

## REGULAR MEETING OF MEMBERS OF THE BOARD

August 23, 2021

A regular meeting of the members of the Board of Trustees of Fairfield Electric Cooperative, Inc., was held on Monday, August 23, 2021, 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
Donald Keith Lewis	John E. Roberts, III	Robert K. Miles
Michael Good		

Attorney Ken DuBose was present.

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

Upon motion made by Donald Keith Lewis, seconded by Robert Entzminger, motion carried, the minutes of the meeting held on July 26, 2021, were approved as presented.

Upon motion made by John E. Roberts, III, seconded by Cynthia Able, motion carried, 243 new consumers for the month of July were accepted as members of Fairfield Electric Cooperative, Inc.

A list of delinquent accounts totaling \$1,871.50 for the month of July was presented for consideration for write off as uncollectible. Upon motion made by Michael Good, seconded by Timothy L. Hopkins, 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 Robert K. Miles, seconded by John E. Roberts, III, motion carried, the following resolution was adopted:

The estates of 16 deceased members have requested the Board of Directors give consideration to approving the retirement of \$10,191.72 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 \$10,191.72 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.

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Bruce Bacon, Chief Executive Officer, reviewed and discussed the monthly financial reports.

Bruce Bacon reported Operation Round Up's board met Monday, August 16<sup>th</sup>, and made donations to needy families and to GRASP in Great Falls.

Bruce Bacon provided an update on security system activity for July.

Bruce Bacon reported the cooperative will be closed on Labor Day and stand-by personnel will be available to respond to any emergencies or power outages.

Bruce Bacon reminded everyone of the board meeting and board retreat at Wampee Conference Center on September 27 and 28.

Bruce Bacon reported the current OnBoard tablet software application is being phased out and that Boardpaq has been purchased by Board Effect. SEDC has partnered with Board Effect to retain historical data on tablets and to provide a smooth transition. Board Effect will cost \$8,000 annually. Board Effect's software will be budgeted and changed over in 2022 or earlier if any applications arise that will no longer be supported by Apple. Upon request of Timothy Hopkins, Bruce Bacon indicated he would look into other available software that may be more economical.

Bruce Bacon provided an update on Covid 19.

Bruce Bacon advised CFC will provide at no cost Strategic Planning consulting services at the Board Retreat to work with board and staff.

Bruce Bacon reported on upcoming ORS audit of Fairfield Electric Cooperative, Inc. All cooperatives in South Carolina will be audited by ORS.

Cynthia Able provided an overview of E-Sources Wage and Salary Plan study. After discussion upon motion made by Cynthia Able, seconded by John E. Roberts, III, motion carried, a 3 percent increase to mid-points was approved for wage and salary adjustments. The CEO and management staff will determine an individual's actual increase based on midpoints for each position and on an individual's performance evaluation on a merit basis.

Cynthia Able reviewed and discussed E-Sources Benefit Study and updated board members on the recent benefit committee meeting with Trey Boone. Upon motion made by Cynthia Able, seconded by Peggy D. Swearingen, motion carried, effective immediately Trey Boone of E-Sources was designated as the benefit consultant for the cooperative. It was discussed

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that Trey Boone is now the agent of record. It was also discussed that the Benefit Committee continue to meet with Trey Boone as to the possibility and desirability of hiring a Human Resources person to handle the functions of the benefits, updating handbooks, processing of new employees, modify full payment plan, etc. and the cost of contracting an outside person versus hiring another employee for Human Resources. The Directors Insurance was also discussed as to paying directors and their spouses for insurance benefits. Need to decide by the end of the year whether to provide Directors an insurance benefit package and who will participate in program. Also discussed was the per diem to be compensated for board members' attendance at events and committee meetings.

Keith Lewis reported on and discussed proposals from architectural groups as to the design of the building for the new Winnsboro Office facility at the same location. Bruce Bacon reported he received information from one architectural group and is waiting for information from other architectural groups. The committee will bring a recommendation to the board at a future date.

Derial Ogburn reported on the recent committee meeting for preliminary work to establish the 9 single member districts as approved in the bylaw revisions by the membership at the 2020 and 2021 Annual Meeting. After reviewing and discussing proposed maps, it was determined that the maps will need to be revised. It was discussed that the final maps for single member districts will need to be approved by December 2021. Mitch Rabon also discussed possible changes to the bylaws regarding the qualifications, requirements, eligibility and credentials to become a Trustee on the board. It was suggested that other Coops' bylaws be reviewed in this regard.

Bruce Bacon and Mitch Rabon provided updates on Central Electric's operations, the 10-year Evolution Plan, and granting Opt In or Opt Out options. Bruce Bacon provided an update on preliminary discussions with EnerVision. Bruce Bacon reported EnerVision continues to study and analyze the information FEC has provided them. Once this study is complete, EnerVision will provide an analysis for the board.

Derial Ogburn provided an update on The Electric Cooperatives of SC. He reported that The Electric Cooperatives of SC have lucrative salary increases possibly a 5% salary increase and hidden raises. He stated that nothing has changed as pertains to transparency and governance concerns and issues.

Robert Entzminger provided an update on CEEUS. He reported that the last meeting was virtual but he would like to meet one-on-one in person to discuss issues and concerns.

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John Roberts provided an update on the Trustee Association. Mr. Roberts reported that there is no change.

**Old Business:**

Timothy Hopkins reported a reproduction of Mr. Good's "Order of the Palmetto" award would be obtained from the Governor's Office and Mr. Good's picture would be displayed with the award.

**New Business:**

Timothy Hopkins reported that Elliott Davis is still reviewing the procurement procedure and will present their opinion once the review is complete.

Upon motion made by Peggy D. Swearingen, seconded by Timothy L. Hopkins, the board moved into executive session. At the conclusion of executive session, a motion was made by Timothy L. Hopkins, seconded by Cynthia Able, the Board came out of executive session.

After returning from Executive Session, a motion was made by Peggy D. Swearingen, seconded by Timothy L. Hopkins and approved unanimously that the completed ORS audit be given to Timothy Hopkins for review. Timothy Hopkins is Chairman of the Audit and Planning Committee.

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

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

Robert K. Miles, Secretary  
APPROVED

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