

REGULAR MEETING OF MEMBERS OF THE BOARD

February 27, 2023

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, February 27, 2023, at 12:30 p.m. at the cooperative headquarters in Blythewood, South Carolina. The following board members were present:

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

Attorney John DuBose was also present.

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

President Rabon welcomed and introduced Attorney Jay Bender, who reviewed and discussed the proposed 2023 Bylaw amendments. Copies of the proposed Bylaw amendments were previously distributed to board members for their information. Attorney Bender suggested that some minor changes need to be made since the last amendment to the Bylaws. Attorney Bender reported that Section 3.03 Notice of Member Meeting should state how and when notices are to be distributed. Attorney Bender also noted that there is no established waiting period for persons with direct business relationships with the Cooperative to become eligible to serve as Trustees upon cessation of the business relationship. Upon motion made by Peggy D. Swearingen, seconded by Keith Lewis, motion carried, that Section 3.03 of the bylaws be revised as suggested by Mr. Bender and that Section 2.04 of the bylaws be revised as to prohibitory terms of a 9-year term for former employees and a 6-year term for business relations.

A motion was made by Derial Ogburn, seconded by Robert Entzminger, to adopt a resolution to recommend that members approve the proposed amendments to the Bylaws as amended:

WHEREAS, the Board of Directors of the Fairfield Electric Cooperative, Inc. has concluded that changes are necessary to the Bylaws; and

WHEREAS, the Board has undertaken a comprehensive review of Bylaws; and

WHEREAS, the Board has considered the proposed amendments.

NOW THEREFORE BE IT RESOLVED that the Board of Trustees recommends that members approve the proposed amendments, a copy of which will be provided to members on the Cooperative's website prior to the annual meeting.

MEETING OF MEMBERS OF THE BOARD CONTINUED

February 27, 2023

President Rabon discussed the need to continue legal representation by Attorney Jay Bender throughout the annual meeting including the Nominating Committee, petition nominations, the election of trustees, and the Credentials and Election committee. Thereafter, upon motion made by Derial L. Ogburn, seconded by Robert Entzminger, motion carried, selecting Attorney Jay Bender as legal counsel for all 2023 annual meeting activities was approved.

President Rabon welcomed and introduced Tom McNeish and Michelle Jones with Elliott Davis who reviewed and discussed the 2022 audit with the board. The audit has a finding that the cooperative financial statements are materially correct. No internal weaknesses in internal controls were found or identified. The financial records were in compliance with the requirements. The 2022 audit was accepted as information upon motion made by Cynthia Able, seconded by Keith Lewis, motion carried.

Upon motion made by Michael Good, seconded by Bruce E. Honeycutt, motion carried, the minutes of the meetings held on January 23, and February 06, 2023 Special Meeting were approved as presented.

Upon motion made by Timothy L. Hopkins, seconded by Bruce E. Honeycutt, motion carried, 234 new consumers for the month of January were accepted as members of Fairfield Electric Cooperative, Inc.

A list of delinquent accounts totaling \$6,019.43 for the month of January was presented for consideration for write off as uncollectible. Upon motion made by Donald Keith Lewis, seconded by Michael Good, motion carried, authorization was granted to write these off against the cooperative's reserve for uncollectible accounts.

Bruce Bacon, Chief Executive Officer, reviewed and discussed the monthly financial reports. Mr. Bacon reported that the next Operation Round Up meeting will be April 17th, 2023. Mr. Bacon provided an update on the security system activity. Mr. Bacon reported that a new industrial facility, which makes electric vehicles, may locate and build in Blythewood. Mr. Bacon shared information on the water heater program and stated that the cost for installing a water heater is about \$585.00. Mr. Bacon reported that the disbursement in the Cook case has been approved and the funds will be mailed out to the members. If the amount is under \$50.00 it will be applied as a credit on their bill. If the amount is over \$50.00, a check will be mailed to the member.

Mr. Bacon shared the 2022 board compensation report with board members for their review. This information will be posted on the cooperative's website.

MEETING OF MEMBERS OF THE BOARD CONTINUED

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Mr. Bacon advised the Nominating Committee will meet on March 7, 2023 at 11:00 AM for the organizational meeting and March 14, 2023 will be the actual meeting. Nominations must be made and posted 60 days prior to Annual Meeting which is May 19, 2023. Mr. Bacon suggested that nominees should turn in their materials such as a resume and application 10 days prior to the next Nominating Committee meeting. Upon motion made by Michael Good, seconded by Cynthia Able, motion carried.

