

**“EXHIBIT I”
TO THE JULY 24, 2010 DUC MINUTES**

**FIRST AMENDMENT TO
THE AMENDED AND RESTATED BYLAWS
OF THE DEWEES UTILITY CORPORATION**

At a duly held meeting on July 24, 2010 of the Board of Directors (the “Board”) of the Dewees Utility Corporation, a South Carolina nonprofit corporation (the “Corporation”), the Board approved and adopted the following amendment (the “Amendment”) to the Corporation’s Amended and Restated Bylaws (the “Bylaws”):

WHEREAS, Article XIII of the Bylaws provides that these Bylaws may be amended by the Board; and

WHEREAS, the Board approved an Amendment to the Bylaws to amend the record date provision in Article VI, Section 6 of the Bylaws in order to determine Members (as defined in Article VI of the Bylaws) who are entitled to vote at meetings of the Members.

NOW, THEREFORE, the Board has adopted the following Amendment to the Bylaws effective as of July 24, 2010:

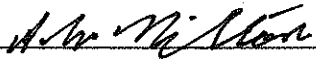
1. Article VI, Section 6 of the Bylaws is hereby removed from the Bylaws in its entirety and replaced with a new Article VI, Section 6 which shall read as follows:

Section 6. Record Date. The record date (the “Record Date”) for determining the right to vote at any meeting of the Members, including, but not limited to, the annual meeting of the Members, shall be that date which is seventy (70) days prior to the date of any such meeting, provided that proper notice of such meeting is provided to the Members. Any Member who has not paid all fees for services and special assessments (including any late fees, interest, attorneys’ fees, or other costs) on or before the Record Date shall not be entitled to vote as a Member at any such meeting of the Corporation. Notwithstanding the foregoing sentence, if any Member and the Corporation have agreed in writing that such Member may pay any or all of such fees for services and special assessments in one (1) or more monthly installments, such Member shall be entitled to vote at any meeting if the Member has paid all installments due pursuant to such written agreement as of the Record Date and pays all installments becoming due after the Record Date through the date of any such meeting.

2. Except as expressly modified and amended in this Amendment, the Bylaws remain in full force and effect and are hereby republished and reaffirmed in their entirety.

IT IS HEREBY CERTIFIED that the foregoing Amendment to the Bylaws was duly approved and adopted by the Board on July 24, 2010.

DEWEES UTILITY CORPORATION:



By:
Its: President