

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 601

I. SUBJECT: DIRECTOR DUTIES, RESPONSIBILITIES, STANDARDS OF CONDUCT, AND PROFESSIONAL DEVELOPMENT

II. POLICY

The Board of Directors shall direct the affairs of Cobb EMC. All of the powers of this corporation/cooperative are held solely by the Board of Directors, except such powers that have been conferred upon or reserved for the member-owners by statute or by the cooperative's Articles of Incorporation or bylaws. Ultimate responsibility for the cooperative's performance resides in the board. Herein is a listing of these duties and responsibilities. In addition, this policy will establish standards whereby these powers may be exercised in the best interests of the cooperative. Further, it shall be the policy of Cobb EMC to expect its directors to gain and maintain the knowledge and skills necessary to function actively and effectively as members of the Board of Directors.

No director shall seek employment with Cobb EMC, any wholly owned company or affiliate of Cobb EMC, or any cooperative organization of which Cobb EMC is a member, without first submitting a resignation from the board and to the board chair.

III. EXPECTATIONS

A. Fiduciary Duty: The Board of Directors has a fiduciary duty to the cooperative and its member-owners. This duty is described as follows:

A director of Cobb EMC shall discharge his or her duties as a director, including his or her duties as a member of a committee:

- 1) In good faith;
- 2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- 3) In a manner the director reasonably believes to be in the best interests of the cooperative.

B. Key Responsibilities and Functions of the board:

- 1) Set the cooperative's mission, purpose(s), and engage, on a regular basis, in strategic planning;
- 2) Select, regularly evaluate the performance of, and fix the compensation of the CEO;
- 3) Review, monitor and report to the membership regarding the critical operating and financial performance of the cooperative;
- 4) Ensure effective planning and adequacy of resources;

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- 5) Contract for and accept an annual independent financial audit;
 - 6) Provide program oversight and support, including the adoption of policies and monitoring for compliance with legal and regulatory requirements, as well as the adequacy of internal controls.
- C. Access to Cooperative Management and Information and the Duty to Maintain Confidentiality.

Directors are entitled to reasonable access to the cooperative's management, data, or other information. A director shall keep confidential all matters involving the cooperative that have not been disclosed to the general public.

- 1) Requests for access to information or staff should normally be made to and through the CEO. In some instances, however, it may be appropriate for directors to seek information directly from other employees or outside consultants or experts.
- 2) When a director has sought access to information not generally available to the public or reported to the board, the CEO shall report on this at the next meeting of the board to ensure that all board members have equal access to the information.
- 3) Information received by a director shall not be disclosed to any other persons unless the director reasonably believes that he or she must do so in order to fulfill his/her fiduciary duty. A director is encouraged to consult with his or her personal attorney in determining whether fiduciary duty obligates the director to make such a disclosure.

D. Board Core Values and Board Code of Conduct

Directors shall commit to following the Cobb EMC Board Statement of Core Values and Board Code of Conduct. The Board Secretary/Treasurer is authorized to maintain this Statement, and to update only with revisions approved by the board.

IV. LIMITATIONS

A. Conduct with Respect to Fellow Directors

Regardless of any personal differences, directors should at all times:

- 1) Demonstrate mutual respect.
- 2) Allow opportunity for every other director to be heard on any matter being considered by the board.
- 3) Refrain from revealing to persons other than directors, the CEO, or the cooperative's attorney any differences of opinion among directors on matters

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considered and acted upon by the board. (This standard does not preclude fair and accurate publication of such differences to the cooperative's members in relation to contests for director elections or other matters to be voted upon by the members. Nor does it impinge upon a director's right to dissent and to have his or her dissenting vote recorded in the minutes.)

- 4) Recognize that the Board Chair has the responsibility and authority to enforce these standards of behavior, through reminders of the standards and expectations and the issuance of a reprimand to the director who has breached these standards.
- 5) Publicly support decisions of the board except in extraordinary circumstances where the director can demonstrate that a decision and/or action will bring harm to the cooperative or threaten the cooperative's survival.

B. The Right to Rely on Others

In the discharge of his/her duties, a director is entitled to rely on management, and on board committees of which the director is not a member, to perform their respective responsibilities. A director is entitled to rely upon reports, opinions, information, and statements presented by the cooperative's management, employees, and outside advisors whom the director reasonably believes to be competent and reliable in the matters being presented.

C. Board Self-Evaluation

The Board of Directors shall regularly engage in a self-evaluation of its performance and accomplishments in relation to the goals and mission of Cobb EMC.

D. Board Orientation

Upon election to the Board of Directors, a new director will receive a thorough orientation on the responsibilities of his/her position, conducted by the Board Chair, the CEO, and the management staff.

E. Board Training and Development

Training and educational programs in the areas of governance responsibilities, utility operations and management oversight are desirable and necessary for a director to function most effectively in his/her responsibilities.

- 1) Each director is encouraged to become certified under the Credentialed Cooperative Director program of the National Rural Electric Cooperative

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Association within 18 months of being elected to the board.

- 2) In addition to formal board training programs, directors are encouraged to attend conferences and other activities designed to improve the skills and knowledge of board members. The expenses of enrollment and attendance at board training programs are paid by the cooperative in accordance with board policy.
- 3) The board training programs shall be conducted within the confines of an annual budget established by the Board of Directors for this purpose.

V. RESPONSIBILITY

- A. All directors serving on, and candidates, nominees, or appointees to the board, shall receive a copy of this policy and attest by their signatures to having received the policy.
- B. Cobb EMC's legal counsel shall inform all candidates, nominees, or appointees to the board regarding the terms and conditions of this policy and the personal liability implications resulting from policy violations.
- C. Cobb EMC's legal counsel shall review this policy and policy 602 with the board on an annual basis by the end of the first quarter of each calendar year and discuss any personal liability implications resulting from violations.
- D. The Board Chair shall ensure that this policy is followed.

APPROVED: April 22, 2025



Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: August 27, 2013

REVISED: January 28, 2014 – Deletion of example in III, C. 1, removed brackets in section III-C. 3. Added page 5, Attestation signature page as stated in section V-A.

REVISED: October 28, 2014 – Added new policy language to the end of Section II.

REVISED: February 17, 2015 – Changed words from "organization/cooperative" to cooperative organization."

REVISED: January 24, 2017 – Added new policy language to Section V, deleted paragraph E. from Section V.

REVISED: May 21, 2024 – Changed word in Section III.B.5 from "approve" to "accept".

REVISED: April 22, 2025 – Added Section III.D.

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**Policy 601 – Director Duties, Responsibilities, Standards of Conduct, and
Professional Development**

ATTESTATION

All directors serving on, and candidates, nominees, or appointees to the board, shall receive a copy of Policy 601; Director Duties, Responsibilities, Standards of Conduct, and Professional Development.

I hereby attest that I have received a copy of Policy 601; Director Duties, Responsibilities, Standards of Conduct, and Professional Development.

Name

Position

Date

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POLICY NO. 602

I. SUBJECT: CONFLICT OF INTEREST

II. POLICY

Each Director, Officer, [CEO, Senior Staff reporting to CEO, and Direct Reports to Senior Staff] (hereinafter "Key Employee") serves the interests of Cobb EMC, its membership and the public good, and their decisions and actions are to be made and taken solely to promote such interests. A conflict of interest is a situation where an individual has competing interests or loyalties that could potentially influence their decision-making or actions.

Individuals serving on the Cobb EMC board or employed by Cobb EMC will inevitably have relationships and affiliations with other institutions and organizations that may raise questions about potential conflicts of interest. Although such potential conflicts are typically inconsequential, directors, officers and key employees have the responsibility to ensure the organization is made aware of the situation that involves personal, family, or business relationships that could create a conflict of interest. Thus, Directors, Officers and Key Employees are to disclose personal, family, or business relationships that reasonably might give rise to a conflict involving Cobb EMC, as defined below, and to acknowledge in writing that they are in accordance with the letter and spirit of this policy.

In the event any financial transaction involving Cobb EMC also involves a material financial interest of a director, officer, key employee or a member of their "extended family", the Director, Officer or Key Employee having the material financial interest or affiliation, at the first knowledge of the transaction, is to disclose fully the precise nature of the interest or involvement.

A "material interest" is defined as: a financial interest, relationship, or transaction that is significant enough in value, scope, or impact to potentially influence the judgment or decisions of a Director, Officer, or Key Employee, or to affect the operations or financial standing of Cobb EMC. This includes, but is not limited to, situations where the individual or their Close Relative has a financial stake or receives significant direct financial benefits, or where the relationship could reasonably be perceived as compromising impartiality in decision-making related to Cobb EMC.

Each Director, Officer, and Key Employee must submit an initial disclosure statement upon election to the Board or becoming a Key Employee of Cobb EMC. Thereafter each individual must annually by the end of the first quarter of each calendar year, submit a disclosure statement, provided by Cobb EMC, listing all organizations with which they are affiliated, describing the nature of the affiliation(s), and indicating whether they have or may have a conflict of interest involving any Cobb EMC financial transaction. In the event there is a change in the

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information in the disclosure statement, the person submitting it is to promptly submit written notification of the change.

For purposes of compliance with the disclosure requirements of this Policy 602, a Director, Officer or Key Employee shall disclose their affiliation with any organization, including but not limited to vendors and suppliers, that satisfies the following qualifications:

- (1) the organization has a material financial relationship with the operation of Cobb EMC, and;
- (2) at least one of the following apply: (i) they, or a Close Relative (as defined in Article XI of the Cobb EMC Bylaws) is a director, officer, trustee, partner, employee, or agent of such organization; or (ii) they or a Close Relative receive direct financial benefit from sales or services of the organization; or (iii) they or a Close Relative have a 10 percent or greater financial interest in the organization; or (iv) the organization provided a gift or gratuity requiring disclosure under Policy 901 Employee Code of Conduct.

The Chairman of the Board and the President/Chief Executive Officer shall be responsible for the administration of this policy, and shall resolve any questions which may arise including if an organization is considered to have a material financial relationship with Cobb EMC. All disclosure required under this policy shall be provided to the President/CEO. Issues arising under this policy shall be referred initially to the President/CEO and disclosed to the board. Information disclosed under this policy will be held in confidence by the Board of Directors and President/CEO and by those persons they authorize to receive. Review and further action will be taken where the best interests of Cobb EMC requires further disclosure.

A Director who has declared or has been found to have a conflict –of interest in any proposed transaction or other matter is to refrain from participating in consideration of the proposed transaction or other matter, including not voting on the matter in question and, if so requested by the Chairman or any other director, not being present at the time of the vote or any related discussion or consideration of the matter. Such actions shall be noted in the minutes of the board meeting where such action occurs.

With respect to restraint on participation by Key Employees, the President/CEO is to take such action as is necessary to ensure that the transaction or other matter is completed in the best interests of Cobb EMC without the involvement of the person who has the conflict of interest.

Upon receiving or discovering any information or fact that could impact any other individual's compliance with this Policy, the Board must act as appropriate or authorize the President/CEO to act as appropriate.

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If any portion of this Policy conflicts with the Bylaws of Cobb Electric Membership Corporation, the Bylaws control.

APPROVED: 06/24/2025


Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: August 27, 2013

REVISED: October 28, 2014 – Defined “Key Employee” in Section II.

REVISED: March 28, 2017 – Added language to Section II., Paragraph 5.

REVISED: February 15, 2022 – added gifts and gratuity disclosures

REVISED: June 24, 2025 – Added language to Section II, Paragraphs 1, 4, 5, 6, and 7.

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Cobb EMC may use this form or another electronic or physical form which contains at least this information.

CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE FORM

As defined in the Cobb Electric Membership Corporation Conflict of Interest Policy 602 (Policy), the undersigned individual:

1. Affirms that the individual has received or has access to, has read, and understands the most current version of the Policy;
2. Agrees to comply with the Policy;
3. Based upon individual's good faith belief, to the best of individual's knowledge, and except as disclosed below, certifies that individual currently complies with the Policy;
4. Discloses the following information or facts regarding any actual or potential conflict of interest:

5. Upon discovering any information or fact regarding any actual or potential conflict of interest, or other information or fact that could impact individual's compliance or another individual's compliance with the Policy, agrees to disclose this information or fact to the President/CEO; and
6. Upon not complying with the Policy, agrees to any sanction, disqualification, removal, or other action taken under the Policy.

Printed Name of Individual

Signature of Individual

Position of Individual

Date

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 603

- I. SUBJECT: BOARD MEETING PROCEDURE – AGENDA
- II. POLICY

It shall be the responsibility of the President and Chief Executive Officer to have prepared and submit to each member of the Board of Directors at each regular or special meeting of the board, an agenda or program of all matters to be transacted at said meeting. The agenda shall set forth the order of business, as outlined herein.

There shall be placed on each agenda, the order in which, individual directors may present any matter which they may desire.

The Board of Directors may hold executive sessions during the regular course of its meetings at any time, following the approval of the minutes of the last meeting. The order of executive sessions shall be at the discretion of the Chairman.

All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order. It shall be the responsibility of the Chairman to see that the business of the board is expedited in order and in the space of time allotted for board meetings. Each board member is entitled to express his or her opinion freely on any matter before the board. Routine matters, coming under the scope of the daily performance of the President and Chief Executive Officer shall not be discussed at these meetings. Routine matters will be brought before the committees by the President and Chief Executive Officer, if necessary.

Therefore, the Chairman will hold all meetings of the board in proper order with the understanding, however, that at the proper place on the agenda, each board member may present any local matter which they may desire, which may be considered as informative and may require attention and action by the board.

The purpose of this policy is to enable the Board of Directors to transact important business dealing primarily with fiscal matters, program and policy planning, and other functions which are primarily the responsibility of the Board of Directors acting collectively as a Board of Directors.

REVISED: November 17, 1987 - Title Changes

REVISED: March 28, 2012 – Wording of Paragraphs 3 and 4, update format of agenda

REVIEWED: August 27, 2013 – Updated attached agenda and policy number change.

REVISED: January 28, 2014 - Updated agenda.

REVISED: November 25, 2014 – Title Changes; President/Chief Executive Officer to President and Chief Executive Officer

REVISED: January 24, 2017– Deleted the wording “three standing” in paragraph four, and removed “he” and added “they” to paragraph five of Section II.

REVISED: August 22, 2017 – Order of Agenda modified (see sample agenda); number 11 - Marketing and Communications Report and number 12 – Report from President and CEO.

REVISED: October 22, 2019 – removed sample agenda

A handwritten signature in blue ink, appearing to read "William C. Brown", is written over a horizontal line.

