

MINUTES OF THE BOARD OF DIRECTORS MEETING
ORCAS POWER & LIGHT COOPERATIVE

Friday, September 16, 2016

President Vince Dauciunas called the meeting to order at 8:45 am at the Friday Harbor OPALCO office. Board Members present were Winnie Adams, Randy Cornelius, Jim Lett, Mark Madsen, Brian Silverstein and Jerry Whitfield. Staff present included General Manager Foster Hildreth; Manager of Engineering and Operations Russell Guerry; Manager of Finance and Member Services Nancy Loomis, and Public Relations Administrator Suzanne Olson (serving as recording secretary). Rock Island Communications staff present was Gerry Lawlor. Also present were consultant Jay Kimball and legal counsel Joel Paisner (arrived at 9:05 am).

MEMBER/GUESTS

Each member/guest was offered an opportunity to address the board. Present were the Member Review Committee on Elections: Wally Gudgell, Terry O'Sullivan, Doug Marshall, Rob Thesman, Gabriel Jacobs and Stephen Shubert. Members also present: Dwight Lewis and Chris Hodgkins. Beth Looney, PNGC arrived at 9:15 am.

CONSENT AGENDA

- **Motion** made to accept the Consent Agenda which included the August 18, 2016 minutes, new members (listed below), capital credits and RUS 219s as presented. Motion was seconded and carried by voice vote.
- **New Members** accepted:

DISTRICT 1

Brown

Milne, Philip & Gretchen

Henry

Nelson Bay RE LLC

Pearl

Dock to Dock LLC

San Juan

Beachem, Rene

Bristow, Erin

Day, Joy & Johnson, Bruce

Estrada, Shelby

Fitzgerald, Michael

HMW Intrigue LLC

Huffman-Hall, Tammy E

Jennings, Angela

Jensen Family Charitable Trust

Kelly, Ashley

Kinnaman Hollis, Diane C

Lindsey, Derik & Penwell, Maria

Lund, Worm

McLochlin, Shannon

Michael, Samantha & White, Ryan

October Farms LLC

Patten, Jill

Prather, Dean

Ringhofer, Bradley & Yang, Mindy

Savlen, Kevin

Schatzman, Randall & Sheldon, Julie

Suttell, William

Worley, Ricki

DISTRICT 2

Orcas

Alperine, Elisabeth

Clearwater, Danielle

Cockrum, Larry & Dixie

Coffey, Ed

Foundant Technologies Inc

Fushimi, Randa & Tomohiro

Gamez, Melissa & Triplett, Robert

Hall, Taryn

Horwitz, Sanford & Janet

Islas Carreon, Sheila

King, Stephanie

Miller, Sarah

Most, James & Palmer, Sara

Nelson, Jearl & Fisher, Martha

Pacasum, John & Jenkins, Lisa

Parsons, Kimberly

Rodgers, William

Ryan, McKenna

Shu, Vincent

Stone, Andrew

DISTRICT 3

Decatur

Coghlan, Will

Vetrone-Timothy, Leeanne

Lopez

Allen, Mark & Andrea

Barben, Jack

Barzegar, Kelli & Ali

Beidler, Paul & Sue
Carrion, Heather & Cesar
Daniels, Turner & Rosemary
Giles, Kathi
Killen-Gall, Annemarie & Gall, Barry
Krumme, Katherine
Olson, Janice
Perry, Meredith

Platter, John & Leah
Van Doren, Ruth & Harold

DISTRICT 4
Shaw
Brooks, Scott & Brasse, Marijke

- **Capital Credits** approved:

Keith Grinstein	\$613.63
Jeffrey C. Hill	\$149.87
C F Holmes.....	\$1,762.44
Total	\$2,525.94

- **RUS 219s** approved for projects completed from the Construction Work Plan in the amount of \$192,822.48.

CFC VOTING DELEGATE

- **Motion** made and seconded to authorize Hildreth to serve as voting delegate for CFC District 9. Motion carried by voice vote.

WA I-732 Washington Carbon Emission Tax and Sales Tax Reduction

- **Motion** made and seconded to adopt a neutral position on WA I-732. Motion carried by voice vote.

MEMBER REVIEW COMMITTEE ON ELECTIONS

Committee Co-Chairs Wally Gudgell and Terry O’Sullivan introduced the committee members present and thanked the Board for the opportunity to be of service to the Co-op. They presented the Committee’s recommendations and answered questions from the Board. Discussion ensued. Dauciunas extended gratitude and admiration to the Committee for their significant work. Dauciunas proposed a special meeting of the Board to discuss the timeline and practicalities for implementation, in order to enact changes for the 2017 election cycle.

- **Action:** A special meeting of the Board was scheduled for September 29, 2016 at 8:30am, in the Eastsound OPALCO office. The Member Review Committee on Elections is invited to attend and participate.

ROCK ISLAND GOVERNANCE

Hildreth introduced the discussion to determine a longer process for RIC governance with long-term and short-term options. Paisner gave background on the legal options for RIC governance structures. Discussion ensued. Over the course of the next year, the Board will discuss RIC governance options. In the interim, the Board directed staff to hold a separate and independent RIC meeting. The Board consensus was to provide the membership with materials that will lead to a high-level understanding of startup operations and noted the need to disclose information that is not of a competitive nature.

REPORTS

- **PNGC:** Staff met with PNGC to discuss load forecasting and relayed appreciation for the expertise and value that they are bringing to our cooperative.
- **Safety:** There were no accidents, incidents or near misses in August.
- **Communications:** Open House events are scheduled on four islands October 7-11 to engage members and get feedback on the election changes proposed. Rock Island and OPALCO staff will be present to answer questions and talk with members about any topics of interest.
- **Rock Island Communications:** Review and discussion was deferred to the separate Rock Island meeting to follow.

Adjourned Executive Session: 11:05 am

The executive session ended and regular session was reconvened to approve the Moss Adams 2016 engagement letter.

Returned to Regular Session: 12:03 pm

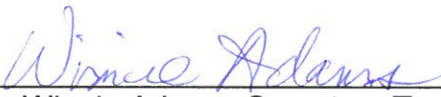
- **Motion** made and seconded to accept the 2017 engagement letter from Moss Adams. Motion carried by voice vote.

ADJOURNMENT

Meeting was adjourned at 12:10 pm.



Vince Dauciunas, President



Winnie Adams, Secretary-Treasurer