



VERMONT ELECTRIC COOPERATIVE, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS

APPROVED MINUTES

June 26, 2023

As required under the VEC Bylaws, notice of this meeting was sent to each director on June 19, 2023, either via US Mail or by electronic means for those directors requesting such delivery.

Board Members Present: Rich Goggin (President), Paul Lambert (First Vice President), Carol Maroni (Second Vice President), Charlie Van Winkle (Treasurer), Tom Bailey, Ken Hoepfner, George Lague, Mark Woodward, and Don Worth.

Staff Present: Rebecca Towne (CEO), Peter Rossi (Chief Operations Officer), Caroline Mashia (Chief Financial Officer), Andrea Cohen (Manager of Government Affairs and Member Relations), John Varney (Manager of Safety, Security, and Facilities), Laura Kinney (Project Planner), Vickie Brown (General Counsel), and Cyril Brunner (Innovation and Technology Leader).

Guest: Elise Annes of Momentum Communications, Inc. attended part of the meeting.

AGENDA ITEM #1 -- CALL TO ORDER

President Rich Goggin called the meeting to order at 12:04 pm.

AGENDA ITEM #2 -- SAFETY MINUTE

Woodward advised against using cell phones while driving, as they cause distraction that could lead to accidents.

AGENDA ITEM #3 -- APPROVE BOARD MEETING MINUTES

Maroni moved and Lague seconded that the minutes of the regular monthly Board of Directors meeting held May 30, 2023, be approved as presented.

There was no discussion and the minutes were approved by unanimous vote.

AGENDA ITEM #4 – REVIEW MINUTES OF ANNUAL MEETING, ORGANIZATIONAL MEETING AND FINANCE COMMITTEE MEETING

Goggin noted that there are three sets of minutes for the Board to review.

Maroni moved and Woodward seconded to approve the minutes of the May 13, 2023, Annual Member Meeting.

There was a discussion as to whether the minutes should indicate which Board members were in attendance and which were absent.

Maroni moved and Van Winkle seconded to amend her motion to state that the minutes should include a designation as to attendance. The motion to amend was approved and the Annual Meeting minutes passed by unanimous vote. The minutes are subject to a member vote at the 2024 Annual Meeting.

Hoepfner moved and Van Winkle seconded to approve the minutes of the May 13, 2023 Organizational Meeting. The motion passed by unanimous vote and the minutes were approved.

Maroni moved and Van Winkle seconded to approve the minutes of the May 25, 2023 Finance Committee meeting.

A director suggested that the following change to the minutes:

Board members thanked CFO Mashia for her presentation and expressed their gratitude ~~in these things~~ for her path going forward. Priorities and timelines of the goals were discussed.

The motion passed by unanimous vote and the minutes were approved as amended.

AGENDA ITEM #5 – VEC VISION AND MISSION STATEMENTS

Annes stated that her goal for the session was to identify areas of alignment for VEC's Vision Statement by discussing the following.

- Who is the target audience for the vision statement?
- Where VEC is moving toward and its aspirations for the future.
- How the vision statement will be used.
- How to differentiate the organization with the vision statement.

She explained the different purposes of vision and mission statements. The vision statement describes where the organization wants to be in the future, and the mission statement describes what the organization needs to do now to achieve the vision.

She then led the Board and staff through a series of small group exercises to hone in on the key elements that should be included in the vision statement. The group proposed and discussed options for a vision statement.

Goggin moved and Van Winkle seconded to adopt the following vision statement:

“Lighting the path to affordable clean energy, together.”

The motion passed by unanimous vote.

Annes then reviewed the Board’s current mission statement to see if it needed updating. There were several suggested changes. Annes stated that she would take the suggestions and provide alternative mission statements for further consideration by the Board.

AGENDA ITEM #6 – BREAK

There was a break from 2:30 to 2:50 pm.

AGENDA ITEM #7 - GRANT OPPORTUNITIES

Brunner provided an overview of federal and state funding opportunities that are available for electric cooperatives and other entities. He stated VEC should take advantage of grant funding to address the projected increase in use of electricity, primarily due to electric vehicles and heat pumps. The increased load will stress the electric grid and, without action, could increase infrastructure costs. VEC is focused on two strategies to address the new load. They include investment in VEC infrastructure to reliably handle the increased loads, and management of members’ electricity usage to control peak usage and reduce the need to expand system load capacity as much as possible. Both strategies have significant impact on overall infrastructure costs and VEC will focus on grants which support those strategies.

He noted that federal grants are available through three primary programs: FEMA Hazard Mitigation, the Inflation Reduction Act (IRA), and the Infrastructure Investment and Jobs Act (IIJA). State grants include the American Rescue Plan Act (ARPA), congressionally-directed grants, and IIJA formula grants directed at states. VEC's approach to grant opportunities has been identifying which grants are most appropriate to apply for directly, which would benefit from partnerships with others, and which grants VEC can influence to achieve its goals. VEC is also mindful of the impact of matching grant requirements on the VEC capital budget.

Brunner then shared details as to the status of VEC's involvement in the various grant applications processed under each federal and state grant program.

There were questions from the directors throughout the presentation.

AGENDA ITEM #8 – MANAGERS REPORTS

This agenda item was deferred due to time constraints.

AGENDA ITEM #9 - OTHER BUSINESS

There was no other business.

AGENDA ITEM #10 – ADJOURN

Bailey moved and Hoepfner seconded to adjourn. By unanimous vote, the meeting adjourned at 3:31 p.m.

Respectfully submitted:

Jody Dunklee, Secretary

Rich Goggin, President