Chairman, Board of Directors

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POLICY NO. 604

I. SUBJECT: COMMUNICATIONS

II. POLICY

It is the policy of the cooperative:

- A. To recognize (reaffirm) the cooperative's basic obligation to keep Cobb EMC members and other publics fully informed.
- B. To establish the function of communications as an instrument of policy of the Cobb EMC Board of Directors.
- C. All matters coming before and pending before the Board of Directors shall be treated as confidential until such time as the matter has been finally determined and released to the members, employees, and the public. Therefore, the members of the Board of Directors and the employees of the cooperative shall refrain from discussing such matters coming before the Board with the public and/or with other employees until such time as the matter has been released by the Chairman of the Board of Directors.
- D. Individual members of the Board of Directors shall refrain from making any commitments to members when members contact them individually in regard to new service, change of service, or any other matter pertaining to the operations of the cooperative. In these cases the Directors, while recognizing their responsibility to the members of the cooperative, could very often, render the member a disservice if they should attempt to make commitments, or give an explanation of methods and procedures in certain matters. The Director should make a note of these calls and make contact with the office to inquire if the member has talked to the management and if the management was able to comply with the member's request to obtain information on behalf of the members.
- E. To vigorously and extensively inform its member-owners about the operation, plans, progress and problems of their cooperative, and to foster programs (particularly of the member involvement type) which will enhance their understanding, acceptance, support and involvement as member-owners.
- F. To provide Cobb EMC employees with the appropriate training to make each of them an effective participant in its total communications program, and to encourage them to become active participants in community affairs and civic organizations to develop pride in being a Cobb EMC employee.

- G. To develop understanding, acceptance and support of the system's objectives, plans and programs among non-members in the community and to inform, on a regular basis, appropriate media and others of such objectives, plans and programs.
- H. To provide leadership and to cooperate in projects and activities dedicated to betterment of the community, state and nation, with particular emphasis on youth programs, community and economic development within the Cobb EMC service area, and to secure favorable public opinion and understanding of such activities.
- I. To communicate the needs and interests of Cobb EMC to local, state and national officials and to secure their support of the programs and plans of the cooperative.
- J. To support the effective communication programs developed by Georgia EMC (GEMC) and the National Rural Electric Cooperative Association (NRECA), and to cooperate with these and other organizations, including Oglethorpe Power Corporation, Georgia Transmission Corporation, and Georgia System Operations Corporation in developing and improving such joint efforts.
- K. To actively promote communication between all EMC's for the purpose of idea sharing which could result in improved service to the membership.

III. RESPONSIBILITY

It is the responsibility of the President and CEO:

- A. To continually assess the cooperative's ability to effectively use all available communication channels as a management tool to reach all affected member and partner groups.
- B. To develop work plans and budgets that will accomplish these objectives.
- C. To develop appropriate control reports to assess results.

REVISED: November 17, 1987 – Title Changes

REVISED: August 27, 2013 - Moved Objectives to II A, B, wording, and policy number change.

REVISED: November 25, 2014 – Title Changes; President/CEO to President and CEO

REVISED: January 24, 2017 – Replaced the wording, "then would" to "should" in Section II. D.



Chairman, Board of Directors

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 605

I. SUBJECT: DISCLOSURE OF COOPERATIVE INFORMATION

II. POLICY

To establish and explain the procedure through which a member-owner may obtain information regarding the operation of the cooperative.

The Board of Directors of the Cobb Electric Membership Corporation (hereinafter called the cooperative) resolves the following to be its policy governing the release or disclosure of information pertaining to the operation of the cooperative:

- A. Any published information will be made available to members upon request; i.e., rates, bylaws, service rules, etc.
- B. The following items are considered privileged information and will be made available only upon direction and approval of the Board of Directors:
 - 1) Member Information
 - a. Membership lists
 - b. Addresses and telephone numbers
 - c. Member location
 - d. Member credit information or payment record
 - 2) Employee Information
 - a. Salary information
 - b. Personnel files
 - c. Unpublished phone numbers
 - d. Credit union information
 - 3) Director Information
 - a. Requests for information considered as personal; such as, credit information, family information, etc.
 - b. Unpublished phone numbers
 - 4) Cooperative Propriety and Confidential Information
 - a. Power supply information, such as, but not limited to, contracts, proposals, scheduling and pricing
 - b. Vendor contracts and pricing
 - c. Financial and operating statements of the cooperative to the extent not published as required by the By-Laws
 - d. Information related to, or arising out of, any matters which are the subject of an executive session of the Board consistent with Section 4.09 of the By-Laws

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- e. Physical or cybersecurity assessments or plans, network designs, and other similar information regarding critical infrastructure
- C. Subject to the limitations set forth in the state code and other applicable laws, any person who is a member of the electric membership corporation in good standing may, upon written request to the Board, stating the purpose thereof and the books and records sought to be examined, have the opportunity to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its books and records and, at the member's own expense, may make extracts therefrom. Any such inspection, however, may be denied or limited by the Board upon one or more of the following grounds:
 - 1) The member refuses to warrant and furnish to the cooperative an affidavit that such inspection is desired for a purpose reasonably related to the business of the electric membership corporation;
 - 2) The inspection seeks information the release of which would unduly infringe upon or invade the privacy of any person;
 - 3) The inspection is sought for a dishonest purpose or to gratify mere curiosity, or is otherwise inimical to the lawful interest of the cooperative or is not reasonably germane to the interest of the member as such;
 - 4) The books and records sought to be inspected deal with trade secrets or information which is privileged, confidential, or proprietary; or
 - 5) The member refuses to warrant and furnish an affidavit that the member has not, within the five years preceding the date of the affidavit, sold or offered for sale and does not now intend to sell or offer to sell any list of members of the electric membership corporation or of any other electric membership corporation, or any list of shareholders of a cooperative, and that the member has not, within such five-year period, aided or abetted and does not now intend to aid or abet any other person in procuring any list of members or shareholders for such purpose.
 - 6) Any membership list shall not be duplicated or used for a purpose other than that shown in the written request, and shall be returned to the directors, or officer of Cobb EMC, when the reasonable use thereof has been accomplished, or at a date specified by Cobb EMC, whichever shall occur first.
 - 7) The inspection seeks privileged information as set forth above, the release of which could have a detrimental effect on the cooperative or its competitive position.

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- D. Prior to the annual membership meeting each year, the cooperative shall prepare:
- 1) A balance sheet or comparable financial statement showing in reasonable detail the financial condition of the electric membership corporation as of the close of its fiscal year; and
 - 2) A profit and loss statement or comparable financial statement showing the results of its operation during the fiscal year.
- E. Upon written request, the cooperative promptly shall mail to any member of record a copy of the most recent such balance sheet and profit and loss statement or comparable statement.

III. RESPONSIBILITY

- A. It shall be the President and Chief Executive Officer's responsibility to administer this policy with respect to the disclosure of privileged information as set forth above, and to communicate any member requests for disclosure to the Chairman of the Board of Directors.
- B. It shall be the responsibility of the Board Chairman to submit requests for disclosure of information to the full Board for consideration.
- C. Each member of the Board of Directors shall have the duty to bring forward to the Chairman any nonadherence to this policy, which shall then be brought forward by the Chairman to the full Board for discussion.

APPROVED: 2/15/2022



Chairman, Board of Directors

REVISION HISTORY:

REVISED: October 22, 1991

REVISED: August 27, 2013 – Insertion of B.4, rewording, and policy number change

REVISED: November 25, 2014 – Title Changes; President/Chief Executive Officer to President and Chief Executive Officer

REVISED: February 15, 2022 – Added 4.E category of confidential information

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 606

I. SUBJECT: OBJECTIVES OF THE CORPORATION

II. POLICY

A. Mission Statement

Cobb EMC commits to safely delivering reliable, competitively priced electricity while being accountable to our member-owners through sound governance, management, operating practices and improving quality of life in our local communities.

B. Governance and Ethics

Cobb EMC's Board of Directors and Management will govern so that we have a strong record of implementing policies and practices that reflect a high degree of transparency, ethics and accountability; and to communicate these good governance practices with our member owners and the public.

C. Safety

The Board of Directors and Management of Cobb EMC ("Corporation") recognizes that the safety of all corporate employees and the public is of paramount importance to the success and sustainability of the cooperative. We hold safety as an essential organization value. The need to complete a job efficiently should never take priority over the need to perform it safely. The Board of Directors requires an enterprise-wide safety culture at Cobb EMC.

REVISED: November 17, 1987 - (Titles changed)

REVISED: March 20, 1996 - REA and CFC deleted, replaced with trustees and/or lenders

REVISED: August 27, 2013 - Policy rewrite and policy number change

REVISED: April 22, 2014 - Update Mission Statement



Chairman, Board of Directors

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 607

I. SUBJECT: PER DIEM FOR MEMBERS OF THE BOARD OF DIRECTORS

II. POLICY

A. Per Diem

The members of the Board of Directors shall receive, as per diem compensation for participation in board meetings, an amount of \$1,000.00 per day.

Directors shall be paid \$750.00 per day for participation in committee meetings and meetings of importance to the cooperative, such as GEMC, OPC, NRECA meetings, workshops and seminars. However, Directors shall only be entitled to one Per Diem per day with the higher Per Diem amount paid, if applicable. Per Diem for subsidiary management committee meetings, if any, is determined and paid by the subsidiary.

The Chairman and Secretary-Treasurer of the Board of Directors shall be compensated for their time in making necessary trips to the office or elsewhere in the performance of their respective duties. Compensation to said officers shall be the same as for attendance of committee meetings.

Any other payments or reimbursement due a director shall be added to this amount and any payment or reimbursements due from a director shall be subtracted.

B. Provided Technology

Each member of the Board of Directors shall be issued a personal computing device loaded with the software necessary to access board information. The type of device, software, security requirements, data plan, and replacement cycle will be determined by the Vice President of IT in coordination with the President and Chief Executive Officer and Chairman of the Board.

APPROVED: 2/28/2023


Chairman, Board of Directors

REVISION HISTORY:

REVISED: October 22, 1991 – Per Diem

REVISED: October 27, 1998 – Per Diem

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POLICY NO. 607

REVISED: November 27, 2001 – Per Diem

REVISED: November 26, 2002 – Per Diem

REVISED: June 24, 2003 (ratified action 11/26/02)

REVISED: June 28, 2005 – Consistent with state law

REVISED: March 28, 2012 – Wording of Paragraph 1, Deletion of Paragraph 2

REVISED: September 25, 2012 – Per Diem

REVIEWED: August 27, 2013 – Policy number change

REVISED: January 28, 2014 – Added paragraph four, Section II.

REVISED: June 27, 2017 – Added language to Section II., to add clarity to Director per diems

REVISED: February 15, 2022 – II.A added which per diems paid by subsidiary, and simplified language on director charges and payments. Added II.B on provided technology.

REVISED: February 28, 2023 – II.A Per Diem amounts changed.

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POLICY NO. 608

I. SUBJECT: CORPORATE COMMITTEE STRUCTURE

II. POLICY

The Chairman shall appoint annually the following committees whose duties and responsibilities are as outlined below. The Chairman may not serve as the chair of either a corporate committee or a management committee of a subsidiary.

A. Audit Committee

The Audit Committee (the “committee”) of Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “company” or “cooperative”), is a committee of the Board of Directors (the “board”) of the cooperative, the composition, responsibilities and duties of which are as described below.

1) Responsibilities

The Committee’s primary responsibilities shall consist of the following:

- a. Review audit reports and be the liaison of the cooperative with any outside auditors or similar experts engaged by the board.
- b. Provide oversight of any audit performed by an external firm, and of the internal audit and risk functions.
- c. Provide oversight for any audit of forensic nature.
- d. Confirm compliance with financial and regulatory constraints of the cooperative.

2) Duties

- a. Select, with advice from management, and recommend an independent audit firm for the cooperative.
- b. Ensure the external auditors meet with the board at least annually to review the financial health of the cooperative.
- c. Evaluate at least every two years the performance of the external audit firm.
- d. Annually review the Internal Audit Charter and recommend any changes.
- e. Perform oversight duties assigned in the Internal Audit Charter.
- f. Review contracts required to be reported per Policy 615 Contract Management.

3) Membership

No members of the Budget and Finance committee shall serve on the Audit committee.

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B. Budget and Finance Committee

The Budget and Finance Committee (the “committee”) of Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “company” or “cooperative”), is a committee of the Board of Directors (the “board”) of the cooperative, the composition, responsibilities and duties of which are as described below.

1) Responsibilities

The committee’s primary responsibilities shall consist of the following:

- a. Provide oversight of the financial policies, goals, and budgets that supports the mission, values, and strategic goals of the membership.
- b. Review the organization’s financial performance against its goals, and propose major transactions and programs to the board.
- c. Review and ensure sufficient liquidity through various financing arrangements.
- d. Confirm compliance with financial covenants of the cooperative.
- e. Assist the Board in its oversight of any contract or agreement between the cooperative and any subsidiary. Also, assist the Board with any purchase or sale by the cooperative of any equity interest in any subsidiary.

2) Duties

- a. Review and recommend a long-range financial plan for the cooperative annually.
- b. Review and recommend an annual operating budget and annual capital budget consistent with the long-range financial plan and Policy 705 Financial Management.
- c. Review and recommend capital expenditures and unbudgeted operating expenditures that exceed management’s spending authority as defined in Policy 903 President and CEO Duties.
- d. Review and recommend the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services.
- e. Monitor the financial performance of the cooperative as a whole and its major subsidiary organizations or business lines against approved budgets, long-term trends, and industry benchmarks.
- f. Review and monitor corrective actions to bring the cooperative into compliance with its budget and other financial targets.
- g. Recommend policies to govern investments and retirement plans.
- h. Approve with advice from management the selection of independent investment advisers and managers.
- i. Review and recommend all bank and financing agreements.
- j. Review reports from independent investment advisers and managers.
- k. Review and report to the board annually on investment performance.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 608

3) Membership

No members of the Budget and Finance committee shall serve on the Audit committee.

C. Public Affairs and Education

The Public Affairs and Education Committee (the “committee”) of Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “company” or “cooperative”), is a committee of the Board of Directors (the “board”) of the cooperative, the composition, responsibilities and duties of which are as described below.

1) Responsibilities

The committee’s primary responsibilities shall consist of the following:

- a. Provide strategic direction and oversight of external public affairs and external relations of the cooperative.
- b. Review membership education and membership satisfaction programs.
- c. Review printed and online communications.
- d. Review philanthropic activities.
- e. Provide oversight of marketing and advertising of the cooperative.

2) Duties

- a. Review and recommend agenda for the Annual Meeting.
- b. Review and recommend civic and community contributions in excess of \$5,000, per Policy 707 Civic and Community Contributions.
- c. Review annual report for Ford Fund and approve any release of funds.

