

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS FOR
NORTHCENTRAL ELECTRIC COOPERATIVE**

The August 23, 2023, meeting was held pursuant to the Bylaws. All Directors were present with the exception of Director Kim Gordon. Also present were Kevin Doddridge, CEO/General Manager, Attorney, James E. Woods, and Staff.

President Pat Woods called the meeting to order at Noon.

The Invocation was given by Mark Nichols.

LISTENING SESSION: None.

Next, Motion by Director Morris Thompson to approve the August 23, 2023 Agenda. Motion seconded by Director Don Dickerson. Motion put to vote and passed.

Next, Motion by Director Julie Niblett to approve the 2023 July Board Minutes. Motion seconded by Director Phil Lachaussee. Motion put to vote and passed.

Next, the Board reviewed financial reports for July 2023.

Next, Motion by Director Ricky Jones, seconded by Director Morris Thompson, to approve new and terminated members for July 2023. Motion put to vote and passed.

Next, General Manager Doddridge presented for the Board an informational video on governance.

ATTORNEY REPORT: None.

Next, Staff gave updates on their department, but no action taken. General Manager Doddridge announced the retirement of Patty Tatum.

NEW BUSINESS:

Next, Motion by Director Don Dickerson, seconded by Director Ricky Jones to approve the purchase of a Terex Digger Derick for \$380,000. Motion put to vote and passed.

Next, Motion by Director Ricky Jones, seconded by Director Julie Niblett to approve the purchase of (2) HR37 Service Bucket Trucks with each unit costing \$255,000 each. Motion put to vote and passed.

Next, Motion by Director Don Dickerson, seconded by Director Ricky Jones to approve the purchase of two Ford F450 Crew Cab Trucks costing \$71,920 each. Motion put to vote and passed.

Next, Motion by Director Morris Thompson, seconded by Director Tony Taylor to approve the purchase of two Chevrolet Crew Cab Silverado Trucks for \$50,068 each. Motion put to vote and passed.

EXECUTIVE SESSION:

Motion by Director Don Dickerson, seconded by Director Jerry Nichols that the Board go into Executive Session to determine if the Board had a legal reason to go into Executive Session. Motion put to vote and passed.

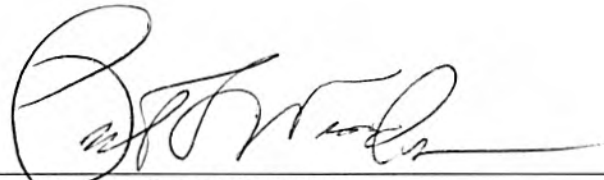
Next, Motion by Director Don Dickerson, seconded by Director Jerry Nichols that the Board did have a legal reason to go into Executive Session – CEO/General Manager Performance Review and salary. Motion put to vote and passed. Chairman declared the meeting in Executive Session and Manager Doddridge excused himself from the meeting.

Next, President Pat Woods gave the report of the Executive Committee on Manager Doddridge Performance Review and salary. Chairman Woods reported the Executive Committee recommended that CEO/General Manager Doddridge be re-employed for another year with a salary of \$378,000 effective September 15, 2023. Motion by Director Morris

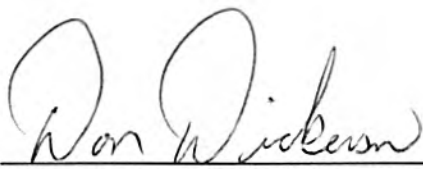
Thompson, seconded by Director Julie Niblett to approve the salary amount as stated. Motion put to vote and passed.

Next, Motion by Director Don Dickerson, seconded by Director Tony Taylor to go out of Executive Session and back into regular session. Motion put to vote and passed. President Woods asked Manager Doddridge back to the meeting. President Woods then told Manager Doddridge about the action by the Board and the Manager agreed and thanked the Board.

Chairman declared no further business, Motion by Director Morris Thompson and seconded by Director Tony Taylor to adjourn. Motion put to vote and passed. The Chairman declared the meeting adjourned.

A handwritten signature in cursive script, appearing to read "Pat Woods", written over a horizontal line.

PAT WOODS, PRESIDENT

A handwritten signature in cursive script, appearing to read "Don Dickerson", written over a horizontal line.

