

**WASHINGTON ELECTRIC COOPERATIVE, INC.**  
**REGULAR MEETING OF THE BOARD OF DIRECTORS**  
**September 30, 2020**

The regular meeting of the Board of Directors, conducted via video teleconference, was called to order at 4:05 p.m. by President Barry Bernstein with the following board members present:

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

Director Jean Hamilton joined the meeting at 4:44 p.m. Also present were General Manager Patty Richards; Attorney Ron Shems of the law firm Tarrant, Gillies, Richardson, & Shems, the Cooperative's legal counsel; Director of Finance & Administration (F&A) Cheryl Willette; Director of Engineering and Operations (E&O) Dan Weston; Director of Members and Marketing Bill Powell; and Administrative Assistant Dawn Johnson. Guests Elaine MacDonald and Jim Meiers of National Rural Utilities Cooperative Finance Corporation (NRUCFC), Aaron Bennett and Kevin Fitzgibbons of National Rural Telecommunications Cooperative (NRTC), Carole Monroe and Stan Williams of ECFiber/ValleyNet, David Healy of CVFiber, and Michael Birnbaum and Ed Vilandrie of Kingdom Fiber joined the meeting at 4:05 p.m. All guests left the meeting at 5:19 p.m.

**EXECUTIVE SESSION**

The board entered Executive Session at 4:05 p.m. to discuss the status of broadband service development efforts with all guests. The meeting reconvened in open session at 5:22 p.m.

**APPROVAL OF CONSENT AGENDA ITEMS**

The consent agenda included the minutes of the August 26, 2020 regular Board meeting and the adoption of the Capital Credits Checking Account Resolution.

*There being no corrections or comments, President Bernstein declared the minutes of the regular board meeting held August 26, 2020, approved and the Northfield Savings Bank 2021 Capital Credits Checking Account Resolution adopted.*

**EDITOR'S CONTRACT**

*A motion was made by Director Fox and seconded by Director Farnham to approve the contract renewal for editorial and communication services with a 2% increase to the current contract rate. The board voted unanimously in favor of the motion.*

Director Douglas noted that the Editorial Committee is very happy with Katie Titterton's work and supports a 2% increase.

## EXECUTIVE SESSION

The board reconvened in Executive Session at 5:26 p.m. to discuss the next steps and to move forward with broadband service development efforts. During executive session, the following actions were taken:

*A motion was made by Director Rubin to approve this statement:*

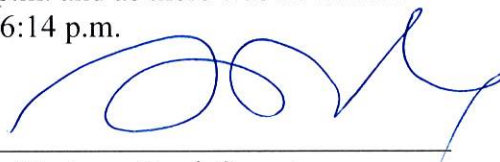
*"The WEC Board is committed to direct staff and expert resources to expeditiously pursue necessary actions to analyze, study, plan and seek approval for smart grid communication infrastructure and obtain approval from the WEC Board of Directors, state regulators, and others. WEC may apply to secure RUS Smart Grid program funding in order to enhance WEC distribution system automation capabilities, while realizing synergies associated with favorable long-term financing as well as fiber optic communication infrastructure leasing opportunities.*

*We acknowledge that this initiative is subject to further WEC board and regulatory, financing and lender approvals, and is contingent on accomplishing these significant benefits with acceptable electric rate and financial metric impacts."*

*The motion was seconded by Director Skinner. The board voted unanimously in favor of the motion.*

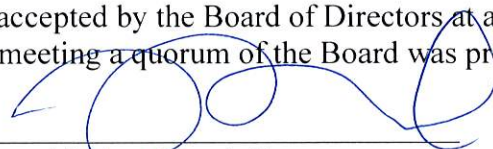
*A motion was made by Director Reed that "The WEC board authorizes the WEC's administrative team to negotiate and enter into a general Memorandum of Understanding with potential partners ECFiber, CVFiber and Kingdom Fiber, prior to the commencement of RDOF bidding on Oct. 29, 2020, outlining arrangements to collaborate & partner, including the right to lease WEC dark fiber as available. Any MOU or other agreement shall be subject to the Board's approval." The motion was seconded by Director Douglas. The board voted unanimously in favor of the motion.*

The meeting reconvened in open session at 6:14 p.m. and as there was no further essential business to discuss, the meeting adjourned at 6:14 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 10/28/20, at which meeting a quorum of the Board was present and voting.



M. Anne Reed, Secretary