

NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.

Minutes of the Meeting of the Board of Directors January 28, 2025

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 January 28, 2025, at the Cooperative's 287 Highland Street Office in Plymouth, NH.

Directors present were William Darcy (Chair), Leo Dwyer (via Teams), Harry Viens, Alana Albee, Jeffrey Morrill (via Teams), Thomas Mongeon, Pat Barbour, Carolyn Kedersha (via Teams), Jerry Stringham (via Teams), Peter Laufenberg, and John Goodrich.

Others present were Michael Jennings, Interim President/CEO; Kristen Taylor, Chief Financial Officer; Joshua Mazzei, VP of Operations; Christine Axten, Controller; Todd Fahey, Attorney; Sonja Gonzalez, Chief Information Officer; Peter Glenshaw, VP of Member Engagement; Jeremy Clark, Financial Planning Analysis Rates Manager; Maida Lessard, Executive Services Administrator (recording); Colin Manning, Director of Communications; Madeline McElaney, NRECA Director for New Hampshire.

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

Agenda Review and Consent Agenda Approval

Chair Darcy modified the agenda and referred the balanced scorecard matter to the Executive Committee.

He then drew attention to the consent agenda items and removed from the consent agenda the approval of the continuation of the December 17, 2024 Board Meeting minutes on January 7, 2025, as five of the board directors were not present and not able to vote on them.

Upon a motion of Mr. Stringham, seconded by Mr. Laufenberg, it was

VOTED That the Board of Directors approve the consent agenda items as revised in the board packet.

Vote for the motion was unanimous.

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

VOTED That the Board of Directors approve the January 7, 2025 Continuation of the December 17, 2024 Board Meeting minutes as presented in the board packet.

Vote for the motion was 6 in favor, 5 abstentions (Directors Albee, Laufenberg, Goodrich, Kedersha, Mongeon) from the directors with expiring terms.

Chairman's Report

Chair Darcy noted that the 2024 Form 990's are due to Ms. Lessard and the monthly Board Meeting and the NH Broadband LLC Manager's Meeting will be moved to a 9:00 a.m. start going forward.

He appointed a new short-term ad hoc committee for financial reporting to work with Mr. Jennings and Ms. Taylor to get an agreement on the financial reporting for NHEC. He will issue a memorandum shortly to those chosen to be on this committee.

He also noted that he will be making a recommendation to amend the stipend policy to provide some clarity on continued board meetings and short video meetings.

He then drew attention to the several executive orders issued recently by the new administration in Washington, D.C. and noted that he will be requesting a legal opinion from Mr. Fahey on some of those.

Board Committees

Mr. Stringham asked for a motion to approve the December 13, 2024 Budget, Finance, and Rates Committee Meeting minutes.

Upon motion of Ms. Kedersha, seconded by Chair Darcy, it was

VOTED That the Board of Directors approve the December 13, 2024 Budget, Finance, and Rates Committee Meeting minutes as presented in the board packet.

Vote for the motion was unanimous.

Chair Darcy gave an update on the January 24, 2025 Executive Committee Meeting.

Bylaw revisions to be submitted on the ballot this year were discussed and the committee was in agreement not to submit any this year.

Board policy revisions were also discussed and some recommended changes will be submitted at the next meeting.

The board tracking report was reviewed and revised to remove items that were no longer relevant.

The strategic plan and the ERM were discussed and it was decided these would be further discussed and revised this summer.

The upcoming election process and the SBS contract were discussed.

The committee recommended the approval of the revised signatory authority to the board which he then asked for a motion to approve.

Upon motion of Mr. Laufenberg, seconded by Mr. Goodrich, it was

VOTED That the Board of Directors approve the revised signatory authority as presented in the board packet.

Vote for the motion was unanimous.

Member Comments

None

Interim President/CEO Report

Mr. Jennings presented credential certificates he received from NRECA to Mr. Laufenberg, Chair Darcy, and Ms. Barbour for their participation in the board director program.

He then drew attention to his report in the board packet and began with a safety briefing about being prepared in winter weather.

He noted several meetings with external stakeholders mentioned in his report as well as time spent in Concord at the Statehouse.

The first meeting was for the Science, Technology and Energy Committee which utilities present at every two years to teach the new committee members about the utility industry. This gives us the opportunity to tell them about the cooperative difference and the committee members were very supportive of the cooperative.