DON DICKERSON, SECRETARY

AGENDA

BOARD OF DIRECTORS REGULAR MEETING

August 23, 2023

Noon

- 1) Call to order by President
- 2) Invocation
- 3) Listening Session (if needed)
- *4) Approve August Board Agenda
- *5) Approve Minutes of the Previous Board Meeting
- 6) Review July 2023 Financial Reports
- *7) Approve New and Terminated Members for July 2023
- 8) Governance Talk Video
- 9) Attorneys Report
- 10) Staff Reports
 - A. Safety Report
 - B. Engineering/Operations Report
 - C. Line Construction Report
 - D. Marketing and Business Development Report
 - E. Administrative Report
 - F. Manager's Report
- 11) Old Business
- 12) New Business:
 - *A. Approve Equipment Purchase
- *13) Executive Session
 - *A. Review and Recommend CEO Compensation
- 14) Items of Mutual concern

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ELECTIONS COMMITTEE MEETING SEPTEMBER 19, 2023

The members of the Elections Committee of Northcentral Electric Cooperative pursuant to the bylaws met for the purpose of reviewing petitions to seek election as Directors for District 1, 4, and 8.

Rita Hobbs, Chairperson, called the meeting to order with the following members being present: Carrie Bradley, Carl DeBerry, Sam Rikard, Carol Wiseman, and Rita Hobbs. Anner Gatewood was absent. Also, present James E. Woods, Attorney and Don Dickerson, Secretary.

The Chairperson stated the Director positions for Districts 1, 4 and 8 were up for election and the following petitions were filed seeking the office of Director; Pat Woods-District 1; Tony Taylor-District 4; Ricky Jones-District 8. The Committee, with assistance from Mark Nichols, Director Finance and Administration, then reviewed the petitions to verify that they met with the bylaws in requiring a minimum of twenty-five members signing the petition for each district.

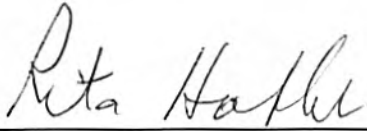
First, the petition of Pat Woods was reviewed, verified twenty-seven members and a motion by Sam Rikard, seconded by Carol Wiseman the petition was approved for Mr. Woods' name to be placed on the ballot for election for Board of Directors District 1. Motion put to vote and passed.

Second, the petition of Tony Taylor was reviewed, verified thirty- six members and a motion by Sam Rikard, seconded by Carol Wiseman, the petition was approved for Mr. Taylors' name to be placed on the ballot for election for Board of Directors District 4. Motion put to vote and passed.

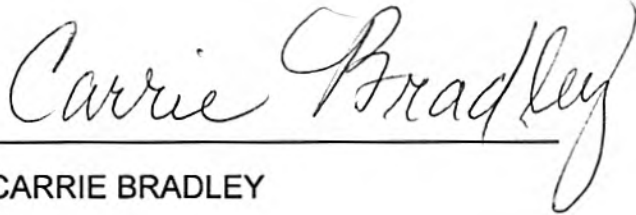
Next, the committee verified Ricky Jones lives in District 8 and is a member on the system. Next, the petition of Ricky Jones was reviewed, verified thirty-two members and a motion by Carol Wiseman, seconded by Carrie Bradley the petition was approved for Mr. Jones' name to be placed on the ballot for election for Board of Directors District 8. Motion put to vote and passed.

Pursuant to the bylaws, Tuesday September 19, 2023, the Notice of Nominations was posted on the front door at Northcentral Electric Cooperative.

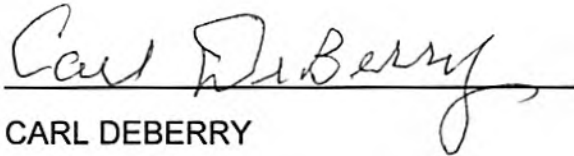
There being no further business come before the meeting, the meeting will recess until October 23, 2023.



RITA HOBBS, CHAIRPERSON

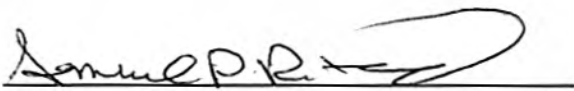


CARRIE BRADLEY

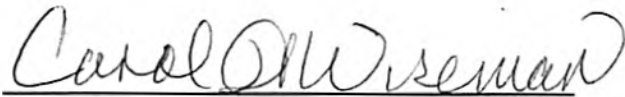


CARL DEBERRY

ANNER GATEWOOD



SAM RIKARD



CAROL WISEMAN

Northcentral Electric Cooperative™

September 19, 2023

We hereby certify that on review of petitions submitted, the following have satisfied petition requirements to be candidates for the Board of Directors of Northcentral Mississippi Electric Power Association.

District 1 Pat Woods

District 4 Tony Taylor

District 8 Ricky Jones

Rita Hobbs, Chairperson

Rita Hobbs
Carrie Bradley

Carrie Bradley

Anner Gatewood

Carl DeBerry
Carol D Wiseman

Carl DeBerry

Carol Wiseman

Sam Rikard

Sam Rikard
Jim E Wood

James E. Woods, Attorney

DON DICKERSON

Don Dickerson

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