

Policy Number: D-4

Subject: Directors Attendance at Meetings and Compensation

Review Requirement: 1 year

Original Issue Date: January 01, 2003

Date of Last Review: September 11, 2025

Date of Last Revision: September 11, 2025

Previous Revisions: 11/13/2014, 04/14/2016, 06/13/2019, 07/12/2019, 11/12/2020, 02/11/2021, 04/14/2022, 05/11/2023, 01/11/2024, 08/08/2024

I. OBJECTIVE

To provide compensation for Directors commensurate with their commitment to Mountain Park Electric, Inc.'s (the "Cooperative") success.

II. POLICY

A. In accordance with the Bylaws of the Cooperative, directors are expected to attend all regular and special meetings of the Board of Directors, all meetings of Directors committees to which they are assigned, and all other meetings as approved by the President and/or the Board of Directors. Directors may attend regular and special meetings of the Board of Directors via telecommunications. Directors may attend Cooperative related meetings, trainings, and seminars via telecommunications. Directors will not be reimbursed for expenses to attend meetings or schools which are not authorized by the President or the Board. The Board President will be reimbursed for all meetings attended on Cooperative business.

B. Directors are encouraged to attend events and training in alignment with the strategic plan and objectives of the Cooperative.

Monthly, the Board shall review forthcoming events with respect to Board attendance.

C. Directors attending meetings and/or seminars may be assigned to attend specific panels and functions to attend, and will, upon request, give reports to the Board of Directors of the information acquired at such functions.

D. Directors will be compensated for attendance at all functions with a per diem fee established by the Board of Directors, provided that each Director, excluding the President, has received prior authorization for attendance from the Board or the President. Each year the Board will participate in and review a survey of compensation amounts paid by other entities (associated with Cooperative business) in evaluating the per diem fee for Directors. Each year the Board will review Director compensation in preparation for the subsequent year budget. Beginning January 1, 2024, the per diem amount for Directors, with the exception of the Board

President, for the regular monthly meeting of the Board of Directors will be \$1000. As of the same date, the per diem amount for Directors, with the exception of the Board President, for special meetings of the Board of Directors that last longer than four hours shall be \$500.00 and \$250.00 for special meetings lasting four hours or less. The per diem for the Board President for the regular monthly meeting of the Board of Directors meeting will be \$1250. The per diem amount for the Board President for special meetings of the Board of Directors that last longer than four hours shall be \$750 and \$500 for special meetings lasting four hours or less. The per diem amount for all Directors, including the President, for attendance at all other meetings, classes, or schools that last longer than four hours shall be \$500 and \$250 for meetings lasting four hours or less, provided that each such Director, excluding the President, has received prior authorization for attendance from the President or the Board.

- E. Directors may enroll in the health insurance plan offered by the Cooperative at their own cost.
 - 1. Participation in the health insurance plan will end upon termination from office as a member of the Board of Directors.
- F. The directors will also be reimbursed reasonable amounts spent for food, accommodations, tips, and the other reasonable costs of attendance at such functions, together with reasonable transportation costs and mileage as follows:
 - 1. Where such function is within the State of Colorado, or at a location where transportation to such location by air travel is impractical, and the Director furnishes the vehicle used in reaching such location, the Director furnishing the non-Cooperative owned vehicle will be paid the Internal Revenue Service standard rate for business miles as reimbursement for each mile traveled to and from such location. Such mileage will also be paid to the Director from the Director's residence to and from an airport if air travel is used.
 - 2. The normal method of travel to and from locations outside of the State of Colorado, except as above stated, will generally be affordable and convenient air service, as determined by the Cooperative. Directors may rely on designated Cooperative employees to obtain air service.
 - 3. When air travel is utilized, Directors will be reimbursed for the cost of airfare as purchased and appropriate information must be included when submitting expense reports.

4. In those instances where a Director may elect to drive a personal vehicle to a function when air travel is available and is feasible, the Director's reimbursement for mileage, meals and other expenses will not exceed the lowest available cost of coach air fare and associated expenses, for the time period traveled, plus reasonable travel expenses to and from airport, as determined by the Cooperative. The Director who drives and takes other Directors with him/her will be allowed the total saved expenses up to the actual mileage covered. This paragraph may be waived in appropriate circumstances.
 5. The Director will be paid a per diem fee at the rate specified below, for time actually spent traveling to and from all functions; such travel time will be based on available airline schedules, to and from such functions not to exceed a total of two (2) days. Director's per diem fees will not be paid for days between travel and start of meeting, or days between meetings.
 - a) If the function is on the same day as travel and the time spent traveling and at the meeting exceeds four (4) hours, the Director will be compensated \$500.00. If the total time spent traveling and at the meeting does not exceed four (4) hours, the Director will be compensated \$250.00
 - b) If the Director travels on a day other than the day of the function, the Director will be compensated as follows:
 - i. Less than two hours of travel: \$0.00
 - ii. 2 – 4 hours of travel: \$250.00
 - iii. 4 + hours of travel: \$500.00
 6. Air travel mileage awards or hotel bonus awards belong to the person earning them.
- G. When a Director attends a meeting as a delegate of another association, the Director will not receive Director's per diem or expenses from the Cooperative except that in cases where the Director's per diem from the other association is less than the Cooperative's per diem as provided herein, the Director may request reimbursement for the difference.
- H. Expenses for the spouse of a Director will not be reimbursed, except as follows:
1. Difference of accommodation rate for single occupancy to double room occupancy at motels, etc. will not be charged to the Director when accompanied by spouse.

2. Upon Board approval, expenses for the spouse of a Director may be reimbursed.
- I. Director's liability insurance and business travel insurance will be carried by and paid for by the Cooperative.
 1. Participation in insurance will end upon expiration or earlier termination of a Director's term of office.
- J. All compensation paid under this policy will be reported to the Internal Revenue Service by the Cooperative if required by law.
- K. Fines, penalties, and damages, whether individually or to any other person or entity, incurred by the Director for the violation of laws and/or ordinances in traveling on Cooperative business will not be paid for by the Cooperative, either directly or indirectly.

III. RESPONSIBILITY

The Board of Directors will be responsible for the administration and compliance of this policy.

APPROVED BY THE BOARD OF DIRECTORS ON SEPTEMBER 11, 2025