

**WASHINGTON ELECTRIC COOPERATIVE, INC.**  
**REGULAR MEETING OF THE BOARD OF DIRECTORS**

**March 18, 2020**

The regular meeting of the Board of Directors, conducted via video teleconference, was called to order at 1:13 p.m. by President Barry Bernstein with the following board members present:

Barry Bernstein	Steven Farnham	Richard Rubin
Donald Douglas	Stephen Knowlton	Mary Just Skinner
Roger Fox	Anne Reed	

Director Jean Hamilton joined at 1:44 p.m. Also present were General Manager Patty Richards; Attorney Ron Shems of the law firm Tarrant, Gillies and Richardson, the Cooperative's legal counsel; Director of Finance & Administration (F&A) Cheryl Willette and Administrative Assistant Dawn Johnson.

**ADDITIONAL AGENDA ITEMS**

President Bernstein requested that discussions be had concerning the 81st Annual Member meeting, the COVID-19 impacts on WEC, a member application notice for a proposed net metering project, and executive session consideration of Coventry gas supply and tax appeal mediation.

**APPROVAL OF CONSENT AGENDA ITEMS**

Three items were included under the consent agenda: minutes of the February 26, 2020 Board meeting, the VELCO annual shareholder meeting proxy authorization and ratification of authorization to execute the VELCO Specific Facility Equity Call agreement.

*There being no corrections or comments, President Bernstein declared the minutes of the regular February 26, 2020 board meeting, the VELCO Proxy authorization and the VELCO Specific Facility Equity Call ratification approved.*

**2019 FINANCIAL AUDIT**

The auditors from Kittell Branagan & Sargent (KBS) and the Finance, Administration and Power Planning Committee (FAPP) met on March 11, 2020. The discussion included tax law impact changes, inventory and lender borrowing requirements. KBS reported that they gave WEC an opinion that notes no material deficiencies.

*A motion was made by Director Douglas and seconded by Director Skinner to accept the 2019 financial audit provided by KBS. The board voted unanimously in favor of the motion.*

## **COVID-19 RESPONSE**

General Manager Richards provided an overview of the office response plan put in place at the WEC Office and at the WEC Operations Center. All necessary steps are being taken to keep employees healthy in case of unforeseen outages. WEC has ceased all meter disconnections for non-payment until at least April 30, 2020, as ordered by the Public Utility Commission, or longer if seems appropriate by the General Manager.

## **81<sup>st</sup> ANNUAL WEC MEMBER MEETING**

General Manager Richards proposed that due to the COVID-19 pandemic WEC's 81<sup>st</sup> Annual Member Meeting for the public be cancelled. After a brief discussion there were no objections, so the public meeting will be cancelled. General Manager Richards will consult with President Bernstein and Vice-President Fox on relevant bylaw compliance and will work with staff to take the necessary steps to continue the election process and publicize the cancellation. Rescheduling of the member gathering at a later date will be considered.

## **NET METERING APPLICATION NOTICE**

There was a brief discussion regarding response to a member who had solicited input on a proposed application for a net metered solar project. Concern was expressed that although directors are encouraged to have discussions with members about Co-op issues, there is risk of personal perspectives being misconstrued as board positions.

## **EXECUTIVE SESSION**

The board entered Executive Session at 1:49 p.m. to discuss the 5.95% rate increase case, the Coventry gas discussion and the Coventry town property appraisal appeal. The meeting reconvened in open session at 2:32 p.m.

*During the executive session the following actions were taken:*

*Director Farnham made a motion to authorize General Manager Richards and Legal Counsel Shems to negotiate a settlement in the property valuation mediation for the Coventry Power Plant within specified limits. Director Douglas seconded the motion. The motion was approved; Director Fox voted no, and Director Knowlton abstained.*

*Director Douglas made a motion to authorize General Manager Richards and Legal Counsel Shems to negotiate a settlement in the property tax valuation mediation for the Coventry transmission lines within specified limits. Director Skinner seconded the motion. The board voted in favor of the motion.*

As there was no further essential business to discuss, the meeting adjourned at 2:33 p.m.

  
M. Anne Reed, Secretary

The foregoing record of the minutes was duly accepted by the Board of Directors at a regular meeting held on 4/29/2020, at which meeting a quorum of the Board was present and voting.



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M. Anne Reed, Secretary

