

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE
TOMBIGBEE ELECTRIC POWER ASSOCIATION HELD JANUARY 9, 2020

The Board of Directors of the Tombigbee Electric Power Association met at the Tupelo Headquarters Office, Tupelo, MS, on Thursday, January 9, 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)
Guy Harris (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

Also present were: Scott Hendrix, Attorney
 Jonathan Hagood, Auditor
 Mitzi Hinds, Member Services Director
 Ken Brown, Branch Office Manager
 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 December 2019, Board Meeting Minutes. **Buddy Palmer made a motion that the meeting minutes be approved as prepared and mailed to Directors for review, except, with a minor revision as pointed out by Mr. Palmer.** Don Knight seconded the motion for approval of the minutes with the correction as communicated by Mr. Palmer, and upon vote taken a majority vote was observed.

Mr. Wiygul then informed the Board that there was need for an Executive Session. **John McFerrin made a motion that the Board enter into Executive Session.** Don Knight seconded the motion and upon a vote taken a majority vote was observed.

The Board completed the need for an Executive Session and **John McFerrin made a motion that the Board terminate the Executive Session.** Don Knight seconded the motion and upon a vote taken a majority vote was observed.

At the conclusion of the executive session, **Steve Holland made the motion, which was seconded by Buddy Palmer, to declare President Pat Carr and Lee County Executive Committeeman Guy Harris to be President Emeritus and Executive Committeeman Emeritus, respectively, which positions would allow each upon their recovery and return to take part in all executive committee meetings and functions without a vote for so long as they wish to attend.** Upon a vote taken, said motion passed unanimously.

Due to the passage of the above motion, Vice President Wiygul relinquished the chairmanship and Mr. Hendrix was called upon to conduct the meeting. Mr. Hendrix called for any

nominations for the position of President, which was now open due to the above declaration. **Steve Holland made the nomination of Mr. Wiygul for the position of President**, which was seconded by Mr. Wesson and then passed unanimously. Mr. Wiygul, now President, then took charge of the meeting.

Mr. Wiygul then called for nominations for the now vacant office of Vice President. **Don Knight nominated Buddy Palmer for Vice-president and Malcolm Wesson seconded the nomination. John McFerrin nominated Chip Prestage for Vice-president and Andy Spradling seconded the nomination.** Following the nominations for Vice-president, both Mr. Palmer and Mr. Prestage left the board room while voting took place. Secret ballots were cast which were counted by Mr. Hendrix and Mr. Williams. The vote tally was in favor of Mr. Palmer, who was declared to be Vice President.

Mr. Wiygul then called for nominations for the now vacant office of Executive Committeeman for Lee County. **Malcolm Wesson nominated Cecil Weeks** and Don Knight seconded the nomination. **Steve Holland made a motion that nominations cease and that Mr. Weeks be elected by acclamation.** Don Knight seconded the motion and upon a vote taken a unanimous vote was observed and Mr. Weeks was declared to be Executive Committeeman for Lee County.

Mr. Wiygul then recognized Mr. Hendrix to continue with his report. Mr. Hendrix responded that he had no business items requiring action of the Board at this time.

Committee Reports:

Mr. Wiygul then called upon committee chairmen to present information to the Board on behalf of their respective committees:

Public Relations and Bylaws: On behalf of the committee, Bruce Williams reported on certain end-of-year data as requested by the Board. Mr. Williams provided a report for the “Good Friends” program. This program provides for elective contributions made by members that are provided to the Salvation Army to distribute within their specific work areas. Mr. Williams further stated that for the calendar year 2019, members gave a total of \$12,436.39 to be disbursed by the Army.

Mr. Williams further reported that the member service of pre-payment of electric bills was in place and operating. Additional operation and monitoring will be carried out for the purpose of debugging the program before mass advertisement of the service is made available to all members.

