
**KEMPER COUNTY UTILITY DISTRICT
REGULAR MEETING OF THE BOARD OF COMMISSIONERS
Wednesday, December 20, 2023, 8:00 a.m.**

MINUTES

The regular meeting of the Kemper County Utility District ("KCUD" or the "District") was held on December 20, 2023, at 8:00 a.m., at 14062 Highway 16 West, Dekalb, MS 39328.

Vice-Chairman Morgan declared a quorum present and called the meeting to order. Present were the following Commissioners: Susan Morgan, Bill Wilkerson, Bobby McDade and Dr. Scott Alsobrooks (telephonically). Also present were Ike Kiefer (telephonically) and legal counsel Kacey Bailey.

Agenda. The agenda for the meeting was presented and as amended by Vice-Chairman Morgan to add an item under New Business to recognize previous Commissioners for their service to the District. Motion was made by McDade and duly seconded by Wilkerson to approve and confirm the agenda as amended. After discussion, the amended agenda was approved and passed by unanimous vote. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

Minutes. The minutes of the November 15, 2023, regular meeting were presented with the correction to add an "r" to "Morgan" on page 1. Motion was made by McDade and duly seconded by Wilkerson to approve the November 15, 2023, minutes as corrected. After discussion, the November 15, 2023, minutes were approved and passed by unanimous vote. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

New Business.

The Financial Report was discussed and the bank account balance as of December 15, 2023 (\$6,553.00) was provided.

Two items were presented as the Claims Docket: (1) the invoice of \$4,162.92 for legal services by Glover, Young, Hammack, Walton & Simmons; and (2) the invoice of \$930.50 for administrative services by Empirical Energy. Motion was made by McDade and duly seconded by Alsobrooks to pay said claims on the Claims Docket. After discussion, the motion passed by unanimous vote. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

RESOLVED, that the Kemper County Utility District shall pay the claims of \$4,162.92 for legal services by Glover, Young, Hammack, Walton & Simmons and \$930.50 for administrative services by Empirical Energy.

Attorney Bailey discussed the need to amend the quorum section (chart) of the Bylaws to specifically include that three (3) Commissioners constitute a quorum when there are four (4) acting Commissioners. The Board reviewed the proposed amendment and upon motion made by Wilkerson, seconded by McDade, and after discussion, the Board unanimously approved the amended Bylaws in the form and substance attached hereto as **Exhibit "A"**. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

RESOLVED, the Bylaws of the Kemper County Utility District are amended and shall be and are reflected in the attached Exhibit "A" to these minutes.

Terrell Temple reported on the proposed "Interconnect Agreement, Kemper Mark Cobb Road Delivery, PIN TBD" with Tennessee Gas Pipeline Company, L.L.C. Motion was made by McDade, duly seconded by Morgan, to request and recommend that the Kemper County Board of Supervisors execute said agreement and to pay for said services with the applicable grant funds allocated by the Legislature. After discussion, the Board unanimously approved and passed the following resolution:

RESOLVED, the District requests and recommends that the Kemper County Board of Supervisors execute the "Interconnect Agreement, Kemper Mark Cobb Road Delivery, PIN TBD" with Tennessee Gas Pipeline Company, L.L.C. to be paid for with applicable grant funds.

Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

Temple discussed the License Agreement between Tennessee Valley Authority and the Kemper County Board of Supervisors and the need and purpose for said License Agreement. Motion was made by McDade, duly seconded by Alsobrooks, to request and recommend that the Kemper County Board of Supervisors execute the License Agreement Between Tennessee Valley Authority and Kemper County Board of Supervisors. After discussion, the Board unanimously approved and passed the following resolution:

RESOLVED, the District requests and recommends that the Kemper County Board of Supervisors execute the License Agreement Between Tennessee Valley Authority and Kemper County Board of Supervisors.

Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

The Board considered the need to fill the vacancy of Chairman because of the resignation of Commissioner Granger during the previous meeting. Motion was made by McDade, seconded by Alsobrooks for Morgan to serve as Chairman of the Commission. After discussion, the Board unanimously approved the motion that Morgan shall serve as Chairman of the Commission. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

The Board then considered the need to fill the vacancy of the Vice-Chairman position due to Morgan assuming the role of Chairman. Motion was made by Wilkeson and duly seconded by Morgan for Alsobrooks to serve as Vice-Chairman of the Commission. After discussion, the Board unanimously approved the motion that Alsobrooks shall serve as Vice-Chairman of the Commission. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

Due to the changes in officers since the previous meeting, the Board discussed the need to pass an updated banking resolution to assign responsibilities with respect to the bank account at Commercial Bank, as follows:

1. Opening and closing bank accounts, depositing funds, withdrawing funds, signing for loans and other contracts, accessing safe deposit boxes:
Chairman Susan Morgan.;
Vice Chairman Dr. Scott Alsobrooks; and
Treasurer Bobby McDade.
2. Drafting checks:

- Secretary Bill Wilkerson and/or Todd "Ike" Kiefer
3. Signing checks (all checks require two (2) signatures)
Chairman Susan Morgan;
Vice Chairman Dr. Scott Alsobrooks; and
Treasurer Bobby McDade.
 4. Courier transfer of funds and banking documents:
Chairman Susan Morgan;
Vice Chairman Dr. Scott Alsobrooks;
Treasurer Bobby McDade; and
Secretary Bill Wilkerson and/or Todd "Ike" Kiefer.

Morgan moved for the adoption and passage of the aforesaid resolution. Wilkerson seconded the motion, whereupon said Resolution was discussed, passed, and adopted by the Board of Commissioners unanimously. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

RESOLVED, the following persons shall have authority to performed the listed responsibilities on behalf of the District:

1. Opening and closing bank accounts, depositing funds, withdrawing funds, signing for loans and other contracts, accessing safe deposit boxes:
Chairman Susan Morgan.;
Vice Chairman Dr. Scott Alsobrooks; and
Treasurer Bobby McDade.
2. Drafting checks:
Secretary Bill Wilkerson and/or Todd "Ike" Kiefer
3. Signing checks (all checks require two (2) signatures)
Chairman Susan Morgan;
Vice Chairman Dr. Scott Alsobrooks; and
Treasurer Bobby McDade.
4. Courier transfer of funds and banking documents:
Chairman Susan Morgan;
Vice Chairman Dr. Scott Alsobrooks;
Treasurer Bobby McDade; and
Secretary Bill Wilkerson and/or Todd "Ike" Kiefer.

RESOLVED, that the Chairman shall sign any separate resolution, if necessary, on behalf of the District.

Morgan reported that the KCEDA will continue to allow the District to use its conference space. Morgan will follow up about the procedures on receipt of mail and notification of District officer(s).

Morgan reported that it was appropriate and timely to recognize the contributions of previous Commissioners and their work for and on behalf of the District, specifically: Michael Dudley, Bill Clay, Dwight Johnson and James Granger. Motion was made by Wilkerson, duly seconded by McDade, to recognize the contributions of said individuals for their hard work, dedication and service to the District. After discussion, the motion passed unanimously and the following resolution was adopted:

RESOLVED, the District hereby recognizes Michael Dudley, Bill Clay, Dwight Johnson and James Granger for their dedicated service to the District and/or its predecessor and hereby expresses its sincere appreciation for their tireless effort, energy, and commitment

to the District, Kemper County, and Kemper County residents in order to ensure that Kemper County residents and business have access to reliable, safe, and affordable utilities.

Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

Old Business

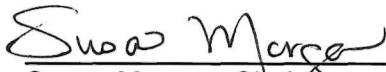
Andy Mayatt and Pearl Smith discussed the ACE Municipal Advantage Public Entity Liability Policy insuring the Kemper County Utility District and were available for questions.

Kiefer provided a report on the meeting with Kipling Water which was held on November, 28, 2023, attended by Kiefer and Wilkerson.

Being no further business to come before the meeting, the regular meeting was adjourned upon motion of Wilkerson, seconded by McDade, and passed by unanimous vote. Voting yea: Morgan, Wilkerson, McDade and Alsobrooks. Voting Nay: None.

Respectfully submitted,
Kacey Bailey

These minutes approved by the board this 17th day of January, 2024.



Susan Morgan, Chairman



Bill Wilkerson, Secretary