

MINUTES OF THE BOARD OF DIRECTORS OF JEFFERSON ENERGY COOPERATIVE

October 30, 2024

CALL TO ORDER

The Board of Directors of Jefferson Energy Cooperative met at the Headquarters in Wrens, Georgia on Wednesday, October 30, 2024, at 9:00 a.m. The following Directors were present:

Rhonda Daigs
Mark D. Davis
Tim Garrett
James L. Gay
Larry W. Hadden

Ophelia McCain
Tommy Phelps
Derek Partridge
Joe Shurley

Also attending the meeting were James T. Jones, Attorney; Wayne A. Gossage, Jr., President & CEO; Kenny Johnson, Vice President of Line Services; Miranda Youngblood, Vice President of Energy Services; Kim Sharpe, Vice President of Corporate Services; Geoff Potter, Vice President of Information Services; and Martha Scott, Executive Assistant.

ACTION ON AGENDA

The Agenda for the October 30, 2024 Board meeting was sent to the Board prior to the meeting. A motion was made and seconded to approve the agenda. The motion was approved.

ACTION ON MINUTES

A copy of the minutes of the regular Board Meeting held on September 25, 2024, and the called Board Meetings on October 5 and October 15, 2024 were sent to the Board members for review prior to the meeting. A motion was made and seconded to accept the minutes as information. There was no additional discussion. The motion was approved.

EXECUTIVE SESSION

Executive Session was called to order at 9:00 a.m. The Executive Session ended at 10:20 a.m. and General Session was called to order. Actions taken during Executive Session include:

Approval of the following revised Policies:

- Policy 301 - Employment and Termination
- Policy 306 - Moving Expenses
- Policy 310 - Employee Leave
- Policy 314 - Service Awards Program
- Policy 317 - Education – Employees
- Policy 321 - Vehicles and Equipment
- Policy 327 - Nepotism
- Policy 328 - Insurance Program
- Policy 329 - Retirement Benefits
- Policy 333 - Drug Free Workplace
- Policy 340 - Discouraging Fraternization & Agreements

Cameron Marchant, Manager of Engineering Services, joined the meeting and provided details about the revisions to demand rates. The new rate information was presented for review and discussion. Redlines of the transmission rate changes were presented for the following:

- ARP-3, ARP-4
- CIDS, CIS, CLCS, CSS
- HLF-13-R
- I-8 (Peak Capacity)
- LPS-4 and LPS-6

A motion was made and seconded to approve the rate increases as presented. The motion was approved.

Wayne Gossage presented the new rate information for increasing base charges. There was a review and discussion, and questions were answered to the satisfaction of the board. Redlines of the rate changes were presented for the following:

- A, APP, ARP-3, ARP-4
- B, CFS Pilot, CIDS, CIS, CLCS, CSS
- C-TOU, HLF-13-R
- I-8
- LPS-1, LPS-2, LPS-4, LPS-6
- SCH-12, SS-9, UMS

Following his presentation, a motion was made and seconded to approve the recommendation for the base charge increase effective January 2025. The motion was approved.

Motion was made and seconded to draft Resolutions of Appreciation to Employees, and other companies who helped with restoration efforts during Hurricane Helene. Motion was approved.

A motion was made and seconded to approve the following actions taken during Executive Session. The motion was approved. Actions include:

- Approval of Resolution for Smarr CC Resource Modification;
- Approval of Resolution for Phase 2 CC Generation Resource;
- Approval of Resolution and Subscription Agreement for Battery Storage Resource;
- Approval of Resolutions Approving First Amendment to PPA Related to Sowega Power 100 Resource; and
- Approval of Resolution and Agreement to Extend the Term of the Member Transmission Service Agreement.

APPROVAL OF AGENDA ITEMS 5-9

A motion was made and seconded to accept Agenda Items 5-9 as information. There was no additional discussion. The motion was approved.

Agenda Items 5-9 include:

OLD BUSINESS

There was no old business.

ACTION ON CASH DISBURSEMENTS

Cash disbursement reports were sent to the Board members for review.

