

## REGULAR MEETING OF MEMBERS OF THE BOARD

NOVEMBER 25, 2024

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, November 25, 2024, at 12:30 p.m. at the cooperative headquarters in Blythewood, South Carolina. The following board members were present:

Cynthia E. Able	Timothy L. Hopkins	Mitchell D. Rabon
Robert Entzminger	Donald Keith Lewis	Ronald L. Friday
Robert K. Miles	Peggy D. Swearingen	Bruce E. Honeycutt
Derial L. Ogburn		

William Michael Good was not present.

Attorney John DuBose was present.

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

Chairman Mitch Rabon introduced Attorney Jay Bender of Baker, Ravenel & Bender, L.L.P.. Mr. Bender reported on proposed Bylaw revisions recommended by ORS. Mr. Bender advised he would review and revise the wording of the proposed amendments pursuant to the Board's feedback and discussion. Mr. Bender is to draft the Bylaw amendments and return the updated versions for consideration and action by the Board.

Upon motion made by Robert Entzminger, seconded by Derial Ogburn, motion carried, the **minutes of the meeting held on October 28, 2024**, were approved as presented.

Upon motion made by Keith Lewis, seconded by Bruce Honeycutt, motion carried, **265 new consumers** for the month of September were accepted as members of Fairfield Electric Cooperative, Inc.

A list of **delinquent accounts totaling \$3,924.36** for the month of October was presented for consideration to write off as uncollectible. Upon motion made by Cynthia Able, seconded by Robert Entzminger, 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 Bruce Honeycutt, seconded by Timothy Hopkins, motion carried, the following resolution was adopted:

The estates of 24 deceased members have requested the Board of Directors consider approving the retirement of \$14,896.43 as an administrative convenience to the estates. After reviewing the Cooperative's financial statements and determining whether such retirement will not adversely impact the Cooperative's financial condition; management

recommends capital credits totaling \$14,896.43 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, Chief Executive Officer, provided his CEO Report**

- Financial statements and balance sheets were reviewed
  - \$600,000 was spent on maintenance due to Hurricane Helene.
  - \$10,000 over budget for new messaging system
  - Revenue is on budget and the budget is in solid position other than costs associated with Hurricane Helene.
  - Administration costs are slightly over budget due to Hurricane Helene.
- FEMA reimbursement for storm damage was discussed. FEMA will only cover 75% of damages in the eligible areas if reimbursements are approved.
- Utility Tax Credits (UTC) were discussed.
  - Every year Fairfield Electric Cooperative receives UTC funds and must allocate them in the service territory or they will escheat for general distribution throughout the state. A total of \$320,000.00 was received this year. \$200,000.00 was allocated to Fairfield County Industrial Park and \$120,000.00 to Kershaw County Heritage Point Industrial Park.
- Bruce Bacon reported on the Legislative Luncheon scheduled for February 2025.

Upon motion made by Timothy Hopkins, seconded by Derial Ogburn, motion carried, the Board entered into Executive Session.

Upon motion made by Robert Entzminger, seconded by Keith Lewis, motion carried, the Board exited Executive Session.

Tim Hopkins reported on the CEO evaluation and reviewed same with the Board and CEO Bruce Bacon.

- Overall, the evaluation was very positive.
- The evaluations contained high marks for demeanor, team building, knowledge of operations, manner of interface with the Board, and strategic leadership.
- Areas for suggested improvement were for more advance notice to the Board of atypical issues (e.g. storm outages) and internal control review.

Upon motion of Robert Entzminger, seconded by Derial Ogburn, motion carried, CEO base compensation was increased by \$9,000.00 and a \$10,000 performance bonus for the year was awarded.

Mr. Bacon expressed his appreciation for the faith the Board has placed in him and the valuable feedback provided in the evaluation process. Mr. Bacon believes the Cooperative is in a good position and is honored to serve the Board and lead the Cooperative on behalf of the Board in advancement of the best interest of the membership.

Mitch Rabon and Bruce Bacon presented a draft Artificial (AI) **Intelligence Policy** for

consideration and discussion. John DuBose provided feedback and suggestions for minor revisions to the policy. Upon motion made by Keith Lewis, seconded by Timothy Hopkins, motion carried, the Artificial (AI) Intelligence Policy, subject to the discussed minor revisions, was approved.

Mitch Rabon presented the **2025 NRECA Director’s Conference in Ponte Vedra Beach, FL** for the dates of January 25 – 28, 2025 for consideration and discussion of attendance. The following Trustees plan to attend the conference.

Cynthia Able	Timothy Hopkins	Ronald Friday
Robert Enztminger	Robert K. Miles	Peggy Swearingen
Mike Good	Derial Ogburn	
Bruce Honeycutt	Mitchell Rabon	

Mitch Rabon presented the **2025 NRECA Power Xchange and Tech Advantage Conference in Atlanta, GA** for the dates of Marh 7 – 12, 2025 for consideration and discussion. The following Trustees plan to attend the conference.

Cynthia Able	Timothy Hopkins	Mitchell Rabon
Robert Entzminger	Robert K. Miles	Ronald Friday
Mike Good	Derial Ogburn	Peggy Swearingen

Mitch Rabon presented the **2025 NRECA New Director’s Orientation Conference in Arlington, VA** for the dates of March 26 - 28 2025 for consideration and discussion. The following Trustees plan to attend the conference.

Cynthia Able	Peggy Swearingen
Mike Good	Ronald Friday

Mitch Rabon presented the **2025 Legislative Conference in Washington, D.C.** for the dates of April 27 – 30, 2025 for consideration and discussion. The following Trustees plan to attend the conference.

Robert K. Miles	Peggy Swearingen
Timothy L. Hopkins	Ronald Friday
Derial Ogburn	

Upon motion made by Keith Lewis, seconded by Peggy Swearingen, motion carried, attendance at the above conferences was approved.

Mitch Rabon presented the **2025 Annual Budget** for consideration and discussion. Upon motion made by Bruce Honeycutt, seconded by Keith Lewis, motion carried, the 2025 Annual Budget was deferred for action at the next meeting.

Mitch Rabon provided an update on **Central Electric Power Cooperative (CEPC)**.

- Mr. Rabon discussed Marlboro/Pee Dee efforts to exit CEPC.
- There have been discussions about different classes of membership within CEPC.
- Mr. Rabon provided the Board with information on CEPC responses to inquire as to rate structure and SCPSA interface.
- Data Center power use was discussed.

Derial Ogburn provided an update on **The Electric Cooperatives of SC**.  
Nothing to report.

Robert Entzminger provided an update on **CEEUS**.  
Nothing to report

Tim Hopkins provided an update on the **Trustee Association**.  
Nothing to report.

**OLD BUSINESS:** NONE.

**NEW BUSINESS:** Cynthia Able reported on her upcoming participation in the panel at the upcoming Winter Conference in Asheville to discuss training of trustees.

There being no further business to come before the Board, a motion was made by Timothy Hopkins, seconded by Bruce Honeycutt, motion carried and approved, the meeting was adjourned.

Signed: \_\_\_\_\_

Robert K. Miles, Secretary  
APPROVED

ATTEST: \_\_\_\_\_

Mitchell D. Rabon, President