



**Orcas Power & Light Cooperative
Minutes of the Board of Directors Meeting
Thursday, August 17, 2023**

Streaming through Zoom attendees were Board members Vince Dauciunas, Jerry Whitfield, Brian Silverstein, Mark Madsen, Tom Osterman, Chuks Onwuneme, 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; Assistant Communications Manager Krista Bouchey (serving as recording secretary) and Head Accountant Travis Neal. Also present were Legal Counsel Joel Paisner and consultant Jay Kimball.

Members in attendance: John Fleischer, Michael Whelan

Meeting commenced at 8:30 a.m.

Member Comment Period: No comments

ACTION ITEMS

CONSENT AGENDA

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

BOARD RESOLUTION 3-2023 FOR THE EXECUTION OF THE RUS FEDERAL FINANCING BANK (FFB) LOAN AV45 – Staff reviewed process for capital project funding and construction work plan (CWP) loans, preferential rate treatment through RUS and line of credit reimbursement borrowing mechanism. Dauciunas pointed out CWP document is posted in Document Library online. Discussion ensued.

MOTION was made by Struthers to approve Resolution 3-2023, seconded by Whitfield and passed unanimously by voice vote.

PGNC CONTRACT RENEWAL – Staff reviewed details of contract terms in Executive Session and returned to regular session for a motion to be made.

MOTION was made by Silverstein, seconded by Madsen and passed unanimously by voice vote.

MEMBER APPEAL HEARING: MATT BASTA – Per Member Policy 9, the Board held a member appeal hearing in Executive Session. Returning to regular session, the Board upheld the Board of Adjustment decision.

MOTION was made to uphold the Board of Adjustment decision in the matter of Matt Basta and passed unanimously by voice vote.

DISCUSSION ITEMS

UPCOMING PSE OUTAGES – Staff reviewed logistics and rationale for upcoming county-wide outages. Discussion ensued.



MEMBER SERVICE POLICY 13: INTERCONNECTION OF MEMBER OWNED DER FACILITIES

Discussion ensued the expansion of devices on the system, load management opportunities and the importance to maintain remote operation and control of devices on the system.

REPORTS

Q2 FINANCIALS – Staff reviewed Q2 financials including HDD and weather patterns, revenues, ECA actuals, net margin, staffing levels, debt, cash flow and projections.

GM REPORTS – Staff reviewed reports, dashboards, grant and budget tracking, and project updates.

Break: 10:02-10:15am

Executive Session: 10:15 – 10:39am

Regular Session: 10:39 – 10:40am

Executive Session: 10:40am – 12:13pm

Regular Session 12:13 – 12:15pm

Executive Session 12:15 – 1 pm

Meeting Closed: 1 pm

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Vince Dauciunas

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Vince Dauciunas, President

DocuSigned by:

Brian Silverstein

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Brian Silverstein, Secretary-Treasurer