

## REGULAR MEETING OF MEMBERS OF THE BOARD

March 25, 2019

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, March 25, 2019, at 12:30 p.m. at the cooperative headquarters in Blythewood, South Carolina. The following board members were present:

Joseph E. Sharpe	Robert Entzminger	Robert K. Miles
William C. Good	Allen L. Beer	John A. Bloodworth, Jr.
Peggy B. Jeffcoat	Mitchell D. Rabon	Timothy L. Hopkins
John E. Roberts, III	Donald Keith Lewis	

Attorney Ken DuBose was present.

President Mitch Rabon called the meeting to order and the invocation was given by Robert Entzminger.

President Rabon introduced Bryan Isgett of McNair, McLemore, & Middlebrooks who presented and discussed the 2018 audit report. Upon motion made by Robert Entzminger, seconded by John Bloodworth, motion carried, the 2018 audit report was accepted as information.

Upon motion made by Keith Lewis, seconded by John Roberts, motion carried, the minutes of the meeting held on February 25, 2019, were approved as presented."

Upon motion made by Tim Hopkins, seconded by W. C. Good, motion carried, the 217 new consumers for the month of February 2019 were accepted as members of Fairfield Electric Cooperative, Inc.

Vicky Melvin, Controller, presented and discussed the financial and statistical reports for the month of February 2019. She also reported the RUS loan had been approved.

Bruce Bacon reported board members for Fairfield Electric Trust Corporation for Operation Round Up will need to be appointed at the April meeting. Mark Chapman from District 1 and John Entzminger from District 3 are eligible for a second term. David Fuller from District 2 is not eligible to serve another term after having served two consecutive terms. The next Round Up board meeting will be held on April 15<sup>th</sup>.

Bruce Bacon reported eight new security systems were sold within the last month.

Bruce Bacon reminded everyone the Credentials & Election Committee will meet at 5:45 p.m. on Thursday, April 25<sup>th</sup>, followed by the Member Advisory Committee meeting at 7:00 p.m. at the cooperative's Blythewood Office.

Bruce Bacon advised an inverted umbrella will be given as a registration gift at annual meeting this year.

Bruce Bacon reported the following high school juniors have been selected as the 2019 Washington Youth Tour and Cooperative Youth Summit representatives:

### Washington Youth Tour

Dalton Arndt, Spring Valley HS  
Sylvanie Johnson, Fairfield Central HS  
Christa Joby, Ridgeview HS  
Alexander Brown, Lewisville HS

### Cooperative Youth Summit

Elizabeth "Wyatt" Britt – Blythewood HS  
Alexis Williams – Fairfield Central HS  
Harrison Kennedy – Fairfield Central HS

## MEETING OF MEMBERS OF THE BOARD CONTINUED

March 25, 2019

Bruce Bacon provided updates on the Strategic Plan and reported four \$1,000 Touchstone Energy Scholarships will be awarded.

Attorney Dubose discussed annual meeting preparations and logistical voting procedures. Upon motion made by Robert Entzminger, seconded by Keith Lewis, motion carried, the following plans and staff recommendations were approved:

- A. Bylaws 3.07 – Order of Business -
  - # 1 Registration of Members
  - # 2 Voting to Elect Board Members
- B. Logistical voting procedures
- C. Registration open from 4:30 to 6:30 p.m.
- D. Annual meeting & voting open from 4:30 to 6:30 p.m.
- E. Business meeting of annual meeting begins at 6:30 p.m.
- F. Doug Payne appointed designee to make official announcement at 4:30 p.m. that registration, annual meeting, and voting are officially open
- G. Lou Greene appointed to serve as “Master of Ceremony” & to preside over the business meeting at 6:30 p.m. of the annual meeting
- H. Campaigning policies

### **Logistical Voting Procedures at Annual Meeting – Staff Recommendations**

Section 3.06 of the Bylaws – Credentials & Election Committee - provides “It shall be the responsibility of the Committee to establish or approve the manner of conducting member registration and any ballot or other voting to pass upon all questions that may arise with respect to the registration of members in person.....”

**Purpose:** To provide for and insure an orderly, fair, and unbiased voting procedure for cooperative members for election of trustees

**Ballot:** Established by the Election and Credentials Committee (as bylaws provide)

**Proposed Logistical Voting Procedure:** At registration the registered member will receive a wrist band. The wrist band will entitle the member to vote for the Trustees (by each district and at large district) nominated by the Nominating Committee or qualified by petition (as provided in the bylaws).

