

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE
TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD NOVEMBER 14, 2019

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, November 14, 2019, at 5:00 p. m. The following directors were present:

Class of 2020

Lynn Turner
Guy Harris
Chip Prestage
Brenda Goff Shumpert
F. G. Wiygul, Jr.

Class of 2021

Jim Gray
Steve Holland (A)
Don Knight
Andy Spradling
Cecil Weeks

Class of 2022

Pat Carr (A)
John McFerrin
Buddy Palmer
Malcolm Wesson

(A)—Not present

Also present were: Scott Hendrix, Attorney
Jonathan Hagood, Auditor
Ken Brown, Fulton Branch Manager
Mitzi Hinds, Member Services Director
Bruce Williams, Tupelo Office Manager
William Long, General Manager

F. G. Wiygul called the meeting to order and called on Cecil Weeks to open the meeting with prayer.

Mr. Wiygul then opened the floor for consideration of the October 2019, Board Meeting Minutes. **Chip Prestage made a motion that the meeting minutes be approved as prepared and mailed to Directors for review.** John McFerrin seconded the motion and upon vote taken a majority vote was observed.

Mr. Wiygul then inquired of Mr. Hendrix if he had a need for an Executive Session. Mr. Hendrix responded that he had no business items requiring an executive session and no other topics to report on at this time.

Committee Reports:

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

Personnel: Chairman F. G. Wiygul, reported that he had matters pertaining to employee benefits and identified a need for an executive session.

John McFerrin made a motion that the Board enter into executive session. Don Knight seconded the motion and upon vote taken a majority vote was observed. Only directors and Jonathan Hagood remained in the session at Mr. Wiygul's request.

After completion of the session, Buddy Palmer made a motion that the executive session be concluded. Chip Prestage seconded the motion and upon vote taken a majority vote was observed.

Chairman Wiygul continued and reported on behalf of the committee and made a recommendation that the Board approve the following benefits for TEPA employees and others as applicable and in the same manner as in previous years:

- Organize and conduct a Christmas party on December 14, 2019, for employees and retirees
- Provide a bonus to all employees equal to one week's pay, except prorated pursuant to actual number of normal workdays worked during the year if not employed the entire year
- Implement a three (3) percent cost of living adjustment beginning January 2020 for all employees, including the Board Attorney and the Board CPA.

Hearing Mr. Wiygul's recommendation on behalf of the Personnel Committee, and since the recommended action is coming from the committee, no second is required, and upon a vote taken, a majority vote was observed to approve the recommendation made by the committee.

SmartGrid: Buddy Palmer, Chairman, provided an update for committee activities and reported concerning two (2) matters that the committee had studied:

First, Mr. Palmer reported that he has had preliminary discussions with members of the Robinson Marketing firm, Tupelo, MS, to investigate the possibility that the firm may be available to contribute to TEPA's marketing needs while going forward with our FTTH effort. Mr. Palmer's discussion with the firm members led to the firm volunteering to meet with the SmartGrid Committee on a no cost basis to discuss the possibility of working together in the future. **On behalf of the committee, Mr. Palmer recommended that the committee be approved by the Board to continue to work with the Robinson Marketing on a no cost basis to TEPA for now, to pursue and identify certain marketing details for the FTTH project.** Needing no second, and upon vote taken, a majority vote was observed.

Secondly, Mr. Palmer reported that the committee and the Robinson Marketing staff had worked together and after much study, had a recommendation for the FTTH Subsidiary name. **Mr. Palmers speaking on behalf of the committee recommended that the subsidiary name be Tombigbee Fiber, LLC.** Discussion ensued among the directors and the staff. Upon recommendation of the committee and a vote taken, a majority vote was observed in support of the subsidiary name.

Mr. Palmer stated that a meeting would be scheduled for Tuesday, November 19 to consider further details for recommending the graphics for the subsidiary name and a logo to complement the name approved.

Auditor's Report:

Mr. Hagood provided Directors with a copy of the TEPA Monthly Highlights Report, prepared by Franks, Franks, Wilemon and Hagood for the three (3) months ending September 2019. Mr. Hagood explained various details and information provided by the report.

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

Electric Cooperative activities:

- Provided details to the Board concerning the effects of tropical storm Olga which began on October 26. Electric service was restored by Tuesday afternoon, October 27 to all members able to take service. Approximately 19,000 members experience electrical outage for some period of time. An estimate of approximately \$1,400,000 in damages including labor to repair was reported to Mississippi Emergency Management representatives. A disaster declaration by the state and federal government has not yet been determined.
- The TVA wholesale credit for this month was \$159,302.
- Provided the board with a summary of staff changes. We expect to have 10 retirements through December of this year. Ten (10) staff members have been placed to date, which includes two (2) staff that have been assigned to other duties and eight (8) new hires.

Broadband Subsidiary activities:

- Our FTTH project led by employees of Conexon is progressing on schedule.
- Make-ready engineering will begin the first week in December.
- Make-ready construction is scheduled to begin January 1.
- Strand installation will begin in mid-January
- Fiber installation will begin in early February.
- Some areas of fiber will be lighted by mid-April
- The staff will pursue advertisement for a Broadband Manager. The SmartGrid committee will be involved with the interview and selection process.

Matters of Mutual Concern:

There being no further business, **Don Knight made a motion that the December 2019 Board meeting be held at the Tupelo Headquarters.** Buddy Palmer seconded the motion and upon vote taken a majority vote was observed.

F. G. Wiygul, Vice-president

Don Knight, Secretary-Treasurer