

**MINUTES OF MEETING OF BOARD OF DIRECTORS OF  
GRADY ELECTRIC MEMBERSHIP CORPORATION  
HELD July 6, 2017**

The regular meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 6<sup>th</sup> day of July, 2017. All of the Directors were present. Also present were President Thomas A. "Bo" Rosser Jr., Attorney M. Claire Chason, Pat Reed, Jeff Rehberg, Rex Robinson, Donnie Prince, Wayne Windham, John Long, CPA Marlan Nichols and Attorneys Josh Archer and Tyler Bishop.

The Chairman presided, and the minutes were kept under the direction of the Secretary.

The minutes of the previous regular meeting held on June 7, 2017, were read and approved.

The following proceedings were had, all action being first duly moved and seconded and all action being taken upon the unanimous vote of the Board or without dissenting vote or abstention, unless otherwise stated:

1. **Nominating Committee.** The Nominating Committee for the nomination of Directors from Districts 3 and 6 was appointed and will meet Thursday, August 3, 2017, at 10:00 a.m. The Nominating Committee members are Lowell E. Dollar, Blake Stanaland, Douglas Roddenberry, Julian E. Robinson, C. Neil Mayer, Robert L. Gainey, Ronald W. Smith, and Freddie Bryant.
2. **Director Districts Review for 2017.** The Directors reviewed the Directorate report as presented by Jeff Rehberg and elected to keep the Director Districts as they presently exist.
3. **District 4 Vacancy.** The Directors reviewed a list of potential candidates from District 4 to fill the unexpired term of James Freeman. After discussion, the Directors selected three persons for the Board to interview for the position prior to the next Board meeting.
4. **Washington Youth Tour 2018.** The Directors approved to send three youth to participate in the Washington Youth Tour in 2018.
5. **NRECA Retirement Security (R&S) Plan Amendment and Restatement Resolution.** The Directors approved of the R&S Plan Amendment and Restatement Resolution as submitted and presented by the President.
6. **Wage and Salary Review.** Marlan Nichols discussed a General Engagement request of a wage and salary review and the scope thereof.

7. **Capital Credit Requests.** The Directors approved the Capital Credit Requests submitted in the approximate amount of \$26,622.33.
8. **Bills.** The Directors approved the payment of Bills submitted.
9. **Bad Debt.** The Directors approved the list of accounts to be written off and authorized the writing off of the bad debt for the period from March 1, 2017, through March 31, 2017, in the amount of \$983.16.
10. **New Members.** The new members were approved as presented.
11. **Operating Report.** The Directors reviewed the Operating Report.
12. **Other Discussion:** Discussion was held about the absentee voting process. The Directors were reminded that mailing the ballot with the bill could create difficulties because of bills are mailed out in cycles (i.e. at different times) and because many members have more than one bill. The President was directed to get the final costs for a variety of voting options to present to the Board for their recommendation.

There being no further business to come before the meeting, same was adjourned, and the Directors went into executive session.

  
Chairman

  
Secretary