

REGULAR MEETING OF MEMBERS OF THE BOARD

February 24, 2020

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, February 24, 2020, at 12:30 p.m. at the Cooperative headquarters in Blythewood, South Carolina. The following trustees were present.

Mitchell D. Rabon	John E. Roberts	Timothy L. Hopkins
Robert K. Miles	Allen L. Beer	Joseph E. Sharpe
Donald K. Lewis	Robert Entzminger	Peggy B. Jeffcoat
William C. Good	Cynthia Able	

Attorney Ken DuBose was present.

President Mitch Rabon called the meeting to order and Robert Entzminger gave the invocation.

President Rabon introduced Rob Hochstetler and John Brantley of Central Electric Power Cooperative who provided updates on the Santee Cooper litigation and the possible sale, management, or transformation of Santee Cooper.

President Rabon introduced Bryan Isgett of McNair, McLemore, & Middlebrooks who presented and discussed the 2019 audit report highlighting any significant changes to ratios. Mr. Isgett reported no adjustments were needed nor made to accounting records upon completion of the year end audit.

Thomas Black, VP of Engineering, presented and discussed the proposed McCall Thomas Engineering Service Contract. Upon motion made by Tim Hopkins, seconded by Keith Lewis, motion carried, the contract was approved and the officers authorized to execute it on behalf of the cooperative.

Upon motion made by John Roberts, seconded by Joe Sharpe, motion carried, the minutes of the meeting held on January 27, 2020, were approved as presented.

Upon motion made by Cynthia Able, seconded by Tim Hopkins, motion carried, the 195 new consumers for the month of January were accepted as members of Fairfield Electric Cooperative, Inc.

Vicky H. Melvin, Controller, presented and discussed the financial and statistical reports for the month of January 2020.

Bruce Bacon reported six new security systems were sold and installed, one system was converted from another company, and thirty-four service calls were completed in the last month.

Bruce Bacon advised the Nominating Committee will meet at 11:00 a.m. on Monday, March 9.

Bruce Bacon reported the Member Advisory and the Credentials & Election Committees will meet on Thursday evening, April 23.

Bruce Bacon reported board members for Fairfield Electric Trust Corporation for Operation Round Up will need to be appointed at the April meeting. Paul Dove and John Hancock are eligible for a second term. Bill Schott is not eligible to serve another term after having served two consecutive terms.

The cooperative's Conflicts of Interest policy along with a Certification & Disclosure Form were distributed to each board member and discussed. The certification and disclosure form was completed and signed by each board member.

REGULAR MEETING OF MEMBERS OF THE BOARD CONTINUED

February 24, 2020

Bruce Bacon reported Discover and American Express cards are now being accepted for utility payments in addition to MasterCard and VISA.

Bruce Bacon advised the Director's Compensation Disclosure Forms distributed at the last board meeting will now be posted on the cooperative's website.

Bruce Bacon provided an update on the Benefit Review Committee meeting held on February 20th.

A list of delinquent accounts totaling \$3,228.23 for the month of January 2020 was presented for consideration for write off as uncollectible. Upon motion made by Keith Lewis, seconded by Allen Beer, motion carried, authorization was granted to write these off against the cooperative's reserve for uncollectible accounts.

Appointments to the Member Advisory Committee were discussed. This committee will be appointed at the March board meeting.

Appointments to the Credential and Election Committee were reviewed and discussed. Upon motion made by Joe Sharpe, seconded by Keith Lewis, motion carried, the following members were appointed for 2020: James L. Jackson, Jr., Willie Belton, King David Murphy, June Blume, William A. Weathersbee, George Harris, Irene Mattox, Tommy Raines, John Trapp, Heyward Mattox, Neysa Rimer, Hennies Pope, Randy Frick, Wilbure Savage, Cathy Washington, Al Bozard, Sheila Bracey, Ben Connell, and Francis Jane Wright.

A proposed bylaw revision was presented and discussed regarding uncontested elections. Upon motion made by John Roberts, seconded by Joe Sharpe, motion carried, the following bylaw amendment was approved for consideration and approval by the members at the 2020 annual meeting:

Bylaws Section 4.03. Election

At each annual meeting of the members, Trustees shall be elected by secret ballot by the members and, except as provided in the first proviso of Section 4.02 of these Bylaws, from among those members who are natural persons: PROVIDED, that, when there is no contest for the representation of a particular trustee position, secret balloting may be dispensed with.

If only one individual is nominated to run for election for a Trustee position scheduled for election by Members at the Member Meeting, then the individual presiding at the Member Meeting may announce that the nominated individual is elected by acclamation and no vote is required.

John Roberts gave the Trustee Association report and discussed the upcoming Spring Trustee Association meeting being held in Myrtle Beach on April 20 – 22. Upon motion made by Joe Sharpe, seconded by Keith Lewis, motion carried, the following were authorized to attend: Mitch Rabon, John Roberts, Tim Hopkin, Kenny Miles, Allen Beer, Joe Sharpe, Robert Entzminger, Peggy Jeffcoat, and Cynthia Able.

Under old business, Attorney DuBose provided an update regarding a board member or the board member's spouse losing their cooperative provided medical insurance coverage because of no longer being an active board member due to the death of a board member or a board member not being re-elected to the board when a candidate for re-election. After discussion and upon motion made by Keith Lewis, seconded by Joe Sharpe, motion carried, the following resolution was adopted:

REGULAR MEETING OF MEMBERS OF THE BOARD CONTINUED

February 24, 2020

WHEREAS, Upon a Board of Trustees member dying or losing a reelection for an additional term when a candidate, then the trustee and any covered spouse of the trustee, or the surviving covered spouse of the trustee (in the event of death of the trustee) will retain the cooperative health insurance as a participant in the group plan for a maximum of 60 days.

RESOLVED by this resolution of the Board of Trustees, the Board includes the health insurance group plan premium for 60 days as a per diem addition to the fixed fee per diem of the Trustee as allowed by law and the Cooperative Bylaws.

There was no new business to come before the board.

There being no further business to come before the Board, upon motion made, seconded, and carried, the meeting was adjourned.

Signed: _____
Peggy B. Jeffcoat, Secretary

ATTEST: _____
Mitchell D. Rabon, President