

REGULAR MEETING OF MEMBERS OF THE BOARD

November 27, 2023

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, November 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 E. Able	Derial L. Ogburn
John E. Roberts, III	Donald Keith Lewis	Robert K. Miles
William Michael Good	Bruce E. Honeycutt	

Attorney John K. DuBose, III was present.

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

Rob Hochstetler with **Central Electric Cooperative** was present to provide a briefing on a proposed Central Resolution.

Upon motion made by Derial Ogburn, seconded by Robert Entzminger, motion carried, the board moved into executive session for a briefing by Central.

Upon motion made by Derial Ogburn, second by Robert Entzminger, motion carried, the board moved into the regular board meeting.

Upon motion made by Donald Keith Lewis, seconded by Peggy Swearingen, motion carried, the board moved into executive session to discuss a personnel matter.

At the conclusion of executive session, a motion was made by Donald Keith Lewis, seconded by Robert Entzminger, motion carried, the Board came out of executive session and returned to the regular board meeting.

Mrs. Able conveyed the Board's appreciation to Mr. Bacon for his performance during a challenging year for the Cooperative. Timothy L. Hopkins reported on the Performance Evaluation of CEO Bruce Bacon and shared evaluation comments:

- Mr. Bacon has a strong knowledge of the utility industry.
- Open communication with board members and attentiveness to their concerns.
- Mr. Bacon has empathy for the members.
- Demonstrates commitment to the Cooperative.
- Continues to improve in management of direct reports and other employees.
- Continues to take a leadership role in articulating and effectuating the Board's concerns.

MOTION

After positive comments and discussion, Cynthia Able moved that the Board approve a six (6) percent raise to the CEO's base salary effective as of the date of all other employee pay raises and a bonus of Ten Thousand and no/100 (\$10,000) Dollars for 2023 performance.

Upon motion made by Cynthia Able, seconded by Donald Keith Lewis, motion carried, the Board approved the CEO's six (6) percent pay raise and Ten Thousand and no/100 (\$10,000) Dollar bonus.

Mr. Bacon thanked the Board and the Cooperative for the trust placed in him and the supportive environment that the Board provides. Mr. Bacon said it is an honor to serve as CEO of the Cooperative.

The **October 23, 2023, regular meeting minutes** were approved as presented upon motion made by Robert Entzminger, seconded by John E. Roberts, III, motion carried.

Upon motion made by John E. Roberts, III, seconded by Bruce Honeycutt, motion carried, **209 new consumers** for the month of October were accepted as members of Fairfield Electric Cooperative, Inc.

A list of **delinquent accounts totaling \$4,037.54** for the month of October was presented for consideration for write off as uncollectible. Upon motion made by Derial Ogburn, seconded by Donald Keith Lewis, motion carried, authorization was granted to write these off against the Cooperative's reserve for uncollectible accounts.

A list of **deceased patron's estates** requesting payment of their capital credits was presented for consideration. After discussion and upon motion made by John E. Roberts, III, seconded by Robert Entzminger, motion carried, the following resolution was adopted:

The estates of 15 deceased members have requested the Board of Directors consider approving the retirement of \$6,865.24 as an administrative convenience to the estates. After reviewing the Cooperative's financial statements and determining such retirement will not adversely impact the Cooperative's financial condition, management recommends capital credits totaling \$6,865.24 be approved for payment. In addition, it should be noted that such approval does not obligate this Board or any future Board to retire the capital credits of the estates of deceased members presented at any future date.

Bruce Bacon provided the **CEO's Report** and discussed the following:

- The finances are in sound condition and in line with the budget projection.
- Operation Round Up's Board will meet on December 11, 2023. Mr. Haskle Belton, Jr. resigned as a Trustee on the Operation Round Up Board. A new appointment will need to be made in the future to fill this vacancy.

