

MINUTES OF MEETING OF BOARD OF DIRECTORS OF
GRADY ELECTRIC MEMBERSHIP CORPORATION
HELD April 3, 2018

The regular meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 3rd day of April, 2018. Directors present were Earl Stuckey, Gordon Clyatt, James Lewis, Ronald Sellars, Hestell Donaldson, Jr. and Mark Clark (who arrived during the audit presentation). Also present were President Thomas A. "Bo" Rosser Jr., Attorney M. Claire Chason, Pat Reed, Adam Starr, Keith Harrell, Marlan Nichols and Todd Giddens from Nichols, Cauley & Associates, and Glenn Loomer, CEO of Georgia Energy Cooperative.

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

The minutes of the previous regular meeting held on March 7, 2018, 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. **Capital Credit Payments.** The Directors approved the Capital Credit Payments submitted in the approximate amount of \$13,593.32.
2. **Bills.** The payment of bills presented was approved by the majority of the Directors. Directors Clyatt and Donaldson objected.
3. **Bad Debt.** The Directors approved the list of accounts to be written off and authorized the writing off of the bad debt shown on the list for the period from December 1, 2017 through December 31, 2017, in the amount of \$6,166.60.
4. **New Members.** The new members were approved as presented.
5. **GEC Presentation.** A presentation was made by Glenn Loomer concerning participation in power purchase agreements involving green energy contracts through Green Power EMC in connection with four solar projects in the state. After discussion, a majority of the Directors approved participation in the projects, and authorized the General Manager/President to execute resource exhibits associated with the projects and authorizing him to execute Resource Agreements associated with the projects with such changes in the final form of said documents as he deems to be in the best interest of Grady EMC. Directors Clyatt and Donaldson objected.

6. **2017 Audit Presentation.** Draft Independent Auditor's Reports on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Governmental Auditing Standards and Management Letter, and Communication with Those Charged with Governance under SAS No. 114, were presented by CPAs Marlan Nichols and Todd Giddens of Nichols, Cauley & Associates LLC, and reviewed by the Directors. One requested evaluation is needed before a final report can be issued. If there is a material adjustment to the draft report presented after said evaluation is received, it will be submitted to the Board in writing.
The Directors were also advised that the IRS Form 990 is due May 15. They were each provided a Form 990 Questionnaire Information Guide and Form 990 Questionnaire, along with a SASE to return the questionnaire to Nichols, Cauley & Associates LLC prior to that date. All Directors present elected to use the Cooperative address for their address on the Form 990.
CPA Nichols also announced that he is now the managing partner at Nichols, Cauley & Associates LLC, and CPA Todd Giddens will be the auditor at Grady EMC.
7. **COL Adjustment.** A cost of living adjustment in the amount of 1.36% was approved by the Directors upon recommendation of the President, effective April 3, 2018.
8. **2018 Tentative Annual Meeting Schedule.** The Directors reviewed a tentative 2018 Annual Meeting Schedule.
9. **Line Extensions and Line Changes Policies.** The Directors reviewed the current Line extensions and line changes polices.
10. **Lineman Appreciation Month.** It was announced that April is National Lineman Appreciation Month.
11. **Operating Report.** The Directors reviewed the Operating Report.
12. **Other Discussion:**

Directors were reminded of the Georgia Director's Conference to be held August 12-14, 2018, at Jekyll Island.

It was reported that the By-Laws overview by Attorney Steve Minors was in process. He will be sending a survey for Directors and employees to get further input.

It was announced that Rex Robinson, engineering manager, was retiring and Jeff Rehberg, inside operations manager, had resigned. Both expressed their dissatisfaction with the conflicts and disruptions at the work place because of Take Back Our Grady EMC social media posts and actions.

There being no further business to come before the meeting, same was adjourned.


Secretary


Chairman