



**Southwest
Tennessee Electric**
MEMBERSHIP CORPORATION

SOUTHWEST TENNESSEE ELECTRIC MEMBERSHIP CORPORATION

Board of Directors — Regular Monthly Meeting

July 28, 2026 | 8:00 a.m. | 1009 East Main Street Brownsville, Tn 30812

Directors Present: David McDaniel, Brad Franks, Audrey Blue, Allan Ferguson, Tim Hanks, David Kinney, Jackie Butler, Scott McCaskill, Teri Robinson, Marilyn Means

Directors Absent: None

Others Present: Clint Malone, President & CEO; Scott Sims, Vice President of Finance & Member Services; Shawn Lillie, Legal Counsel; Anna Friedman

The Chairman called the meeting to order at 8:00 a.m. Clint Malone led the meeting in prayer and David McDaniel led the Pledge of Allegiance. The meeting began with a motion to adopt the agenda. Upon motion by Tim Hanks, seconded by David Kinney, the meeting agenda was adopted.

The Board reviewed governance principles via a short informational video provided by NRECA.

Scott Sims presented the Financial Report for June 2026.

Action Item: Revenue Neutral Rate Adjustment was presented by Clint Malone. Teri Robinson made a motion for approval. The motion was seconded by Brad Franks. The motion carried unanimously.



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Action Item: Midyear IRS Mileage Rate Adjustment was presented by Scott Sims. Tim Hanks made a motion for approval. The motion was seconded by Scott McCaskill. The motion carried unanimously.

The Bylaw Committee proposed several bylaw changes. Brad Franks made a formal motion that the Board sponsor and recommend to the full Cooperative membership all of the bylaw amendments proposed by the Bylaw Committee, except the language proposed amendment to Section 4.02 Qualifications, subsection 7 that states that “no more than three (3) individuals who were formerly employed by the Cooperative, trade association, and/or generation and transmission provider shall serve as a director at the same time. The motion was seconded by Teri Robinson. The motion carried unanimously.

After deliberation over Bylaw Section 4.02 Qualifications, subsection 7, Brad Franks made a formal motion that the Board sponsor and recommend to the full Cooperative membership the language proposed by the Bylaw Committee in Section 4.02 Qualifications, subsection 7, that states, “no more than three (3) individuals who were formerly employed by the Cooperative, trade association, and /or generation and transmission provider shall serve as a director at the same time.” Jackie Butler made an intervening motion to



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strike out “three (3)” and insert “four (4).” The motion was seconded by Teri Robinson. The motion carried 5 to 4.

The Policy Committee brought the MP-BD-002-00 Director Orientation Policy for adoption. Teri Robinson made a motion to approve the policy. The motion was seconded by Scott McCaskill. The motion carried unanimously.

The President’s report included current events, community news, industry news, reliability report, and safety report.

The Board approved the consent agenda which included Meeting Minutes from June 2026, the August 2026 Write-Off Report, and the June 2026 Vendor Payment List.

After no further discussion, the meeting was adjourned at 9:52 a.m. David Kinney made a motion to adjourn. Audrey Blue seconded the motion. The motion carried unanimously.

Marilyn Means, Secretary

Date: 8/25/2026

Signature: _____

David McDaniel, Chairman

Date Approved: 8/25/2026

Signature: _____