

**SPECIAL CALLED MEETING  
MEMBERS OF THE BOARD OF TRUSTEES**

**October 18, 2022**

Fairfield Electric Cooperative special virtual meeting of Board of Trustees for October 18, 2022 at 4:00 PM. Virtual meeting called as provided in Bylaws by President Mitch Rabon and proper notice given to Trustees. Special Board meeting by electronic means call in. Call in number provided to all trustees.

A special called meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Tuesday, October 18, 2022, at 4:00 p.m. via teleconference. The following trustees participated in the meeting.

Mitchell D. Rabon	Robert Entzminger	John E. Roberts, III
Donald K. Lewis	William M. Good	Bruce E. Honeycutt
Peggy D. Swearingen	Timothy L. Hopkins	Cynthia E. Able
Derial L. Ogburn	Robert K. Miles	

CEO, Bruce Bacon, and Attorneys Ken DuBose and Jon Robinson were also present for the teleconference board meeting.

President Mitch Rabon called the meeting to order and the invocation was given by Robert Entzminger.

The purpose of the Special Meeting was to further discuss Central Electric Power Cooperative's proposed Resolution of the Board of Trustees of Central Electric Power Cooperative, Inc. Authorizing Staff to Pursue a Non-Shared Resource and Notify Santee Cooper and request and review for Fairfield Electric Cooperative Trustees to sign a Non-Shared Resource Non-Disclosure Agreement. Upon motion made by Derial Ogburn, seconded by John E. Roberts, III, motion carried, the Board entered into executive session to receive legal advice.

Upon motion made by Timothy L. Hopkins, seconded by Derial L. Ogburn, motion carried, the board returned to its regular session of the teleconference meeting.

A motion was made by Timothy L. Hopkins, seconded by Derial L. Ogburn, motion carried that Fairfield Electric Cooperative request that legal counsel draft a letter as Fairfield Electric Cooperative's response and the legal response to the proposed Resolution of the Board of Trustees of Central Electric Power Cooperative, Inc. Authorizing Staff to Pursue a Non-Shared Resource and Notify Santee Cooper and proposed Non-Shared Resource Non-Disclosure Agreement to be signed by Fairfield Electric Cooperative Trustees in accordance with substantial compliance with the motion to reflect Fairfield Electric Cooperative's intent as it relates to the resolution for a vote. Fairfield Electric Cooperative cannot agree with the proposed Resolution as it lacks specificity, is based on a lack of sufficient information, and presents an inherent fiduciary conflict. The proposed Non-Shared Resource Non-Disclosure Agreement also presents an inherent fiduciary conflict and

is based on a lack of information and would prevent Fairfield Electric Cooperative from exercising its duty to its members. The proposed Resolution does not provide Fairfield Electric Cooperative with sufficient information to make an informed decision on the Resolution. The Board is not in favor of casting a vote in support of the proposed Resolution nor in signing the Non-Shared Resource Non-Disclosure Agreement. Attorneys are to prepare a legal response to Fairfield Electric Cooperative's position as to the Resolution of the Board of Trustees of Central Electric Power Cooperative, Inc. Authorizing Staff to Pursue a Non-Shared Resource and Notify Santee Cooper and Non-Shared Resource Non-Disclosure Agreement.

Based on information supplied Fairfield Electric Cooperative, it cannot support the Resolution because no information has been provided as would allow Fairfield Electric Cooperative to support it and further, the Board of Trustees cannot execute the Non-Shared Resource Non-Disclosure Agreement based on lack of information and lack of specificity as to information available and attorneys are authorized to file a legal response.

Upon motion made by Derial Ogburn, seconded by Donald K. Lewis, motion carried, the meeting adjourned.

Signed: \_\_\_\_\_  
Robert K. Miles, Secretary  
(Approved)

ATTEST: \_\_\_\_\_  
Mitchell D. Rabon, President