

**NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.**

**Minutes of the Meeting of the Board of Directors**

**January 25, 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 January 25, 2022. 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 Alana Albee, Brenda Boisvert, William Darcy, Sharon Davis, Leo Dwyer, Edward French, Carolyn Kedersha, Madeline McElaney, Thomas Mongeon, and Daniel Senie. Others present were Brian Callnan, VP of Power Resources and Access; Steve Kaminski, Power Planning and Policy Advisor; Mike Licata, VP of Member Services/Public Affairs; Paul Phillips, Attorney; Geoff Ziminsky, VP of Technology and Business Services/CIO; Jeremy Clark, Financial Planning, Analysis, and Rates Manager; Josh Mazzei, Operations Manager; Ken Colburn, NRECA Director for NH; and Sharon Yeaton, Executive Services Administrator (recording).

Vice Chair Senie called the meeting to order at 8:31 a.m. He mentioned we are expecting a guest from the Nominating Committee at today's meeting.

**Agenda Review**

Questions were addressed on the transparency topic, including why it is being held in executive session, and if it could be moved to later in the meeting so that perhaps Chair Morrill and Mr. Bakas could participate. It was noted that this item will carry over into February so those not here today will have an opportunity to participate.

Mr. Mongeon stated that he would like to make a motion to clarify the December 16 press release and would like that added to the agenda. Attorney Phillips indicated that he believes that is covered under item II B on the executive session agenda, which Vice Chair Senie confirmed.

**Approval of Consent Agenda**

Vice Chair Senie noted that there are no director expense reports this month, so the only item for approval is the minutes from the December meeting. Mr. Mongeon proposed changes to the minutes. Upon motion of Mrs. Davis, seconded by Mrs. Kedersha, it was

**VOTED:** That the Board of Directors approves the minutes of the December 28, 2021 Board meeting, as amended.

Vote for the motion was seven in favor and one abstention, with Mr. Mongeon abstaining noting that he had requested to review the raw minutes because he had concerns on a few areas in the minutes and since he has not received a copy he doesn't have enough information. Directors Albee and Boisvert were not present for the vote. The motion carries.

Ms. Albee joined the meeting at 8:40 a.m.

There was discussion regarding “raw” notes being provided. Attorney Phillips discussed his two concerns, including that they have not historically been part of the board agenda for deliberation on minutes, and ongoing concerns about discoverable materials and litigation exposure. He suggested that should a practice of making the “raw” notes available be something the board wants to occur regularly that they should consider making it a matter of practice rather than done on an ad hoc basis without board consent.

Mr. Mongeon commented that he respects the concerns. He noted that what he would like to discuss is that over the past few months he has seen a mounting number of concerns relative to the minutes, highlighting past examples. He suggested that it is a process issue that is happening during editing.

Vice Chair Senie suggested this discussion be moved to later in the meeting where we have related topics.

### **Board Safety Moment**

Mr. Mazzei presented the board safety moment on the topic of working safely on lake ice and addressed questions. He reviewed a PowerPoint presentation covering slides on why NHEC works on lake ice, safe ice thickness, NHEC Safety Manual Section 21: traversing ice, equipment and safety gear, and crossing ice can be extremely dangerous. He indicated he would follow up and provide Mr. Dwyer with the number of island members.

Vice Chair Senie shared his appreciation and thanks for the presentation and hearing about safety procedures for those working in the field.

### **Board Operations Moment**

Ms. McElaney presented the board operations moment, noting that this will also be revisited during the strategic topic discussion. She started with a two word check in, asking everyone to use the chat function to share two words about how they are feeling today. Ms. McElaney next shared her screen and reviewed NHEC’s values, noting that these values have attracted an amazing team of people and she just wants everyone to keep them in mind as we move forward in our work. She next drew attention to the brief orientation to dialogue document that was included in the board packet and encouraged everyone to review the document. She noted that this will be an ongoing brief segment in our meetings and if anyone has topics they would like to explore for future meetings she asked that they reach out to her.

Mr. Darcy left the meeting at 8:55 a.m.

