**MID-CAROLINA ELECTRIC COOPERATIVE, INC.**

**LEXINGTON, SOUTH CAROLINA**

**MINUTES OF REGULAR MEETING OF BOARD OF TRUSTEES**

**September 29, 2025**

**AGENDA ITEM # 1**

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| **CALL TO ORDER:**<br>(9:30 a.m.) | Marvin W. Sox, President/Chairman<br>Alan R. Lunsford, Vice-President/Vice-Chairman<br>Donette B. Kirkland, Secretary<br>J. Allan Risinger, Treasurer<br>J. Carey Bedenbaugh, Jr.<br>Eddie C. Best, Jr.<br>Kenneth E. Lindler<br>Justin B. Watts |
| **STAFF PRESENT:** | R. Robert "Bob" Paulling, President and CEO<br>Theresa D. Crepes. VP, Finance and Accounting<br>Robert A. Wilbur, VP, Operations<br>Lee H. Ayers, VP, Engineering<br>Troy A. Simpson, VP, Member Services<br>Steven G. Davidson, VP, Information Technology<br>Vicki E. Ross-Bell, Administrative Services Manager |
| **ATTORNEY PRESENT:** | J. David Black |
| **INVOCATION:** | Justin Watts |

**PLEDGE OF ALLEGIANCE**

**AGENDA ITEM # 2**

**APPROVAL OF MINUTES:** Chairman Sox called the meeting to order. He then asked if there were any corrections, additions, or deletions to the minutes of the last monthly meeting held on August 25, 2025. Mr. Lindler made a motion to approve the minutes, as presented. The motion was seconded by Mr. Best and unanimously passed.

**See Resolution # 1**

**AGENDA ITEM # 3**

**UNFINISHED BUSINESS:** There was no unfinished business to come before the Board.

**AGENDA ITEM # 4**

**DEPARTMENTAL REPORTING:**

**FINANCE AND ACCOUNTING:** Chairman Sox called on Mrs. Crepes for the Finance and Accounting report. Mrs. Crepes reported the year-to-date revenue was $122,992,727, which is $1,195,195 over budget at the end of August. The year-to-date cost of wholesale power was $70,157,740, which is over budget by $1,112,147. The year-to-date margins were $6,736,845, which is ($383,547) below budget. Mrs. Crepes reported that equity was 23.52% at the end of August for an increase of 0.39%. The deferred credits account balance changed by ($749,820), and the ending balance was $6,218,888.

Mrs. Crepes then presented a rate comparison chart showing an average residential usage of 1,849 kWh in August. Mid-Carolina's average bill was $239.02 (account charge $39.00) compared to Dominion's $294.96 (account charge $9.50), Duke – Carolina's $246.58 (account charge $11.96), and Duke – Progress $259.05 (account charge $11.78). She then presented a comparison chart showing an average annual usage of 16,254 kWh. Mid-Carolina's average annualized bill was $2,320.71 (account charge $474.50) compared to Dominion's $2,436.64 (account charge $114.00), Duke – Carolina's $2,306.67 (account charge $143.52), and Duke – Progress $2,293.20 (account charge $141.36).

Mrs. Crepes reported that Mid-Carolina has received $4,475,152 from CarolinaConnect year-to-date. She then recommended that the Cooperative renew the contract with CPA firm McNair, McLemore, Middlebrooks & Company for an additional five years. The contract would include the Cooperative's annual audit for years ending 2026, 2027, 2028, 2029 and 2030. Mr. Risinger made a motion to approve the recommendation, as presented. The motion was seconded by Mr. Bedenbaugh and unanimously passed.

**See Resolution # 2**

There were no further questions or comments, and Chairman Sox thanked Mrs. Crepes for her report.

**OPERATIONS:** Chairman Sox called on Mr. Wilbur for the Operations report. Mr. Wilbur reported on the locations the Mid-Carolina and contractor crews worked in August. He reported that the right-of-way crews completed their work in the Lake Murray area, and they are still working in the Holley Ferry, Pelion, and Irmo areas. Mr. Wilbur stated the System Inspectors are still working in the Holley Ferry area. He reported that work is ongoing with the Carolina Crossroads project. There were no further questions or comments, and Chairman Sox thanked Mr. Wilbur for the report.

**ENGINEERING:** Chairman Sox called on Mr. Ayers for the Engineering report. Mr. Ayers reported that routine inspection and maintenance were completed. He stated work at Lake Murray Substation continues and the foundation and structures have started. The transmission line rebuild is still on schedule. Mr. Ayers reported the Lake Murray substation is being back fed from Holley Ferry, Gilbert, and Barr, and will continue through mid-November. He then reported on the fiber optic construction in subdivisions.

Mr. Ayers then showed a chart graphing MWh purchased each month year-to-date from 2021-2025 with a five-year running average. The next chart showed the MW Demand purchased each month year-to-date from 2021-2025 with a five-year running average. The monthly outage report and notes for August were discussed. There were no further questions or comments, and Chairman Sox thanked Mr. Ayers for his report.

