

BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION
BOARD MEETING MINUTES
November 10, 2020

The Board of Directors of Blue Ridge Mountain Electric Membership Corporation (BRMEMC) met in Regular Session on November 10, 2020. Board Chairman Ray Cook called the meeting to order at 6:03PM.

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

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

Ray Cook, President/Chair via Zoom
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 Accounting
Fred Gray, Director of Operations
Daniel Frizzell, Director of Engineering
Kelly Crawford, Manager of Media & Communications
Pat Cooper, Jackson Thornton

Upon request of Chairman Cook, the Meeting Agenda for November 10, 2020 was considered. A motion to approve the Agenda was approved by unanimous vote upon motion by Director Henson, seconded by Director Trull.

Upon request of Chairman Cook, the Minutes of the Board Meeting of October 13, 2020 were considered. A motion to approve the minutes was approved by unanimous vote upon motion by Director Lance, seconded by Director Payne.

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

Pat Cooper, Jackson Thornton, presented 2019 Form 990 to the board. Mr. Cooper went through the form in great detail explaining each page and how it relates to BRMEMC. Motion was made by Director Henson to approve the Form 990. The motion was seconded by Director Perren. After discussion the motion was approved by unanimous vote of the board.

Director Payne presented the Finance Committee report of the Committee meeting of November 10, 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. The committee also reviewed first quarter financials.

Director Rogers presented the Policy and Public Relations Committee report of the committee meeting of October 13, 2020. Changes to Policy 528 Wage and Salary Administration were proposed. After discussion Board Policy 528 was tabled to the next meeting.

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

Director of Engineering, Daniel Frizzell presented the Engineering Report

Director of Engineering, Daniel Frizzell presented the Broadband Report

Interim General Manager Erik Brinke 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:

RFP for Temporary Broadband Construction

Interim General Manager Erik Brinke presented the RFP for temporary broadband construction. The RFP is very detailed with requirements needed for broadband construction. Brinke stated that the RFP would be released soon.

KRTA for 2019

Interim General Manager Erik Brinke presented the 2019 KRTA for review.

Guardian Insurance Renewal

Interim General Manager Erik Brinke presented the ancillary benefits renewal from Guardian, which included a 7% increase in dental rates, but no increases in other coverage. Management recommended accepting the renewal from Guardian with a two year rate guarantee, and also recommended increasing company-funded employee life insurance from \$30,000 to \$50,000 death benefit for an increased cost of \$7,752. Motion made by Director Henson to accept the Guardian Dental Insurance Renewal. After the motion was seconded by Director Perren, the motion was discussed and approved by unanimous vote of the Board. No action was taken on the company-funded life insurance.

Directors' Winter School

Interim General Manager Erik Brinke presented information on Director Winter School. Director Henson made a motion seconded by Director Payne to allow Director Perren to begin working on Gold certification. After discussion the motion passed unanimously with the exception of Director Perren who abstained from the vote.

Schedule of Board Meetings 2021

Interim General Manager Erik Brinke presented a recommendation for the schedule of board meetings in 2021, and no changes were recommended by the Board.

NGN Board Nominee

Interim General Manager Erik Brinke presented a letter from NGN explaining the NGN Board's decision to reject the BRMEMC Board's nomination of Daniel Frizzell to the board of NGN. Director Perren made a motion to re-nominate Daniel Frizzell to represent BRMEMC on the NGN Board. Director Henson seconded the motion. After discussion the motion was approved by unanimous vote of the board.

Rezoning of Property

Interim General Manager Erik Brinke discussed rezoning of the Old HQ property, and suggested that this rezoning would be necessary should the board choose to sell any of that property due to the current zoning restrictions, and would make the property more marketable.

Employee Compensation Research and Recommendation

Several board members requested this subject be addressed in Executive Session.

