

Approved 5/31/22

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the Meeting of the Board of Directors

April 26, 2022

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 April 26, 2022, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were William Darcy, Leo Dwyer, Edward French, and Madeline McElaney. Directors Jeffrey Morrill, Alana Albee, Brenda Boisvert, Sharon Davis, Carolyn Kedersha, Thomas Mongeon, and Harry Viens (appointed during the meeting) participated via Zoom. Others present were Jim Bakas, Interim General Manager; Brian Callnan, VP of Power Resources and Access; Drew Dunagin, VP of Financial Services/CFO; Steve Kaminski, Power Planning and Policy Advisor; Paul Phillips, Attorney; Mike Keyser, NRCO; and Sharon Yeaton, Executive Services Administrator (recording). Others participating via Zoom were Mike Licata, VP of Member Services/Public Affairs; Geoff Ziminsky, VP of Technology and Business Services/CIO; Seth Robertson, Broadband Controller; Kristen Taylor, Financial Services Manager; Ken Colburn, NRECA Director for NH and NHEC Member Richard Knox.

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

Agenda Review

Chair Morrill asked for any edits to the agenda.

Mr. Mongeon commented that he would like to have a brief discussion and resolution to propose that we record all future public meetings of the board and committees. Chair Morrill replied that he would add that under the general session updates.

Ms. Albee requested to add a brief discussion on herbicide spraying under miscellaneous additional items. Chair Morrill confirmed adding that to the agenda.

Consent Agenda Approval

Chair Morrill drew attention to the draft minutes of the March 29, 2022, Board meeting and director expense reports.

Mr. Mongeon commented that he would vote not to approve the minutes, but he had no discussion to add. He indicated he had some concerns, but without access to the "raw minutes" it is difficult for him to substantiate his concerns and he didn't want to take up additional time in today's meeting.

Upon motion of Mr. Darcy, seconded by Mrs. Davis, it was

VOTED: That the Board of Directors approves the consent agenda items: March 29, 2022, Board Meeting minutes and director expense reports.

Vote for the motion was eight in favor and one opposed with Mr. Mongeon opposing. Director Boisvert was not present for the vote.

Board Safety Moment

Mr. Robertson introduced himself, noting that he is the new Broadband Controller. He presented the Board Safety Moment sharing a PowerPoint presentation on the topic of outdoor recreation safety.

Mrs. Boisvert joined the meeting at 8:35 a.m.

Ms. McElaney mentioned that her number one rule is to always leave her itinerary with a trusted friend or family member.

Mr. Robertson left the meeting at 8:38 a.m.

Board Operations Moment

Ms. McElaney presented the Board Operations Moment, first noting how lucky we are to be struggling with the problems we have compared to what is happening in the rest of the world. She reviewed slides discussing pluralistic ignorance, a copy of which were included in the board packet as Attachment #3. She mentioned the importance of speaking up if you are someone who has questions or don't agree so we get diversity of opinions.

Chair Morrill added that if someone has a different perspective and they don't want to share publicly they can also go to the Chair or Vice Chair so it can be addressed.

Member Comments

Chair Morrill recognized Richard Knox who indicated he was just here to observe the meeting.

Chairman's Report

Chair Morrill noted that the focus of his report is on the director vacancy so he will move to that topic.

Director Vacancy

Chair Morrill mentioned that there was a lot of discussion at the last meeting with ideas and proposals shared. Following that meeting he spent time with Attorney Phillips focusing on how the board can best meet its obligation to fill the open board seat. He noted that there were a couple of principles they focused on: closing out last year's election and avoiding any influence on the upcoming election, which led to his email with a nomination and the subsequent email with an additional nomination. He commented that Carla Muskat and Harry Viens give the board two good options. He indicated that he would like to have a constructive conversation focusing on facts and data and suggested that discussion of potential strengths and weaknesses of candidates is best done in executive session and then a formal vote would take place in public session.

Mr. Mongeon commented that he thought it was agreed at the last board meeting that Attorney Phillips would come back to the board and present options, which the board would then discuss and agree on a process. He shared additional thoughts on the options of appointing someone before or after the annual meeting, suggesting it would be most beneficial to the second Cooperative Principle (democratic member control) to use the most timely data for candidates, which would be those candidates who have put themselves forth for the upcoming election and the resulting member vote.

