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

St. Matthews, South Carolina

Minutes of the Board of Trustees Meeting

July 25, 2019

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 July 25, 2019 at the Cooperative’s headquarters office in St. Matthews, South Carolina following a meeting of the Audit Committee at 4:00 p.m. and a presentation by Representatives from CoBank at 5:00 p.m.

The following trustees were present: Ida L. Dixon, Barbara F. Weston, S. George Wilson, Gary F. Geiger, F. Joe Strickland, Jr., Willie E. Jeffries (by telephone), William Robinson, James R. Dantzler, and Jacqueline S. Shaw, these being all of the trustees of the Cooperative. Also present were Chad T. Lowder, CEO, John G. Felder, Sr., General Counsel, Frank Furtick, COO, Michael Weeks, CAO, and Cindy Sarratt, who recorded the minutes of the meeting.

**CALL TO ORDER – INVOCATION**

The meeting was called to order by President Barbara F. Weston. Following the Call to Order, Gary Geiger gave the Invocation.

**MEMBER COMMENT PERIOD**

Three Cooperative members attended the board meeting to observe. No Cooperative members attended the meeting to address the board.

**APPROVAL OF MINUTES OF BOARD MEETING**

On a motion by William Robinson, seconded by Jim Dantzler, and carried, the minutes of the June 27, 2019 Board meeting were approved.

**REPORTS**

**SYSTEM SUMMARY REPORT**

The System Summary Report was accepted as presented by the CEO.

**MONTHLY FINANCIAL STATEMENT**

Chad Lowder, CEO, presented the June Financial Statement.

**NEW MEMBER REPORT**

The CEO reported that 98 new members for June 2019 made application for service and those new members are now actively receiving electric service from the Cooperative.

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Thereafter, on motion by Joe Strickland, 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, and no employee injuries reported in June 2019. The CEO then gave an explanation of two minor vehicle incidents, a consumer damage claim, and a miscellaneous incident.

**UPDATES**

**CENTRAL UPDATE**

The July Central Board Meeting Summary Report was posted on BoardPaq. The CEO then reported that Santee Cooper has announced that Mark Bonsall is the new Santee Cooper CEO. Also, the Department of Administration has requested $15 million to hire a consultant to move forward with the Santee Cooper study to either sell, reform, or manage Santee Cooper. Santee Cooper will pay the fee. Central will have to pay their share, according to our contract. DOA’s final report will be at the beginning of 2020.

In other Central business, the CEO reported that Marlboro has informed the Central board that they want to buy out of Central.

**STATEWIDE UPDATE**

The CEO reported that Central, on behalf of the Co-ops, has filed a countersuit against Santee Cooper. Depositions are being taken now. Unless the suit is dropped, the hearing will probably take place in April 2020.

In other Statewide business, the CEO announced the candidates for the South Carolina Representative to the Board of NRECA. The candidates are Wayne Dewitt, Norris Fowler, Mendel Stone, James Stroman, and Dr. Earl Bostick, Sr. The Representative will be selected by vote at an August 1, 2019 Statewide board meeting. On Motion by William Robinson, seconded by Jackie Shaw, and carried, further discussion of the candidates will be done in executive session.

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**OLD BUSINESS**

None.

**NEW BUSINESS**

**DISCUSSION OF STRATEGIC PLANNING MEETING**

The CEO presented a Draft Agenda of the Strategic Planning Meeting scheduled for September 9-10, 2019. The Board was sent a Survey to complete in preparation for the Meeting. The CEO invited the Board to share any other ideas they may have for the Meeting.

**REPORT OF CFC FORUM**

Chad Lowder reported that he attended the CFC Forum July 1-5, 2019 and that he and Chris Koon presented the Tri-County Story at a Breakout Session. William Robinson commented that he received feedback from some people that attended the Breakout Session. They gave exemplary glowing comments of Mr. Lowder and the presentation he gave.

**“EQUITABLE SOLUTIONS TO RURAL ENERGY BURDENS” – A CAPITOL HILL BRIEFING**

The CEO reported that he participated in a Capitol Hill Briefing in Washington, D.C. on Tuesday, July 16, 2019 and gave Testimony on Energy Efficiency. He and the other presenters talked about the U. S. Department of Agriculture’s Rural Energy Savings Program that Congress passed in the Farm Bill in 2018, providing $100 million in 2019 for co-ops to offer no-interest or low-interest loans to their members to improve the energy efficiency of their homes.

**ACRE/ECHO DISCUSSION**

Chad Lowder informed the board about the PAC organizations, ACRE and ECHO, and announced that the Cooperative will have a promotional breakfast for the employees on August 7th to explain the importance of the organizations to cooperatives. The board is also welcome to join both organizations. The deadline to join this year is the end of August.

**APPOINTMENT OF NOMINATING COMMITTEE**

On motion by Jim Dantzler, seconded by Willie Jeffries, and carried, the following people were appointed to the Nominating Committee: Melvin White, Ronnie Clarkson, Gilbert Strock, Mark Smith, Fred Stabler, Betty Campbell, and Alma Fuller-Ravenell. Barbara Weston, William Robinson, and Jackie Shaw abstained from voting.

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**APPOINTMENT OF CREDENTIALS AND ELECTION COMMITTEE**

On motion by George Wilson, seconded by Gary Geiger, and carried, the following people were appointed to the Credentials and Election Committee: Bonnie Martin, E. C. Nelson, and Beatrice Sumter. Other people selected by the board to serve on this Committee will be appointed at the August board meeting. Barbara Weston, William Robinson, and Jackie Shaw abstained from voting.

**REPORT OF AUDIT COMMITTEE**

William Robinson reported that the Audit Committee met at 4:00 p.m. and reviewed invoices, expense accounts, and credit card invoices for all board members, the CEO, and the Attorney for the period of April 1, 2019 through June 30, 2019. No errors were found in the review. On motion by Jim Dantzler, seconded by Joe Strickland, and carried, the Report of the Audit Committee was accepted.

**EXECUTIVE SESSION**

On motion by William Robinson, seconded by Gary Geiger, and carried, the board went into executive session to discuss candidates for the NRECA board from South Carolina, Personnel matters, and receive legal advice. Attorney Aaron Christensen met with the board in executive session. Then on motion by Jim Dantzler, seconded by Gary Geiger, 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 Jim Dantzler, seconded by Gary Geiger, and carried, the meeting adjourned at 9:30 p.m.

S. *Jacqueline S. Shaw\_\_\_\_\_\_\_\_\_*

Jacqueline S. Shaw, Secretary

APPROVED:

S. *Barbara F. Weston\_\_\_\_\_\_\_\_\_*

Barbara F. Weston, President