### **Chairman’s Report**

Vice Chair Senie presented the Chairman’s Report on behalf of Chair Morrill. He discussed the board operations moment; this month’s strategic topic, which will span two months; the Nominating Committee and director election timeline and process; the CEO Search, noting that Mrs. Davis will provide an update in both public and executive session; and the absence of some directors and senior management due to a conflicting mediation event today.

## Interim General Manager's Report

Mr. Licata presented the Interim General Manager's Report on behalf of Mr. Bakas. He mentioned the Dashboard Report that was included in the board packet and offered to address any questions. He drew attention to Attachment #6 in the board packet, NHEC Membership Organizations, noting that per Board Policy B-12 this is supposed to be reported to the board annually, but fell off the radar the past few years. He noted that the plan going forward will be to include this in the budget package, as was done in the past. He next mentioned membership in the Utility Solid Waste Activities Group (USWAG), which has not previously been approved by the board, so we are seeking approval today.

Ms. Albee suggested that going forward memberships first be presented to the Member Services Committee for their review and recommendation. A few directors shared their support for including it in the budget package going forward. It was also confirmed that all new memberships are presented to the board for their approval.

Mr. Licata next discussed the USWAG membership, drawing attention to Attachment #7 in the board packet. He noted that this is more of an operational group than a strategic group and we utilize them for the disposal of PCB contaminated soil and concrete. Upon motion of Mrs. Kedersha, seconded by Mr. French, it was

**VOTED:** That the Board of Directors ratifies NHEC's membership in the Utility Solid Waste Activities Group (USWAG).

Vote for the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

Mr. Mongeon commented that we are proceeding today without some key meeting participants and he encouraged that in the future we consider rescheduling the board meeting in situations like this.

## Power Vision Loan

Mr. French presented the request for a Power Vision Loan from National Rural Utilities Cooperative Finance Corporation (CFC). He shared highlights from the 2022 Power Vision Loan Executive Summary, Attachment #8 in the board packet, including information on the 2012 loan and the request for a new loan in the amount of \$75 million for capital construction investment, which can be drawn down over a period of five years, with the potential to request an extension of the five years. He noted that this request is in support of what has been approved in the capital construction budgets. He drew attention to the loan document and associated notes included in the board packet, noting that we can determine the amount to be requested for any notes and interest rates are determined at the point we draw funds. He added that this was approved by CFC in December and we have 90 days to execute and return the required documents.

Questions and comments were addressed, including confirmation that our Debt Service Coverage (DSC) requirement does not change under this loan agreement, discussion of the difference between a line of credit agreement and this loan agreement, and acknowledgement that this loan supports our needs to finance the capital construction for the electric distribution system and is not for broadband.

Mrs. Davis, offered the following resolution, which was seconded by Mr. Dwyer,

**RESOLVED**, that the Cooperative borrow from National Rural Utilities Cooperative Finance Corporation (CFC), from time to time as determined by the persons designated by the board of directors of the Cooperative, an aggregate amount not to exceed \$75,000,000.00, as set forth in the loan agreement with CFC governing such loan, substantially in the form of the loan agreement presented to this meeting (the “Loan Agreement”); and

**RESOLVED**, that the proceeds of this loan be used for the purpose set forth in the Loan Agreement; and

**RESOLVED**, that the individuals listed below are hereby authorized to execute and to deliver to CFC the following documents (including as many counterparts as may be required):

- a) the Loan Agreement;
- b) one or more secured promissory notes payable to the order of CFC, which in the aggregate shall not exceed the principal amount of \$75,000,000.00, substantially in the form of the notes presented to this meeting; and
- c) if required by CFC, a mortgage and security agreement with CFC as mortgagee, for purposes of securing the loan provided for herein, substantially in the form of the mortgage presented to this meeting.

**RESOLVED**, that each of the following individuals is hereby authorized in the name and on behalf of the Cooperative to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said Loan Agreement as such individual may deem appropriate within the amount of the promissory notes so authorized herein and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions:

<u>Office or Title</u>	<u>Name</u>
Interim General Manager	James Bakas
VP Financial Services/CFO	Drew Dunagin
Treasurer	Edward French
Assistant Treasurer	Carolyn Kedersha

Vote for the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

## **Board Committees**

### ***Executive Committee***

Mr. French reported on the January 14<sup>th</sup> Executive Committee meeting, calling attention to the information provided in the Executive Committee meeting packet and discussing the topics covered, including COVID, board standing committee structure, a review of the committee meeting pilot, executive session minutes, and director compensation.

