

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE  
TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD SEPTEMBER 10, 2020

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, September 10, 2020, at 5:00 p. m. The following directors were present:

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

(A)—Not present

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

Scott Hendrix, representing the Association as legal counsel, called the meeting to order and called on Buddy Palmer to open the meeting with prayer.

Mr. Hendrix called for nominations for the position of President of the Association. **Don Knight was recognized and nominated F. G. Wiygul, Jr. for President.** Steve Holland seconded the nomination and upon a vote taken a majority vote in support of the motion was observed.

Mr. Wiygul expressed his thanks and appreciation to the Board for the vote of confidence for being re-elected to continue to serve as the Association's Board President. Mr. Wiygul then welcomed everyone and congratulated incumbent directors being re-elected to a 3-year term, (Lynn Turner, Chip Prestage, Brenda Goff Shumpert, and himself). Mr. Mike Irwin was also elected to a 3-year term to fill the vacant seat of Mr. Guy Harris, who passed away during the third year of his last term, and Mr. T. J. Adams that was elected to fill the special 2-year term due to the passing of Mr. Jimmy Gray, who passed away during the 2019 director election process. Directors re-elected expressed their appreciation for the opportunity to return to the service of the Board. Those directors elected for the first time introduced themselves and provided some general remarks about their background.

Mr. Wiygul then opened the floor for nominations for the position of Vice-president. After some general clarification of directors holding existing positions for the benefit of the new director's first meeting attendance, **Don Knight nominated Buddy Palmer for Vice-President.** Malcolm Wesson seconded the nomination and upon vote taken, a majority vote was observed.

Mr. Wiygul then opened the floor for nomination for the position of Secretary-Treasurer. **Andy Spradling nominated Don Knight.** Lynn Turner seconded the nomination and upon vote taken a majority vote was observed.

Mr. Wiygul then opened the floor for nominations for the position of executive committeeman for Itawamba County. **John McFerrin made a motion that Chip Prestage be elected for executive-committeeman for Itawamba County.** Lynn Turner seconded the nomination and a majority vote in favor of the nomination was observed.

Mr. Wiygul then opened the floor for nominations for the position of executive committeeman for Lee County. **Malcolm Wesson made a motion that Cecil Weeks be elected for executive-committeeman for Lee County.** Steve Holland seconded the nomination and a majority vote in favor of the nomination was observed.

Mr. Wiygul then informed the Board that he would work with the staff and present a slate of working committee appointments at the October board meeting. Mr. Wiygul also encouraged directors that had specific areas of interest for serving on various committees to let him know.

Mr. Wiygul then opened the floor up for nominations for the support staff position of General Manager. **Steve Holland made a motion that Bill Long be nominated for the position of General Manager.** Lynn Turner seconded the motion and upon vote taken a majority vote was observed.

Mr. Wiygul then opened the floor up for nominations for the support staff position of Auditor. **Lynn Turner made a motion that the firm of Franks, Franks, Wilemon and Hagood be nominated for the position of Auditor.** Don Knight seconded the motion and upon vote taken a majority vote was observed.

Mr. Wiygul then opened the floor up for nominations for the support staff position Attorney. **Lynn Turner made a motion that Scott Hendrix be nominated for the position of Attorney.** Don Knight seconded the motion and upon vote taken a majority vote was observed.

Mr. Wiygul then opened the floor for consideration of the August 13, 2020, Board Meeting Minutes. **Chip Prestage made a motion that these meeting minutes be approved as prepared and mailed to Directors for review.** Don Knight seconded the motion and upon vote taken a majority vote was observed.

Mr. Wiygul then inquired if there was a need for an Executive Session. Mr. Hendrix confirmed that no executive session was needed based upon the material content he had to report to the board. Mr. Hendrix was requested to continue with his monthly report. Mr. Hendrix stated that he had no business to report 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:

**Nominating:** Jim Gray, Chairman, reported to the Board and provided general information and remarks concerning the recent director election process. Mr. Gray called upon Mr. Hagood who gave a general report for the director election ballots received and other details associated with the director election process. Mr. Hagood continued with answering general questions that the Board had concerning the director election process.

**SmartGrid:** Buddy Palmer, Chairman, provided a report of committee activities since the previous board meeting. Mr. Palmer stated that the committee is now studying material associated with payroll and benefit package for Tombigbee Fiber, LLC subsidiary employees. Information will be presented to the board for action at the completion of the study.

