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**MINUTES OF THE REGULAR BOARD MEETING  
HELD TUESDAY, OCTOBER 19, 2021  
SMECO ENGINEERING & OPERATIONS CENTER  
14950 COOPERATIVE PLACE  
HUGHESVILLE, MD 20637**

The regular meeting of the Board of Directors of Southern Maryland Electric Cooperative, Inc. (SMECO) was held on Tuesday, October 19, 2021, 1:00 p.m. in the SMECO Engineering & Operations Center, Lower and Middle Chesapeake Rooms, 14950 Cooperative Place, Hughesville, Maryland 20637.

**Attendance:**

Directors:

W. Rayner Blair, III  
Gilbert O. Bowling  
Kenneth W. Cross  
William R. Cullins, III  
Daniel W. Dyer  
Kenneth L. Dyson  
J. Douglas Frederick  
Susan Hance-Wells

Joseph Gilbert Murphy  
W. Michael Phipps  
William L. Purnell  
James A. Richards  
P. Scott White  
Richard A. Winkler  
Nancy W. Zinn

Board Attorney: Joseph R. Densford

SMECO Personnel:

President and Chief Executive Officer (CEO) Sonja M. Cox  
Senior Vice President of Engineering and Operations and  
Chief Operating Officer (COO) Roger Schneider  
Senior Vice President of External Affairs and  
General Counsel Mark A. MacDougall  
Senior Vice President of Customer & Enterprise Services and  
Chief Information Officer (CIO) Joseph Trentacosta  
Senior Vice President of Financial Services and  
Chief Financial Officer (CFO) Beth Kennedy  
Senior Vice President and Chief Strategy & Innovation Officer (CSIO) Campbell Hawkins  
Senior Vice President and Chief Human Resources Officer (CHRO) Cindy Rauner  
Executive Assistant to the President & CEO Teresa M. Barringer  
Managing Director of Government & Public Affairs Thomas Dennison  
Senior Communications Specialist Jonna Jones  
Administrative Services Supervisor Nicholas Sweetman

**Call to Order** – Chairman P. Scott White called the meeting to order at 1:00 p.m.

**Minute for Safety** – Chairman White gave the minute for safety.

**Presentation: SMECO Social Media** – Senior Communications Specialist Jonna Jones updated the board on the status of SMECO's social media presence. She covered several topics including how SMECO creates content, monitors post performance and responds to members' questions and comments. At the conclusion of the presentation, Communications Specialist Jones was excused from the meeting.

**Approval of Minutes** – The minutes of the September 21, 2021 Regular Board Meeting were considered. A motion was duly made, seconded, and unanimously carried approving the minutes of the September 21, 2021 Regular Board Meeting.

**September 2021 Financial Performance and Statistics Reports** – Senior Vice President of Financial Services and Chief Financial Officer (CFO) Beth Kennedy reviewed the financial highlights for the period ending September 30, 2021.

**Committee Reports:**

**Board Risk Oversight Committee (BROC)** – Committee Chairman Winkler reported that the Board Risk Oversight Committee (BROC) did not hold a meeting; therefore, no report was given.

Date of Next Committee Meeting – Committee Chairman Winkler advised that the Board Risk Oversight Committee (BROC) will hold their next meeting on Tuesday, November 16, 2021, 10:30 a.m., in the SMECO Headquarters Auditorium and/or Via Zoom.

**Capital Projects Committee** – Committee Chairman Blair reported that the Capital Projects Committee did not hold a meeting; therefore, no report was given.

Date of Next Committee Meeting – Committee Chairman Blair advised that the Capital Projects Committee will hold their next meeting on Tuesday, December 7, 2021, 10:00 a.m., in the SMECO Headquarters Auditorium and/or Via Zoom.

**Committee on Strategy and Innovation** – Committee Chairman White reported that the Committee on Strategy and Innovation did not hold a meeting; therefore, no report was given.

Date of Next Committee Meeting – Committee Chairman White advised that the Committee on Strategy and Innovation will hold their next meeting on Friday, November 5, 2021, 1:00 p.m., in the SMECO Headquarters Auditorium and/or Via Zoom.

**Personnel and Benefits Committee** – Committee Chairman Cullins reported that the Personnel and Benefits Committee did not hold a meeting; therefore, not report was given.

Date of Next Committee Meeting – Committee Chairman Cullins advised that the Personnel and Benefits Committee will hold their next meeting on Tuesday, December 21, 2021, 10:00 a.m., in the SMECO Headquarters Auditorium and/or Via Zoom.

