

Unofficial Minutes until Board approval

December 9, 2010

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD NOVEMBER 11, 2010

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo headquarters, Tupelo, MS, on Thursday, November 11, 2010 at 5:00 p. m. and there were present the following directors:

Class of 2011

Tommy Estes
Jamie Franks
Tommy David Franks
Guy Harris
F. G. Wiygul, Jr.

Class of 2012

Steve Holland
Don Knight
Steve Sheffield
Don Spradling
Cecil Weeks

Class of 2013

Pat Carr
Jimmy Gray
Larry Harris
Jack Johnson
Buddy Palmer

(A)—Not present

Also present were: William W. Long, General Manager; Rudolph Franks, Auditor; Scott Hendrix, Attorney; Bruce Williams, Tupelo Office Manager; Barry Thrasher, Fulton Branch Manager; David Riley, Tupelo Operations Manager; and David Kelso, Member Services Director

Also present was: Emily LeCoz (visitor) and representative of the Daily Journal

Pat Carr called the meeting to order and called on Tommy David Franks to open the meeting with prayer.

Mr. Carr then opened the floor for consideration of the October 14, 2010 Board Meeting Minutes. **Tommy David Franks made a motion that the October 2010 Minutes be approved as prepared and mailed to Directors for review.** Steve Holland seconded the motion and upon vote taken duly carried.

Mr. Carr then recognized our visitor to the Board meeting, Ms Emily LeCoz, representing the Daily Journal.

Mr. Carr then called on Mr. Rudolph Franks to present the Auditor's Report. Mr. Franks provided the Board with a copy of his TEPA Monthly Highlights Report for September 2010 and explained details of the report (for further information and review, a copy of the Report is filed at the headquarters office). Mr. Franks had no questions from Directors concerning his report.

Mr. Carr then called on Bill Long to give the Manager's Report. Long reported and provided details on the following topics:

- Reminded the Board of the NMIDA Annual Meeting. Transportation will be provided for any directors wishing to attend if desired. Several staff will be attending

- Informed the Board that a plant tour of the General Atomics Plant has been tentatively arranged for December 9, just prior to the regular board meeting. Long further described some of the General Atomics manufactured product. Further details of the plant tour will be forthcoming
- Identified and present the need to the Board for a special meeting to discuss an update to the plans and other details for the new customer service headquarters building and other ancillary support buildings. A meeting was set for Friday, November 19, 2010, at the Hilton Garden Inn to hear building plan details
- Long called on Barry Thrasher to give an update of the Fulton Branch office facility improvements. Mr. Thrasher provided the update. There were no questions from the Board for Mr. Thrasher
- Informed the Board that the purchase of the TVA Guntown and Kirkville substation properties were essentially complete. This will result in a reduced wholesale power supply cost through a reduction in the facilities rental charges for the two electric delivery points. The purchase will result in an immediate positive cash flow
- Provided the Board with the TVA announced reduction in the monthly fuel cost adjustment (FCA) effective December 1, 2010
- Provided the Board with the status of the TEPA customer classification document filed with the MS PSC. The filing is planned to be heard by the commission during December 2010
- Long called on Bruce Williams to give a report on the status of on-line bill payment. Mr. Williams provided that report and stated that the system is ready now for members use. We plan to give the staff more time to be familiar with the process before announcement to the public
- Long gave a status report for the Campbelltown and Taylor McFerrin Substations for use by Toyota Tier 1 suppliers
- Long gave status of the AMR project. We now have more than 32,000 units installed in the field. We lack two substation and approximately 8000 meters being complete with the project

There were no questions for Long from the Board concerning the topics presented.

Mr. Carr then identified that the Board needed to enter into Executive Session. **F. G. Wiygul then made a motion that the Board enter into Executive Session.** Guy Harris seconded the motion and upon vote taken duly carried. All staff and visitors were excused from the meeting.

After the Board had completed its purpose in executive session, **F. G. Wiygul made a motion that the Board adjourn the executive session.** Guy Harris seconded the motion and upon vote duly carried.

The Board then considered action for topics discussed in Executive Session. **F. G. Wiygul made a motion that the staff be provided the following benefits:**

- **that all employees be given a 2 1/2 percent cost of living adjustment (COLA) beginning January 2011**
- **that all employees be given a Christmas Bonus of one-weeks' pay, except prorated for the amount of time worked during calendar 2010**
- **that TEPA staff organize and conduct a Christmas Party for the Association similar to last year's events**

Hearing the motion, Don Knight seconded the motion and upon vote taken duly carried.

Matters of Mutual Concern: Don Spradling then informed the entire Board that several Board members had been requested by certain staff members to discontinue certain office work activities on Saturdays. After discussion, Mr. Long was directed to study the request with direct reports and take appropriate action.

Larry Harris then provided remarks to the Board concerning TEPA medical, vision and pharmacy benefits provide through the Electric Power Association of Mississippi Benefit Trust. After discussion among directors, **Larry Harris made a motion that the appropriate staff members and the Insurance Committee investigate preparing a comparative study addressing the concerns identified by Directors and provide further information to the Board for consideration as soon as possible.** Guy Harris seconded the motion and upon vote taken duly carried.

Buddy Palmer then presented a request to the Board for approval of continuing education and training offered by the NRECA in Nashville later this year. **F. G. Wiygul made a motion that this training request by Mr. Palmer be approved by the Board.** Cecil Weeks seconded the motion and upon vote taken duly carried.

They're being no further business, **Guy Harris made a motion that the December 2010 Board meeting be held at the Tupelo Headquarters Office.** Tommy Estes seconded the motion and upon vote taken duly carried.

Pat Carr, President

F. G. Wiygul Jr., Secretary-Treasurer