

## **TRI-COUNTY ELECTRIC COOPERATIVE, INC.**

St. Matthews, South Carolina

Minutes of the Board of Trustees Meeting

February 22, 2024

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 25, 2024 in the Boardroom at the Headquarters Office in St. Matthews, South Carolina.

The following trustees were present: Barbara Weston, Ida L. Dixon, S. George Wilson, Gary F. Geiger, William Robinson, James R. Dantzler, Willie Jeffries, Joe Strickland, and Jacqueline S. Shaw. Also present were Chad T. Lowder, CEO, John Felder, General Council, Keith Scharf, VP of Safety and Loss Control, Wilford Thompson, VP of Member Services, Tina Turnage, VP of Finance, Michael Weeks, Consultant, and Kristen Zeigler, VP of Human Resources, who recorded the minutes of the meeting in the absence of Cindy Sarratt.

### **CALL TO ORDER – INVOCATION**

President Barbara Weston called the meeting to order at 2:00 p.m. Following the Call to Order, Willie Jeffries 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 JANUARY 25, 2024**

On motion by William Robinson, seconded by Jim Dantzler, and carried, the minutes of the Regular Monthly Board of Trustees Meeting of January 25, 2024 were approved.

### **REPORTS**

#### **FINANCIAL REPORTS**

The System Summary Reports and Monthly Financial Statements were unavailable due to the pending annual audit.

#### **NEW MEMBER REPORT**

The CEO reported that 87 new members made application for service in January 2024. Those members are now actively receiving electric service from the Cooperative. On motion by Gary Geiger, seconded by Joe Strickland and carried, the following resolution was passed:

RESOLVED, that the application of new members is hereby accepted and approved.

There were 130 Final Bills sent out for the month of January. Those members are no longer receiving electric service from the Cooperative.

### **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, and no Miscellaneous accidents reported in January 2024. One Consumer Damage Claim was filed regarding some yard damage.

### **BOARD COMMITTEE REPORTS**

#### **AUDIT COMMITTEE**

The Audit Committee met on February 22, 2024 to review expense accounts for January 2023. All accounts were found to be in order and the report of the Audit Committee was accepted.

#### **ECONOMIC DEVELOPMENT COMMITTEE**

The CEO gave the Economic Development Committee report in the Economic Development Update in Old Business.

#### **CEO COMPENSATION AND BENEFITS COMMITTEE**

Jim Dantzler reported that the Committee will meet following the board meeting to review the 2024 goals.

#### **ETHICS AND GOVERNANCE COMMITTEE**

No report.

#### **POLICY AND BYLAWS COMMITTEE**

The CEO reported that some minor revisions have been proposed to the Dress Code Policy. Committee Chairman, William Robinson, suggested that the revisions be emailed to the Committee for their review.

### **ORGANIZATIONAL UPDATES**

#### **CENTRAL UPDATE**

#### **EXECUTIVE SESSION**

On motion by Gary Geiger, seconded by William Robinson, and carried, the board entered executive session to receive a confidential Central Update. Then, on motion by Gary Geiger, seconded by William Robinson, and carried, the board returned to regular session after having taken no action in executive session.

#### **STATEWIDE UPDATE**

Mr. Lowder reported that the Legislative Appreciation Luncheon at the Statehouse was a big success and was well attended. If Statewide holds the event in the same way next year, co-op staff and employees were asked to plan to stay until 2:00 p.m. to greet latecomers.

Mr. Lowder then reported on pending legislation.

Board members planning to attend the NRECA Legislation Conference in Washington were asked to notify Mr. Lowder today.

The Statewide Board of Trustees will be voting on the new multi-purpose center for training and education in April.

### **OLD BUSINESS**

#### **ECONOMIC DEVELOPMENT UPDATE**

Mr. Lowder gave an update of Project Supernova and other active economic development projects.

#### **FIBER TO THE HOME PROJECT UPDATE**

Mr. Lowder gave a Fiber to the Home Project Update and stated that the Annual Audit Report and up-to-date financials will be given at the March board meeting. There will be a TriCoLink Board Meeting at the conclusion of the Tri-County Electric Cooperative Board Meeting.

### **NEW BUSINESS**

#### **BAD DEBT WRITE-OFFS FOR 2023**

On motion by Gary Geiger, seconded by Willie Jeffries, and carried, bad debts in the amount of \$73,414 were written off for 2023.

