

WASHINGTON ELECTRIC COOPERATIVE, INC.
84th ANNUAL MEMBERSHIP MEETING

May 4, 2023

The 84th Annual Membership Meeting was held at the Washington Electric Cooperative, Inc.'s Operations Center in East Montpelier, VT on Thursday, May 4, 2023, with 186 members, guests, and employees in attendance. The business meeting was called to order at 6:03 p.m. by President Stephen Knowlton.

INTRODUCTORY REMARKS

President Knowlton reviewed the schedule of the evening, recognizing the distinguished guests in attendance: Lieutenant Governor David Zuckerman; Ron Shems of Tarrant, Gillies, & Shems, the Cooperative's legal counsel; Joshua Diamond of the law firm Dinse, Special Counsel to the Cooperative; Jared Duval, Executive Director of Energy Action Network; Rebecca Towne, CEO of Vermont Electric Cooperative; Christine Hallquist, Chair of the Vermont Community Broadband Board; Paul Lambert of VEIC Efficiency Vermont; Kyle McDonald of Capstone Community Action; Katie Titterton, the Cooperative's Editor; and Erica Heilman, the evening's featured speaker. Knowlton also thanked WEC member and fellow cooperative Cabot Creamery for its donation of cheese for the appetizers and a door prize. President Knowlton then introduced the current Board of Directors, then recognized and thanked all past directors in attendance. Further, he introduced the four candidates for the Board of Directors—members Don Douglas, Carl Etnier, Jean Hamilton, Mary Just Skinner—thanking them for running and participating in the democratic process at the heart of the Cooperative's operations. He encouraged anyone interested to run for the Board, noting the Cooperative's strength in its community, its members, and their sense of volunteerism.

CERTIFICATION OF QUORUM

President Knowlton called for the Certification of Quorum as signed by Ballot Committee Co-chairs Charles Richardson and Nancy Fuller. Mr. Richardson stated 811 ballots were received by mail from the CPA firm, 26 ballots were cast at the Annual Meeting, 23 ballots were invalid (spoiled) for a total of 837 members voting in the election which he certified constituted a quorum for the purpose of transacting business at the 84th Annual Membership Meeting in accordance with the Cooperative's Bylaws.

NOTICE OF MEETING

President Knowlton called on Secretary Mary Just Skinner who certified that Volume 84, No. 2 of the Cooperative's newsletter, *Co-op Currents*, constituted the official notice of the 84th Annual Meeting of the Members and that this notice was mailed to all members of record on the 10th day of April 2023, in accordance with the requirements of the Bylaws.

APPROVAL OF MINUTES—2022 ANNUAL MEMBERSHIP MEETING

President Knowlton called for a motion to waive the reading of the minutes of the 2022 Annual Membership Meeting held on May 5, 2022, and to approve the minutes as presented.

A motion was made by Barry Bernstein of Calais to accept the minutes of the 2022 Annual Membership Meeting, as presented. The motion was duly seconded by John H. Taylor of Williamstown and passed unanimously.

PRESIDENT'S REPORT

President Knowlton reflected on his succession of Barry Bernstein, who served as the Cooperative's Board President for twenty-two years and received both a Vermont State Senate Concurrent Resolution and the Governor Aiken Award in recognition of his commitment to the Washington Electric Cooperative and to Central Vermont. President Knowlton further discussed the many changes at WEC since its last in-

person Annual Meeting in 2019—the beginning of General Manager Louis Porter’s tenure; weathering several major storms, including Winter Storm Elliott in December 2022; supply chain delays; and the Covid-19 pandemic, to name a few. He also noted that internal communications have improved and that WEC seeks to improve its outage management through the installation of advanced metering infrastructure throughout the territory, the investment in which will yield benefits to the Cooperative in the future.

Furthermore, President Knowlton restated WEC’s participation in the deployment of fiber optic broadband internet throughout the Cooperative’s territory and provided an update on its progress. He stressed that a key cooperative principle is supporting the lives of the members of one’s cooperative; in aiding in make-ready, pole inspections, and other preparatory work for broadband, WEC does just that.

