

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

Thursday, April 20, 2017

Vice-President Jerry Whitfield called the meeting to order at 8:30 a.m. at the Eastsound OPALCO office in the absence of President Dauciunas. Board members present were Winnie Adams, Jim Lett, Mark Madsen and Brian Silverstein. Randy Cornelius attended via video conference (Zoom). Staff present were 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 Rock Island Communications (RIC) EVP Gerry Lawlor, RIC SVP of Finance Chris Schmidt and legal counsel Joel Paisner.

**MEMBER/GUESTS**

Each member/guest was offered an opportunity to address the board. Present were John, Fleischer, Dwight Lewis and Steve Ludwig.

**CONSENT AGENDA**

- **Motion** made to accept the Consent Agenda which consisted of the March 17, 2017 minutes, new members (listed below) and capital credit payments totaling \$4,206.10 (listed below). Motion was seconded and carried by voice vote.

**New Members:**

**DISTRICT 1**

**San Juan**

589 Cessna Avenue LLC & Hayes,  
Daniel  
Aguilera, Cesar  
Connally, Lee & Engel, Doug  
DSI Restaurant LLC  
Frazer, Richard & Eileen  
Germain, Stacey  
Han, Hee S  
Ives, Dorothy P  
Kilpatrick, Adrien  
Maya's Legacy Whale Watch  
Miller, PW Robert & Eason, Linda H  
O'Neil, Steve  
Perry, Megan  
Pierce, Nathan & Montgomery, Tiffany  
Shatuck, Larry & Carlson, Kim  
SJC Public Hospital District #1  
Smith, Kendra  
Strange, Robert  
The Shaque LLC  
Vert-Triplett, Kimberly

**DISTRICT 2**

**Orcas**

Braun, Alesandra & Stratton  
Cepeda, Gustavo  
Christiansen, Judy & Winston

Fowler, Dan

Galey, Cassandra  
Hagel, Mallory  
Hancock, Bill  
Janko, Kristina  
Johnson, Catherine G  
Lopez, Graciela  
Nelson, Devon A & Betts, Dillon  
Nelson, John & Natalee  
Nichols, Mark & Tessa  
Rehn, Chris  
Retief, Jacques  
Rooster Investments LLC  
Tarkan, Stephen & Lenna

**DISTRICT 3**

**Lopez**

Dunlap, Susannah & Walker, Suzanne  
Euerle, Constance  
Kelly, Varyl  
Lynch, Theresa  
Phelps, Lisa & Richard  
Trust of Ward G Henderson  
Zautke, Casey & Ana Marie

**DISTRICT 4**

**Shaw**

Smith, Lynne

**Capital Credits**

Lorraine Gislason ..... \$350.20  
Edwin Lee ..... \$1,265.76  
Howard Schonberger ..... \$1,864.08  
Paul Schwedler ..... \$35.89  
Anne Williams ..... \$690.17

**MEMBER INFORMATION REQUEST APPEAL**

The Board considered an appeal to Member Stephen Ludwig's request for information: "The amount of OPALCO and Rock Island funds paid to Brian Torma in 2015 and 2016 and OPALCO

& Rock Island funds paid to West Sound Construction in 2015 & 2016.” General Manager Hildreth denied the request pursuant to Member Service Policy 16 4.1 “Limitations on Release of Records, Documents containing matters the knowledge of which would clearly have an adverse effect on the Cooperative’s finances”; Section 4.2.3 Any other persons’ file or record to the extent that such disclosure would violate or would otherwise be an invasion of such person’s privacy; Section 4.9 Documents which have been classified by management as confidential”. The Board concurred that West Sound Utility Construction (Brian Torma) is characterized as:

1. An outside contractor from inception
  2. Never been on the payroll of OPALCO or Rock Island
  3. Never been in charge of reviewing or awarding contractor bids
  4. Not been in charge of determining unit based pricing
  5. All decisions on contract awards and pricing are made by either an OPALCO and/or RIC senior manager
  6. Bids on jobs the same as other contractors
- **Motion** made and seconded to sustain the denial of Ludwig’s Information Request; motion carried by voice vote.

### **ANNUAL MEETING: Renewing Our Co-Op Vows**

The first week of voting is on par with 2016 for number of votes received to date.

OPALCO will be celebrating its 80<sup>th</sup> anniversary with prizes reflective of our 80<sup>th</sup> year as well as promoting conservation and energy efficiency.

### **BOARD COMMUNICATION TOOLS**

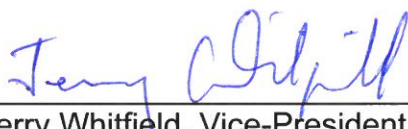
The Board consensus was that T-Mobile cell phones should be available to directors who want them and will be considered a business tool allowing the directors connectivity on a day-to-day basis and during emergency situations.

### **REPORTS**

- **General Manager** System Engineer Joel Mietzner provided an overview of the submarine cable project to date as well as the timeline for the rest of 2017. Discussion ensued regarding unbudgeted net margin at year’s end; options are to assure funds are available to cover any unforeseen submarine cable expenses, replenish the reserves, and return to members as a bill credit. PAL funds got a boost of \$18,000 bequeathed by former director Alice Cook, District 1 director 1999-2005.
- **Safety Program** There were no loss time accidents in March 2017; total hours without loss time accident is 81,155.

### **ADJOURNMENT**

Meeting adjourned to Executive Session at 10:37 a.m. Discussion regarded legal & personnel. Executive session adjourned at 12:50 p.m.

  
\_\_\_\_\_  
Jerry Whitfield, Vice-President

  
\_\_\_\_\_  
Winnie Adams, Secretary-Treasurer