

Berkeley Electric Cooperative
Board Meeting
April 25, 2022
Minutes

The Berkeley Electric Cooperative Board of Trustee's meeting was held **Monday, April 25, 2022, at 1:00 P.M.** at the Administration Board Room in Moncks Corner.

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:

Connie Shuler	Henry H. Chavis, Sr.	Robert Vandross
Willis Sanders	H. Wayne DeWitt	Harry Brunson
Sam Gourdine	Sheila Powell	

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, Managers of Distribution Operations Tommy Harvey as well as General Counsel John B. Williams were in attendance as well. We also had a guest speaker Chris Koon from ECSC to speak on ORS Governance Legislation.

Chairman DeWitt called for approval of minutes from the March's board meeting which was held on March 28, 2022. Upon motion by Mr. Chavis, seconded by Mrs. Shuler, and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves the minutes of the March 28, 2022, as presented.

Committee Reports

ECSC Board Report-Willis Sanders

Mr. Sanders stated the ECSC board meeting was on April 7th and it was a hybrid meeting. They discussed the 2021 Audit report and the Form 990 review. Summer Conference will be held on June 6-8th at Isle of Palms.

Central Meeting Report – Mr. DeWitt

Mr. DeWitt stated they discussed several items in the last board meeting.

CEEUS Meeting Report-Mr. Gourdine

Mr. Gourdine stated that the CEEUS board meeting was held on April 7th. He gave the board a supply chain update and a brief update on the financials.

Financial Reports- Mr. Stevens

Mr. Stevens reviewed the financial reports from February 2022. Mr. Stevens reviewed over portions of the statement of operations and the balance on the Form 7.

President/CEO Reports-Mr. Fuller

Proactive Fleet Purchases -Mr. Mobley and Mr. Harvey

Mr. Harvey discussed the purpose of the vehicle and fleet replacement guide is to ensure that the Cooperative maintains a safe, dependable, and efficient fleet of vehicles and equipment by replacing and/or overhauling them in a consistent and prudent fashion.

Mr. Mobley and Mr. Harvey discussed the issues with ordering fleet and the delay of delivery.

Mr. Mobley asked that the Board consider preapproving several fleet items and vehicles that will be needed next year. Upon motion by Mr. Vandross and Mr. Chavis, and unanimously passed, it was

RESOLVED, that the Board of Trustees hereby approves the preordering of the vehicles and fleet.

Veterans Monument-Mr. Fuller

The purpose of the monument is to honor military service in the community with a veteran's monument. The public has choice of two options to honor their loved ones: Plaques on the sign or pavers around the sign. BEC will partner with veterans' groups to market the initiative and will promote through traditional communication channels, too. The dedication will be planned for an appropriate time.

New Headquarters Dedication Plaque-Mr. Fuller

Mr. Fuller showed the Board a rough draft of what the dedication plaque would look like. He made a recommendation to honor the Board members that had passed recently but were involved in the planning and designing of this building. Mr. George McFadden and Ms. Carol Caddell. The Board discussed and would make a recommendation by next board meeting.

Executive Session

The Chairman then called for an Executive session and upon motion by Mrs. Shuler, seconded by Mr. Chavis and unanimously passed, the Board went into Executive Session. There was discussion regarding the Bylaws and discussion on a contract. Upon a motion by Mr. Gourdine,

seconded by Mr. Sanders second and unanimously passed the Board came out of Executive session.

Proposed Bylaw Change -Capital Credit Retirement to Move Aways-Mr. Stevens

Mr. Stevens proposed the following changes to the Section 9.02 Patronage Capital in Connection with Furnishing Electric Energy in the Bylaws of the Berkeley Electric Cooperative.

SECTION 9.02. PATRONAGE CAPITAL IN CONNECTION WITH FURNISHING ELECTRIC ENERGY

Notwithstanding any other provisions of these Bylaws, the Board shall at its discretion have the power at any time upon 1) termination of membership or 2) the death of any patron, who was a natural person if the legal representative of their estate shall request in writing that the capital so credited or assigned, as the case may be retired prior to the time such capital would otherwise be retired under the provisions of the Bylaws, to retire such capital immediately upon such terms and conditions as the Board, acting under policies of general application; provided however, that the financial condition of the Cooperative will not be impaired thereby. Any such early patronage retirement payments approved under this provision will be discounted through a present value calculation. Dissolution of a corporation, partnership, firm, association, body politic or subdivision thereof shall not be deemed to be death of a patron within the purview of this paragraph. Capital credits upon such a dissolution may be assigned on the books of the Cooperative as hereinbefore provided.

Notwithstanding any other provisions of these Bylaws, when the Cooperative receives notice of a patron filing for bankruptcy protection, the Board, at its discretion, acting upon policies of

general application and otherwise upon such terms and conditions as the Board shall determine, may retire prior to the time such capital would otherwise be retired under the provisions of these Bylaws, the capital credits of such patron and pay the discounted amount to the bankruptcy estate or as otherwise directed by the bankruptcy court or applicable law.

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

RESOLVED, that the Board of Trustees hereby approves to present the changes to Section 9.02 Patronage Capital in Connection with Furnishing Electric Energy to the Membership.

Directional Boring Contract Amendment-Mr. Mobley

Mr. Mobley said that the recommendation is to amend the 2021-2023 Directional Boring 790 Contract held by Pinnacle Directional Boring Inc. from the original contract price of \$2,500,000.00 to a new contract price of \$4,000,000.00. The total amount to amend is \$1,500,000.00. The materials are to be furnished by Berkeley Electric Cooperative. Upon a motion by Mr. Powell, seconded by Mr. Gourdine and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves amending the 2021-2023

Directional Boring 790 Contract held by Pinnacle Directional Boring Inc. from the original contract price \$2,500,00.00 to a new contract price of \$4,000,000.00. The total amount to amend is \$1,500,000.00.

Attorney Report-Mr. Williams

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

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.

A handwritten signature in blue ink, reading "H. Wayne DeWitt", written over a horizontal line.

H. Wayne DeWitt, Chairman

A handwritten signature in blue ink, reading "Connie Shuler", written over a horizontal line.

Connie Shuler, Secretary