

**BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION**

**BOARD MEETING MINUTES**

September 14, 2021

The Board of Directors of Blue Ridge Mountain Electric Membership Corporation (BRMEMC) met in Regular Session on September 14, 2021. Board Chairman Ray Cook called the meeting to order at 6:00PM.

The invocation was led by Director Perren, followed by the Pledge of Allegiance led by Director Payne.

General Manager Allan Glidewell gave a safety briefing to those present.

The following Directors were present as noted by Board Secretary Perren and were in attendance during the Board Meeting:

Ray Cook, President/Chair  
Danny Henson, Director  
Jack Lance, Director  
Jeff Ledford, Director  
Gene Mason, Director  
Cory Payne, Director  
Roy Perren, Director  
Bert Rogers, Director  
Gayland Trull, Director

The following Staff were recognized by the Chair and were present during Regular Session:

Allan Glidewell, General Manager  
Charles Autry, Board Attorney  
Amanda Holdaway, Director of Finance and Acct.  
Travis Lunsford, Director of Operations  
Daniel Frizzell, Director of Engineering  
Sonny Mahan, Director of Member Services  
Erik Brinke, Director of Administrative Services  
Kelley Crawford, Manager of Communication  
Alex King, Director of Broadband Services

Guest Erica Bailey from Jackson Thornton

Upon request of Chairman Cook, the Meeting Agenda for September 14, 2021, was considered. A motion to approve the agenda was approved by unanimous vote upon Motion by Director Payne seconded by Director Rogers.

Upon request of Chairman Cook, the Minutes of the Board Meeting of September 10, 2021, were considered. A motion to approve the minutes was approved by unanimous vote upon Motion by Director Rogers, seconded by Director Payne.

Board Chair Cook asked for any declarations of conflicts of interest by the Directors and none were found.

Director Payne presented the Finance Committee report of the Committee meeting of September 14, 2021, at 5:00 PM, to the Board, which was noted by the Chair as received and to be filed with the Minutes of the meeting for subsequent audit.

Director Rogers presented the Policy and Public Relations Committee report of the committee meeting of September 14, 2021, at 5:05PM. The committee approved minutes from the last meeting. Policy 508 – Physical Examinations was reviewed but no action taken

Erica Bailey, Jackson Thornton presented the Annual Audit. The Report to the Board of Directors was presented. Consolidated Financial Statements for FY 21 were presented. In the opinion of Jackson Thornton, that the consolidated financial statements were in all material aspects presented as fair representation of the operations and cash flows of BRMEMC. No deficiencies were found in internal controls.

General Manager Allan Glidewell discussed the changes to our June Financial Report. Including an increase of \$588,000 in unbilled revenue. (Power sold but not billed after June bill through June 30). Maintenance & General Expenses were reduced by almost \$741,000 for Post-Retirement Benefits.

General Manager, Allan Glidewell presented the Finance Report

Director Lance made a motion seconded by Director Henson to go into Closed Session at 6:51 to meet with Erica Bailey of Jackson Thornton regarding the audit.

The board returned from Closed Session at 7:05

General Manager, Allan Glidewell presented the Safety Report

General Manager, Allan Glidewell presented the Reliability Report

General Manager, Allan Glidewell presented the Engineering Report

General Manager, Allan Glidewell presented the Human Resources Report

General Manager, Allan Glidewell presented the Operations Report

General Manager, Allan Glidewell presented the Broadband Report

General Manager, Allan Glidewell presented the Member Services Report

General Manager, Allan Glidewell presented the Contact Summary & Member Interactions Report

Director of Administrative Services, Erik Brinke presented the Economic Development Report

Member Comments:

None

Old Business:

Helicopter Update

General Manager, Allan Glidewell presented an update on the helicopter right of way clearance project.

Annual Meeting Update

Sale of Property

New Business:

CFC Voting Delegate

Director Perren made a motion, seconded by Director Payne, that General Manager, Alan Glidewell be CFC & NRECA Voting Delegate. After discussion the motion was passed by unanimous vote of the board.

