

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE
TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD AUGUST 13, 2020

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, August 13, 2020, at 5:00 p. m. The following directors were present:

<u>Class of 2020</u>	<u>Class of 2021</u>	<u>Class of 2022</u>
Lynn Turner	Jim Gray	Pat Carr (A)
	Steve Holland	John McFerrin
Chip Prestage	Don Knight	Buddy Palmer
Brenda Goff Shumpert	Andy Spradling	Malcolm Wesson
F. G. Wiygul, Jr.	Cecil Weeks	

(A)—Not present

(P)—Attended by phone

Also present were: Scott Hendrix, Attorney
 Jonathan Hagood, Auditor
 Mitzi Hinds, Member Services Director
 Bruce Williams, Tupelo Office Manager
 Toby Mask, Engineering Manger
 Matt Fennell, SmartGrid Staff Support
 William Long, General Manager

F. G. Wiygul, Jr. called the meeting to order and called on Lynn Turner to open the meeting with prayer.

Mr. Wiygul then opened the floor for consideration of the July 2020, Board Meeting Minutes. **Steve Holland made a motion that the July meeting minutes prepared and distributed be approved.** Lynn Turner seconded the motion for approval and upon vote taken a majority vote was observed.

Mr. Wiygul then inquired of the Board and Mr. Hendrix if there was a need for an Executive Session. None was identified at this time.

Hearing none, Mr. Wiygul continued and recognized attorney Scott Hendrix for a report. Mr. Hendrix continued and reported to the Board that he had provided input into TEPA's needs and the Statewide's needs for various elements of TEPA's filing for the MS funding effort of the Cares Act. This effort assists cooperatives that wish to apply for funding available to assist with the provision of improved broadband service to their members where none exists or where service is substandard. This is a matter of information to the Board and there were no questions to Mr. Hendrix's information provided.

Committee Reports:

Mr. Wiygul then called upon committee chairmen of various committees to present their reports:

Executive: F. G. Wiygul, Jr., Chairman, provided information and a recommendation from this committee. Due to the existing COVID-19 pandemic and its continued impact, Mr. Wiygul reported that the committee recommends that the employee Christmas party be canceled for this year. This is due to the requirements for the planning, preparation and commitment that has to occur well in advance of the actual party schedule, as well as uncertainties related to COVID-19 regulations that may be in place at the time of the party. **Upon the recommendation of the committee, and a vote taken, a majority vote for cancellation was observed.**

Public Relations and Bylaws: Steve Holland, Chairman, called upon Mitzi Hinds to give the Board a report on the status of CoBank (a financing organization for cooperatives and others) program for matching funds for certain benevolent activities. Mrs. Hinds proceeded to explain that CoBank made a \$10,000 contribution available to be awarded to an organization selected by TEPA. Mrs. Hinds further explained that a poll was taken via email among TEPA directors and that the organization Samaritan Market was chosen to disburse the funds through their existing efforts to community residents in need.

Mrs. Hinds further explained that all details have been completed and that “Good Friends” contributions by the Fulton member district area that were being provided to the Itawamba County Salvation Army organization are now being disbursed by Samaritan Market, as directed by the Board during the July 2020 meeting.

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 twelve (12) months, and fiscal year ending June 2020. Mr. Hagood explained various details and information provided by the report. Even though energy sales for the year remain slightly (approximately 2.8%) less than the same period last year, net income for the same period is approximately 2.2% higher than for the same period (the month of June only) last year. Our total number of customers/members continue a positive growth, our total electric sales were \$111.7 million and our net income for the fiscal year is slightly over \$1.3 million.

Manager’s Report: Long called upon Bruce Williams and Matt Fennell to provide additional reports:

Bruce Williams reported and provided information to the Board concerning director ballot production and mailing to members is underway. Mr. Williams reported that if all work goes as planned, the ballots will be in the U.S. mail to members by Friday, August 14 and the election period as determined at the Annual meeting will end on September 3, 2020.

Matt Fennell gave an informative report concerning the status of our fiber construction project and addressed a multitude of topics including: details of the \$8.4 Million Cares Act Project including the communities that the project will provide broadband service to; the number of construction crews working; the amount of fiber installed by substation in the first phase of construction; the status of HUTs used to distribute the fiber service; the progress for adding and providing telephone service; telephone training that is occurring for office personnel that are working with customers desiring telephone service; the status of service to “friendlies” for

testing purposes; marketing activities planned with the assistance of Robinson Marketing; and total funds invested so far for providing broadband service to our members.

