

RAPPAHANNOCK ELECTRIC COOPERATIVE  
BOARD OF DIRECTORS MEETING

**MINUTES**

WEDNESDAY, AUGUST 11, 2021

The regular meeting of the Board of Directors of Rappahannock Electric Cooperative ("REC") was held at the Fredericksburg Expo & Conference Center, located at 2371 Carl D. Silver Parkway, in Fredericksburg, VA 22401, with via video conference capability, on Wednesday, August 11, 2021, pursuant to a five-day prior notice, all in accordance with REC's Bylaws. The following directors were present:

*Attending in person were Eugene L. Campbell, Jr., Darlene H. Carpenter, Linda R. Gray, Michael W. Lindsay, Sanford Reaves, Jr., Christopher G. Shipe, Randy Thomas, and J. Mark Wood. Attending via video conference was William C. Frazier.*

Also present were:

President & Chief Executive Officer, John D. Hewa  
Senior Vice President - Member Services & External Affairs, David F. Koogler  
Vice President - Corporate Services, Lawrence (Larry) G. Andrews  
Vice President - Strategy & Technology, Peter Muhoro  
Vice President - Engineering, Operations & Power Supply, John Arp  
Assistant Secretary & Executive Assistant, Whitney S. Watts  
General Counsel, Charles W. Payne, Jr.  
Associate Counsel, Andy Sherrod

The following team members joined the meeting via video conference for various presentations:

Managing Director – Member Services, Kris Sieber  
Managing Director – Information Technology & Cybersecurity, Marc Seay  
Managing Director – Administrative Services, Tosh Bowe  
Director of Member Services, David Johnson  
Director of Procurement & Facility Management, Josh Johnson  
Corporate Buyer, Shelley LaBossiere  
Analytics Solutions Architect, Eugene Hamrick

Chairman Shipe called the meeting to order at 10:05 a.m. Thereafter, with Mr. Shipe presiding, and with these minutes being transcribed under the direction of Secretary J. Mark Wood, 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).

Linda Gray gave the meeting invocation.

### **Approval of Agenda**

Chairman Shipe called for any changes, edits, or additions to the agenda. Hearing none, the **board voted to approve the agenda for the August 11, 2021 meeting.**

### **Introductions & Announcements**

Mr. Shipe and Mr. Hewa welcomed the board to the meeting. Mr. Shipe presented Randy Thomas with his Board Leadership Certificate, which he earned from NRECA. Mr. Hewa recognized David Koogler for his re-appointment to the Central Virginia Partnership for Economic Development board and executive committee. He then informed the board that Chelsea Wright has been selected as Administrative Assistant to Executive Management and will succeed Rhonda Baldwin upon her September 1 retirement. The board congratulated Ms. Wright on her promotion and Ms. Baldwin on her retirement.

The board then recognized the Fredericksburg office employees on two years without a lost time accident. The board then took a moment to reflect on the recent passing of Cecil Viverette, Jr. Mr. Viverette was REC's second CEO, having worked for REC for

nearly 40 years. His contributions to the cooperative were many, and he will be fondly remembered and greatly missed.

### **CEO Update**

Mr. Hewa then gave a CEO update. His discussion focused on many various projects and initiatives happening across the co-op and how proud he is of the workforce for their dedication. He also focused on REC's democracy in action, through the Annual Meeting to be held this evening. Mr. Hewa remains enthusiastic for REC's future.

### **Approval of the Consent Agenda**

Chairman Shipe asked if there were any changes or corrections to the Meeting Minutes. After review and discussion of the Consent Agenda, the Board voted to accept the Consent Agenda containing the Minutes of the June 23, 2021, regular Board meeting, the June 2021 Safety Report, the July 2021 Safety Report, and the Q2 Capital Expenditure Report. There being no modifications to the consent agenda, the board **voted to accept the consent agenda as presented.**

### **Unfinished Business**

#### **Board Policy Final Consideration**

Chairman Shipe asked for any changes or corrections to the Board Policies presented at the June 2021 meeting, Capital Credits, Loan Funds Expenditure, and Bonds & Insurance Policies. These policies were amended to include up to date formatting and contained minimal material change. After review and discussion, the **Board voted to approve the Capital Credits, Loan Funds Expenditure, and Bonds & Insurance Policies as presented.**