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Chair Morrill noted that he appreciates the thoughts. He stated that the bylaws clearly put it in the board's hands to fill the seat and we have tried to leverage previous member votes to guide us. He mentioned that there was a high level of interest expressed to him after the last meeting and he felt we needed to get this spot filled and he worked with Attorney Phillips to make sure we were not influencing this year's election.

Upon motion of Mr. French, seconded by Mrs. Kedersha, it was

VOTED: That the Board of Directors approves the process for filling the director vacancy and moves to the next step.

The process, as was outlined to directors in an email from Chair Morrill (a copy of which is attached to these minutes), was reviewed: there will be an opportunity for candidates to address the board, the board will then go into executive session for discussion so no reputational harm will occur, and the board will then move back into public session for purpose of vote and any public comments.

Mr. Mongeon commented that he is confused as to why the board is not following what was decided at the last meeting, which was for Attorney Phillips to present the options. He noted that another concern is that the reasons for why we need to do this before annual meeting rather than after don't make sense to him. He noted that he sees this as a two step decision, do we do it prior or after the annual meeting, and then we select the candidate. It was noted that the motion assumes we are doing it now.

Vote for the motion was nine in favor. Director Mongeon recused himself citing a potential conflict. The motion carries.

Chair Morrill noted that Mr. Viens will share his thoughts on why he is interested and Ms. Muskat has opted not to speak and just have her record and prior candidate statement stand.

Mr. Viens discussed his interest in helping out and filling this one year commitment. He shared why he feels he would be a good candidate, citing his prior experience on the NHEC board and his knowledge of the industry, which would allow him to be a meaningful contributor on day one. He also mentioned his support for the Co-op's broadband efforts and his experience with utilities through his past consulting work. He commented that he has been away from the Co-op for two years and is coming back with a fresh eye and open mind and will provide a unique point of view on the board. He closed his comments mentioning some of his additional qualifications and noting his desire to come back and contribute again.

Chair Morrill thanked Mr. Viens for his comments.

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

VOTED: That the Board of Directors move into executive session for the purpose of discussion of confidential personnel matters around the open board seat.

Vote for the motion was unanimous and the board moved into executive session at 9:04 a.m. Guests and staff, with the exception of Mr. Bakas and Mrs. Yeaton left the meeting at this time.

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The board moved out of executive session at 9:27 a.m. and those present prior to executive session rejoined the meeting.

Chair Morrill indicated that the board had a good discussion about the two candidates and he would conduct a roll call vote to fill the director vacancy.

Votes for the candidates were seven for Harry Viens (Directors French, McElaney, Davis, Boisvert, Darcy, Kedersha and Morrill) and three for Carla Muskat (Dwyer, Albee, and Mongeon). The following statements were offered when casting votes:

Mr. Dwyer indicated he was voting for Ms. Muskat because he felt appointing a 2021 challenger who came within 123 votes of sitting on the board was more appropriate than appointing a 2020 incumbent who lost by 730 votes in 2020.

Ms. Albee noted that she was voting for Ms. Muskat as she feels new blood is a good thing and she won by the most member votes of the two candidates.

Mr. Mongeon commented that they are both really good candidates and he is torn. He thinks we could have been more true to our member cooperative in following principle number two and could have been more transparent in the whole process. He is torn, but voting for Ms. Muskat.

Mr. Darcy stated that he is voting for Mr. Viens, but he is also torn. He commented that he supported Ms. Muskat when she ran, noting that she was big supporter of broadband, but he is convinced from Mr. Vien's statement that he is equally committed to broadband now and he brings a unique experience viable to the Cooperative for the next year.

Chair Morrill thanked everyone and welcomed Mr. Viens to a one-year term on the board.

Mr. Viens expressed his thanks.

Chair Morrill asked Mrs. Yeaton to reach out to Carla Muskat and let her know the outcome.

It was noted that Mr. Viens has now been appointed and may immediately begin his service on the board.

NRCO Presentation

Mr. Kaminski introduced Mike Keyser the new CEO of National Renewables Cooperative Organization (NRCO) and provided background on NRCO.

