



**Orcas Power & Light Cooperative
Minutes of the Board of Directors Meeting
Thursday, September 21, 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: Chris Greacen, Courtney Memmott, Heather Nicholson, Sarah Garbett, Sharon Abreu

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.

MEMBER SERVICES POLICY 13: INTERCONNECTION OF MEMBER OWNED DER FACILITIES (second read) – Staff reviewed changes to the policy. Discussion ensued.

MOTION was made by Whitfield to approve revisions to Member Services Policy 13, seconded by Silverstein and passed unanimously by voice vote.

PGNC DIRECTOR NOMINATIONS – Staff reviewed PNGC process for board nominations and discussion ensued.

MOTION was made to nominate Foster Hildreth as primary director for PNGC by Struthers, seconded by Madsen and passed unanimously by voice vote.

MOTION was made to nominate Russell Guerry as alternate director by Struthers seconded by Osterman and passed unanimously by voice vote.

Auditor engagement MOTION re-engage MA for 2022 Struthers - Whitfield

IRS FORM 990 – Staff reviewed the annual Form 990 in Executive Session.

MOTION was made by Silverstein and seconded by Madsen to accept the IRS Form 990 as presented and passed unanimously by voice vote.

ANNUAL MEETING DATES – Staff presented the proposed dates and format for the 2024 Annual Meeting. Discussion ensued on timing of event, ferry dependability and staffing.

MOTION was made to approve the dates and locations of the 2024 Annual Meeting and Annual Member Appreciation Event by Silverstein and seconded by Osterman and passed by voice vote; Chair abstained.



DISCUSSION ITEMS

UPCOMING PSE OUTAGES – Staff reviewed logistics and rationale for upcoming county-wide outages. Discussion ensued on system upgrades, member comments and commitment to maintain cellular coverage during the outages.

REPORTS

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

Executive Session: 9:45 – 10:34

Break: 10:34 – 10:45

Executive Session: 10:45 – 11:40

End: 11:45

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Vince Dauciunas

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Vince Dauciunas, President

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Brian Silverstein

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Brian Silverstein, Secretary-Treasurer