**Policy, Audit and Budget Committee** – Committee Chairman Phipps reported that the Policy, Audit and Budget Committee did not hold a meeting; therefore, no report was given.

Date of Next Committee Meeting – Committee Chairman Phipps advised that the Policy, Audit and Budget Committee will hold their next meeting on Monday, November 22, 2021, 9:00 a.m., in the SMECO Headquarters Auditorium and/or Via Zoom.

**Public Relations Committee** – Committee Chairman Frederick reported that the Public Relations Committee did not hold a meeting; therefore, no report was given.

**Reading Material** – Chairman White called attention to board reading material.

**Board Policy of the Month** – Board Policy 5-1: Use and Signing of Checks and Approval of Electronic Payment Transactions. A synopsis was provided in board materials.

**President's Report** – CEO Cox updated the Board on current topics of interest regarding the business of the Cooperative and entertained questions regarding her written report.

**Directors' Comments:**

Discussion ensued on various topics.

**New Business:**

2022 Substation Transformer Procurement Contract - **RESOLUTION** – Senior Vice President of Engineering and Operations and Chief Operating Officer (COO) Roger Schneider presented proposals for three 20/37 MVA 69kV power transformers needed in 2022 for the new Chaptico Substation, Lexington Park Substation upgrade, and the Bannister transformer replacement. The lowest bid was \$2,056,344.00 as proposed by Virginia Transformer Corporation.

Therefore, it is recommended that the transformer procurement contract be awarded to Virginia Transformer Corporation in the amount of \$2,056,344.00.

A motion was duly made, seconded, and unanimously approved to award the transformer procurement contract to Virginia Transformer Corporation in the amount of \$2,056,344.00.

Chaptico Substation Construction Contract - **RESOLUTION** – COO Roger Schneider presented proposals for construction of the Chaptico substation. The lowest bid was \$1,559,923.17 as proposed by New River Electrical Corporation.

Therefore, it is recommended that the construction services contract be awarded to New River Electrical Corporation in the amount of \$1,559,923.17.

.A motion was duly made, seconded, and unanimously approved to award the bid for construction services to New River Electrical Corporation in the amount of \$1,559,923.17.

2022 Industry Meetings & Director Training Selections – Chairman White referred the Board to the memo in BoardPaq, which was also distributed. The Board was instructed to indicate their top two meetings or seminars they are interested in attending in 2022 and return the sheet or email choices to Executive Assistant Barringer no later than Friday, November 5, 2021.

2021 Winter School for Directors – Chairman White advised that the 2021 Winter School for Directors will be held December 10-14, 2021 at the Gaylord Opryland Resort & Convention Center,

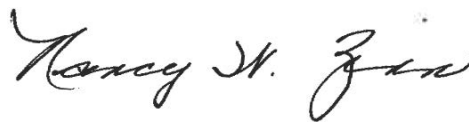
Nashville, Tennessee. Directors Blair, Cross, Cullins, Hance-Wells, Murphy, and White will be attending.

**Confirm Date/Time for Next Board Meeting** – The next regular meeting of the Board of Directors will be held on Tuesday, November 16, 2021, at 1:00 p.m. at the SMECO Headquarters Auditorium and/or Via Zoom.

**Executive Session** – A motion was duly made, seconded, and unanimously carried to go into Executive Session at 1:42 p.m. (Senior Vice President of Engineering and Operations and Chief Operating Officer (COO) Roger Schneider, Senior Vice President of External Affairs and General Counsel Mark A. MacDougall, Senior Vice President of Customer & Enterprise Services and Chief Information Officer (CIO) Joseph Trentacosta, Senior Vice President of Financial Services and Chief Financial Officer (CFO) Beth Kennedy, Senior Vice President and Chief Human Resources Officer (CHRO) Cindy Rauner, Senior Vice President and Chief Strategy and Innovation Officer (CSIO) Campbell Hawkins, Managing Director of Government & Public Affairs Thomas Dennison, and Administrative Services Supervisor Nicholas Sweetman were excused from the meeting).

A motion was duly made, seconded, and unanimously carried to come out of Executive Session at 1:44 p.m. and resume the Regular Board Meeting.

**Adjournment of Meeting** – There was no further business to come before the Board of Directors; therefore, a motion was duly made, seconded, and unanimously carried approving the adjournment of the meeting at 1:44 p.m.



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Nancy W. Zinn

Secretary-Treasurer