



VERMONT ELECTRIC COOPERATIVE, INC.  
REGULAR MEETING OF THE BOARD OF DIRECTORS  
APPROVED MINUTES  
December 21, 2021

As required under the VEC Bylaws, notice of this meeting was sent to each director on December 14, 2021 either via US Mail or by electronic means for those directors requesting such delivery.

**AGENDA ITEM #1 -- CALL TO ORDER**

President Rich Goggin called the meeting to order at 12:01 pm via videoconference. Present were directors Paul Lambert (First Vice President), Carol Maroni (Second Vice President), John Ward (Treasurer), Jody Dunklee (Secretary), Tom Bailey, Ken Hoepfner, George Lague, Bonnie Pratt, Mark Woodward, Charlie Van Winkle, and Don Worth. Also present from VEC were CEO Rebecca Towne, General Counsel Vickie Brown, Chief Operations Officer Peter Rossi, Manager of Government Affairs and Member Relations Andrea Cohen, Manager of Safety, Security, and Facilities John Varney, Chief Financial Officer Michael Bursell, Project Planner Laura Kinney, and Caroline Mashia, Controller.

**AGENDA ITEM #2 -- SAFETY MINUTE**

Lague reminded the Board to be careful about icy conditions and noted that many municipalities will provide buckets of sand. He also advised the Board to stay away from downed utility lines on roads.

**AGENDA ITEM #3 -- APPROVE BOARD MEETING MINUTES**

Maroni moved and Worth seconded that the minutes of the regular monthly Board of Directors meeting held November 30, 2021 be approved as presented.

The minutes were approved by unanimous vote.

## AGENDA ITEM #4 – LEGISLATIVE OVERVIEW

Warren Coleman and Justin Johnson, of the firm MMR, joined the meeting.

Coleman began his presentation by noting that MMR's advocacy at the legislature focuses on VEC priorities, including providing reliable, clean safe and cost-effective power; ensuring that VEC remains a credible participant; and emphasizing VEC's role as a member-focused, non-profit utility.

Coleman and Johnson summarized the key issues at the statehouse of interest to VEC, including:

- The Vermont Climate Council's Climate Action Plan, which focuses on these key issues:
  - A clean heat standard – like a renewable energy standard for thermal fuels.
  - Weatherization at scale, particularly focused on low income.
  - Revisions to renewable energy standards – to 100% carbon free or renewable by 2030.
  - New alternatives for transportation, such as using federal money for EV incentives, research into alternative fuels and how to set up mileage fees and EV charging rates. This has been added because of the collapse of the regional Transportation and Climate Initiative.
- Federal Funding Opportunities
  - Between CARES and ARPA, Vermont has received \$16,500 for every state resident.
  - The Federal Infrastructure and Jobs Act will provide funding for electric facilities and EV charging, as well as for broadband.
- Grid Modernization/Broadband
  - Vermont utilities have developed a list of grid modernization actions that the federal money could support.
  - Grants are being made to the Communications Union Districts for broadband.

Finally, they showed the impact of federal funding on reducing customer arrearages for utility service over the course of the pandemic.

There were numerous questions throughout and after the presentation.

## **AGENDA ITEM #5 – CORPORATE CREDIT CARD**

Caroline Mashia presented a proposal to change VEC’s corporate credit card program. Currently VEC’s program, through People’s Bank, places limits on the number of credit card holders causing employees to have to use their own credit cards and seek reimbursement. After reviewing three different programs, staff recommended switching to a program provided by CFC and US Bank, which many other cooperatives use. This program will provide greater efficiency and improved functionality and security. It also includes an annual rebate based on spending.

Ward moved and Hoepfner seconded to approve the following resolution:

RESOLVED, that the Cooperative establish or continue its participation in a corporate credit card program under the terms, conditions and provisions of the One Card Program Reimbursement Agreement (the “Agreement”), and to reimburse CFC, together with interest, for any amounts that CFC is required to pay U.S. BANK on behalf of the Cooperative pursuant to the terms of the Agreement; and

RESOLVED, that the Chief Financial Officer of the Cooperative be and is hereby authorized to execute the Agreement on behalf of the Cooperative, to execute any future amendments to said Agreement as such individual may deem appropriate, and to execute such further documents as may be necessary or appropriate in order to comply with CFC’s or U.S. Bank’s requirements; and

RESOLVED, that it is the intent of the Board that upon execution and delivery of the Agreement to CFC, and when executed by CFC, the Agreement shall constitute a valid and binding agreement between CFC and the Cooperative, enforceable in accordance with its terms; and

RESOLVED, that the appropriate officers are authorized to take all other actions they deem advisable to carry out the purpose of these resolutions.

