

CLAIBORNE ELECTRIC COOPERATIVE, INC.

BOARD MEETING MINUTES

JUNE 28, 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
 - Benjamin Abshire
 - Others in attendance
 - Mark Brown, CEO
 - Kathy Tanner, CFO
 - Paul E. Kitchens, Corporate Counsel
 - Lisa Ledbetter, Administrative Assistant
- ❖ **Request for Items to be Added to the Agenda** – Trimming Trees
- ❖ **Consent Agenda** – Mr. Elkins entertained a motion by Dr. Fincher duly seconded by Mr. Killgore to approve the Consent Agenda as presented. The motion carried unanimously.
 - Approve June 7, 2022 Regular Meeting Minutes
 - Approve Expense Reports
 - Accept New Members
 - Approve Capital Credits – With the exception of Dale Gipson
 - 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 Dr. Fincher duly seconded by Mr. Davidson, 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. Sensley duly seconded by Mr. Woodard, the board rose from executive session.

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

- ❖ **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. Killgore and seconded by Dr. Fincher

- ❖ **Financial Report** – Ms. Tanner made the monthly financial report.
 - May 2022 Financial Report – This report was approved on a motion made by Mr. Abshire and seconded by Mr. Killgore.
 - Write-offs – The write-off report was approved on a motion made by Mr. Killgore and seconded by Mr. Abshire.

- ❖ **CEO's Report** – Mr. Brown gave a report on the following:
 - Resolution approval – Amendment and Restatement of Retirement/401K – Upon motion by Mr. Killgore and duly seconded by Mr. Davidson, the motion to approve the Resolution for Amendment and Restatement of Retirement/401K was approved.
 - Updated policy review/approvals – GP 203.3 and GP 620.3 – Mr. Brown requested that the referenced policies be discussed in executive session.
 - Conexon Discussions
 - COVID-19 Plan Recommendations – Mr. Brown requested that the board approve suspension of the current COVID-19 plan while allowing for the option of reinstating at any time deemed necessary to protect the employees of CEC. Upon motion by Mr. Jones and duly seconded by Mr. Abshire, the COVID-19 plan was suspended with the option of reinstating at any time deemed necessary to protect the employees of CEC.
 - Rate Update – July 14

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

- ❖ **Executive Session (if needed) to discuss Strategic and Long-Term planning**
Upon motion by Dr. Fincher duly seconded by Mr. Woodard, the board entered into executive session to discuss Strategic and Long-Term Planning issues facing the Cooperative.
Upon motion by Mr. Davidson duly seconded by Mr. Killgore, the board rose from executive session.

Upon motion by Mr. Abshire duly seconded by Mr. Woodard, GP 203.3 and GP 620.3 were approved as amended.

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

- ❖ **Confirm Next Meeting Date** – Mr. Elkins confirmed the date of our next regular Board meeting – August 2, 2022 with a Special Called meeting to be held on July

14, 2022 at 1pm with lunch at noon with Rebeca Payne from Guernsey to discuss the Cost of Service Study and Rate Application.

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

The minutes above were approved by the board of directors during its regularly scheduled meeting held on August 2, 2022.

Hez Elkins, President

Scott Jones, Secretary -Treasurer