

Minutes
Meeting of Trustees of the Arab Electric Cooperative, Inc.
Monday, February 28, 2022 at 6:00 pm
Arab Electric Cooperative, Inc. Auditorium

1. Roll Call—Trustees Present: Janet Bright-District 1, Chris Hemphill-District 2¹, Dianne Prestridge-District 3, Bill Stricklend-District 4, Tyler Barnes-District 5; Jeff Warren-District 6; Nathan Clark-District 7, Charles W Whisenant-District 8 and Trustee Ty Smith-District 9. Also present were Stacey White-General Manager; Clint Maze-Board Attorney, Cooperative Employees, and other members of the public.

At the start of the meeting, Kristi Thomas, Chairwoman of the Arab Chamber of Commerce Board of Directors, Jynnah Mooney, President of the Arab Chamber of Commerce, and Tracy Stewart, Arab Chamber of Commerce Board of Directors Member presented a plaque to the Arab Electric Cooperative for being selected the Industry of the Year Award for 2022. The General Manager and the Board of Trustees accepted the award on behalf of the members and the employees of the cooperative. In accepting the award, the General Manager specifically credited the employees for their hard work and dedication.

2. Invocation (Agenda Item #2)—Attorney Clint Maze

3. Pledge of Allegiance (Agenda Item #3)—Bill Stricklend

4. Approval of the Agenda (Agenda Item #4)—Ty Smith made a motion approve the agenda as presented, seconded by Tyler Barnes. Motion passed with 8 yeas and 0 nays.

5. Approval of the Minutes (Agenda Item #5)—There was a motion to approve the minutes of the January 24, 2022 Regular Meeting of the Trustees made by Bill Stricklend, seconded by Dianne Prestridge. Motion passed with 8 yeas and 0 nays.

6. Approval of the Special Minutes (Agenda Item #6)—There was a motion to approve the minutes of the January 31, 2022 Special Meeting of the Trustees made by Bill Stricklend, seconded by Janet Bright. Motion passed with 8 yeas and 0 nays.

7. Approval of the Special Minutes (Agenda Item #7)—There was a motion to approve the minutes of the February 3, 2022 Special Meeting of the Trustees made by Dianne Prestridge, seconded by Nathan Clark. Motion passed with 8 yeas and 0 nays.

8. Management Update (Agenda Item #8)— The General Manager presented the Three-Month Cash/Investment Accounts Balances Report, the Monthly Report to TVA, the Monthly Operational Budget Report and the Monthly Collection and Meter Department Report for February 2022. The reports are made a part of the minutes. The General Manager informed the Board that AMI meters that have been received have been installed and that the Cooperative is awaiting delivery of the final 300 meters.

¹ Trustee Chris Hemphill participated via Zoom.

The General Manager advised the Board that ESRI began mapping the Cooperative grid on February 25, which was approved in the January Board meeting. Finally, the General Manager reported that the backup internet was used for the first time on February 25, 2022 and there were no interruptions in the connectivity. The General Manager expressed her gratitude to Board for investing in the backup internet as it kept the telephones online and everyone was able to continue serving the members, which was not always possible without the backup.

9. Personnel Committee² Update (Agenda Item #9)—The Personnel Committee Chairman informed the Board that the committee was developing a job description for a distribution engineer. There is nothing for the Board to consider currently. The Broad President requested that the Finance Committee begin to consider a salary range for the position, if a position is created.

10. Finance Committee³ Update (Agenda Item #10)—The Finance Committee Chairman reported that there was no update.

11. Right of Way Committee⁴ Update (Agenda Item #11)—The Right of Way Committee Chairman reported that the Georgia Mountain Span is ready to go to bid. The Committee, the Cooperative Employees and the Board Attorney will all approve the bid solicitation before being sent out. The Committee anticipates that the bid will be ready to award in April 2022.

Additionally, the Chairman presented the revisions to the Right-of-Way Clearing policy. After a brief discussion, the Nathan Clark recommended that the revised policy be approved by the Board, seconded by Bill Stricklend. Motion passed with 8 yeas and 0 nays.

12. Old Business (Agenda Item #12)—Mrs. White informed the Board that there was no update on the Sundown Substation. The General Manager reported that electric load had been placed on the exit feeders continues for the Brashiers Chapel Substation without issue.

13. Action Item: Proposed Bylaw Amendment to create trustee term limits (Amended Agenda Item # 13)—The Board President presented the proposed amendment to Article III-Trustees bylaw drafted by the Board Attorney, which is underlined below. There were two typos in the initial draft which are indicated by ~~strike through~~, below:

ARTICLE III

TRUSTEES

SECTION 2 QUALIFICATIONS & TENURE. At the annual meeting of the members of the Cooperative, 1969, the trustees shall be elected by ballot for

² The Personnel Committee is comprised of Chris Hemphill—Chairman, Janet Bright, Tyler Barnes, and Jeff Warren. The General Manager—*Ex Officio*, Kellie Garrett, Wayne Mahathey and Mike King are employee representatives on the Personnel Committee

³ The Finance Committee is comprised of Bill Stricklend—Chairman, Dianne Prestridge, Nathan Clark and the General Manager—*Ex Officio*.

⁴ The Right of Way Committee is comprised of Nathan Clark—Chairman, Janet Bright, Tyler Barnes, Ty Smith, the General Manager—*Ex Officio*, and the Right of Way Supervisor, Brett Barnard—*Ex Officio*.

staggered four-year terms by and from the members of the Cooperative. Trustees shall be limited to three (3) consecutive terms. Trustees who have served three consecutive terms are not eligible to run for the position of trustee until they he or she has been off the board for a full term. No member shall be eligible to run for the position of trustee after reaching the age of eighty years old.

No member shall be eligible to become or remain a trustee or to hold any position of trust in the Cooperative who is not a bona fide resident in the area served by the Cooperative, or who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative. When a membership is held jointly by a Spouse, either one, but not both, may be elected a trustee, provided, however, that neither one shall be eligible to become or remain a trustee or to hold a position of trust in the cooperative unless both shall meet the qualifications hereinabove set forth. Nothing in this section contained shall, or shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the board of trustees.

ARTICLE XIII

AMENDMENTS

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. For any proposed by law amendment to be placed on a ballot for membership consideration, the proposed by law amendment must be approved by the Board of Trustees or supported by a petition signed by a Quorum of the membership, as defined in Article II, Section 4, above.

Bill Stricklend made a motion to place the two proposed on the ballot for the annual meeting of the membership, with the typographical errors corrected, under a single item, seconded by Tyler Barnes. Motion passed with 8 yeas and 0 nays.

14. Declaration of Surplus Items: (Amended Agenda Item # 14)—2018 Ford Focus with 13,201 miles. The Cooperative has an offer for \$15,203 for the vehicle. The car will be offered on Govedeals.com with the reserve set at \$15,203. Motion to declare the vehicle as surplus and sell at \$15,203 or more was made by Dianne Prestridge, seconded by Janet Bright. The motion was approved with 8 yeas and 0 nays.

15. Member comments (Amended Agenda Item #15)—There was an opportunity given for member comments. Melanie Martin addressed the Board again over 5G concerns from AMI meters. Additionally, Board Member used the opportunity to suggest that the Cooperative obtain a cyber security assessment. Mr. Hemphill will bring to the Board a proposal in a future meeting.

16. There was an announcement made that the March 2022 meeting of the Board of Trustees would be held on March 28, 2022 at 6:00 pm at the Cooperative Headquarters Auditorium.

17. Adjourn—There was a motion by Bill Stricklend, seconded by Jeff Warren, to adjourn. Motion passed with 8 yeas and 0 nays.