The registered member wearing the wrist band at the designated voting place (after registration but prior to entering the business meeting place) will receive a ballot (in exchange for the wrist band), mark the ballot, and place the ballot in a secure ballot box. Staff will not be involved in voting.

Registration and voting will take place between 4:30 and 6:30 at the Annual Meeting.

An adequate number of ballot boxes will be provided as well as members of the Election and Credentials Committee and such additional persons from the Fairfield County Election Commission as needed to oversee voting by the registered member. Staff will facilitate only.

**MEETING OF MEMBERS OF THE BOARD CONTINUED**

**March 25, 2019**

**Logistical Voting Procedures at Annual Meeting – Staff Recommendations (Continued)**

**Campaigning by candidates for the Trustee positions.**

- There will be no campaigning (by persons or signs or literature) in the designated voting area where the member receives a ballot and votes.
- A survey of other cooperatives indicate that no campaigning is allowed in the building where the voting takes place.

**Cooperative** - Delegate to staff having sufficient ballot boxes & unbiased poll watchers to help facilitate orderly and efficient voting. Purpose & voting logistics approved by the board.

The means & method to facilitate voting is a responsibility of the Credential & Election Committee with help and support of the Fairfield County Election Commission.

1. Only the set-up of the voting and signage will be facilitated by staff.
2. Credentials & Election Committee with help from the Fairfield County Election Commission will run the election.

Bruce Bacon reported on Central’s Board meeting, Santee Cooper “Test The Market,” proposed governance legislation, and SCE&G territorial exchanges.

A list of delinquent accounts totaling \$6,503.23 for the month of February 2019 was presented for consideration for write off as uncollectible. Upon motion made by Joe Sharpe, seconded by John Bloodworth, 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 Tim Hopkins, seconded by Keith Lewis, motion carried, the following resolution was adopted:

The estates of 18 deceased members have requested the Board of Directors give consideration to approving the retirement of \$9,743.29 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 \$9,743.29 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.

President Rabon advised the staff recommends giving away a 2007 Chevrolet 1500 truck as the “Grand Prize” at annual meeting. Upon motion made by Keith Lewis, seconded by John Roberts, motion carried, this was approved.

Minutes of the Nominating Committee meeting held on March 18 were provided for the information of the board. The committee elected Lonnie Campbell as Chairman and Neysa Rimer as Secretary. The following persons were nominated to offer for trustees of Fairfield Electric Cooperative at the 2019 annual meeting by the Nominating Committee:

<u>District 1</u>	<u>District 2</u>	<u>District 3</u>	<u>District At Large</u>
Keith Lewis	John Bloodworth Cynthia Williams	Mitch Rabon	Tim Hopkins Gavin Rostad

**REGULAR MEETING OF MEMBERS OF THE BOARD CONTINUED**

**March 25, 2019**

Compensation for the members of the Credentials & Election Committee was discussed. Upon motion made by Joe Sharpe, seconded by Keith Lewis, motion carried, a per diem of \$200.00 was approved for both meetings of the committee.

Changing the location of the May board meeting was discussed. Upon motion made by John Roberts, seconded by Keith Lewis, motion carried, the location was changed to Fairfield Central High School immediately following the annual meeting to elect officers for the upcoming year. (Opposed Vote – John Bloodworth)

Voting delegates for Cooperative Response Center (CRC) for 2019 was discussed. Upon motion made by Joe Sharpe, seconded by Robert Entzminger, motion carried, Bruce Bacon was appointed voting delegate with Mitch Rabon being the alternate.

John Roberts reported on the upcoming Spring Trustee Association Conference and travel packages were provided to those attending.

There was no old business to come before the board.

Under new business, the ECSC Summer Board meeting scheduled for June 2 – 5 at Wild Dunes was presented and discussed. Upon motion made by John Bloodworth, seconded by Tim Hopkins, motion carried, the following were authorized to attend: Joe Sharpe, Robert Entzminger, Kenny Miles, Allen Beer, John Bloodworth, Mitch Rabon, Tim Hopkins, John Roberts, and Keith Lewis.

Upon motion made by John Bloodworth, seconded by Tim Hopkins, motion carried, the board was declared in executive session to discuss personnel matters.

Upon motion made by Joe Sharpe, seconded by Tim Hopkins, motion carried, the board returned to its regular session.

There being no further business to come before the Board, upon motion made, seconded, and unanimously approved, the meeting was adjourned.

Signed: \_\_\_\_\_  
Peggy B. Jeffcoat, Secretary

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