Director Report:

None

Manager Report:

Interim General Manager Brinke presented the Manager's Report:

1. Storm Restoration Efforts – Hurricane Zeta

BRMEMC was significantly impacted by Hurricane Zeta beginning in the early morning hours of Thursday, October 29. The storm itself came from the south/southwest, and that portion of our system sustained the most severe damage (Fannin and Union counties). It appears that as the storm impacted the mountains we did see a little bit of protection. Nevertheless, by daylight on Thursday we realized we had a mess, with around 21,000 members out of power, significant tree damage, and a number of broken poles. Here are some interesting facts about the storm:

- a. The storm “officially” began at 4 am on 10/29/20 and ended at 4 pm on 11/1/20, so officially this was an 84 hour storm response.
- b. The total number of members impacted was just over 21,000 at the peak of the storm. The complete number of affected members was over 26,000, which includes those who experienced multiple outages during the storm period. We ended up replacing 63 broken poles during the storm, and had several others where we made temporary repairs requiring replacement at a later date.
- c. During the storm, we fielded a total of 9,599 calls, with 6,661 being unique or distinct callers. Our social media posts reached 57,030 individuals, with well over 31,000 post engagements, and 420 page likes. Our outage viewer was significantly utilized by members during the entire event, and our automated outage reporting via phone and text were both widely used, as well. This automation helped to reduce the number of live calls, especially early in the event.
- d. We gladly received help from four (4) other power companies including Murphy Electric Power Board, Mountain Electric Cooperative (Mountain City, TN/Newland, NC), Duck River EMC (Shelbyville, TN), and Little Ocmulgee EMC (Alamo, GA). Interestingly, once we got our power restored, we sent two crews to assist Tri-State EMC in Blue Ridge and McCaysville, and one crew to Habersham EMC in Clarkesville, GA. These crews worked two days before returning home.
- e. This was the first time that our crews were required to utilize FEMA’s new standard for reimbursement, and it made things difficult to say the least. This new standard requires us to take before and after pictures of damage to our lines and fill out a materials sheet for all repair materials that we work on. This slows crews down a bit, but it is entirely necessary if we are to ever get any FEMA assistance in the future.

Our employee base distinguished itself once again as one of the best in the business. To restore service as quickly as we did, with as much damage as we sustained, is a miracle in its own right. There were very few complaints from members, and the ones that did complain, we worked quickly with them to solve their concerns. All in all, our storm response was fantastic. In spite of our great response, we are still going to have a storm debriefing to see what areas of improvement exist.

2. Customer Service/Call Center Evaluation & Improvement Work

Work continues in an attempt to study BRMEMC’s Call Center and CSR group, and to identify areas for improvement. Sonny Mahan, after realizing that we needed to search for some “best practices” in the industry, has been working diligently to investigate “options” for our Call Center, and he has been establishing several areas of data gathering that the CSR’s are already been working to capture. He has already contacted nine (9) other electric distributors, and in

addition he has evaluated their online and automated offerings. These nine are: Cleveland Utilities, Lumbee River EMC, Carroll EMC, Johnson City Power Board, Walton EMC, Central Electric Power Association, Fort Loudoun Electric Cooperative, Huntsville Utilities, and Amicalola EMC.

Focus areas that Sonny is concentrating on is why member-customers are calling (for what purposes), identifying ways to automate services or make them more “self-serve”, and evaluating call volume volatility and call answer percentage comparatives.

Sonny has already identified a couple of areas where we might improve our service delivery. First, he has discovered that many other distributors have automated their new service sign-up process, or have at least placed their forms online where members would pre-populate their own data so that the CSR doesn't start from scratch with new membership set-up's. Second, Sonny is attempting to figure out which issues result in “unnecessary” calls, and figure out ways to force the use of automation. For example, it appears our CSR's are fielding a number of calls each day about Flex-Pay payments. These payments should be managed by the member and should not be the responsibility of the CSR. Finally, we continue to make tweaks to our phone system, adding new lines and IVR channels, where our members can interact with us without being forced to speak with anyone.

Finally, we have continued for more than a week with very high call-answer percentages. One reason for this is that our new CSR's are now “on the floor” and taking calls. In addition, our call volume has moved back into what we would consider a “normal” range. Instead of 700 plus calls being offered in a day, we are now regularly below 500. Further, our CSR's were able to handle the call volume related to Hurricane Zeta with surprising efficiency. Hopefully, we will have some time to make the necessary corrections to prevent these issues from occurring next July. Work will continue for the coming couple of months.

