

**BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION**  
**BOARD MEETING MINUTES**  
October 13, 2020

The Board of Directors of Blue Ridge Mountain Electric Membership Corporation (BRMEMC) met in Regular Session on October 13, 2020. Board Chairman Ray Cook called the meeting to order at 6:09PM.

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

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:  
Erik Brinke, Interim General Manager  
Charles Autry, Board Attorney

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

Amanda Holdaway, Director of Finance and Acct.  
Fred Gray, Director of Operations  
Sonny Mahan, Director of Member Services  
Kelly Crawford, Manager of Communications  
Alex King, Manager of Broadband

**Agenda:**

Upon request of Chairman Cook, the Meeting Agenda for October 13, 2020 was considered. A motion to approve the Agenda was approved by unanimous vote upon Motion by Director Perren seconded by Director Ledford.

**Minutes:**

Upon request of Chairman Cook, the Minutes of the Board Meeting of September 8, 14, 21, & 24, 2020 were considered. A motion to approve the minutes was approved by unanimous vote upon Motion by Director Henson, seconded by Director Rogers.

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

**Finance Committee Report:**

Director Payne presented the Finance Committee report of the Committee meeting of October 13, 2020, 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.

**Policy & Public Relations Committee Report:**

Director Rogers presented the Policy and Public Relations Committee report of the committee meeting of October 13, 2020. No policy changes were presented to the full board.

**Staff Reports:**

Staff Reports were presented in the board packet as available for review by members of the Board.

Interim General Manager Erik Brinke presented the Financial Report

Director of Operations, Fred Gray presented Outage Summary Report

Director of Operations, Fred Gray presented the Operations Report

Director of Operations, Fred Gray presented the Safety Report

Interim General Manager Erik Brinke presented the Engineering Report

Manager of Broadband, Alex King present the Broadband Report

Sonny Mahan, Director of Member Services presented the member services report.

Interim General Manager Erik Brinke presented the contact summary

Interim General Manager Erik Brinke presented the economic development report

**Member Comments:**

None

**Old Business:**

Payment Processing Evaluation: Erik Brinke presented the evaluation of our payment processing procedures. Looked at Pro's & Cons of current vendor, Paymentus and another vendor, CSA. After review, staff recommends execution of a three year contract for merchant services with Paymentus. Director Mason made a motion to give Erik Brinke the authority to sign contract with Paymentus if the three year period and associated savings starts now. The motion was

seconded by Director Perren. After discussion the motion was approved by unanimous vote of the board.

Cost Allocation Manual: The Georgia PSC requires a cost allocation manual for allocation of broadband and electric. BRMEMC is working with Randy Nichols and Board Attorney Charles Autry to file this cost allocation manual by the end of 2020. We will incorporate the current TVA Cost Allocation Manual. Staff recommends Erik Brinke have the authority to put the filing together and along with necessary steps to make the filing. Director Perren made a motion to give Erik Brinke the authority to take the steps to make the required filing with Georgia PSC. The motion was seconded by Director Rogers. After discussion the motion was approved by unanimous vote of the board.

### **New Business:**

CoBank Resolution and Incumbency Certificate: Allows BRMEMC to work with CoBank on borrowing. Director Payne made a motion to approve the CoBank Resolution authorizing Erik Brinke to conduct business with CoBank on behalf of BRMEMC. The motion was seconded by Director Henson. After discussion the motion was approved by unanimous vote of the board.

TVA Community Care: Erik Brinke made the board aware that there is round two of Community Care. The first round of funding was a \$10,000 match from TVA, to be combined with BRMEMC and CoBank's equal contributions totaling \$20,000. Director Henson made a motion to participate in Round Two of TVA Community Care. The motion was seconded by Director Ledford. After discussion the motion was approved by unanimous vote of the board.

Consideration of Lease Extension: Living Word Church has proposed a three year lease extension for the old headquarters building including a \$200 reduction of on the lease cost due to high energy costs and COVID impacts. After discussion the board consensus and guidance to the staff was to offer a one year extension at the initial lease rate. No formal action was taken by the Board.