Mr. Keyser shared a PowerPoint Presentation: providing background on himself; sharing information on BARC, where he worked prior to joining NRCO; discussing information about NRCO; mentioning renewable energy projects NRCO has been involved with; addressing NRCO's proposed strategic pillars; reviewing NRCO's market intelligence services and project services; sharing NRCO's areas of clean energy expertise; discussing NRCO project services, program development and management, and Annual RFI – Live Project Database; and reviewing services NRCO provides to NHEC.

Mr. Kaminski discussed the cost of NHEC's membership in NRCO and the value of that membership.

Mr. Colburn left the meeting at 10:00 a.m.

Mr. Keyser addressed questions, stating that NRCO does provide strategic advice and review as part of the services it offers to its members; noting that it is very common for NRCO to participate with its members in their strategic planning discussions; and mentioning that a lot of the longer term goals for decarbonization are truly aspirational.

Mr. Keyser left at 10:05 a.m.

Interim General Manager's Report

Mr. Bakas presented the Interim General Manager's Report, highlighting information in the facilities update, Attachment #6 in the board packet, including the phased approach for the facilities move/build and continuing with the plan to move the Plymouth District and possibly the support divisions, the suggestion to appoint someone to chair the Building Feedback Group, the current real estate market, implementation of a hybrid return-to-the-office model, consideration of upcoming capital expenditures, and the recommendation to perhaps slow down the plans for replacing the full Plymouth campus until we can get our arms fully around everything.

Chair Morrill added that if anyone is interested in leading the Building Feedback Working Group they should reach out and let him know.

In response to a question regarding a written facilities plan, Mr. Bakas stated that the last plan he saw was the presentation the consultant made to the full board. It was suggested that it would be helpful for the board to see a written one or two page plan, or Gantt chart.

Chair Morrill mentioned that he has received interested from someone already to step into leading that group and he will wait to see if there are others. He will ask for that group to put together an updated facilities plan.

It was mentioned that it is important to continue working on building development.

Continuing his report, Mr. Bakas mentioned the request for an update on the Performance Management System and proposed that he come back to the board with an update on NHEC's Organizational Effectiveness strategic initiative, which includes performance management.

Ms. Albee noted that her questions related to the Performance Management System are, is it fully rolled out to all staff, who is included and who is not, how long has it been going, how are people reacting to it, the extent to which 360 feedback is being done, how people are using it, how many people have completed annual reviews; just some of the stats on how well embedded it is in the organization.

Mr. Bakas next mentioned the recommendation that he be appointed as a trustee of the FAS 106 Trust until NHEC has a new CEO in place. Upon motion of Mr. French, seconded by Mr. Darcy, it was

VOTED: That the Board of Directors appoints James Bakas as a trustee of the FAS 106 Trust until such time as a new NHEC CEO is hired.

Vote for the motion was unanimous.

In closing his report, Mr. Bakas mentioned the Northeast Public Power Association (NEPPA) Rodeo NHEC is hosting in Plymouth on May 10, and welcomed directors to come and watch the competition.

The meeting recessed at 10:15 a.m. and reconvened at 10:25 a.m.

CEO Search Update

CEO Search Committee Chair Davis reviewed the CEO search timeline, Attachment #9 in the board packet, highlighting key dates and indicating that everything is on track; discussed her call with the search consultant, noting that he has a solid list of candidates he will be reducing to a total of eight to ten for the long list; and mentioned the CEO Search Committee's work on interview questions and interview objective goals, noting that she would like to discuss the goals and interview process with the board next month.

Addressing questions, Committee Chair Davis mentioned plans to discuss at next month's board meeting the full board's role in interviews with the finalists, including goals for each director and interview questions.

Chair Morrill added that the CEO Search Committee is sensitive to making sure there is a plan to bring the rest of the board into the process and discussed this at their meeting yesterday.

Chair Morrill discussed the desire to move the date of the June board meeting to Wednesday, June 29, to accommodate the CEO search timeline. Upon motion of Mr. French, seconded by Mrs. Davis, it was

VOTED: That the Board of Directors moves its June board meeting to Wednesday, June 29.

Ms. McElaney mentioned she has some conflicts that week, but will talk with Chair Morrill offline to address them. Vote for the motion was unanimous.

There was discussion regarding involvement of the full board in the CEO search process prior to finalist interviews, with questions raised as to whether the CEO Search Committee meeting invitations should be sent to all directors, whether all directors should be allowed to listen in on the short list interviews, and a request for all directors to have an opportunity to provide comments on candidates prior to the Committee selection of who will be interviewed. Chair Morrill suggested the CEO Search Committee should work through those questions at its next meeting.

