

REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES – August 25, 2022

A regular meeting of the Board of Directors of A & N Electric Cooperative was held Thursday, August 25, 2022, at the Eastern Shore Community College at 2:00 p.m.

The meeting was called to order by Chairman Nottingham followed by the invocation by Director Dodd.

The following were present: Directors James N. Belote, III, Christopher D. Bott, Ralph W. Dodd, E. Garrison Drummond, Penney P. Holland, Addison W. Nottingham, Edward V. Parks, W.E. Ted Shockley and A & N's attorney, Henry P. Custis. Also present; Todd Bireley, Joe Cataldo, Jay Diem, Shawn Hildebrand, Butch Williamson, and Bette Cornell. Roger Blizzard attended via Zoom. Also present for a discussion during Other Business were attorneys, Sam Brumberg, Cody Murphy and Eric Page.

Resolution Previous Minutes

Minutes of the regular Board Meeting held on July 28, 2022, were presented. *Upon motion, the minutes were approved.*

Resolution Consent Agenda

The Consent Agenda, which included Memberships, July Work Order Schedule #1147, July Safety Report, the July Income Statement and Balance Sheet, Outages, Accounts Receivables/Arrears Update and Products and Services were provided.

Motion was made by Director Shockley to approve the Consent Agenda, seconded by Director Bott. Upon Motion, the Consent Agenda was approved.

July Operating Reports

The Financial Report was presented by Shawn Hildebrand.

The Engineering Report was presented by Todd Bireley.

The Operations/Construction Report was presented by Joe Cataldo.

Member/Energy Services – There was no Member/Energy Services Report.

Human Resources – Roger Blizzard reported Open Enrollment for benefits is coming up next month.

Administration Updates

- Mr. Hildebrand gave an update on the facility, both Phases I and II are going well and within budget.

- Mr. Hildebrand presented the 2nd Quarter update of the Strategic Plan.
- Mr. Hildebrand presented ANEC's 990 Tax Form for the board to review for acceptance and noted that A&N has to file this by the end of November. Mr. Williamson asked the board to review the document and to let them know if they have any questions.

Motion was made by Director Drummond to accept this form, seconded by Director Bott. Upon Motion, the form was accepted.

- Mr. Hildebrand reviewed the ANEC Equity Management Plan which is one of the strategic planning goals to review and update.

Motion was made by Director Dodd to accept the ANEC Equity Management Plan, seconded by Director Drummond. Upon Motion, the ANEC Equity Management Plan was accepted.

Committee Reports

- Director Nottingham reported that there was not much to report. Mr. Williamson noted that Members Helping Members have been very busy processing funds which have been distributed to them to assist member needs.

Legal Report

There was no legal report presented.

ODEC Report

Director Drummond reported the August report to the board.

VMDAEC Report

Director Bott reported the August report to the Board.

President's Report

- Mr. Williamson announce that A&N will be holding a celebration day for all the employees at the co-op.
- Current iPads will be upgraded for the board members and will be distributed before the next board meeting.
- A Bylaw-Policy Committee meeting will be schedule in November.
- Mr. Nottingham will be working on updating the board committees.
- Mr. Williamson noted that upcoming meeting dates are available on the CTO to review.
- Northampton County will be moving forward to submit an application to secure funding to acquire 19 EV buses for their school district.

Other Business

Review Governance Plans -- Mr. Williamson introduced Sam Brumberg, VMDAEC's Vice President of Regulatory Affairs & General Counsel and attorneys, Eric Page and Cody Murphy. Mr. Blumberg then led a discussion regarding cooperative governance.

Recess

After a recess, the board members attended the ANEC's Annual Meeting also held at the college. Following the Annual Meeting, the board members and the Cooperative's Attorney returned to the meeting to conduct the 2022 Board of Directors Reorganization Election. Below were the results:

Chairman – Addison W. Nottingham

Motion was made by Director Belote to approve the election, seconded by Director Parks. Upon Motion, the election of Board Chairman was approved.

Vice Chairman – Christopher D. Bott

Motion was made by Director Holland to approve the election, seconded by Director Belote. Upon Motion, the election of Board Vice Chairman was approved.

Secretary/Treasurer—Ralph W. Dodd

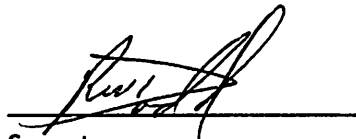
Motion was made by Director Parks to approve the election, seconded by Director Belote. Upon Motion, the election of Board Secretary/Treasurer was approved.

With no further business, the Regular Board Meeting was adjourned 8:12 pm.

The next board meeting is scheduled for September 15, 2022, at 1 pm.


Assistant Secretary

APPROVED:


Secretary

APPROVED:


Chairman