- 2024 Legislative Luncheon will be held on Thursday, February 8, 2024 on the State House Grounds
- Lineman Retention: Mr. Bacon discussed that options are being reviewed that might increase retention of linemen.
- Mr. Bacon reported that five (5) linemen have recently been hired and will begin training in the next few weeks.
- RDA Grants were made to Fairfield County for the Peach Road Industrial Park and Kershaw County for the Kershaw County Mega-Site in the amount of \$150,000.00 each.
- The ECSC Winter Conference will begin on December 3, 2023 in Asheville, NC
- Elliott Davis (Auditors) began the annual Cooperative audit on November 13, 2023. Elliott Davis will return on the week of January 15, 2024, to complete the preliminary audit work and inventory.
- Mr. Bacon recognized Board members for training completions and certifications.

NRECA Annual Meeting in San Antonio

Convention Agenda

March 1-3: Pre-Conference Director Education Programs, Henry B. Gonzalez Convention Center

March 4-6: Power X-Change, TechAdvantage Conference and the Expo, Henry B. Gonzalez Convention Center

Upon motion made by Timothy L. Hopkins, seconded by Donald Keith Lewis, motion carried, the following board members were approved to attend the NRECA Annual Meeting: Robert Entzminger; Mike Good; Bruce Honeycutt; Peggy Swearingen; Cynthia Able; and Mitch Rabon.

President Mitch Rabon presented the proposed **2024 Budget** for discussion and approval. The different department heads had met with the Trustee Budget Committee on November 6, 2023 to explain all changes and necessary increases. After careful consideration, the budgets were accepted and conveyed to the November 27, 2023 board meeting for final approval. Upon motion made by Donald Keith Lewis, seconded by Bruce Honeycutt, motion carried, the 2024 Budget was approved as presented.

Donald Keith Lewis requested that his committee assignment be changed from the Budget Committee to the Policy and Operations Committee. Mr. Rabon advised he would approve the reassignment.

Cynthia Able presented a Benefit Committee Report. Ms. Able discussed adoption of a PTO (Paid Time Off) program to replace sick leave days and vacation days. Upon motion made by Timothy L. Hopkins, seconded by Cynthia Able, motion carried, adoption of the recommended PTO benefit program was approved, specifically, but not limited to, adoption of proposed policies 9, 11, 15, and the amended FMLA notice included in the agenda package.

President Mitch Rabon presented no other update other than the matters already discussed in executive session. Upon motion made by Donald Keith Lewis, seconded by Robert Entzminger, motion carried, the Resolution was approved. The Resolution is not a fully binding resolution but expresses current support for the proposed Resolution and authorizes Central to encourage further efforts in connection with the proposed Resolution plan.

UPDATE: Mr. Rabon discussed Central cost of power calculations and the rate impacts of the Santee Cooper debt.

UPDATE: Derial Ogburn reported on **The Electric Cooperatives of SC (Statewide)**. Mr. Ogburn reported on the plans for the new training center and the cost estimations for the training center.

Upon motion made by Derial Ogburn, seconded by Tim Hopkins, motion carried, the Cooperative approved the pricing proposal for the new training center.

UPDATE: Robert Entzminger provided an update on **CEEUS**. Mr. Entzminger reported that CEEUS will be meeting in Asheville, and he will report back.

UPDATE: John E. Roberts gave an update on the **Trustee Association**. Mr. Roberts reported that the Trustee Association will be meeting in Asheville, and he will report back.

Old Business: None

New Business:

President Mitch Rabon presented the **current Board of Trustee Committees** for discussion and review. The Board of Trustee Committees will remain the same except for Donald Keith Lewis who would like to be moved from the Budget Committee to the Policy and Operations Committee. Inasmuch as Mr. Rabon controls appointments he informed the Board that, without feedback, and with the reassignment of Mr. Lewis, the Committee appointments will remain the same.

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

Signed: _____
Robert K. Miles, Secretary
APPROVED

ATTEST: _____
Mitchell D. Rabon, President