With regard to the resolution for the board standing committee structure, Mrs. Davis read a revision to the resolution that was included in the board packet to add a sentence “In addition, Legislative Reporting will be added to the Member Services Committee effective immediately.” She noted that this is what was voted on at the Executive Committee meeting.

There was discussion regarding the proposed changes to director compensation. In response to a question, Mr. French stated that the Association of Large Distribution Cooperatives (ALDC) and the National Rural Electric Cooperative Association (NRECA) were used for benchmarking data. Mr. Mongeon expressed his concern with using data from the ALDC as a reference since we are one of the smallest co-ops in that group. Mr. French pointed out that in both the ALDC and NRECA material there are still a number of co-ops that include health insurance for directors as part of compensation and still have higher stipends than NHEC.

Mr. Dwyer indicated that he wouldn't support the proposed changes to director compensation for the reason that he wants to attract people who want to be directors for the sense of giving back, not because they are getting paid for it.

Mrs. Davis noted that she looks at it as an incentive for businesses to participate and bring their experience to the Co-op, mentioning that many small businesses have to hire people to cover for them so they can be involved. Vice Chair Senie echoed that it is an expense for his business.

Ms. Albee indicated that she would be more comfortable if we said we would review director compensation every two years so we don't have the circumstance of a long gap between reviews. Vice Chair Senie suggested we can bring that back to the Executive Committee to set a schedule.

Mr. French turned the discussion over to Vice Chair Senie to address the various resolutions included in the board packet.

Vice Chair Senie drew attention to the COVID-related resolution, Attachment #10 in the board packet. Upon motion of Mrs. Davis, seconded by Mrs. Kedersha, it was

**VOTED:** Given the Supreme Court's decision to block the OSHA Large Employer ETS, the increase in vaccination rates of NHEC employees, and the ongoing active plan of the Pandemic Response Team to manage the COVID-19 pandemic, the Board of Directors accepts management's recommendation that NHEC not implement the OSHA Large Employer ETS and allows the Pandemic Response Team to continue to manage the pandemic response process.

Ms. Albee proposed an amendment to request that the Pandemic Response Team look at a recommendation to present to the board on how best to get back to work at our offices. Mr. Mongeon shared his agreement and mentioned that the ISO New England has required all employees be vaccinated and boosted; he is not suggesting that for NHEC because the criticality of our business is different, it is just a data point. Mr. Dwyer indicated he would second Ms. Albee's amendment, if that is appropriate at this point. Mr. French suggested that it would be cleaner to take the amendment up as a separate motion since the resolution in front of us is specific to the vaccination and related to the Supreme Court decision. Discussion ensued on a second resolution, with a couple of directors sharing that it should be left to management to determine the best path forward. Ms. Albee indicated that she is not suggesting anything more than a recommendation on how and when things will return to normal; she would like to know what the plan is for returning to the workplace.

Mr. Licata discussed how COVID planning is approached, noting that it is dictated by the circumstances and the requirements of the CDC and the State of NH and is very fluid. He mentioned that targets have previously been set for when we would return to work using a hybrid work model, but cases then increased and we needed to adjust plans. He stated that we continue to adjust and it is really dictated by the events around us, including the number of cases and hospitalizations. He indicated that there are return to work plans based on criteria and if the board would like us to share those we can; they are very operational in nature. He mentioned that the Pandemic Response Team reviews plans on a regular basis and adjusts accordingly. He noted that we don't want to put deadlines out there that we know will be subject to change.

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

**VOTED:** To move the question of the original motion.

Vote for the motion to move the question was unanimous. Directors Boisvert and Darcy were not present for the vote.

Vote on the COVID-related resolution was five in favor, one opposed, and two abstentions, with Director Albee opposing and Directors Dwyer and Mongeon abstaining. Directors Boisvert and Darcy were not present for the vote. The motion carries.