Technical Support Agreement with EPB: Staff has evaluated our current contract for Broadband Tier 1 Technical Support with NGNC, and has shopped other providers with whom we are familiar. As a result of this research, Staff is recommending that we transition from NGNC Technical Support to Electric Power Board of Chattanooga (EPB) technical support, effective January 1, 2021. This would require BRMEMC to hire one additional employee to handle provisioning of services. Even with the additional expense of hiring the new employee, BRMEMC will still save an average of \$6,160.10 monthly. Director Henson made a motion to switch to EPB for Tier 1 Broadband Technical Support effective, January 1, 2021, and execute the contracts necessary to accomplish this. The motion was seconded by Director Lance. After discussion the motion was approved by unanimous vote of the board.

Appraisal of Old Property: The Board discussed proceeding with an appraisal of Old HQ Property, and determined that it would be beneficial to have it appraised in smaller sections. Staff recommends Rick Parks Appraisals to conduct this work, as Mr. Parks has already completed the appraisals associated with the GDOT property acquisition for BRMEMC.

Director Payne made a motion to use Rick Parks Appraisals for the appraisal. The motion was seconded by Director Ledford. After discussion the motion was approved by unanimous vote of the board.

BoardVantage: Some board members has mentioned issues with BoardVantage access and functionality. The board discussed the need for further BoardVantage training, and for us to use the features of BoardVantage that we are paying for. Staff will work to arrange training for the Board.

GEMC Alternate Voting Member: Director Henson made a motion for Erik Brinke to replace Jeremy Nelms as our GEMC Alternate Voting Member. The motion was seconded by Director Trull. After discussion the motion was approved by unanimous vote of the board.

Request for Proposal for Temporary Broadband Construction Assistance: Staff recognizes that, due to increasing demand for broadband service, BRMEMC needs temporary assistance for broadband construction. Staff requests authorization to develop an RFP for temporary broadband construction assistance. Director Payne made a motion for BRMEMC staff to develop an RFP for broadband construction assistance. The motion was seconded by Director Lance. After discussion the motion was approved by unanimous vote of the board.

**Director Reports:**

None

**Manager Report:**

Interim General Manager Brinke presented the Manager's Report

Efforts Made Re: Construction Backlog & Customer Service Answer Percentage: Since the last Board meeting, Staff has worked diligently to improve the call answer percentages, as well as the turn-around time on construction jobs, particularly in Broadband. Staff has been studying the impact that adding phone lines would have on the call answer percentages, and has identified an area relative to outbound calls where improvements can be made. Staff plans to add two new lines (inbound/outbound), as well as 15 lines dedicated to outbound only. Call volume remains near record highs. Following is the aggregated Call Center data for July, August and September calls:

Net Memberships Added or (Reduced): 399

Walk-In's: 1,880

Transfers: 1,462

Calls Offered: 36,095

Daily Average Calls Offered: July = 521 / Aug = 587 / Sept = 586

In addition, on the construction side, Staff has discussed crew assignments and staffing, crew makeup and sizes, work order distribution, work order efficiency. Plans are still being formalized and development to improve our internal processes.

Drive-thru Job Fair October 9 (Chamber/UCDA): HR Employee, Sheila Cook, participated in a drive-thru job fair sponsored by the Union County Chamber of Commerce and Union County

Development Authority on October 9. It was a rainy day for such an event, but it may help BRMEMC find some valuable employees. If not, it still demonstrated support for the Chamber and Development Authority. Mrs. Cook estimated between 20-25 viable applicants will ultimately be realized from this event, and said it was good to be able to see the person “behind the application”.

BRMEMC Website Re-Fresh: The new BRMEMC website is in nearing completion of the testing phase, and Staff has a test URL established. Once this test completed, and everything is working properly Staff plans to share it with the Board for final review. Staff had hoped to present it at this Board meeting, but a few glitches were identified that needed to be worked out prior to final testing and review by the Board.

Update on Cost Allocation Manual: Staff has been in contact with Charles Autry about the steps necessary to file the Cost Allocation Manual that has been developed and is now in final draft. Mr. Brinke forwarded the CAM to Mr. Autry and staff is working on finalizing the draft for submission to the PSC.