Mitzi Hinds was recognized for a report on the status of TEPA’s participation in the Statewide Youth Leadership Program. Mrs. Hinds reported that thirteen (13) youth who will be graduating this year participated representing eight (8) area high schools. Eight (8) finalist were chose by an independent statewide panel of judges (none from TEPA). The TEPA area youth along with other youth selected throughout the state will attend the Youth Leadership functions planned to be conducted in February and June of this calendar year.

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 there were minor changes to the LLC logo in an effort to prevent any details that may be perceived as copyright infringement. All changes were received well by the working Committee and the Board.

Secondly, Mr. Palmer reported on several matters that the committee has under study including preparation of a marketing and advertising budget for the first phase of fiber construction. After completion, a final plan will be presented to the Board for discussion and approval. Other details were provided by Mr. Palmer in association with information going out to members for their information and eventual expression of interest to receive the LLC service offering. Mr. Palmer also present service cost data for internet and telephone service to residences. Internet/data service as recommended by the committee is 100 Mb/s symmetrical and 1 Gb/s symmetrical at \$49.95 per month and \$79.95 per month respectively. A managed Wi-Fi service at an added cost of \$4.95 per month will also be required of members for troubleshooting of member calls. Telephone service (unlimited local and long distance) will be offered for \$29.95 per month. TV service is still being studied and may be offered after provisional study is completed.

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 five (5) months ending November 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:

- The staff is participating in instructional meetings conducted by FEMA representatives. These sessions provide specific instructions for applying for FEMA reimbursement of damage for events declared and approved by the federal government for filing.
- The TVA Valley partnership and wholesale credit for the month of December 2019 is \$162,003.27. The cumulative credits now since enacted in September 2019 are approaching \$700,000.
- Informed the Board that Mrs. Mabel Murphree had acknowledged the Boards referral to senators Hyde-Smith and Wicker as a candidate for the upcoming open seat on the TVA Board of Directors.
- Informed the Board of capital expense projects under study that will be required for system upgrade projects. More information will be provided as projects are reviewed and presented to the Board after review by the Purchasing Committee.
- Provided the Board with information concerning the TVA Board meeting that will occurring on February 13 in Oxford MS. Invitation is open to TEPA Directors.

Broadband Subsidiary activities:

- We received notification from USDA that our application for a ReConnect Program grant has been rejected. USDA stated in its correspondence that our application was rejected because internet service equal to or greater than 10/1 Mbps was found to exist in at least one of the census block areas. A determination will be made for Board consideration to apply during the next round of the ReConnect Grant program.

- A general overview of our FTTH construction project led by Conexon was provided. A recap of all the different work segments provided by contractors was provided. The project is still on track to provide service to several test locations by April 1 of this year.
- Study of how TV service can be offered and provided to members is still under study. It is very doubtful at this time that TV service can be offered along with the initial offering of internet and phone service.
- Plans are underway to participate in the FCC sponsored Rural Digital Opportunity Fund (RDOF) grant offering. This effort will make available \$20.4 Billion dollars over a 10 year period to successful bidders for the provision of high speed broadband service in rural areas. TEPA will most likely utilize the services of Conexon in this reverse auction bidding process.
- A plan is in place to provide mailers to all of the TEPA members in the first construction phase of our fiber construction plan. Approximately 2,500 mailers will be sent out to members having homes and businesses in the beginning project area in the first phase. The response brochures will be mailed on January 17 asking for member response.

Matters of Mutual Concern:

In association with the action taken by the Board at this meeting to consider and declare that certain existing executive officers be classified as “officers emeritus”, resulting in certain officer positions becoming vacated and the need identified and action taken to elect and fill those officer positions which were declared vacant by actions of the Board, **John McFerrin made a motion that Mr. Wiygul, the duly elected President, review and prepare, as necessary, a revised committee appointment schedule for presentation to the Board.** Malcolm Wesson seconded the motion and upon a vote taken, a majority vote was observed.

There being no further business, **Chip Prestage made a motion that the February 2020 Board meeting be held at the Tupelo Headquarters.** Cecil Weeks seconded the motion and upon vote taken a majority vote was observed.

F. G. Wiygul, Jr., President

Buddy Palmer, Vice-president