

**BLUE RIDGE MOUNTAIN ELECTRIC MEMBERSHIP CORPORATION**  
**BOARD MEETING MINUTES**  
August 11, 2020

The Board of Directors of Blue Ridge Mountain Electric Membership Corporation (BRMEMC) met in Regular Session on August 11, 2020, via Zoom. Board Chairman Ray Cook called the meeting to order at 6:10PM.

The invocation was led by Director Cook, 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  
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:  
Jeremy Nelms, 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  
Daniel Frizzell, Director of Engineering  
Sonny Mahan, Director of Member Services  
Erik Brinke, Director of Administrative Services  
Kelly Crawford, Manager of Communications

Upon request of Chairman Cook, the meeting agenda for August 11, 2020 was considered. A motion to approve the agenda was approved by unanimous vote upon motion by Director Rogers, seconded by Director Henson.

Upon request of Chairman Cook, the minutes of the Board Meeting of July 21, 2020, were considered. Director Henson mentioned that there should be more information regarding the Aska fiber discussion. The changes to the minutes were agreed upon and approved by unanimous vote upon motion by Director Payne, seconded by Director Henson.

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

Director Payne presented the Finance Committee Report of the Committee meeting of August 11, 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 Policy & Public Relations Committee did not meet this month.

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

General Manager Nelms presented the Financial Report.

Member Comments:

None

Old Business:

Director Henson asked about the number of cell phones at BRMEMC. 91 cell phones are on the BRMEMC Verizon pool plan. Each phone allotted two gigs of data per month. Additionally seven employees get a stipend who use their own phone. \$55 for a smart phone. \$40 for a regular phone.

New Business:

None

Director Reports

General Manager Nelms explained the situation with a member who had emailed board members about a bill.

Manager Report:

Disconnects and COVID Repayment Loans:

1,300 COVID Repayment Loans were set up after the July Board Meeting. The first installment will be on members' bills in September. Several have already paid off the outstanding balances. Disconnects began in late July. No real problems have presented themselves yet.

Partial Release of Lien Documentation Going Through Approval Process:

Staff received notice from Washington last week that our partial release of lien document was approved/signed by RUS. That document has been sent to CFC and CoBank for processing. Once returned to BRMEMC, we will schedule the closing with Georgia Department of Transportation.

FY2020 Audit with Jackson Thornton:

Jackson Thornton has completed the FY 2020 audit remotely. No significant findings were brought to staff. Woody will cover the audit report in detail with the Board at the September 8, Board Meeting.

#### PPP Loan Forgiveness Process:

All PPP loan funds have been used to cover payroll expenses. Staff had an initial call with Woody at Jackson Thornton on Monday, August 10, to begin initial discussions as to what the forgiveness process will entail and what timeframe we can expect for this process. If approved, loan proceeds would be considered non-member revenue.

#### Hiring Efforts Being Ramped Up in Right of Way and Call Center:

In the initial stages of the pandemic, management took steps to suspend hiring until the true impacts of the virus became clearer. Now that we see this virus is something that we must manage and live with, we believe it is time to move forward with hiring to fill open positions. This decision has created some challenges, such as how to handle virtual interviews, where/how to conduct on-boarding, requiring clear COVID test results as part of pre-employment physical, and how to hands-on train people when hands-on is not considered safe or necessarily feasible. Our HR staff has done an outstanding job with making arrangements for all of these conditions and should be commended for their efforts.

#### Cost Allocation Manual Draft from McNair, McLemore, and Middlebrooks:

Staff has just recently received an initial draft of the soon-to-be-submitted cost allocation manual that is required to be approved by the GA PSC as a condition of the legislative clarity to provide broadband that was granted to EMC's with Senate Bill 2. As you will recall, our CAM must be submitted to the PSC prior to the end of 2020. The current plan is to go towards the end of the 3rd quarter, and also to go in conjunction with Habersham EMC since we both have the same end of year 2020 deadline.

#### Return to School and Expected Impacts for Employees with Children:

With schools coming back in session across our system, staff is having to look at various situations and contingencies that need to be in place in order to ensure we have enough employees available to serve the Membership. With the introduction of required and more structured digital learning days, this really has the potential to cause the EMC and its employees some challenges. Fortunately, the FFCRA that was signed into law this past spring allows for up to 10 weeks of expanded FMLA leave for employees that have lack of child care. My expectation is we will allow those employees impacted by this scenario to utilize this benefit. This allows for the employee to take up to 400 hours of leave at two-thirds (2/3) their normal pay up to \$200 per day. The employee will then be able to utilize any leave they have on the books to help cover the other one-third (1/3). Our hope is we can make alternative arrangements on a case-by-case basis for an employee to ensure they can get as close to their normal 40 hours and full paychecks as possible. Though, this could prove to be difficult for call center and front counter personnel given their normal working hours.

