

Unofficial Minutes until Board Approval

August 10, 2017

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD JULY 13, 2017

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, July 13, 2017, at 5:00 p. m. The following Directors were present:

<u>Class of 2017</u>	<u>Class of 2018</u>	<u>Class of 2019</u>
Myra Estes	Jim Gray	Pat Carr
Guy Harris	Steve Holland	John McFerrin
Chip Prestage	Don Knight	Jimmy Gray
Brenda Goff Shumpert	Pat Spradling	Buddy Palmer
F. G. Wiygul, Jr.	Cecil Weeks	Malcolm Wesson

(A)—Not present

Also present were:

- Scott Hendrix, Attorney
- Greg Jarrell, Auditor
- David Kelso, Fulton Branch Manager
- David Riley, Tupelo Operations Manager (A)
- Steve Tarpley, Member Services Director
- Bruce Williams, Tupelo Office Manager
- William Long, General Manager

Chairman Carr called the meeting to order and called on Buddy Palmer to lead the Board in offering an opening prayer.

Mr. Carr then opened the floor for consideration of the June 2017 regularly scheduled Board Meeting Minutes. **Guy Harris made a motion that the June 2017 meeting minutes be approved as prepared and provided to Directors for review.** Don Knight seconded the motion and upon vote taken a majority vote was observed.

Mr. Carr then presented for director consideration if there were any need for an Executive Session. Hearing no recommendation Mr. Carr requested that Mr. Hendrix continue with his report to the Board. Mr. Hendrix reported that he had no new topics to report to the Board nor any issues that require Board review or approval at this time.

Committee Reports:

Mr. Carr then called upon committee chairmen to present information to the Board on behalf of their respective committees including results of meetings and work sessions held by their respective committees:

Nominating: Jim Gray, Chairman, reported that the committee had met for the purpose of beginning plans and details of the 2017 Annual Meeting and Director Election event, as required by the bylaws. Mr. Gray provided some general information discussed within the committee meeting and stated that the committee work would be complete for presentation at the August regular Board meeting.

Purchasing: Cecil Weeks, Chairman, reported that the committee had met for the purpose of hearing information prepared by the staff that itemized the need for the FY 2018 Equipment needs. Mr. Weeks summarized the results of the planning meeting involving TEPA supervisory staff and the committee members. Mr. Weeks provided a summary worksheet used by the committee and presented and discussed the information to the Board contained on the sheet. Along with the expected expenditures for the coming FY, there was also historical information for equipment expenditures during the five previous fiscal years. FY 2018 expected equipment expenditure is approximately \$1.7 Million.

There were no other Committee reports or actions.

Auditor's Report: Greg Jarrell provided Directors with a copy of the TEPA Monthly Highlights Report, prepared by Franks, Franks, Jarrell and Wilemon for the month ending May 2017. Mr. Jarrell explained various details of the report and provided the following specific details and information:

- net income for the 11 months of FYE 2017 was \$715,477 greater than for the same period last year
- net income for the month of May 2017 was \$3,408,366 compared to a \$2,692,889 for the month of May 2016
- for the 11 months of FYE 2017, compared to the same period last year, kilowatt hours sold increased by 2.34%
- Mr. Jarrell also highlighted other accounting details that affected our monthly report and indicated that the sales for the month of May were strong and that TEPA continues to enjoy a strong eleven (11) months during this fiscal year.

Directors had no questions or comments for Mr. Jarrell concerning his report.

Manager's Report: Long reported to the Board on the following matters:

- Provided the Board with information concerning the Electric Cooperative of Mississippi (ECM) Annual Meeting in Biloxi this year on September 11-12. Director training meetings will occur on September 11 that will allow Directors to complete elements of the CCD training sponsored by the ECM and conducted by the NRECA. Main events of the Annual Conference will be conducted on September 12 and will conclude the same day.
- Provided a brief summary of retirements that have occurred at TEPA this year, and the resulting hiring that has occurred to replace those employees. We have had six (6) long-time employees to retire, three (3) from each of the Fulton and Tupelo offices. Five (5) new employees have been hired to date to fill the openings due to retirements.

- In association with the hiring news above, a new open position announcement for Laborer jobs has been posted at the WIN job center.
- Provided information to the Board concerning the Fulton Primary Substation Copper issue.
- Provided the Board with an update for the AMR/AMI RF meter upgrade project. The majority of the work will begin in October 2017 and will last approximately 2 years.
- Long reported for Steve Tarpley and provided information to the Board concerning the Tupelo Christian Preparatory School's interest in participating in the Electric Cooperatives of Mississippi's Youth Leadership Program. Mr. Tarpley met with school officials who confirmed their overwhelming interest in program participation. Hearing the results of TEPA's contact with the school, **F. G. Wiygul made a motion that TCPS be included in TEPA's participation in the program beginning in next year's activities.** Malcolm Wesson seconded the motion and upon vote taken a majority vote was observed.
- Reminded the Board of the Annual Meeting and associated details to be held August 12, 2017. This year, the regular August Monthly Meeting falls earlier than the Annual Meeting.

Matters of Mutual Concern:

Steve Holland was recognized by the Chairman for an announcement/statement. Mr. Holland proposed that a special or ad hoc committee be established for the purpose of planning and implementing various interior additions for improvement to the headquarters office facility. There was no motion made by the Board, however; the Board, in general, seemed to support Mr. Holland's proposal.

There were no additional matters brought forth for consideration. **Brenda Shumpert made a motion that the meeting adjourn and that the August 2017 Board meeting be held at the Tupelo Office.** Myra Estes seconded the motion and upon vote taken a majority vote was observed.

Pat Carr, President

Don Knight, Secretary-Treasurer