

TRI-COUNTY ELECTRIC COOPERATIVE, INC.

St. Matthews, South Carolina
Minutes of the Board of Trustees Meeting
April 27, 2023

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 April 27, 2023 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, Frank Furtick, VP of Engineering and Operations, Michael Weeks, VP of Finance and Administration, Keith Scharf, VP of Safety and Loss Control, Kristen Zeigler, VP of Human Resources, Wilford Thompson, VP of Member Services, and Cindy Sarratt, who recorded the minutes of the meeting

CALL TO ORDER – INVOCATION

President Barbara Weston called the meeting to order at 2:00 p.m. Following the Call to Order, John Felder 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 March 23, 2023

On motion by George Wilson, seconded by Jackie Shaw, and carried, the minutes of the Board of Trustees Meeting of March 23, 2023 were approved.

REPORTS

FINANCIAL REPORTS

The Financial Reports were approved as presented by the CEO.

NEW MEMBER REPORT

The CEO reported that 109 new members made application for service in March 2023 and 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 146 Final Bills sent out for the month of February. 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 Consumer Damage Claims, and no Miscellaneous Accidents reported in March 2023. One vehicle accident was reported after the right-of-way supervisor's vehicle was struck by a vehicle that ran a stop sign and left the scene. There were no injuries. Mr. Lowder presented a Five-Year Safety Performance graph.

BOARD COMMITTEE REPORTS

AUDIT COMMITTEE

Barbara Weston reported that the Audit Committee met at 1:30 p.m. on April 27, 2023 to review expense accounts for March 2023. All accounts were found to be in order and the report of the Audit Committee was accepted.

ECONOMIC DEVELOPMENT COMMITTEE

No report.

CEO COMPENSATION AND BENEFITS REVIEW COMMITTEE

Jim Dantzler scheduled a meeting for 2:00 p.m. on May 16, 2023.

ETHICS AND GOVERNANCE COMMITTEE

No report.

POLICY AND BYLAWS COMMITTEE

William Robinson scheduled a meeting for 1:00 p.m. on May 16, 2023.

UPDATES

CENTRAL UPDATE

The CEO reported that at a Special Called Board Meeting, the Central board approved the Santa Rosa PPA. He also announced the Santee Cooper board appointments.

STATEWIDE UPDATE

Mr. Lowder reported that Statewide has provided some alternative language to two bills introduced regarding the ORS review process. The Lineworker's Rodeo was very successful. Statewide requested that Coach Willie Jeffries attend and represent the cooperatives at a Bridge Pac Event for Congressman Clyburn in Charleston May 26-28, 2023. Mr. Lowder then gave the CEEUS market update and discussed the lead time for equipment orders. Also, CEEUS is expanding into Virginia, Maryland, and Delaware.

OLD BUSINESS

ECONOMIC DEVELOPMENT UPDATE

The CEO reported that we have had a lot of inquiries in the last two weeks with industrial prospects. One project in particular looks very promising and we are supposed to know something in May.

FIBER TO THE HOME PROJECT UPDATE

Mr. Lowder gave an update on the Fiber Project and presented the revised Organization Chart for TriCoLink.

MONTHLY OUTAGE REPORT

Chad Lowder gave the outage report for April.

NEW BUSINESS

RATIFICATION OF EXECUTIVE COMMITTEE ACTIONS

Chad Lowder reported that the Executive Committee met at 2:00 p.m. on April 12, 2023 to vote to approve the new CFC Loan for utility construction and to approved Trustee attendance at the NRECA Legislative Conference.