**<u>MEMBER SERVICES:</u>** Chairman Sox called on Mr. Simpson for the Member Services report. Mr. Simpson shared ways the Cooperative has recently connected with the community. He discussed the valuable information the employees received at the Member Services Retreat. Mr. Simpson reviewed the recent social media engagement and discussed the quarterly schedule for the *South Carolina Living* magazine through the November/December 2025 issue. There were no further questions or comments, and Chairman Sox thanked Mr. Simpson for his report.

**<u>INFORMATION TECHNOLOGY</u>:** Chairman Sox called on Mr. Davidson for the Information Technology report. Mr. Davidson reported there were 43,574 accounts enrolled in SmartHub as of September 1, 2025, which represents 71.32% of active accounts enrolled. He stated that 87.86% of all August payment transactions were made electronically. Mr. Davidson reported that an additional 244 members enrolled in TextPower this month, bringing the enrollment total to 57,085.

Mr. Davidson reported that Mrs. Melanie Dodson gave a presentation on SmartHub at the recent NISC Member Information Conference (MIC). He then stated there were 39,116 emails received during the month, and 14,163 emails were blocked prior to reaching the Cooperative's email servers, and 23 of those emails contained viruses. Mr. Davidson gave an update on cyber security. There were no further questions or comments, and Chairman Sox thanked Mr. Davidson for his report.

**<u>ADMINISTRATION</u>:** Chairman Sox called on Mrs. Ross-Bell for the Administration report. Mrs. Ross-Bell referred to the monthly Operation Round-Up report. There were 15 applications approved out of 31, along with the monthly ministry donations, for a total donation of $26,179. The Trust Fund balance at the end of August was $56,250. She then reviewed the Board calendars through December 2025.

Mrs. Ross-Bell reported that the Board needs to approve the date for the Cooperative's 2026 Annual Meeting. The recommended layout of next year's annual meeting is as follows: Voting and Registration on April 11, 2026, from 7:00 a.m. to 7:00 p.m. at Beechwood Middle School and Chapin Middle School; Voting and Registration at both offices on April 17, 2026, from 12:30 p.m. to 4:30 p.m., and the Virtual Business Meeting on April 17, 2026, at 5:30 p.m. After a discussion of the proposed schedule, Mr. Bedenbaugh made a motion to approve the Annual Meeting schedule, as presented. The motion was seconded by Mr. Lunsford and unanimously passed.

**See Resolution # 3**

There were no further questions or comments, and Chairman Sox thanked Mrs. Ross-Bell for her report.

**AGENDA ITEM # 5**

**<u>CEO'S REPORT:</u>** Chairman Sox called on Mr. Paulling for his report. Mr. Paulling discussed that there were no recordable accidents in August. He then reported on two promotions in September, a Crew Leader to Line Superintendent and a Journeyman Lineman to Crew Leader. He also reported that a Fleet Intern started in September. There is currently active recruitment for a Line Technician. Mr. Paulling gave a detailed update on Strategic Planning. He outlined the results of the recent Staff and Team Lead meetings. There were no further questions or comments, and Chairman Sox thanked Mr. Paulling for his report.

**AGENDA ITEM # 6**

**LEGAL DISCUSSION:** Chairman Sox called on Mr. Black for the legal report. Mr. Black discussed several pending legal matters. There were no further questions or comments, and Chairman Sox thanked Mr. Black for his report.

**AGENDA ITEM # 7**

**CHAIRMAN'S REPORT:** Chairman Sox then stated that the Board needed to select a Voting Delegate and Alternate for the CFC Region 2 Meeting that will be held in Biloxi, MS on October 22, 2025. Mr. Lunsford made a motion for Mr. Marvin W. Sox to serve as the Voting Delegate and Mr. B. Robert Paulling to serve as the Alternate. The motion was seconded by Mr. Bedenbaugh and unanimously passed.

**See Resolution # 4**

Chairman Sox had nothing further to report at this time.

**AGENDA ITEM # 8**

**COMMITTEE REPORTS:** Chairman Sox called on Mr. Risinger for the Retiree Welfare Benefit Trust Committee Report. Mr. Risinger stated that the Committee met after the Board Meeting on August 25, 2025. The Trust Fund is still doing well, and there are no recommended changes at this time.

Chairman Sox then called on Ms. Kirkland for the Policy Committee Report. Ms. Kirkland stated that the Board received Board Policy 100 – Development of Board Policies and Board Policy 101 – Trustee Duties and Responsibilities prior to the meeting for the review. There were no recommended changes to either policy. These two policies will be updated to reflect they were reviewed today.

There were no other committee reports at this time.

**AGENDA ITEM # 9**

**ASSOCIATED MEETING REPORTS:** Chairman Sox stated that CarolinaConnect's Board Meeting will be held the next day on September 30, 2025. CarolinaConnect is in the planning stages of their Strategic Planning meeting that will be held December 4-5, 2025.

