

**WASHINGTON ELECTRIC COOPERATIVE, INC.  
REGULAR MEETING OF THE BOARD OF DIRECTORS**

**March 26, 2025**

The regular meeting of the Board of Directors, conducted in person and via video teleconference, was called to order at 4:05 p.m., by President Stephen Knowlton. The following Board members were in attendance:

Susan Alexander	Olivia Campbell Andersen	Stephen Knowlton
Betsy Allen	Steven Farnham	Mary Just Skinner
Pat Barnes	Jean Hamilton	

Also present were General Manager (GM) Louis Porter; Attorney Ron Shems of the law firm Tarrant, Gillies, & Shems, the Cooperative's legal counsel; Director of Finance & Administration (F&A) Teia Greenslit, Director of Engineering & Operations (E&O) Dave Kresock, Director of Special Projects & Innovation (SP&I) JJ Vandette, Member Services Supervisor Susan Golden, and Administrative Assistant Dawn Johnson, Senator Andrew Perchlik (invited guest speaker), and members Roger Fox, Ian Buchanan and Barry Bernstein. Director Allen, Director Barnes, staff members Vandette and Golden, and members Buchanan and Fox attended via video teleconference. Senator Perchlik joined at 4:58 p.m. and left at 6:00pm. Staff member Golden and member Roger Fox left at 6:00 p.m. Member Barry Bernstein arrived at 4:52 p.m. and left at 5:58 p.m.

**CONSENT AGENDA**

The consent agenda included the minutes of the January regular Board meeting held January 29, 2025, and the special March Board meeting held March 14, 2025.

*President Knowlton declared the minutes of the regular January 2025 meeting of the Board of Directors, held January 29, 2025, and the special March Board meeting of the Board, held March 14, 2025, approved.*

**DISPOSAL OF ASSETS POLICY 67 AMENDMENT**

The Director of F&A Greenslit discussed the disposal of asset policy, highlighting the need to revise the policy to allow the option of using an auction house or another type of bidder service for disposing of vehicles and equipment, instead of just sealed bids. GM Porter explained the benefits of using an auction house for disposing of vehicles and equipment that could offset the auctioneer's commission charges. The plan involves using auction houses that specialize in auctioning utility equipment. The proceeds from the auctions would be used to offset the cost of new equipment purchases. It was noted that using an auction house will affect the ability of employees to purchase vehicles at a lower cost.

*On a motion by Director Barnes, seconded by Director Farnham, the Board approved a new version of the Capital Assets Policy which would allow WEC to transfer vehicles and other equipment to an auction house for sale, rather than making its own sealed bids. The motion passed unanimously.*

**VLITE**

Director Hamilton provided an overview of the Vermont Low Income Trust for Electricity (VLITE), and the grants it offers to support low-income Vermonters' energy needs. She also mentioned her role on the VLITE board, and the various projects funded by VLITE. VLITE provides grants to projects and organizations that address the energy needs and priorities of low-income Vermonters. Director Hamilton explained the grant process at VLITE, highlighting the types of projects funded, such as weatherization programs and energy education initiatives.

Director Hamilton serves on the VLITE board, representing Washington Electric Co-op (WEC). She was appointed to the VLITE board following the departure of Rich Rubin, the previous WEC

representative who served for the previous 12 years since the creation of VLITE. The board discussed the appointment process for VLITE board members. It noted that the VLITE board appoints its own members and discussed whether a way could be found to involve WEC in the selection. The board suggested that the new Governance Committee should create a policy outlining how WEC's appointments to various boards and organizations are made to ensure transparency and accountability.

### **S.65 DRAFT BILL ON ENERGY EFFICIENCY UTILITIES**

General Manager Porter expressed his concerns about the S.65 bill, highlighting the issues with funding greenhouse gas reduction and electrification incentives through electric ratepayers' bills and the potential conflicts between efficiency utilities and distribution utilities. He stated that both would be competing to reach the same customers and provide similar services, leading to inefficiencies and duplication of efforts. Porter is proposing language that would allow WEC, if it chooses, to operate as its own efficiency utility in the same way that Burlington Electric Department and Vermont Gas Systems do now.

*On a motion by Director Barnes, seconded by Director Farnham, the Board approved addition of legislative language which would allow – but not require – WEC to operate as its own efficiency utility. The motion passed unanimously.*

### **DISCUSSION WITH SENATOR ANDREW PERLCHIK**

Senator Andrew Perchlik discussed the possibility of a legislative study on the potential merger of WEC and VEC, emphasizing the need for an outside consultant to explore the benefits and challenges of such a merger.

Board members expressed concerns about the potential merger study, including the need for more time to define the study's scope, the impact on staff capacity, and the importance of involving WEC members in the decision-making process.

Board members suggested exploring alternative approaches to improving efficiency, such as sharing resources and regulatory relief, rather than focusing solely on a merger.

The board decided to have another meeting in 2 weeks to review the paragraph Louis will write and then discuss and decide if we want to go forward with a legislative proposal.

*On a motion by Director Hamilton, seconded by Director Campbell Anderson, General Manager Porter is to draft language that addresses the concerns heard from the Board for the board to review and meet in 2 weeks to decide at a special meeting if WEC moves forward or not with the legislative study. The motion was approved with 5 in favor and 3 opposed.*

There being no further essential business to discuss, the meeting adjourned at 6:57p.m.

Betsy Allen, Secretary

The foregoing record of the minutes was duly accepted by the Board of Directors at a regular meeting held on April 30, 2025, at which a quorum of the Board was present and voting.

  
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Betsy Allen, Secretary