REDL Closing: At last month’s Board meeting the Board authorized Mr. Brinke to proceed to closing of the USDA Rural Economic Development Loan (REDL) for the new Chatuge Regional Hospital - Hayesville Clinic. The loan is now closed, we hold all necessary securities, and USDA is ready to release the funds to us as soon as we notify them to do so. The clinic looks great, and we are proud to have played even a small role in this project, which will create jobs and improve the provision of healthcare in our community.

GDOT Closing on Old HQ Property: On Monday, October 12, 2020, Mr. Brinke received the closing documents from Diponzio Legal necessary to complete the GDOT acquisition of property at the old HQ. The documents have been forwarded to Charles Autry for review. BRMEMC is now able to proceed with the closing, and will be signing off on these documents soon.

**Other Business:**

Directors Rogers, Perren & Henson brought up that we said we would revisit employee compensation as we saw how FY21 would progress. Director Henson asked if Erik Brinke could have something prepared for the next meeting. The consensus is that BRMEMC employees have worked hard to result in record margins for the Cooperative.

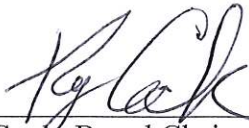
The board adjourned at 8:45 before going into Executive Session

The Board came out of Executive Session. With no further business the meeting was adjourned at 10:02PM

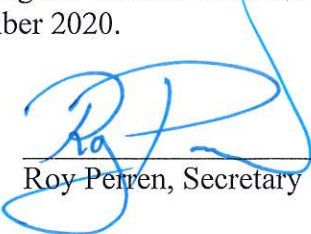
Respectfully submitted, this, the 3rd day of November 2020.

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 13th day of October, 2020, were approved in Regular Session of the Blue Ridge Mountain EMC Board of Directors on the 10<sup>th</sup> day of November 2020.



\_\_\_\_\_  
Ray Cook, Board Chairman



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Roy Perren, Secretary

## FINANCE COMMITTEE MEETING

October 13, 2020

The Finance Committee of Blue Ridge Mountain Electric Membership Corporation met, at 5 P.M. on October 13, 2020, for the regular meeting. Committee Chairman Cory Payne called the meeting to order. The following were present:

Cory Payne  
Jeff Ledford  
Ray Cook

Roy Perren  
Gayland Trull

Also attending: Erik Brinke, Interim General Manager, and Amanda Holdaway, Director of Finance & Accounting

The following reports were reviewed by the Committee:

- (a) **Operating Statement** for August 2020, giving a net gain of \$1,693,763.51.
- (b) **Cash Report – Source & Application of Funds**—August 2020.
- (c) **Cash Position** as of October 1, 2020.
- (d) **Disbursements**-August, 2020
- (e) **ACH Payment Report**-August, 2020

A motion was made by Roy Perren, seconded by Gayland Trull, to accept the reviewed reports. Also reviewed were the following reports:

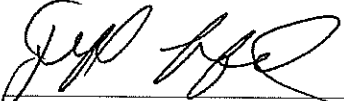
- (f) **Memberships Issued and Cancelled** – September, 2020
- (g) **Payment Contracts**-None
- (h) **Aged Trial Balance** – September, 2020
- (i) **Accounts Written Off** – September, 2020 in the amount of \$33,718.01
- (j) **Bankruptcy Report**-None
- (k) **Directors**-Account Status

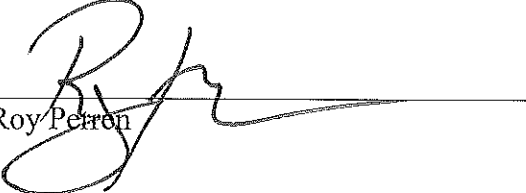
A motion was made by Jeff Ledford, seconded by Roy Perren, to accept the reviewed reports.

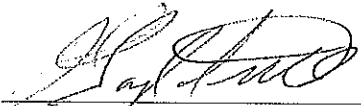
The Finance Committee reviewed the General Manager's expense report.

We, the Members of the Finance Committee, do hereby recommend acceptance of the Finance Committee Minutes, the reports and actions contained therein as action by the Board.

  
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Cory Payne, Chairman

  
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Jeff Ledford

  
\_\_\_\_\_  
Roy Perren

  
\_\_\_\_\_  
Gayland Trull

"EXHIBIT "A"