#### **RESOLUTION – BOARD ATTENDANCE AT THE NRECA DIRECTORS CONFERENCE**

On motion by Jim Dantzler, seconded by Gary Geiger, 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.

WHEREAS, the following Trustees have requested permission to attend the 2024 NRECA Directors Conference in Nashville, TN April 6-9: Ida Dixon, Willie Jeffries, George Wilson, Gary Geiger, and Joe Strickland.

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2024 NRECA Directors Conference in Nashville, TN.

#### **RESOLUTION – BOARD ATTENDANCE AT THE NRECA LEGISLATIVE CONFERENCE**

On motion by Gary Geiger, seconded by George Wilson, 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.

WHEREAS, the following Trustees have requested permission to attend the 2024 NRECA Legislative Conference in Washington, DC April 21-23: Barbara Weston, Ida Dixon, George Wilson, and Willie Jeffries.

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the Trustees' request to attend the 2024 NRECA Legislative Conference in Washington, DC.

**RESOLUTION – BOARD ATTENDANCE AT THE SC TRUSTEE ASSOCIATION CONFERENCE**

On motion by Gary Geiger, seconded by Jackie Shaw, 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.

WHEREAS, the following Trustees have requested permission to attend the 2024 SC Trustee Association Conference in Charleston, SC May 13-15: Ida Dixon, Willie Jeffries, George Wilson, Jacqueline Shaw, Barbara Weston, Joe Strickland, Gary Geiger, and William Robinson.

**2024 TRUSTEE CONFLICT OF INTEREST DISCLOSURE STATEMENTS**

Mr. Lowder requested that each Trustee complete the annual Conflict of Interest and Disclosure Statement.

**RESOLUTION-APPROVAL TO SELL SURPLUS PROPERTIES**

On motion by Gary Geiger, seconded by Jim Dantzler, and carried, the following resolutions were approved:

**Branham Branch Property**

Resolved: That the Cooperative approves the sale of property located in Lexington County, South Carolina bearing TMS#012200-04-035 containing approximately 5.1 acres, more or less, on Branham Branch Road to Roger L. Henry or his assigns for the amount of \$30,000.00.

Resolved: That Chad T. Lowder, CEO is authorized to sign all documents on behalf of the Cooperative to effectuate the sale.

We further certify that the Cooperative is duly organized and existing and has the power to take the action called for by the foregoing resolution.

#### Santee Lumber Road

Resolved: That the Cooperative approves the sale of property located in Orangeburg County, South Carolina bearing TMS#0323-00-03-042.000 containing approximately 6.75 acres, more or less, on Resort Road to Clarence E. Ball, Jr. or his assigns for the amount of \$50,000.00.

Resolved: That Chad T. Lowder, CEO is authorized to sign all documents on behalf of the Cooperative to effectuate the sale.

We further certify that the Cooperative is duly organized and existing and has the power to take the action called for by the foregoing resolution.

#### Old St. Matthews Substation Site

Resolved: That the Cooperative approves the sale of property located in Calhoun County, South Carolina bearing TMS#127-00-02-019 containing approximately .8 acres, more or less, on Longview Road to Monty Rast or his assigns for the amount of \$3,500.

Resolved: That Chad T. Lowder, CEO is authorized to sign all documents on behalf of the Cooperative to effectuate the sale.

We further certify that the Cooperative is duly organized and existing and has the power to take the action called for by the foregoing resolution.

#### CEO COMMENTS

##### CEEUS TRADE SHOW

The CEO reminded the board of the CEEUS Trade Show on Wednesday, March 27, 2024. Jim Dantzler and William Robinson stated that they will attend.

##### AMI Project Update

Mr. Lowder updated the board on the AMI Project. The vendor will be selected soon.

##### March Board Meeting

Mr. Lowder suggested that the March Board Meeting be scheduled for 11:00. Jason Peacock will present the Annual Audit Review. We will then break for lunch and continue the board meeting at 1:00, which will be followed by a TriCoLink board meeting.

**EXECUTIVE SESSION**

On motion by Joe Strickland, seconded by Jackie Shaw, and carried, the board entered executive session to receive legal advice. Then, on motion by Jim Dantzler, seconded by Willie Jeffries, and carried, the board returned to regular session after having taken no action in executive session.

**ADJOURNMENT**

There being no further business, on motion by William Robinson, seconded by Joe Strickland, and carried, the meeting adjourned at 4:00 p.m.

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Jacqueline S. Shaw, Secretary

Approved:

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Barbara F. Weston, President