

Approved 7/27/21

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the Meeting of the Board of Directors

June 29, 2021

Pursuant to proper notice duly provided to all Directors, the regular meeting of the Directors of the New Hampshire Electric Cooperative, Inc. (NHEC) was held June 29, 2021. In light of the COVID-19 pandemic and in response to the NHEC Board Chair's COVID-related Emergency Determination, the meeting was conducted remotely via Zoom videoconferencing.

Directors present were Jeffrey Morrill, Alana Albee, Brenda Boisvert, William Darcy, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Thomas Mongeon, and Daniel Senie. Others present were Steve Camerino, President/CEO; Jim Bakas, VP of Operations and Engineering; Brian Callnan, VP of Power Resources and Access; Mark Dean, Attorney; Drew Dunagin, VP of Financial Services/CFO; Steve Kaminski, Power Planning and Policy Advisor; Mike Licata, VP of Member Services/Public Affairs; Pam Ouellette, VP of Human Resources and Organizational Development; Craig Snow, VP of Energy Solutions/Facilities; Geoff Ziminsky, VP of Technology and Business Services/CIO; Dustin Ryan, Safety Manager; Richard Knox, Member; and Sharon Yeaton, Executive Services Administrator (recording).

Chair Morrill called the meeting to order at 8:30 a.m.

Agenda Review

Chair Morrill indicated that an executive session for confidential personnel matters would be added to the agenda following the Chairman's Report.

Approval of Consent Agenda

Chair Morrill drew attention to the draft minutes and expense reports to be approved as part of the consent agenda. Upon motion of Mr. Senie, seconded by Mr. French, it was

VOTED: That the Board of Directors approves the consent agenda items: May 25, 2021 Board Minutes, May 24, 2021 Power Resources & Access Committee Minutes, June 4, 2021 Special Board Meeting Minutes, June 15, 2021 New Director Orientation Minutes, and Director Expense Reports.

Vote for the motion was unanimous.

Board Safety Moment

Mr. Ryan presented the safety moment on the topic of preventing heat illness and knowing the signs and causes.

Chairman's Report

Chair Morrill presented the Chairman's Report, discussing his three areas of focus to serve as the foundation for the pathway forward, including providing reliable electric service in a cost efficient way, building out and connecting a broadband infrastructure, and the need for new

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office facilities. He mentioned some of the recent successes, including the Moultonborough Battery Project, the CARES projects, and Capital Credits, noting this is just the start and as we think about going forward we have two companies to run and we need to find a way to leverage each. He commented that he will drive for alignment on things, encourage us to build relationships across the Board of Directors and Senior Management Team, look for us to take calculated risks, and challenge us to be proactive. He mentioned a few of the Cooperative Principles that stuck out for him, including democratic member control, member economic participation, and concern for community, advising that he hopes to build on these going forward. He closed his report indicating that he looks forward to working with everyone.

Mr. Knox joined the meeting at 8:43 a.m. Chair Morrill explained that he just completed his Chairman's Report and the board would be moving into executive session.

Executive Session

Upon motion of Mrs. Boisvert, seconded by Mr. Senie, it was

VOTED: That the Board of Directors move into executive session for the purpose of discussing confidential personnel matters.

Vote for the motion was unanimous and the board moved into executive session at 8:44 a.m. Mr. Knox left the meeting at this time.

The board moved out of executive session at 10:41 a.m. and Mr. Knox rejoined the meeting at this time.

President's Report

Mr. Camerino presented the President's Report. He called attention to the safety metrics on page 44 of the board packet, noting that we are tracking well and commenting that it is critical in a utility company that safety be deeply rooted in every aspect of the organization; discussed capital credits, addressing the efforts made to get us to the point of retiring capital credits and the final steps for the July retirement; and provided an update on return to office plans, indicating that a return is planned for after Labor Day, however, it will be more of a hybrid work model allowing for remote work.

Chair Morrill discussed plans for next month's board meeting to be held in person at the Pemi building.

Messrs. Camerino and Dunagin addressed questions on the Dashboard Report.

