

Special Board Meeting Minutes—205th Meeting

November 17, 2022

Board members present: Alexia Kelly, Anne Haworth Root, Elee Jen, Eric Hayes, Erik Andersson, Henry Lorenzen, Peter Therkelsen, Roland Risser, Silvia Tanner, Letha Tawney (Oregon Public Utility Commission, ex officio), Susan Brodahl, Thelma Fleming

Board members absent: Ernesto Fonseca, Melissa Cribbins, Janine Benner (Oregon Department of Energy special advisor, ex officio),

Staff attending: Amber Cole, Cheryle Easton, Chris Dunning, Debbie Menashe, Elaine Dado, Michael Colgrove

Others attending: Anna Kim (Oregon Public Utility Commission)

Energy Trust Board President Henry Lorenzen opened the Special Board meeting at 1:02 p.m.

Nominating & Governance Committee

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

Roland Risser made a motion to approve Ellen Zuckerman and Anne Root seconded the motion. There was no further discussion and the Board members in attendance unanimously voted to approve Resolution #990 electing Ellen Zuckerman to the Board of Directors. Board members also expressed thanks to Alexia Kelly for her board service.

RESOLUTION R990

ELECTING TO ELLEN ZUCKERMAN TO THE ENERGY TRUST BOARD OF DIRECTORS

WHEREAS:

- 1. Director Alexia Kelley notified the board of her intent to resign her position as a member of Energy Trust's board of directors effective at such time as her replacement is selected; her term was a three-year term which would have expired in February 2025;**
- 2. The board of directors' Nominating & Governance Committee has completed a search process to fill the vacancy left by Director Kelley's resignation;**
- 3. Through its search process, the board Nominating & Governance Committee reviewed candidates for the board seat vacated by Director Kelly and recommends and nominates Ellen Zuckerman, to fill the remaining term though 2025; 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 Ellen Zuckerman to fill the remaining term vacated by Director Kelly's resignation.**

THEREFORE, BE IT RESOLVED, that the Energy Trust of Oregon, Inc. board of directors' elects Ellen Zuckerman to a term of office that ends not later than the board of directors 2025 annual meeting.

Moved by: Roland Risser

Seconded by: Anne Root

Vote: In favor: 11

Abstained: 0

Opposed: 0

President Henry Lorenzen then advised the board of upcoming vacancies on the board. Erik Andersson and Elee Jen will not seek a renewed term, and Ernesto Fonseca will resign his position not later than the February annual meeting. All have advised Henry of their time constraints and expressed appreciation for the board's work. The Nominating & Governance committee will begin its search process, exploring ways to efficiently recruit for all three vacancies.

Adjourned meeting

President Henry Lorenzen adjourned the meeting at 1:20 p.m.

The next regular meeting of the Energy Trust Board of Directors will be held Wednesday December 16, 2022 at 10:00 a.m.

DocuSigned by:
Eric Hayes
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12/8/2022