

TRI-COUNTY ELECTRIC COOPERATIVE, INC.

St. Matthews, South Carolina
Minutes of the Board of Trustees Meeting
March 28, 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 March 28, 2019, following an annual audit and Form 990 review with an independent auditor at 5:00 p.m. at the Cooperative's headquarters office in St. Matthews, South Carolina.

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

CALL TO ORDER – INVOCATION

The meeting was called to order at 6:35 p.m. by President Barbara F. Weston. Following the Call to Order, Willie Jeffries gave the Invocation.

MEMBER COMMENT PERIOD

Three Cooperative members attended to observe the Board of Trustees meeting. Two of those members addressed the board. The first member addressed the board with a billing issue. The second member wanted to know how to view board meeting minutes and wanted to know the corrective measures taken by the new board to prevent the problems the Cooperative faced last year from occurring again.

APPROVAL OF MINUTES OF BOARD MEETING

On a motion by William Robinson, seconded by Jacqueline Shaw, and carried, the minutes of the February 28, 2019 Board meeting were approved.

ANNUAL AUDIT AND FORM 990 REVIEW AND APPROVAL

Immediately prior to the board meeting, the board received a detailed explanation of the Annual Audit and IRS Form 990 that was performed by the Independent Accounting Firm of McNair, McLemore, Middlebrooks & Co., LLC. On motion by Gary Geiger, seconded by James Dantzler, and carried, the Annual Audit was approved as presented.

REPORTS

SYSTEM SUMMARY REPORT

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

YEAR END, JANUARY, AND FEBRUARY FINANCIAL STATEMENTS

Michael Weeks, CAE, presented the Audited Year End, January, and February Financial Statements.

NEW MEMBER REPORT

The CEO reported that 103 new members for February 2019 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 Joe Strickland, and carried, the following resolution was approved:

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

SAFETY REPORT

Mr. Lowder presented the Safety Report indicating there had been no Lost Time Accidents, no OSHA Recordable accidents, no employee injuries, and no vehicle accidents. One consumer damage claim was filed as a result of a contract right-of-way crew putting ruts in a yard. One miscellaneous incident was reported following the discovery by a consumer that a line had fallen into a creek, resulting in a high electric bill.

QUARTERLY OPERATION ROUND UP REPORT

Mr. Lowder presented a report of the grants awarded at the Operation Round Up board meeting on March 7, 2019.

UPDATES

CENTRAL UPDATE

Mr. Lowder reported that the Central Electric Cooperative Annual Meeting was held on March 20, 2019. Mr. Lowder and Barbara Weston were voted in as the Delegates representing Tri-County Electric Cooperative on the Central Board. Committee appointments were announced. The biggest topic of discussion was Santee Cooper.

STATEWIDE UPDATE

Mr. Lowder reported that Statewide will have a board meeting in April. Santee Cooper is the biggest topic of discussion. Statewide is hosting a fundraising breakfast for Senator Lindsey Graham on May 13, 2019 and has asked for donations to "Team Graham". Anyone wishing to make a personal donation to Senator Lindsey Graham should send their checks to Mr. Lowder to be forwarded to Statewide and delivered to Senator Graham on May 13, 2019.

OLD BUSINESS

FRANCHISE/TERRITORY UPDATE

Frank Furtick, COO, gave a presentation explaining how territories were assigned years ago and explained that the Cooperative has franchise agreements with several of the towns in the counties we serve.

NEW BUSINESS

REPORT OF NRECA ANNUAL MEETING AND DIRECTOR EDUCATION

Barbara Weston gave the following report of the NRECA Annual Meeting and Director Education:

Seven (7) of Tri-County's Trustees enrolled in Director Education Classes during the four days prior to the start of the NRECA Annual Meeting in Orlando. The seven were Barbara Weston, George Wilson, Joe Strickland, Jim Dantzler, Ida Dixon, Willie Jeffries, and Gary Geiger. These seven Trustees took the following four of the five courses needed to obtain their Credentialed Cooperative Director Certificate:

Thursday, March 7 th	2600 Director Duties & Liabilities
Friday, March 8 th	2620 Board Operations and Process
Saturday, March 9 th	2610 Understanding the Electric Business
Sunday, March 10 th	2630 Strategic Planning

The classes lasted from 8:00 am until 4:00 pm each day, for a total of 32 hours of education per trustee.

The Trustees then attended the 2019 NRECA Annual Meeting, held at the Orange County Convention Center, Monday, March 11th through Wednesday, March 13th, except Gary Geiger, who returned on Tuesday, March 12th.

FORMAT AND TOPICS FOR FIRST QUARTER DISTRICT MEETING

The CEO and the Board discussed the format and topics for the first quarter district meeting scheduled for Monday, April 15, 2019.

RESOLUTION-ATTENDANCE TO TRUSTEE ASSOCIATION CONFERENCE

On motion by George Wilson, 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;

AND WHEREAS, the following Trustees have requested permission to attend the 2019 Spring Trustee Association Conference at Myrtle Beach, South Carolina, April 8-10, 2019: William Robinson, Willie Jeffries, Barbara Weston, George Wilson, Jacqueline Shaw, James Dantzler, Ida Dixon, and Gary Geiger;

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2019 Spring Trustee Association Conference.

RESOLUTION-ATTENDANCE TO ECSC SUMMER CONFERENCE JUNE 3-5, 2019

On motion by George Wilson, 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 2019 ECSC Summer Conference at Wild Dunes, Isle of Palms, South Carolina, June 3-5, 2019: William Robinson, Willie Jeffries, Barbara Weston, George Wilson, James Dantzler, Ida Dixon, and Gary Geiger;

THEREFORE, BE IT RESOLVED, the Board of Trustees hereby approves the Trustees' request to attend the 2019 ECSC Summer Conference.

APPROVAL OF CAPITAL CREDITS-DECEASED ESTATES

On motion by Gary Geiger, seconded by Joe Strickland, and carried, Capital Credits for deceased estates in the amount of \$38,599.07 were approved.

CEO COMMENTS

SAFETY EDUCATION DAY

Mr. Lowder reported that the Cooperative held its annual Safety Education Day for second graders from five elementary schools on March 21st.

LINEWORKER'S RODEO

Mr. Lowder reported that we had three apprentice linemen and one three-man journeyman team participate in the Lineworker's Rodeo on March 23rd. The journeyman team finished in the Top 10 and one of our Apprentice Linemen also finished in the Top 10 of 58 Apprentices.

BANKING SERVICES

Mr. Lowder informed the board that the CAO and the Finance Department are currently evaluating our banking services.

SUMMER INTERNSHIP

Mr. Lowder informed the board that we currently do not have a Professional Engineer on staff, but that we may have a need to hire one in the future, depending on system growth. He may hire an Electrical Engineering student from USC as a Summer Intern.

Executive Session

On motion by Joe Strickland, seconded by Willie Jeffries, and carried, the Board entered executive session to receive legal advice and discuss economic development matters.

Adjournment

There being no further business, on motion by James Dantzler, seconded by William Robinson, and carried, the meeting adjourned at 9:42 p.m.

S. Jacqueline S. Shaw
Jacqueline S. Shaw, Secretary

APPROVED:

S. Barbara F. Weston
Barbara F. Weston, President