

**April, 2020**

A **Called** Meeting of the Board of Trustees of Berkeley Electric Cooperative, Inc. was held on **Tuesday, April 14 at 1:00 P.M.** at the Headquarters Office in Moncks Corner, South Carolina.

The following Trustees participated via telephone:

**Harry A. Brunson**  
**Willis Sanders**  
**George McFadden**

**Henry H. Chavis, Sr.**  
**Sam Gourdine**  
**Robert Vandross**

**Connie Shuler**  
**Carol Caddell**  
**H. Wayne DeWitt**

Also, present at the meeting was President and CEO Dwayne Cartwright, VP of Finance Joel Stevens, Senior Executive Administrator Kim Mims and the following employees participated via telephone the Executive Administrator Ashley Edens, well as General Counsel John B. Williams

The meeting was called to order by Chairman Brunson, who turned the meeting over to Mr. Cartwright after Mr. Gourdine gave the invocation.

Mr. Cartwright discussed the right to opt in on the Payroll Protection Program. He is requesting that the Board review and approve the below Resolution of the Board of Trustees. Mr. Stevens reviewed the details and qualification to this program. Upon a motion by Mr. DeWitt, seconded by Mrs. Shuler and unanimously passed; it was

**RESOLVED, that the Company borrows from Farmers and Merchants Bank of SC via a Payroll Protection Program loan offered for the Small Business Administration in response to the COVID-19 pandemic in an amount to not exceed \$4,661,406.00; and,**

**RESOLVED, that Dwayne Cartwright, President and CEO of Berkeley Electric Cooperative, Inc. is hereby authorized on behalf of the Company to execute and deliver documents pertaining to the Payroll Protection Program loan.**

**RESOLVED, that Dwayne Cartwright, President and CEO of Berkeley Electric Cooperative, Inc. is hereby authorized in the name and on behalf of the Company to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Payroll Protection Program Loan as such individual may deem appropriate and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions:**

Mr. Steven's also discussed that there may be a different resolution that needs to be signed and formatted compared to the resolution that Black River Cooperative has drafted up. Mr. Steven's requested that they go ahead and approve this resolution as well. Upon a motion by Ms. Caddell, seconded by Mr. Chavis and unanimously passed; it was

**RESOLVED, that the Board of Trustees of Berkeley Electric Cooperative, Inc. hereby approve that Cooperative move forward with either of the resolutions that would be needed for the Payroll Protection Program.**

SBA Application / Loan #322803169

**U.S. Small Business Administration**  
**RESOLUTION OF BOARD OF DIRECTORS OF**  
**BERKELEY ELECTRIC COOPERATIVE, INC.**

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1. RESOLVED, that the officers of BERKELEY ELECTRIC COOPERATIVE, INC. (hereinafter referred to as "Organization") named below, or any one of them, or their, or any one of their, duly elected or appointed successors in office, be and they are hereby authorized and empowered in the name and on behalf of this Organization to execute and deliver to the Small Business Administration, an agency of the Government of the United States of America (hereinafter call "SBA"), in the form required by SBA, the following documents: (a) Application for a loan or loans, the total thereof not to exceed in principal amount \$4,661,407.50, maturing upon such date or dates and bearing interest at such rate or rates as may be prescribed by SBA; (b) Applications for any renewals or extensions of all or any part of such loan or loans and of any other loans, heretofore or hereafter made by SBA to this Organization; (c) the Note or Notes of this Organization evidencing such loan or loans or any renewals or extensions thereof; and (d) any other Instruments or Agreements of this Organization which may be required by SBA in connection with such loans, renewals, and/or extensions; and that said officers in their discretion may accept any such loan or loans in installments and give one or more Notes of this Organization therefore, and may receive and endorse in the name of this Organization any checks or drafts representing such loan or loans or any such installments.

