

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

June 30, 2021

The regular meeting of the Board of Directors, conducted in person and via video teleconference, was called to order at 4:08 p.m. by President Stephen Knowlton. The following Board members were in attendance:

Barry Bernstein (joined 4:34)	Roger Fox	Anne Reed
Donald Douglas	Jean Hamilton	Richard Rubin
Steven Farnham	Stephen Knowlton	Mary Just Skinner

Directors Barry Bernstein and Mary Just Skinner, and Director of Products & Services (P&S) Bill Powell, participated virtually via Zoom. 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 Engineering & Operations (E&O) Dave Kresock; Administrative Assistant Rosie Casciero; and Plant Accountant Dawn Johnson. Director Jean Hamilton left at 6:15 p.m.

APPROVAL OF CONSENT AGENDA ITEMS

The consent agenda included the minutes of the May 2021 regular Board meeting, held May 26, 2021, and the special Board meeting held June 1, 2021.

There being no corrections or comments, President Knowlton declared the minutes of the regular May Board Meeting, held May 26, 2021, and the Special Meeting of the Board, held June 1, 2021, approved.

BOARD OF DIRECTORS & GOVERNANCE

President Knowlton reiterated the use of Policy 33 and Attachment A as a basis for Board governance and interactions with staff. He suggested the institution of a procedure for Board development inclusive of initiatives by the Members & Markets (M&M) Committee to identify, recruit, and propose the candidacy of future Board members from diverse demographics. Director Rubin noted that including non-Board WEC members on committees would further develop the Board.

RUS AUTHORIZATION UPDATES

It was requested of the Board to approve resolutions to update RUS Form 674 and Form 675 to allow for change of signature due to staff position and Board officer changes.

A motion was made by Director Farnham, seconded by Director Douglas, to adopt resolutions authorizing the addition of Assistant Director of Finance Teia Greenslit as Security Administrator to Form 674 and the addition of Board President Stephen Knowlton to Form 675. The Board voted unanimously in favor of the motion.

2022 RATE INCREASE FILING PREPARATION ASSISTANCE

General Manager Richards stated that a rate increase will likely be necessary in 2022, noting that plans are not finalized as per the May 19, 2021, FAPP meeting and the non-recurring nature of certain revenue. With the departure of Director of Finance & Administration Willette, outside expertise may be necessary. The estimated cost would be less than \$10,000, and is projected to be revenue-neutral.

A motion was made by Director Douglas, seconded by Director Hamilton, to authorize General Manager Richards to retain rate service expertise to prepare a rate increase filing if deemed necessary. The Board voted unanimously in favor of the motion.

ANNUAL MEMBER MEETING REVIEW AND DATE SELECTION

President Knowlton reviewed the staff proposal to set the date for future annual meetings. Director Farnham was in favor of varying the time and date of the meeting to accommodate the varied demographics and availability of WEC's members. Director Fox noted that various other events take place on the first of May, and suggested that the Annual Meeting date be set for the Thursday between the second and eighth of May.

A motion was made by Director Reed, seconded by Director Farnham, to approve May 5, 2022, as the date for the 83rd Annual Meeting, and to select the Thursday between the second and eighth of May as a standing date for all future Annual Meetings. The Board voted unanimously in favor of the motion.

MANAGER'S REPORT & GENERAL BOARD DISCUSSION

The Board discussed the omission of director residence addresses from the WEC website and *Co-op Currents* listings in the interest of privacy. President Knowlton also noted that listing directors' towns of residence will provide members more accurate and reasonable information as to the towns and counties represented on the Board. There was consensus that Administrative Assistant Casciero and *Currents* Editor Katie Titterton should update the masthead listing and the WEC website page to reflect this decision.

Attorney Shems informed the Board of the status of the agreement with the town of Coventry regarding the Coventry Plant's property taxes. General Manager Richards discussed plans for addressing accumulated arrearages following the July 15 expiration of the disconnection moratorium.

EXECUTIVE SESSION

The Board entered Executive Session at 5:11 p.m. to discuss the Coventry Plant gas supply, Broadband, and Apprentice Lineworker wages.

The meeting reconvened in open session at 6:25 p.m., at which time the following actions taken in Executive Session were reported:

On a motion by Director Rubin, seconded by Director Reed, the Board voted to authorize General Manager Richards, President Knowlton, Director

Bernstein, and Director of E&O Kresock to arrange a meeting with Casella regarding the Coventry gas supply.

On a motion by Director Rubin, seconded by Director Douglas, the Board voted to approve a proposed wage rate adjustment for apprentice lineworkers. Director Bernstein abstained.

There being no further essential business to discuss, the meeting was adjourned at 6:27 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 July 28, 2021, at which meeting a quorum of the Board was present and voting.


M. Anne Reed, Secretary