#### **Executive Session**

At 10:35 A.M. Chairman Shipe called for an executive session for purposes of conducting the annual performance review of the CEO. Bill Reigel of Korn Ferry joined the meeting. The Board exited executive session at 11:24 A.M. No action was taken by the Board while in executive session. **The Board, by proper motion and second, completed the CEO's annual review and voted unanimously to approve the CEO's annual salary.**

#### **100% Renewable Rider**

Mr. Hewa turned to Mr. Koogler for an update on the 100% Renewable Rider. Mr. Koogler reminded the board that they previously passed a resolution authorizing staff to pursue State Corporation Commission approval to implement a 100% renewable energy rider. At that time, staff did not move forward with application and implementation due to multiple factors. At this time, staff is ready to move forward and will soon submit the application to the SCC seeking expedited approval using the cross-adoption process for voluntary rates, and is hoping to have approval later this year.

#### **Disconnect Moratorium Status**

Mr. Hewa asked Mr. Koogler to provide an update on the Disconnect for Non-Payment Moratorium and the resumption of normal payment and collection processes. Mr. Koogler shared that under Virginia law, the disconnect moratorium will end on August 29 for all electric, natural gas and water utilities in Virginia. Staff has initiated the process to resume normal billing and payment processes in September, which involves significant outreach efforts through all available communication channels to the approximately 12,000 members and 14,000 accounts that have accumulated arrears during the pandemic and would normally be subject to disconnection. Approximately one-third of the accounts have either paid the balance owed and are current, or have contacted the co-op to set up a long term payment plan. It is anticipated that the first disconnections could happen by the third week of September, but REC's goal is to work diligently to get all members in arrears on a payment plan so they can avoid disconnection. Mr. Koogler also highlighted for the board that REC has in-place remote disconnect meters at the premises of the majority of the members with significant arrears, so it will be much safer if disconnects become necessary. Mr. Koogler also

reviewed a proposal that some Virginia co-ops may use to initially soften the impact of the disconnect moratorium ending: members who don't call in or can't be reached to set up a long term payment arrangement would be automatically moved onto a 20 month payment plan, ie, their total arrears would be divided by 20 and that amount plus the current bill would be due each month. Referred to as the Cooperative Safeguard Plan, it would be established under Terms & Conditions approved by the Board and filed informationally with the SCC. The board thanked the staff for their work on the many details of this program. Mr. Koogler presented a resolution for adoption of special terms & conditions based on the potential need for the safeguard option, with the understanding that management will decide in advance of the date that disconnections can resume whether to implement the Cooperative Safeguard Plan. After discussion, **the board voted to adopt the resolution approving special terms and conditions as presented.**

Resolution # 2021-08-02

## Cooperative Safeguard Automatic Payment Plan Resolution

### Resolution to Approve the Cooperative Safeguard Automatic Payment Plan

**WHEREAS**, the Board of Directors of Rappahannock Electric Cooperative ("Cooperative") has reviewed the Cooperative's general financial condition, revenue forecasts, and data from members with delinquent accounts, and heard from the Cooperative's management regarding the same; and

**WHEREAS**, the Board of Directors, after appropriate and diligent discussion, has determined that the adoption of special terms and conditions for payment plans for members who are delinquent and who do not yet have a payment plan with the Cooperative will be necessary in order to maintain the financial and administrative health of the Cooperative; and

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Rappahannock Electric Cooperative, under its authority pursuant to Virginia Code § 56-585.3(A)(3) does hereby approve the special terms and conditions attached hereto as Exhibit A, which will provide Cooperative management the flexibility to automatically move members at risk of disconnection to the Cooperative Safeguard Automatic Payment Plan. The Board of Directors further directs the management of and counsel retained by the Cooperative to submit such revised rates as necessary to the Virginia State Corporation Commission for informational and other purposes. Any actions taken by management or said counsel in furtherance of the purpose of this resolution are hereby ratified and approved.

### Certificate of Secretary

I, J. Mark Wood do hereby certify that: I am the Secretary of Rappahannock Electric Cooperative; the foregoing resolution is a true and correct copy of the resolution entered in the original minutes of the Minute Book of the Cooperative at a regular monthly meeting of the Board of Directors held on the 11th day of August, 2021; the meeting was properly noticed; a quorum was present and acted throughout; and, that none of the wording contained in the above copy has been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 11th day of August, 2021.