D. Governance Committee

The Governance Committee (the “committee”) of Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “company” or “cooperative”), is a committee of the Board of Directors (the “board”) of the cooperative, the composition, responsibilities and duties of which are as described below.

1) Responsibilities

The committee’s primary responsibilities shall consist of the following:

- a. Provide oversight of the cooperative’s corporate governance policies, corporate bylaws and all internal-facing governance issues dealing with functioning of the cooperative.
- b. Evaluating the board as a whole and for evaluation of each board member to improve the board’s performance in its oversight function.
- c. Defining the educational policies for directors.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 608

2) Duties

- a. Evaluate at least every two years the performance of the cooperative's legal counsel.
- b. Review and recommend revisions to bylaws and Board policies as defined in Policy 613 Policy Formation and Approval Process.

E. Energy Portfolio Committee

The Energy Portfolio Committee (the "committee") of Cobb Electric Membership Corporation, a Georgia electric membership corporation, is a committee of the Board of Directors of Cobb Electric Membership Corporation (the "board"), the composition, responsibilities and duties of which are as described below.

1) Responsibilities

The Committee's primary responsibilities shall consist of the following:

- a. Assist the Board in its oversight and review of all matters related to wholesale power supply and rates.
- b. Provide oversight of the relationship, governance, and activities of the Oglethorpe Power Corporation "OPC" family of companies (Georgia Transmission Corporation "GTC," Georgia System Operations Corporation "GSOC", and Green Power EMC).
- c. Monitor governmental regulations, major industry trends, and other issues potentially affecting the cost and reliability of wholesale power.
- d. Review cost of service studies and rate design.
- e. Provide oversight of the cooperative's distributed generation projects and demand response programs.

2) Duties

- a. Review and recommend wholesale power contracts and amendments.
- b. Review and recommend changes to rate structures.
- c. Review and recommend any power supply-related hedging program.
- d. Consult with the Budget and Finance committee on issues and decisions that come before the Energy Portfolio committee but may significantly affect the finances of the cooperative.

F. Human Resource Committee

The Human Resource Committee ("the committee") of Cobb Electric Membership Corporation, a Georgia electric membership corporation, is a committee of the Board of Directors of Cobb Electric Membership Corporation ("the board"), the composition, responsibilities and duties, which are as described below.

1) Responsibilities

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 608

The committee's primary responsibilities shall consist of the following:

- a. Assist the Board in its oversight and review of all matters related to healthcare, compensation, and related benefits.
- b. Monitor the governmental regulations, major industry trends and other issues potentially affecting healthcare, compensation, or benefit programs for employees and retirees.
- c. Oversight of employee incentive programs.

2) Duties

- a. Confirm the cooperative's compliance with employment and healthcare regulations.
- b. Review annually management's recommendations for medical and other healthcare providers by the end of the third quarter.
- c. Conduct CEO performance review at least annually.
- d. Review and report to the board annually on benefit plan performance.
- e. Review and recommend incentive plan targets and annual results.
- f. Review results of compensation studies or similar benchmarking studies.

G. Technology Committee

The Technology Committee ("the committee") of Cobb Electric Membership Corporation, a Georgia electric membership corporation, is a committee of the Board of Directors of Cobb Electric Membership Corporation ("the board"), the composition, responsibilities and duties, which are as described below.

1) Responsibilities

The committee's primary responsibilities shall consist of the following:

- a. Oversight of the cooperative's strategic information technology-related activities, including roadmaps and future initiatives.
- b. Monitor the governmental regulations, major industry trends and other issues potentially affecting technology at the cooperative.

2) Duties

- a. Receive reports from management on cooperative-wide information technology related activities including, but not limited to, business continuity, breach response, security, artificial intelligence, and other emerging technologies.
- b. Ensure that technology initiatives and information security are aligned to the strategic plan and annual budgets.
- c. Review annually management's report on the cooperative's cybersecurity program.
- d. Oversee the Point Broadband contracts and confirm contract compliance.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 608

APPROVED: 3/26/2024


Chairman, Board of Directors

REVISION HISTORY:

REVISED: November 17, 1987 – Title changes

REVISED: June 20, 1989 – Members of Committee

REVISED: October 27, 1992 – Audit/Budget members

REVISED: May 31, 1995 – wording of Section II-B par. 6

REVISED: March 20, 1996 – REA and CFC deleted, replaced with proposed wording

REVISED: September 27, 2005 – Section II. B.-increased to five members

REVISED: September 22, 2009 – New Committees

REVISED: June 22, 2010 – new Section III-Governing Instruments

REVISED: March 21, 2013 – Rewording of entire policy

REVISED: August 27, 2013 – Insertion of “with advice from Management in III Section A-1-a and in III Section B-2-i, policy number change

REVISED: November 25, 2014 – Added Section F – Energy Portfolio Committee and Section G – Healthcare and Benefit Committee

REVISED: August 25, 2015 – Changed the name of the Healthcare and Benefit Committee to the Human Resource Committee

REVISED: December 15, 2015 – Added “d.” in II, Section F-2.

REVISED: March 29, 2016 – Removed Section II, D-1-b “CEO review” from Governance Committee for future review by the HR Committee

REVISED: January 24, 2017 – Added language “and or the internal audit function” to Section II., A. 1. B. and added language “by end of the first quarter” to Section B. 2. A., added language “by end of the third quarter” to Section G. 2. B. Removed all language stating, “described in this” with “as “as described below”.

REVISED: June 27, 2017 – Removed wording “and benefit plan” from Section B. 2. k, and added line e. to Section G., stating, “Review and report to the board annually on benefit plan performance”

REVISED: August 22, 2017 – Removed Section E. Affiliated Transaction Committee and moved responsibilities of this dissolved Committee to Budget and Finance Committee in II, B. 1. c.

REVISED: November 27, 2018 – Clarified language in Section II. A. 1. b.

REVISED: April 27, 2021 – Added language to II. “Chairman may not serve on chair of either a corporate committee or a management committee of a subsidiary”

REVISED: August 24, 2021 – Added reference to Internal Audit Charter in Section II.A.1.b; and added Section II.G. Fiber Committee

REVISED: February 15, 2022 – Updated responsibilities and duties for each committee. Renamed Section II.G to Fiber and Technology Committee.

REVISED: February 27, 2024 – Renamed Section II.G to Technology Committee and revised responsibilities and duties.

REVISED: March 26, 2024 – Revised sections B.2.a, E.1.b, and E.1.e for updated responsibilities and duties.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 609

I. SUBJECT: INSURANCE FOR DIRECTORS

II. POLICY

It shall be the policy of the Board of Directors to offer active directors, including their eligible dependents, insurance under the cooperative's group benefit plans for active employees, as described in Board Policy No. 905.

Directors are provided basic life insurance coverage with a death benefit of \$30,000, with premiums paid by the cooperative. Directors may also purchase supplemental life insurance by paying the applicable premium. In addition, directors are provided spouse and dependent life insurance coverage under the active employee plan.

Once a director leaves Cobb EMC's Board, that director will no longer be eligible to participate in the group benefit plans offered by Cobb EMC, with the following exceptions:

- 1) Any director elected after September 17, 2011 who leaves the Board in good standing may elect medical benefits under COBRA, as long as they were enrolled in the medical plan and the premiums were paid current at the time the director leaves the Board. COBRA premiums must be paid by the director.
- 2) Directors elected on or before September 17, 2011, may elect retiree dental and vision coverage under the current Pre-91 retiree plans and premiums, provided the director continues to make an annual election to participate in these plans. Premiums must be paid current to continue participation in dental or vision coverage.

No directors are eligible to participate in the cooperative's retiree medical plans, regardless of their date of election.

APPROVED: 2/15/2022



Chairman, Board of Directors

REVISION HISTORY:

REVISED: February 26, 1991 (medical, dental and vision coverage available for attorney)

REVISED: August 12, 1991 (September 1, 1991 change)

REVISED: June 25, 2002

REVISED: June 28, 2005 Reference Policy number changed

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 609

REVISED: March 28, 2012 – Eliminate “Business Travel Accident” insurance. Add information from 9/17/11 member vote – no retirement benefits for Directors

REVISED: August 27, 2013 – Attorneys excluded from this benefit, policy number change

REVISED: December 15, 2015 – Paragraph five added to II. – Director benefits

REVISED: January 24, 2017 – Updated policy number to 905 in Section II. Policy

REVISED: September 18, 2018 – Removed benefit options for former Board of Directors

REVISED: February 15, 2022 – Updated for clarity throughout for eligibility, enrollment, and requirement of paid premiums.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 610

I. SUBJECT: AUTHORITY TO SIGN

II. POLICY

The cooperative's President and Chief Executive Officer is authorized to sign all communications in the name of the cooperative as President and Chief Executive Officer, except those, which by policies of the Board of Directors, may require an executive officer of the Board of Directors to sign.

The President and Chief Executive Officer may delegate authority to members of his staff to sign routine correspondence affecting matters coming under their control and may delegate authority to the Chief Financial Officer to sign contracts, and may delegate authority to Vice Presidents to sign contracts which obligate Cobb EMC to no more than \$50,000 per year and are no longer than a two year term (aggregate of \$50,000 per year for any single vendor or party).

APPROVED: 4/25/2023



Chairman, Board of Directors

REVISION HISTORY:

REVISED: November 17, 1987

REVISED: August 27, 2013 – Added “and may delegate authority to the Chief Financial Officer and Chief Operating Officer to sign contracts”. Title change and policy number change.

REVISED: November 25, 2014 – Title Changes; President/Chief Executive Officer to President and Chief Executive Officer.

REVISED: November 28, 2017 – Added “and may delegate authority to Vice Presidents to sign contracts which obligate Cobb EMC to no more than \$20,000 per year and are no longer than a one year term (aggregate of \$20,000 per year for any single vendor or party)” to paragraph two of II.

REVISED: April 25, 2023 – Removed “Chief Operating Officer” and revised Vice President authority to “\$50,000 per year and are no longer than a two year term”

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 611

I. SUBJECT: OPEN MEETINGS

II. POLICY

A. Open Meetings Requirement

Current Members in good standing may attend regular monthly meetings of the Board of Directors as well as other meetings of the Board of Directors including committee meetings whenever a quorum of Directors for the transaction of business is present, except for Executive Sessions of such meetings as allowed by section 4.07 of the bylaws. All meetings shall be called with proper notice, and any final action on a matter shall be made in regular session of a meeting and shall be recorded in the official minutes of the meeting as called for in section 4.08 of the bylaws.

B. Member Attendance Requirements

To attend an open meeting, a member must register with Cobb EMC at least 24 hours prior to the meeting. Members must sign in at least 10 minutes prior to the published start time in order to obtain admittance. Members are limited to observing the meeting unless the member formally requests to speak at least three business days in advance of the board meeting by submitting to the CEO of Cobb EMC or Secretary of the board a request documenting the information to be presented. Members may address any matter with the board except service related issues, or matters under Section 4.09 of the By-Laws of Cobb EMC. Service related issues must first be referred to EMC staff before being presented to the board. If unresolved, then the member may request to present to the board. Member comments are limited to three minutes. No one may interrupt or speak and no photos or audio/video is allowed; including cell phone or smart phone use which is prohibited. The board may limit the number of members attending meetings.

C. General Provisions

A "board meeting" and "committee meeting" means a deliberation between a quorum of the voting Board of Directors or between a quorum of the voting Board of Directors and another person, during which cooperative business or policy over which the Board of Directors has responsibility is discussed or considered or during which the Board of Directors takes formal action.

The term "board meeting" does not include the gathering of a quorum of the Board of Directors at a social function, or the attendance by such a quorum at

a regional, state, or national convention or workshop, ceremonial event, or press conference or any other gathering, if formal action is not taken and any discussion of Cobb EMC business is incidental to the social function, convention, workshop, ceremonial event, or press conference or other gathering. Notwithstanding the foregoing, a member meeting as defined in the bylaws shall not be considered a board meeting. A board member's telephonic attendance at a meeting shall count towards a quorum. An "open meeting" means a meeting open to members of the cooperative; an "executive session" means a meeting to which members do not have access as defined in section 4.01 and 4.09 of the bylaws, respectively.

D. Board Meeting Records

Board meeting records shall be kept in accordance with the provisions of Section 4.08 of the By-Laws of Cobb EMC.

E. Notice of Meetings

1. Posting

Posting of meetings shall be performed in accordance with the provisions of Section 4.01 of the By-Laws of Cobb EMC.

2. Recess

If the Board of Directors recesses an open meeting to the following regular business day, they are not required to post notice of the continued meeting if the action is taken in good faith and not to circumvent this section.

3. Emergency

Emergency meetings, if necessary, shall be in accordance with Section 4.02 of the By-Laws of Cobb EMC.

F. Exceptions to Requirement That Meetings Be Open: Executive Sessions

An executive session may be held as allowed by law or in accordance with Section 4.09 of the By-Laws of Cobb EMC.

ADOPTED: September 25, 2012

REVIEWED: August 27, 2013 – Policy number change.

REVISED: December 15, 2015 – Added member attendance requirements to II, Section B.

REVISED: January 24, 2017 – Removed language in Section II., A., replaced with Bylaw language of 4.07 and added language to Section II., C.



Chairman, Board of Directors

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 612

I. DIRECTOR TRAVEL EXPENSE

II. POLICY

A. Reimbursement

Any director who travels on cooperative business and expends personal funds shall be reimbursed in accordance with this Policy ("reimbursement").

B. Request, Review and Approval Process

The following process shall be followed for reimbursement:

- 1) A director seeking reimbursement for expenses related to travel for business purposes shall submit required receipts and any other forms to the Executive Administrative Assistant within 30 days of the completion of travel. If the Board Secretary/Treasurer approves the expenses, reimbursement shall be paid through Accounts Payable.
- 2) Any director seeking reimbursement shall identify the following information for each expense:
 - a. Date the expense was incurred
 - b. The location where the expense was incurred (i.e. name of the hotel, restaurant, etc.)
 - c. The overall business reason for the travel, and the specific business reason for any expense to which the overall business reason does not apply.
 - d. The starting and ending points of travel for any automobile mileage reimbursement.

C. Criteria For Approval

The Board Secretary/Treasurer shall consider and decide whether to approve any director's reimbursement request based on verification of the following:

- 1) Business purpose of the travel is valid and directly related to official company business; and does not include personal travel or companion travel expenses;
- 2) Expenses are in accordance with this policy, reasonable and necessary and conform to any requirements imposed by the IRS and other regulatory agencies as applicable; and

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 612

- 3) All required accompanying documents are complete and accurate.

