

**REGULAR MEETING OF MEMBERS OF THE BOARD**  
**January 21, 2025**

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Tuesday, January 21, 2025, 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
Ronald Friday	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.

**Trey Boone with E-Sources** discussed special compensation and exempt employees.

- Trey Boone will draft a proposed policy for Board consideration that would allow for discretionary special compensation during periods of natural disaster.

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

Upon motion made by Bruce Honeycutt, seconded by Keith Lewis, motion carried, the Board exited Executive Session.

Upon motion made by Ronald Friday, seconded by Keith Lewis, motion carried, the minutes of the **meeting held on December 16, 2024**, were approved as presented.

Upon motion made by Bruce Honeycutt, seconded by Ronald Friday, motion carried, **222 new consumers** for the month of December were accepted as members of Fairfield Electric Cooperative, Inc.

A list of **delinquent accounts** totaling \$2,405.63 for the month of December was presented for consideration for write-off as uncollectible. Upon motion made by Timothy Hopkins, seconded by Derial Ogburn, 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 4<sup>th</sup> quarter controllable expenses report is under budget on all line items other than #6 which was impacted by property taxes charged.
- Line #7 is under budget but is higher than expected due to Hurricane Helene impacts.

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- Monthly Report
  - Line 6 is slightly over due to property tax adjustments.
  - Mr. Bacon discussed how the deferred revenue of \$1.5 million impacts the reporting
- The next meeting of Operation Round Up meeting is February 17, 2025
- The S.C. Legislative Reception is on February 13, 2025, on the grounds of the state house
- The transmission line for Cobblestone Park substation will be built soon.

The **CFC Line of Credit Extension** was presented. The following resolution was adopted upon motion made by Derial Ogburn, seconded by Ronald Friday, motion carried, and was approved.

**RESOLUTION OF THE  
BOARD OF TRUSTEES OF  
FAIRFIELD ELECTRIC COOPERATIVE, INC.**

*WHEREAS, Fairfield Electric Cooperative, Inc. (the "Cooperative") has previously established a line of credit facility and authorized borrowing from the National Rural Utilities Cooperative Finance Corporation ("CFC") in the aggregate amount of Four Million and 00/100 Dollars (\$4,000,000.00) (the "Credit Facility"), pursuant to a Revolving Line of Credit Application and Agreement for Distribution Cooperative Members dated as of September 26, 1994, by and between the Cooperative and CFC (the "Line of Credit Agreement"); and*

*WHEREAS, the Cooperative wishes to increase the amount of the Credit Facility to Ten Million and 00/100 Dollars (\$10,000,000.00).*

*NOW THEREFORE, BE IT RESOLVED, that the Cooperative borrow from CFC, from time to time as determined by the persons designated by the board of directors of the Cooperative, an aggregate amount not to exceed \$10,000,000.00, as set forth in the Line of Credit Agreement;*

*RESOLVED, that the individuals listed below are hereby authorized to execute and to deliver to CFC (including as many counterparts as may be required):*

*(i) an amendment to the Line of Credit Agreement, substantially in the form presented to this meeting, to affect the increase in the amount of the Credit Facility; and*

*RESOLVED, that each of the following individuals is hereby authorized in the name and on behalf of the Cooperative to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Line of Credit Agreement as*

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*such individual may deem appropriate within the amount authorized herein and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolution:*

Name (typed or printed)  
*Mitchell D. Rabon*  
*President, Board of Trustees*

*IN WITNESS WHEREOF I have hereunto set my hand as of the date shown below.*

\_\_\_\_\_  
*Robert K. Miles, Secretary*  
*Fairfield Electric Cooperative, Inc*  
Date: \_\_\_\_\_

The general **retirement of capital credits for the year 2025 was presented to the Board for consideration.** The following Resolution was adopted upon motion made by Cynthia Able, seconded by Ronald Friday, motion carried, the following General Retirement of Capital Credits Resolution as approved:

**RESOLUTION**  
**2025 Capital Credits**

*WHEREAS, The cooperative believes in the principle of refunding capital credits;*

*WHEREAS, The financial condition of the cooperative will not be impaired by refunding capital credits as outlined below:*

*WHEREAS, The long-established fifteen year rotation for the refund of general retirement of capital credits for 2009 and additional retirements for more recent years are as follows:*

<i>2009 100%</i>	<i>\$1,415,979.69</i>
<i>2010 35%</i>	<i>\$ 688,549.63 Discounted</i>
<i>2023 25%</i>	<i>\$ 151,662.01 Discounted</i>
<i>Total</i>	<i>\$2,256,191.33</i>
<i>2025 Early Retirement</i>	<i>\$ 110,000.00 Estimate</i>
<i>Deceased Patrons</i>	
<i>Total Refund</i>	<i>\$2,366,191.33</i>

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*NOW THEREFORE BE IT RESOLVED, The Cooperative is in compliance with RUS and CFC mortgage requirements in making these refunds. Upon motion made by Cynthia Able, seconded by Ronald Friday, and unanimously carried, the refunds of capital credits as shown above are approved.*

**CERTIFICATION**

*I, Robert K. Miles, Secretary of Fairfield Electric Cooperative, Inc., do hereby certify that the above is a true and correct excerpt and resolution from the minutes of the meeting of the Board of Directors of Fairfield Electric Cooperative, Inc. held on January 21, 2025, at which meeting a quorum was present, and that it has not been rescinded nor changed in any way.*

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*Robert K. Miles, Secretary*

Upon motion made by Cynthia Able, seconded by Ronald Friday, motion carried, the Resolution on 2025 Capital Credits, was approved.