3. Transfer of North Georgia Network Cooperative (NGNC) Assets to the Members

We are proceeding with the allocation of NGNC Assets to the individual member-owners. Charles Autry has been assisting with navigation of the legal aspects of the transfer. Specifically, a “wrinkle” developed in terms of the ability of the Co-op's to accept the assets, which have a permanent lien from the NTIA, but must also be granted a first-position lien with USDA-RUS. Charles scheduled a call with counsel from each of the members and RUS-OCG. Charles stated that the call went well. What he discovered was that the RUS-OGC believes that RUS will have no problem in granting the lien accommodation language needed by NTIA, subject to agreement on appropriate documentation. They also sent RUS-OGC language that would meet the demands of the NTIA. Teresa with OGC has just sent her comments back on the language, but these changes should not negatively impact our plans. Finally, Charles and the other legal counsel will be drafting a formal subordination agreement for RUS-OGC review, which will be based on the language that NTIA has already approved. Once we complete all the necessary edits to our documentation, the RUS-OGC will consult us on how to proceed to filing and gaining approval from RUS. Charles will be following up, but at this point there seem to be no additional barriers to completing the transfer of assets.

4. Payment Processing/Merchant Services Contract

The contract for Payment Processing/Merchant Services has not yet been executed, as our primary contact has been working diligently to fix a billing error prior to the conversion to the new contract. We anticipate this will be complete soon. One change from our original plan is that our provider is not inclined to allow us to renew the contract now, thus forfeiting the final six months of the existing agreement (as was directed by the Board). Instead, they are passing along additional contract savings, further reducing our monthly costs.

5. Cost Allocation Manual

Attorney Autry, Daniel Frizzell and Erik Brinke have been working diligently to complete our work on the Cost Allocation Manual, and have coordinated our submission to the PSC with Habersham EMC. It appears we will submit both CAM's on November 13.

6. Appraisal Update

The contract with Rick Parks for the appraisal has been completed. Jane Henson and Erik Brinke have been preparing information on the parcels included, and we have now forwarded that information along to Mr. Parks. He is already beginning his work on the appraisals.

7. BoardVantage

The IT/IS group is working on getting some training for the board on this application. Hopefully, we will be able to more fully utilize the features in this program once we receive training.

8. Fiber Maintenance Crew

In follow up to a question posed at last month's board meeting, Daniel Frizzell stated that we already have a dedicated broadband maintenance crew, but that during the shutdown related to the pandemic, crew duties had to be shifted quite a bit to meet work demands.

Other Business:

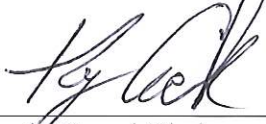
The board adjourned at 9:04 PM before going into Executive Session.

The board came out of Executive Session. With no further business the meeting was adjourned at 10:27PM.

Respectfully submitted, this, the 1st day of December 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 11th day of November 2020, were approved in Regular Session of the Blue Ridge Mountain EMC Board of Directors on the 8th day of December 2020.



Ray Cook, Board Chairman



Roy Perren, Secretary

FINANCE COMMITTEE MEETING

November 10, 2020

The Finance Committee of Blue Ridge Mountain Electric Membership Corporation met, at 5 P.M. on November 10, 2020, for the regular meeting. Committee Chairman Cory Payne called the meeting to order. The following were present:

Cory Payne	Roy Perren
Jeff Ledford	Gayland Trull
Ray Cook (via Zoom)	Danny Henson
Gene Henson	Bert Rogers

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 September 2020, giving a net gain of \$1,230,551.39.
- (b) **Cash Report – Source & Application of Funds**—September 2020.
- (c) **Cash Position** as of November 1, 2020.
- (d) **Disbursements**-September, 2020
- (e) **ACH Payment Report**-September, 2020

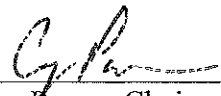
A motion was made by Roy Perren, seconded by Jeff Ledford, to accept the reviewed reports. Also reviewed were the following reports:

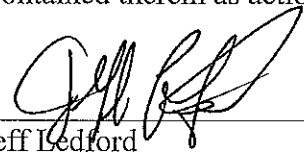
- (f) **Memberships Issued and Cancelled** – October, 2020
- (g) **Payment Contracts**-None
- (h) **Aged Trial Balance** – October, 2020
- (i) **Accounts Written Off** – October, 2020 in the amount of \$11,235.01
- (j) **Bankruptcy Report**-None
- (k) **Directors**-Account Status

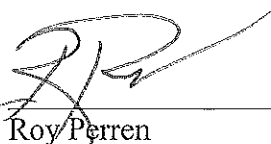
A motion was made by Roy Perren, seconded by Jeff Ledford, to accept the reviewed reports.

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.


Cory Payne, Chairman


Jeff Ledford


Roy Perren



Gayland Trull

EXHIBIT "A"