

Special Board Meeting Minutes—200th Meeting

June 30, 2022

Board members present: Elee Jen, Eric Hayes, Erik Andersson, Henry Lorenzen, Melissa Cribbins, Peter Therkelsen, Roland Risser, Susan Brodahl, Janine Benner (Oregon Department of Energy special advisor, ex officio)

Board members absent: Alexia Kelly, Anne Haworth Root, Ernesto Fonseca, Letha Tawney (Oregon Public Utility Commission, ex officio), Silvia Tanner

Staff attending: Amanda Thomson, Amber Cole, Bayoan Ware, Cheryle Easton, Chris Dunning, Debbie Menashe, Elaine Dado, Fred Gordon, Laura Schaefer, Michael Colgrove, Paul Fredrickson, Steve Lacey, Tracy Scott, Taylor Ford

Others attending: Lisa McGarity (Avista Corporation)

Energy Trust Board President Henry Lorenzen opened the Special Board meeting at 4:00 p.m.

Nominating & Governance Committee

Committee Chair Roland Risser provided a summary of the interview process and the Committee's recommendation to approve Thelma Fleming.

Roland Risser made a motion to approve Thelma Fleming and Melissa Cribbins seconded the motion. There was no further discussion and the Board members in attendance unanimously voted to approve Resolution #977 electing Thelma Fleming to the Board of Directors.

RESOLUTION R977 ELECTING THELMA FLEMING TO THE ENERGY TRUST BOARD OF DIRECTORS

WHEREAS:

- 1. Director Lindsey Hardy resigned her position as a member of Energy Trust's board of directors effective February 23, 2022; her term was a three-year term which would have expired in February 2024;**
- 2. The position on the board previously held by Director Hardy is currently vacant and available to fill, and the board of directors' Nominating & Governance Committee has completed a search process to fill the vacancy;**
- 3. Through its search process, the board Nominating & Governance Committee reviewed candidates for the board seat vacated by Director Hardy and recommends and nominates Thelma Fleming, to fill the remaining term though 2024; and**
- 4. The Energy Trust board of directors reviewed the recommendation and nomination by the Nomination & Governance Committee and concurs with the committee recommendation to elect Thelma Fleming to fill the remaining term vacated at the time of Director Hardy's resignation.**

THEREFORE, BE IT RESOLVED, that the Energy Trust of Oregon, Inc. board of directors elects Thelma Fleming to a term of office that ends not later than the board of directors 2024 annual meeting.

Board New Director Orientation Session Minutes

February 24, 2022

Moved by: Roland Risser

Seconded by: Melissa Cribbins

Vote: In favor: 8

Abstained:0

Opposed:0

Adjourned meeting

President Henry Lorenzen adjourned the meeting at 4:08 p.m.

The next regular meeting of the Energy Trust Board of Directors will be held Wednesday July 20, 2022, 9:00 a.m. – 3:00 p.m. at The Best Western Plus Hood River Hotel 1108 E Marina Drive, Hood River 97301.

DocuSigned by:
Eric Hayes
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7/13/2022