

TRI-COUNTY ELECTRIC COOPERATIVE, INC.

St. Matthews, South Carolina
Minutes of the Board of Trustees Meeting
November 21, 2020

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 November 21, 2020 at the Cooperative's 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, S. George Wilson, Gary F. Geiger, F. Joe Strickland, Jr., Willie E. Jeffries, 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, 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 at 11:00 a.m. Following the Call to Order, Jim Dantzler gave the Invocation.

MEMBER COMMENT PERIOD

There were no members present during the Member Comment Period.

APPROVAL OF MINUTES OF BOARD MEETING OF October 22, 2020

On motion by Gary Geiger, seconded by Joe Strickland and carried, the minutes of the Board of Trustees Meeting of October 22, 2020 were approved.

REPORTS

SYSTEM SUMMARY REPORTS

The System Summary Reports were approved as presented by the CEO.

MONTHLY FINANCIAL STATEMENTS

The Monthly Financial Statements were approved as presented by the CEO.

NEW MEMBER REPORT

The CEO reported that from September 1, 2020 through September 30, 2020 91 new members made application for service and those new members are now actively receiving electric service from the Cooperative. Also, from November 1, 2020 through November 20, 2020 78 new members made application for service and those new members are now actively receiving electric service from the Cooperative. Thereafter, on motion by Gary Geiger, seconded by Jim Dantzler, and carried, the following resolution was approved:

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

TCEC

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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 October 2020. The CEO explained a vehicle backing accident and a consumer damage backing incident.

REPORT OF AUDIT COMMITTEE

Barbara Weston reported that the Committee met on November 20, 2020 and reviewed the expense reports and credit card invoices for the Board, CEO, and Attorney for the period October 1-31, 2020. All accounts were approved by the Audit Committee.

UPDATES

CENTRAL UPDATE

The CEO requested that the board go into executive session to receive a confidential Central Update. On motion by William Robinson, seconded by Joe Strickland, and carried, the board entered executive session. Then, on motion by Willie Jeffries, seconded by Jackie Shaw, and carried, the board returned to regular session after having no action in executive session.

STATEWIDE UPDATE

On motion by William Robinson, seconded by Jackie Shaw, and carried, the board voted to renew membership in the Statewide Association for 2021 and selected to receive eleven issues of the monthly magazine.

OLD BUSINESS

TRICO GLOBAL INDUSTRIAL SITE UPDATE

Mr. Lowder reported that 5 projects are looking at the site. The natural gas will be installed in March. In addition, he reported that projects are showing interest in the Calhoun County, Jafsa, and Matthews Industrial Parks.

RICHLAND DISTRICT OFFICE REMODEL STATUS

Mr. Lowder reported that the remodeling of the Richland District Office has been completed.

FIBER TO THE HOME PROJECT UPDATE

Mr. Lowder reported that Phase I Make Ready Engineering is complete, 6 census blocks of RDOF money has been awarded, and the VISP POP has been pulled into the St. Matthews office.

REPRESENTATION LETTERS FOR 2020 AUDIT OF TCEC AND TCET

On motion by Gary Geiger, seconded by Joe Strickland, and carried, the Representation Letters for the 2020 Audit of the Tri-County Electric Cooperative, Inc. and Tri-County Electric Trust were approved.

RESOLUTION – AMENDMENT OF 401(k) and R&S Plan

On motion by William Robinson, seconded by Willie Jeffries, and carried, the following resolution was approved:

WHEREAS, Tri-County Electric Cooperative, Inc. is participating in the NRECA sponsored defined contribution plan, the 401(k) Pension Plan (the “401(k) Plan”), and the defined benefit plan, the Retirement Security Plan (the “RS Plan”), and;

WHEREAS, The Board of Trustees of Tri-County Electric Cooperative, Inc. (“the Board”) now desires to amend these plans pursuant to Section 18.02 of the RS Plan and Section 18.2 of the 401(k) Plan documents and does hereby authorize the amendment effective January 1, 2021, by executing the appropriate Adoption Agreements;

BE IT RESOLVED, that the amendment to the RS Plan and the 401(k) Plan is as follows:

Excluded Class of Employees

Employees of any current or future subsidiaries the Cooperative may form or acquire.

