

MINUTES OF THE BOARD OF DIRECTORS OF JEFFERSON ENERGY COOPERATIVE

June 25, 2025

CALL TO ORDER

The Board of Directors of Jefferson Energy Cooperative met at the Headquarters in Wrens on Wednesday, June 25, 2025, at 9:00 a.m. The following Directors were present:

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

Ophelia McCain
Derek Partridge
Tommy Phelps
Joe Shurley

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

ACTION ON AGENDA

The Agenda for the June 25, 2025 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 regular Board Meeting minutes held on May 28, 2025 was sent to the Board members for review prior to the meeting. A motion was made and seconded to approve the minutes. 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 10:11 a.m. and General Session was called to order.

On behalf of the Executive Committee, Chairman Mr. Larry Hadden, recommended approval of each of the following policies, effective immediately, except for Policy 212, Policy 213, and Policy 216 which would have an effective date of August 1, 2025. There was no additional discussion. The motion was approved. Actions include:

- Approval of the following revised policies:
 - Policy 200 – Board Policies
 - Policy 201 – Procedure Amend Repeal Create New Policies
 - Policy 202 – Responsibilities of the Board of Directors
 - Policy 203 – Committees of the Board of Directors
 - Policy 204 – Board Member Relationships
 - Policy 205 – Directors President CEO Relationship
 - Policy 206 – Deleg Authority Board of Directors to CEO
 - Policy 208 – Deleg to RUS State National Etc. Meetings
 - Policy 209 – Services of Consultants
 - Policy 210 – Roberts’ Rules of Order
 - Policy 211 – Attorney – Selection, Retainer and Fees
 - Policy 212 – Indemnification of Directors, Officers, and Employees
 - Policy 213 – Nominating Committee – Director Applicant Self Certification
 - Policy 214 – Director Emeritus
 - Policy 215 – Extended Absence of the CEO
 - 215a – Extended Absence of the CEO Procedure
 - Policy 216 – Director Election Policy
 - Policy 400 – Code of Ethics

- Accepted as information Expense Reports of the Board, Attorney and CEO dated 12-1-2024 through 5-31-2025;
- Approval of Current CEO Appraisal Form.
- Approval of Per Diem for the 2025 EMC Directors Association Meeting – One in-state travel day, two meeting days.
- NRECA Voting and Alternate Delegates for Region 2 & 3 Meeting in Biloxi, MS held in October are Derek Partridge and Ophelia McCain respectively.

OLD BUSINESS

There were no items to discuss at this time.

INFORMATIONAL REPORTS

A motion was made and seconded to accept these reports as information. All questions were answered to the satisfaction of the Directors. The motion was approved.

GEMC REPORT

Mr. Garrett and Mr. Gossage reported on the GEMC meeting held June 9. Main topics from the meeting were data centers, safety and training updates, and PSC Pole Attachment discussions.

NRECA REPORT

Mr. Partridge reported the Region 2 & 3 meeting will be held in Biloxi, MS in October. Mr. Partridge watched the National Resolutions Committee Meeting on resolutions on June 20.

Mr. Gossage reported on tax credits, reliability and NRECA's key concerns.

POWER SUPPLY REPORTS

OPC, GTC, GSOC

Mr. Phelps electronically shared the slide presentation from the June meeting with directors. He reported on strategic projects, priorities, and generation updates.

Georgia Energy Cooperative (GEC)

Mr. Davis and Mr. Gossage reported on the June 13 meeting regarding data centers, and organic growth.

VICE PRESIDENTS' REPORTS

Energy Services Report

The Directors reviewed the Energy Services Report prepared by Ms. Youngblood. Ms. Youngblood provided updates regarding the online application process.

Line Services Report

The Directors reviewed the Line Services Report prepared by Mr. Johnson. Mr. Johnson provided updates on post-storm activities.

Corporate Services Report

The Directors reviewed the Corporate Services Report prepared by Ms. Sharpe. Ms. Sharpe provided FEMA and pre-audit updates.

Information Services Report

The Directors reviewed the Information Services Report prepared by Mr. Potter. Mr. Potter presented the Information Security Quarterly Report and IT training for the board.

PRESIDENT & CEO REPORT

Mr. Gossage and Ms. Scott provided annual meeting updates.

Georgia EMC Legislative Update with Jason Bragg

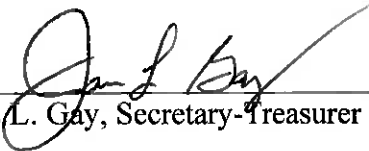
Jason Bragg, Vice President of Government Relations for Georgia EMC, and team members Meredith Stinson and Emily Pateuk provided a confidential presentation including key legislative updates impacting Georgia cooperatives.

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NEXT MEETING

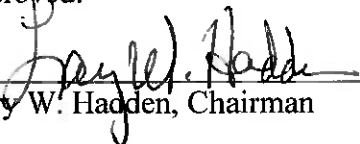
The next regular meeting of the Board of Directors is scheduled for
Wednesday, July 30, 2025, at 9:00 a.m.

There being no further business, the meeting was adjourned at 11:55 a.m.



James L. Gay, Secretary-Treasurer

Approved:



Larry W. Hadden, Chairman