

CLAIBORNE ELECTRIC COOPERATIVE, INC.

BOARD MEETING MINUTES

JANUARY 28, 2025

- ❖ **Call to Order** – Dr. Fincher called the meeting to order at 5:30 pm.
- ❖ **Invocation**
- ❖ **Pledge** – Dr. Fincher led the group in the pledge of allegiance.
- ❖ **Attendance**
 - Phillip Fincher, President
 - Scott Jones, Vice President
 - Jody Woodard, Secretary/Treasurer
 - Rand Killgore
 - Lane Davidson
 - Leroy Perritt
 - Butch Sensley
 - Benjamin Abshire
 - Kenneth Franklin
 - Others in attendance
 - Michael Marcotte, CEO
 - Paul E. Kitchens, Corporate Counsel
 - Lisa Ledbetter, Executive Secretary
 - Melissa Watts, Financial Consultant via phone
- ❖ **Request for Items to be Added to the Agenda – None**
- ❖ **Consent Agenda** – Dr. Fincher entertained a motion by Mr. Davidson duly seconded by Mr. Abshire to approve the Consent Agenda as presented. The motion carried unanimously.
 - Approve January 7, 2025 & January 23, 2025 Meeting Minutes
 - Approve Expense Reports
 - Approve CEO's Expenses
 - Accept New Members
 - Approve Capital Credits
 - Approve Monthly Loss Control & Safety Report
- ❖ **To Discuss and Possibly Appoint/Reappoint the Budget and Finance Committee**

Mr. Davidson nominated Mr. Franklin to replace Dr. Fincher on the Budget and Finance Committee. There were no further nominations.

Upon motion by Mr. Jones duly seconded by Mr. Sensley, a motion was entertained to close nominations. Mr. Franklin was added to the committee by acclamation.

Dr. Fincher entertained a motion to ratify the President's appointment of Mr. Jones, Mr. Woodard and Mr. Franklin to serve as members of the Board's Budget and Finance Committee.

Upon motion by Mr. Jones duly seconded by Mr. Perritt, Mr. Jones, Mr. Woodard and Mr. Franklin were appointed to the Budget and Finance committee.

❖ **Executive Session to Receive and Discuss:**

Upon motion by Mr. Killgore duly seconded by Mr. Abshire, the board entered into executive session to receive and discuss:

- **Attorney Report – Mr. Kitchens**
- **1803 Power Supply Cooperative – Dr. Fincher**
- **Discussion of pending litigation and settlement thereof.**

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

Upon motion by Mr. Davidson duly seconded by Mr. Killgore, the reports received in Executive Session were accepted.

Upon motion by Mr. Sensley duly seconded by Mr. Franklin, The Corporate counsel and CEO were authorized to participate in mediation in potential settlement of the suit captioned Ramirez v. Claiborne Electric.

❖ **Financial Report – Mrs. Watts**

- **Discussion of Capital Credits and Bad Debt Write-offs** – Upon motion by Mr. Jones duly seconded by Mr. Abshire, the board voted to discontinue applying capital credits to offset bad debts per the recommendation of Ms. Watts.
- **December 2024 Financial Report** – The December financial report was postponed pending completion of all year-end entries.
- **Write-offs**- Upon motion by Mr. Sensley and duly seconded by Mr. Woodard, the write-offs were approved with discontinuation of the capital credit offset.

❖ **ALEC Report – Mr. Davidson**

Upon motion by Mr. Perritt duly seconded by Mr. Franklin, the ALEC Report was approved as presented.

❖ **CEO's Report** – Mr. Marcotte gave a report on the following:

- LPSC Update
- Conexon Update
- 2025 Strategic Planning Session – August 5-6, 2025
- Need for an Engineering Department
- Operations Update

Upon motion by Mr. Jones duly seconded by Mr. Abshire, the CEO's report was approved as presented.

❖ **Approval of Revised Policy 638.2 – Dress Code**

Upon motion by Mr. Abshire duly seconded by Mr. Franklin, the revised Policy 638.2 – Dress Code was approved as presented.

- ❖ **Approval of Revised Policy 313.2 – Purchasing Practices and Procedures**
Upon motion by Mr. Davidson duly seconded by Mr. Sensley, the revised Policy 313.2 – Purchasing Practices and Procedures was approved as presented.

- ❖ **Resolutions**
 - **A Resolution Appointing 1803 Electric Cooperative as Scheduling Agent for Claiborne’s contract with Southwestern Power Administration**
Upon motion by Mr. Jones, duly seconded by Mr. Killgore, the resolution Appointing 1803 Electric Cooperative as Scheduling Agent for Claiborne’s contract with Southwestern Power Administration was approved.

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

- ❖ **Confirm Next Meeting Date** – Dr. Fincher confirmed the date of our next regular Board meeting Tuesday, February 25, 2025, beginning at 5:30 pm.

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

The minutes above were approved by the board of directors during its regularly scheduled meeting held on February 25, 2025.

Dr. Phillip Fincher, President

Jody Woodard, Secretary -Treasurer