

NORTHERN VIRGINIA ELECTRIC COOPERATIVE
2021 ANNUAL MEETING MINUTES
October 6, 2021

Northern Virginia Electric Cooperative, NOVEC, held its annual meeting on Wednesday, October 6, 2021, at NOVEC's Gainesville Technical Center, 5399 Wellington Branch Drive, Gainesville, VA 20155.

OPENING REMARKS: 'POWERFUL PURPOSE'

Lisa Hooker, vice president, public relations, welcomed everyone and said NOVEC's annual meeting of members is a long-standing tradition. Ms. Hooker stated the COVID-19 virus has demonstrated how electricity touches lives in many ways. While most people spent more time at home, NOVEC powered online teleconferences, remote classroom instruction, and virtual visits. "Through it all, NOVEC is proud to say our employee's resilient spirit kept NOVEC offices open every day," Hooker said. She led the audience in the Pledge of Allegiance.

CALL TO ORDER

Dexter Odin, NOVEC Board of Directors legal counsel, called the business meeting to order at 6 p.m.

QUORUM, LEGAL NOTICE, AND APPROVAL OF THE 2020 MINUTES

Mr. Odin explained the meeting's legal requirements:

- In accordance with the bylaws, NOVEC sent a notice of the meeting to Cooperative members.
 - The bylaws require a 2.5% quorum of members -- or 3,919 out of a total membership of 156,766 -- to participate in person or by proxy. Mr. Odin reported that the 46 members (not including family members) in attendance and 9,920 members who voted by proxy met the quorum requirement.
 - Members received the 2020 annual meeting minutes for their review.
- Mr. Odin asked for a motion to dispense with reading the minutes. After hearing the motion and a second, Mr. Odin called for a vote to approve the minutes. Members approved the 2020 annual meeting minutes by voice vote.**

ELECTION OF BOARD DIRECTORS

Mr. Odin introduced Fawn Freeman, chairwoman of the Board Evaluation Committee. Ms. Freeman said the committee evaluated the director candidates: Skip Albrite and Edwin Payne for district 7, James Chesley for district 3, and Michael Ragan for district 6. Ms. Freeman stated the Evaluation Committee found each candidate well qualified to serve on the board of directors.

NOVEC BOARD OF DIRECTORS CHAIRMAN WADE HOUSE:

- Welcomed everyone to the modified annual meeting. He said the pandemic has made 2022 another challenging year. NOVEC's Leadership Team changed the work environment based on CDC guidelines to make sure employees were safe. Mr. House thanked the staff for doing an outstanding job.
- Said the Cooperative is in good financial condition, surpassing \$1 billion in assets.
- Stated NOVEC was in a disconnection moratorium due to the pandemic. "We are working with customers to arrange payment options."
- Thanked members who responded to the J.D. Power customer satisfaction survey.
- Thanked President/CEO Stan Feuerberg and all employees for their dedication, hard work, and sound business decision-making.

PRESIDENT AND CEO STAN FEUERBERG'S STATE-OF-THE CO-OP REPORT

NOVEC's president and CEO presented a PowerPoint that highlighted information in the 2021 annual report, which members received in their packets.

- He reviewed NOVEC's size, service territory, customer satisfaction, growing power demand, renewable energy use and initiatives, solid financing, steady rates, and power-cost-adjustment and CashBack credits.
- He stated that NOVEC is unique in that it is a distributor and a producer of electricity.
- He reported NOVEC serves 28 data centers with plans for 40 additional data centers. He stated that Northern Virginia is ground zero for data centers.
- He reported \$90 million invested to improve infrastructure reliability.
- He referenced a solar energy project that has been in the works since 2019 and said solar will be the Co-op's largest renewable resource by 2023.
- He reported NOVEC has returned \$309 million in CashBack since the year 2000.
- He reported on the success of NOVEC Solutions and NOVEC Energy Solutions — the Co-op's affiliated companies, and the success of leasing NOVEC's excess fiber-optic cable capacity.
- He stated NOVEC has continued to maintain safety measures to help protect employees from COVID.
- He noted the many ways NOVEC and NOVEC HELPS assisted and supported community organizations.

Regarding financial performance, NOVEC:

- Earned an AA- credit rating from Fitch in 2020 — the highest credit rating of any electric utility under the Virginia State Corporate Commission.
- Has more than \$1 billion in system assets because of investments made in NOVEC's infrastructure.
- Has not borrowed money for distribution construction since 1997. He said NOVEC does everything it can to pay down debt and pay cash, which allows it to take advantage of new business opportunities.
- Pays 79.69% of every dollar it spends on power supply.

Mr. Feuerberg announced that after serving 30 years as NOVEC's President and CEO he will retire in 2022. He said a mentor asked him years ago to leave NOVEC in better shape than he found it. Feuerberg said he took the request seriously and will leave NOVEC "in far better shape than it was in 1992."

BOARD OF DIRECTORS ELECTION RESULTS

After voting ended at 7 p.m. and votes were counted, Mr. Odin reported that Mr. C.W. (Skip) Albrite had been reelected to represent district 7. James Chesley and Michael Ragan, who ran uncontested, were also reelected.

ADJOURNMENT

Mr. Odin called for a motion to adjourn. Members made a motion, seconded it, and approved it by voice vote.

The meeting adjourned at 7:30 p.m.


Chairman

Attest: 
Secretary

Date: _____