

Berkeley Electric Cooperative  
Board Meeting  
October 26, 2021  
Minutes

The Berkeley Electric Cooperative Board of Trustee's meeting was held **Monday, October 26, 2021, at 1:00 P.M.** at the Goose Creek Community Room.

The meeting was called to order by Chairman DeWitt, Mr. Sanders gave the invocation and we stood to honor the flag and recited the Pledge of Allegiance.

The following Trustees were present:

|                       |                             |                        |
|-----------------------|-----------------------------|------------------------|
| <b>Connie Shuler</b>  | <b>Henry H. Chavis, Sr.</b> | <b>Robert Vandross</b> |
| <b>Willis Sanders</b> | <b>H. Wayne DeWitt</b>      | <b>Joyce Holley</b>    |
| <b>Sam Gourdine</b>   | <b>George McFadden</b>      |                        |

Mr. Harry Brunson attended via telephone. President & CEO Michael S. Fuller, 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, Interim VP of Information Technology Bryan Reece, VP of Member Services Amy Langdon and as well as General Counsel John B. Williams.

Chairman DeWitt called for approval of minutes from the September's board meeting, which was held on September 27, 2021. Upon motion by Mr. Chavis, seconded by Mr. Sanders, and unanimously passed; it was

**RESOLVED, that the Board of Trustees hereby approves the minutes of the September 27, 2021, Board Meeting as presented.**

### **Committee Reports**

**ECSC Board Report-Willis Sanders**

Mr. Sanders presented information from the last ECSC's board meeting. Mr. Sanders stated that ECSC board will be approving next years 2022 budget. Mr. Sanders discussed the Winter Conference, and the Executive Committee will meet on the 10<sup>th</sup> of November to finalize the agenda. They are hoping that we will have more in person meetings in year 2022.

**Central Meeting Report – Mr. DeWitt**

Mr. DeWitt said there was no board meeting this month but will be covering the 10 year evolution planning at the next board meeting.

**CEEUS Meeting Report-Mr. Gourdine**

Mr. Gourdine stated that there was no meeting this month.

**Policy Committee-Mrs. Shuler**

Mrs. Shuler said that the Policy Committee approved the recommended changes be taken to the full Board to approve the following policies to be changed: Policy 205, Policy 403, Policy 411, and Policy 413. There are also several policies that need to be changed due to ORS Compliance guidelines: Policy 208, Policy 208-A, Policy 218-A, Policy 218-B and Policy 222. Please see attachment for the breakdown of changes for these policies. Upon motion by Mr. Sanders, seconded by Mr. Gourdine, and unanimously passed; it was

**RESOLVED, that the Board of Trustees hereby approves the changes to Policy 205, Policy 403, Policy 411, Policy 413, Policy 208, Policy 208-A, Policy 218-A, Policy 218-B and Policy 222.**

**Financial Reports- Mr. Stevens**

Mr. Stevens reviewed the financial reports from August 2021. Mr. Stevens reviewed over portions of the statement of operations and the balance on the Form 7.

Mr. Stevens stated that Propane employees are added to the Wage and Salary Proposal that were approved last board meeting. Mr. Stevens asked the Board if they wanted to view and approve the proposal for Propane employees separate. The Board stated that there was no need to change the process, keep the total together with BEC employees and Propane employees.

#### **President/CEO Reports-Mr. Fuller**

#### **Cyber Security-Mr. Reece**

Mr. Reece gave a presentation on the importance of Cyber Security in the workplace and on our personal devices.

#### **Affirmative Action Plan-Mrs. Meade**

Mr. Fuller called on VP of Human Resources, Louise Meade, to present the 2021 Affirmative Action Plan. Upon a motion by Mr. Gourdine seconded by Mrs. Shuler, and unanimously passed; it was

**RESOLVED, that the Board of Trustees adopt the 2021 Affirmative Action Plan as submitted.**

#### **Executive Session**

The Chairman then called for an Executive session and upon motion by Mr. Chavis, seconded by Mr. Vandross and unanimously passed, the Board went into Executive Session. A contractual matter was discussed. Upon a motion by Mr. Gourdine, seconded by Mr. Sanders second and unanimously passed the Board came out of Executive session.