Mr. Palmer then called on Matt Fennell and Bill Long to give a summary of fiber construction since the last board meeting. Mr. Fennell reported on various activities occurring with our fiber construction including: to date we have 279 miles of fiber installed in the First Phase; 22 miles of the total is in the CARES Act Project area; we are still working with Conexon for a solution to the telephone number porting agreement with FTC in that region of service; to date we have twelve (12) “friendlies” installations with one additional one to be completed to the group; in addition we have 25 additional fiber services activated and 54 additional location of backlog. Directors had several questions for Mr. Fennell concerning the project.

**Public Relations and Bylaws:** Steve Holland, Chairman was recognized and reported on behalf of recent committee work. Mr. Holland emphasized that the committee work addressed primarily revisions of a technical nature and to provide certain other general edits of the bylaws as presented in a working session to the Board as a group on September 2. After this brief introduction, Chairman Holland called on Scott Hendrix to provide a summary of the committee work and other details of interest.

Mr. Holland called upon Scott Hendrix to provide other details and comments as a part of the committee work and presentation to the board for consideration and action to edit the bylaws. Scott addressed all the changes of substantive matter and encouraged questions and dialog among directors. Mr. Hendrix also stated that he had met with Mr. Irwin and Mr. Adams to inform them of the details of the recommended bylaw edits since they were not yet members of the Board during the working meeting to explain to directors the details of the bylaw edits. **As part of the bylaw editing process and recommendation to the Board for action by the committee, Mr. Holland emphasized that the recommended changes presented by the committee once adopted by vote of the Board will be effective September 1, 2020.** After the presentation by Chairman Holland and Scott Hendrix, President Wiygul called for questions for discussion of the bylaw edits. After completion of the discussion period, and upon a vote taken, a majority vote was observed to approve the edits.

### 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 month ending July 2020 and explained various details of the report. Mr. Hagood provided comments from several components of his report. Specific details and information were: Gross Margins From Electric Sales are slightly more than for the same period last year; Net Income for this month is less than the same period last year, kilowatt-hours sales are approximately 1.3% higher than July last year, and our operating expenses are approximately 13% less than July last year.

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

#### Electric System:

- Provided information to the Board for providing assistance to Beauregard Electric Cooperative, near Lake Charles, LA. Twenty-three (23) TEPA workers were sent on September 4 due to electric system destruction caused by Hurricane Laura. The workers are anticipated to stay at least two (2) weeks.
- We continue to battle COVID-19 issues by taking various precautions at working. We continue to take employee temperatures before starting the workday and wearing masks when working in groups in the office.
- Long presented details of the TVA Power Supply Flexibility Contract Agreement. After explanation of the program guidelines, **Chip Prestage made a motion that Long be authorized to enter into the contract for TEPA.** Don Knight seconded the motion and upon vote taken a majority vote was observed.
- Quotations are being provided for adding another drive-thru payment window at the Fulton branch office. This cost will be reviewed by the purchasing committee.
- The position of the IT Specialist has been filled. The person selected will report to work on October 12.
- We are moving ahead with the testing and purchase of a base 20 MVA, 161-46 kv unit for upgrading the Fulton Primary 46 kv power supply.
- A new customer is considering the old American Cellulose site in Fulton. This load is expected to peak at 20 MW.

#### Fiber System:

- Our marketing group (Lee, Mitzi, and Matt) has reached out to customers at the Fulton Office. Approximately 100 members have signed up for service. More signees are expected due to good interest expressed as additional fiber circuits are available for fiber installation.
- The CARES Act Project is progressing well.
  - 4.2 Million has been awarded to TEPA to date.
  - An additional \$800 has been applied for by expanding the project in a third applicaton.
  - The third application will bring that project to 327 miles of fiber to serve areas that have no broadband service provided at all.
- We continue to experience growing pains as new underground installation by contractors result in other service problems at the home site. To date, the contractors are absorbing most of the damage to the home owners.

- We have made some progress with our joint fiber project with TEMC in Alabama. A loss of workers to hurricane labor requirements has caused a loss of workers for our fiber projects.
- Our RDOF activity is progressing on schedule. We will soon know what areas we will be bidding on and what the potential for federal dollars are for aid in construction of fiber in areas that receive little or no broadband service. The reverse auction is scheduled to begin about the end of October 2020.

Matters of Mutual Concern:

There being no further business, **Steve Holland made a motion that the October 2020 Board meeting be held at the Tupelo Headquarters.** Don Knight seconded the motion and upon vote taken a majority vote was observed.

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F. G. Wiygul, Jr., President

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Don Knight, Secretary-Treasurer