Mr. Paulling and Mr. Risinger gave an update on Central.

Ms. Kirkland stated that CEEUS didn't meet this month. She stated that the ECSC Communications Committee met earlier in the month to review the 2026 Budget. The 2026 Communications Budget will be presented to the ECSC Board on Thursday, October 2, 2025, for approval.

Mr. Lunsford reported that the ECSC Trustee Association Committee has a meeting scheduled for October 31, 2025.

There were no other reports at this time.

**AGENDA ITEM # 10**

**NEW BUSINESS:** Chairman Sox called for any new business. There was no new business to come before the meeting at this time. Mr. Bedenbaugh made a motion to enter executive session. The motion was seconded by Mr. Watts and unanimously passed.

**AGENDA ITEM # 11**

**EXECUTIVE SESSION:** There was no action taken during executive session.

**AGENDA ITEM # 12**

**ADJOURNMENT:** There was no further business, and the meeting was adjourned at 12:05 p.m.

Donette B. Kirkland

Donette B. Kirkland, Secretary

**APPROVAL:**

Marvin W. Sox

Marvin W. Sox, President/Chairman of the Board

**S.C. 37 LEXINGTON**

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.**

**RESOLUTION**

**# 1**

**WHEREAS,** the Board of Trustees reviewed and had no changes to the minutes of the regular monthly meeting held on August 25, 2025;

**NOW THEREFORE BE IT RESOLVED,** that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves the minutes for the last regular monthly meeting held on August 25, 2025.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc., do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 29th day of September 2025, at which meeting a quorum was present.

Donette B. Kirkland

Donette B. Kirkland, Secretary

**S.C. 37 LEXINGTON**

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.**

**RESOLUTION**

**# 2**

**WHEREAS,** Staff recommended that the Cooperative renew the contract with CPA firm McMichael, McNair, McLemore, Middlebrooks & Company for an additional five years;

**WHEREAS,** Mr. McMichael will conduct the Cooperative's annual audit for years ending 2026, 2027, 2028, 2029 and 2030; and

**WHEREAS,** after careful consideration, the Board approved the recommendation;

**NOW THEREFORE BE IT RESOLVED**, that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby approves the Cooperative to sign a five-year contract with McNair, McLemore, Middlebrooks & Company to conduct the Cooperative's annual audit.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 29th day of September 2025, at which meeting a quorum was present.

Donette B. Kirkland

Donette B. Kirkland, Secretary

**S.C. 37 LEXINGTON**

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.**

**RESOLUTION**

**# 3**

**WHEREAS,** the Board of Trustees is required by the Cooperative's Bylaws to set the date of the Annual Meeting of the members; and

**WHEREAS,** Voting and Registration will be held on Saturday, April 11, 2026, from 7:00 a.m. to 7:00 p.m. at Beechwoods Middle School in Lexington, SC and Chapin Middle School in Chapin, SC; and

**WHEREAS,** Voting and Registration will be held on Friday, April 17, 2026, from 12:30 p.m. to 4:30 p.m. at both Mid-Carolina offices in Lexington and Irmo; and

**WHEREAS,** the Business Meeting will be held virtually at 5:30 p.m. Friday, April 17, 2026; and

**WHEREAS,** after a discussion of the two-day format, the Board agreed with the recommendation;

**NOW THEREFORE BE IT RESOLVED,** by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. that the 2026 Annual Meeting of the members of Mid-Carolina Electric Cooperative, Inc. will consist of Voting and Registration on April 11, 2026, Voting and Registration on April 17, 2026, and a Virtual Business Meeting on April 17, 2026.

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 29th day of September 2025, at which meeting a quorum was present.

Donette B. Kirkland

Donette B. Kirkland, Secretary

**S.C. 37 LEXINGTON**

**MID-CAROLINA ELECTRIC COOPERATIVE, INC.**

**RESOLUTION**

**# 4**

**WHEREAS,** the Board of Trustees is responsible for selecting a voting delegate and alternate for the 2025 CFC Regional Meeting; and

**WHEREAS,** the Board of Trustees desires to appoint the within-named persons as voting delegate and alternate to the aforesaid meetings;

**NOW THEREFORE BE IT RESOLVED,** that the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. hereby appoints voting delegate and alternate for the 2025 CFC Regional Meeting on October 22, 2025, as follows:

**CFC Regional Meeting**

| | |
|---|---|
| Voting Delegate | Mr. Marvin W. Sox |
| Alternate | Mr. B. Robert Paulling |

I, Donette B. Kirkland, Secretary of Mid-Carolina Electric Cooperative, Inc. do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Trustees of Mid-Carolina Electric Cooperative, Inc. at a regular meeting duly assembled on the 29th day of September 2025, at which meeting a quorum was present.

Donette B. Kirkland

Donette B. Kirkland, Secretary