

**COOS-CURRY ELECTRIC COOPERATIVE, INC.**  
**Minutes of the Regular Meeting of the Board of Directors**  
**August 23, 2007**  
**and**  
**August 31, 2007**

**I. PRELIMINARY**

The regular meeting of the board of directors of Coos-Curry Electric Cooperative, Inc. ("CCEC") was called to order at 9:04 a.m. on Thursday, August 23, 2007 by President/Chairman of the Board ("chairman") Combs in the conference room at the cooperative's headquarters, Port Orford, Oregon. Secretary Radabaugh called the roll, showing the following directors present: Robison, Radabaugh, Combs, Herzog, and Kitchen. Director Schlottmann attended the meeting by telephone. Also present were Interim General Manager/CEO ("interim GM/CEO") Roger Meader and Executive Assistant Dian Marple.

The proposed agenda of this meeting, as amended, was approved.

Chairman Combs advised the board that no CCEC members had applied under PB#76A to attend the board meeting and speak to the board.

**V. ITEMS OF BUSINESS**

**A. Policy Committee Recommendations**

- Proposed, revised PB#28 on contract bids– The board reviewed proposed changes to PB#28. Following a discussion about limits for contract bids, a motion was duly made, seconded, and unanimously carried to approve as submitted proposed, revised PB#28.
- Proposed, revised PB#78 on policies and by-laws committee

appointments – After a brief review by the board, a motion was duly made, seconded, and unanimously carried to approve as submitted proposed, revised PB#78.

- Proposed PB#85 Document Destruction & Retention Policy - After a brief review by the board, a motion was duly made, seconded, and unanimously carried to approve as submitted proposed PB#85.
- Proposed PB#86 Employee Policy Handbook - Following a lengthy review by the board and following questions to the interim GM/CEO, a motion was duly made, seconded, and unanimously carried to approve, as amended, proposed PB#86.
- Proposed, revised PB#19 on directors' fees - The board discussed proposed changes to PB#19. A motion was duly made, seconded, and unanimously carried to approve as set forth proposed, revised PB#19, including the provision that travel expenses allowed would be for the most reasonable mode of travel, driving or flying, whichever is less.
- Additional policies – Other miscellaneous policies were discussed but no action was taken.

The regular meeting of the board of directors of Coos-Curry Electric Cooperative, Inc. adjourned to an executive session at 12:38 p.m. to discuss personnel issues and potential litigation, and reconvened into regular session at 12:52 p.m. No action was taken.

### **III. MANAGER'S REPORT**

Interim GM/CEO Meader briefly reviewed the cooperative's financial condition, the outage report, and the August 2007 safety report. The August safety report included July/August safety meetings on flagger recertification training. The manager's financial and safety reports were approved by a motion duly made, seconded, and unanimously carried.

### **V. ITEMS OF BUSINESS *(revisited)***

#### **D. Proposal for Laptop Computers for Board**

The board reviewed a proposal to give the board better access to technology and information by providing laptop computers for and high-speed, internet access to directors. After discussion, a motion was made, seconded, and unanimously carried to authorize the purchase of a laptop computer for each current director, to become the property of the director, and the cooperative to subscribe to and pay for the most reasonable high-speed, internet service, by DSL or by satellite, for each current director.

Director Schlottmann departed the meeting by terminating his telephone call.

#### **E. Conservation Program**

The board was given a report about the Bonneville Power Administration's Conservation Rate Credit (CRC) funds of \$22,699 released for 2008. The interim GM/CEO suggested that the board consider authorizing the installation of a photovoltaic (PV) system as a demonstration at the cooperative's Brookings office, which installation

would include a demonstration board and meter that would allow the cooperative's members to see exactly what a solar unit produces. Following a discussion, a motion was made, seconded, and unanimously carried to install a PV demonstration system at the Brookings CCEC office at a cost of up to \$22,699.

F. Lock Box Proposal

The board discussed the cooperative's lock box for remittance checks.

The lock box matter was tabled to await additional information.