D. Reasonable and Necessary Expenses

Reasonable and necessary expenses not otherwise described by this policy may be allowed when fully documented and explained. The Board of Directors grants the Board Secretary/Treasurer authority to approve any such reimbursement to cover reasonable and necessary expenses. Any director may refer any decision regarding reimbursement to the full Board of Directors for its consideration and review, and the board may affirm or overrule the decision of the Board Secretary/Treasurer. In measuring the reasonableness of expenses, the board may consult the per diem and hotel rates by location, updated each fiscal year by the U.S. General Services Administration.

1) Lodging

- a. Directors shall seek reasonable lodging based on the location to which he/she is traveling.
- b. When traveling to a conference, a director shall generally stay at the hotel hosting the conference. Exceptions may be considered for the following:
 - i. Location (regional rates)
 - ii. Lack of available rooms
 - iii. Seasonal rate variations
 - iv. Last-minute reservations
- c. A lodging receipt shall include the name and location of the lodging establishment, dates of stay, and separate amounts for charges such as lodging, telephone calls, meals and incidentals. Meals and incidentals on lodging receipts must be itemized.
- d. Directors shall be reimbursed for reasonable and actual expenses for laundry services that are necessary due to an absence from home for four or more days or when unforeseen circumstances occur and are explained in the trip documentation.
- e. Directors shall be reimbursed for Wi-Fi internet costs that are reasonable.

2) Air Travel

Directors shall purchase reasonably priced tickets available using a commercial discount airfare or customary standard (coach or equivalent) airfare. Directors shall make reservations in as timely a manner as possible, to secure advance-purchase discounts.

3) Rental Cars Vehicle

Rental is authorized when it is more practical and/or less expensive than the use of other transportation. Mileage charges paid to a car rental company as part of the rental price are reimbursable, but directors will not otherwise be paid a mileage allowance for distances driven in a rental car. The cost of gas

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 612

for a rental car is reimbursable. Directors shall reject the insurance coverage offered by the rental car company. If an accident occurs, the director shall notify the Chief Financial Officer no later than the following business day.

4) Private Automobiles

The cooperative shall pay directors the standard mileage allowance defined by the IRS for use of a private automobile, based on the actual driving distance by the most direct route. Such payment shall be in lieu of reimbursement of any actual automobile expenses.

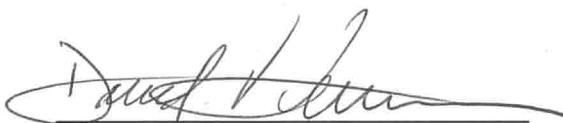
5) Meals and Incidentals

Reasonable and necessary meal and incidental expenses shall be reimbursed at actual cost. Incidental expenses include fees and tips for persons providing services, such as food servers, hotel housekeeping and luggage handlers, ground transportation, and other reasonable and necessary expenditures, including books, supplies, meeting expenses, parking, tolls, and cab fares.

E. Combining Company and Personal Travel

If the director takes an indirect route or interrupts a direct route for other than company business, the cooperative shall provide reimbursement to pay for the portion required for business purposes. If the cooperative prepaid the airfare and/or rental car, the director shall reimburse the cooperative for the personal portion of the expense. Weekends, holidays or other necessary layovers shall be eligible for reimbursement when it is documented that they are required for business and/or the result will be a lower cost of travel than if the layover did not occur.

APPROVED: 2/15/2022



Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: June 25, 2013

REVISED: August 27, 2013 – Policy number change

REVISED: February 15, 2022 – Section D removed GSA link; D.3 changed to reject rental car insurance with accident notification to CFO.

COBB ELECTRIC MEMBERSHIP CORPORATION

Policy No. 613

I. SUBJECT: POLICY FORMATION AND APPROVAL PROCESS

II. POLICY

To establish a procedure for the development of new Cobb EMC policies and board proposed bylaw changes.

- A. A board member must sponsor all new or modified policy proposals.
- B. New or modified policy proposals developed by Cobb EMC staff should be submitted to the Governance Committee for evaluation and sponsorship.
- C. Board members may introduce new or modified policy proposals during the new business section of board meetings or may be submitted directly to the Governance Committee; regardless, action must occur at the second (2nd) of two (2) consecutive director meetings.
- D. The Governance Committee, before full board consideration, must evaluate new or modified policy proposals; however, such policies may be considered by the full board without the Governance Committee review by a 2/3 vote of the board.
- E. Board member proposed bylaw changes shall follow the same procedure prescribed by this policy.

ADOPTED: April 23, 2013

REVIEWED: August 27, 2013 – Policy number change.


Chairman, Board of Directors

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 614

I. SUBJECT: DISTRIBUTED GENERATION POLICY

a. Policy

Cobb Electric Membership Corporation (herein after referred to as “Cobb EMC” or the “Cooperative”) commits to safely delivering reliable, competitively priced electricity while being accountable to our Member-owners through sound governance, management, operating practices and improving the quality of life in our local communities. In some cases, Cooperative Members may choose to install their own electric power generation equipment. In these cases, Cobb EMC stands ready to work with its Members to ensure that their generation equipment is installed in a manner consistent with this policy. Members will also need to coordinate the installation and approval of their electric power generator facilities with the local code inspection authority to ensure compliance with all applicable codes, standards, regulations, and laws.

This policy outlines the minimum requirements for Members, from the Cobb EMC distribution system protection and operations perspective. Such generators can be described by several different names: distribution generator, independent power producer, co-generator, or peak shaver. Cobb EMC will refer to all of these types of generators as Distributed Generation (DG). DG as described in this policy is a source of electric power that is directly connected to the distribution system and not the bulk power transmission system.

This policy is applicable only to DG facilities defined herein. The interconnection of other generators to Cobb EMC’s distribution system will be addressed with each Member on a case-by-case basis. This policy is not applicable to generation intended strictly for emergency backup, open transfer peak shaving, or any other stand-alone operations where DG is never tied directly with Cobb EMC’s distribution system.

This Distributed Generation Policy establishes the terms and conditions for the application process, interconnection, provision of energy metering services, excess energy purchases, and net metering.

b. Definitions

Capitalized terms used in this policy document have the meanings given below or elsewhere in the policy document, unless the context clearly indicates otherwise:

“Bi-Directional Meter” is a meter capable of measuring (but not necessarily displaying) electricity flow in both directions.

“Bi-Directional Metering” means measuring the amount of electricity supplied by the Cooperative and the amount of electricity fed back to the Cooperative by the Member’s Distributed Generation Facility using a single meter.

“Billing Period” means, as to a particular Member, the time period between the dates on which the Cooperative normally reads the retail service meter for billing purposes.

“Distributed Generation Facility” means a facility owned and operated by a Member Generator for the production of electrical energy that:

- (1) generates electrical energy from a Renewable Energy Source, energy storage system, fuel cell, or other generating method;
- (2) has a peak generating capacity of (i) not more than 10 kW for residential application and 100 kW for commercial application and (ii) not more than the rated capacity of the distribution equipment used by the Cooperative to serve the Member’s facility;
- (3) is located on premises leased or owned by the Member;
- (4) operates in parallel with the Cooperative’s distribution facilities;
- (5) is connected to the Cooperative’s distribution system on either side of the Cooperative’s retail service meter; and
- (6) is intended for use as defined in the application by the Member.

“Excess Net Energy” is the positive difference between the electricity generated by the Member’s Distributed Generation Facility and the electricity consumed by the Member Generator during the Billing Period.

“Lessee” means a Member Generator who has a Solar Energy Procurement Agreement (as defined in the Georgia “Solar Power Free-Market Financing Act of 2015”) with a solar financing agent.

“Member” means a Member of Cobb EMC.

“Member Generator” means a Member who is the lessee or owner and operator of a Distributed Generation Facility.

“Renewable Energy Sources” means energy supplied from technologies such as a solar photovoltaic system, wind turbine, biomass system, or other technologies approved in the Georgia Green Pricing Accreditation Program.

c. Application Process

A prospective Member Generator that intends to interconnect with the Cooperative’s distribution system must submit a completed Application for Interconnection of Distributed Generation Facility (see Exhibit 1), including all attachments thereto, along with payment of a \$100.00 application fee to the Cooperative at least thirty (30) days prior to the date the Member intends to interconnect the Distributed Generation Facility to the Cooperative’s electric distribution facilities.

Following receipt of a complete application and application fee, a representative from the Cooperative will review the application and notify the prospective Member Generator within thirty (30) days if the application is accepted or not accepted. Review or acceptance of the application by the Cooperative does not impose any liability and does not convey any warranty or certification that the Member Generator’s equipment that is the subject of the application is adequate or approved by the Cooperative to perform as intended by Member Generator. The Cooperative disclaims any expertise or special knowledge relating to the design or performance of Member’s Distributed Generation Facility and does not warrant the efficiency, cost-effectiveness, safety, durability, or reliability of the Distributed Generation Facility that is the subject of the Application.

d. Requirements for Initial Interconnection

A Member Generator may begin operation of the Distributed Generation Facility on an interconnected basis when each of the following is completed, to the reasonable satisfaction of the Cooperative:

- (1) The Application Process set forth in Section d. above is complete.
- (2) The Member has executed a Distributed Generation Facility Interconnection Agreement substantially in the form of Exhibit 2 or Exhibit 3, as applicable, with the Cooperative and is in compliance with all requirements set forth therein.
- (3) The Member is in compliance with the requirements established by the National Electric Code, National Electric Safety Code, the Institute of Electrical and Electronic Engineers, and Underwriters Laboratories, and other safety, power quality, and interconnection requirements as the Cooperative may adopt, from time to time.
- (4) The Member Generator has paid the Cooperative all applicable charges and fees set forth in the Distributed Generation Facility Interconnection Agreement, including any costs associated with installation of a Bi-Directional Meter.
- (5) The Member Generator has made all payments required by and has otherwise complied with the conditions for extension or modification of the Cooperative's distribution system to allow for interconnection, as may be determined herein and as set forth in the Cooperative's service rules and regulations.
- (6) The Member Generator has submitted to the Cooperative a copy of the final, signed, jurisdictional approval (Permit) for the Member's Distributed Generation Facility from the local government entity with jurisdiction over the Member's Distributed Generation Facility (generally the local building and inspection department), or proof that inspection has been made in the form of an inspection sticker at the Member Generator's premise.

e. Metering

The Cooperative will use a single Bi-Directional Meter to measure the electricity generated for each Distributed Generation Facility that interconnects with the company's distribution system on or after July 1, 2015.

f. Energy Purchases

When the electricity generated by the Member Generator's Distributed Generation Facility exceeds the electricity supplied by the Cooperative during the Billing Period, the Member Generator shall receive a bill credit for the Excess Net Energy pursuant to the Cooperative's Distributed Generation Service Schedule, DG-1.

g. Charges for Interconnection and Net Metering

The Member Generator shall be responsible for all costs of installing, owning, testing, operating and maintaining protective equipment and/or electrical facilities located before the point of

interconnection and required to interconnect the Member's generation equipment with the System and for providing metering service. In addition, the Member Generator shall be charged for the direct costs incurred by the Cooperative, including for any interconnection facilities installed by the Cooperative to allow for the interconnection and to provide metering service. These charges will be determined in accordance with the Cooperative's Distributed Generation Service Schedule, DG-1.

h. Exhibits

Application for Interconnection of Distributed Generation Facility-----Exhibit 1

Distributed Generation Facility Interconnection Agreement (<10kW) -----Exhibit 2

Distributed Generation Facility Interconnection Agreement (10-100kW)-----Exhibit 3

Adopted: January 22, 2008

Revised August 26, 2014

Revised June 30, 2015

Revised February 26, 2019: Section A., Number 7(b): Added State Law Requirements

Revised June 30, 2020 Sections 7, a, b, e: Added language to reflect new interconnection policies.

Added additional Exhibit 3 for commercial interconnection agreement. See File "Overview of interconnection changes" for additional revision notes.



Chairman, Board of Directors

Exhibit 1

APPLICATION FOR INTERCONNECTION OF DISTRIBUTED
GENERATION FACILITY

Cobb Electric Membership Corporation

APPLICATION FOR INTERCONNECTION OF DISTRIBUTED GENERATION
FACILITY

This application should be completed and returned to the Cooperative Field Services representative at least thirty (30) days prior to the Member's proposed interconnection date to facilitate processing by the Cooperative. Timely delivery of the application does not guarantee interconnection of the Distributed Generation Facility thirty (30) days following submission of this application or at all.

By submitting this application, Member agrees that it will not operate its Distributed Generation Facility in parallel with the Cooperative's distribution system until each of the steps for interconnection have been completed. Unauthorized parallel operation of Member's distributed generation facilities could result in injury to persons and/or damage to equipment or property.

A. MEMBER/APPLICANT INFORMATION

Member/Applicant Name: _____

Mailing Address: _____

City: _____ State: _____ Zip Code: _____

Phone Number: _____ Email Address: _____

B. ELECTRICAL CONTRACTOR

Company: _____

Mailing Address: _____

City: _____ County: _____ State: _____ Zip Code: _____

Phone Number: _____ Email Address: _____

Generator Type _____

License _____

Proposed Installation Date _____

Proposed Operational Date _____

[Signatures on the next page.]

AGREE AND ACCEPT

Member agrees to provide the Cooperative with any additional information required to complete the interconnection. Member shall operate his equipment within the requirements set forth in the Cooperative's Distributed Generation Facility Interconnection Agreement.

Member/Applicant

Date

Cobb Electric Membership Corporation

Distributed Generation Policy

Exhibit 2

DISTRIBUTED GENERATION FACILITY

INTERCONNECTION AGREEMENT

FOR FACILITIES WITH NAMEPLATE POWER LESS THAN 10kW

Cobb Electric Membership Corporation

DISTRIBUTED GENERATION FACILITY INTERCONNECTION AGREEMENT

This Agreement made _____, 20 ____ (hereinafter called the "Effective Date"),
between Cobb Electric Membership Corporation (hereinafter called "Cooperative"), and
_____ located at

(hereinafter called the "Member Generator").

WHEREAS, the Cooperative is an electric membership corporation providing retail electric service; and

WHEREAS, the Member Generator is a Member of the Cooperative; and

WHEREAS, the Member Generator desires to install, own, operate and maintain a Distributed Generation Facility as defined in the Cooperative's Distributed Generation Policy; and

WHEREAS, the Member Generator desires to interconnect with the Cooperative's electric distribution system (hereinafter called "System") of the Cooperative and has complied with the provisions for interconnection contained in the Cooperative's Distributed Generation Policy; and

WHEREAS, the Member Generator desires to operate its generation equipment in parallel with the Cooperative's System.