NRECA Report

Chair Morrill noted that Mr. Colburn had to leave the meeting so he called on Ms. McElaney who mentioned that Mr. Colburn's term is not up until the end of next year so she has just been following along with what Mr. Colburn has been sharing.

It was mentioned that Mr. Colburn prepares a very comprehensive written report. Chair Morrill indicated that he shared that same compliment with Mr. Colburn and provided him some suggestions for his verbal reports going forward.

Capital Credits

Ms. Taylor shared her screen and reviewed a PowerPoint presentation on Capital Credits. She provided an overview of the goals and discussed the financial soundness review. Mr. Dunagin next addressed NHEC's financial position and drew attention to the financial forecast scenarios, advising that we are financially sound and he sees no reason not to move forward with the capital credit payout.

Addressing questions, Mr. Dunagin discussed revenue requirements and potential implications to member rates, noting that the \$5.5 million increase shown on the financial forecast is not where we are suggesting we will be. He made clear that none of this is impacted by broadband, this is strictly the electric co-op and due to vegetation management expenses going up, depreciation expenses being higher, interest rates going up, and supply chain issues. Ways to bring this down are managing expenses within the Co-op and we don't know the impact to member rates until we get into the budget process. Mr. Dunagin and Ms. Taylor explained how the scenarios were selected.

Ms. Kedersha left the meeting at 10:52 a.m.

Chair Morrill suggested that another lever to look at would be varying the amount of the capital credit payout, suggesting we could have looked at cutting this year's capital credit payout in half. Mr. Dunagin indicated that it doesn't impact rates to a significant degree, but we can consider that. He discussed the desire and reasoning to get to a 35 year retirement cycle so you are returning money the member put in by the end of the asset life. Chair Morrill noted his desire to have as much flexibility in our P&L as possible.

Mr. French commented that it is important that we do have some rationale for what we are doing and that is what management has presented. He believes this methodology makes sense and we do have the ability to review this each year and modify it if it makes sense. Chair Morrill stated that he is supportive of the recommendation, he just wants to make sure the board understands that we didn't look at the option of paying out less in capital credits.

Ms. Taylor continued her PowerPoint presentation, reviewing slides on the general retirement methodology and amount; pre-retirement reporting results, noting that management's recommendation is to do a payout of \$4,024,157 in July 2022 with 70% to former years and 30% to the prior year.

Ms. Taylor addressed a question regarding how members can choose to donate their capital credit refund to the NHEC Foundation, noting that she isn't sure it has been communicated broadly but if a member calls in to Member Solutions they are aware of this new option.

Mr. Colburn rejoined the meeting at 10:58 a.m.

Continuing her presentation, Ms. Taylor reviewed slides on the capital credits policy and capital credit policy attachments slide, noting that no changes are being recommended at this time.

Addressing a question on the administrative cost of refunding capital credits, Ms. Taylor stated that she did not believe it was a lot and that over time it just becomes part of our regular routine course of business.

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There was discussion on the concept of capital credits. It was suggested that this is something that would warrant a good strategic discussion. With regard to timing for when that would occur, Chair Morrill mentioned that the timeline for a new CEO is August so probably August or September.

Planning for the August/September Strategic Planning session will be added to the Board Tracking Report as an item for Chair Morrill and Mr. Bakas; it will include both the capital credits item as well as input (and possibility a presentation) from NRCO.

Mrs. Taylor finished her presentation with a review of communications channels and the timing of each.

It was noted that there are two resolutions for board approval. Upon motion of Mr. French, seconded by Mr. Dwyer, it was

VOTED: That the Board of Directors authorizes management to take all steps necessary and appropriate to proceed with the retirement of capital credits totaling approximately \$4,024,157, payable in July 2022, and consisting 70% of capital credits relating to the years 1982-1984 and 30% to the year 2021.

Vote for the motion was unanimous. Director Kedersha was not present for the vote.

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

VOTED: That the Board of Directors reaffirms Board Policy B-32, Capital Credits, and its attachments.

Vote for the motion was nine in favor and one opposed, with Chair Morrill opposing to make sure we get it on the strategic topic agenda. Director Kedersha was not present for the vote.

