

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

Thursday, October 20, 2016

President Vince Dauciunas called the meeting to order at 8:55 am at the Eastsound 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 Executive Assistant Bev Madan (serving as recording secretary). Also present were consultant Jay Kimball and legal counsel Joel Paisner.

MEMBER/GUESTS

Each member/guest was offered an opportunity to address the board. Present were the Tom Owens, John Fleisher, Ed Sutton, Dwight Lewis, Steve Ludwig, Gabriel Jacobs, Doug Marshall and Patty Miller.

CONSENT AGENDA

- **Motion** made to accept the Consent Agenda which consisted of the September 16 and September 29, 2016 minutes, new members (listed below), and RUS 219s as presented. Motion was seconded and carried by voice vote.

New Members:

DISTRICT 1

San Juan

Binkley, Jennifer
Chapman, April E
Crisanti, Joe
CrisantiGlass
Danielsen, Maya
Endter, Stan & Luckie Cynthia
Folkman, Rachel & Zak
Howe, Daniel
Hoyne, James
James, Lois
Larson, Steven & Catherine
McGraw, David
Melville, Michael
Mendenhall, Jane
Miles, James
Muray, Andrew & Marshall, Kerri
Nakashima, Melanie & Ronald
Oliver, MaryAnn P
Oswald, Libbey
Peters, Laura
Pollard, William
Schmidt's Show & Shine
Seagrave, Carl & Miller, Teresa
Silva Martinez, Linda Rosa
Smith, Corissa & Timothy
Vojkovich, Jami & George
Waggoner, Velma
Wells, Joyce
Whaley, James
Williamson, John & Becky

DISTRICT 2

Orcas

Ashyrov, Begidzhan & Nina
Balic, Baturay
Bennett, Erin & Abodon, Emily

Benton, Patricia
Dunn, Rachael
Fernquest, Mark
Garcia, Alenna
Hwang, Ducksoon & Jenks, Mark
Hynek, Alia & Stylos, Anastasia
Kliman, Marilyn J
Lapuzza, Heidi
Lechler, Andrew
Little, Donna & Carl
Meyer, Anna
Meyer, Jeremy
Reimherr, Andrew & Cathy
Robison, Christopher & Kimberly
Spinogatti, Jon
Steele, Monica & Jeffry
Utter, Jennifer
Voorhees, Robert E

DISTRICT 3

Center

Lewis, Lisa & Dan

Lopez

Acremant, Karen
Bowen, Heidi
Bradley, Philip
Carroll, Gail & Alexander
Cattle Pass Group B Water
Dostert, Grace & Trader, Taylor Hall
Mason, Mark
McCloy, Nora J & Larson, Terry Leona
Roundy, Jessica

DISTRICT 4

Shaw

Whitford, Lynn & Louis

RUS 219s approved for projects completed from the Construction Work Plan in the amount of \$289,955.14.

Capital Credits

- **Motion** made and seconded to approve payment of capital credits in the amount of \$5,598.00 to the estates of the following members:

Boyd Crumpacker	\$190.60
Phillip L. Carter.....	\$2,017.76
Carlene Fitzgerald.....	\$2,988.09
Phyllis E. Houghton.....	\$112.54
Jack Yelverton.....	\$279.01
Total	\$5,598.00

WRECA

Kent Lopez, Executive Director of the Washington Rural Electric Cooperative Association, presented thoughts on the upcoming 2017 legislative session. NRECA initiated a campaign to get rural members to vote in elections; the trend with rural voters is 18% lower than the national average. Members are encouraged to visit the following website to track events in the legislature: wreca-action.coop. Lopez was complemented for the work he does, noting that WRECA is a well-run organization.

ANNUAL MEETING 2017

- **Motion** made and seconded to hold the 2017 annual meeting the 2nd Saturday in May (May 6, 2017) aboard the Washington State ferry with Joel Paisner as the parliamentarian and Doug Pearson as the Tally Chair. Motion carried by voice vote.

COMPREHENSIVE REVIEW OF ELECTIONS

The Member Review Committee on Elections was thanked for the extensive work they did on the elections review.

The Board deliberated on each recommendation and determined:

1. **Encourage More Member Interest** *The consensus of the Board was to hold at least two member meetings per year, informally (such as the Tea Talks held in 2016) with more added if needed. These would be separate from the Candidate Forums. The Annual Meeting will not include balloting and would be for cooperative business with substantive member discussion*
2. **Elect Five (5) Directors “by district” and 2 “at large” Staggered Terms:** *While the Board embraced the idea of staggered terms, transitioning would have to be carefully thought out. A sub-committee* will review the process for transitioning.*
Full Membership Voting *The Board agreed that members should vote for all districts.*
3. **Standing Nominations Committee (coined Elections and Governance Committee)** *The Board agreed that a nine-member Elections and Governance Committee should be named to solicit candidates as well as work on other governance topics. A sub-committee will review and write up a description of committee expectations.*
4. **Timelines** *The elections timeline will be adjusted to provide more time for nominating directors by petition and will update the required number of petition signers from the current 15 to 20.*
5. **Select Additional Directors for their Expertise** *The consensus was not to implement this recommendation, rather hiring consultants or having special presentations was preferred.*
6. **Director Compensation** *The Elections and Governance Committee (EGC) may be tasked with reviewing director compensation. A sub-committee will review and make recommendation(s) to the Board.*

7. Bylaw Revisions *The bylaws that will invoke the above recommendations will be reviewed and presented at the November or December Board meeting.*

- * The Board formed a sub-committee (made up of Brian Silverstein, Mark Madsen and Winnie Adams) to review and recommend associated bylaw revisions and EGC formation materials.

COMMUNITY SOLAR SITING

The Board reviewed the potential property sites that would be sufficient for solar panels to be placed in conjunction with the \$1M grant approved by the WA Department of Commerce. The Board concurred to siting the solar and battery bank on OPALCO's 3.8 acre parcel known as the Decatur substation. It is anticipated that the solar/battery bank installation on Decatur Island could be in place by the end of 2018.

POLICY 30 Political Activity DRAFT (first read)

The first draft of a newly prepared policy on Political Activity was presented. It will be presented in its final form at the November or December Board meeting.

REPORTS

- **General Manager**

The Board questioned whether resources should be provided to increase publicizing the funds available in the **Energy Assist Program**. Staff will reach out to the local Family Resource Centers.

Safety Program continues to improve with good communication among the crews. There were no accidents, incidents or near misses in September. Year to date there was one incident and one accident. Total hours worked without loss time due to accidents is 30,242.


Adjourned to Executive Session: 12:15 pm

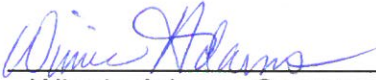
Returned to Regular Session: 12:53 pm

- **Motion** made and seconded to approve submission of the 2015 IRS Form 990 and 990-T; motion carried by voice vote.

ADJOURNMENT

Meeting was adjourned at 1:00 pm.


Vince Dauciunas, President


Winnie Adams, Secretary-Treasurer