Vice Chair Senie read the motion included in the board packet related to the standing committee structure and forming a subcommittee, Attachment #11 in the board packet. Upon motion of Mr. French, seconded by Mrs. Davis, it was

**VOTED:** That the Board of Directors forms a subcommittee to be appointed by the Board Chair consisting of one director, one member of the Senior Management Team, and Attorney Phillips, to perform an assessment and benchmarking of NHEC's current standing board committee structure and provide a recommendation for suggested actions to the Board of Directors in three months.<sup>1</sup>

Mr. Mongeon commented that the Board Chair has the prerogative to establish committees of any nature. It was noted that the Board Chair would like the support of the board and requested the resolution.

Vote for the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

Vice Chair Senie next read the motion related to board committee meeting structure, Attachment #12 in the board packet. Upon motion of Mrs. Kedersha, seconded by Mr. French, it was

**VOTED:** That the Board of Directors will continue with elements of the board committee pilot and its learnings, including holding committee meetings mid-month, providing a channel for input, empowering and trusting committees to do their work, and allowing for the potential of joint committee meetings. Board committee meeting compensation will revert back to the meeting attendance structure in place prior to the pilot.

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<sup>1</sup> This motion was revisited and amended, see page 7.

Vote for the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

Mrs. Davis asked to revisit the motion to form the subcommittee, Attachment #11 in the board packet, to add a sentence at the end “In addition, Legislative Reporting will be added to the Member Services Committee effective immediately.” Upon motion of Mrs. Davis, seconded by Ms. McElaney, it was

**VOTED:** That the Board of Directors forms a subcommittee to be appointed by the Board Chair consisting of one director, one member of the Senior Management Team, and Attorney Phillips, to perform an assessment and benchmarking of NHEC’s current standing board committee structure and provide a recommendation for suggested actions to the Board of Directors in three months. In addition, Legislative Reporting will be added to the Member Services Committee effective immediately.

Vote for the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

Vice Chair Senie read the motion related to director compensation and changes to Board Policy B-9, Attachment #13 in the board packet. Upon motion of Mr. French, seconded by Mrs. Davis, it was

**VOTED:** That the Board of Directors approves the changes to director compensation as recommended by the Executive Committee and outlined in the NHEC Director Compensation attachment in the board packet, with an effective date of January 1, 2022. The Board further approves the corresponding changes to Board Policy B-9, Board of Director’s Stipends and Expenses, as presented.

Mr. Senie addressed a question on how often the policy indicates director compensation is to be reviewed, advising that it says annually. Mrs. Kedersha mentioned that the way it was handled previously was it was added to the Board Tracking Report for a two year time period and on the off year we just reviewed the policy without focusing on compensation.

Vote for the motion was six in favor and two opposed, with Directors Dwyer and Mongeon opposing. Mr. Mongeon indicated the reason he voted against the motion are that he feels that a 20% increase within 2.5 years is way too much and the board is becoming too liberal with spending members’ money, citing a doubling of the Nominating Committee compensation, and the board initiating and approving \$170,000 of additional bonuses to staff. The motion carries.

Vice Chair Senie read the motion related to executive session minutes, Attachment #16 in the board packet. Upon motion of Mrs. Davis, seconded by Mr. French, it was

**MOVED:** To have Sharon Yeaton record the executive session meeting minutes, including sessions with and without the CEO, and to have Attorney Phillips prepare a Nondisclosure Agreement to include this provision.

In response to a question, Attorney Phillips explained the nondisclosure agreement and the reason for it, noting that each director has a fiduciary duty which includes an implicit duty of confidentiality, and since Mrs. Yeaton does not have that fiduciary obligation it seemed prudent to have her sign an agreement so she has a contractual duty of confidentiality.

There was discussion regarding audio recordings of executive sessions. It was noted that there is not currently an audio recording of executive sessions. It was mentioned that there has been discussion and requests for Zoom recordings of executive session in case directors are not able to attend the meeting. Attorney Phillips explained how the Public Utilities Commission (PUC) handles recordings of confidential hearings by keeping a separate recording of the confidential transcript, which is kept in a separate storage location with access only given to those who have executed a confidentiality agreement. Addressing a question, Attorney Phillips stated that if there is a legally valid order from a court or agency to produce those confidential records, whether it is recordings or written minutes, we would be obligated to do so.

