

RAPPAHANNOCK ELECTRIC COOPERATIVE  
BOARD OF DIRECTORS WORKSHOP

**MINUTES**

WEDNESDAY, MARCH 15, 2023

A special called workshop of the Board of Directors of Rappahannock Electric Cooperative (“REC”) was held at REC’s headquarters office, located at 247 Industrial Court, Fredericksburg, VA 22408, on Wednesday, March 15, 2023, pursuant to a five-day prior notice, all in accordance with REC’s Bylaws. The following directors were present:

*Eugene L. Campbell, Jr., Darlene Carpenter, Linda R. Gray, Michael W. Lindsay, Eric T. Paulson, Sanford Reaves, Jr., Christopher G. Shipe, Randy Thomas, and J. Mark Wood.*

*Also present were:*

*President & Chief Executive Officer, John D. Hewa*

*Chief Engagement & Consumer Officer, Tracey Steiner*

*Chief Administrative & Finance Officer, Lawrence (Larry) G. Andrews*

*Chief Strategy, Technology & Innovation Officer, Peter Muhoro*

*Chief Engineering & Grid Operations Officer, John Arp*

*Assistant Secretary & Executive Assistant, Whitney S. Watts*

*General Counsel, Charles W. Payne, Jr.*

*The following REC staff joined the meeting for various presentations:*

Director of Strategy Execution and Enterprise Risk Management, Justin Cruise  
Strategy and Risk Management Coordinator, Lisa Farmer

Chairman Shipe called the meeting to order at 9:00 a.m. Thereafter, with Mr. Shipe presiding, and with these minutes being transcribed under the direction of Secretary Linda R. Gray, the following proceedings took place (all action being first duly moved and seconded, and all action taken being upon the unanimous vote of the board, or without dissenting vote or abstention, unless otherwise stated).

### **Approval of Agenda**

Chairman Shipe called for any changes, edits, or additions to the agenda. Hearing none, the **board voted to the March 15, 2023 board workshop agenda.**

### **Introductions & Announcements**

Mr. Hewa began the workshop by reminding all attendees of the pre-read materials which were provided in advance to the Board. He then introduced the consultants working with REC on these various projects, specifically Brad Kitchens from Scott Madden.

### **Consent Agenda**

Chairman Shipe called for any edits to the consent agenda. There being none the **Board voted to approve the consent agenda containing the February 2023 Safety Report and the January 2023 Operating Report.**

### **Reports**

#### **Report of the President**

Mr. Hewa provided an update on the affairs of the Cooperative over the past month. Included in this was a recap of the NRECA PowerXChange and Tech Advantage in Nashville earlier this month. He thanked the board for their participation in this event. He then reviewed finance and cash management as a follow up to recent national events. He noted a visit to REC from the Small Business Administration and their involvement in supply chain remedies.

#### **New Business**

The board then conducted a workshop focused on the 2024-2028 Strategic Plan, which was led by Brad Kitchens of Scott Madden. The workshop covered a review of the approach,

summary of survey and focus groups, and summary overview of key strategic priorities. After lunch, the board and staff participated in breakout sessions and a review of the feedback. In closing, Mr. Kitchens provided a summary of the day and reviewed next steps.

Chairman Shipe called for any further business.

There being no further business, **the Board voted to adjourn at 3:35 p.m.**

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Linda R. Gray, Secretary

Attest:

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Christopher G. Shipe, Chairman