

Berkeley Electric Cooperative
Board Meeting
November 22, 2021
Minutes

The Berkeley Electric Cooperative Board of Trustee's meeting was held **Monday, November 22, 2021, at 1:00 P.M.** at the administrative 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

Sam Gourdine Sheila Powell

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, Interim VP of Information Technology Bryan Reece, Manager of Marketing and Energy Services Eddie Plowden and as well as General Counsel John B. Williams.

Chairman DeWitt then introduced Ms. Sheila Powell. Ms. Powell will be our new board member for District 2. Everyone congratulated her and welcomed her to the board.

Chairman DeWitt called for approval of minutes from the October's board meeting which was held on October 26, 2021. Chairman DeWitt also called for approval of the Special Called Board Meeting on November 18th to certify the election and the Special Called Board Meeting to approve the 2022 budget on November 1st. 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 October 26, 2021, Board Meeting and the Special Called Board Meeting on November 1st and November 18th as presented.

Annual Meeting Summary-Mr. Reece and Mr. Plowden

Mr. Reece and Mr. Plowden gave a brief presentation on the 2021 Annual Meeting. There was some discussion, but no action needed.

Committee Reports

ECSC Board Report-Willis Sanders

Mr. Sanders stated that ECSC Executive Committee meet on November 10th. This meeting was to prepare for the board meeting that would take place at Winter Conference on December 7th. Mr. Sanders reviewed over the agenda that was discussed at the Executive Committee meeting.

Central Meeting Report – Mr. DeWitt

Mr. DeWitt reviewed over the summary for Central's board meeting that was held on November 10, 2021. They honored the veterans that were present, since it was the day before Veteran's Day.

CEEUS Meeting Report-Mr. Gourdine

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

Financial Reports- Mr. Stevens

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

President/CEO Reports-Mr. Fuller

Vaccination Mandate-Mr. Fuller

Mr. Fuller discussed that OSHA was pushing for a policy to be in place by December 4th. This policy would require all employees to be vaccinated and if they elect not to be vaccinated, they would be required to be tested weekly and required to wear a mask at all times. We only have 30% of our work force vaccinated at this time. OSHA has since slowed down the roll out of this mandate, and there is deadline at this time that has been set.

Supply Chain Challenges-Mr. Mobley

Mr. Mobley presented to the Board a presentation on the Supply Chain Challenges. CEEUS, our largest distributor shared some detail information with us around mid-October about alarming increases in prices and lead times; it's the basic supply and demand curve. Unfortunately, we can't fix this problem and it's expected to go into 2023 at a minimum; all we can do is adjust our operations as much as possible. We have pulled back on system improvements and equipment replacements, particularly pad mounted transformers as much as possible.

Executive Session

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

Overhead Line Patrol Contract-Mr. Mobley

Mr. Mobley presented the Overhead Line Patrol Contract. They have negotiated a two-year contract with McCall-Thomas Engineering, Co., Inc for an amount not to exceed \$230,000 and are covering the period of January 1, 2022, through December 31, 2023. They are seeking approval by

the Board to award this contract to McCall-Thomas. Upon a motion by Mrs. Shuler, seconded by Mr. Vandross and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves awarding the Overhead Line Patrol to McCall-Thomas Engineering, Co. for the period of January 1, 2022 through December 31, 2021 in the amount not to exceed \$230,000.

Underground Construction Contract-Mr. Mobley

Mr. Mobley stated that the Underground Construction Contract was bid out and they received three bids. This will be a four-year \$16 million-dollar, labor only contract; the term is for January 1, 2022 through December 31, 2025. Based on the evaluation, Sumter Utilities is the lowest bidder. They are seeking approval to award Sumter Utilities with the Underground Construction Contract. Upon a motion by Mr. Gourdine, seconded by Mr. Vandross and unanimously passed; it was

RESOLVED, that the Board of Trustees hereby approves awarding the four-year, \$16 million-dollar Underground Construction Contract to Sumter Utilities. The term is for January 1, 2022, through December 31, 2025.