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J. Mark Wood  
Secretary

### American Rescue Plan Arrearage Funding

Mr. Koogler then provided an update on the special session of the General Assembly which began on August 2. He noted that \$120 million of Virginia's American Rescue Plan funds has been appropriated to assist paying 60 day and older arrears of customers of all electric, natural gas and water utilities, except Dominion Energy. There will be some funds allocated to REC for arrearages, although it is not yet clear the amount, or the method in which they will be available or applied. It is anticipated that the amount REC receives could be comparable to the \$4.8 million in CARES Act funds

that REC received in 2020 to assist members with arrears. Mr. Koogler also noted that there is language passed during the special session that notes when the General Assembly convenes in regular session in 2022, there could potentially be additional offer funding for utility customer arrears if there is still a need. Staff will continue to monitor any opportunities to secure state or federal funds to assist members with arrears.

### **Construction Standards & Aging Infrastructure**

Mr. Hewa asked Mr. Arp to present the approved and implemented construction standards. Mr. Arp recapped his presentation to the board from earlier this year, where he shared pole construction standards. Based on the recommendation of the standards team, Mr. Arp presented the board with the revised construction standards that went into effect August 1, 2021. Mr. Hewa reminded the board that this is a vital step in the hardening of the system. The increased pole strength, durability, and lifespan will benefit the membership for years to come.

The board adjourned for lunch at 12:30 P.M. Mr. Shipe called the meeting to order at 2:10 P.M.

## **Reports**

### **June 2021 Operating Report**

Mr. Hewa introduced the June 2021 operating report to the board. He reminded them that this report is typically included in the consent agenda; however, at the mid-point of the year, he asked for a more in depth review. Mr. Bowe then presented the June Operating Statements and reviewed significant variances that impacted the budget. Year-to-date Operating Margins were \$3.2M, Non-Operating Income was \$1.3M, and Net Margins were \$4.5M. After questions and discussion concluded, **the Board voted to receive the June Operating Report as presented.**

### **Report of the President**

Mr. Hewa provided a review of the business meetings involving the Cooperative and the operational activities that took place over the previous month. He included an update on REC's workforce and pandemic operations, noting that remote work continues where applicable.

Mr. Hewa then called on Mr. Andrews for an update on the 247 refresh project. Mr. Andrews shared a video walkthrough of the building with the board. He addressed the board's questions throughout the presentation.

Mr. Hewa then provided a brief overview of a supply chain issue that REC is facing. He welcomed Mr. Bowe, Mr. Johnson, and Ms. LaBossiere to the meeting. Josh Johnson shared a presentation highlighting a number of challenges REC is currently facing related to supply chain. Many of the components used in daily operations have faced significant lead time delays, inflation and shortages. He provided several examples, noting that the lead times are changing almost daily. Inflation on some parts is 300% over normal costs. He noted that transportation issues are further exacerbating the manufacturing problems. Mr. Johnson addressed REC's need for emergency stockpile and storm readiness. While REC is not intending to 'panic buy', it is the cooperative's intention to be well prepared for whatever challenges hit the system. Mr. Hewa and the board thanked the procurement team for their diligence in ensuring the materials needed are available. At this time, it is possible that should the current situation continue, REC would need to adjust its work plan to accommodate the material shortage. Staff will report back to the board should this decision be made.

Mr. Hewa then updated the board on the recent cybersecurity tabletop exercise held at REC. Mr. Muhoro described the event to the board, noting that both the tactical and strategic teams participated. Mr. Muhoro's staff is working to secure cyber experts on retainer, should REC encounter a cyber-related issue.

Mr. Hewa then gave an update on the On Bill Tariff program. The final stakeholder meeting will be held on August 26. Staff anticipates this program rolling out by the end of the year. Mr. Hewa expressed his satisfaction with the diversity and engagement of the stakeholders to this point.

Mr. Muhoro provided an update on REC's broadband efforts. Specifically, he discussed the advantages of a recently signed turn-key contract for the Fiber Utility Network. REC is already realizing the benefits of this contract. It is on track and under budget, moving much more quickly than previously.

Mr. Hewa concluded his report by notifying the board that he was nominated for board service with the Fredericksburg Regional Chamber of Commerce. If elected, he will begin to serve in January 2022.

### **Attorney's Report**

**The Board voted to enter executive session for the attorney's report and executive session items at 3:43 p.m. and after proper motion, voted to exit executive session at 4:14 p.m.** No action was taken during executive session.