NOW THEREFORE, it is understood and agreed that the Cooperative shall permit the Member Generator to connect its generation system to the System and to operate its generation equipment in parallel with the System subject to the following terms and conditions:

1. PROJECT INFORMATION

By execution of this agreement, the Member Generator certifies to the Cooperative that the information in Appendix S "Project information" accurately sets forth the details of the project.

2. APPLICABILITY

This agreement applies to all Distributed Generation (DG) interconnection requests within the Cooperative with nameplate power values of less than ten (10) kilowatts. The Cooperative may apply this agreement to distributed generation facilities outside this range at its own discretion.

3. COST OF INTERCONNECTION AND PROTECTIVE EQUIPMENT:

The Member Generator shall be responsible for all costs of installing, owning, testing, operating, and maintaining protective equipment and/or electrical facilities located before the point of interconnection and required to interconnect the Member's generation equipment with the System and for providing metering service. In addition, the Member Generator shall be charged for the direct costs incurred by the Cooperative, including for any interconnection facilities installed by the Cooperative to allow for the interconnection and to provide metering service.

Should there be need of an impact study, or other engineering due diligence, as defined by the Cooperative, the Member Generator shall cover these costs before an interconnection approval will be issued. The Member Generator is required to contact the Cooperative before submitting the Interconnection Request to determine if a system impact study or engineering due diligence is applicable.

4. APPLICABLE STANDARDS

The Member Generator shall comply with NEC 2017 for design and installation of the DG. Appendix T lists other applicable standards for all interconnection applications.

5. PROFESSIONAL INSTALLER

All electrical work shall be done by a licensed and insured electrician or as approved by the Cooperative. It is recommended that all general contractors be licensed and insured.

6. TEMPORARY DISCONNECTION

The Cooperative shall be permitted to disconnect the DG on a temporary basis. Temporary disconnection shall continue only for so long as reasonably necessary.

a. Isolation of the Member Generator

The Cooperative may de-energize and isolate the Member Generator for any reason related to, but not limited to, construction, installation, repair, replacement, removal, investigation or inspection of the Cooperative's equipment or part of Cooperative's System for any reason.

b. Emergency conditions

In an emergency condition the Cooperative may immediately cease operation of the Member Generator and shall notify the Member Generator promptly. Similarly, the Member Generator shall notify the Cooperative when it becomes aware of a situation that would damage or cause harm to the Cooperative's System.

c. Modification

The Member Generator must notify the Cooperative of any proposed modification and must receive written approval from the Cooperative prior to implementing the modification. The Cooperative shall not unreasonably withhold this authorization. All modifications are subject to engineering design review and must be done with good industry practice. If the Member fails to comply with this clause, the Cooperative may cease to energize and disconnect the Member Generator.

7. COMMISSIONING, INSPECTION AND AUTHORIZATION

a. Commissioning and inspection

The Member Generator shall commission and test the DG pursuant to good industry practice. The commissioning and testing of the DG shall be authorized by the Cooperative in writing and the Member Generator must request the commissioning period within seven (7) business days prior to commissioning. The Cooperative reserves the right to deploy its own representatives to observe and inspect the commissioning and equipment test. The Member Generator shall make commissioning available to the Cooperative prior to authorization.

b. Authorization

The Member Generator must obtain written authorization prior to system operation. Authorization is subject to the reasonable discretion of the Cooperative. Prior to receipt of any authorization, Member Generator must provide all necessary documents as outlined in this Agreement.

Member Generator shall not operate the DG absent receipt of prior written authorization from the Cooperative. Prior to authorization of operation, the Member Generator shall provide a copy of the inspection and commissioning report. This shall include the inspection by a licensed professional for adherence to applicable codes as outlined in Appendix T.

8. OPERATING LIMITS:

Operation of Member Generator's DG shall not compromise the quality of electric service to other Members on the System. The Member Generator is subject to a Distributed Energy Resource (DER) evaluation at the Cooperative's discretion to determine compliance to IEEE 1547 of the DG in that regard. The Member Generator's parallel generating equipment shall meet the following minimum requirements:

[Note: Please contact the Cooperative prior to submitting the Interconnection Request to determine if the below is applicable. Member Generators that are not applicable to these requirements are subject to a specific review by the Cooperative.]

For Member Generators with Nameplate power ratings as outlined in this agreement, Equipment that has been certified by a Nationally Recognized Testing Service is acceptable to be installed and operated. All Inverters must have UL 1741/IEEE 1547.1 certification and the Member Generator must provide a copy of the inverter certification or datasheet from the manufacturer providing the certification.

9. GENERATOR INTERFACE TRANSFORMER:

The generator interface transformer is intended to provide isolation of the Member Generator's generating equipment from the System. The inherent impedance of the transformer will minimize the impact on the System due to faults originating at the Member Generator's generation equipment. This transformer may consist of an existing transformer serving the Member Generator's loads or a dedicated transformer dictated by generator or prevailing system characteristics. The Cooperative determines interface transformer specifications and the determination of ownership of said transformer shall be at the Cooperative's option.

For Member Generators with Nameplate power ratings as outlined in this agreement, the isolation transformer may be the existing service transformer pending review from the Cooperative.

10. GENERATOR PARALLELING BREAKER

It is required that a generator-paralleling breaker be electrically operated and rated as a five (5) electrical cycle device for fault clearing or tripping.

For Member Generators with Nameplate power ratings as outlined in this agreement, the existing residential panel breaker may be adequate pending review from the Cooperative.

11. SAFETY

Operation of Member Generator's DG shall not present any safety hazard to the Cooperative employees or other Members connected to the System or the public at large. Under no circumstances shall the Member Generator's DG be used or be capable of energizing a dead System circuit. All inverter-based DG systems shall comply with IEEE 1547 and cease to energize within 2 seconds of unintentional islanding.

A positive means of disconnecting and locking out the Member Generator's DG with a visible air gap shall be provided to ensure safety of Cooperative operating personnel during line maintenance. This disconnecting means may be via a lockable air-break disconnect or by a lockable draw out circuit breaker. Islanding of the Member Generator's DG (a situation whereby the Member Generator's loads and generation remains connected to the bus) shall be prevented by protective relaying specified by the Cooperative based on Individual review of the Member Generator's DG.

It is not the intent of this document to specify protection of the Member Generator's DG. Protection of the Member Generator's DG is the responsibility of the Member Generator, and the Cooperative assumes no liability for damage or failure of the Member Generator's DG.

Prior to the initial interconnection of the Member Generators' distributed generation facility to the Cooperative's distribution system, the Member Generator will submit to the Cooperative a copy of the signed jurisdictional approval (PERMIT) for Member Generator's Distributed Generation Facility from the local government entity with jurisdiction over the Member Generator's Distributed Generation Facility (generally the local building and Inspections department), or proof of Inspection has been made in the form of a sticker placed at the Member Generator's premise.

12. LIMITATION OF LIABILITY AND INDEMNIFICATION:

Notwithstanding any other provision in this Agreement. The Cooperative's liability to Member Generator shall be limited as set forth in accordance with this section.

ALL PROVISIONS NOTWITHSTANDING, IN NO EVENT SHALL THE COOPERATIVE BE LIABLE TO THE MEMBER GENERATOR FOR ANY INTEREST, LOSS OF ANTICIPATED REVENUE, EARNINGS, PROFITS, OR INCREASED EXPENSE OF OPERATIONS, LOSS BY REASON OF SHUTDOWN OR NON-OPERATION OF MEMBER GENERATOR'S PREMISES OR FACILITIES OR FOR ANY INDIRECT, INCIDENTAL, OR CONSEQUENTIAL, PUNITIVE OR EXEMPLARY DAMAGES ARISING OUT OF OR RELATED, IN WHOLE OR PART, TO THIS AGREEMENT.

The Member Generator shall assume all liability for and shall indemnify the Cooperative and its members, trustees, directors, officers, managers, employees, agents, representatives, affiliates, successors and assigns for and shall hold them harmless from and against any claims, losses, costs, and expenses of any kind or character to the extent that they result from the Member Generator's design, construction, installation, operation or maintenance of the Facilities or Interconnection Facilities, or to the extent that they result from Member Generator's violation of any provision of this agreement. Such indemnity shall include, but is not limited to, financial responsibility for (a) monetary losses; (b) reasonable costs and expenses of defending an action or claim; (c) damages related to death or injury; (d) damages to property, and (e) damages for the disruption of business.

The Cooperative and Member Generator shall each be responsible for the safe installation, maintenance, repair and condition of their respective lines, wires, switches, or other equipment or property on their respective sides of the point where the electric energy first leaves the wires or facilities owned by the Cooperative and enters the wires or facilities provided by the Member Generator (the "Point of Interconnection"). The Cooperative does not assume any duty of inspecting the Member Generator's lines, wires, switches, or other equipment or property. The Member Generator assumes all responsibility for the electric

service supplied hereunder and the facilities used in connection therewith, at or beyond the Point of Interconnection.

A Party may claim Force Majeure and is entitled to suspend or modify its performance of obligations under this Agreement for the duration of the Force Majeure. A Party claiming Force Majeure is required to use reasonable efforts to relieve the Force Majeure and resume its performance as soon as possible. For the purposes of this Agreement, a "Force Majeure" is any event (a) that is beyond the reasonable control of the affected Party and (b) that the affected Party is unable to prevent or provide protection against by exercising reasonable diligence. Provided the preceding test is met, Force Majeure may include acts of war, public disorder, legal cease and desist orders- rebellion or insurrection; floods, hurricanes, earthquakes, lighting, storms or other natural calamities; explosions or fires; strikes, work stoppages or labor disputes; embargoes; and sabotage.

13. TESTING:

The Member Generator shall verify proper tripping and lockout of the generator system. Under no circumstances shall parallel generating equipment be operated with inoperative or defective protective relays. The Cooperative will perform an initial test upon installation of the Member Generator's equipment, but prior to parallel operation, to confirm proper automatic disconnect operation when the distribution system is de-energized.

14. COMPLIANCE PROCEDURE:

The Cooperative reserves the right to automatically or manually disconnect the Member Generator's Distributed Generation Facility with prior notice whenever, at the Cooperative's sole discretion, the Member Generator is deemed by the Cooperative to not be in compliance with the minimum interconnection requirements as specified via this Agreement. The interconnection will remain open until corrective action is taken, and suitable testing is completed. The Cooperative reserves the right to disconnect service to the Distributed Generation Facility without notice in accordance with its Service Rules and Regulations policy 309.

15. INTERCONNECTION AND METERING CHARGES:

The Cooperative shall install, own and operate metering equipment that it deems necessary to permit an accurate determination of the quantity of energy delivered by the Cooperative to the Member Generator and the quantity of energy generated and delivered by the Member Generator to the Cooperative's distribution system. The Member Generator shall pay the Cooperative for the direct costs incurred by the Cooperative to provide the interconnection of the Member Generator's Distributed Generation Facility to the Cooperative's distribution system and to provide metering service, in accordance with the rates, terms and conditions of the Cooperative's Distributed Generation Rate Schedule DG-1 attached to and made a part of this Agreement.

16. TERM:

This Agreement shall become effective on the Effective Date written and shall remain in effect until terminated by Member Generator giving the Cooperative thirty (30) days' written notice; provided, however, the Member Generator may not terminate this agreement if the Distributed Generation Facility remains connected in parallel to the System. The Cooperative may also terminate this Agreement by giving thirty (30) days' written notice to the Member Generator upon any breach of this Agreement by the Member Generator or upon failure of the Member Generator's Distributed Generation Facility to generate energy in parallel with the Cooperative's distribution system for three (3) consecutive months. The Distributed Generation Service Schedule DG-1 will remain in effect until changed or discontinued by the Cobb EMC Board of Directors.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement all as of the day and year first above written.

For the Cooperative

Name: _____

Print Name: _____

Title: _____

Date: _____

For the Member Generator

Name: _____

Print Name: _____

Title: _____

Date: _____

Appendix S

Project Information

Note: Please contact the Cooperative prior to submitting the Interconnection Request to determine if the below is applicable

1. One Line Diagram

Attached with this application, include a one line diagram depicting all the proposed devices, equipment, ratings, and any other electrical equipment that is to be installed. It shall also include the project name, project address, GPS location of the project in latitude and longitude, metering methodology, and all circuit protective information. For facilities greater than 50kW the drawing shall be stamped by a Professional Electrical Engineer or as approved by the Cooperative.

ONE LINE DIAGRAM ENCLOSED? YES ____ NO ____

2. Equipment datasheets and information

Attached with this application, include all proposed equipment specifications, technical sheets, cut sheets or manuals.

EQUIPMENT INFORMATION INCLUDED? YES ____ NO ____

3. Site plan

Attached with this application, include a general site plan that depicts the physical installation, lines of demarcation, easements, GPS locations, Proposed location of the interconnection, Proposed location, and physical depictions of the devices, solar panels, wind turbines, batteries, or all other equipment.

SITE PLAN ENCLOSED? YES ____ NO ____

General Information

Contact Name: _____

Title: _____

E-Mail Address: _____

Mailing Address: _____

City: _____ State: _____ Zip: _____

Telephone (Day): _____ (Evening): _____

Fax: _____

Inverter Manufacturer: _____ Model _____

UL 1741 listed _____ If yes, attach OEM information showing listing.

Nameplate Rating: _____ (kW) _____ (kVA) _____ (AC Volts)

System Design Capacity: _____ (kW) _____ (kVA)

Single Phase _____ Three Phase _____

Generating type (i.e. solar, wind, fuel cell, battery etc.)

Battery information

Manufacturer: _____ Type of chemistry: _____ C rating

Total Number of batteries _____

Grounded or Ungrounded. _____ Primary usage _____

DC fused protection manufacturer _____ Model _____

Rating at 3ms _____

Photovoltaic information

Manufacturer: _____ Type of panel: _____ Power rating (summer and winter) _____ Number of Panels _____

Tilt (fixed, tracking, or other if fixed provide angle) _____ Orientation

GPS Coordinates of site

Wind turbine information

Manufacturer: _____ Type of turbine: _____ Power rating

Number of turbines _____

GPS Coordinates of site

Other resource information

Electrical Information

Generating Facility Characteristic Data (for inverter-based machines)

Max design fault contribution current: _____ Instantaneous ____ or RMS

Harmonics Characteristics: _____

Start-up requirements: _____

Inverter Short-Circuit Model Data

Model and parameter data required for short-circuit analysis is specific to each inverter make and model.

