

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

March 15, 2023

The special meeting of the Board of Directors, conducted in person and via video teleconference, was called to order at 4:06 p.m. by President Stephen Knowlton. The following Board members were in attendance:

Susan Alexander	Steven Farnham	Mary Just Skinner
Betsy Allen	Roger Fox	
Don Douglas	Stephen Knowlton	

Also present were General Manager 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; and Administrative Assistant Rosie Casciero. Director Farnham, Mr. Porter, and Ms. Casciero attended in person; all other participants attended remotely. Directors Hamilton and Rubin were absent.

2022 FINANCIAL AUDIT

Representatives of the firm Kittell, Branagan & Sargent (KBS), the Cooperative's auditor, met with the Finance, Administration, and Power Planning (FAPP) Committee on March 8, 2023 to review the annual audit of the Co-op's finances and the Board's explanatory notes thereon.

On a motion by Director Douglas, seconded by Director Skinner, the Board voted 7:0 to approve the 2022 audited financial statement as presented at the March 8, 2023 FAPP Committee meeting.

SALE OF CO-OP INFRASTRUCTURE TO GREEN MOUNTAIN POWER

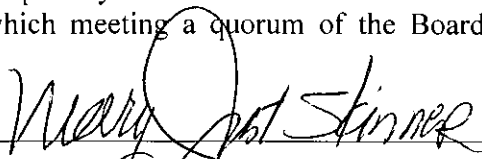
President Knowlton reviewed the matter, and Director Alexander noted two corrections to the memo, which General Manager Porter stated had already been addressed.

On a motion by Director Douglas, seconded by Director Farnham, the Board voted 7:0 to authorize General Manager Porter to sign all documents necessary to finalize the transfer of six utility poles, powerlines, and other attached assets, along with the associated right-of-way interconnection easement, for the Moretown Hydroelectric facility on the Mad River along Route 100B in Moretown, Vermont to Green Mountain Power Corporation on behalf of Washington Electric Cooperative, Inc.

There being no further essential business to discuss, the meeting was adjourned at 4:13 p.m.

Mary Just Skinner, Secretary

The foregoing record of the minutes was duly accepted by the Board of Directors at a regular meeting held on March 29, 2023, at which meeting a quorum of the Board was present and voting.


Mary Just Skinner, Secretary