

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

February 24, 2021

The regular meeting of the Board of Directors, conducted via video teleconference, was called to order at 2:01 p.m. by President Barry Bernstein. The following board members were in attendance:

Barry Bernstein	Roger Fox	Anne Reed
Donald Douglas	Jean Hamilton	Mary Just Skinner
Steven Farnham	Stephen Knowlton	

Director Richard Rubin was not present. 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; William Powell, Director of Products & Services; and Administrative Assistant Dawn Johnson. Mr. Powell left the meeting at 2:16 p.m. and Attorney Ron Shems left the meeting at 4:37 p.m.

EXECUTIVE SESSION

The meeting entered Executive Session at 2:02 p.m. to discuss Broadband deployment, and reconvened in open session at 2:16 p.m.

ADDITIONAL AGENDA ITEMS

General Manager Richards requested an Executive Session discussion regarding negotiations with Green Mountain Power (GMP). President Bernstein requested a general update regarding the power outage that occurred on February 22, 2021 which impacted 2000+ members.

TARRANT, GILLIES, RICHARDSON & SHEMS CONTRACT

Attorney Shems provided an overview of the proposed legal counsel contract and expressed his appreciation working with WEC and the Board of Directors. There was a brief discussion clarifying the term of the contract is 3 years.

A motion was made by Director Farnham to accept the proposed three year legal counsel contract between WEC and Tarrant, Gillies, Richardson and Shems. The motion was seconded by Director Skinner. The Board voted to approve the motion.

NRECA BOARD REPORT

President Bernstein stated that he would provide the Board with a summary of the NRECA Board meeting by email. He did note that Jim Matheson, NRECA CEO, is feeling confident that

repricing of federal loans will be approved. This would save WEC a substantial amount of money over the life of its loans. He also noted that the new NRECA Board President, Chris Christiansen, put climate change at the front of his opening statement as president, and President Bernstein is interested in what that means for NRECA's future position on climate change.

STRATEGIC PLANNING & BOARD GOVERNANCE

President Bernstein requested a motion regarding the proposed strategic planning & board governance educational sessions for WEC.

Director Skinner made the motion to approve CFC as the organization, pending references, to lead both the strategic planning and board governance sessions. Director Farnham seconded the motion. The Board voted to approve the motion.

President Bernstein and other committee members updated the board regarding the interviews for the contract to conduct strategic planning & board governance. CFC, pending reference checks, was selected as the organization to facilitate this work. There was a discussion regarding the possibility of integrating Vital Leadership into the syllabus to supplement CFC. In addition, the CFC training is included in WEC's membership with CFC so there would be no additional cost for CFC's benefits. There was a discussion regarding how the material would be coordinated and presented. It was noted that there would be planning tasks prior to beginning the process this summer. General Manager Richards and Director Knowlton will email the Board the materials provided to the interviewees from the committee and the presentations provided to the interviewing committee from the interviewees.

POWER OUTAGE FEBRUARY 22, 2021

General Manager Richards provided an overview regarding the outage that occurred on February 22, involving the Mount Knox and Jackson Corners substations. The cause was an excess voltage issue. The substation is designed to shut down when the voltage is out of specific range. The necessary safety conversations took place with GMP before the power was restored. Communication continues between GMP and WEC regarding voltage issues causing large outages. Director Douglas noted that members are vocalizing on social media how many hours they have been without power already in 2021. Ms. Richards noted that the future fiber installation between WEC substations and VELCO should support better notification to WEC staff when a substation has shut down.

INFORMATIONAL REPORTS

General Manager Richards explained that these reports were informational and educational in nature. She requested that topics of interest be brought to her attention and the items could be future board or sub-committee agenda items.

MANAGER'S REPORT

There was a brief discussion regarding items in the Manager's report and other relevant topics, including prospective Time of Day rates, the open Director of Engineering and Operations and Member Service Representative positions, and reported net metering system production and cost numbers.

Director Fox raised the idea of having a guest speaker or musical group presenting virtually at the 82nd annual meeting to encourage member participation. There was a brief discussion resulting in Director Douglas seeking a musical group and Administrative Assistant Johnson and Director Hamilton making a list of local restaurants to purchase gift certificates as door prizes. Ms. Johnson will research technical considerations and report back as soon as possible.

EXECUTIVE SESSION

The meeting entered Executive Session at 3:52 p.m., to discuss the Coventry gas supply and GMP negotiations. The meeting reconvened in open session at 4:47 p.m.

As there was no further essential business to discuss, the meeting adjourned at 4:48 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 March 31, 21, at which meeting a quorum of the Board was present and voting.



M. Anne Reed, Secretary

