

Berkeley Electric Cooperative
Board Meeting
February 24, 2020
Minutes

The Berkeley Electric Cooperative Board of Trustee's meeting was held **Monday, February 24, 2020, at 1:00 P.M.** at the Headquarters in Moncks Corner.

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
Carol Caddell	Sam Gourdine	Robert Vandross

President & CEO Dwayne Cartwright, Executive Administrator Ashley Edens and the following staff; VP of Finance Joel Stevens, VP of Engineering and Operations Tim Mobley, VP of Human Resources Louise Meade, VP of Member Services Scott Shepherd as well as General Counsel John B. Williams were in attendance. The President of Cooperate Building Solutions, Tim Masa, Architect with M+H Architects, Todd Gilmore, updated us on the new main Moncks Corner Office.

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

RESOLVED, that the Board of Trustees hereby approves the minutes of the January 27, 2020 Board Meeting as presented.

Committee Reports

Central Meeting Report – Dwayne Cartwright and Wayne DeWitt

Mr. Cartwright and Mr. DeWitt presented information from Central and there was no action necessary.

ECSC Board Report-Willis Sanders

Mr. Sanders presented information from the ECSC Board meeting and there was no action necessary.

Audit Committee-Ms. Caddell

Ms. Caddell stated committee reviewed expenses for board and staff. Upon motion by Mr. DeWitt, seconded by Mr. McFadden, and unanimously passed; it was

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

Policy Committee-Mr. Chavis

Chairman Brunson then asked Mr. Chavis to present the information from the Policy and Bylaw Committee meeting that was held prior to board meeting. Then Mr. Chavis turned it over to Mrs. Meade, she briefly reviewed over the changes to the following policies, Policy 449 Ethics and Conflicts of Interest in Relationships with Vendors. Mr. Shepherd then reviewed over the proposed 2020 Service Rules and Regulations. Mr. Mobley the reviewed over the proposed System Design Standards. Upon motion by Mr. Sanders, and seconded by Mrs. Shuler, and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves the Policy and Bylaw Committee proposed changes to Board Policies 449, System Design Standards and 2020 Service Rules and Regulations as submitted and attached to these minutes.

Financial Reports- Mr. Stevens

Mr. Stevens reviewed the financial reports from December 2019.

Resolutions to Authorize Guarantee of BPC Line of Credit.

Mr. Stevens proposed a resolution to Authorize a Guarantee of the BPC line of credit. Upon motion by Mr. McFadden, and seconded by Ms. Caddell, and unanimously passed; it was

RESOLVED, that the Guarantor guarantee advances under a line of credit agreement in the aggregate principal amount of \$2,000,000.00 obtained by Berkeley Propane Company from National Cooperative Services Corporation (“NCSC”) upon terms and conditions set forth in a guaranty substantially in the form of the guaranty submitted to this meeting (“Guaranty”).

RESOLVED, that the individuals listed below are hereby authorized to execute and to deliver to NCSC the Guaranty.

RESOLVED, that each of the following individuals is hereby authorized in the name and on behalf of the Guarantor to execute and deliver all other such instruments and do all such other acts as in the opinion of the officer or officers acting may be necessary or appropriate in order to carry appropriate in order to carry out the purposes and intent of the foregoing resolutions:

<u>Name</u>	<u>Title or Office</u>
Dwayne Cartwright,	President & CEO
Joel Stevens,	Vice President Finance
Henry Huthmacher, Jr.	Controller

Cooperative Building Solutions Presentation on the new Moncks Corner Headquarters

Office and Update on GC and JI District Offices – Mr. Masa

Tim Masa the President of CBS, presented an update on the Design Development and Estimate Review of the new Moncks Corner Headquarters. He also updated everyone on the progress of the Goose Creek office and the Johns Island offices.

The Chairman then called for an Executive session and upon motion by Mr. Sanders, seconded by Mr. McFadden and unanimously passed, the Board went into Executive Session. Upon a motion, second and unanimously passed the Board came out of Executive session, no action was taken.

In Executive session, the Board discussed the purchase of the property on Hwy 52 that is being considered for the new building for the Moncks Corner office. It was proposed that General Counsel Williams and Mr. Cartwright be able to make the proposal and negotiations with the

purchase of this piece of property. They will bring back the proposal to the full board for review.

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

RESOLVED, that the Board of Trustees hereby approves that General Counsel Williams and Mr. Cartwright be able to make the proposal and negotiations with the purchase of this piece of property. They will bring back the proposal to the full board for review and approval.

President/CEO Reports-Mr. Cartwright

Engineering and Operations Update-Mr. Mobley

Mr. Mobley briefly went over some projects in progress in the E&O department.

Retire Insurance-Mrs. Meade

Mrs. Meade proposed several options for our retiree insurance coverage. We are currently contributing up to \$420(single /\$840(married, separated plan)/\$1,200(family). The board has voted for option 3 for the contribution limit \$540(single /\$1080(married, separated plan)/\$1,320(family). Upon a motion by Mr. Chavis, and seconded by Ms. Caddell, and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves Option #3 for the contribution amount for retiree employees \$540(single /\$1080(married, separated plan)/\$1,320(family).

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.

Executive Session-

The Chairman then called for an Executive session and upon motion by Mr. DeWitt, seconded by Mr. Chavis and unanimously passed, the Board went into Executive Session to discuss a contractual matter. Upon a motion, second and unanimously passed the Board came out of Executive session. There was no action taken in executive session.

New Business-

The Chairman then called for new business. Mr. Williams advised the Chairman that the appointment of District 8 of the Berkeley Electric Trust Board member also needed to be addressed. Mr. Brunson has proposed to re-elect Bonny Jean Luthy for District 8. Mrs. Luthy's three term will not be up till the end of 2020. Upon motion by Mrs. Shuler, seconded by Ms. Caddell and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby accept the proposed appointment of Bonny Jean Luthy to remain as the Trust Board Member in District 8.

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





**Berkeley Electric
Cooperative, Inc.**


Your Touchstone Energy® Cooperative 

CERTIFICATION

I, H. Wayne Dewitt, do hereby certify that: I am Secretary of Berkeley Electric Cooperative, Inc. (hereinafter called the "Cooperative"); the following is a true and correct copy of a resolution adopted by the Board of Trustees of the Cooperative at a meeting held on February 24, 2020 and entered in the minute book of the Cooperative; the meeting was duly called and due notice thereof given in accordance with the Bylaws of the Cooperative, and said resolution has not been rescinded or modified:

RESOLVED, that the Board of Trustees of Berkeley Electric Cooperative, Inc., hereby approves the revisions to the Service Rules and Regulations as presented and a copy is attached and made a part of these minutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 24th day of February, 2020.



H. Wayne DeWitt
Secretary

(SEAL)

Berkeley Electric Cooperative, Inc. is an equal opportunity provider and employer.

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