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

St. Matthews, South Carolina

Minutes of the Board of Trustees Meeting

May 23, 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 May 23, 2019 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., 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, 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**

There were no Cooperative members present at the board meeting.

**APPROVAL OF MINUTES OF BOARD MEETING**

On a motion by William Robinson, seconded by Gary Geiger, and carried, the minutes of the April 25, 2019 Board meeting were approved with corrections.

**REPORTS**

**SYSTEM SUMMARY REPORT**

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

**MONTHLY FINANCIAL STATEMENT**

Michael Weeks, CAE, presented the April Financial Statement.

**NEW MEMBER REPORT**

The CEO reported that 112 new members for April 2019 made application for service and those new members are now actively receiving electric service from the Cooperative.

Thereafter, on motion by Willie Jeffries, seconded by Jackie Shaw, and carried, the following resolution was approved:

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 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, one OSHA Recordable accident, three employee injuries, one vehicle accident, no consumer damage claims, and two miscellaneous incidents reported in April 2019. Mr. Lowder then gave a detailed explanation of the accidents. The board thoroughly discussed them and expressed concern over the number of them.

**UPDATES**

**CENTRAL AND STATEWIDE UPDATES**

The Board President congratulated the CEO on being named Chairman of Central’s Member and Energy Services Committee. The CEO then announced that the Governance Legislation passed and was signed into law. He then presented an overview of the Governance Legislation. The question of single member districts must be on the ballot at the Annual Meeting. The Bylaws, Policies, and Service Rules and Regulations Committee will draft a Bylaw Amendment proposal this Summer to be put before the membership at the November 23rd Annual Meeting.

 Mr. Lowder announced the following dates related to the 2019 Tri-County Annual Meeting:

 July 25, 2019 Appointment of Nominating Committee and

 Credentials and Election Committee

 Aug 25-Oct. 9 Nominating Committee (Date TBD)

 Oct. 4 Deadline for Petitions to be turned in

 Oct. 9 Mailing of Notice of Annual Meeting

 Oct. 26 Nominations Posted

 August edition of *South Carolina Living* magazine – post a Notice that Petitions

are being accepted for Board Seats 1B (Weston), 2C (Robinson), and 3C (Shaw).

Mr. Lowder gave the Board an update of the Santee Cooper bill and cautioned the Board members against getting involved in discussions regarding the Santee Cooper purchase.

**NEW BUSINESS**

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**REPORT OF NRECA LEGISLATIVE CONFERENCE**

Those who attended the Legislative Conference commented that it was a great learning experience, that it was apparent the Cooperatives have a lot of power with the Legislators, and that most of the Legislators were knowledgeable of the issues important to Cooperatives.

**REPORT OF BYLAWS, POLICIES, AND SERVICE RULES COMMITTEE**

William Robinson reported that the Bylaws, Policies, and Service Rules Committee has met twice and has reviewed two thirds of the Personnel Policies. The second meeting was held on May 14, at which time the 100 Series Personnel Policies were reviewed. Mr. Lowder then gave an update on some changes recommended by the Committee. After some discussion, at the recommendation of the Committee, on motion by Gary Geiger, seconded by George Wilson, and carried, the 100 Series Personnel Policies were approved with changes noted.

**RESOLUTION – ATTENDANCE TO ECSC SUMMER CONFERENCE**

On motion by William Robinson, 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: Willie Jeffries, Barbara Weston, George Wilson, Ida Dixon, Gary Geiger, James Dantzler, Jacqueline Shaw, and William Robinson;

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

**RESOLUTION – BANKING INSTITUTIONS**

On motion by Jim Dantzler, seconded by Willie Jeffries, and carried, the following Resolution designating South State Bank as a depository for General Retirement Capital Credit, Miscellaneous Capital Credit, and Cash Management Accounts was approved:

**CORPORATE AUTHORIZATION RESOLUTION**

SOUTH STATE BANK By: TRI-COUNTY ELECTRIC COOPERATIVE, INC.

P O BOX 118068 P O BOX 217

CHARLESTON, SC 29423-9910 ST. MATTHEWS, SC 29135-0217

Referred to in this document as “Financial Institution” Referred to in this document as “Corporation”

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The Corporation named on this resolution resolves that,

(1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.

(2) This resolution shall continue to have effect until express written notice of is rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Trustees of the Corporation and certified to the Financial Institution as governing the operation of this corporation’s account(s), are in full force and effect, until the Financial Institution receives and acknowledges in express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.

(3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.

(4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.

(5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.

(6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term “automated access device” includes, but is not limited to, credit card, automated teller machines (ATM), and debit cards.

(7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term “alternative signature and verification codes” includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation’s private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa. C.S.A. Section 5601 at seq. (Chapter 56; Decedents, Estates and

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Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa. C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

EFFECT ON PREVIOUS RESOLUTIONS. This resolution supersedes any previous resolutions. If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Board of Trustees of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons names who have full power and lawful authority to exercise the same.

If checked, the Corporation is a non-profit corporation.

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Mr. Lowder then noted that by moving banking services to South State Bank the Cooperative will begin earning interest and reduce fees on banking.

**CEO COMMENTS**

**RECENT OUTAGES**

Mr. Lowder gave the following report of two outages:

1) On Friday, May 17, 2019 at 7:06 p.m., the Eastover Substation went out for 1 hour and 40 minutes, affecting 1,642 members. While trying to get to a bird nest, a snake caused a fault in the bus work of the substation, which resulted in the circuit switcher opening to clear the fault, killing power to the substation.

2) On Saturday, May 18, 2019 at 7:24 p.m., the Oaks Substation went out for 1 hour and 11 minutes, affecting 1,085 members. Santee Cooper’s metering CT faulted, which resulted in the circuit switcher opening to clear the fault, killing power to the substation.

**BROAD BAND**

Mr. Lowder reported that a company is under contract to do a fiber study on our entire system. We are working on broad band, but slowly and methodically. The biggest issue is capital cost.

**REPORT OF GLOBAL INDUSTRIAL SITE UNVEILING**

Mr. Lowder reported that the Site Unveiling was a great event. There is already some interest in the Site. The wastewater engineering is 70% complete. Engineering has already been completed on the water and gas to the Site.

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**LINE PERSON TRAINING PROGRAM**

Mr. Lowder reported that we are working with Orangeburg Calhoun Technical College, along with Edisto Co-op, Aiken Co-op, and DPU, about a Line Person Training Program. A Program is currently in the works.

**RATE STUDY AND REVIEW**

Mr. Lowder reported that Booth and Associates are coming in on June 10th to go through the rate restructure. When it is finalized enough, it will be shared with the board. The excess generation rate (solar rate) also needs to be updated.

**Executive Session**

On motion by Gary Geiger, seconded by William Robinson, and carried, the Board entered executive session to receive legal advice and discuss economic development matters. Then on motion duly made, seconded, and carried, the board returned to regular session after having taken no action.

**Adjournment**

There being no further business, on motion by William Robinson, seconded by Jim Dantzler, 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