

Orcas Power & Light Cooperative

Minutes of the Board of Directors Meeting

Thursday, Thursday, April 25, 2019

President Vince Dauciunas called the meeting to order at 8:25 a.m. in the OPALCO Eastsound conference room. Board members present were Vince Dauciunas, Mark Madsen, Jerry Whitfield, Jeffrey Struthers, Rick Christmas, Peter Garlock (via Zoom) and Brian Silverstein. Staff present were General Manager Foster Hildreth, Manager of Engineering and Operations Russell Guerry, Manager of Finance and Member Services Nancy Loomis, Attorney Joel Paisner, Head Accountant Travis Neal, Assistant Manager of Member Services Jon Orr (during the Policy 14 discussion), Public Relations Administrator Suzanne Olson and Executive Assistant Kelly Koral (serving as recording secretary). Consultant Jay Kimball was also in attendance.

Member/Guests

Chris Greacen (via Zoom)

CONSENT AGENDA

- **Motion** was made and seconded to approve Consent Agenda, including March 15, 2019 minutes, new members as listed with the Board materials, capital credit payments totaling \$15,130.67 and RUS 219s totaling \$34,004.31. Motion carried by voice vote.

MEMBER COMMENTS

No comments were made.

NRECA DIRECTOR ELECTION

Staff requested the Board make a motion to approve the primary and secondary voting delegates for the NRECA Director Election (at the WRECA Annual Meeting) on June 10th.

- **Motion** to approve Foster Hildreth as the voting delegate and Jerry Whitfield as alternate was made and seconded. Motion carried by voice vote.

EASEMENT RELINQUISHMENTS

Easement relinquishments for Thomas (tax parcel numbers 351190334000 and 351190335000) and Krajack (tax parcel number 251042001000) were discussed. Staff requested Board make a motion to approve the relinquishments.

- **Motion** to approve easement relinquishments was made and seconded. Motion carried by voice vote.

ELECTRIFYING SCHOOL BUSES

Chris Greacen was available (via Zoom) for discussion of applying for a Department of Commerce grant for electrifying school buses in San Juan County. Staff was requested to assist San Juan County Conservation District with information needed for the grant application which was due by May 1st.

BOARD OFFICER ELECTIONS

As required by OPALCO bylaws, officers were elected for President, Vice President, Secretary and Treasurer positions. After nominations and voting by written ballot, the results were tallied. The results are as follows: President, Vince Dauciunas, Vice-President Jerry Whitfield and Secretary-Treasurer Brian Silverstein.

ANNUAL MEETING RECAP

The 2019 annual meeting was held on the interisland ferry with 231 attendees, which included 145 members. Processes were reviewed and discussion held about future meeting possibilities. The Board expressed a strong preference for the next annual meeting should be held on the interisland ferry in the month of April.

MEMBER SERVICE POLICY 14 REVISIONS

First read and discussion was held for Member Service Policy 14 revisions to include modernization of the policy. Staff will present this policy for a second reading at the May 16th board meeting.

CANDIDATE FORUMS

Discussion was held regarding the effectiveness, participation and cost of holding candidate forums for future elections. The forum will be conducted as follows:

- One live official forum in Eastsound
- Allow interactive video streaming (if possible)
- Video recording of bios and Q&A to be posted online
- Encourage candidates to participate in non-OPALCO sponsored forums

CLEAN ENERGY BILL

Board discussed the impact of SB5116, which the Governor is expected to sign, to become law. Kent Lopez of WRECA will be requested to attend a future meeting and discuss this bills implications.

EXECUTIVE SESSION 10:10 AM

RETURN TO REGULAR SESSION 12:50 PM

Our bylaws Article III Section 2.3 states that board of director member cannot remain a director if they currently hold public office or serve on a governmental appointment or commission whose charter or scope of influence intersects with the business of the Cooperative. Christmas disclosed he currently holds an Orcas Island District Fire Commissioner position and questioned whether there is a potential or preceived conflict of interest. The board and legal counsel discussed the matter and determined that the charters of the two organization do not interest. Christmas stated he would recuse himself should such an occasion arise.

REPORTS

GENERAL MANGER


Hildreth review the General Manager’s Report and Rock Island Snapshot

PNGC Update

Staff will reach out to the new PNGC CEO Roger Gray and request that he join the May Board meeting to lead a power resource discussion.

ADJOURNMENT

Meeting adjournment at 2:00 PM.



 Vince Dauciunas, President



 Brian Silverstein, Secretary-Treasurer