

**PUBLIC ENTITY PARTNERS  
BOARD OF DIRECTORS  
MINUTES OF MEETING  
DATE OF MEETING: August 29, 2025  
10:00 a.m.**

The Board of Directors of Public Entity Partners (“PE Partners”) met at 10:00a.m. on August 29th, 2025, at PE Partners’ offices in Franklin, Tennessee.

**Board Members Present:** Chairman Randy Brundige, Vice Chairman Victor Lay, Mayor John Holden, Mayor Preece, Mayor Stover, Mayor McTizic, and Commissioner Sam Tharpe

**PE Partners Staff Present:** Michael Fann, President/CEO; Amanda Shrum, CFO; George Dalton, Executive Vice President; Halie Gallik, Director of Underwriting/ Board Secretary; Celeste Taylor, Director of Administration & Human Resources; Elisha Hodge, Director of Legal & Member Services; Carly Salah, Communications and Research Manager, and Janine Helton, Assistant Director of Underwriting.

**Also Present:** Russ Farrar, Farrar, Bates & Berexa; Casey Crane, Farrar, Bates & Berexa

**I. Call to Order/ Roll Call**

Chairman Randy Brundige called the meeting to order.

Roll call was taken. All members were present.

**II. Citizen Comments**

Citizen Comments – No one spoke.

**III. Discussion of the terms and possible vote on an engagement agreement with the law firm Bass, Berry, & Sims to represent PE Partners in the acquisition of Public Risk Services.**

Michael Fann - Thank you, Mr. Chairman. Yes, as I explained to most of you in conversations, the representative of Public Risk Services, Jim Morrison, had put us on notice that the clock was running to fulfill our obligations under our long-term contract with Public Risk Services. We talked with a number of mergers and acquisition firms. I think our panel interviewed three. They were all very well qualified, very good interviews, very educational interviews and then following those interviews, our panel selected Bass, Berry & Sims to represent us in this process to conclude our obligations to Public Risk Services. So, we feel very confident with them, but obviously this is, even though we've been preparing for it, it was an unbudgeted expenditure and had not gotten approval for this engagement agreement from this body. So that's the reason time is of the essence. We're working currently under a six-month window to do this acquisition, so what we're looking

for is a motion to allow me to sign this engagement agreement with authority to spend up to \$750,000 legal expenses to get this done. That's what we're looking at. You have a copy of the agreement in your book. It had been through legal. We felt very confident in this process and with the Bass, Berry & Sims.

Victor Lay – Is there a motion the authorization to ....

Michael Fann - Sign the contract and then extend up to \$750,000.

Victor Lay – [QUESTION INAUDIBLE]

Michael Fann - Yes, and that's the next part of our contract with Public Risk Services. Plus, it creates these windows and so obviously we are needing this mergers and acquisitions. the second part of that is that we are to get an independent accounting firm to do a valuation of his business. He is required to do the same and then we negotiate or there's an opportunity in that we may agree on accounting firm. That way we have an agreement that we get through that, but that's the second part of what we need after the authority to sign the legal engagement.

Motion made by Commissioner Tharpe to sign engagement with authority to spend up to \$750,000, seconded by Vice-Chair Lay. MOTION PASSED UNANIMOUSLY

**IV. Discussion and possible vote on selection and engagement with an independent accounting firm who will conduct the valuation of Public Risk Services.**

Michael Fann - Yes, Mr. Chairman, as we just talked about the second part of our contract calls for this valuation, following the evaluations, an agreed upon a purchase price. We are looking at a number but we have it narrowed it down to two evaluation groups, accounting firms that can do these kinds of evaluations, business evaluations. So, we are asking again for the board to grant the authority to sign one of these accounting firms and with expected fees up to \$60,000.

Motion made by Vice-Chair Lay to select and expense up to \$60,000, seconded by Mayor Holden. MOTION PASSED UNANIMOUSLY

**V. Discussion and possible vote on filling the nomination vacancy for Todd Smith's position on the PE Partners Board of Directors.**

Michael Fann – I know Todd's resignation from his position with the Town of Greenville kind of caught all of us a little off guard, but I guess the fine print of all of this is because this board voted back in June to reappoint Todd, who was eligible for a three-year appointment, along with Mayor Stover on a new three-year appointment, we had already fulfilled our bylaws obligations as it relates to open nominations. So, after discussion with our executive team and legal, we felt like we could go ahead and kind of change what we did in June and draw from the list of nominees that were provided

to you in June and we provided again in this process leading up to this special meeting. And if we could choose from that list, again fulfilling our obligations to our bylaws and at this point, since Todd, once he resigned from Greenville, he's no longer eligible to be on this board. So, a vacancy exists and this board would have the authority, if you should so choose, to kind of amend or rescind your actions back in June and go from there. Basically, to amend the June action to only put Mayor Stover forward on that nomination and then have a new nomination to replace Todd Smith.

**Motion made by Vice-Chair Lay to amend the motion to reappoint Mayor Stover and Todd Smith adopted in June by limiting the motion to only appoint Mayor Stover and remove Todd Smith, seconded by Mayor Holden. PASSED UNANIMOUSLY**

**Chairman Brundige - We're going to have to have a new nominate for a position. Give us a little background.**

**Michael Fann - So again, the existing list for that position on our board, we filled last May and June with a 30-day open nomination period, you got that list in front of you and it's the board's authority to chose one of them. If it's the will of the board to replace Todd with another East Tennessee city manager, there were two on that list, obviously you can choose whoever you want, but there were two, Jeannie Anderson of Niota and Joe Klein of Englewood are the East Tennessee City Managers that are on that list. So, all of these are eligible and its the will of the board**

**Motion made by Mayor Preece to nominate Jeannie Anderson from Niota, seconded by Vice-Chair Lay. PASSED UNANIMOUSLY**

**Michael Fann - Just, you know, from this point we will at our Insured Organization meeting at the Symposium on Thursday, October 2nd will be the confirmation vote from our membership as long as we have a 20% quorum present and voting on that day. We will put Mayor Stover, Jeannie Anderson, Mayor Gooch, and Blake Walley forward. Then by the time we get to our September meeting, we will have had the full 30-day window of open nominations for DaVena Hardison's position. So, when we meet in September, we will take up the nomination for her position.**

**Chairman Brundige - Any other questions from the board? Do I have a motion to adjourn?**

**Motion made by Mayor Preece to adjourn, seconded by Mayor Holden. MOTION PASSED UNANIMOUSLY**

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**Randy Brundige, Chairman**

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**Halie Gallik, Secretary**