Goose Creek Facility-Mr. Harvey

Mr. Harvey presented information regarding the overcrowding in the Goose Creek District. There are three overcrowded departments that have 35 employees. They are having material storage issues, that was a problem five years ago. Mr. Harvey went over the cost estimates to do the expansion and the construction timeline. It was proposed that the Board approve Phase 1 and Phase 2 of this project. Upon a motion by Mrs. Shuler, seconded by Mr. Chavis and unanimously passed it was

RESOLVED, that the Board of Trustees hereby approves going forward with Phase 1 and Phase 2 of the Goose Creek Renovation. The cost for Phase 1 and Phase 2 will be from 4 million to 4.75 million.

Attorney Report-Mr. Williams

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

Federal Financing Loan Resolution-Mr. Williams

Mr. Williams presented the below resolution to the board for a loan in the amount of \$197,161,000.00. Upon a motion by Mr. Chavis, seconded by Mr. Vandross and unanimously passed it was

1. RESOLVED that the Corporation borrow from the Federal Financing Bank ("FFB") an amount not to exceed \$197,161,000.00, to be guaranteed by the United States of America (the "Government"), acting through the Administrator of the Rural Utilities Service ("RUS"); and
2. RESOLVED that the corporation accept the terms and conditions which the Administrator of RUS has established for obtaining its guarantee of the FFB loan, as such terms and conditions are set forth; and
3. RESOLVED that the Chairman is authorized on behalf of the Corporation to execute and deliver under its corporate seal, which the secretary is directed to affix and attest:
 - (a) as many counterparts respectively as shall be deemed advisable of an agreement with the Government, in the form of the RUS Loan Contract submitted to this meeting; and
 - (b) a note payable to FFB and guaranteed by RUS in the principal amount of \$197,161,000.00, substantially in the form of the FFB note submitted to this meeting; and

- (c) the note payable to the Government, acting through the Administrator of RUS, substantially in the form of the Reimbursement Note submitted to this meeting; and
- (d) as many counterparts as shall be deemed advisable of a Restated Mortgage and Security Agreement by and among the Borrower, the Government and CoBank, ACB, which, among other things, pledges all of the Corporation's property to secure notes payable to the Government in the aggregate principal amount not to exceed \$800,000,000.00 at any one time, and a financing statement, substantially in the form of the security instruments presented to this meeting; and

4. RESOLVED that the officers of the Corporation be, and each of them is authorized in the name and on behalf of the Corporation, to execute all such instruments, make all such payments 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 out the purposes and intent of the foregoing resolutions; and

5. RESOLVED that President and CEO, Vice President of Finance, Controller, and any official(s) authorized to act in such corporate position(s) and to perform the functions of such position(s) are authorized on behalf of the Borrower (a) to execute and deliver from time to time advance requests, maturity extension election notices, prepayment election notices and refinancing election notices, in the form of such instruments attached to the note payable to FFB, and (b) to specify information and select options as provided in such instruments.

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

I FURTHER CERTIFY THAT the date of actual execution of the documents referred to above is November 22, 2021.

I FURTHER CERTIFY THAT the following are the names and signatures, respectively, of the officers of the Corporation identified below who validly held and occupied their respective positions on said date of actual execution of the documents.

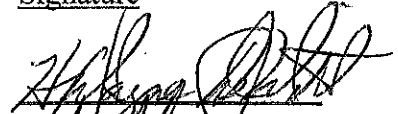
Office

Name

Signature

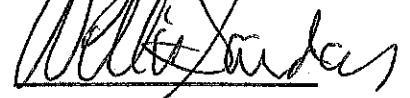
Chairman

H. Wayne DeWitt



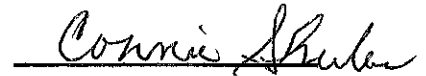
Vice Chairman

Willis Sanders



Secretary/Treasurer

Connie B. Shuler

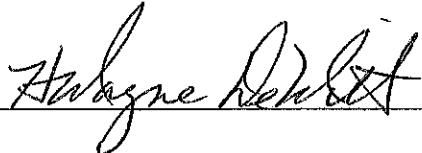


New Business-

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