We were there once again to also voice our opposition to House Bill 95 which is a bill that seeks to have the cooperative file a certificate of deregulation every three years. Our argument was that our members already have the power to do that, so we don't need the government getting involved and creating a new law for this. This bill is being voted on today and we hope to hear something soon.

Chair Darcy commented that no one from the public testified on that bill and the PUC came and supported our argument on this. Also, if we noted that if NHEC were regulated, we wouldn't be doing Broadband and there is no other New England utility that does it.

Mr. Jennings noted the internal performance development program has been kicked off and will be implemented throughout the organization with initial performance dialogues and goals set by the end of February. The senior team has already gone through it initially and set all of our

goals to make sure that we're leading the organization in this, as goals tend to trickle down as well.

We have submitted two new grant applications to the Department of Energy for distribution through the FLORA Grant program with a total ask of \$3,000,000 for the two projects combined. These are reliability based improvements that are graded on how much reliability can be improved and how much help can be provided to disadvantaged communities. We focused on the communities of Colebrook and Charlestown for this application.

Mr. Mongeon asked why we were \$700k behind budget with tree trimming.

Mr. Jennings replied we are currently performing the end of the year closing and hope to end up around \$350k behind budget as invoices are still coming in, but we'll have the exact number soon.

He noted that Mr. Mazzei is stepping up and taking on the responsibilities of engineering, safety and emergency preparedness and will be the interim VP of Engineering and Operations while he is in the role of interim CEO.

Also, we moved the consolidated financials to the executive session because of the broadband information contained in there. Only distribution financials will be discussed in the public session.

Mr. Manning, the Director of Communications presented some highlights of the proposed new NHEC website layout and content. The links that are no longer active will be cleaned up and all the forms will be coordinated in one place on the website. The final roll out of the new website will likely happen in the next few weeks.

Mr. Laufenberg asked if a copy of the newsletter could be emailed to the board directors before it goes out to the members so if they get questions about the content they will have had a chance to read it in advance.

NRECA Report

Ms. McElaney drew attention to her NRECA report in the board packet.

She highlighted some items such as the Lexicon project and the link in her report, and a letter sent to President Trump by NRECA CEO Jim Matheson regarding EPA power plant rulings, conservation rules related to power lines and wildfires, and an appeal to make effective and efficient use of the remaining funding appropriated by Congress and the infrastructure investments.

Mr. Mongeon asked if there is a way to look at the budget details of the membership program.

Ms. McElaney replied those financials are posted on the NRECA website.

Board Tracking Report

No additions or changes were requested.

Scheduling any Necessary Committee Meetings

Chair Darcy commented that he will be scheduling an Executive Committee Meeting for next month and a Budget, Finance, and Rates and Audit Committee Meetings have been scheduled for March.

Mr. Mongeon asked if there have been some lessons learned regarding all the recent wildfires distributed throughout the industry.

Mr. Jennings replied that we operate with the same standards as the other utilities in the region, and if you're in a wildfire prone area, you treat your system operations very differently, which has a negative impact on reliability as a result.

NHEC Foundation Report

Mr. Viens reported a meeting was held last month and gave \$15,680 across four specific grants.

A strategic planning meeting was also held looking at possibly moving away from doing small grants and concentrating on doing something bigger that will support and leverage the brand and be in the best interest for the members.

Chair Darcy recessed the meeting for a short break before moving into Executive Session at 9:29 a.m.

Upon motion of Mr. Goodrich, seconded by Mr. Laufenberg, it was

VOTED That the Board of Directors go into executive session for the purposes of discussion of confidential legal litigation, and personnel matters.

Vote for the motion was unanimous.

The Board of Directors came out of Executive Session at 11:29 a.m.

Upon motion of Mr. Laufenberg, seconded by Mr. Goodrich the meeting was adjourned at 11:30 a.m.

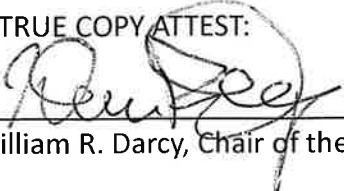
Vote for the motion was unanimous.

Approved 2/25/25



Jeff Morrill, Secretary

A TRUE COPY ATTEST:



William R. Darcy, Chair of the Board