Values below are valid for initial 2 to 6 cycles:

Inverter Equivalent MVA Base: _____ MVA

Short-Circuit Equivalent Pos. Seq. Resistance (R1): _____ p.u. (Ohms)

Short-Circuit Equivalent Pos. Seq. Reactance (XL1): _____ p.u. (Ohms)

Short-Circuit Equivalent Zero. Seq. Resistance (R2) cycles: _____ p.u. (Ohms)

Short-Circuit Equivalent Neg. Seq. Reactance (XL2), valid for initial 2 to 6 cycles:
_____ p.u. (Ohms)

Special notes regarding short-circuit modeling assumptions:

Transformer and Protection Information

Will the transformer be provided by the Member Generator? Yes __ No __

Transformer Data (For provided Member Generator owned transformer):

Is the transformer: Single phase ____ Three phase ____ Size: _____ kVA

Transformer Impedance: _____ % on _____ kVA Base

If Three Phase:

Transformer Primary Winding _____ Volts,

☐ Delta ☐ WYE, grounded neutral ☐ WYE, ungrounded neutral

Primary Wiring Connection

☐ 3-wire ☐ 4-wire, grounded neutral

Transformer Secondary Winding _____ Volts,

☐ Delta ☐ WYE, grounded neutral ☐ WYE, ungrounded neutral

Secondary Wiring Connection

☐ 3-wire ☐ 4-wire, grounded neutral

Transformer Tertiary Winding _____ Volts,

☐ Delta ☐ WYE, grounded neutral ☐ WYE, ungrounded neutral

Transformer Fuse Data (if applicable, for Interconnection Customer-owned fuse):

(Attach copy of fuse manufacturer's Minimum Melt and Total Clearing Time-Current Curves)

Manufacturer: _____ Type: _____ Size: _____ Speed: _____

Circuit Protection and relaying schemes

Provide information for all the devices proposed to be installed

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed

_____ Setpoints (min max) _____

Accuracy _____ Ratio _____ Class:

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed

_____ Setpoints (min max)

Accuracy _____ Ratio _____ Class:

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed
_____ Setpoints (min max)

Accuracy _____ Ratio _____ Class:

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed
_____ Setpoints (min max)

Accuracy _____ Ratio _____ Class:

Appendix T

Certification Codes and Standards

ANSI C84.1-2016 Electric Power Systems and Equipment – Voltage Ratings (60 Hertz)

IEEE 1547-2018, Standard for Interconnecting Distributed Resources with Electric Power Systems (including use of IEEE 1547.1 testing protocols to establish conformity)

IEEE Std 100-2000, IEEE Standard Dictionary of Electrical and Electronic Terms

IEEE Std 519-2014, IEEE Recommended Practices and Requirements for Harmonic Control in Electrical Power Systems

IEEE Std C37.108-R2002, IEEE Guide for the Protection of Network Transformers

IEEE Std C37.90.1-2012, IEEE Standard Surge Withstand Capability (SWC) Tests for Protective Relays and Relay Systems

IEEE Std C37.90.2-2004 IEEE Standard Withstand Capability of Relay Systems to Radiated Electromagnetic Interference from Transceivers

IEEE Std C57.12.44-2014, IEEE Standard Requirements for Secondary Network Protectors

IEEE Std C62.41.2-2002, IEEE Recommended Practice on Characterization of Surges in Low Voltage (1000V and Less) AC Power Circuits

IEEE Std C62.45-2002, IEEE Recommended Practice on Surge Testing for Equipment Connected to Low-Voltage (1000V and Less) AC Power Circuits

NEMA MG 1-2016, Motors and Small Resources

NFPA 70 (2017), National Electrical Code

NFPA 855 Standard for the installation for stationary Energy Storage Systems.

UL 1741, Inverters, Converters, Controllers, and Interconnection System Equipment for Use with Distributed Energy Resources

Cobb Electric Membership Corporation

Distributed Generation Policy

Exhibit 3

DISTRIBUTED GENERATION FACILITY

INTERCONNECTION AGREEMENT

**FOR FACILITIES WITH NAMEPLATE POWER EQUAL TO OR GREATER
THAN 10kW BUT LESS THAN 100kW**

Cobb Electric Membership Corporation

DISTRIBUTED GENERATION FACILITY INTERCONNECTION AGREEMENT

This Agreement made _____, 20____ (hereinafter called the "Effective Date"),
between Cobb Electric Membership Corporation (hereinafter called "Cooperative"), and
_____ located at

(hereinafter called the Member Generator)

WHEREAS, the Cooperative is an electric membership corporation providing retail electric service; and

WHEREAS, the Member Generator is a Member of the Cooperative; and

WHEREAS, the Member Generator desires to install, own, operate and maintain a Distributed Generation Facility as defined in the Cooperative's Distributed Generation Policy; and

WHEREAS, the Member Generator desires to interconnect with the Cooperative's electric distribution system (hereinafter called "System") of the Cooperative and has complied with the provisions for interconnection contained in the Cooperative's Distributed Generation Policy; and

WHEREAS, the Member Generator desires to operate its generation equipment in parallel with the Cooperative's System.

NOW THEREFORE, it is understood and agreed that the Cooperative shall permit the Member Generator to connect its generation system to the System and to operate its generation equipment in parallel with the System subject to the following terms and conditions:

1. PROJECT INFORMATION

By execution of this agreement, the Member Generator certifies to the Cooperative that the information in Appendix S "Project information" accurately sets forth the details of the project.

2. APPLICABILITY

This agreement applies to all Distributed Generation (DG) interconnection requests within the Cooperative with nameplate power values of ten kilowatts (10) up to one hundred (100) kilowatts. The Cooperative may apply this agreement to distributed generation facilities outside this range at its own discretion.

3. COST OF INTERCONNECTION AND PROTECTIVE EQUIPMENT:

The Member Generator shall be responsible for all costs of installing, owning, testing, operating, and maintaining protective equipment and/or electrical facilities located before the point of

interconnection and required to interconnect the Member's generation equipment with the System and for providing metering service. In addition, the Member Generator shall be charged for the direct costs incurred by the Cooperative, including for any interconnection facilities installed by the Cooperative to allow for the interconnection and to provide metering service.

Should there be need of an impact study, or other engineering due diligence, as defined by the Cooperative, the Member Generator shall cover these costs before an interconnection approval will be issued. The Member Generator is required to contact the Cooperative before submitting the Interconnection Request to determine if a system impact study or engineering due diligence is applicable.

4. APPLICABLE STANDARDS

The Member Generator shall comply with NEC 2017 for design and installation of the DG. Appendix T lists other applicable standards for all interconnection applications.

5. PROFESSIONAL INSTALLER

All application single lines for DG over 50kW shall be stamped by a professional electrical engineer or as approved by the Cooperative. All electrical work shall be done by a licensed and insured electrician or as approved by the Cooperative. It is recommended that all general contractors be licensed and insured.

6. TEMPORARY DISCONNECTION

The Cooperative shall be permitted to disconnect the DG on a temporary basis. Temporary disconnection shall continue only for so long as reasonably necessary.

a. Isolation of the Member Generator

The Cooperative may de-energize and isolate the Member Generator for any reason related to, but not limited to, construction, installation, repair, replacement, removal, investigation or inspection of the Cooperative's equipment or part of Cooperative's System for any reason.

b. Emergency conditions

In an emergency condition the Cooperative may immediately cease operation of the Member Generator and shall notify the Member Generator promptly. Similarly, the Member Generator shall notify the Cooperative when it becomes aware of a situation that would damage or cause harm to the Cooperative's System.

c. Modification

The Member Generator must notify the Cooperative of any proposed modification and must receive written approval from the Cooperative prior to implementing the modification. The Cooperative shall not unreasonably withhold this authorization. All modifications are subject to engineering design review and must be done with

good industry practice. If the Member fails to comply with this clause, the Cooperative may cease to energize and disconnect the Member Generator.

7. COMMISSIONING, INSPECTION AND AUTHORIZATION.

a. Commissioning and inspection

The Member Generator shall commission and test the DG pursuant to good industry practice. The commissioning and testing of the DG shall be authorized by the Cooperative in writing and the Member Generator must request the commissioning period within seven (7) business days prior to commissioning. The Cooperative reserves the right to deploy its own representatives to observe and inspect the commissioning and equipment test. The Member Generator shall make commissioning available to the Cooperative prior to authorization.

b. Authorization

The Member Generator must obtain written authorization prior to system operation. Authorization is subject to the reasonable discretion of the Cooperative. Prior to receipt of any authorization, Member Generator must provide all necessary documents as outlined in this Agreement.

Member Generator shall not operate the DG absent receipt of prior written authorization from the Cooperative. Prior to authorization of operation, the Member Generator shall provide a copy of the inspection and commissioning report. This shall include the inspection by a licensed professional for adherence to applicable codes as outlined in Appendix T.

8. OPERATING LIMITS:

Operation of Member Generator's DG shall not compromise the quality of electric service to other Members on the System. The Member Generator is subject to a Distributed Energy Resource (DER) evaluation at the Cooperative's discretion to determine compliance to IEEE 1547 of the DG in that regard. The Member Generator's parallel generating equipment shall meet the following minimum requirements:

[Note: Please contact the Cooperative prior to submitting the Interconnection Request to determine if the below is applicable. Member Generators that are not applicable to these requirements are subject to a specific review by the Cooperative.]

a. Voltage

In all Distributed Generator (DG) systems the Member generator shall be capable of Under voltage ride through (UVRT) and Over voltage ride through (OVRT) limits as specified in UL 1741 and IEEE 1547-2018. The Member generator will provide documentation of UL 1741 certification. The Member Generator is subject to a Distributed Energy Resource (DER) evaluation to determine compliance to IEEE 1547 of the DG in that regard at the Cooperative's discretion. For all systems

not satisfying or for systems partially fulfilling this requirement, additional equipment may need to be installed to meet the performance requirements set forth in IEEE 1547.

b. Flicker

All DG systems shall meet the requirement of IEEE 1547-2018 and shall not exceed emissivity severity of 0.35 for Epst over a 600 second period and 0.25 Epst over a period of 2 hours. Assessment and measurement methods for flicker are defined in IEEE Std 1453. If the Member generator is not able to meet this requirement, the Cooperative may require the Member Generator to provide additional devices such as a static VAR compensator (SVC) or series reactors.

c. Frequency

All DG systems the Member generator shall be capable of under frequency ride through (UFRT) and over frequency ride through (OFRT) limits as specified in UL 1741 and IEEE 1547-2018. The Member generator will provide documentation of UL 1741 certification. The Member Generator is subject to a DG evaluation to determine compliance to IEEE 1547 of the DG in that regard at the Cooperative's discretion. For all devices not satisfying this requirement, additional equipment must be installed to meet the performance requirements set forth in IEEE 1547-2018.

d. Power factor

Member Generator-owned generation shall employ automatic means of reactive power regulation while operating in parallel with the System. The Member Generator's generating equipment shall be capable of operation within the range of 0.95 lagging to 0.95 leading power factor as required by the Cooperative.

DGs shall comply with specified operational requirements in IEEE 1547-2018 and must be able to operate in the following modes: Constant power factor, volt-var, watt-var, constant reactive power, volt-watt. Additionally, the inverter-based DG shall be able to absorb/inject reactive power up to 44% of nameplate kVA rating.

e. Harmonics

Total current harmonic distortion shall not exceed 5.0%. Total voltage harmonic distortion shall not exceed 5.0%, with a limit of 3.0% on any individual harmonic. Special consideration will be given to regenerative drive systems and inverters reviewed on an individual case-by-case basis. Assessment and measurement methods for harmonics are defined in IEEE Std 519.

f. Stability

While operating in parallel with the System, the Member Generator's generating equipment shall maintain a stable output level with no noticeable hunting exhibited. In the event a system instability condition arises due to Member Generator-owned generation, it is the Member Generator's responsibility to take measures to rectify the source of instability.

9. GENERATOR INTERFACE TRANSFORMER:

The generator interface transformer is intended to provide isolation of the Member Generator's generating equipment from the System. The inherent impedance of the transformer will minimize the impact on the System due to faults originating at the Member Generator's generation equipment. This transformer may consist of an existing transformer serving the Member Generator's loads or a dedicated transformer dictated by generator or prevailing system characteristics. The Cooperative determines interface transformer specifications and the determination of ownership of said transformer shall be at the Cooperative's option.

10. GENERATOR PARALLELING BREAKER

It is required that a generator-paralleling breaker be electrically operated and rated as a five (5) electrical cycle device for fault clearing or tripping.

11. SYNCHRONIZATION:

It is the Member Generator's responsibility to provide proper synchronizing of its parallel generating equipment. The Cooperative assumes no liability for any Member Generator-owned generation; the Member Generator operates its equipment at its own risk. Synchronizing equipment shall be capable of matching frequency within plus/minus 0.05 Hz and plus/minus 10 electrical degrees phase angle prior to paralleling breaker closure. Voltage shall be matched within plus/minus 3%.

12. SAFETY

Operation of Member Generator's DG shall not present any safety hazard to the Cooperative employees or other Members connected to the System or the public at large. Under no circumstances shall the Member Generator's DG be used or be capable of energizing a dead System circuit. All inverter-based DG systems shall comply with IEEE 1547 and cease to energize within 2 seconds of unintentional islanding.

A positive means of disconnecting and locking out the Member Generator's DG with a visible air gap shall be provided to ensure safety of Cooperative operating personnel during line maintenance. This disconnecting means may be via a lockable air-break disconnect or by a lockable draw out circuit breaker. Islanding of the Member Generator's DG (a situation whereby the Member Generator's loads and generation remains connected to the bus) shall be prevented by protective relaying specified by the Cooperative based on Individual review of the Member Generator's DG.

It is not the intent of this document to specify protection of the Member Generator's DG. Protection of the Member Generator's DG is the responsibility of the Member Generator, and the Cooperative assumes no liability for damage or failure of the Member Generator's DG.

Prior to the initial interconnection of the Member Generators' distributed generation facility to the Cooperative's distribution system, the Member Generator will submit to the Cooperative a copy of the signed jurisdictional approval (PERMIT) for Member Generator's Distributed Generation Facility from the local government entity with jurisdiction over the Member Generator's Distributed Generation Facility (generally the local building and Inspections department), or proof of Inspection has been made in the form of a sticker placed at the Member Generator's premise.

13. LIMITATION OF LIABILITY AND INDEMNIFICATION:

Notwithstanding any other provision in this Agreement. The Cooperative's liability to Member Generator shall be limited as set forth in accordance with this section.

ALL PROVISIONS NOTWITHSTANDING, IN NO EVENT SHALL THE COOPERATIVE BE LIABLE TO THE MEMBER GENERATOR FOR ANY INTEREST, LOSS OF ANTICIPATED REVENUE, EARNINGS, PROFITS, OR INCREASED EXPENSE OF OPERATIONS, LOSS BY REASON OF SHUTDOWN OR NON-OPERATION OF MEMBER GENERATOR'S PREMISES OR FACILITIES OR FOR ANY INDIRECT, INCIDENTAL, OR CONSEQUENTIAL, PUNITIVE OR EXEMPLARY DAMAGES ARISING OUT OF OR RELATED, IN WHOLE OR PART, TO THIS AGREEMENT.

