

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the Special Board Meeting

August 14, 2020

Pursuant to proper notice duly provided to all Directors, a Special Meeting of the New Hampshire Electric Cooperative, Inc. (NHEC) Board of Directors was held August 14, 2020. In light of the COVID-19 pandemic and in response to Governor Sununu's Executive Order 2020-04, the meeting was conducted remotely via Zoom videoconferencing.

Directors present were Thomas Mongeon, Alana Albee, Brenda Boisvert, William Darcy, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Jeffrey Morrill, 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; 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; and Sharon Yeaton, Executive Services Administrator (recording).

Chair Mongeon called the meeting to order at 8:04 a.m.

Agenda Review

There were no changes to the agenda.

Bylaw Change Ballot Statement

Chair Mongeon referred to the draft bylaw change ballot statement that was previously provided to directors. He advised that the statement does not require board approval, however several directors were interested in reviewing it since it is important information going out to our members. He asked anyone who has suggested changes to provide them to him by the end of the day on Monday. He will then coordinate with Mr. Licata on a revised draft, if appropriate, which will be emailed to the board by Wednesday. If anyone has any major issues with the revised statement they would then need to let Chair Mongeon know as soon as possible and he and Mr. Licata will finalize the statement by the August 21st deadline.

Per Ms. Albee's request, Mr. Licata will construct a document with the ballot questions and proposed ballot statement that will look similar to the ballot that goes out to members and will provide that to Chair Mongeon for distribution to the board.

Mr. Camerino shared a reminder that the statement is subject to the 250 word limit as outlined in the bylaws.

Executive Session

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

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

Vote for the motion was unanimous and the Board moved into executive session at 8:14 a.m.

The board moved out of executive session at 10:27 a.m.

Attorney Dean commented that the record in open session should reflect that the Co-op Board, while in executive session, took action concerning conditional authorization for management to sign three contracts that were still confidential because they continue to be in negotiations.

Chair Mongeon thanked staff and board for all of their work and effort.

Adjournment

Mr. Senie moved to adjourn the meeting, which was seconded by Mrs. Boisvert. Vote for the motion was unanimous and Chair Mongeon adjourned the meeting at 10:29 a.m.

Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

Thomas Mongeon, Chair of the Board