On motion by Gary Geiger, seconded by Jackie Shaw, and carried, the Board of Trustees Ratified the following Resolutions:

Resolution-Approval of CFC Loan Package

RESOLVED, that the Cooperative borrow from National Rural Utilities Cooperative Finance Corporation (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 \$25,000,000.00, as set forth in the loan agreement with CFC governing such loan, substantially in the form of the loan agreement presented to this meeting (the "Loan Agreement"); and

RESOLVED, that the proceeds of this be used for the purpose set forth in the Loan Agreement; and

RESOLVED, that the Cooperative establish a line of credit and authorize borrowing from CFC in an amount which shall not at any one time exceed \$10,000,000.00 (the "Line of Credit Amount"), subject to the provisions of the Line of Credit Agreement substantially in the form submitted to this meeting (the "Line of Credit Agreement"); and,

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

- a) the Loan Agreement;
- b) one or more secured promissory notes payable to the order of CFC, which in the aggregate shall not exceed the principal amount of \$25,000,000.00, substantially in the form of the note presented to this meeting;
- c) the Line of Credit Agreement; and
- d) if required by CFC, a mortgage and security agreement with CFC as mortgagee, for purposes of securing the loan provided for herein, substantially in the form of the mortgage presented to this meeting.

RESOLVED, each of the following individuals is hereby authorized in the name and on behalf of the Cooperative to negotiate, to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Loan Agreement, as such individual may deem appropriate within the amount of the promissory notes so authorized and said Line of Credit Agreement as such individual may deem appropriate within the within the Line of Credit Amount and so authorized 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 resolutions.

<u>Office or Title</u>	<u>Name (typed or printed)</u>
CEO	Chad T. Lowder
VP of Finance and Administration	Michael Weeks

Resolution-Approval of Trustee Attendance at NRECA Legislative Conference

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 2023 NRECA Legislative Conference in Washington, D. C. April 16-18, 2023: Ida Dixon, George Wilson, Willie Jeffries, and Gary Geiger;

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2023 NRECA Legislative Conference.

APPROVAL OF ANNUAL BOARD EXPENSE DISCLOSURE

On motion by George Wilson, seconded by Gary Geiger, and carried, the Annual Board Expense Disclosure Form was approved and will be posted on the website by May 15, 2023, as is required by ORS.

RESOLUTION-TRUSTEE ATTENDANCE AT TRUSTEE ASSOCIATION CONFERENCE

On motion by Gary Geiger, seconded by Joe Strickland, 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 2023 Trustee Association Conference in Charleston, S. C. May 1-3, 2023: Barbara Weston, Ida Dixon, Jacqueline Shaw, Gary Geiger, George Wilson, Willie Jeffries, William Robinson, Jim Dantzler, and Joe Strickland;

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2023 Trustee Association Conference.

REPORT OF NRECA LEGISLATIVE CONFERENCE

Those attending reported that the Legislative Conference in Washington was well attended. Modular Reactors was one of the topics discussed.

PROJECTED WPCA

Following a thorough explanation, Mr. Lowder announced that the WPCA will increase from \$0.02 to \$0.025 effective May 1, 2023.

CEO COMMENTS

ORGANIZATION CHART

Mr. Lowder reviewed the revised organization chart. Interviews will be conducted soon for a replacement for the Vice President of Finance and Administration.

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 Joe Strickland, seconded by Gary Geiger, and carried, the board returned to regular session after having taken no action in executive session.

MEETINGS IN MAY

The following meeting dates and times were scheduled in May:

Bylaws & Policies Com. Mtg.	Tues., May 16	1:00 p.m.
CEO Comp & Benefits Com. Mtg.	Tues., May 16	2:00 p.m.
iPad Training	Thurs., May 25	1:30 p.m.
Audit Com. Mtg.	Thurs., May 25	2:30 p.m.
TCEC Board Meeting	Thurs., May 25	3:00 p.m.
TriCoLink Board Meeting	Thurs., May 25	4:00 p.m.

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ADJOURNMENT

There being no further business, on motion by Gary Geiger, seconded by Jackie Shaw, and carried, the meeting adjourned at 3:42 p.m.

Approved:

Jacqueline S. Shaw, Secretary

Barbara F. Weston, President