2. FURTHER RESOLVED, that any indebtedness heretofore contracted and any Contracts or Agreements heretofore made with SBA on behalf of this Organization, and all acts of officers or agents of this Organization in connection with said indebtedness or said Contracts or Agreements, are hereby ratified and confirmed;
3. FURTHER RESOLVED, that the officers referred to in the foregoing resolutions are as follows:

Dwayne R. Cartwright

President & CEO

\_\_\_\_\_  
(Typewrite Name)

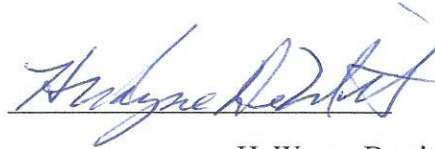
\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)

4. FURTHER RESOLVED, that SBA is authorized to rely upon the aforesaid resolutions until receipt of written notice of any change.

#### CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution regularly presented to and adopted by the Board of Directors of BERKELEY ELECTRIC COOPERATIVE, INC. at a meeting duly called and held on April 14, 2020, at which a quorum was present and voted, and that such resolution is duly recorded in the minute book of this corporation; that the officers named in said resolution have been duly elected or appointed to, and are the present incumbents of, the respective offices set after their respective names; and that the signatures set opposite their respective names are their true and genuine signatures.



H. Wayne Dewitt,  
Secretary

Mr. Cartwright discussed the options for the 2021 Youth Tour in Washington, DC. The 2020 year has been canceled and the Board needs to vote on the options for next year's attendees. There were four options that were emailed out last week, as follows:

1. We can send the same students next year (**which was our plan**)
2. We can send the same students, plus a new batch of (8)
3. We can send the same students, and half of the students that we would normally send
4. We can let them decide between the trip or a scholarship that would be valued at \$2,000. (Which was about the cost per student for the trip.)

Upon a motion by Mr. DeWitt and seconded by Mr. Sanders and unanimously passed; it was

**RESOLVED, that the Board of Trustees of Berkeley Electric Cooperative Inc. hereby approves that the Cooperative take option 4. We will send the same students from the 2020 year, but will allow the student to decide between the trip or a scholarship that would be at \$2,000 (which was about the cost per student for the trip). We will also send a new batch of students for the 2021 year. It will be a total of 16 students for next year.**

There being no further business to come before the Board, upon motion duly made, seconded and passed, the meeting was adjourned.

  
\_\_\_\_\_  
Harry A. Brunson, Chairman

  
\_\_\_\_\_  
H. Wayne DeWitt, Secretary

**CERTIFICATE OF RESOLUTIONS AND INCUMBENCY**

I, Wayne DeWitt, do hereby certify that (i) I am the Secretary of Berkeley Electric Cooperative, Inc. (hereinafter called the "Company"); (ii) the following are true and correct copies of resolutions duly adopted by the board of directors of the Company at a meeting held on April 14, 2020; (iii) the meeting was duly and regularly called and held in accordance with the bylaws of the Company; (iv) the Company is duly incorporated, validly existing and in good standing under the laws of the state of its incorporation and there is no pending or contemplated proceeding for the merger, consolidation, sale of assets or business or dissolution of the Company; (v) forms of the loan documents identified below were submitted to the meeting and were authorized by the board of directors to be executed; (vi) none of the following resolutions has been rescinded or modified as of this date; and (vii) the persons authorized below have been duly elected or appointed to their respective positions and occupied such positions on the date of actual execution of the loan documents:

RESOLVED, that the Company borrows from Farmers & Merchants Bank of SC via a Payroll Protection Program loan offered by the Small Business Administration in response to the COVID-19 pandemic in an amount not to exceed \$4,661,406.00; and,

RESOLVED, that Dwayne Cartwright, President and CEO of Berkeley Electric Cooperative, Inc. is hereby authorized on behalf of the Company to execute and deliver documents pertaining to the Payroll Protection Program loan.

RESOLVED, that Dwayne Cartwright, President and CEO of Berkeley Electric Cooperative, Inc. is hereby authorized in the name and on behalf of the Company to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Payroll Protection Program Loan as such individual may deem appropriate and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions:

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Company this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

  
Secretary

(SEAL)

