

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

September 29, 2021

The regular meeting of the Board of Directors, conducted in person and via video teleconference, was called to order at 4:03 p.m. by President Stephen Knowlton. The following Board members were in attendance:

Barry Bernstein
Donald Douglas
Steven Farnham

Roger Fox
Stephen Knowlton
Anne Reed

Richard Rubin
Mary Just Skinner (joined 4:05 p.m.)

Director Jean Hamilton was absent. Also present were incoming General Manager Louis Porter; Attorney Ron Shems of the law firm Tarrant, Gillies, Richardson, & Shems, the Cooperative's legal counsel; Director of Engineering & Operations Dave Kresock; Director of Finance & Administration Larry Monserrate; and Administrative Assistant Rosie Casciero.

APPROVAL OF CONSENT AGENDA ITEMS

The consent agenda included the minutes of the regular Board meeting held August 25, 2021, and the minutes of the special Board meeting held September 9, 2021.

President Knowlton declared the minutes of the regular August Board meeting, held August 25, 2021, and the special September Board meeting, held September 9, 2021, approved.

PRESIDENT'S REPORT

President Knowlton welcomed WEC's incoming General Manager Louis Porter and provided introductory remarks, a brief history of Mr. Porter's professional experience, and details of his initial work schedule.

2022 BOARD CALENDAR REVISIONS

The Board reviewed the proposed 2022 calendar of Board and committee meetings at staff's request. Any corrections, comments, and additions will be accepted prior to the year's end. Additionally discussed was the Board's regular meeting time, and director attendance at the NEAEC and REV meetings. A consensus was expressed to continue scheduling Board meetings for 4:00 p.m., to be revisited as circumstances warrant.

CAPITAL CREDIT CHECKING ACCOUNT

The Board discussed staff's request to open a checking account with Northfield Savings Bank for the purpose of distributing 2021's capital credit refunds to current and former members of the Coop.

On a motion by Director Rubin, seconded by Director Farnham, the Board voted without opposition to approve execution of an authorization resolution to open a checking account with Northfield Savings Bank to facilitate 2021 capital credit distribution.

PAYROLL CHECKING ACCOUNT

The Board discussed staff's request to open a payroll checking account with Northfield Savings Bank to facilitate direct deposit payments and to close WEC's existing account at People's United Bank. Director Farnham inquired about the possibility of utilizing a financial cooperative.

On a motion by Director Skinner, seconded by Director Douglas, the Board voted without opposition to approve execution of an authorization resolution to open a payroll checking account with Northfield Savings Bank and to close WEC's existing account at People's United Bank.

RATE INCREASE UPDATE

Director of Finance and Administration Monserrate provided the Board with a progress report on the rate increase anticipated for 2022. The Board considered the filing timeline in conjunction with other initiatives and the percent increase required. It was agreed that members should be informed of the proposed rate increase, the reasoning for it, and its effect on their bills, especially in light of the funds allotted to fiber deployment. Several directors reiterated that the Finance, Administration and Power Planning Committee (FAPP) should review the rate case and present a definitive recommendation at the October 27, 2021 Board meeting. It was noted that information on current rates of other Vermont electric utilities would be useful.

COVENTRY GENERATION UPDATE

Director of Engineering and Operations Kresock updated the Board on generation at the Coventry plant and the impact of Casella Waste Systems' upgrades, along with equipment maintenance. He also reminded directors and staff of the upcoming VELCO planned outage at the Irasburg substation, which will allow WEC to also perform necessary maintenance.

OPERATIONS STAFFING UPDATES

Mr. Kresock informed the Board of his progress in interviewing and selecting candidates for open lineworker positions. He reiterated the need for further hiring efforts to maintain the level of service and excellence expected by members. He is interested in pursuing candidates familiar with "rubber gloving"—working with live electrical lines with protective equipment—to further expedite WEC's outage response times. Director Rubin requested that staff make a conscious effort to hire a diverse staff, with particular attention to people of color and women.

Mr. Kresock also stated that he is seeing sustained demand for new service installation, and he continues to pursue outside contractors to complete scheduled ROW work.

MANAGER'S REPORT

Director Rubin requested clarification on the prospect of collecting arrearages, about which Mr. Monserrate provided a brief explanation.

Administrative Assistant Casciero provided an update on Member Services positions, stating that Elaine Gonier had accepted the Senior Member Services Representative position and that Member Services Supervisor Susan Golden was actively interviewing candidates for the now vacant Member Services Representative position.

EXECUTIVE SESSION

The Board entered Executive Session at 5:33 p.m. to discuss broadband and fiber optic communication equipment deployment.

The meeting reconvened in open session at 6:20 p.m., at which time the following action taken in Executive Session was reported:

On a motion by Director Rubin, seconded by Director Farnham, the Board voted to authorize staff to seek approval from the Cooperative's membership via vote to proceed with planning for and deployment of middle-mile fiber across WEC's service territory, and for WEC to borrow up to \$40 million from the Rural Utilities Service for that purpose.

There being no further essential business to discuss, the meeting was adjourned at 6:21 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 OCTOBER 27, 2021, at which meeting a quorum of the Board was present and voting.


M. Anne Reed, Secretary

