

BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION
BOARD MEETING MINUTES

September 13, 2022

The Board of Directors of Blue Ridge Mountain Electric Membership Corporation (BRMEMC) met in Regular Session on September 13, 2022. Board Chairman Roy Perren called the meeting to order at 6:11 pm.

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

General Manager Glidewell provided the safety and logistics briefing.

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

Roy Perren, President/Chair
Danny Henson, Director
Jack Lance Jr., Director
Gene Mason, Director
Bert Rogers, Director
Jeff Ledford, Director
Cory Payne, Director

Ray Cook, Director, was absent from the meeting.
Gayland Trull, Director, was absent from the meeting.

The following Staff were recognized by the Chair and were present during regular session:

Allan Glidewell, General Manager
Amanda Holdaway, Director of Finance & Accounting
Travis Lunsford, Director of Operations
Daniel Frizzell, Director of Engineering
Sonny Mahan, Director of Member Services
Erik Brinke, Director of Administrative Services
Alex King, Manager of Broadband Services
Kelley Crawford, Manager of Communication
Charles Autry, BRMEMC Counsel

The following Special Presenters were recognized by the Chair and were present during the regular session:

Erica Bailey, Jackson Thornton CPA's
Leslie Ann Ansley, Jackson Thornton CPA's

Upon request of Chairman Perren, the meeting agenda for September 13, 2022 was altered to allow Jackson & Thornton CPA's to speak first. A motion to approve alteration was made by Director Payne, seconded by Director Henson and approved by unanimous vote. A motion to approve the updated Agenda was made by Director Payne, seconded by Director Henson and approved by unanimous vote.

Upon request of Chairman Perren, the minutes of the Board Meeting of August 9, 2022 and the Special Board Meeting on September 1, 2022 were considered. A motion to approve both minutes was made by Director Payne, seconded by Director Ledford and approved by unanimous vote.

Conflict of Interests:

None

Erica Bailey & Leslie Ann Ansley, employees of Jackson Thornton CPA's, provided the FY 2022 Audit Presentation to the Board. In the opinion of Jackson Thornton, the consolidated financial statements presented were a fair representation of the operations and cash flows of BRMEMC. It was further the opinion of Jackson Thornton that no deficiencies were found in internal controls.

At 6:57 pm., a motion to go in to closed session to discuss the Audit further without Management was made by Director Henson, seconded by Director Rogers and passed by unanimous vote.

At 7:08 pm, Management and guests were allowed to re-enter the Board room and General Session resumed.

Director Payne read report on behalf of Finance Committee regarding Cooperative Finances.

Director Rogers read report on behalf of Policy Committee regarding Cooperative Policies. Policy #248 regarding Solicitation of Employees and Distribution of Literature was reviewed to update the Policy. An update to Policy #248 was presented and approved by the Committee. Motion to approve amendments to Policy #248 was brought forward by the Committee, seconded by Director Henson and approved by unanimous consent.

Manager Glidewell provided the following reports to the Board: Safety Reports, including Safety & Loss Control Report and Safety Training, Reliability Report, including the Outage Summary, Financial Report, HR/Personnel Report and Activity Reports, including the Engineering Report, Operations Report, Broadband Services Report, Member Services Report and Contact Summary & Member Interactions. Mr. Brinke provided the Economic Development Report.

Member Comments:

None

Old Business:

None

New Business:

General Manager Glidewell brought before the Board a proposal for renewal of the Employees' Medical Insurance plan. Motion to approve Management's renewal recommendation was made by Director Henson, seconded by Director Rogers and approved by unanimous vote.

Discussion of the TVA Community Care Fund Re-Authorization was provided to the Board by General Manager Glidewell. The TVA has raised their matching contribution from \$10,000.00 to \$30,000.00 for certain community projects. A motion to reauthorize the TVA Community Care Fund to \$15,000.00 with TVA matching with another \$15,000.00 was made by Director Rogers, seconded by Director Mason and approved by unanimous vote.

The Board was informed about the upcoming GEMC Annual Meeting to be held on November 7, 2022 in Savannah, Georgia. Director Henson and General Manager Glidewell will be attending. A request to move the November Board Meeting from November 8, 2022 to November 15, 2022 was made by General Manager Glidewell. A motion to change the meeting in November from November 8, 2022 to November 15, 2022 was made by Director Ledford, seconded by Director Payne and approved by unanimous Vote.

General Manager Glidewell updated the Board about the upcoming BRMEMC 2022 Annual Meeting being held at Anderson Music Hall in Hiawassee.

Reports from Directors:

None

Other Business:

None

Announcements:

None

Executive Session

At 7:54 pm, President Perren directed a brief intermission in the meeting. At 8:08 pm, a motion to enter Executive Session was made by Director Rogers, seconded by Director Payne and approved by unanimous vote.

The Board came out of Executive Session and with no further business, Director Rogers made a motion to adjourn meeting and said motion was seconded by Director Henson and was approved by unanimous vote. The meeting was adjourned at 9:32 pm.

Secretary of the Board of Directors, BRMEMC.

ATTEST: The undersigned EMC officers attest that the foregoing minutes of the Board Meeting on the 13th day of September 2022, continued on the 24th day of September, were approved in Regular Session of the Blue Ridge Mountain EMC Board of Directors on the 11th day of October, 2022.



Roy Perren, Board Chairman



Jack Lance Jr., Secretary