GEMC Alternate Voting Delegate

Director Lance made a motion, seconded by Director Trull, that Allan Glidewell be named GEMC Alternate Voting Delegate. After discussion the motion was passed by unanimous vote of the board.

Employee Medical Insurance Rate

Staff recommends BRMEMC accept the 8.5% increase in Employee Medical Insurance through NRECA. Director Henson made a motion, seconded by Director Payne, to accept the recommendation of staff. After discussion the motion was passed by unanimous vote of the board.

Mandatory Vaccination

General Manager Glidewell presented information on the mandate from President Biden on workplace vaccine mandates. Will begin planning on how to meet the mandate; how the testing program and record keeping will be maintained.

Budget Amendment

General Manager Glidewell presented budget amendments

BRMEMC to pay NGN \$200,000 for capital improvement to avoid paying 8% interest. In North Georgia Network's (NGN) approved 2021 budget, a core network upgrade was projected to begin by the end of 2021. The project is projected to cost around \$600,000, with each member-owner being responsible for 33%. With this project, a Ciena 6500 ROADM chassis licensed for 300Gb will be placed in Atlanta (56 Marietta), Cleveland, Young Harris, and Blue Ridge. This will be used to create 200 GB MPLS links to the respective MPLS nodes. Blairsville will link back to Young Harris MPLS directly at 100GB (from 40GB) and to Blue Ridge via the Young

Harris Ciena DWDM node at 100GB (from 40GB). This will allow BRMEMC to have access to increased capacity of the core network, which will allow the fiber network to be more future-friendly with BRMEMC's accelerated growth. When the NGN 2021 budget was proposed, it was assumed that this amount would be financed, and each member-owner would pay a set amount each month towards the principal and interest of the loan. Last month, BRMEMC learned that the interest rate for this loan would be 8%, which will accrue a significant amount of interest on a loan at this amount.

Additionally staff recommend the budget be amended to allow purchase of the CGNAT servers and licenses in BRMEMC's service territory from NGN. The capital budget will need to be increased by \$68,000 to cover the remaining amount for these four servers. The monthly NGN support invoice will decrease by around \$1,100. According to NGN's calculations, buying the CGNAT servers now and not paying NGN monthly for them will save BRMEMC around \$4,000.

Director Payne made a motion to approve the amended budget, seconded by Director Henson. Specifically, the motion recommends the Board approve the amended budget proposal to allow BRMEMC's portion of the Ciena upgrade to be paid up front to avoid the high interest accruals and the increased monthly payment to NGN. The motion further recommends the Board approve the amended budget proposal to allow BRMEMC to purchase the four CGNAT servers as an additional asset transfer from NGN to BRMEMC. After discussion the motion was passed by unanimous vote of the board.

#### Old Business

##### Annual Meeting Plans.

Discussed that BRMEMC is prepared to hold annual meeting at Towns County Recreation and Conference Center or to hold a driving meeting at BRMEMC. Due to COVID, the annual meeting will be changed to a drive through like last year at BRMEMC. Voting will start at 4:30 with the Business Meeting starting at 6PM.

The sale of property at the Old BRMEMC HQ has closed.

##### Director Reports:

Director Trull discussed the 3<sup>rd</sup> Annual Welcome Home Tribute.

##### Other Business:

None

The board adjourned at 8:25PM before going into Executive Session.

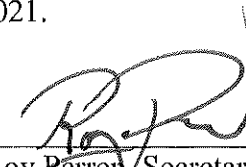
The board came out of Executive Session. With no further business the meeting was adjourned at 9:00PM

Respectfully submitted, this, the 14th day of September 2021.

Roy Perren,  
Secretary of the Board of Directors, BRMEMC

ATTEST: The undersigned EMC officers attest that the foregoing minutes of the Board Meeting on the 14th day of September 2021, were approved in regular session of the Blue Ridge Mountain EMC Board of Directors on the 12<sup>th</sup> day of October 2021.

  
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Ray Cook, Board Chairman

  
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Roy Perren, Secretary