

MINUTES OF MEETING OF BOARD OF DIRECTORS OF  
GRADY ELECTRIC MEMBERSHIP CORPORATION  
HELD JANUARY 25, 2018

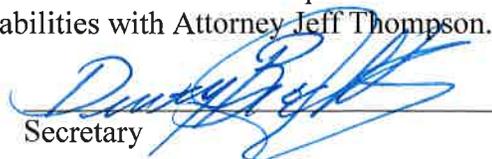
The special called training and orientating meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 25<sup>th</sup> day of January 2018. All of the Directors were present. Also, present were President Thomas A. "Bo" Rosser Jr., Dennis Chastain-CEO of Georgia EMC, Billy Ussery-SVP Oglethorpe Power Corporation, Marlan Nichols-Nichols, Cauley, and Assoc., Pat Reed, Jeff Rehberg, Rex Robinson, John Long, Keith Harrell, Kyle Henderson, and Adam Starr.

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

1. **Welcome and Announcements.** President Rosser made introductions and provided an overview for the director training and orientation session. Directors were encouraged to ask questions to increase their knowledge of the electrical business and operations.
2. **Georgia EMC.** Dennis Chastain, CEO of Georgia EMC, made a presentation on Georgia EMC and its relationship with EMC's across the state. He highlighted economic development, government relations, safety & training, Georgia Magazine, as well as community support for member EMC's.
3. **Oglethorpe Power Corporation.** Billy Ussery, SVP of OPC, provided an overview of OPC and outlined the complexity of the electric business relating to power generation and individual EMC decision making.
4. **Georgia Transmission Corporation.** Billy Ussery provided an overview of GTC and its operations. He highlighted the value of the Integrated Transmission System (ITS) which provides connectivity for member EMC's without duplicative services.
5. **Georgia Systems Operations Corporation.** Billy Ussery provided an overview of GSOC and its operations. He highlighted the control center and its connectivity across the state to provide real time operations of the electric grid on behalf of the member EMC's.
6. **Nichols, Cauley, and Assoc. LLC – Timeline and Decision Overview.** Marlan Nichols, CPA, provided a timeline overview and decision tree from the beginning of the REA program, discussing the financial institutions, generation impacts, and Grady EMC decision tree through the most recent solar initiative.

There being no further business to come before the meeting, same was adjourned, and the Directors went into Executive Session to discuss the audit scope with Marlan Nichols and director duties, obligations, and liabilities with Attorney Jeff Thompson.

  
Chairman

  
Secretary