



Citizens Electric Corporation

A Touchstone Energy[®] Cooperative

The power of human connections[®]



DIRECTOR CANDIDACY FORM

I, _____, hereby submit my name to Citizens Electric Corporation's 2012 Nominating Committee to be considered as a potential director candidate to represent the interests of the Corporation's shareholders located in Ste. Genevieve/St. Francois Counties _____; Perry County _____; or Cape Girardeau County _____.

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

- a) an individual shareholder of the Corporation or the duly constituted attorney in fact of a corporate shareholder;
- b) age eighteen (18) or more;
- c) a bonafide resident of the county in which a directorship term will expire or is otherwise vacant;
- d) not in any way employed by or financially interested in a competing enterprise or a business selling electrical energy, services or supplies to the Corporation;
- e) in good standing with the Corporation by not owing a delinquent debt to the Corporation during such director's term of office or within three (3) years prior to becoming a director; and
- f) not a convicted felon, by reason of a court conviction, plea of guilty or plea of no contest.
- g) not a Close Relative of an employee of the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director; and
- h) not employed by the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director.

The term "Close Relative" means an individual who through blood, law or marriage is a spouse, child, stepchild, father, stepfather, mother, stepmother, brother, stepbrother, half-brother, sister, stepsister, half-sister, grandparent, grandchild, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law; or another individual who resides in the same residence. A standing director of the Corporation shall not be considered a Close Relative while serving in the directorship position because of a marriage or legal action to which such director was not a party.

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

I further certify that:

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

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

Print Name

Signature

Account No.

Street Address

Date

City, State, Zip