The **Trustee District Map** was reviewed and discussed.

Upon motion made by Bruce Honeycutt, seconded by Robert Entzminger, motion carried, the Trustee District Map, will be reviewed for potential adjustments to the District Map after the 2025 annual meeting.

In accordance with state law, Mitch Rabon, Keith Lewis, Tim Hopkins & Cynthia Able recused themselves from the discussion and vote as to the appointment of the **2025 Nominating Committee** and all exited the room.

Upon motion made by Ronald Friday, seconded by Peggy Swearingen, motion carried, in accordance with Section 4.06 of the By-Laws, Nominations for Trustees, the following members were appointed to the Nominating Committee for 2025 to nominate trustee candidates for Districts 1, 2, 3 and an At Large District for the 2025 annual meeting election.

**2025 NOMINATING COMMITTEE**

**District 1 – Ronald L. Jennings**

**District 2 – Henry Long**

**District 3 – Al Bozard**

**District 4 – George Creighton Taylor**

**District 5 – William Ingram (Bob)**

**District 6 – David Smith**

**District 7 – Jimmy Jackson**

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**District 8 – Lonnie Campbell**

**District 9 – John Kubin**

**District At Large (Entzminger) – Carlton Payne**

**District at Large (Hopkins) – Derrick Stanley**

The Annual Meeting is set for Monday, May 12, 2025. Bruce Bacon will report on deadlines for the meeting of the Nominating Committee.

After the vote for approval of the Nominating Committee occurred Mitch Rabon, Keith Lewis, Tim Hopkins & Cynthia Able were called and re-entered the board room for the duration of the board meeting.

**Certification of Delegates to the Board of Trustees for Central Electric Power Cooperative** for 2025 was presented for consideration. Upon motion made by Robert Entzminger, seconded by Keith Lewis, motion carried, Bruce Bacon was appointed as the delegate, and Mitch Rabon was appointed as the alternate delegate.

Certification of the **voting delegates for NRECA** for 2025 were presented for consideration. Upon motion made by Timothy Hopkins, seconded by Robert Entzminger, motion carried, Bruce Bacon was appointed as the voting delegate, and Mitch Rabon was appointed as the alternate voting delegate.

Certification of the **Trustees and voting delegates for NRTC** for 2025 were presented for consideration. Upon motion made by Keith Lewis, seconded by Ronald Friday, motion carried, Cynthia Able was appointed as the trustee/voting delegate and Robert Entzminger was appointed as the alternate trustee/voting delegate.

Certification of the **Trustees and voting delegates for CFC** for 2025 were presented for consideration. Upon motion made by Bruce Honeycutt, seconded by Robert Entzminger, motion carried, Bruce Bacon was appointed as the trustee/voting delegate and Mitch Rabon was appointed as the alternate trustee/voting delegate.

Mitch Rabon and Bruce Bacon provided an **update on Central Electric Power Cooperative.**

- Ronald Friday reported on his attendance at the CEPC meeting and encouraged the Board to attend at least one meeting of CEPC.
- Bruce Bacon reported on a pending merger of NC power suppliers and the possible impact on power needs in South Carolina.
- CEPC is exploring different membership classes. FEC will discuss membership class structure with its consultants.

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Derial Ogburn provided an **update on The Electric Cooperatives of SC.**

- Mr. Ogburn reported that the next meeting is this Friday the 24th.
- There are pending bills at the General Assembly that might impact the power world in South Carolina.
- An energy bill will be forthcoming to address power supply and generation capacity.

Robert Entzminger provided an **update on CEEUS, Inc.**

- New board members have been installed.
- Two (2) other cooperatives to join soon.
- On February 11, 2025 the Virginia facility will open.

The **Trustee Association Spring Meeting** to be held May 7 – 9 in Mt. Pleasant, SC was discussed and Timothy Hopkins provided his binding on the **Trustee Association**

- Mr. Hopkins described the itinerary and details of the Spring Meeting.
  - The best practices and seminars to be present are:
    - Human Resource matters
    - Discussion of rates
    - Roberts Rules of Order
    - Growth impacts on infrastructure
    - A round table discussion to learn from peers.
- Mr. Hopkins reiterated his belief that the Trustee Association should be wholly Trustee managed as to agendas and items discussed.

Upon motion made by Timothy Hopkins, motion carried, the following were authorized to attend the **Trustee Association Spring Meeting:**

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
William Michael Good	Bruce E. Honeycutt	

**Old Business:**

The Board recognized and congratulated Trustees that have meet certain milestones of service and training.

- Robert Entzminger was recognized for his certification at Gold level director and was presented with his plaque.

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- Cynthia Able was recognized for five (5) years on the Board and her recent presentation on the panel at Winter Conference.

**New Business:**  
**None**

There being **no further business** to come before the Board, a motion was made by Keith Lewis, seconded by Peggy Swearingen, carried and approved, the meeting was adjourned.

Signed: \_\_\_\_\_  
Robert K. Miles, Secretary  
APPROVED

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