## **New Business**

### **JD Power Mid-Point Presentation**

Eugene Hamrick, Analytics Solutions Architect joined the meeting to present the JD Power Mid-point results. Mr. Hamrick noted that REC has performed well so far this year. Areas for improvement include Corporate Citizenship and others. REC continues to perform well in Customer Care. Mr. Hamrick is working with the tactical management team on strategies for areas of opportunity. The board thanked Mr. Hamrick for his outstanding presentation and ability to help others relate to the data.

### **Mt. Hope Real Estate Sale**

Mr. Andrews detailed a real estate sale at the Mt. Hope Substation location. The proposed sale is a small unused parcel. The buyer is the landowner who sold it to REC and needs to purchase the parcel to accomplish a family subdivide. After discussion, the board voted to approve the Resolution to Approve Sale of .344 acres at Mount Hope Substation.

Resolution # 2021-08-03

# **Mount Hope Substation Resolution**

## **Resolution to Approve Sale of 0.344 acres at Mount Hope Substation**

- WHEREAS,** the Board of Directors voted to authorize the President and CEO of Rappahannock Electric Cooperative ("REC") to sell the "total of 0.344 acres needed" of the land parcel known as Mount Hope Substation or Louisa County Tax Map parcel 92-8A ("Property"); notwithstanding the foregoing, the Property shall not include that portion of Tax Map parcel 92-8A upon which transmission lines and associated easements are located; and
- WHEREAS,** REC's staff obtained a fair market value (FMV) to assist REC in determining the property value and sales price of the Property; and
- WHEREAS,** REC did enter into a real estate contract with Rea T. and Carla H. Williams on or about June 11, 2021, including all amendments, for purposes of selling the Property, all in accordance with the terms and conditions under said contract, a copy of which is attached hereto (the "Contract"); and
- WHEREAS,** the Contract is scheduled to close on, or in 30 days of, October 8, 2021, subject to all contingencies to closing being satisfied; and
- WHEREAS,** Rural Utility Service ("RUS") requires sale of REC plant assets to be approved by Rappahannock Electric Cooperative's Board of Directors; and

**NOW, THEREFORE, BE IT RESOLVED**, the Board of Directors of Rappahannock Electric Cooperative hereby approve the sale of Louisa County Tax Map parcel 92-8A upon which transmission lines and associated easements are located all in accordance with the terms of the Contract and this resolution; and authorize the President and CEO of Rappahannock Electric Cooperative to execute all documents and to undertake all necessary actions associated with the sale and closing of the Property in accordance with this resolution and the Contract.

### **Certificate of Secretary**

I, J. Mark Wood, Secretary of the Board of Directors of Rappahannock Electric Cooperative, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of REC at a meeting held on August 11, 2021, as reflected in Rappahannock Electric Cooperative's minute book and that the same has not been rescinded or modified in any way.

This 11th day of August, 2021.

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J. Mark Wood  
Secretary

### **C.A.R.E. Charity Board Appointment**

The board discussed the open C.A.R.E. Charity seats. Chairman Shipe asked that directors submit nominations to Ms. Watts. Ms. Watts will gather the information and circulate it to the board in the coming weeks. The board desires to fill the open seat prior to the September meeting, and will do so via electronic vote.

### **Executive Session**

The board entered executive session for purposes of discussing legal, employment, negotiations with third parties, or other items of business controlled by NDA or other confidential requirements.

No action was taken during executive session.

### **Corporate Officer Title Update**

Following the executive session, the **board voted to approve the Resolution to Update the Title of Corporate Officers.**

Resolution # 2021-08-04

## **Corporate Officer Titles Resolution**

### **Resolution to Update the Title of Corporate Officers**

**WHEREAS**, pursuant to the applicable Virginia law and Article VI of the Bylaws (as amended and restated May 20, 2020) of the Rappahannock Electric Cooperative ("Bylaws"), the Board of Directors of Rappahannock Electric Cooperative ("Cooperative") has the authority to from time to time to establish officers of the Cooperative; and

**WHEREAS**, the Cooperative's Board of Directors, after appropriate and diligent discussion, desires to create the following new Vice President positions:

- Chief Strategy, Technology & Innovation Officer
- Chief Administrative & Finance Officer
- Chief Engineering & Grid Operations Officer
- Chief Engagement & Consumer Officer

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Rappahannock Electric Cooperative, under its authority pursuant to applicable Virginia Code and its Bylaws, does hereby establish and approve the aforesaid Vice President positions, and that such positions shall include the full powers granted to them under the Bylaws and the Board of Directors or their designee, and shall continue

until the Board of Directors terminates the same, and further the creation of these new positions does not negate or terminate current vice president or other officer positions.

