



**Orcas Power & Light Cooperative  
Minutes of the Board of Directors Meeting  
Thursday, August 18, 2022**

Streaming through Zoom attendees were Board members Vince Dauciunas, Jerry Whitfield, Brian Silverstein, Mark Madsen, Tom Osterman, Rick Christmas 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; Communications Manager Suzanne Olson (serving as recording secretary); and Head Accountant Travis Neal. Also present were Legal Counsel Joel Paisner and consultant Jay Kimball and guest Brent Lyles of the Friends of San Juans. No members were present for the member comment session.

Meeting commenced at 8:30 a.m.

Member in attendance (after 8:45): John Fleisher

**CONSENT AGENDA**

- **MOTION** was made to accept the consent agenda, seconded and passed unanimously by voice vote.

**RESTATEMENT OF RETIREMENT SECURITY AND 401(K) PLANS**

Staff reviewed the need for an amendment and restatement of retirement security and 401(k) plans to maintain compliance with IRS requirements. Changes are clerical and not substantive.

- **MOTION** was made by Madsen to accept Resolution 5-2022. Seconded by Struthers. Passed unanimously by voice vote.

**SAN JUAN COUNTY COMPREHENSIVE PLAN – CLIMATE CHANGE PILLAR**

GM reviewed OPALCO's participation in the County Comprehensive Plan and expressed support for a proposal by the Friends of the San Juans to add a climate pillar to the plan currently up for approval (2016). Brent Lyles of the Friends of San Juans presented some background and answered questions. Discussion ensued. OPALCO will add language suggestions to the pillar at a later date and not risk holding up the County's approval timeline.

- **MOTION** was made by Madsen to approve a letter to be sent to the County Council in support of the climate change pillar as proposed by the Friends of the San Juans. Seconded by Christmas. Passed unanimously by voice vote.

**SECOND QUARTER 2022 FINANCIAL REPORT**

GM presented the Q2 Financial report, reviewed notable drivers and answered questions. Discussion ensued.

**POLICY 11: DIRECTORS' STIPEND, REIMBURSEMENT AND BENEFITS (FIRST READ)**

GM reviewed a recent NRECA survey on board compensation and presented a proposed change to director benefits for future board members. Discussion ensued. Staff will provide more information for a second read in September.

**BPA PROVIDER OF CHOICE CONCEPT PAPER**

GM reviewed a draft concept paper issued by BPA, related to contract negotiations for 2028, and presented comments from PNGC and OPALCO. Discussion ensued.

**GM REPORT**

GM presented the monthly General Manager's Report. Discussion ensued on the format of future board meetings and the group agreed to continue meeting via Zoom.

Regular session concluded at 10:08 a.m.


Executive Session commenced at 10:27 a.m. to discuss auditor selection


Regular Session reconvened at 11:35 a.m.

- **MOTION** was made by Struthers: "Having reviewed presentations from two audit firms and after having the opportunity to ask questions of the auditors and discussion of the proposals amongst the board, I move to continue to be served by the firm of Moss Adams." Seconded by Christmas. Passed unanimously by voice vote.

Executive Session reconvened at 11:37 a.m. to discuss regional power issues and Rock Island financials

Board Meeting ended at 2:14 p.m.

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Vince Dauciunas, President

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Brian Silverstein, Secretary-Treasurer