

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

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, December 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 Shumpert (P) |
| Cecil Weeks | T. J. Adams | F. G. Wiygul, Jr. |

(A)—Not present

(P)—Attended by phone off-site

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

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

Mr. Wiygul opened the floor for consideration of the November 2020, Board Meeting Minutes. **Chip Prestage made a motion that the November meeting minutes prepared and distributed be approved.** Don Knight seconded the motion for approval and upon 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 the Attorney's report. Mr. Hendrix continued and stated that he had no matters to report at the present time.

Committee Reports:

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

Executive/Personnel: F. G. Wiygul, Jr., Chairman, reported that he had matters pertaining to employee benefits and identified a need for an executive session. **Buddy Palmer made a**

motion that the board enter into executive session. Steve Holland seconded the motion and upon vote taken a majority vote was observed. Only directors, Jonathan Hagood and Bruce Williams remained in the session at Mr. Wiygul's request.

SmartGrid: Board stayed in executive session to discuss certain matters not ready for public disclosure.

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

Chairman Wiygul continued and reported on behalf of the committee and recommended that the Board approve a three (3) percent cost of living adjustment beginning January 2021 for all employees.

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.

Manager's Report:

Matt Fennell was asked by Long to give a special report to the Board stating details of our fiber construction progress. Matt provided a report to the Board that included hand-out material. Matt gave an updated general report and reported topics provided last month that included the following topics: a construction update, an update on the CARES Act Project specifics, details for the two (2) circuits presently open served from the Taylor McFerrin and Campbelltown Substations, total miles of fiber constructed in various communities and specific fiber installation details.

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 October 2020 and explained various details of the report. Specific details and information were: Gross Margins from Electric Sales are up more than 7% for the same period last year. Net Income for this month has increased as compared to the same period last year, kilowatt-hours sales are approximately 4.8% less than the three months ending October last year, and our operating expenses are approximately 3% more than the October reporting period last year.

Matters of Mutual Concern:

Scott Hendrix, addressed information from the statewide in regard to the 2020 Youth Leadership Program. Since the 2020 Youth Leadership Washington D.C. conference was canceled due to the COVID-19 Pandemic, the statewide recommended giving scholarships to each of the participants in the amount of \$2,500. Buddy Palmer made a motion to give the scholarship as recommended by the statewide and Lynn Turner seconded. After discussion, a vote was taken, and a majority vote was observed.

Brenda Shumpert, Chairwoman, was recognized for a statement. Mrs. Shumpert recommended that the normal amount spent on door prizes at the annual Christmas Party, since the party was canceled, be spent to give as prizes in drawing for employees. Buddy Palmer made a motion and

Brenda Shumpert seconded. After discussion, a vote was taken, and a majority vote was observed.

There being no further business, **Don Knight made a motion that the January 2021 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, Jr., President

Don Knight, Secretary-Treasurer