All other provisions Plans shall remain unchanged.

BE IT FURTHER RESOLVED, that the Board does hereby authorize and direct Chad Lowder, the CEO, to execute all necessary documents and to take any and all further actions necessary to carry out the intentions of the Board as indicated in this resolution.

RESOLUTION APPROVING AGREEMENTS WITH TRICOLINK

WHEREAS, TriCoLink, Inc. (“TriCoLink”) is a wholly-owned subsidiary of Tri-County Electric Cooperative, Inc. (“Tri-County”), formed on June 15, 2020 to provide broadband and other related services to Tri-County’s members and others upon request, in the parts of Tri-County’s service area and legally authorized surrounding areas where fiber optic capability is available; and

WHEREAS, to provide broadband and other related services, TriCoLink will lease all of the fiber optic network and fiber strands owned by Tri-County; and

WHEREAS, Tri-County has the facilities, staff, and expertise to provide support services for TriCoLink and TriCoLink wishes to contract for various management, supervision, financial, accounting, investment, procurement, payroll, employee benefits, human resources, and communications services, to be provided by Tri-County; and

WHEREAS, the Board desires to enter into various agreements to establish, define, and document the business relationship and assign the various obligations and responsibilities between Tri-County and TriCoLink, in compliance with the provisions of *South Carolina Act No. 175 of 2020* (Broadband Accessibility Act); and

WHEREAS, Tri-County Staff, with the assistance of legal counsel, has prepared drafts of a (1) Fiber Optic Leasing Agreement, (2) Contract for Services, and (3) Premises Lease Agreement, to comply with the requirements of the *South Carolina Act No. 175 of 2020* (Broadband Accessibility Act) and these draft agreements have been presented to the Board for review and approval.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF TRI-COUNTY ELECTRIC COOPERATIVE, INC. AS FOLLOWS:

The Board of Trustees of Tri-County Electric Cooperative, Inc. hereby approves and authorizes the Board Chair to execute, the (1) Fiber Optic Leasing Agreement, (2) Contract for Services, and (3) Premises Lease Agreement, with TriCoLink, Inc.

The Board of Trustees of Tri-County Electric Cooperative, Inc. hereby authorizes the Board Chair to execute any modifications or amendments to the (1) Fiber Optic Leasing Agreement, (2) Contract For Services, and (3) Premises Lease Agreement, with TriCoLink, Inc., which are necessary or recommended to comply with the provisions of South Carolina Act No. 175 of 2020 (Broadband Accessibility Act).

APPROVAL OF CAPITAL CREDITS GENERAL RETIREMENT

On motion by Jim Dantzler, seconded by William Robinson, and carried, Capital Credits in the amount of \$900,000 were approved to be paid out to the members, which would retire Capital Credits for all of 1997 and half of 1998.

CEO COMMENTS

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

RECESS

On motion by Gary Geiger, seconded by Willie Jeffries, and carried, the board recessed the board meeting and will reconvene following the Annual Meeting Business Meeting in order to elect officers for 2021.

ELECTION OF OFFICERS

Following the Annual Meeting Business Meeting, the board meeting reconvened for the election of officers for 2021.

The following officers were elected by secret written ballot:

President	-	Barbara F. Weston
Vice-President	-	Ida L. Dixon
Secretary	-	Jacqueline S. Shaw
Treasurer	-	Gary F. Geiger

The Trustees were sworn in and the officers were elected pursuant to policies.

ADJOURNMENT

There being no further business, on motion by Joe Strickland, seconded by Willie Jeffries, and carried, the meeting adjourned at 3:20 p.m.

Jacqueline S. Shaw, Secretary

APPROVED:

Barbara F. Weston, President