

# MINUTES OF THE BOARD OF DIRECTORS MEETING

## ORCAS POWER & LIGHT COOPERATIVE

Thursday, October 24, 2013

President Chris Thomerson called the meeting to order at 8:20 a.m. at the Eastsound OPALCO office. Directors Winnie Adams, Vince Dauciunas, Glenna Hall, Jim Lett and Bob Myhr were present. Also present were General Manager Randy Cornelius, Assistant General Manager Foster Hildreth and Executive Assistant Bev Madan, serving as recording secretary.

### Nourdine Jensen Youth Scholarship

Recipients of the 2013 Nourdine Jensen Youth Scholarship were introduced by Suzanne Olson, Communication Specialist. Maya Burt-Kidwell (Orcas) and Bree Swanson (Lopez) reviewed their week at the College of Idaho and expressed their appreciation for the opportunity. A third recipient, Brodie Miller (Orcas), and Youth Director Cameron Schuh were unable to attend. Olson announced that each of the three representatives from OPALCO was awarded \$400 scholarships. Schuh was awarded a \$600 scholarship as a director and was elected President of the directors. Burt-Kidwell was elected to return as a youth director in 2014.

### Member/Guests

Dwight Lewis, Gray Cope, Steve Ludwig, John Fleischer, John Ashenhurst, and Jay Kimball were introduced and given an opportunity to speak.

Attorneys Joel Paisner and Art Butler were present.

### September Minutes

**Motion:** Myhr moved to accept the September minutes as corrected; the motion was seconded and carried by voice vote.

### New Members

**Motion:** Myhr moved to accept the new members listed below; the motion was seconded and carried by voice vote.

#### Blakely

1. Howlett, Jeffery

#### Decatur

2. Kastner, Laura & Mease, Philip
3. Kennelly, Willam

#### Lopez

4. Chalker, Carla
5. Dobmeier, Tracy & Eric
6. Flynn, Brendan
7. Kester, Kathryn S & David
8. Maciel, Ramiro Rosas
9. Nansen, David & Sheri
10. Peabody, Eve & Tim
11. Rovente, Crystal & Anthony

#### Orcas

12. Ahrens, John
13. Ashby, Laurel & Pongo, Bill
14. Butler, David A
15. Clark, Mary S
16. Clarke, Melsa & Tamayo-Wolf, Alex
17. Cooper, Toby
18. Garcia, Carlos
19. Golden Tree Farm LLC
20. Hamilton, Bryce & Jennifer
21. Hirani, Moyez & Ford, Dee
22. Hoffart, James Richard
23. McIntosh, Bruce A
24. Morris, Jeanne
25. Nigretto, Ronald
26. Ripley, Greg & McCune, Grace
27. Vader, Joan

#### San Juan

28. Bizloan America LLC
29. Bryan, Donald & Kim
30. Buechner, Nancy C
31. Burkett, Jacob
32. Carelton, Steven
33. Carter, Thomas R
34. Coleman, Louis A & Julia
35. Falls, Nick
36. Gatley, Bruce
37. Harshberger, Gary
38. Jenne, Tony
39. Massey, James
40. Moon Kuster, Vanessa & Jones, Christopher
41. Olson, Jennifer
42. Paneris, Chris
43. Patsis, Jean M & C. Paul
44. Pedersen, Janine
45. Reveles, Alicia
46. Shubert, Stephen
47. Staudt, Jennifer Lynn
48. Stroh, Jill
49. Zamudio Martinez, Amalia & Santiago, Miguel

#### Shaw

50. Messenger, Marcia & David
51. Picnic Cove LLC

**Moss Adams LLP Auditor**

Thomerson noted that he was extremely pleased with their job performance and depth of work. He noted that it is a testament to Cornelius' efforts to have a high quality staff and to provide them educational opportunities.

Darlington will remain as the lead but the field staff will be rotated.

**Motion:** Adams moved to approve execution of Moss Adams' engagement letter; the motion was seconded and carried by voice vote.

**Capital Credits**

**Motion:** Myhr moved to approve \$7,187.57 in payment of capital credits to the estates of deceased members listed below; the motion was seconded and carried by voice vote.