#### Return to Work Guide Revised to Reflect CDC Changes:

Over the past few weeks, the CDC has made adjustments to its recommendations for return to work after a positive test, a suspected positive case, and what constitutes close contact. The new guidance offered has many disclaimers and caveats included, and it varies significantly from previous guidance offered by the CDC. The most noticeable changes are that the CDC had previously recommended a test-based approach to discontinuing isolation for both non healthcare

and healthcare workers. Now that guidance has switched to a “symptom-based” approach that respects the time since exposure and/or symptoms. While this significant shift does not afford much confidence, it does suggest that we should be able to safely return our employees who test positive (with or without symptoms) before receiving a negative follow-up COVID test. This is important because many individuals do not completely clear the virus from their bodies for several weeks following infection, even if they are not contagious during that time. This could lead to our employees being potentially forced to take several weeks of their own sick leave off while they simply wait for a negative COVID test in spite of the fact that they are not contagious (apparently). Again, this is not a 100% surety, but it is the way the CDC is now leaning, based on the scientific evidence available.

#### COVID-19 Pandemic Business Safety Act Signed by Governor:

On August 5, Governor Kemp signed the “Georgia COVID-19 Pandemic Business Safety Act”, Senate Bill (SB) 359. The Georgia COVID-19 Pandemic Business Safety Act limits liability for certain COVID-19 related tort claims. This Act generally provides immunity to healthcare facilities, healthcare providers, entities (including businesses, churches and schools), and individuals for certain COVID-19 related tort claims that are not the result of “gross negligence, willful and wanton misconduct, reckless infliction of harm, or intentional infliction of harm.” The required posting that will be placed on all entrances to the EMC is included in this packet.

#### Annual Meeting Plans Finalized, Voting Opens Soon:

Staff and counsel met with the Credentials and Elections Committee at the end of July to review the Annual Meeting materials, plan, and voting process that is set to take place through the end of August and running through September up to the day of the meeting, September 24. The committee took action to approve the plan that was presented by management.

#### Water Heater Program Transfer Delay:

IGS Energy, an Ohio-based organization, has experienced an additional delay with its return to work guidance from the state of Ohio. Currently, IGS will not have any employees in their office until after the first of the year. This severely inhibits the collaboration that is needed to complete the business transfer of our existing water heater program to IGS. An amendment has been signed that extends the date on this transaction to June 30, 2021. However, this amendment has an escape clause built in where should either party decide to dissolve this relationship due to COVID-19 delays, this can be accomplished with a 30-day notice from either party.

#### Aska Fiber Extension

After evaluating the opportunity for serving the Aska area in Fannin County with fiber, our Broadband group determined that working with the member that made the original inquiry would be the best course of action going forward. With that said, we would break this area into phases and work each phase as part of our Neighborhood Network program where we secure contracts and gauge interest prior to deployment to ensure construction dollars are spent wisely before incurring the costs.

#### Other Business:

None

The board adjourned at 7:12 before going into Executive Session.

The came out of Executive Session. With no further business the meeting was adjourned at 9:14PM.

Respectfully submitted, this, the 30th day of August 2020.

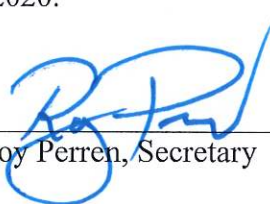
Roy Perren,  
Secretary of the Board of Directors, BRMEMC

ATTEST: The undersigned EMC officers attest that the foregoing minutes of the Board Meeting on the 11th day of August, 2020, were approved in Regular Session of the Blue Ridge Mountain EMC Board of Directors on the 8<sup>th</sup> day of September 2020.



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Ray Cook, Board Chairman



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Roy Perren, Secretary

## FINANCE COMMITTEE MEETING

August 11, 2020

The Finance Committee of Blue Ridge Mountain Electric Membership Corporation met at 5 P.M. on August 11, 2020, for the regular meeting. Committee Chairman Cory Payne called the meeting to order. Due to there being no Policy Committee meeting, Policy Committee members attended the Finance Committee meeting. The following were present:

Cory Payne  
Jeff Ledford  
Gene Mason  
Ray Cook

Roy Perren  
Gayland Trull  
Danny Henson  
Bert Rogers

Also attending: Jeremy Nelms, General Manager, Amanda Holdaway, Director of Finance & Accounting, Erik Brinke, Director of Administrative Services & External Relations, and Sonny Mahan, Director of Member Services

The following reports were reviewed by the Committee:

- (a) **Operating Statement** for June 2020, giving a net gain of \$798,255.53.
- (b) **Cash Report – Source & Application of Funds**—June 2020.
- (c) **Cash Position** as of August 1, 2020.
- (d) **Disbursements**-June, 2020


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

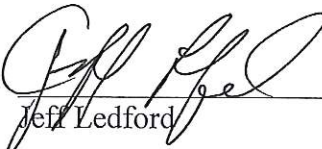
- (e) **Memberships Issued and Cancelled** – July, 2020
- (f) **Payment Contracts** – None
- (g) **Aged Trial Balance** – July, 2020
- (h) **Accounts Written Off** – None-due to suspension of disconnects for COVID-19 pandemic
- (i) **Bankruptcy Report**-July 2020 in the amount of \$2,453.75
- (j) **Directors**-Account 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