Broadband Update

Messrs. Dwyer and Bakas provided an update on the Sandwich/Acworth Project, the Grafton County build, and the CARES project, noting that the target is to start providing service in Acworth in June and Sandwich in July; for the Grafton County build five headend locations have been identified, the Plymouth Planning Board approved the headend site on our property on Fairgrounds, and we have entered into a contract with Tilson for the make ready, engineering and design work; and we continue to add customers on the CARES project.

Messrs. Dwyer and Darcy discussed grant funding, indicating that we hope to see an RFP soon.

Mr. Mongeon asked Mr. Viens if he could expand on his comments earlier where he pointed out NHEC has an innovative approach toward broadband. Chair Morrill suggested we should find a way to get Mr. Viens' perspective into the conversation, but we are behind schedule.

Mr. Mongeon mentioned a conversation he and Mr. Dwyer had regarding their differing perspectives and he encouraged other directors with differing opinions to have those types of conversations.

Mr. Dwyer noted that work to develop details on a turnkey operating deal continue and a more concrete proposal may be ready next month.

Chair Morrill suggested perhaps inviting Mr. Viens to the Broadband meetings to get some perspective to build on.

Mr. Knox left the meeting at 11:19 a.m.

Board Committees

Member Services Committee

Member Services Committee Chair McElaney reported on the April 29th Member Services Committee meeting, reviewing the topics covered, including the Voice of the Member journey map; a member prioritization survey; future climate goals, which will be presented to the board for approval in May; a legislative update; and three resolutions to be voted on today, providing a summary on each of them (balloting process, ballot counting, and NH Home Builders Association membership).

Mr. French moved the following three resolutions, which were seconded by Ms. Albee:

Resolution 1

WHEREAS, in response to the COVID-19 pandemic, and in accordance with the related emergency executive orders and legal guidance issued by the Governor and Attorney General of the State of New Hampshire, NHEC successfully conducted balloting in connection with its 2020 and 2021 annual meetings of the membership and its 2020 special meeting of the membership in accordance with procedures presented by management; and

WHEREAS, the procedures for member voting, ballot processing, and ballot counting used in relation to the aforesaid membership meetings maximized the use of electronic communications, transactions, and record keeping and maintained the accuracy and integrity of the election process while safeguarding the health and safety of NHEC employees, members, election service vendors, and the public; and

WHEREAS, the Board approved new voting procedures in 2020 and 2021 pursuant to its authority under Article III, Sections 4, 5, and 7 of NHEC's Bylaws, and the Board's authority to adopt such voting procedures under the Bylaws is not limited to use during pandemics or states of emergency; and

WHEREAS, NHEC's use of new voting procedures in relation to the 2020 and 2021 membership meetings demonstrated that electronic transmission, processing, and counting of member ballots saves time, reduces costs, increases efficiency, ensures accuracy and integrity, and promotes the health and safety of all persons involved in the voting, ballot processing, and ballot counting process; and

WHEREAS, ongoing concerns about COVID-19 infection have persisted into 2022 even though the executive orders that established the previous state of emergency have now expired; and

WHEREAS, NHEC's management proposes that the same voting procedures used in relation to the 2020 and 2021 membership meetings should be approved for use in member voting in relation to the 2022 annual meeting of the membership.

NOW, THEREFORE, be it:

RESOLVED, that in light of ongoing COVID-19 concerns and in recognition of the demonstrated advantages of the voting procedures that the Board adopted in relation to the 2020 and 2021 membership meetings, NHEC shall conduct its 2022 annual member voting as usually scheduled and according to the proposed procedures as presented by management. The manner of voting, ballot processing, and ballot counting shall follow the procedures that the Board adopted in relation to the 2020 and 2021 membership meetings and shall maximize the use of electronic communications, transactions, and record keeping in order to maintain the accuracy and integrity of the process, to safeguard the health and safety of all persons involved in the voting, ballot processing and ballot counting process, and to comply with NHEC's bylaws; and

RESOLVED, that the Board shall evaluate the voting procedures used in relation to the 2020, 2021, and 2022 membership meetings and determine whether the administrative, financial, health and safety benefits of such procedures warrant their continued use on a permanent basis in the conduct of member voting in relation to future membership meetings.