In response to an inquiry, Attorney Phillips clarified that the motion is specific to Mrs. Yeaton and not the position since she has to be the one to sign the nondisclosure agreement. There is not a delegation or designation provision, so if she were unavailable for a meeting, or was to leave NHEC and someone else were to fill her position, it would require a new board vote.

It was mentioned that it is not clear whether the motion is referring to an audio versus written record, and noted that something to consider is whether it would impact anyone's participation or discussion during executive session if it was recorded. It was suggested the motion be amended for clarification purposes.

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

**VOTED:** To amend the motion to clarify that Sharon Yeaton will produce a written record of the executive session meeting minutes.

Vote on the amendment was unanimous. Directors Boisvert and Darcy were not present for the vote.

The amended motion, as noted below, was next voted on:

**VOTED:** To have Sharon Yeaton produce a written record of the executive session meeting minutes, including sessions with and without the CEO, and to have Attorney Phillips prepare a Nondisclosure Agreement to include this provision.

Vote on the motion was unanimous. Directors Boisvert and Darcy were not present for the vote.

Mr. Mongeon noted that there were topics covered in the Executive Committee meeting that haven't been touched on (strategic meeting topics, employee feedback system, and labor attorney). Vice Chair Senie noted that those are coming up in executive session later in the meeting.

Mr. Mongeon commented that it would be helpful if more advanced notice of Executive Committee meetings was provided, and if there was more clarity on topics (siting that the labor attorney topic morphed into something different). He also asked that the Executive Committee make sure we are covering topics that are within the charter of the Executive Committee, particularly when making recommendations to the board.



**Power Resources and Access Committee**

Vice Chair Senie mentioned that the Power Resources and Access Committee met earlier in January and had updates on power purchases and projects underway.

**Member Services Committee**

Member Services Committee Chair McElaney reported on the January 18<sup>th</sup> Member Services Committee meeting, mentioning the presentation from some member partners and the team at the Tuck School of Business talking about dollars and carbon emissions saved in relation to our power portfolio mix, noting that the result of that presentation is that there will be a more thorough presentation to share at the February board meeting. She also mentioned the annual review of policies relative to the Member Services Committee with the only recommended changes being in Board Policy B-12, which she shared her screen and reviewed.

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

**VOTED:** That the Board of Directors approves the revisions, as presented to the Member Services Committee, to Board Policy B-12, Membership Dues and Contributions Policy, and reaffirms Board Policies B-2, Attachment D, Member Services Committee; B-13, Disclosure of NHEC Information and Open Conduct of Meetings of the Board of Directors and its Committees; B-23, Economic and Community Development; B-30, Communications; and B-39, Member Electrical Usage Data.

Vote for the motion was unanimous.

Ms. McElaney noted that the committee also received an update on the Statewide Energy Efficiency Plan and she asked Mr. Licata to provide that report.

Updating on the Statewide Energy Efficiency Plan, Mr. Licata noted that this is the biggest legislative item we are currently working on. He provided a recap of where things stand, first reviewing the history beginning with the September 2020 joint utilities filing of the triennial plan to the PUC, the November 2021 PUC order denying the plan, the motion for rehearing by utilities that was denied, and the filing by Clean Energy NH and other stakeholders for a stay in Superior Court that was also denied. He noted that we are working our way through the procedural appeals process at the PUC. He stated that on a separate track, the legislature had a retained bill (HB 549) from last year that dealt with this subject matter and that bill was amended to try to fix the issue and provide some stability into the program. He provided an update on the bill, noting that there were some amendments that passed unanimously at the Senate Energy Committee and it is on the consent calendar for this week in the Senate. The expectation is that the House will accept those changes and the Governor indicated he intends to sign the bill.

In response to questions regarding the work with the Tuck group, Mr. Licata stated that the plan is to present recommendations for environmental goal setting at the February board meeting and that time was not spent with the group on how the board operates, but it will be discussed in meetings prior to the board meeting.

