

**REGULAR MEETING OF MEMBERS OF THE BOARD**  
**May 19, 2023**

Subsequent to the adjournment of the annual meeting of members, the monthly meeting of the Board of Trustees was held at the Fairfield Electric Cooperative headquarters at 701 Blythewood Road, Blythewood, SC 29016.

The following board members were present:

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

President Mitch Rabon called the meeting to order and congratulated board members, Robert Entzminger, Derial Ogburn, Peggy Swearingen, and Robert K. Miles on their re-election wins.

President Mitch Rabon provided information for an upcoming training: NRECA Summer School for Directors: East to be held on June 9-13, 2023 at the Sheraton Myrtle Beach in Myrtle Beach, SC. Upon motion made by Mr. Roberts, seconded by Mr. Hopkins, motion unanimously carried, and the following trustees were authorized to attend:

Bruce Honeycutt	William M. Good
-----------------	-----------------

President Rabon conducted the annual organizational meeting as to the election of board officers as provided in the bylaws. The secret ballots were tallied by John DuBose, and he announced the following officers were elected:

President:	Mitchell D. Rabon
Vice President:	Robert Entzminger
Secretary:	Robert K. Miles
Treasurer:	John E. Roberts, III

Under New Business, attorney John DuBose confirmed that Central Cooperative amended its bylaws in a manner that addressed the governance and fiduciary duty concerns that gave rise to Fairfield Cooperative's lawsuit against Central Cooperative. Fairfield Cooperative and Central Cooperative are prepared to dismiss the lawsuit with prejudice and the dismissal language provides for a mutual release of claims. Attorney DuBose presented the question of lawsuit dismissal to the board for formal approval and advised, if approved, the dismissal would be filed the week of May 22. Upon Motion made by Ogburn, seconded by Hopkins, motion carried unanimously, the board approved dismissal of the lawsuit that Fairfield Cooperative brought against Central Cooperative concerning governance matters and fiduciary duties since Central Cooperative adopted bylaw amendments that resolve the governance and fiduciary duty concerns that gave rise to Fairfield Cooperative lawsuit.

There was no Old Business before the board.

Upon Motion made by Good, seconded by Entzminger, motion carried, the board entered executive session to receive an attorney-client privileged legal briefing regarding a potential legal claim. Upon motion made by Ogburn, seconded by Lewis, motion carried, the board exited and concluded the executive session.

There being no further business to come before the board, a motion was made by Roberts, seconded by Hopkins, motion carried and approved, the meeting was adjourned.

Signed:

---

Robert K. Miles, Secretary  
APPROVED

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