Resolution 2

RESOLVED, that in accordance with Article III, Sections 4, 5 and 7 of the New Hampshire Electric Cooperative's Bylaws the ballots shall be opened and counted in the manner to be designated in the annual meeting notice, by a committee of tellers as appointed herewith:

NHEC Employees: Doug Bergholm (Chair), Seth Wheeler, Sharon Yeaton, Kristen Taylor, and Mike Licata; and Survey and Ballot Systems Employees: Kyla Erickson, Carrie Claus, Paula Allevan, Marylee Horstmann, Missy Fiala, Sarah McKee, Ryan Smith, Tyler Oppenheimer.

Resolution 3

VOTED: That the Board of Directors approves NHEC's membership in the NH Home Builders Association.

Vote for the three motions were unanimous. Director Kedersha was not present for the vote.

Audit Committee

Audit Committee Chair Albee reported on the April 22nd Audit Committee meeting, reviewing the topics covered, including the IRS Form 990 review and board policies, including the new Whistleblower Policy, which should be ready for board consideration next month.

It was requested that Attorney Phillips review NHEC's Ethics Policy and provide his feedback. Attorney Phillips indicated he would be happy to do that. Chair Morrill noted that this would be added to the Board Tracking Report.

Committee Structure Team

Mr. Mongeon reported on the Committee Structure Team, noting that survey results are coming in from members of the Association of Large Distribution Cooperatives (ALDC) and a few more inputs are expected by the end of this week. He noted that the team will have another meeting to review the survey results and discuss next steps, with the goal to identify options to be presented at the May board meeting.

Board General Session

Board Tracking Report

Chair Morrill mentioned that several items have been added to the Board Tracking Report. He explained the purpose of the report to Mr. Viens and encouraged him to reach out if he had any questions.

Committee Meetings

Following is a list of upcoming committee meetings:

- Audit Committee – May 16, 1:00 p.m.
- Power Resources and Access Committee – May 24, 8:30 a.m.¹

NHEC Foundation Report

NHEC Foundation Chair Davis reported on yesterday's Foundation meeting, noting that 10 applications were reviewed and 8 of those were awarded grants totaling \$30,796. She stated that the date of the second quarter meeting has been moved to July 11 from 8:30 – 9:30 a.m.

CFC and NCSC Voting Delegate

Chair Morrill called attention to the need to appoint a voting delegate for the CFC and NCSC meetings being held in Boston, MA in June. Mr. Dunagin indicated he would be attending the meeting. Upon motion of Mrs. Boisvert, seconded by Mr. French, it was

VOTED: That the Board of Directors appoints Drew Dunagin as its voting delegate for both the CFC and NCSC meetings being held in Boston, MA in June.

Vote for the motion was unanimous. Director Kedersha was not present for the vote.

Miscellaneous

Mr. Mongeon discussed his recommendation, for the purpose of trying to increase member engagement, additional transparency, and additional access, that the board agree that public portions of all board and committee meetings continue to be recorded and made available to members on NHEC's website.

Upon motion of Mr. Mongeon, seconded by Ms. Albee, it was

VOTED: That for purpose of increasing member engagement, additional transparency, and additional access, the public portions of all NHEC Board and Committee meetings will continue to be recorded and made available to members on NHEC's website.

In response to a question, Mr. Mongeon mentioned that there were some board meetings when we did not record even though we were in this forum and he is not sure all committee meetings are being recorded so he is proposing they all be recorded.

Vote for the motion was unanimous. Director Kedersha was not present for the vote.

¹ Meeting date was changed to May 23rd at 8:30 a.m.

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On the subject of herbicide spraying, Ms. Albee mentioned that in December 2021, the board unanimously approved management's suggestion that annual online opt out forms for herbicides be available and notified in the newsletter to all members each year at least two months before it takes place. She noted that in last week's newspaper there was a notice of herbicide spraying and there was no online opt out provided so she checked the website and did not see an online opt out. She stated that this is about Member "WOW!" and she would like to propose a resolution.

Upon motion of Ms. Albee, seconded by Mr. Mongeon, it was

MOVED: That NHEC briefly apologizes in the next member newsletter for not having an online herbicide opt out ready for 2022 use and commits to having an online opt out form for 2023 by January.