### ***Additional Committee Items***

Ms. Albee reported that the financial audit is underway. She noted that there will be an Audit Committee meeting in February in which they will look at the cyber security plan of work in response to the independent assessment that will be presented by Mr. Ziminsky. She advised that Audit Committee meetings for the year are included on the board calendar.

Mr. French noted that the Corporate Services Committee meetings for the year have also been set and are on the board calendar.

Mr. Mongeon asked why topics that were on the public session agenda of the Executive Committee meeting (transparency, employee feedback system, and labor attorney) are being discussed in executive session. Vice Chair Senie stated that he did not set the agenda so he is not sure of the reasons for all of the items, but we will leave it as is. He noted that for the transparency topic there are a number of reasons, which he doesn't want to discuss in public session. Mr. Licata mentioned that on the employee feedback system there are different vendor contracts that might be being evaluated and that discussion should be in executive session.

### **Board General Session**

#### ***Board Tracking Report***

Vice Chair Senie noted that there are a number of items on the Board Tracking Report that we will continue to address.

#### ***Committee Meetings***

Following is a list of upcoming meetings:

- Audit Committee Meeting – February 16, 1:00 p.m.
- Engineering and Operations Committee – February 24, 9:30 a.m.

#### ***NHEC Foundation Report***

NHEC Foundation Chair Davis presented the NHEC Foundation Report, drawing attention to the fourth quarter 2021 report, Attachment #19 in the board packet, and sharing highlights from the report. She noted that the next meeting is March 28.

#### ***NRECA Report***

Mr. Colburn presented the NRECA Report, sharing highlights from his written report and mentioning the additions to his bibliography, both of which were included in the board packet. Mr. Colburn also highlighted that after discussions with staff he was happy to learn that NHEC had already done a review months ago of tools developed by NRECA as suggested in December's meeting.

#### ***Appointment of NRECA Voting Delegate and Alternate***

In response to a question, Mr. Colburn advised that the NRECA Annual Meeting will be held in person in Nashville with a virtual option also offered. Ms. McElaney noted that she is scheduled to attend. Upon motion of Mr. French, seconded by Mr. Dwyer, it was

**VOTED:** To appoint Madeline McElaney as NHEC's voting delegate for the NRECA Annual Meeting.

Vote for the motion was unanimous.

Mr. Mongeon indicated that he will be participating using the on-line meeting option. Upon motion of Mr. Dwyer, seconded by Ms. McElaney, it was

**VOTED:** To appoint Tom Mongeon as NHEC's alternate voting delegate for the NRECA Annual Meeting.

Vote for the motion was unanimous.

Ms. Albee shared a reminder that there are other strategic topics that need to be added to the list. Vice Chair Senie replied that there will be more on that in executive session.

### **CEO Search Update**

Mrs. Davis provided an update on the CEO Search Committee's efforts, noting that they have been meeting on a regular basis. She mentioned the interviews the search consultant is conducting with the board and senior management, the search timeline included in the board packet, and the committee's discussions around CEO compensation and the decision to hire Winston Tan to do a compensation analysis.

In response to a question regarding the time commitment for director involvement, Mrs. Davis noted that all directors will be participating in interviews with the finalist candidates, which she estimates to be a total of 2 – 4 hours and there will likely be a dinner to attend, but that is still in the planning process so more information will be provided as details are worked out.

In response to a comment relative to CEO compensation, Mrs. Davis noted that the committee is looking at a range rather than a set number.

Mr. Mongeon commented that he likes the format of providing updates in both public and executive session on critical topics and he encouraged that we also do this for broadband in the future.

The meeting recessed at 10:40 a.m. Messrs. Clark and Colburn and Mrs. Kedersha left the meeting at this time and Mrs. Boisvert joined. The meeting reconvened at 10:52 a.m.

### **Executive Session**

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

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

Vote for the motion was unanimous and the board moved into executive session at 10:52 a.m.

The board moved out of executive session at 2:18 p.m.

**Adjournment**

Upon motion of Mrs. Davis, seconded by Ms. McElaney, Vice Chair Senie adjourned the meeting at 2:18 p.m.

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Brenda Boisvert, Secretary

A TRUE COPY ATTEST:

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Jeffrey Morrill, Chair of the Board