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Date	Ver.	Action By	Action	Result
11/19/2018	1	Board of Directors	adopted	Pass

Resolution - Approval of Capital Credits Distribution and Payment - J Davis

Submitted By: Robyn Miller on behalf of John Davis

Department: Financial Services

Financial Impact and Cost/Benefit Considerations: Expenditure of Cooperative funds estimated in the approximate amount of \$12,100,000.00. Expenditures of staff time limited to ordinary processing requirements.

This is an annual review and discussion of the Capital Credit Distribution by the Board of Directors.

The Cooperative's Capital Credits Policy outlines the process for payment of capital credits to members' and deceased members' estates, and also, permits the discounting of capital credits.

The Board may now consider the distribution and payment of an amount not to exceed \$12,100,000.00 to its members as credits on electric bills, and to any former members who are entitled to a distribution of at least \$10 by check. The Board must also determine that the capital credit retirements will not result in any adverse impact to the Cooperative.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Board of Directors after its review, discussion and evaluation of the Capital Credits Policy, with input from the Cooperative's Chief Financial Officer, has determined that capital credit retirements will not result in any adverse impact to the Cooperative; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Cooperative distribute and pay out an amount not to exceed \$12,100,000.00 on or prior to December 31, 2018 to its eligible members as credits on electric bills, and to any former members who are entitled to a distribution of at least \$10 by check, as may be most effective and in the best interest of the Cooperative; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the retirements and distribution and payment of capital credits to eligible members and to former members be in accordance with the Cooperative's Articles of Incorporation and Bylaws, state and federal law, any lender requirements, and the Cooperative's Capital Credits Policy, which includes the order and manner of retirements, distribution and payments of capital credits and permits the discounting of such capital credits,

which the Board hereby directs; and

BE IT FURTHER RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE, that the Chief Financial Officer of the Cooperative, or any person designated by him for such purpose, is authorized as a duly authorized officer or agent of the Cooperative, for and in the name and on behalf of the Cooperative, to take actions necessary or appropriate in the best interests of the Cooperative to implement these resolutions.