#### **Underground Facilities and Marking Contract-Mr. Mobley**

Mr. Mobley said that USIC has held this contract for many years; it's been difficult finding competition for this work in our area. We requested three bids from the following companies:

USIC, UtiliQuest and Heath Consultants for a three-year contract. USIC's bid was the lowest and includes pricing for multiple utilities in one location. The recommendation is to award the contract to USIC for the next three years for a maximum of \$3 million dollars. Upon a motion by Mr. Chavis, seconded by Mr. McFadden and unanimously passed; it was

**RESOLVED, that the Board of Trustees hereby approves awarding the Underground Facilities and Marking Contract to USIC for the next three years for a maximum of \$3 million dollars.**

**ROW Lump Sum Contract-Mr. Mobley**

Mr. Mobley stated that we have standing contracts with the following six companies: Asplundh, W.A. Kendall, Lewis, Right Way, Xylem and Wright Tree. We solicit competitive pricing bids from each of these companies annually for the work that we desire to do in the coming year: our goal is to do one fourth of our system (500 miles) per year. Mr. Mobley stated that the following three companies are being rewarded this work for 2022: Right Way, Xylem and Wright Tree for a total of \$3,665,551.19

**Attorney Report-Mr. Williams**

Mr. Williams discussed a few legal cases that he is working on.

**Sell of Johns Island Property Mr. Williams**

Mr. Williams also discussed the sell of old Johns Island office property.

Chairman DeWitt advised the board members that the Executive Committee had met to discuss the salary of the President and CEO. Upon a motion by Mr. Sanders, seconded by Mr. DeWitt and unanimously passed; it was

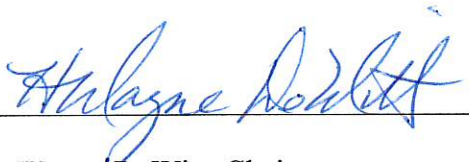
**RESOLVED; that the Board of Trustees hereby approves increasing the President and CEO's salary by 4%.**

**New Business-**


The Chairman then called for new business. There was none.

**Old Business – None.**

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



H. Wayne DeWitt, Chairman



Connie Shuler, Secretary

Attachment for Policy Committee:

ORS Regulatory Review

October 2021

***Topic: Trustee Self-Dealing***

Changes Necessary:

- Revise Bylaw Section 4.02
  - Remove language that states “or is in any way employed by, retired from, or financially interested in a substantially competing enterprise, or a business selling electric energy, or a business selling supplies to the Cooperative, or a business engaged substantially in selling electrical apparatuses to the Cooperative during the preceding seven (7) years.”
  - Insert the following statement recommended by Statewide: “A trustee may not have a direct business relationship with the electric cooperative that is distinct from or in addition to the Trustee’s mandatory cooperative membership.”
  - **WHY:** The new law has an absolute disqualification that is broader than the existing bylaw statement.
- Revise Board Policy 218
  - Statewide provided a recommended Conflict of Interest Policy and Conflict of Interest Certification and Disclosure form for trustees to use each year to confirm compliance. See attached for sample policy (Appendix A & B).
  - It may be wise to split policy 218 into two separate policies – one for ethics and one for conflict of interests.
  - **WHY:** We currently have no written policy in place to confirm compliance. ORS requires that we have a procedure by which we confirm compliance, which would be the updated policy and the requirement that the form be completed each year by each trustee.

***Topic: Board Campaigns***

Changes Necessary:

- Revise Board Policy 208-A
  - Ballot Counting needs to be separated from Campaign Policies.
  - Statewide provided suggested wording for policy regarding Campaigning. See attached for sample policy (Appendix C).
  - **WHY:** Our existing policy is written based on the Annual Meeting being held at the fairgrounds, which it no longer is. Also, our existing policy fails to address bribery, threats, interference, vandalism of campaign materials, use of cooperative logos, etc.

***Topic: Board Meeting Notice***

Changes Necessary:

- We have the correct policies in place, however, we are not currently following our policy and the requirement for member notification of special/emergency meetings (at least 24 hours in advance).


***Topic: Executive Session***

Changes Necessary:

- Create new Board Policy for Board Executive Session and Minutes
  - Statewide has provided recommended wording for this policy. See attached for sample (Appendix J).
  - **WHY:** ORS set specific standards for board executive sessions and we are required to provide proof of compliance with these standards. The only way to do this is to set a policy outlining the rules. For the most part, we are following their standards, however, we do not have any written policy or procedure to “prove” we are in compliance.



**Berkeley Electric  
Cooperative, Inc.**

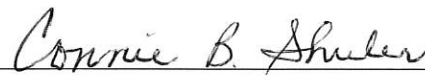
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## CERTIFICATION

I, Connie B. Shuler, 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 October 26, 2021 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., has awarded to United States Infrastructure Corporation (USIC) the November 2021-October 2024 Underground Facilities Locating and Marking Service. This labor only contract total amount is \$3,000,000.00 million dollars per three (3) calendar years.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 26<sup>th</sup> day of October, 2021.



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Connie B. Shuler  
Secretary

(SEAL)

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

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