The motion passed by unanimous vote.

## **AGENDA ITEM #7 – – BOARD CALENDAR TOPICS**

Goggin noted that directors are welcome to submit ideas for topics to be added to the Board’s meeting agenda in the future. Suggestions from the directors included:

- How VEC can support the off-grid households in VEC’s service territory
- Concerns over the influence of external money in Board elections
- VEC’s role in supporting member access to weatherization programs
- Grid modernization funds and readying homes and buildings for electrical upgrades

These and other topics will be added to future agenda conversations for consideration.

#### **AGENDA ITEM #6 – COMMUNICATIONS COMMITTEE REPORT**

Maroni noted that the Committee met last week to review the communication plan for 2021 to date and to look ahead to 2022. The Committee also reviewed initial plans for 2022 election and annual meeting. She presented the following summary:

- 2021 accomplishments:
  - 150% increase in donations to Community Fund and 200% increase in number of members rounding up
  - Successful arrearage assistance to VEC members (over \$1 million)
  - Excellent email open rates, excellent member satisfaction (outages)
  - Local and national press coverage (for example osprey rescue in Islands, arrearage assistance, innovation initiatives)
- For 2022 some of the Communications KPI's and other priorities include:
  - Energy Transformation incentives (focused on EV's)
  - Co-op Community Solar
  - Use of SmartHub and Messenger for proactive communication with members
- Annual Meeting.
  - The next meeting will be May 15, 2022 at Smuggler's Notch
  - Ideas include using a tent or drive-through options
  - The election will run as usual and have petition via forms. The seats open in 2022 are district 3, 4, and 5
  - February will include selection of the Petition Review Committee at the Board meeting, Warning of Annual Meeting, and Voting Procedure communications

There was a break in the meeting from 1:43 to 1:55.

#### **AGENDA ITEM #8 – COMMUNITY FUND**

Van Winkle provided an overview of the activities of the Community Fund since its inception in 2014. The fund provides grants for projects in VEC service territory that support economic security, energy education, emergency/disaster relief, and community development. Eligible recipients include non-profit and schools. The fund is supported through members rounding up electric bills, making a one-time donation, and donating member capital. Donations have increased every year since inception from approximately \$2000 in 2015 to \$25,000 in 2021. Total funds collected have been \$70,000 and total disbursed have been \$49,000.

He concluded that the state of the fund is strong and seems to have some growth momentum; the applicant pace likely slowed in 2020 and 2021 due to Covid, but 2021 total dollar donations exceeded those in 2020 by 250%.

Looking forward, the committee will continue to do those things that have worked well, including working with VEC's communications team, educating and promoting awareness, exploring new fundraising ideas, and raising overall awareness of the fund and its successes.

#### **AGENDA ITEM #10 -- MANAGERS' REPORTS**

Lague moved and Worth seconded to go into executive session to discuss a potential business transaction. By unanimous vote, the Board went into executive session at 2:25.

The Board exited executive session at 2:32.

Towne provided an update on the activities of the Northwest Communications Union District, and Lamoille Fiber Net. They are working together to search for an ISP partner. Both are working with NRTC as well. They are planning to cover 80 miles in 2022 but recognize this goal will be a challenge.

Towne also announced that Cyril Brunner has accepted the position as VEC's new Innovation and Technology Leader. We had excellent candidates and put them through a very robust process. Cyril was the unanimous choice of the hiring group.

There were additional questions from the Board about various details in the managers' reports.

#### **AGENDA ITEM #11 -- OTHER BUSINESS**

There was no other business.

#### **AGENDA ITEM #12 -- ADJOURN**

Ward moved and Hoepfner seconded to adjourn. By unanimous vote, the meeting adjourned at 3:05 pm.

Respectfully submitted:

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Jody Dunklee, Secretary

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Rich Goggin, President