

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

May 25, 2022

The regular meeting of the Board of Directors, conducted in person and via video teleconference, was called to order at 4:02 p.m. by President Stephen Knowlton. The following Board members were in attendance:

Susan Alexander	Steven Farnham	Stephen Knowlton
Betsy Allen	Roger Fox	Richard Rubin
Don Douglas	Jean Hamilton	Mary Just Skinner

Also present were General Manager Louis Porter; Attorney Ron Shems of the law firm Tarrant, Gillies, & Shems, the Cooperative's legal counsel; Director of Engineering & Operations (E&O) Dave Kresock; Director of Finance & Administration (F&A) Larry Monserrate; Director of Products & Services Bill Powell; Member Services Supervisor Susan Golden; Administrative Assistant Rosie Casciero; and Vermont Public Power Supply Authority (VPPSA) representatives General Manager Ken Nolan, Sr. Power Supply Analyst Shawn Enterline, and Power Analyst Heather D'Arcy. President Knowlton, Director Skinner, Mr. Porter, Mr. Kresock, Mr. Monserrate, Ms. Golden, Ms. Casciero, and Mr. Nolan, attended in person; all other participants attended remotely. Director Rubin joined the meeting at 4:30 p.m. Ms. Golden left at 4:19 p.m. The VPPSA representatives left at 5:46 p.m.

INTRODUCTORY COMMENTS

President Knowlton welcomed new Board members Susan Alexander and Betsy Allen. He also introduced VPPSA representatives Mr. Nolan, Mr. Enterline, and Ms. D'Arcy, and briefly prefaced their presentation on WEC's power supply to be given later in the meeting. Mr. Porter introduced staff in attendance.

CONSENT AGENDA

The consent agenda included the minutes of the regular Board meeting held April 27, 2022. Director Alexander and President Knowlton noted minor amendments to the minutes, reordering the names of director candidates for the Board and correcting two typographical errors.

There being no objection, President Knowlton declared the minutes of the April 27, 2022 Board meeting approved with the noted corrections.

ELECTION OF OFFICERS

President Knowlton took action to resume the Board's organizational meeting of May 6, 2022, which was recessed to May 25 due to lack of a quorum.

On a motion by Director Skinner, seconded by Director Rubin, the Board voted unanimously to approve the slated nominations and to elect Stephen Knowlton, President; Roger Fox, Vice President; Don Douglas, Treasurer; and Mary Just Skinner, Secretary.

VERMONT ELECTRIC COOP (VEC) ANNUAL MEETING

Director Douglas briefly reported on his attendance at VEC's 2022 Annual Meeting, held at Smuggler's Notch in Jeffersonville, VT on May 14th. The event was well-attended and technologically sophisticated, and the election of directors went smoothly. Topics of the meeting included Vermont Electric Power Company's transmission service, TRANSCO; broadband deployment and make-ready work; and revenue, rates, and financials.

VERMONT PUBLIC POWER SUPPLY AUTHORITY (VPPSA) PRESENTATION

Mr. Enterline, aided by Ms. D'Arcy and Mr. Nolan, presented an overview of WEC's power supply milestones and risks. Of particular note were the effects of the Coventry plant on the Co-op's power supply and Coventry's removal from the ISO-NE (Independent System Operator New England) market(s) in 2024, the continued stressor of the Sheffield-Highgate Export Interface (SHEI) transmission congestion, and load management augmented by battery storage.

GENERAL MANAGER'S UPDATE

Informal Membership Gathering

Mr. Porter announced that WEC plans to hold an informal membership gathering in late summer at the WEC warehouse. The event will be held on the weekend and will include demonstrations by a crew, lunch, and a tour of the new apprentice training facility.

Member Comments & Complaints on Front Porch Forum & Social Media Protocol

Mr. Porter described comments posted by WEC members regarding Right-of-Way management and noted that Mr. Kresock and President Knowlton had spoken to the member(s) affected. He will also post Right-of-Way management information to Front Porch Forum.

Additionally, President Knowlton provided guidance to the Board for interacting with members online in regard to complaints or comments. Attorney Shems added that one director does not act alone in decisions or expressing opinions; only the full Board has authority to act.

Budget & Billing

Mr. Porter and Director of F&A Monserrate reported that WEC is roughly \$1 million in excess of its budget year-to-date, largely due to purchase power costs. This will affect the 2023 rate case but not the Co-op's cash flow. WEC is unlikely to meet its 2022 MDSC and TIER ratios, but 2020 and 2021's ratios will balance 2022's when assessed by the best-two-years-of-three criterion.

Staff explained, in response to Director Douglas's and President Knowlton's comments, that April's significant write-offs were related to over-90-day disconnections.

Miscellany

Mr. Porter reported, in response to Director Hamilton's inquiry, that the strategic planning activities begun in October 2021 are not as advanced as planned due to time constraints caused by his other duties for the Co-op. Staff stated they would provide the notes from the strategic planning session for the next Board meeting.

Director of Products & Services Powell described WEC's participation, alongside CAPSTONE Community Action, at the Middlesex Energy Fair.

The Annual Meeting review was postponed due to time constraints.

EXECUTIVE SESSION

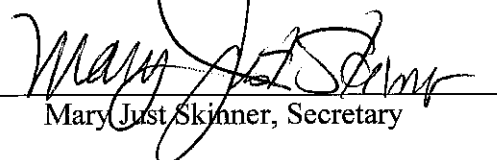
The Board entered Executive Session at 6:11 p.m. to discuss the Coventry plant and discussions with Casella representatives.

The meeting reconvened in open session at 6:30 p.m.

There being no further essential business to discuss, the meeting was adjourned at 6:30 p.m.

Mary Just Skinner, Secretary

The foregoing record of the minutes was duly accepted by the Board of Directors at a regular meeting held on July 27, 2022, at which meeting a quorum of the Board was present and voting.


Mary Just Skinner, Secretary