

# MINUTES OF THE BOARD OF DIRECTORS MEETING

## ORCAS POWER & LIGHT COOPERATIVE

Thursday, August 15, 2013

President Chris Thomerson called the meeting to order at 8:40 a.m. at the Friday Harbor OPALCO office. Directors Winnie Adams, John Bogert, Vince Dauciunas, Glenna Hall, Jim Lett and Bob Myhr were present. Also present were General Manager Randy Cornelius, Assistant General Manager Foster Hildreth; Assistant Manager of Finance & Member Services Nancy Loomis and Executive Assistant Bev Madan, serving as recording secretary.

### Consent Agenda

**Motion:** Lett moved to accept the Consent Agenda, which included the July 18, 2013 Board meeting minutes, and admission of new members listed below. The motion was seconded and carried by voice vote.

#### DECATUR

1. O'CONNOR, ROBERT & PEGGY

#### LOPEZ

2. HUFF, MARC D
3. KENNER, JEFFREY & CYNTHIA
4. RAMOS, JEREMY
5. TAYLOR, ELIZABETH

#### OBSTRUCTION

6. KRUMM, ANTON

#### ORCAS

7. AGAPE-LICHTER, KATE
8. BOE, ALISON
9. CAMPBELL, TREVOR
10. CHOMSKY, GENELLE
11. CLARK, JON & ELLEN, GRACE
12. FOUGHT, JOHN & DENA
13. GRIFFITH, MEREDITH & BRYAN
14. HARVEY, RAYMOND
15. IRWIN, ALEX
16. KAZAS, JANIE & HUGHES, LAWRENCE
17. KEMP, BRIAN & HOLLY
18. KRAMPITZ, EILEEN
19. LUHRS, BOBETTE & PETER
20. LUNDQUIST, CINDY L
21. MACONDRAY, DIANNE
22. MCLEOD, BEN & DEBBIE
23. PEREZ, REYNOLDO
24. ROEHL, THOMAS H
25. THOMAS, HEATHER
26. TYLER, CRYSTA
27. WHEELER, ADRIANA

#### SAN JUAN

28. BENTZ, PAUL
29. BOLGER, THANE
30. BROWNSTEIN, CHERYL & HARRELL, WALTER
31. CAPRON, JULIE
32. COBOS, MILES
33. COOPER, IAN
34. CRAWLEY, JOSEPH R & CYNTHIA
35. EASTERBROOK, NOAH C
36. FIGELSKI, GARY
37. FUQUA, ANGELA
38. GIDMARK, STEPHANIE & NICHOLAS
39. HEMKER, MARC & JENNIFER
40. HONEYWELL, DAVID & NANCY
41. JACKSON, ALEX J
42. KATZIN, SHARON
43. KRAMER, MIKE
44. LACKEY, RAQUEL & RICHARD
45. LAMPARD, DAN
46. LEVASHEFF, STEPHANIE & JOSH
47. LOVIK, CRAIG J
48. REITAN, ROWAN AVERY
49. ROAD SCHOLARS
50. SAN JUAN ISLANDS CONSERVATION DISTRICT
51. SCOTT, LORNE
52. UNIVERSITY OF WASHINGTON
53. WAITE, MATTHEW
54. WIELAND, MONICA & CONSTABLE, KEITH
55. WOODEN LLC

### Capital Credits

**Motion:** Myhr moved to approve \$3,591.20 in payment of capital credits to the estates of deceased members and the nonexistent business listed below; the motion was seconded and carried by voice vote.

Don Breazeale .....	\$705.91
Barbara J. Figelski .....	\$446.04
Lois Mullet .....	\$971.30
Robert H. Sanders .....	\$1,029.67
Smugglers Cove Cable TV Assoc.....	\$438.28

### Policy 1 Functions of the Board of Directors

Changes to the policy were reviewed at the July meeting and include a newly added Section 14 *Board Subcommittees* and the addition of Appendix 1.

**Motion:** Adams moved to approve Policy 1 as revised; the motion was seconded and carried by voice vote.

*Member/Guest Gray Cope arrived*

## **FCC License Spectrum Purchase**

The Board was briefed about the status of negotiations regarding purchase of the wireless spectrum. The Board directed staff to continue negotiations to secure the wireless spectrum consistent with the term sheet and increased interference thresholds as discussed during the meeting.

**Motion:** Hall moved that staff purchase the FCC licensed spectrum as a backbone infrastructure component based on the terms and conditions outlined in the initial term sheet, with language modified regarding maximum interference thresholds. The motion was seconded and carried by voice vote with Bogert the one dissenting vote.

*The Board adjourned to Executive Session  
Meeting resumed*

## **2012 IRS Forms 990 and 990-T**

**Motion:** Hall moved to accept the 2012 IRS Forms 990 and 990-T as presented. The motion was seconded and carried by voice vote.

## **Standing Board Committees**

Current committees are:

Capital Projects Committee Winnie Adams, John Bogert  
Insurance Committee Jim Lett  
Energy Efficiency Committee Winnie Adams, John Bogert, Bob Myhr

After discussion, committees were revised/added as follows:

Capital Projects Committee Winnie Adams and Chris Thomerson  
Policy Review (Board Related) Glenna Hall  
The EE Committee was expanded to include the entire Board

Other committees remained the same. It was decided that the Board should schedule a retreat in September to discuss Energy Efficiency.

## **Energy Efficiency & Conservation Memorandum of Understanding (MOU)**

The Board reviewed the sample MOU presented; a generic sample will be prepared and sent to the Board. The consensus was that it would be a good working document to use.

## **Member Service Policy 1 Nature of Services**

### **Member Service Policy 2 Types of Services**

### **Member Service Policy 8 Special Service**

Draft revisions were presented for discussion. The revisions are a result of periodical updates to ensure the policies continue to serve the members and the mission of the Cooperative. The Board will vote on the revisions at the September meeting.

## **Energy Efficiency Committee**

Bogert noted that the committee had previewed Policy 28 *Energy Efficiency & Conversation and Collaboration with Nonprofits* and the draft Memorandum of Understanding.

Funding for Island Stewards was discussed. The Board consensus was to advise Cornelius to follow OPALCO's policies, rules and the Memorandum of Understanding when working with any nonprofit. Some funding remains in the \$50,000 EE discretionary fund allotted in 2010 for outreach and education.

## **Second Quarter Financial Report**

Hildreth reviewed the 2<sup>nd</sup> quarter financials. Revenue and our cost of power was less than expected. The cost of power was less due to lower demand and greater off-peak usage.

## **Safety**

The Safety Report was reviewed. Hildreth mentioned that peer safety audits may be performed in the near future.

## **Manager's Report**

Cornelius reported that he received an email from BPA prior to the meeting stating that FY2014-15 rates will increase by 8.34%.

Cornelius also noted that the 3<sup>rd</sup> quarter BPA Energy Efficiency Incentive Fund reports 1.5 million kWh saved.

**Adjournment**

The meeting adjourned at 12:00 p.m.



Chris Thomerson, President



Jim Lett, Secretary-Treasurer