### Certificate of Secretary

I, J. Mark Wood, Secretary of the Board of Directors of Rappahannock Electric Cooperative, acting pursuant to Article VI, Section 7 of REC's bylaws as amended and restated on May 20, 2020, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of REC at a meeting held on August 11, 2021, as reflected in Rappahannock Electric Cooperative's minute book and that the same has not been rescinded or modified in any way.

This 11th day of August 2021.

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J. Mark Wood  
Secretary

### Signatory Resolutions

Chairman Shipe shared two resolutions that needed to be updated based on recent title changes at the Managing Director and Chief Officer levels. **The board voted to approve the Resolution to Approve the RUS, CoBank signatories. The board then voted to approve the Resolution to Execute Certain Documents for Right of Way, Easement Encroachment, and Power Supply.**

Resolution # 2021-08-05

## Signatories Resolution

### Resolution to approve Updating CoBank, U.S Department of Agriculture- RUS, and National Rural Utilities Cooperative Finance Corporation (CFC) and other Financial Institutions Authorized Signatories

**WHEREAS,** the Rappahannock Electric Cooperative ("Cooperative") Board of Directors ("Board") appoints and authorizes certain positions as signatories; and

**WHEREAS,** for purposes of ensuring that updated information pertaining to authorized Officers is provided to CoBank, U.S. Department of Agriculture- RUS, and National Rural Utilities Cooperative Finance Corporation (CFC) and all other financial institutions (collectively "Institutions"), the Board requests that the Cooperative provide and file with the Institutions updated authorized signatories to reflect current officers of the Cooperative, as described herein; and

**WHEREAS,** as authorized under Article VI of the Cooperative Bylaws, and entitled "Officers of the Cooperative", one of the following Officers are authorized to conduct financial business matters relating to the Institutions on behalf of the Cooperative: (i) Bruce M. "Tosh" Bowe, Jr., Managing Director-Administrative Services/Controller, (ii) Lawrence G. Andrews, Vice President and Chief Administrative and Finance Officer, (iii) John Hewa, President and CEO, who are officers designated and elected by the Board; and

**NOW, THEREFORE, BE IT RESOLVED** the Board of the Cooperative hereby approves, in accordance with all of the foregoing and request that the Cooperative submit updated Institution Officer authorized signatory forms to all financial institutions currently conducting business with the Cooperative, as instructed by the Institutions; and.

**FURTHER, BE IT RESOLVED** the Board hereby authorizes any one of the following Officers of the Cooperative to conduct Institution financial business matters on behalf of the Cooperative: Bruce M. "Tosh" Bowe, Jr., Managing Director- Administrative Services/Controller, (ii)

Lawrence G. Andrews, Vice President and Chief Administrative and Finance Officer, (iii)  
John Hewa, President and CEO.

### Certificate of Secretary

I, J. Mark Wood, Secretary of the Board of Directors of Rappahannock Electric Cooperative, acting pursuant to Article VI, Section 7 of REC's bylaws as amended and restated on May 20, 2020, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of REC at a meeting held on August 11, 2021, as reflected in Rappahannock Electric Cooperative's minute book and that the same has not been rescinded or modified in any way.

This 11th day of August, 2021.

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J. Mark Wood  
Secretary

Resolution # 2021-08-06

## Authorization to Execute Certain Documents Resolution

### Resolution for Managing Directors and Officers to Execute Certain Documents

**WHEREAS**, it is necessary from time to time for Rappahannock Electric Cooperative ("Cooperative") to release easements and execute drain field encroachments, Agreements for Purchase of Power, Eight-Year Contracts, and other similar documents; and

**WHEREAS**, in an effort to increase efficiency and excellent service to the customers of Rappahannock Electric Cooperative; and

**WHEREAS**, the Staff recommends that the Managers of the Cooperative, as listed below by name and title, be authorized to execute such documents as hereinafter described,

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors hereby authorizes that in addition to the Officers of the Corporation, the Managers of the Cooperative, as listed below by name and title, are authorized to execute distribution right-of-way easements, drain field encroachment agreements, easement exchange, replacement and abandonment including, but not limited to, property owner requests on behalf of the Rappahannock Electric Cooperative; and

**BE IT FURTHER RESOLVED** that the Managing Director- Engineering and Power Supply, as identified by name and title below, shall also have the authority to execute Agreements for Purchase of Power and Agreements for Electric Line Extension on behalf of Rappahannock Electric Cooperative.

