

CLAIBORNE ELECTRIC COOPERATIVE, INC.
BOARD MEETING MINUTES
FEBRUARY 22, 2022

❖ **Call to Order** – Mr. Elkins called the meeting to order at 6:30 pm.

❖ **Invocation**

❖ **Pledge** – Mr. Elkins led the group in the pledge of allegiance.

❖ **Attendance**

- Hez Elkins, President
- Phillip Fincher, Vice President
- Rand Killgore
- Lane Davidson
- Scott Jones
- Leroy Perritt
- Butch Sensley
- Jody Woodard
- Benjamin Abshire
- Others in attendance
 - Mark Brown, CEO
 - Jeremy Skipper, COO
 - Paul E. Kitchens, Corporate Counsel
 - Lisa Ledbetter, Administrative Assistant

❖ **Request for Items to be Added to the Agenda** – None

❖ **Consent Agenda** – Mr. Elkins entertained a motion by Mr. Davidson duly seconded by Mr. Killgore to approve the Consent Agenda as presented. The motion carried unanimously.

- Approve January 31, 2022 Regular Meeting Minutes with changes noted.
- Approve Expense Reports
- Accept New Members
- Approve Capital Credits
- Approve Monthly Loss Control & Safety Report
- Approve Homer & Farmerville Operations Report

Mr. Brown requested that the board enter into executive session to discuss the attorney's report on the legal matters currently facing the Cooperative and for the 1803 Power Supply Cooperative update. Upon motion by Mr. Killgore duly seconded by Mr. Woodard, the board entered into executive session to discuss the legal matters facing the Cooperative and 1803.

❖ **Attorney Report**

❖ **1803 Power Supply Cooperative**

Upon motion by Mr. Perritt duly seconded by Mr. Sensley , the board rose from executive session.

Mr. Kitchens' report and Dr. Fincher's 1803 report were approved on a motion made by Mr. Abshire and duly seconded by Mr. Davidson.

- ❖ **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. Jones and seconded by Mr. Abshire.

- ❖ **Financial Report** – Mr. Brown made the monthly financial report.
 - January 2022 Financial Report – This report was approved on a motion made by Dr. Fincher and seconded by Mr. Jones.
 - Write-offs – The write-off report was approved on a motion made by Mr. Killgore and seconded by Mr. Abshire
 - CFC Loan Resolution – Mr. Brown presented a resolution authorizing Mark Brown, CEO/General Manager and Kathy Tanner, CFO to perform all necessary steps in procuring a long-term debt instrument through CFC. Upon motion by Dr. Fincher and duly seconded by Mr. Davidson, the CFC resolution was approved and is attached as part of these minutes.

- ❖ **CEO's Report** – Mr. Brown gave a report on the following:
 - Staff Meeting Update – Mr. Brown gave a brief report on the topics discussed at the recent staff meeting.
 - ORU Director Appointment – Mr. Perritt presented a motion to approve Mr. Jack Land as the representative for District #4 to replace Mr. Don Smith who resigned. The motion was duly seconded by Mr. Jones.
 - COVID 19 Plan Update – Mr. Brown presented an update to the COVID 19 plan to take effect on March 1, 2022. Upon motion by Mr. Davidson duly seconded by Mr. Sensley, the motion was approved.
 - Educational Presentation – Ratemaking Continued
 - Mr. Brown requested that the board enter into executive session to discuss matters of the cooperative. Upon motion by Mr. Killgore and duly seconded by Mr. Davidson, the board entered into executive session. Upon motion by Mr. Abshire and duly seconded by Mr. Killgore, the board rose from executive session.
 - Upon rising from executive session, Dr. Fincher presented a motion duly seconded by Mr. Abshire to award Mark Brown, General Manager and CEO, a \$25,000 bonus for exemplary performance of his duties. The motion carried with Mr. Perritt abstaining.

Upon motion by Mr. Davidson and duly seconded by Mr. Jones, the CEO report was approved.

- ❖ **Approve Meeting Expenses** – Mr. Elkins then accepted a motion made by Mr. Davidson and seconded by Mr. Abshire 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 – March 29, 2022 at 6:30 pm in Homer

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

The minutes above were approved by the board of directors during its regularly scheduled meeting held on March 29, 2022.

Hez Elkins, President

Scott Jones, Secretary -Treasurer