

MINUTES OF MEETING OF BOARD OF DIRECTORS OF
GRADY ELECTRIC MEMBERSHIP CORPORATION
HELD NOVEMBER 13, 2019

The regular meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 13th day of November, 2019. All of the Directors were present. Also present were President Joe Pandy, Attorney M. Claire Chason, Seleta Mason, John Long, Kyle Henderson, Adam Starr, Keith Harrell, and Ansley Johnson.

The meeting opened with an invocation and the Pledge of Allegiance. The Chairman presided, and the minutes were kept under the direction of the Secretary.

The minutes of the previous regular meeting held on October 9th, 2019, 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. **New Director.** President Pandy welcomed new District 2 Director, Blake Stanaland, to the Board.
2. **Capital Credit Requests.** The Directors approved the Capital Credit Requests in the approximate amount of \$18,157.84.
3. **Bills.** The Directors reviewed the payment of Bills submitted.
4. **Bad Debt.** The Directors approved the list of accounts to be written off and authorized the writing off of the bad debt shown in the list for the period from July 1, 2019, through July 31, 2019, in the amount of \$5,151.04.
5. **New Members.** 119 new members were approved. Meters were disconnected on 135 accounts. Total number of members as of November 1, 2019 was 13,302.
6. **CIO Report.** The Directors reviewed the CIO Report presented by Kyle Henderson. He and Kent Allgood attended Aclara training on October 27th and 28th.
7. **CFO Report.** Seleta Williams presented the Financial Report to the Directors. The PCA for October was -\$0.00528. Rate 5 (Solar/Net Metering) and Rate 9 (Outdoor Lighting) went into effect on November 1st, 2019.
8. **COO Report.** The Directors reviewed the COO Report presented by John Long. 66.87 % Right of Way Budget Miles have been completed to date for 2019. The Fowlstown Tower was removed after being damaged. A claim has been filed with Federated Insurance.
9. **Engineering Report.** The Directors reviewed the Engineering Report presented by Keith Harrell. The 2019-2023 Construction Work Plan was reviewed.

10. **Member Services Report.** The Member Services Report was presented by Adam Starr. Directors and management debriefed Annual Meeting. Ideas for the 2020 Annual Meeting were discussed.
11. **CEO Report.** President Pandy presented the CEO report, and informed the Directors that Grady EMC held a meeting on October 29th, 2019 with other members of the community to discuss and plan for a line worker education dual enrollment program.
12. **Member Access to Cooperative Information Policy.** A revision to Policy No. 20.00 Member Access to Cooperative Information was proposed to the Board allowing members to speak to the Board at any regular board meeting, on the Agenda as “Member Content.” The member shall notify the President/CEO ten days before the next meeting, identifying their issue. Their speaking time will be limited to 3-5 minutes, after which they will be excused from the meeting. In the event that the President/CEO is absent, an officer of the cooperative shall respond to the request. The proposed revision was discussed and approved.
13. **Time and Date for 2020 Board Meetings.** Board meetings will continue to be held at 2:00 p.m. every second Wednesday of each month for the year 2020.
14. **Charitable Contributions.** The Directors and management discussed guidelines for charitable contributions made by Grady EMC.
15. **Resolution of the Board of Directors.** The Directors approved a resolution terminating the Assignment and Assumption Agreement, and approve the Resource Exhibit with Green Power EMC.
16. **Election of Officers and Consultants.** The following officers for 2019-2020 were elected by secret ballot:

Chairman- Eric Cohen
Vice Chairman- Terry Hurst
Secretary-Treasurer- Greg Brouillet

The following officers and consultants were elected for 2019-2020:

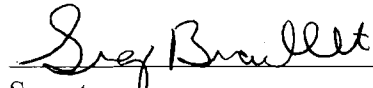
President- Joe Pandy
OPC/GTC/GSOC Member Representative- Eric Cohen
OPC/GTC/GSOC Alternate- Joe Pandy
OPC/GTC/GSOC Second Alternate- Jimmy Hammett
GEMC Director- Jimmy Hammett
GEMC Alternate- Joe Pandy
Green Power Member Rep.- Jimmy Hammett
Green Power Alternate- Joe Pandy
GEC Director- Greg Brouillet
GEC Director- Joe Pandy
CFC Delegate- Sammy Perkins
CFC Alternate- Joe Pandy

NRECA Delegate- Terry Hurst
NRECA Alternate- Joe Pandy
GRESKO Director- Joe Pandy
GRESKO Alternate- Kyle Henderson
NRTC Member Representative- Blake Stanaland
NRTC Alternate- Joe Pandy
Federated Delegate- Lee Powell
Federated Alternate- Joe Pandy
Co-Bank Delegate – Greg Brouillet
Co-Bank Alternate- Joe Pandy
Engineers- McLean Engineering Company
Attorneys- Chason Law Firm LLC, general counsel

17. Other Discussion.

- a. Directors were informed that the 2020 NRECA Annual Meeting of Members will be held February 27th through March 4th in New Orleans, LA. New Director Orientation will be held March 17th -19th in Arlington, VA.
- b. It was announced that the next Regular Board Meeting will be held on December 3rd at 2:00 p.m., and the Grady EMC Annual Christmas Party will follow the meeting, beginning at 6:30 p.m. at the Grady EMC office.

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


Secretary