The Member Generator shall assume all liability for and shall indemnify the Cooperative and its members, trustees, directors, officers, managers, employees, agents, representatives, affiliates, successors and assigns for and shall hold them harmless from and against any claims, losses, costs, and expenses of any kind or character to the extent that they result from the Member Generator's design, construction, installation, operation or maintenance of the Facilities or Interconnection Facilities, or to the extent that they result from Member Generator's violation of any provision of this agreement. Such indemnity shall include, but is not limited to, financial responsibility for (a) monetary losses; (b) reasonable costs and expenses of defending an action or claim; (c) damages related to death or injury; (d) damages to property, and (e) damages for the disruption of business.

The Cooperative and Member Generator shall each be responsible for the safe installation, maintenance, repair and condition of their respective lines, wires, switches, or other equipment or property on their respective sides of the point where the electric energy first leaves the wires or facilities owned by the Cooperative and enters the wires or facilities provided by the Member Generator (the "Point of Interconnection"). The Cooperative does not assume any duty of inspecting the Member Generator's lines, wires, switches, or other equipment or property. The Member Generator assumes all responsibility for the electric service supplied hereunder and the facilities used in connection therewith, at or beyond the Point of Interconnection.

A Party may claim Force Majeure and is entitled to suspend or modify its performance of obligations under this Agreement for the duration of the Force Majeure. A Party claiming Force Majeure is required to use reasonable efforts to relieve the Force Majeure and resume its performance as soon as possible. For the purposes of this Agreement, a "Force Majeure" is any event (a) that is beyond the reasonable control of the affected Party and (b) that the affected Party is unable to prevent or provide protection against by exercising reasonable diligence. Provided the preceding test is met, Force Majeure may include acts of war, public disorder, legal cease and desist orders- rebellion or insurrection; floods, hurricanes, earthquakes, lighting, storms or other natural calamities; explosions or fires; strikes, work stoppages or labor disputes; embargoes; and sabotage.

14. TESTING:

The Member Generator shall verify proper tripping and lockout of the generator system. Under no circumstances shall parallel generating equipment be operated with inoperative or defective protective relays. The Cooperative will perform an initial test upon installation of the Member Generator's equipment, but prior to parallel operation, to confirm proper automatic disconnect operation when the distribution system is de-energized.

15. ACCESS:

The Cooperative shall have access at all times to the Member Generator's premises for the purpose of meter reading and performing operations and maintenance activities on the System. The Cooperative reserves the right, but not the obligation, to inspect the Member Generator's Distributed Generation Facility.

16. COMPLIANCE PROCEDURE:

The Cooperative reserves the right to automatically or manually disconnect the Member Generator's Distributed Generation Facility with prior notice whenever, at the Cooperative's sole discretion, the Member Generator is deemed by the Cooperative to not be in compliance with the minimum interconnection requirements as specified via this Agreement. The interconnection will remain open until corrective action is taken, and suitable testing is completed. The Cooperative reserves the right to disconnect service to the Distributed Generation Facility without notice in accordance with its Service Rules and Regulations policy 309.

17. INTERCONNECTION AND METERING CHARGES:

The Cooperative shall install, own and operate metering equipment that it deems necessary to permit an accurate determination of the quantity of energy delivered by the Cooperative to the Member Generator and the quantity of energy generated and delivered by the Member Generator to the Cooperative's distribution system. The Member Generator shall pay the Cooperative for the direct costs incurred by the Cooperative to provide the interconnection of the Member Generator's Distributed Generation Facility to the Cooperative's distribution system and to

provide metering service, in accordance with the rates, terms and conditions of the Cooperative's Distributed Generation Rate Schedule DG-1 attached to and made a part of this Agreement.

18. TERM:

This Agreement shall become effective on the Effective Date written and shall remain in effect until terminated by Member Generator giving the Cooperative thirty (30) days' written notice; provided, however, the Member Generator may not terminate this agreement if the Distributed Generation Facility remains connected in parallel to the System. The Cooperative may also terminate this Agreement by giving thirty (30) days' written notice to the Member Generator upon any breach of this Agreement by the Member Generator or upon failure of the Member Generator's Distributed Generation Facility to generate energy in parallel with the Cooperative's distribution system for three (3) consecutive months. The Distributed Generation Service Schedule DG-1 will remain in effect until changed or discontinued by the Cobb EMC Board of Directors.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement all as of the day and year first above written.

For the Cooperative

Name: _____

Print Name: _____

Title: _____

Date: _____

For the Member Generator

Name: _____

Print Name: _____

Title: _____

Date: _____

Appendix S

Project Information

Note: Please contact the Cooperative prior to submitting the Interconnection Request to determine if the below is applicable

1. One Line Diagram

Attached with this application, include a one line diagram depicting all the proposed devices, equipment, ratings, and any other electrical equipment that is to be installed. It shall also include the project name, project address, GPS location of the project in latitude and longitude, metering methodology, and all circuit protective information. For facilities greater than 50kW the drawing shall be stamped by a Professional Electrical Engineer or as approved by the Cooperative.

ONE LINE DIAGRAM ENCLOSED? YES ____ NO ____

2. Equipment datasheets and information

Attached with this application, include all proposed equipment specifications, technical sheets, cut sheets or manuals.

EQUIPMENT INFORMATION INCLUDED? YES ____ NO ____

3. Site plan

Attached with this application, include a general site plan that depicts the physical installation, lines of demarcation, easements, GPS locations, Proposed location of the interconnection, Proposed location, and physical depictions of the devices, solar panels, wind turbines, batteries, or all other equipment.

SITE PLAN ENCLOSED? YES ____ NO ____

General Information

Contact Name: _____

Title: _____

E-Mail Address: _____

Mailing Address: _____

City: _____ State: _____ Zip: _____

Telephone (Day): _____ (Evening): _____

Fax: _____

Inverter Manufacturer: _____ Model _____

UL 1741 listed _____ If yes, attach OEM information showing listing.

Nameplate Rating: _____ (kW) _____ (kVA) _____ (AC Volts)

System Design Capacity: _____ (kW) _____ (kVA)

Single Phase _____ Three Phase _____

Generating type (i.e. solar, wind, fuel cell, battery etc.)

Battery information

Manufacturer: _____ Type of chemistry: _____ C rating _____

Total Number of batteries _____

Grounded or Ungrounded. _____ Primary usage _____

DC fused protection manufacturer _____ Model _____

Rating at 3ms _____

Photovoltaic information

Manufacturer: _____ Type of panel: _____ Power rating (summer and winter) _____ Number of Panels _____

Tilt (fixed, tracking, or other if fixed provide angle) _____ Orientation _____

GPS Coordinates of site _____

Wind turbine information

Manufacturer: _____ Type of turbine: _____ Power rating _____

Number of turbines _____

GPS Coordinates of site _____

Other resource information

Electrical Information

Generating Facility Characteristic Data (for inverter-based machines)

Max design fault contribution current: _____ Instantaneous ____ or RMS

Harmonics Characteristics: _____

Start-up requirements: _____

Inverter Short-Circuit Model Data

Model and parameter data required for short-circuit analysis is specific to each inverter make and model.

Values below are valid for initial 2 to 6 cycles:

Inverter Equivalent MVA Base: _____ MVA

Short-Circuit Equivalent Pos. Seq. Resistance (R1): _____ p.u. (Ohms)

Short-Circuit Equivalent Pos. Seq. Reactance (XL1): _____ p.u. (Ohms)

Short-Circuit Equivalent Zero. Seq. Resistance (R2) cycles: _____ p.u. (Ohms)

Short-Circuit Equivalent Neg. Seq. Reactance (XL2), valid for initial 2 to 6 cycles:
_____ p.u. (Ohms)

Special notes regarding short-circuit modeling assumptions:

Transformer and Protection Information

Will the transformer be provided by the Member Generator? Yes ___ No ___

Transformer Data (For provided Member Generator owned transformer):

Is the transformer: Single phase ___ Three phase ___ Size: _____ kVA

Transformer Impedance: _____ % on _____ kVA Base

If Three Phase:

Transformer Primary Winding _____ Volts,

_ Delta _ WYE, grounded neutral _ WYE, ungrounded neutral

Primary Wiring Connection

_ 3-wire _ 4-wire, grounded neutral

Transformer Secondary Winding _____ Volts,

_ Delta _ WYE, grounded neutral _ WYE, ungrounded neutral

Secondary Wiring Connection

_ 3-wire _ 4-wire, grounded neutral

Transformer Tertiary Winding _____ Volts,

_ Delta _ WYE, grounded neutral _ WYE, ungrounded neutral

Transformer Fuse Data (if applicable, for Interconnection Customer-owned fuse):

(Attach copy of fuse manufacturer's Minimum Melt and Total Clearing Time-Current Curves)

Manufacturer: _____ Type: _____ Size: _____ Speed: _____

Circuit Protection and relaying schemes

Proved information for all the devices proposed to be installed

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed _____
Setpoints (min max) _____

Accuracy _____ Ratio _____ Class: _____

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed _____
Setpoints (min max) _____

Accuracy _____ Ratio _____ Class: _____

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed _____
Setpoints (min max) _____

Accuracy _____ Ratio _____ Class: _____

Device reference _____ Purpose _____

Manufacturer: _____ Type (breaker, fuse, PT etc.): _____

Ratings: Interrupt _____ Load _____ Trip speed _____
Setpoints (min max) _____

Accuracy _____ Ratio _____ Class: _____

Appendix T

Certification Codes and Standards

ANSI C84.1-2016 Electric Power Systems and Equipment – Voltage Ratings (60 Hertz)

IEEE 1547-2018, Standard for Interconnecting Distributed Resources with Electric Power Systems (including use of IEEE 1547.1 testing protocols to establish conformity)

IEEE Std 100-2000, IEEE Standard Dictionary of Electrical and Electronic Terms

IEEE Std 519-2014, IEEE Recommended Practices and Requirements for Harmonic Control in Electrical Power Systems

IEEE Std C37.108-R2002, IEEE Guide for the Protection of Network Transformers

IEEE Std C37.90.1-2012, IEEE Standard Surge Withstand Capability (SWC) Tests for Protective Relays and Relay Systems

IEEE Std C37.90.2-2004 IEEE Standard Withstand Capability of Relay Systems to Radiated Electromagnetic Interference from Transceivers

IEEE Std C57.12.44-2014, IEEE Standard Requirements for Secondary Network Protectors

IEEE Std C62.41.2-2002, IEEE Recommended Practice on Characterization of Surges in Low Voltage (1000V and Less) AC Power Circuits

IEEE Std C62.45-2002, IEEE Recommended Practice on Surge Testing for Equipment Connected to Low-Voltage (1000V and Less) AC Power Circuits

NEMA MG 1-2016, Motors and Small Resources

NFPA 70 (2017), National Electrical Code

NFPA 855 Standard for the installation for stationary Energy Storage Systems.

UL 1741, Inverters, Converters, Controllers, and Interconnection System Equipment for Use with Distributed Energy Resources

Summary report: Litéra® Change-Pro TDC 10.1.0.200 Document comparison done on 6/15/2020 11:53:30 AM	
Style name: GRE Special	
Intelligent Table Comparison: Active	
Original DMS: iw://AODMS/SUTHERLAND/44826115/1	
Modified DMS: iw://AODMS/SUTHERLAND/44826115/3	
Changes:	
<u>Add</u>	428
<u>Delete</u>	424
<u>Move From</u>	0
<u>Move To</u>	0
<u>Table Insert</u>	0
<u>Table Delete</u>	0
<u>Table moves to</u>	0
<u>Table moves from</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	852

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 615

I. SUBJECT: CONTRACT MANAGEMENT

II. POLICY

This document establishes policies and procedures for review and approval of proposed contracts with Cobb EMC.

Cobb EMC shall establish Contract Management Guidelines to govern the initiation and conduct of discussions or negotiations expected to lead to contracts in which Cobb EMC may become a party. Senior Management may establish additional procedures as appropriate for the affected division. Senior Management should consult the CFO or the designated Contract Management Team prior to the drafting of proposed contracts and during negotiations, to facilitate subsequent legal and management clearance of resulting proposed contracts. Contracts which create unbudgeted expenses greater than \$50,000 shall be reported to the Audit Committee on a quarterly basis. And those greater than \$100,000 must be approved by the Board of Directors.

Senior Management sponsoring proposed contracts must involve other Senior Management whose responsibilities are impacted by the proposed contracts as appropriate;

- Contract Management Team, as designated by the CFO, for procurement processes
- Management of finance for cost and budget considerations
- Management of human resources for human capital considerations
- Management of technology for contracts that impact the company's technology
- Management of loss control for liability considerations
- Management of power supply for contracts that could impact rates or power supply, including distributed energy resources and demand response

Proposed contracts must be routed through the cooperative's contract management system to be considered for approval. Cobb EMC's "Standard Terms and Conditions" are saved in the contract management system and may be adjusted by contract negotiation. Contract management system metadata, the proposed contract, and other relevant documents such as warranties and scope of work, as may be necessary, will be the basis for approval of contracts.

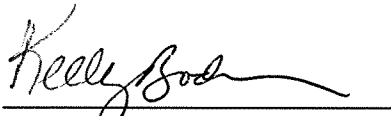
Officers, and Senior Management when authorized by Board Policy 610, may sign proposed contracts only after review by Contract Management Team, as outlined further in the Contract Management Guidelines.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 615

The CFO or the CFO's designated Contract Management Team is responsible for administration of this Policy and tracking the status of contracts and costs, and shall issue procedural guidelines as may be required to effectively administer this Policy. Senior Management is responsible for ensuring proper administration of each contract and for monitoring performance of contracted third parties.

APPROVED: 12/17/2024


Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: October 29, 2013

REVISED: January 28, 2014 – Made grammatical changes and title corrections.

REVISED: May 28, 2014 – Revised in paragraph four: “as may be otherwise adjusted by contract negotiation”

REVISED: November 28, 2017 – removed and added language in paragraph two, four, five and six of Section II for clarification; added, “Management of loss control for liability considerations”, to paragraph three of Section II; changed CFO to CEO in paragraph six in Section II; removed Appendix/Contract Management Sheet.

REVISED: October 22, 2019 – clarified language in Section II and updated for Director of Supply Chain and contract management system.

REVISED: February 15, 2022 – updated review process flow and job titles.