In closing, President Knowlton reminded members that the Cooperative’s mission is to deliver electric power reliably, environmentally consciously, and at low cost. WEC contributes to Vermont having one of the cleanest power portfolios in the country through its 100 percent renewability. President Knowlton reiterated that pragmatic planning with engineering principles and considering of members’ needs by the Cooperative and legislature would most prudently ensure that the Cooperative continues its mission and, especially, provides equitable treatment of its members.

TREASURER’S REPORT

Treasurer Don Douglas reviewed the Cooperative’s financial status, noting that 2022 saw reduced output from the Coventry gas-to-energy plant, expensive purchased power and roughly \$1 million in debt resulting in the need for a rate increase. These expenses caused the Cooperative to end the year without margins; it did, however, meet its lender covenants. Additionally, he noted with pride the annual audit of the Cooperative’s finances was successful.

Treasurer Douglas also discussed capital credits, remarking that the amount returned to members since 1998, the year WEC began returning capital credits, has amounted to roughly \$9 million—or the amount in rate increases during that time. He spoke about the WEC Community Fund, which supports local non-profit organizations, describing its purpose and that its existence relies on members’ donations of capital credits.

MANAGER’S REPORT

General Manager Louis Porter began humorously, recounting growing up at the end of a line in WEC territory—one pole could only be accessed in a beaver pond by boat—and that it was likely the only place where restoring power was easier in the winter.

Winter and winter weather caused considerable work and expenditure for the Cooperative, particularly Winter Storm Elliott in December 2022. Mr. Porter reflected that it was long and difficult, the restoration process requiring difficult work and effort from many people, both staff and mutual aid. What the storm highlighted was a need for education of both WEC’s members and its staff. With changing demographics in Vermont, neighbors helping neighbors and educating each other on how to live with unpredictable weather in a rural area is essential. Just as essential is the Cooperative’s responsibility to educate its members on how to prepare for outages. support and thanked all WEC members for their patience and support, and thanked those present for attending the Annual Meeting.

EMPLOYEE RECOGNITION

Every year, the Cooperative honors employees as they reach five-year employment increments. General Manager Porter thanked the six employees recognized, noting the longevity of service of some and reiterating that they were the reason the Co-op thrives.

- Dawn Johnson, 10 years of service
- Jason Preston, 15 years of service
- Kyle Sands, 15 years of service
- Amos Turner, 15 years of service
- Brian Wilkin, 20 years of service

- Ed Schunk, 35 years of service

General Manager Porter also recognized Dawn Johnson for her exemplary service to the Cooperative and her dedication to its members by awarding her the Manager's Award for 2023.

ELECTION RESULTS

President Knowlton reported the results of the director election. The three candidates who received the highest number of votes were elected to three-year terms: Don Douglas, 643 votes; Jean Hamilton, 629 votes; and Mary Just Skinner, 576 votes. President Knowlton congratulated the three winners and thanked candidate Carl Etnier for running and for his time.

ADJOURNMENT

President Knowlton noted the 84th Annual Member Meeting recording would be available on the WEC website.

With no further business to conduct,

President Knowlton adjourned the 84th Annual Membership Meeting.

The meeting was adjourned at 6:44 p.m.

FEATURED SPEAKER

WEC member Erica Heilman joined her fellow members, Cooperative staff, and guests as the featured speaker. Ms. Heilman is the producer of the award-winning podcast *Rumble Strip*. She shared clips from several podcasts, including a piece about WEC recorded in April 2022, and described some of the recording process. Ms. Heilman's down-to-earth and enthusiastic delivery of her presentation only added to the lighthearted atmosphere of the evening.

DOOR PRIZES

Administrative Assistant Rosie Casciero announced winners of the door prize raffle, which included items from Cabot Creamery, Caledonia Spirits, CED Twin State Electric, Hunger Mountain Co-op, Lowell McLeods, R&L Archery, Sanel Auto Parts, VEIC (Efficiency Vermont), and from WEC itself.

Date of Membership Approval: _____, 2024

Attest: _____

SECRETARY