In accordance with Bylaws Section 3.06 Credentials and Election Committee the following members were appointed for 2023 upon motion made by Timothy L. Hopkins, seconded by Bruce E. Honeycutt, motion carried: Keith Bailey, Willie Belton, Al Bozard, Sheila Bracey, Jody Brazell, Sarah Coleman, William Coleman, Joseph B. (Ben) Connell, Randy Frick, Ronald Friday, Samuel Henry, Thomas Martin, Tommy Raines, Jim Stroman, Creighton Taylor, Willie Thompson, John Trapp, J.C. Trapp and Frances Jane Wright.

In accordance with state law, Peggy Swearingen, Derial Ogburn, Kenneth Miles, and Robert Entzminger recused themselves from the discussion and vote as to the appointment of the Credentials and Election Committee and all exited the room prior to discussion and vote. The Credentials and Election Committee as provided by the Bylaws establishes and approves the manner of conducting member registration and any ballot, voting, registration, and election matters as fully set forth in Section 3.06.

The following members were appointed to the Member Advisory Committee for 2023 upon motion made by John E. Roberts, III, seconded by Cynthia Able, and unanimously approved: Derrick Stanley, Ruby Carter, Katherine Dixon, Randy Frick, Wallace Preston, Willie & Pat Belton, Norman & Iola Nelson, George & Willie Mae Harris, Floyd & Sheila Bracey, Stanley & Cathy Washington, Lloyd Qualls, Lonnie Campbell & Wanda Carnes, Tommy & Kathy Raines, Derrell Atkinson, John & Rosetta Trapp, Carl & Mary Payne, J.C. & Patricia Trapp, Wilbure & Eleanor Savage, John Hancock, Heyward & Dee Mattox, William Coleman, Dr. & Mrs. Harmon Patrick, Mr. and Mrs. Roddy Armstrong, Mr. and Mrs. Freddy Armstrong, James Richardson, Glen & Nancy Smith, Robbie Powers, Jim Stroman, Sarah Coleman, Mr. and Mrs. Creighton Taylor, Jim and Linda Wheaton, Harry and Susan Goff, Bill & Dixie Schott, Joseph B. (Ben) & Kristin Connell, Thomas & Patricia Nelson, Anthony Reynolds, Eukie & Pamela Bozard, Jody Brazell, Bill and Cheryl Schwartz, Jackie and Tonya Watts, Francis Jane Wright, Thomas & Robin Beam, James & Linda Jackson, Joseph & Lori James, Steve & Gail Rogers, Neysa Rimer, June Blume, Ed & Gerri Cooper, Tim & Mary Beth McSwain, Willie L. Thompson, and Lane Kimbrell.

MEETING OF MEMBERS OF THE BOARD CONTINUED

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Keith Lewis provided updates on construction work that continues on the new Winnsboro Office building. Mr. Lewis reported that the inside of the building is about 95% complete. The driveway is ready to be paved. Landscaping still needs to be completed. There is a curve to the entrance of the drive-thru that needs to be adjusted in order for vehicles to get through the drive-thru easily. Employees will be given a keycard to enter the building.

Derial Ogburn provided an update on The Electric Cooperatives of SC. There has been no change. Mr. Ogburn referenced the legislative report made available to members of ECSC that the Senate Judiciary Committee is requesting all proposed contracts and comprehensive documents relating to Central Electric’s integrated resource plan. Mr. Ogburn reported that the committee meeting took place in early February in Cayce. Mr. Ogburn also reported that ECSC is sponsoring a lineman’s rodeo to be held in Ridgeland March 24-25, 2023.

Robert Entzminger provided an update on CEEUS. There has been no change. Mr. Entzminger reported that CEEUS has purchased a larger building. The building is in close proximity to the current building and they are in the process of moving in and upgrading the office. The older facility is to be sold.

John Roberts provided an update on the Trustee Association. Information on the upcoming Trustee Association Conference scheduled May 1 – 3, 2023 in Charleston was shared with board members. Mr. Roberts reported that the registration fee is now \$125.00 from \$75.00. Mr. Roberts opposed the raised registration fee. Upon motion made by John E. Roberts, III, seconded by Robert Entzminger, motion carried, the following trustees were authorized to attend:

Robert Entzminger	Peggy D. Swearingen	Derial L. Ogburn
Timothy L. Hopkins	Cynthia Able	
John E. Roberts, III	Robert K. Miles	

Old Business: None

New Business: None

Mr. Rabon reported that all board members need to execute their Annual Certification of Conflicts of Interest forms and turn them in.

There being no further business to come before the Board, a motion was made by Donald Keith Lewis, seconded by Derial L. Ogburn, motion carried and approved, the meeting was adjourned.

Signed: _____
Robert K. Miles, Secretary
APPROVED

ATTEST: _____
Mitchell D. Rabon, President