REVISED: December 17, 2024 – changed titles, and clarified language in Section II

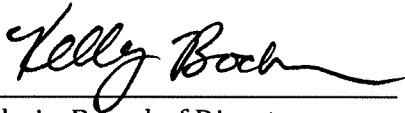
COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 616

- I. SUBJECT: PER DIEM FOR MEMBERS OF THE CREDENTIALS AND ELECTION COMMITTEE
- II. POLICY

The members of the Credentials and Election Committee shall receive, as per diem compensation for participation in committee meetings, an amount of \$500 per meeting.

APPROVED: October 28, 2025



Chair, Board of Directors

REVISION HISTORY:

ADOPTED: August 26, 2014

REVISED: October 28, 2025 - Per Diem amount changed to \$500 from \$250

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 617

I. SUBJECT: CONCURRENT TRAVEL OF BOARD OF DIRECTORS AND SENIOR STAFF

II. POLICY

It is in the best interest of the cooperative to avoid risks associated with multiple senior staff members and/or board members traveling together. This policy outlines guidelines to reduce such risks, but prudent steps should be taken to avoid any situation in which multiple senior staff members and/or board members may share a common risk that are not addressed specifically in this policy.

For the purpose of this policy, senior staff members are defined as the CEO, CFO, and all other Officers and Vice Presidents of the corporation.

A. Flights:

- 1) No more than four senior staff members should travel on the same flight.
- 2) No more than four board members should travel on the same flight.
- 3) No C-level executive shall fly in a private aircraft where another C-level executive is the pilot.
- 4) When travel includes Cobb EMC executives and Gas South executives, the CEOs and CFOs of the companies should not fly together if there are alternative flights available.

B. Automobile Travel:

- 1) No more than four senior staff members should travel in the same automobile.
- 2) No more than four board members should travel in the same automobile.
- 3) When travel includes Cobb EMC executives and Gas South executives, the CEOs and CFOs of both companies should not drive together if there is alternative transportation available.

C. In limited circumstances where shared multi-passenger transportation is the most economical and practical option (such as a shuttle bus), at least one senior staff member, one board member, and one Gas South executive should refrain from the shared transportation.

APPROVED: 12/20/2022


Chairman, Board of Directors

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 617

REVISION HISTORY:

ADOPTED: February 17, 2015

REVISED: October 22, 2019 – revised staff per flight and automobile, added number 3 under A. Flights and deleted section D.

REVISED: February 15, 2022 – revised staff per flight and automobile from three to four.

REVISED: December 20, 2022 – added consideration of Gas South executives to shared transportation.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 618

I. SUBJECT: CAPITAL CREDITS

II. POLICY

The Cooperative shall allocate and retire capital credits in a manner that:

- 1) is consistent with operating on a cooperative basis under state and federal law;
- 2) is consistent with the Cooperative's bylaws, section 6.2 through 6.12;
- 3) is fair and reasonable to the Cooperative's patrons and former patrons;
- 4) provides the Cooperative with sufficient equity and capital to operate effectively and efficiently; and
- 5) protects the Cooperative's financial condition and all restrictions imposed by its debt financing covenants.

Subject to law, the Cooperative's articles of incorporation, and the Cooperative's bylaws, the allocation and retirement of capital credits are at the sole discretion of the Cooperative's Board of Directors ("Board").

III. EXPECTATIONS

A. Board Approval

The Cooperative shall allocate and retire capital credits according to the manner, method, timing, and amount approved by the Board.

B. Patronage Earning Allocations

For electric service provided by the Cooperative on a cooperative basis during a fiscal year, the Cooperative shall equitably allocate to each patron, in proportion to the value of the electric service purchased by the patron during the fiscal year, the Cooperative's patronage earnings from providing the electric service during the fiscal year, calculated on either a book or tax basis at the discretion of the Board.

C. Patronage Loss Allocations

For electric service provided by the Cooperative on a cooperative basis, the Cooperative may offset patronage losses with the Cooperative's nonoperating margins until the loss has been fully absorbed by current and future nonoperating margins, calculated on either a book or tax basis at the discretion of the Board.

D. Nonpatronage Earning Allocations

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 618

As approved by the Board, the Cooperative may use, retain, or equitably allocate the Cooperative's nonpatronage earnings.

E. Nonpatronage Loss Allocations

The Cooperative shall offset nonpatronage losses with the Cooperative's nonpatronage earnings during any fiscal year.

F. General Capital Credits Retirements

The Cooperative shall generally retire capital credits with the goals of:

- 1) maintaining an equity percent of total assets and a Debt Service Coverage that sufficiently exceeds the Cooperative's covenants;
- 2) maintaining a strong credit profile with the appropriate debt and liquidity profile both in the near and long term;
- 3) retiring capital credits on a basis deemed most financially prudent at the time of retirement; and
- 4) retiring capital credits upon termination of membership, at the discretion of the Board.

G. Special Capital Credits Retirements

The Cooperative may specially retire capital credits upon the discretion of the Board.

I. Discounted Special Capital Credits Retirements

For capital credits specially retired before the time the Cooperative anticipated normally retiring the capital credits, as approved by the Board, the Cooperative may pay the discounted, net present value of the capital credits.

J. Recoupment

After retiring, and before paying, capital credits allocated to a patron or former patron, the Cooperative shall recoup, offset, or setoff any amount owed to the Cooperative by the patron or former patron by reducing the amount of retired capital credits paid to the patron or former patron by the amount owed.

IV. LIMITATIONS

A. Forfeiture of Capital Credits

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 618

The Cooperative shall not enter contracts through which a patron or former patron forfeits the right to the allocation or retirement of capital credits. The Cooperative shall not require any patron or former patron to forfeit the right to the allocation or retirement of capital credits.

B. Patron Classes

As reasonable and fair, and as approved by the Board, the Cooperative may allocate or retire capital credits to classes of similarly situated patrons or former patrons under different manners, methods, timing, and amounts, provided the Cooperative allocates and retires capital credits to similarly situated patrons and former patrons under the same manner, method, timing, and amount.

C. Separate Allocations and Retirements

The Cooperative shall separately identify and allocate to the Cooperative's patrons capital credits and similar amounts allocated to the Cooperative by an entity in which the Cooperative is a member, patron, or owner. The Cooperative may retire these separately identified and allocated capital credits only after the entity retires and pays the amounts to the Cooperative.

D. Notice of Allocation

The Cooperative shall, within a reasonable time after the close of the fiscal year, notify each patron by notification to all patrons of the aggregate amount of allocated capital credits with an explanation of how each patron may compute and determine for themselves the specific amount of capital so credited.

E. Adverse Financial Impact

The Cooperative shall not retire any capital credits unless the Board first determines that the retirement will not adversely impact the Cooperative's financial condition.

F. Request and Agreement for Special Retirement.

The Cooperative may specially retire capital credits upon the discretion of the Board upon receiving a written request from the appropriate legal representative, and only under terms and conditions agreed upon by the Cooperative and the appropriate legal representative.

G. Discount Rate

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If the Cooperative retires capital credits before the time the Cooperative anticipates normally retiring the capital credits and pays the discounted, net present value of the capital credits, then the Cooperative shall use a discount rate determined by the Board of Directors, as conditions warrant a higher or lower discount rate. The same applies to capital credits retired upon termination of membership.

H. Minimum Amount

Upon retirement, the Cooperative shall not pay by check capital credits below a dollar amount determined by the Board.

I. Payment and Notice of Retirement

After the Cooperative retires capital credits allocated to a current patron, the Cooperative shall pay the retired amount by either crediting the amount on the patron's next bill or sending a check. After the Cooperative retires capital credits allocated to a former patron, the Cooperative shall pay the retired amount by sending a check for the amount to the former patron's most current address listed on the Cooperative's records.

J. Unclaimed Capital Credits

If a patron or former patron fails to claim a retired capital credits amount within five (5) years, then the Cooperative shall publish a notice in the Cobb County newspaper, and post notifications on the Cooperative's website and at the Cooperative headquarters for a period of six (6) months prior to using the funds for a purpose in accordance with O.C.G.A. Section 44-12-236.

V. RESPONSIBILITY

A. Implementation of Policy

The Cooperative's CFO is responsible for implementing this Policy and for developing the practices and procedures necessary to allocate and retire capital credits according to this Policy.

B. Recommendations to Board

The Cooperative's CFO is responsible for:

- 1) recommending to the Board the manner, method, timing, and amount for allocating and retiring capital credits; and
- 2) when in the best interest of the Cooperative and its patrons and former patrons, recommending to the Board revisions to this Policy.

COBB ELECTRIC MEMBERSHIP CORPORATION

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C. Review and Approval by Board

The Board is responsible for:

- 1) reviewing, discussing, and evaluating the CFO's recommendations regarding the manner, method, timing, and amount for allocating and retiring capital credits;
- 2) approving the manner, method, timing, and amount for allocating and retiring capital credits;
- 3) reviewing, discussing, and evaluating this Policy every year;

D. Compliance with Policy

The Board is responsible for the Cooperative's compliance with this Policy.

APPROVED: 2/15/2022



Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: January 29, 2019

REVISED: February 15, 2022 – III.B and III.C add discretion of board to determine book or tax basis. III.F revised and add goals 2 – 4. IV.G add applicability to retirements upon termination of membership. IV.J clarifications to align with O.C.G.A Section 44-12.236.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 619

I. SUBJECT: Campaigning

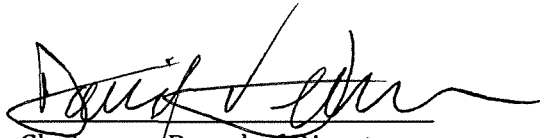
II. POLICY

A. Campaigning

No election campaigning is allowed at the Cobb EMC annual meeting or any other election polling location. Polling location is defined to include parking lot(s) of each such location.

No person shall solicit votes in any manner or by any means or method, nor shall any person distribute or display any campaign material, nor shall any person solicit signatures for any petition, nor shall any person, other than election officials discharging their duties, establish or set up any tables or booths.

APPROVED: 9/20/2022



Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: September 20, 2022

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 620

I. SUBJECT: MEMBER RECORD INSPECTION POLICY

II. PURPOSE

The purpose of this policy is to establish a consistent process for responding to member requests for access to Cobb EMC records, in accordance with the cooperative's bylaws (specifically Section 7.22), applicable law, and principles of transparency, accountability, and member service.

III. SCOPE

This policy applies to all requests for records made by Cobb EMC members. It covers:

- Types of records available for inspection.
- Records exempt from disclosure.
- Procedures for submitting, reviewing, and responding to requests.

This policy does not supersede any applicable Georgia laws, contractual obligations, or confidentiality requirements.

IV. DEFINITIONS

- Member: A person holding an active account with Cobb EMC as defined in the bylaws.
- Records: Written, printed, or electronic documents maintained by Cobb EMC in the normal course of business.
- Corporate Secretary: The designated officer responsible for administering this policy.
- Proper Purpose: A purpose reasonably related to the business of the cooperative, as required under Section 7.22 of the bylaws.

V. POLICY

Cobb EMC recognizes the right of members in good standing to request and review certain cooperative records. The cooperative will provide access to records consistent with its bylaws and Georgia law while protecting sensitive information related to members, employees, vendors, and proprietary operations.

VI. PROCEDURES

1. Request Submission

- Requests must be submitted in writing to the Corporate Secretary.
- Requests must state the specific purpose of the inspection and identify the records

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 620

sought.

2. Verification and Affidavit

- Membership status will be confirmed before processing any request.
- Cobb EMC requires members to furnish an affidavit warranting that:
 - (a) The request is for a purpose reasonably related to the business of the cooperative;
 - (b) The member has not, within the five years preceding the date of the affidavit, sold or offered for sale any list of members or shareholders of a corporation, and does not now intend to;
 - (c) The member has not, within the same period, aided or abetted and does not now intend to aid or abet another person in procuring such lists.

3. Board Review

- All valid requests, once verified, will be presented to the full Board of Directors for review no later than the next regularly scheduled monthly board meeting.
- The Corporate Secretary must receive authorization from the board to release the requested information before it is provided to the requesting member.

4. Response

- The Corporate Secretary will acknowledge receipt of the request within 10 business days.
- Records will be made available within 3 business days, after authorization by the Board of Directors, by in-person inspection at Cobb EMC headquarters.

5. Fees

- Members may be charged a reasonable fee to cover reproduction, copying, or electronic preparation costs.

6. Grounds for Denial or Limitation

In accordance with Section 7.22 of the cooperative's bylaws, requests may be denied or limited upon one or more of the following grounds:

- (a) The member refuses to warrant and furnish to the Secretary of the cooperative an affidavit that such inspection is desired for a purpose reasonably related to the business of the cooperative;
- (b) The inspection seeks information the release of which would unduly infringe

COBB ELECTRIC MEMBERSHIP CORPORATION

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upon or invade the privacy of any person;

(c) The inspection is sought for a dishonest purpose or to gratify mere curiosity, or is otherwise inimical to the lawful interest of the cooperative or is not reasonably germane to the interest of the member as such;

(d) The books and records sought to be inspected deal with information which is privileged, confidential, or proprietary; or

(e) The member refuses to warrant and furnish an affidavit that he has not, within the five years preceding the date of the affidavit, sold or offered for sale and does not now intend to sell or offer to sell any list of members of the cooperative or of any other electric membership corporation, or any list of shareholders of a corporation, and that he has not, within such five-year period, aided or abetted and does not now intend to aid or abet any other person in procuring any list of members or shareholders for such purpose.

7. Appeals

- If the cooperative denies or limits inspection, the member may request a hearing before the Board of Directors to show cause why permission should be granted.

VII. RECORDS EXEMPT FROM DISCLOSURE

The following categories of records are not available for inspection (list may not be all inclusive):

- Employee or contractor personnel records.
- Individual member account, billing, or contact information.
- Documents related to pending or threatened litigation.
- Attorney-client privileged or attorney work-product materials.
- Proprietary, trade secret, or competitively sensitive information.
- Executive session board minutes.

VIII. RESPONSIBILITIES

- Corporate Secretary: Administers this policy, maintains a log of requests, and ensures compliance.
- Board of Directors: Reviews and approves all valid requests at the next regularly scheduled monthly board meeting, hears appeals, and ensures that cooperative governance practices remain transparent and compliant.
- All Employees: Must safeguard confidential, proprietary, and member information in accordance with this policy.

COBB ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 620

IX. REVIEW AND APPROVAL

This policy will be reviewed periodically by the Governance Committee and updated as necessary to reflect changes in law, bylaws, or cooperative practice. Updates require approval by the Board of Directors. This policy shall at all times remain subject to the limitations of Section 7.22 of the bylaws, which may not be amended by the Board.

APPROVED: October 28, 2025


Chairman, Board of Directors

REVISION HISTORY:

ADOPTED: October 28, 2025