G. Potential New Employee Positions

- After a brief discussion, a motion was made, seconded, and unanimously carried to approve the creation of a position for a general maintenance person and to authorize the interim GM/CEO to negotiate the position as set forth in the materials provided.
- After a brief discussion, a motion was made, seconded, and unanimously carried to approve the creation of a work order/payroll person to be trained to be able to back up and/or replace potentially retiring employees.

H. Manager Search

The board received an update on the search for a permanent general manager/chief executive officer.

I. Miscellaneous Issues

Miscellaneous items were discussed without any action being taken.

The board, by consensus, approved director Kitchen's NRECA/NWPPA credentialed cooperative director, fast track training and attendance and training at the NRECA Region IX meeting.

The regular meeting of the board of directors of Coos-Curry Electric Cooperative, Inc. adjourned to an executive session at 3:02 p.m. to discuss personnel issues and reconvened into regular session at 3:17 p.m. No action was taken.

At 3:17 p.m., the regular meeting recessed.

Directors agreed to reconvene the regular meeting at 1:00 p.m. on 8/31/2007, which meeting was attended by all directors. In accordance with the by-laws, attendance by directors constitutes a waiver of notice of such meeting. The regular meeting reconvened at 12:44 p.m. on 8/31/2007.

**I. PRELIMINARY** *(revisited)*

A motion was made, seconded and unanimously carried to approve, as amended, the minutes of the July 27, 2007 regular board meeting.

**II. CONSENT AGENDA**

The board held a brief dialog concerning the consent agenda. A motion was duly made, seconded, and unanimously carried to approve Items A through E under the consent agenda, to-wit: the list of general & operating checks for July 2007; the write-off list by district through August 10, 2007; the list of new memberships for July 2007; the cooperative attorney's(s') invoices; and the GM's & directors' expenses for July 2007.

## V. ITEMS OF BUSINESS *(revisited)*

### A. Policy Committee Recommendations *(revisited)*

- Proposed, revised PB#84 whistle blower protection - After a brief review by the board, a motion was duly made, seconded, and unanimously carried to approve as submitted proposed, revised PB#84.

The board briefly reviewed previously approved policies for noted language changes. No action was taken.

### B. Transmission Line Update

The interim GM/CEO reported on the transmission line (T-line) issues and reviewed the HDR “sag” report on the T-line. The interim GM/CEO talked about the report and responded to questions from the board. It was agreed that the study shows that there were many violations in the building of the T-line and the HDR study verifies that the T-Line needs to be rebuilt.

The board reviewed the economic analysis presented by the interim GM/CEO on the three potential, proposed, T-line rebuilds for wood or steel poles. The interim GM/CEO reviewed the analysis, scenarios, and comparisons and responded to questions from the board. A lengthy discussion followed. No action was taken.

### C. Wholesale Power Issues

Wholesale power was discussed at length.

### J. Proposed Write-Off/Disposal List

A motion was made to approve the disposal of two trucks as recommended by management and to dispose of the two trucks by the best method to benefit the cooperative. The motion was seconded and unanimously carried.

I. Miscellaneous Issues (revisited)

- A motion was made, seconded, and unanimously carried to approve the recording of board meetings and the destruction/erasing of the recording after the written minutes have been approved and signed.
- A motion was made, seconded, and unanimously carried to approve changing the office hours at the cooperative's offices in Gold Beach and Coquille to open at 8:00 a.m. and close at 4:30 p.m. because of potential safety issues.
- A request from the South Coast Head Start to use part of a cooperative facility for a playground was denied by consensus due to potential safety and liability issues.

Other miscellaneous issues were discussed but no action was taken.

The regular meeting of the board of directors of Coos-Curry Electric Cooperative, Inc. adjourned to an executive session at 3:40 p.m. to discuss potential litigation, directors' issues, and cooperative communications and reconvened into regular session at 3:49 p.m. The board agreed to consider a policy on directors' duties and no other action was taken.

**VI. MEETINGS ATTENDED**

Brief reports were given about meetings attended.

///

///