In response to an inquiry, Mr. Bakas took responsibility for missing the date, explaining that when he sent the board resolution to staff they didn't realize the commitment was first quarter because it wasn't called out in the resolution. The discussion at the meeting was that it was supposed to be done first quarter, and we missed it. He advised that the online opt out is nearly complete and we are hoping to have it online the second week of May.

Ms. Albee commented that the deadline for opting out is the first of June and while we can get it on the website in two weeks, not many people will know it is there. It was suggested there is still an opportunity to get the word out. Mr. Bakas suggested he could look at the spraying schedule and see if we could slow it down to allow a little more time to opt out. Chair Morrill stated that there is a motion on the table to issue an apology and if the online option is available a link could be included in the newsletter.

In response to a question regarding the volume of complaints relating to opting out of herbicide spraying, Mr. Bakas indicated that it is not a large number, but we do receive complaints.

There was objection to the apology part of the motion, with discussion that there was no communication to members regarding the online opt out, but rather it was a vote taken by the board in public session. Ms. Albee indicated that she was willing to remove the apology from the motion. Mr. Mongeon stated that the only reason to be careful with an apology is if there are legal implications. Attorney Phillips stated that the apology is not related to the use of herbicides it is just to correct the prior communication and he suggested instead of apologizing we could say that we regret that a communications was issued. It was reiterated that there was not a communication with members, it was a board resolution.

Mr. Licata noted that the next member newsletter will be in June, but there are multiple other communication channels we can use to provide information to members, if desired.

Mr. French mentioned that deadlines are missed for various reasons and what the board heard was that there was a misunderstanding/miscommunication; it was not intentional and we don't have anything to apologize for, it is updating on what we are going to do.

Chair Morrill noted that Ms. Albee agreed with removing the apology from the motion and asked if Mr. Mongeon was in agreement, which he indicated he was. The amended motion is:

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VOTED: That in the next member newsletter, NHEC commits to having an online herbicide opt out form for 2023 by January.

Vote for the motion was unanimous. Director Kedersha was not present for the vote.

Chair Morrill mentioned that board approval of NHEC's IRS Form 990 is needed. Upon motion of Mr. Darcy, seconded by Mrs. Davis, it was

VOTED: That the Board of Directors accepts NHEC's 2021 IRS Form 990 as presented at the April 22, 2022, Audit Committee meeting.

Vote for the motion was unanimous. Director Kedersha was not present for the vote.

NRECA Report

Mr. Colburn noted that he didn't have anything to add to his written report. He mentioned that Mr. Darcy had asked for Robert Bryce's presentation at the PowerXChange conference and if anyone else would like to see it he can provide them the link.

The meeting recessed at 11:48 a.m. Messrs. Colburn and Viens and Ms. Taylor left the meeting at this time. The meeting reconvened at 12:11 p.m.

Executive Session

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

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

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

The board moved out of executive session at 1:39 p.m.

Adjournment

Upon motion of Mr. French, seconded by Mr. Dwyer, it was unanimously voted to adjourn the meeting. Chair Morrill adjourned the meeting at 1:39 p.m.

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

Jeffrey Morrill, Chair of the Board

From: Jeff Morrill
To: French, Ed - home; alana albee; Madeline McElaney; Davis, Sharon; Boisvert, Brenda; Tom Mongeon; Dwyer, Leo; Bill Darcy; Carolyn Kedersha
Cc: Paul Phillips; Bakas, Jim; Yeaton, Sharon
Subject: Open Board Seat Nomination
Date: Tuesday, April 19, 2022 6:53:26 AM
Attachments:

CAUTION: External email.

All,

There is a second nominee to fill the vacant Board seat. Harry Viens, who served on the Coop Board for 10 years before losing his most recent re-election bid in 2020, will also be nominated and is willing to serve.

With 2 known candidates, I wanted to be sure everyone is aware of their backgrounds and experiences. Attached are the candidate statements from the elections that they each ran.

In discussing with Paul how we carry out our duty under the Bylaws and make sure we can have an open and candid discussion about the candidates, he proposed the following. We schedule the nominations and the vote for our public session, but in between we go into Executive Session for the discussion. We would have a clear understanding and open discussion of each candidate as they both have great profiles.

I appreciate any thoughts and comments on this proposal. As before, please don't use Reply All but instead reply to Paul and/or me if you have a comment or question.

Thanks,

Jeff