

Berkeley Electric Cooperative
Board Meeting
September 28, 2020
Minutes

The Berkeley Electric Cooperative Board of Trustee's meeting was held **Monday, September 28, 2020, at 1:00 P.M.** at the Moncks Corner District Community Room.

The meeting was called to order by Chairman Brunson, Mr. Gourdine gave the invocation.

The following Trustees were present:

Harry A. Brunson	Connie Shuler	Henry H. Chavis, Sr.
Willis Sanders	George McFadden	H. Wayne DeWitt
Sam Gourdine	Robert Vandross	Carol Caddell

President & CEO Mike Fuller and Retired President & CEO Dwayne Cartwright, Executive Administrator Ashley Edens and the following staff; VP of Finance Joel Stevens and the VP of Engineering and Operations Tim Mobley and Awendaw District Office Manager Patrice Simmons. Chairman of the Trust Board Sam Robinson and General Counsel John B. Williams was in attendance as well.

Chairman Brunson called for approval of minutes from August's board meeting. Upon motion by Mr. Sanders, seconded by Mr. Chavis, and unanimously passed; it was

RESOLVED that the Board of Trustees hereby approves the minutes of the August 24, 2020 Board Meeting as presented.

Committee Reports

Central Meeting Report – Wayne DeWitt

Mr. DeWitt reviewed over following topics that were discussed at the Central Board Meeting this month. Mr. Mike Ellis of Little River introduced Trustee Mr. Bill Davis who was seated by the Board. Mr. John Tiencken provides a summary of the Cook Case timeline and when funds

would be made available to consumers. He reported that November 27th is the target date to begin distributions. Dominion has provided funding, and Santee Cooper will provide funding at the end of September.

ECSC Board Report-Willis Sanders

Mr. Sanders presented information from the ECSC Board meeting. Mr. Sanders stated that Mike Fuller was seated as Berkeley Electric's CEO representation on the ECSC Board. The Winter Conference will be a virtual event, and more information will be sent out by Caroline. Mr. Sanders stated that the roof at the Association's Hoyt Williams Training Center had developed several leaks. He recognized Ms. Dantzler, who provided specific details with regard to both the leaks and several bids obtained by staff. The lowest and best bid is for \$30,000. Mr. Koon informed the Committee that under the Association's Policy 100.4, the CEO only has the approval to administer non-budget items of \$25,000 or less. The repairs are not part of the 2020 budget and thus require approval. Mr. Koon informed the Committee that the Association is currently \$180,000 ahead of the budget for 2020.

Audit Committee-Ms. Caddell

Ms. Caddell stated that the Committee had reviewed expenses for Board and staff and recommend board approval. Upon motion by Mrs. Shuler, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED that the Board of Trustees hereby approves the expense reports that were submitted during the audit committee.

Financial Reports- Mr. Stevens

Mr. Stevens reviewed the financial reports from July 2020. There was some discussion made, but no decisions were made.

Policy Committee-Mr. Chavis

Mr. Chavis, the Chairman of the Policy Committee, would like to propose the following changes to Policy 210. The Policy Committee proposed that the Audit committee meet quarterly every three months. The Chairman of the Audit Committee will determine the date and time of the Audit Committee. The following verbiage was changed in the policy to read.

- B. Except as may otherwise be determined by Board Resolution or upon the call of the Committee Chairman for good cause, the Committee's meetings shall be held as determined by the Board.

Upon motion by Mrs. Shuler, seconded by Mr. Gourdine, and unanimously passed; it was **RESOLVED that the Board of Trustees hereby approves the recommendation to accept the verbiage changes to Policy 210.**

President/CEO Reports-

Trust Board-Mr. Robinson

Mr. Robinson spoke with Jack in regards to the concerns of the Trust Board having to go into homes with the outbreak of COVID-19. On behalf of the Trust Board, they would like to recommend suspending home inspections until the first of the year. Jack has prepared a document for the homeowner and contractor to set some safety perimeters. If there is an emergency case, that application will filter through Mrs. Simmons, and she will handle it.

Members of the Trust Board are in agreement to suspend all Round-Up operations to the first of the year. We would like a motion from the Board to agree to these terms. Upon motion by Ms. Caddell seconded by Mrs. Shuler and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves that the Trust Board will suspend all Round -Up operations until the first of the year.

O & M Review-Mr. Mobley

Mr. Mobley discussed the O&M Review. Tim said that this is done on a three-year rotation time frame. The report stated that BEC has and continues to do an excellent job of correcting issues found during inspections in previous years. There was no board action needed.

