

CLAIBORNE ELECTRIC COOPERATIVE, INC.
BOARD MEETING MINUTES
OCTOBER 27, 2020

- ❖ **Call to Order** – Mr. Elkins called the meeting to order at 6:30 pm.
- ❖ **Invocation** – Mr. Noles offered an invocation on behalf of the group.
- ❖ **Pledge** – Mr. Elkins led the group in the pledge of allegiance.
- ❖ **Attendance**
 - Hez Elkins, President
 - Richard Noles, Secretary/Treasurer
 - Phillip Fincher
 - Rand Killgore – Via Phone
 - Lane Davidson
 - Scott Jones
 - Leroy Perritt
 - Benjamin Abshire - Via Phone
 - Others in attendance
 - Mark Brown, CEO
 - Kathy Tanner, CFO
 - Paul E. Kitchens, Corporate Counsel
 - Lisa Ledbetter, Administrative Assistant
 - Joey White
 - EmmaLee Tingle
 - Foster Campbell
 - Bill Robertson
 - Johnny Dollar
- ❖ **Conversation with Commissioner Foster Campbell** – Mr. Elkins presented Mr. Campbell with a Resolution thanking him for his support of Claiborne Electric’s broadband initiative.

**Resolution in Recognition
Of
Foster Campbell**

Whereas, Claiborne Electric Cooperative in response to member demand has devoted time, effort and resources researching the costs, feasibility and prudence of providing a Fiber-to-the-Home broadband Internet service for its membership, and

Whereas, the Cooperative has conducted such a research study project and found it to be feasible and prudent to engage in such a business venture, and

Whereas, given the fact that the demand for this service has grown exponentially during the last year due to the need for this technology by businesses, medical clinics and hospitals, as well as for schools and school children, and

Whereas, Louisiana Public Service Commissioner, Foster Campbell, has tirelessly pursued opportunities to bring the benefits of broadband Internet to the residents of the state, and

Whereas, Commissioner Campbell has reviewed the Cooperative's plans to bring this service to its service area and found it to be appropriate for the Cooperative to engage in such a business venture,

Now therefore be it resolved that, Commissioner Campbell has chosen to support the Cooperative's plans to do so and on behalf of the Board of Directors, the management team and the members of Claiborne Electric Cooperative, we wish to offer Foster Campbell our most sincere thanks for his continuing support of our Cooperative and especially now for his support of our Fiber-to-the-Home broadband Internet plan.

Secretary's Certification:

I, Richard Noles, as Secretary/Treasurer of Claiborne Electric Cooperative, Inc. do hereby certify that the foregoing Resolution was approved unanimously by the Board of Directors during its Special Called Board Meeting held on October 20, 2020.

Richard Noles
Richard Noles, Secretary/Treasurer

October 20, 2020
Date

- ❖ **Request for Items to be Added to the Agenda – None**
- ❖ **Consent Agenda –** Mr. Elkins entertained a motion by Mr. Davidson that was seconded by Dr. Fincher to approve the Consent Agenda as presented. The motion carried unanimously.
 - Approve September 29, 2020 Regular Meeting Minutes and October 20, 2020 Special Called Meeting Minutes
 - Approve Expense Reports
 - Accept New Members
 - Approve Capital Credits - Withhold payment for Laura Harvey while we await further information.
 - Approve Monthly Loss Control & Safety Report
 - Approve Homer & Farmerville Operations Report
- ❖ **Attorney Report –** Mr. Kitchens made a brief report on the legal matters currently facing the Cooperative. Mr. Kitchens' report was then approved on a motion made by Mr. Noles and seconded by Mr. Perritt.
- ❖ **ALEC Report –** Mr. Davidson made a brief report on the ALEC meeting held via conference call. Mr. Davidson's report was then approved on a motion made by Mr. Sensley and seconded by Mr. Jones.

- ❖ **1803 Power Supply Cooperative** – Dr. Fincher gave an update on the bid process for power supply contractors. Dr. Fincher’s report was approved on a motion made by Mr. Noles and seconded by Mr. Davidson.

- ❖ **Financial Report** – Ms. Tanner made the monthly financial report.
 - September 2020 Financial Report – This report was approved on a motion made by Dr. Fincher and seconded by Mr. Jones.
 - CFC Line of Credit Renewal Resolution – The resolution was approved on a motion made by Dr. Fincher and seconded by Mr. Jones.

CERTIFICATE OF RESOLUTIONS AND INCUMBENCY

I, Richard Noles, do hereby certify that (i) I am the Secretary of CLAIBORNE ELECTRIC COOPERATIVE, INC. (hereinafter called the "Cooperative"); (ii) the following are true and correct copies of resolutions duly adopted by the board of directors of the Cooperative at a meeting held on October 27, 2020; (iii) the meeting was duly and regularly called and held in accordance with the bylaws of the Cooperative; (iv) the Cooperative is duly incorporated, validly existing and in good standing under the laws of the state of its incorporation and there is no pending or contemplated proceeding for the merger, consolidation, sale of assets or business or dissolution of the Cooperative; (v) forms of the loan documents identified below were submitted to the meeting and were authorized by the board of directors to be executed; (vi) none of the following resolutions has been rescinded or modified as of this date; and (vii) the persons authorized below have been duly elected or appointed to their respective positions and occupied such positions on the date of actual execution of the loan documents:

RESOLVED, that the Cooperative establish a line of credit and authorize borrowing from National Rural Utilities Cooperative Finance Corporation (“CFC”) in an amount which shall not at any one time exceed \$12,000,000.00 (the "Line of Credit Amount"), subject to the provisions of the Line of Credit Agreement substantially in the form submitted to this meeting (the "Line of Credit Agreement"); and,

RESOLVED, that the individuals listed below are hereby authorized to execute and to deliver to CFC the following documents: the Line of Credit Agreement;

RESOLVED, that each of the following individuals is hereby authorized in the name and on behalf of the Cooperative to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Line of Credit Agreement as such individual may deem appropriate within the Line of Credit Amount so authorized and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions:

<u>Office or Title</u>	<u>Name (typed or printed)</u>
President	Hez Elkins
Vice President	Phillip Fincher

Secretary/Treasurer

Richard Noles

CEO

Mark Brown

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Cooperative as of the date shown below.

Secretary

Date: October 27, 2020

(SEAL)

- ❖ **CEO's Report** – Mr. Brown called attention to his written report presented to the Directors and invited any questions.
 - Storm Update Update
 - IBEW Contract Negotiations
 - Broadband Update
 - CEC Board Nominations – Dr. Fincher made a motion to declare each candidate be reelected by acclamation, motion was seconded by Mr. Davidson and passed unanimously.
 - Operation Round Board Nomination – Dr. Fincher made a motion to nominate Mr. Darden Gladney to replace Ms. Karen Lee on the Operation Round Up Trust Board, motion was seconded by Mr. Noles and passed unanimously.

- ❖ **Approve Meeting Expenses** – Mr. Elkins then accepted a motion made by Mr. Davidson and seconded by Mr. Noles to approve the expenses associated with this meeting. The motion carried.

- ❖ **Confirm Next Meeting Date** – Mr. Elkins confirmed the date of our next Board meeting.

December 1, 2020 at 6:30 pm in Homer

- ❖ **Adjourn** – The meeting was then adjourned upon a motion made by Mr. Noles and seconded by Mr. Sensley.

The minutes above were approved by the board of directors during its regularly scheduled meeting held on December 1, 2020.

Hez Elkins, President

Richard Noles, Secretary -Treasurer