ACTION ON SAFETY REPORT

A copy of the Safety Report was sent to the Board for review. A copy of the Safety Report is attached to the minutes.

ACTION ON COLLECTIONS REPORT

For the month of September 2024, the Board reviewed the monthly collection total, the 12-month rolling average collection percentage, and the overall average collection percentage (October 1986-September 2024).

ACTION OF MONTHLY BAD DEBT CHARGE-OFF

The bad debt charge-off was presented for the sales tax period ending September 30, 2024.

ACTION ON FINANCIAL AND STATISTICAL REPORT AND STATEMENT OF OPERATIONS

A motion was made and seconded to accept the Financial & Statistical Report and Statement of Operations as information. All questions were answered to the satisfaction of the Directors. The motion was approved.

GEMC REPORT

The GEMC Annual Meeting will be in Savannah, Georgia on November 11 and the GEMC Board Meeting will be on November 12. The Legislator's meeting in Washington, DC will be held December 11, 2024.

NRECA REPORT

Ophelia McCain and Rhonda Daigs attended the Regional Meeting in Columbia and voted on the Resolutions.

POWER SUPPLY

Oglethorpe Power Corporation (OPC)

Mr. Shurley reported that the next OPC Advisory Board meeting will be in Savannah, Ga on November 11.

Georgia Energy Cooperative (GEC)

Ms. McCain reported that the next GEC meeting will be December 13.

COMMITTEE MEETINGS

Information Services Committee Meeting

Tommy Phelps, Chairman of the Committee, reported that the Information Services Committee met on October 25, 2024. The purpose of the meeting was to review the results of the recent Information Security Audit and Cyber Controls Gap Analysis. All documents were provided to the Board prior to the meeting. Geoff Potter presented Contextual Security's audit findings. Following the review and on behalf of the Information Services Committee, Mr. Phelps recommended that the Information Security Audit and Gap Analysis be accepted as information. There was no additional discussion.

Since the recommendation comes from a committee, no second is required. The recommendation was approved.

VICE PRESIDENTS' REPORTS

Energy Services Report

There were no questions about the Energy Services Report.

Annual Report on ID Theft Prevention (Red Flag)

Ms. Youngblood provided information about the documented identity theft incidents that were reported during the year. A motion was made and seconded to accept the Annual ID Theft Prevention Report as information. There was no additional discussion. The motion was approved. A copy of the ID Theft Prevention Report is attached to the minutes.

Line Services Report

There were no questions about the Energy Services Report.

Corporate Services Report

There were no questions about the Corporate Services Report.

Information Services Report

There were no questions about the Information Services Report.

Ms. Youngblood provided information about the documented identity theft incidents that were reported during the year. A motion was made and seconded to accept the Annual ID Theft Prevention Report as information. There was no additional discussion. The motion was approved. A copy of the ID Theft Prevention Report is attached to the minutes.

Line Services

The Directors reviewed the Energy Services Report prepared by Mr. Johnson.

Corporate Services

The Directors reviewed the Corporate Services Report prepared by Ms. Sharpe.

Information Services

The Directors reviewed the Information Services Report prepared by Mr. Potter.

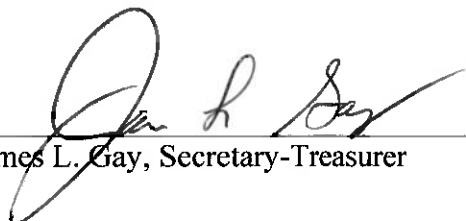
PRESIDENT & CEO REPORT

Mr. Gossage recommended that, due to the impacts of Hurricane Helene, the Board review the issue of capital credit retirements in January or February 2025.

NEXT MEETING

The next regular meeting of the Board of Directors is scheduled for Wednesday, November 27, 2024, at 9:00 a.m.

There being no further business, the meeting was adjourned at 12:00 p.m.


James L. Gay, Secretary-Treasurer

Approved:


Larry Hadden, Chairman