Corporation shall not be

considered a Close Relative while serving in the directorship position because of a marriage or legal action to which such director was not a party.

I fully understand that if I am elected as a director of the Corporation, I must attend at least two of any three successive regular board meetings but in no event shall I be absent from more than two meetings on an annual basis, provided that my health so permits.

I further certify that:

- I believe in the Cooperative principles that guide the Corporation's operation as a not-for-profit electric corporation;
- I am willing and able to attend 12 monthly board meetings;
- I am willing and able to attend 2-4 additional board and/or committee meetings per year;
- I am willing and able to attend State and/or National meetings, conferences, and/or training seminars for an additional 2-10 days per year;
- I fully understand that directors of the Corporation are encouraged to attend 10-12 days of training over a 6-year time period to complete NRECA's Credentialed Cooperative Director Certification; and
- I understand directors receive a daily per diem and mileage reimbursement for meetings attended.

A short biography of myself follows and includes my present occupation, education background, previous work experience, community involvement, positions of leadership held, family (spouse/children) information, and particular traits, talents or skills I believe would be advantageous to Citizens Electric in the position of a director.

By signing below, I hereby acknowledge the responsibilities associated with the position of being a member of the Board of Directors for Citizens Electric Corporation, and I am willing and capable to serve in such capacity.

Print Name

Signature

Account No.

Street Address

Date

City, State, Zip

Phone No.

E-Mail

Return this completed form to as@cjlaw.com

For CEC's Use:

Stock Certificate No.: _____

Member in Good Standing: _____

Information Verified By: _____