Carson J. DeVries.....	\$757.60
Ian K. Gatley.....	\$447.64
Robert Greenway.....	\$5,611.32
Barbara MacBryer.....	\$371.01

**Strategic Directives**

The Strategic Directives were revised at the Board retreat held October 10-11. After discussion it was determined that some could be made more concise. Directors agreed to review them and put them on the agenda at a future Board meeting.

Myhr moved to add Directives 1 and 2; the motion was seconded and carried by voice vote:

Directive No. 1 Safety "Safety is job #1" and;

Directive No. 2 Sustainable Power Supply Strategy "OPALCO will maintain a long term evolving strategic power supply resource plan to provide safe, adequate, reliable, advantageously priced power including appropriate mitigation of source risk, economic, climate and energy policy uncertainty. To that end, we will:

- Maintain BPA as our primary long-term power supplier
- Investigate and form relationships with alternate suppliers of power
- Implement energy efficiency and conservation programs as a cost effective power resource. These include member projects, BPA programs, and OPALCO infrastructure improvements.
- Encourage local generation installations consistent with our OPALCO grid operations."

**Annual Meeting 2014**

Myhr moved to set the date of the 2014 annual meeting as Saturday, May 3, 2014; the motion was seconded and carried by voice vote.

Myhr moved to set the deadline for absentee voting as noon, Friday, May 2, 2014; the motion was seconded and carried by voice vote.

Myhr moved to request that AterWynne send the appropriate person to act as parliamentarian at the 2014 annual meeting; the motion was seconded and carried by voice vote.

Myhr moved to appoint Doug Pearson as tally chair at the 2014 annual meeting; the motion was seconded and carried by voice vote.

**RUS 219**

**Motion:** Myhr moved to approve the RUS 219 representing work completed during August from the Construction Work Plan (CWP) in the amount of \$188,774.29; the motion was seconded and carried by voice vote.

**OPALCO Policy 1 Functions of the Board of Directors and**

**OPALCO Policy 23 Conflict of Interest**

As part of a review of the OPALCO policies, suggested revisions were made to Policies 1 and 23. The Board reviewed the policies and plan to revisit them for further consideration with additional suggested edits incorporated.

**OPALCO Policy 29 Code of Business Conduct and Ethics**

This policy was created and introduced by the attorneys. Any comments or suggestions are to be sent to Hildreth.

**Directors' Stipend**

Staff requested an annual review prior to the 2014-15 budgetary process. The Board consensus was that it was not appropriate to increase the current stipend during these economic times.

**Motion:** Myhr moved that the Directors' stipend remain unchanged; the motion was seconded and carried by voice vote.

### **Safety**

Cornelius reviewed the Safety Report. An investigation into the accident on Lopez where a lineman cut an energized underground conductor is not complete so could not be discussed in detail. Cornelius will inform the Board when the investigation is completed by Labor & Industries. OPALCO is making steps to improve safety and thanked the Board for being supportive and allowing the purchase of any equipment needed.

The Board reiterated that Cornelius should do whatever is needed to maintain safety as our No. 1 priority.

Cornelius noted that OPALCO will join NRECA's Rural Electric Safety Achievement Program (RESAP) which offers peer review of our Safety Program.

### **Manager's Report**

Member Services will give a demonstration of SmartHub, an app for the smart phone, to the Board when it is ready to be launched to the membership.

Cornelius announced that the new Manager of Information Services will begin work February 17, 2014.

Beth Anderson is to be commended for the work she has accomplished over the years with a staff of three.

Hildreth reviewed the website analytics provided by the web design team PixelSpoke. There has been an increase of 36% of web use in 2013. It was noted that the six-year evolution of the website is extraordinary.

Cornelius reviewed the third quarter Energy Efficiency Incentive (EEI) report, noting that Anne Bertino, Assistant Manager of Energy Services, will be leaving in November and will be a significant loss to OPALCO.  
During the last biennium OPALCO has given out \$680,000 in energy rebates to our members.

### **Adjournment**

The Board went into Executive Session at 12:30 p.m.

The regular meeting reconvened at 1:50 p.m. and was adjourned.

  
Chris Thomerson, President

  
Jim Lett, Secretary-Treasurer