Annual Meeting Update-Mr. Capobianco

Mr. Capobianco reviewed the 2020 Annual Meeting plans for the early voting registrations and drive-thru maps.

Attorney Report-Mr. Williams

Chairman Brunson called for the Attorney's Report, and Mr. Williams informed the Board of several cases which did not require any action by the Board.

Resolutions to Appoint Mike Fuller as Alternate Voting Delegate for Organizations-Mr. Williams

Mr. Williams informed the Board that new resolutions were needed to notify the different organizations that Berkeley Electric Cooperative is a trustee/delegate/member and our banking institutions that Mr. Fuller will be the President and CEO, effective September 28, 2020.

There was some discussion of the resolution and Form 674 that is required by RUS. Upon motion by Mrs. Shuler, seconded by Mrs. Caddell and unanimously passed; it was

1. RESOLVED that Michael S. Fuller, the President, and CEO of the Corporation, be the Certifier on behalf of the Corporation, who shall be responsible for submitting and certifying to the Rural Utilities Service, an agency of the United States Department of Agriculture delivering Rural Development Utilities Programs, any and all data required by RDUP Form 674;

2. RESOLVED that Joel Stevens, the VP of Finance, be the Security Administrator on behalf of the Corporation, who shall give access to the Corporation's data, as appropriate, to other employees, officers, or contractors of the Corporation, for the purpose of complying with RDUP Form 674; and

3. RESOLVED that both shall comply with the Instructions for RDUP Form 674 regarding the use of the government's data collection system.

I FURTHER CERTIFY THAT each member of the Board of Trustees of the Corporation was furnished with notice of said meeting in compliance with the bylaws of the Corporation.

There was a discussion of the Central Electric Power Cooperative trustee.

Upon motion by

Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED, that Dwayne R. Cartwright is withdrawn from the Board of Trustees of Central Electric Power Cooperative, Inc. (Central), and Michael S. Fuller is nominated to serve on the Board of Trustees of Central effective September 28, 2020.

There was a discussion of the CEE-US and Line Equipment Sales Company trustee. Upon

motion by Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED, that Dwayne R. Cartwright is withdrawn from the Board of Trustees of Cooperative Electric Energy Utility Supply (CEE-US) and Line Equipment Sales Company, and Michael S. Fuller is nominated to serve on the Board of Trustees of CEE-US and Line Equipment Sales Company effective September 28, 2020.

There was some discussion of the NRECA alternate delegate. Upon motion by Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED, that Dwayne R. Cartwright is withdrawn as the alternate delegate for the National Rural Electric Cooperative Association (NRECA), and Michael S. Fuller is nominated to serve as the alternate delegate of NRECA effective September 28, 2020.

Upon further discussion of the NRUCFC alternate delegate, upon motion by Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED that Dwayne R. Cartwright is withdrawn as the alternate delegate for the National Rural Utilities Cooperative Finance Corporation (NRUCFC). Michael S. Fuller is nominated to serve as the alternate delegate of NRUCFC effective September 28, 2020.

There was further discussion of the NRTC alternate delegate.

Upon motion by Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED that Dwayne R. Cartwright is withdrawn as the alternate delegate for the National Rural Telecommunications Cooperative (NRTC). Michael S. Fuller is nominated to serve as the alternate delegate of NRTC effective September 28, 2020.

There was some discussion of Berkeley Electric's NREDA members.

Upon motion by

Mr. Sanders, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED that Dwayne R. Cartwright is withdrawn as a member of NREDA for Berkeley Electric Cooperative. Michael S. Fuller will replace him as a member of NREDA effective September 28, 2020.

Pursuant to a notice mailed by the Berkeley Electric Cooperative, Inc., on September 21, 2020, the Credentials Committee members met at the Cooperative's Office in Moncks Corner, South Carolina this 24th day of September 2020 at 6:30 P.M. to approve that the following candidates are qualified and will be listed on the ballot for the 2020 Annual Meeting of Members:

District 1: Robert Vandross

District 4: Sam Gourdine

District 7: Connie Shuler

Robin Durand

Sandy Mullinax

District # 6 Lubert Pressley _____, Chairman

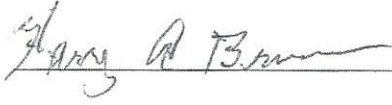
District # 7 Barbara Pruitt _____, Secretary

New Business-

The Chairman then called for new business. The next board meeting will be held on October 26, 2020.

Old Business – None.

There being no further business to come before the Board, a motion was made to adjourn.



Harry A. Brunson, Chairman



H. Wayne Dewitt, Secretary