

RANDOLPH ELECTRIC MEMBERSHIP CORPORATION

POLICY NO. 420

SUBJECT: CODE OF ETHICS

I. OBJECTIVES

- A. To ensure that the Cooperative's business is conducted in accordance with proper legal and ethical standards.
- B. To encourage Directors to conduct their business and personal lives by the same high standards by which the members expect the Cooperative's business to be conducted.
- C. To reaffirm the Cooperative's commitment to the use of the highest legal and ethical standards in the conduct of its affairs.

II. POLICY

- A. It has been the longstanding policy of the Cooperative to maintain the highest ethical standards in the conduct of Cooperative affairs and in its relationships with consumers, suppliers, employees, advisors, and the communities in which we serve.
- B. The Cooperative is in the business of providing electrical energy to help its members to improve their lives. In order to attain its goal of being the first choice of its members/consumers, customer service must be the highest priority of every Director and employee. Every Director and employee should strive to conduct themselves in accordance with the Code of Conduct.
 - 1. The Cooperative will comply with all laws and regulations. Therefore, every Director, while acting on behalf of the Cooperative, shall comply with all applicable governmental laws, rules and regulations.
 - 2. All Directors will avoid conflicts of interest or the appearance of any conflict of interest in accordance with the separate policy governing that conduct. For this purpose, a Director's immediate family will also be required to avoid conflicts that may impact the Cooperative.
 - 3. Business relationships with customers and suppliers of goods and services that the Cooperative utilizes shall emphasize a continuing business purpose of mutual benefit which is driven by lowering the cost of energy to our ultimate consumer. Each Director must

discharge his/her obligations to our customers and suppliers in a manner which reflects a strong sensitivity and concern for social responsibility and ethical dealings and will maintain its solid reputation for honesty and fairness in all issues.

4. Directors are prohibited from taking for themselves opportunities that properly belong to the Cooperative or are discovered through the use of the Cooperative's property, information or position, or contacts. Directors may not use the Cooperative's property, information or position for personal gain. C. As the elected managers of the Cooperative's affairs, Directors are expected to adhere to acceptable business principles in the conduct of the Cooperative's business and their personal affairs and to exhibit a high degree of personal integrity at all times.
- D. When acting in his/her official capacity as a Director or not, a Director's conduct reflects on the Cooperative. Therefore, Directors should observe the highest standards of professionalism at all times.

III. RESPONSIBILITY

- A. Each Director is responsible for adhering to this policy.
- B. The Board of Directors is responsible for ensuring that the Cooperative's affairs are conducted in compliance with this policy and that each Director accepts his/her responsibility as set forth herein.

EFFECTIVE DATE: November 30, 1998

REVISED EFFECTIVE DATE: August 19, 2003
August 27, 2012