

TRI-COUNTY ELECTRIC COOPERATIVE, INC.

St. Matthews, South Carolina
Minutes of the Board of Trustees Meeting
January 27, 2022

Pursuant to due notice thereof, a regular meeting of the Board of Trustees of Tri-County Electric Cooperative, Inc. (hereinafter called the "Cooperative") was held on January 27, 2022 at the Headquarters Office in St. Matthews, South Carolina. In order to comply with the Centers for Disease Control and Prevention's guidance of social distancing due to the novel coronavirus (COVID-19) outbreaks, the meeting took place in the Auditorium.

The following trustees were present: Ida L. Dixon, Barbara F. Weston (by telephone), S. George Wilson, Gary F. Geiger, F. Joe Strickland, Jr., William Robinson (by telephone), James R. Dantzler, Willie Jeffries, and Jacqueline S. Shaw. Also present were Chad T. Lowder, CEO, John G. Felder, Sr., General Counsel, Frank Furtick, VP of Engineering and Operations, Michael Weeks, VP of Finance, and Cindy Sarratt, who recorded the minutes of the meeting. In addition, Wilford Thompson, VP of Member Services and Keith Scharf, VP of Safety and Loss Control attended. Finally, Matt Gilley and his associates of Great Co-ops, attended virtually to give a presentation.

CALL TO ORDER – INVOCATION

The meeting was called to order by President Barbara F. Weston at 6:00 p.m. Following the Call to Order, Ida Dixon gave the Invocation.

MEMBER COMMENT PERIOD

There were no members present or online during the Member Comment Period.

APPROVAL OF MINUTES OF BOARD MEETING OF December 16, 2021

On motion by Jackie Shaw, seconded by George Wilson, and carried, the minutes of the Board of Trustees Meeting of December 16, 2021 were approved.

REPORTS

SYSTEM SUMMARY REPORTS AND MONTHLY FINANCIAL STATEMENTS

The System Summary Reports and Monthly Financial Statements were not available due to the pending Annual Audit.

NEW MEMBER REPORT

The CEO reported that 70 new members made application for service in December 2021 and those new members are now actively receiving electric service from the Cooperative. Thereafter, on motion by William Robinson, seconded by Gary Geiger, and carried, the following resolution was approved:

RESOLVED, the applications of new members are hereby accepted and approved.

SAFETY REPORT

The CEO reported that there were no lost time accidents, no hours lost, no OSHA recordable accidents, no employee injuries, no vehicle accidents, no consumer damage claims, and no miscellaneous accidents filed in December 2021.

REPORT OF AUDIT COMMITTEE

Barbara Weston reported that the Audit Committee met on January 27, 2022 at 5:30 p.m. and reviewed expense accounts and credit card invoices for all board members, the CEO, and the Attorney for October, November, and December 2021. All accounts were found to be in order and were approved by the Audit Committee.

UPDATES

CENTRAL UPDATE

The CEO reported that the meeting summary for the January 18-19, 2022 meetings was posted on BoardPaq. Central is offering two area meetings for Trustees and Cooperative staff members; February 10th in Greenville and February 11th in Charleston. The vote on power supply will be a super majority vote, not just a simple majority.

STATEWIDE UPDATE

Chad Lowder informed the board that a letter from the Office of Regulatory Staff stating that the Cooperative is in compliance with Act 56 is posted on BoardPaq. Black River Electric Cooperative won our division of the President's Safety Contest. The pages for the *South Carolina Living* magazine are posted on BoardPaq. Due to the uptick in COVID cases, Statewide is having virtual meetings. By request of the legislature, the Legislative Reception has been cancelled due to the uptick in COVID cases.

OLD BUSINESS

ECONOMIC DEVELOPMENT UPDATE

Chad Lowder gave a presentation on the active economic development projects.

FIBER TO THE HOME PROJECT UPDATE

Chad Lowder gave a fiber project update. Also, Mr. Lowder reported that 30-35 members attended the streaming seminar on Tuesday in Hopkins.

MONTHLY OUTAGE REPORT

Frank Furtick gave a monthly outage report.

NEW BUSINESS

GREAT CO-OPS WEBX PRESENTATION-MATT GILLEY

Matt Gilley joined the meeting via WebX and introduced his Team members that will be working with the board and senior staff on the Governance Self-Assessment Process, the CEO Evaluation and Compensation Process, and the Strategic Planning Process. Mr. Gilley then went into more detail about each element.

RESOLUTION-POWERXCHANGE ATTENDANCE

On motion by Gary Geiger, seconded by Willie Jeffries, and carried, the following resolution was approved:

WHEREAS, the Cooperative Trustees are encouraged to attend and represent the Cooperative at regional, national, and statewide meetings;

AND WHEREAS, the following Trustees have requested permission to attend the 2022 NRECA PowerXchange Conference in Nashville, TN March 4-9, 2022: Barbara Weston, Ida Dixon, George Wilson, Willie Jeffries, Jim Dantzler, Joe Strickland, Gary Geiger, and Jackie Shaw (online);

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2022 NRECA PowerXchange Conference.

LEGISLATIVE APPRECIATION RECEPTION

Chad Lowder announced that, at the request of the legislature, the Legislative Appreciation Reception was cancelled due to the uptick in COVID cases.

NRECA DIRECTORS CONFERENCE

Mr. Lowder announced that information about the NRECA Directors Conference is posted on BoardPaq. Trustees wanting to attend should get in touch with Cindy Sarratt.

CONFLICT OF INTEREST

The Trustees were given the Annual Conflict of Interest Certification to complete and submit.

APPOINTMENT OF TRUSTEES TO CENTRAL ELECTRIC

The consensus of the board was for Chad Lowder and Barbara Weston to continue as Trustees to the board of Central Electric Power Cooperative and attend the Central Electric Cooperative Annual Meeting.

CEO COMMENTS

The CEO introduced the following new staff members: Wilford Thompson, VP of Member Services, and Keith Scharf, VP of Safety and Loss Control. VP of Human Resources, Kristen Zeiger, was not in attendance.

NEW BILL FORMAT

Chad Lowder presented the new bill format to the board, which shows a breakout of all the components. After much discussion, Michael Weeks will inquire about putting a definition block on the back of the bill. In addition, a full explanation of the new bill design will appear in the *South Carolina Living* magazine.

EXECUTIVE SESSION

On motion by Willie Jeffries, seconded by Gary Geiger, and carried, the board entered executive session to receive legal advice. Then, on motion by Gary Geiger, seconded by Willie Jeffries, and carried, the board returned to regular session after having taken no action in executive session.

ADJOURNMENT

On motion by Gary Geiger, seconded by Willie Jeffries, and carried, the board adjourned at 9:00 p.m.

Jacqueline S. Shaw, Secretary

APPROVED:

Barbara F. Weston, President