

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

March 30, 2020

APPROVED MINUTES

As required under the VEC Bylaws, notice of this meeting was sent to each Director either via US Mail on March 23, 2020, or by electronic means for those Directors requesting such delivery.

CALL TO ORDER – AGENDA ITEM #1

President Rich Goggin called the meeting to order at 2:53 p.m. via videoconference. Present were Directors Ken Hoepfner, Carol Maroni (Second Vice President), Mark Woodward (Secretary), George Lague, Charlie Van Winkle, Rich Westman, Don Worth, Paul Lambert (First Vice President), John Ward (Treasurer), Tom Bailey, and Jody Dunklee. Also present from VEC were CEO Rebecca Towne, General Counsel Vickie Brown, Chief Financial Officer Mike Bursell, and Chief Operations Officer Peter Rossi, Safety & Security Manager John Varney, Manager of Government Affairs and Member Relations Andrea Cohen, and Project Planner Laura Kinney.

Goggin noted that both items on the agenda were discussed in depth at the regular Board meeting held prior to the special meeting but due to bylaw constraints the votes could not occur by teleconference.

ADJUSTMENT TO NEWPORT FACILITY BUDGET – AGENDA ITEM #2

Ward moved and Lambert seconded to approve an increase of \$634,000 in the budget for construction of the new Newport warehouse so that the new approved budget is \$2,849,000, with the understanding that if the increase exceeds \$634,000 by more than 10% then management will come back to the Board for additional approvals.

There was a question about the timing for the amounts to be spent. Bursell noted that the requested spending was for 2020. There was a second question about whether this decision could be deferred for a month or two to see how the virus threat played out. Varney noted that he needed to have a contract signed, with a final project budget, before any work could begin. Towne reminded the Board that the rate impact of this type of capital project is minimal and that we will continue to need to invest in our infrastructure. There was a question whether we can

find the additional funding from within our existing capital plan, and a director expressed concern at the magnitude of the cost increase

After a roll call vote, the motion passed by 11 to 1.

APPROVE CANDIDATES FOR THE BOARD OF DIRECTORS – AGENDA ITEM #3

Goggin noted that there has been a recommendation from the Petition Review Committee which the Board needs to act on.

Maroni moved and Woodward seconded that the Board adopt the recommendation of the Petition Review Committee and approve the following slate of candidates for inclusion on the 2020 VEC Annual Meeting ballot:

District 7: Rich Goggin

West Zone: Ken Hoepfner, Bill Karstens, Jeff Forward

East Zone: George Lague, Norman Raymond

After a roll call vote, the motion passed unanimously.

ADJOURN – AGENDA ITEM #4

Westman moved and Lague seconded to adjourn the meeting.

The motion passed by unanimous vote.

The meeting adjourned at 3:13.

Respectfully submitted:

Mark Woodward, Secretary

Rich Goggin, President