Facilities Planning

Mr. Camerino mentioned that while we are proceeding with plans for long term facilities replacement there are some interim improvements needed for our existing facilities, which will be split between 2021 and 2022. He noted that next month a list of improvements for this year will be presented to the board and will likely require an amendment to this year's budget. Improvements for next year will be included as part of the 2022 budget process. He mentioned the recent inspection of the Megatherm boiler at the headquarters, noting that it appears we may not need to replace this as originally thought. He discussed steps with regard to the longer term

facilities project, noting that we are just beginning to undertake the needs assessment process and we want to get the facilities working group formed. He stated that the facilities working group is an internal management process, but we want to have two or three board members who participate in key parts of the process to provide board level input and feedback.

Mr. Snow discussed the needs assessment phase and stated that Cooperative Building Solutions, whom we partnered with for the building assessment, will work with us for this phase as well. He also provided additional information on the Megatherm inspection and an additional boiler that was decommissioned years ago that can be used as a backup source if needed.

Mr. Camerino added that this project is a chance to do something with a lot of vision and impact to the organization and everyone will have input which will be utilized in coming up with conceptual designs. We want to make sure we have the ability and a process that lets us look at this with a completely blank page and be creative about it.

With regard to the facilities working group, Chair Morrill indicated that he has asked Mr. Senie to lead the board's participation in that and any director interested in participating should reach out to Mr. Senie.

Annual Meeting Review and Follow Up

Chair Morrill shared some statistics from the meeting, which were included in the board packet, and noted that he is interested in any thoughts and feedback on the meeting and ideas for how we may be able to get more member engagement. Thoughts shared included, a suggestion to reach out to members who attended to get their feedback, a hope that next year's meeting can be a hybrid model with both in-person and virtual participation, discussion on the potential of using the Telephone Town Hall platform, a suggestion to utilize the Qualtrics survey tool to get feedback, and mention of going back to the old meeting format of having a barbecue.

Board Committees

Chair Morrill reviewed committee assignments, noting that he tried to keep things somewhat consistent with last year.

Mr. Mongeon noted that the Chair and Vice Chair positions on the NH Broadband, LLC will need to be voted on by the LLC managers.

Upon motion of Mr. French, seconded by Mr. Darcy, it was

VOTED: That the Board of Directors accepts the committee roles as presented.

Vote for the motion was unanimous.

Chair Morrill discussed committee roles working in partnership with the Senior Management Team coordinator, the foundation of SMART goals and how we build on those going forward, and how we operate committee meeting, indicating that he will address this further with the Executive Committee.

Board General Session

Board Tracking Report

Chair Morrill reviewed the items on the Board Tracking Report. Relative to NRECA, he mentioned that if anyone is interested in the NRECA director position for NH, or serving on one of the NRECA Region I standing committees, they should let him know.

Committee Meetings

Following is a list of upcoming meetings:

- Audit Committee – July 26, 8:30 a.m.
- Corporate Services Committee – July 26, following Audit Committee
- Member Services Committee – July 26, following Corporate Services Committee

NHEC Foundation Report

NHEC Foundation Chair Davis reported on yesterday's NHEC Foundation meeting, advising that grants totaling \$62,264 were awarded and a complete report would be provided next month. She also discussed the Foundation's Annual Meeting, including new directors, recognition of departing directors, and officer elections.

NRECA Report

Chair Morrill noted that several NRECA items were discussed earlier in the meeting.

Miscellaneous Items

Chair Morrill mentioned the monthly strategic topic discussions, noting that he wants to use this as a way to engage the board and senior management and he is open to ideas anyone may have for topics.

Ms. Albee suggested a discussion about the Enterprise Risk Management Report at the next board meeting.

Upon motion of Mr. Dwyer, seconded by Mr. Senie, it was unanimously voted to recess the meeting at 11:30 a.m. Mr. Knox left the meeting at this time.

The meeting reconvened at 12:01 p.m. All those in attendance prior to the recess rejoined the meeting.

Executive Session

Upon motion of Mr. Senie, seconded by Mr. Darcy, it was

VOTED: That the Board of Directors move into executive session for the purpose of confidential discussion of legal claims/litigation, commercial information, and personnel matters.

Vote for the motion was unanimous and the board moved into executive session at 12:01 p.m.

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Adjournment

The board moved out of executive session and Chair Morrill adjourned the meeting at 1:31 p.m.

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

Jeffrey Morrill, Chair of the Board