Long provided his report with the following matters:

Electric Cooperative activities:

- 1) Provided the Board with general information concerning the ongoing effects of the COVID-19 virus:
 - a) Our lobbies remain closed to the public for electric bill payment and activities associated with obtaining new service and other service order activities.
 - b) We anticipate that lobbies will remain closed through September. Continued closure will be based upon the amount of COVID cases for the service region that is occurring. The decision to remain closed will be made month by month.
 - c) We continue to exercise distancing and frequent handwashing among workers.
 - d) We have begun to wear masks inside the work place
 - e) We do temperature checks every other day. No excessive temps have been detected yet.
 - f) Due to the attendance at the Annual Meeting, we were able to conduct the meeting by observing distancing among attendee seating as well as distributing masks for those that did not have one.
 - g) We continue to have employees (and their families) that are exposed to the virus. AS long as the employee does not test positive, all continue to report to work.
- 2) Power supply activities and load growth:
 - a) North Shannon—we continue to pursue loop feed arrangement for this substation. An additional 161 kV transmission feed is planned and must meet TVA One Ownership Approval. Power Supply meetings are planned with TVA to discuss. The peak load on this station can achieve 66,000 kilowatts and this one substation supplies more than one-fourth (more than 10,000) of our members.
 - b) North Shannon—one of our industries served by this substation is planning a 2-3 megawatt additional load.
 - c) Fulton Primary—a new load is under study and if they select the site, the load will be planned to grow to approximately 10 megawatts. This will require a new 161 kv transmission supply for this load.
- 3) Long provided the Board with a general overview of elements of our lineman training effort. We have recently sent two young men to the training program sponsored by the Tennessee Valley Public Power Association which is conducted in Scottsboro, Alabama. One of our young men achieved first place in his class out of 10 candidates. As a result of his performance, Long suggested that we implement an award program such that if our employee achieves first place in this same training effort, a \$500 award will be provided (if second place, \$250). The suggested policy was approved by the Board.
- 4) Provided the Board with an update for selection of an IT staff person. An offer has been made to an applicant.

Broadband Subsidiary activities:

- 1) Through August 11, 2020, we have 242 miles of fiber installed. A small portion of that is in use to date to provide service to the “friendlies” for testing purposes. The construction goal continues to install at least 20-25 miles of strand and fiber per week.
- 2) We have light supply at the Fulton Office. Details and adjustments are being made to tune the system to achieve the 1 gigabit speed.
- 3) We have approximately one fourth of “the friendlies” completed for testing purposes. Others are planned to be installed in the next week.
- 4) All details concerning RDOF are proceeding according to plan. Bidding is scheduled to begin in late October. The bidding process will last approximately a month.
- 5) Provided an update to the Board with information concerning the COVID-19 Grant Program in the MS legislature. We have received a grant for \$4.2 million. The total project cost is \$8.4 million. TEPA will provide a 50% matching amount in order to receive the grant from the state. The project area totals approximately 305 miles of fiber, passes 3,800 TEPA members and will provide broadband service to more than 2,600 members that have no broadband service at all.

Matters of Mutual Concern:

Steve Holland was recognized for a statement. Mr. Holland announced that he would like to plan a Public Relations and Bylaws Committee meeting to be held on August 19, 2020, at 7:30 a.m. at the Tupelo Headquarters office. All members of the committee present acknowledged their intent to attend the meeting.

In support of Long’s report concerning details associated with completion of hiring of an an IT Specialist, **John McFerrin made a motion that the Board enter into Executive Session for the purpose of further discussion of the matters to be presented by the Executive Committee.** Buddy Palmer seconded the motion and upon vote taken a majority vote was observed.

After sufficient discussion by the Executive Committee and the Board, **Don Knight made a motion that the Board terminate the Executive Session.** Buddy Palmer seconded the motion and upon vote taken a majority vote was observed.

As a result of matter discussed in Executive Session, F. G. Wiygul summarized the recommendations of the Executive Committee which contained additional details and additional funds authorized by the committee for Long to utilize in the effort to secure the desired candidate for the new IT Specialist position. **After presentation of the facts by Mr. Wiygul which were a recommendation of the Executive Committee, and requiring no second, a majority vote was observed.**

Mr. Prestage pointed out that during the process for being contacted as one of the “friendlies” to be connected for fiber service, it was observed that the phone number being used by the company National On Demand, installing the fiber drops and installations was one that did not appear on his telephone as a local number...and resulted in a delay in the completion of the call. As a result, the staff will discuss this matter with NOD representatives and work on a solution for achieving a local phone number.

Next, **Mr. Wiygul identified other business for discussion during Executive Session and called the session.** Lynn Turner seconded the motion and upon vote taken duly carried.

After sufficient discussion by the Board during Executive Session, **Mr. Wiygul made a motion that the Board terminate the Executive Session.** Lynn Turner seconded the motion and upon vote taken a majority vote was observed.

As a result of matters discussed in Executive Session, **F. G. Wiygul summarized the work of the Executive Committee and the Board during the executive session and stated that as a result of General Manager Long's giving written notice of intent to retire, the Executive Committee recommends that Scott Hendrix be hired as General Manager/CEO of Tombigbee Electric Power Association and Tombigbee Fiber, LLC, and that his duties shall be effective January 1, 2021.** Requiring no second as a recommendation from the Executive Committee a unanimous vote was observed.

There being no further business, **Buddy Palmer made a motion that the meeting be adjourned and that the September 2020 Board meeting be held at the Tupelo Headquarters.** Lynn Turner seconded the motion and upon vote taken a majority vote was observed.

F. G. Wiygul, Jr., President

Don Knight, Secretary-Treasurer