#### MANAGERS OF THE COOPERATIVE AS LISTED BY NAME AND TITLE

Leesetta Jean "Lee" Brock, Managing Director – Engineering and Power Supply

Shawn McDonough, Managing Director- Regional Operations

David McWayne "Maxie" Rozell, Managing Director- Regional Operations

### Certificate of Secretary

I, J. Mark Wood, Secretary of the Board of Directors of Rappahannock Electric Cooperative, acting pursuant to Article VI, Section 7 of REC's bylaws as amended and restated on May 20, 2020, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of REC at a meeting held on August 11, 2021, as reflected in Rappahannock Electric Cooperative's minute book and that the same has not been rescinded or modified in any way.



This 11th day of August, 2021.

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J. Mark Wood  
*Secretary*

### **Board Policy Consideration**

The board was presented a Responsible Energy Utilization and Management policy. The Board reviewed the policy, and will further consider the adoption at the September 2021 board meeting.

### **Board Travel & Training**

The Board discussed REC's voting delegates for two upcoming meetings. The Board voted to appoint the following:

NRECA Regional Meeting-Eugene Campbell voting delegate

CFC Regional Meeting-Darlene Carpenter voting delegate

### **Annual Meeting Review**

Ms. Sieber and Mr. Johnson joined the meeting to recap the Annual Meeting election process. They detailed the live voting portion for members who registered as well as the flow for the virtual annual meeting. The board thanked them for their work on the Annual Meeting.

### **September Member Communications Review**

The board received a preview of the September member communications.

### **Special Recognition**

The board concluded their meeting with special recognition of Bill Frazier. Bill is retiring from the board after 40 years of service. The board thanked him for his many contributions, tackling the difficult issues, and always showing respect to the REC workforce. Mr. Frazier shared some parting words and the room honored him with a standing ovation. **Chairman Shipe then shared the resolution that the board subsequently passed with unanimous enthusiasm.**

Resolution # 2021-08-01

## **Honorary Service Resolution**

### **Resolution to Honor the Service of William C. "Bill" Frazier**

**WHEREAS**, William C. "Bill" Frazier became a member of the Rappahannock Electric Cooperative ("Cooperative" or "REC") Board of Directors (the "Board") in 1981 representing Region VIII serving the counties of Hanover and Goochland; and

**WHEREAS**, during his forty years on the Board has served the membership, staff, community and environment with the upmost care, respect, integrity and service; and as chairman and an influential board member; and

**WHEREAS**, in addition to his service to the Rappahannock Electric Cooperative Board of Directors, Bill Frazier served for six years on the Old Dominion Electric Cooperative Board of Directors; and

**WHEREAS**, Mr. Frazier provided many years of service to the Virginia, Maryland and Delaware Association of Electric Cooperatives ("association"), and in 2019 received the association's Electric Cooperative Leadership Award, the highest award presented; and

**WHEREAS**, William C. "Bill" Frazier retired from the Rappahannock Electric Cooperative Board of Directors on August 11, 2021; and

**WHEREAS**, Mr. Frazier has and will continue to be viewed as an influential, and essential member of the Cooperative's past, current, and future success. The Board of Directors, Senior Management and staff wish William C. "Bill" Frazier nothing but the very best in his future endeavors, and will be forever grateful for his contributions to Rappahannock Electric Cooperative; and

**NOW, THEREFORE, BE IT RESOLVED** the Board of Directors of Rappahannock Electric Cooperative hereby honor the service and dedication, and extend their gratitude to William C. "Bill" Frazier for his contributions to the Cooperative, membership, employees, and community throughout his forty years of service.

### **Certificate of Secretary**

I, J. Mark Wood, Secretary of the Board of Directors of Rappahannock Electric Cooperative, acting pursuant to Article VI, Section 7 of REC's bylaws as amended and restated on May 20, 2020, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of REC at a meeting held on August 11, 2021, as reflected in Rappahannock Electric Cooperative's minute book and that the same has not been rescinded or modified in any way.

This 11th day of August, 2021.

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J. Mark Wood  
Secretary

Chairman Shipe called for any further business.  
There being no further business, **the Board voted to adjourn at 5:08 p.m.**

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J. Mark Wood, Secretary

Attest:

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Christopher G. Shipe, Chairman