



**Orcas Power & Light Cooperative  
Minutes of the Board of Directors Meeting  
Tuesday, November 30, 2021**

Streaming through Zoom attendees were: President Vince Dauciunas, Board members Rick Christmas, Jerry Whitfield, Brian Silverstein, Mark Madsen, Tom Osterman and Jeff Struthers. Staff present were General Manager Foster Hildreth; Manager of Engineering and Operations Russell Guerry; Manager of Finance and Member Services Nancy Loomis; Public Relations Administrator Suzanne Olson; Communications Specialist Krista Bouchey; Head Accountant Travis Neal, Energy Services Coordinator Lindsay Gross, Member Services Supervisor Joey Wyckoff and Executive Assistant Kelly Koral (serving as recording secretary). Also present were Legal Counsel Joel Paisner and consultant Jay Kimball.

Member comment session commenced at 8:30 a.m.

Members in attendance:

|                |                   |                 |
|----------------|-------------------|-----------------|
| Chris Wolfe    | Richard Strachan  | Chris Thomerson |
| Chom Greacen   | Sharon Abreu      | John Fleischer  |
| Sandy Bishop   | Heather Nicholson | Joe Cohen       |
| Janet Alderton | Ron Metcalf       | Sharon Grace    |

Guests:

Tom Cottle

Staff opened and explained rules of the meeting. Reviewed today’s agenda. Volunteers needed for EGC, employees who are retiring, looking at opening the 2022 election season. Three Director positions 1 in District 1, 1 in District 3 and 1 District 4. Please read ‘Why Run’ on our website for more info.

**MEMBER COMMENTS:**

Members in attendance shared their thoughts on the proposed changes to solar rates.

8:55 am

President Vince Dauciunas opened the meeting and thank everyone for their comments. Agenda will be changed to accommodate members and guests in attendance.

**SOLAR RATE REVIEW**

GM presented and thanked the members in attendance for participating appreciates all comments. Discussion was held by the Directors.

Silverstein exited the meeting at 9:56 am

Silverstein return 10:00 a.m.

- **MOTION** was made by Struthers to approve the renewable generation tariff structures and policies with amended General Provision 7 changing the dates referenced as March 31, 2022 to June 30, 2022. Seconded by Christmas. Approved by voice vote.

**BUDGET 2022**

GM reviewed the proposed budget for 2022. Discussion held including benefits of potential hiring of a grant writer.

- **MOTION** made by Whitfield to approve the 2022 budget. Second by Christmas. Passed by unanimous voice vote.

**CONSENT AGENDA**

- **MOTION** was made to accept the consent agenda by Struthers. Seconded by Madsen. Passed unanimously by voice vote.

Break 11:42 a.m.

Back 12:00 p.m.

**SPECIAL RETIREMENT TO UNCOLLECTABLE ACCOUNTS**

Staff recommended the board make a motion to approve the use of member allocated capital credits to reduce and/or offset individual member delinquent UA balances as referenced in the Capital Credit /Bad Debt Payment Program report.

- **MOTION** to approve by Silverstein, seconded by Osterman. Passed by unanimous voice vote.



**GENERAL RETIREMENT**

Staff requested a motion to approve the payment and retirement of capital credits for the remainder of 1996 and a portion of 1997.

- **MOTION** to approve by Struthers. Second by Madsen. Passed by unanimous voice vote.

**NWPCC RESPONSES TO OPALCO QUESTIONS**

GM reviewed.

**COVID-19 UPDATE**

Current information was reviewed.

**GM REPORT**

The GM report was reviewed.

End of Regular Session 12:48 p.m.

**EXECUTIVE SESSION 12:48 p.m.**

Back to regular session 12:56 p.m.

- **MOTION** made by Madsen for the Board of Director of OPALCO approve the Resolution 5-2021 regarding the increase in guaranty a discussed in Executive Session and authorizing execution of the resolution. Second by Christmas. Approved by unanimous voice vote.

**BOARD OF DIRECTORS RESOLUTION 5-2021  
REVIEW OF ISLAND NETWORK, LLC BUSINESS PLAN**

The Orcas Power & Light Cooperative (the "Board") held a work session to review progress of its wholly owned subsidiary, Rock Island Communications, on November 29, 2021 via Zoom format and proper notice was duly given. In attendance were Vince Dauciunas, President, Jerry Whitfield, Vice President, Brian Silverstein, Secretary-Treasurer, Mark Madsen, Rick Christmas, Jeffrey Struthers, and Tom Osterman, by video conference, constituting all members of the Board. A quorum was present throughout the meeting.

RESOLVED, that the Board met to review the Business and Financial Plans of its wholly-owned subsidiary Island, Network LLC (a.k.a. and hereinafter "Rock Island Communications") and to consider Rock Island Communications' request to raise the debt limit covering the subsidiary's planned additional borrowings to meet its business plans and goals for 2022.

RESOLVED, that the Board met with the senior staff of Rock Island Communications on this date specifically to examine the subsidiary's history, achievements, plans, proposals, alternatives, strategies, partnerships, needs, risks, costs and opportunities to enable telecommuting, tele-education and telemedicine. This process included presentations by staff of its 2022 budget details and financial plans, an in-depth exploration of several alternative scenarios, and extensive discussions among board members and staff, and between the members of the Board; and,

RESOLVED, that OPALCO, as sole owner and parent corporation, reviewed Rock Island Communication's 2022 budget and its request to increase the loan guarantee from \$30M to \$32M.

I FURTHER CERTIFY THAT the Board of Directors of OPALCO authorizes the OPALCO Board Officers and the General Manager to execute all documentation required for the additional loan guarantee from \$30M to \$32M.

I FURTHER CERTIFY THAT the Cooperative is duly incorporated, validly existing and in good standing under the laws of the state of its incorporation and there is no pending or contemplated proceeding for the merger, consolidation, sale of assets or business or dissolution of the Cooperative; forms of the Amended and Restated Guarantee of Payment Limited, Amendments to the CoBank Revolving Credit Promissory Note and Multiple Advance Term Promissory Notes and other amendments further defined as the "Loan Agreement" in the Amended and Restated Guarantee of Payment Limited, and were authorized by the Board of Directors to be executed; none of the following resolutions have been rescinded or modified as of this date; and the persons authorized below have been duly elected or appointed to their respective positions and occupied such positions on the date of actual execution of the agreements.

DocuSigned by:  
*Vince Dauciunas*

Vince Dauciunas, President

DocuSigned by:  
*Brian Silverstein*

Brian Silverstein, Secretary/Treasurer