

COOS-CURRY ELECTRIC COOPERATIVE, INC.
Minutes of the Regular Meeting of the Board of Directors
November 21, 2008

I. PRELIMINARY

The regular meeting of the board of directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:03 a.m. on Friday, November 21, 2008 by Chairman of the Board (chair) Robison in the conference room at the cooperative's headquarters, Port Orford, Oregon. Secretary Radabaugh called the roll, showing the following directors present: Robison, Kitchen, Radabaugh, Herzog, McMahan, Dowdy, and Schlottmann. Also present were general manager/chief executive officer (GM/CEO) Roger Meader, executive assistant (EA) Dian Marple, and marketing & member services manager Christine Stallard.

Two items were added to the proposed agenda under V. Items of Business B. Legislative Issues: ACRE request, and under C. Policy committee: discuss potential policy concerning easements.

There was a call for items for strategic discussion, but there were none.

Chair Robison advised the board that no CCEC member had applied under PB#76A to attend the board meeting and speak to the board.

A motion was made, seconded and unanimously carried to approve, as written, the minutes of the October 24, 2008 regular board meeting and executive session.

V. ITEMS OF BUSINESS

A. CFC Training – Dan Kessler

CFC training was presented by Dan Kessler of National Rural Cooperative Finance Corporation (CFC). The training included equity management, audit function of the board, and positioning for the future.

Dan Kessler departed the meeting at 9:49 a.m.

B. Legislative Issues – State Senator Joanne Verger & Representative Arnie Roblan and ORECA Executive Director Sandy Flicker

Representative Arnie Roblan and Sandy Flicker were introduced at 10:00 a.m. Senator Joanne Verger was scheduled to be here but was called to Salem. Sandy Flicker gave a power point presentation that addressed concerns and recommendations

regarding climate change bills, cap and trade bills, alternative and renewable resources, and conservation. The board, Representative Roblan, and Ms. Flicker reviewed and discussed current legislative issues and potential future legislative issues that affect cooperatives and their members now and in the future. Sandy Flicker responded to questions.

The board thanked Representative Roblan for his support and for attending the CCEC board meeting, and he departed at 11:19 a.m. Sandy Flicker talked about the Action Committee for Rural Electrification (ACRE) and responded to questions. The board thanked Ms. Flicker for her presentation, and she departed at 11:30 a.m.

II. CONSENT AGENDA

The board held a brief dialogue concerning the consent agenda. Management responded to questions from the board. A motion was duly made, seconded, and unanimously carried to approve Items A through F under the consent agenda, to-wit: the list of general & operating checks for 10/2008; the write-off list through 11/13/2008; the list of new memberships for 10/2008; the purge list for 10/2008; the cooperative attorney's invoice; and the GM's & directors' expenses for 10/2008.

III. MANAGER'S REPORT

GM/CEO Meader gave a brief report on revenue and expenses. The financials presented under the manager's report were filed for audit.

The outage report and the right-of-way clearing report were mentioned.

The November 2008 safety report was reviewed. The safety meetings in October included Harassment/Sexual Harassment training. The November 2008 safety report was approved, as presented, by a motion duly made, seconded, and unanimously carried.

The GM/CEO reported on his business and community contacts for the previous month.

IV. OLD BUSINESS

There was no old business to come before the meeting.

V. ITEMS OF BUSINESS *(revisited)*

A. CFC Training – Dan Kessler

CFC training by Dan Kessler was completed earlier in the meeting.

B. Legislative Issues – State Senator Joanne Verger & Representative Arnie Roblan and ORECA Executive Director Sandy Flicker

The presentation by Sandy Flicker to the board and Representative Arnie Roblan was made earlier in the meeting.

C. Wholesale Power Issues - PNGC Power/PRC/BPA

The board held a brief discussion about wholesale power issues, future power supplies, and governance issues. GM/CEO Meader responded to questions from the board and asked the board to consider sending and the board agreed, by consensus, to send the PNGC Power alternate to monthly, quarterly or important PNGC Power meetings to keep that person up to date on PNGC Power and power supply issues in case he/she had to attend PNGC Power meetings instead of the GM/CEO.

D. Proposed 2009 Budget Presentation

The proposed 2009 Budget was presented. Following a lengthy discussion concerning items cut from the budget and questions to management, the proposed 2009 Budget, as cut and presented, was approved by a motion duly made, seconded, and unanimously carried.

E. Policy Committee Recommendations

The board held a discussion pertaining to a potential policy concerning easements.

F. Request for Donation/Contribution

Under P#100-190 the board considered the following:

- K.A.S.P.E.R. – A motion was made, seconded, and carried to approve a cash donation of \$400 to k.a.s.p.e.r. to help provide a safe & educational place for kids after school and during summer hours. Director Schlottmann cast a no vote.
- Relay for Life of South Coos County – A motion was made, seconded, and carried to approve a cash donation of \$500 to Relay for Life of South Coos County to help fight cancer and provide service to cancer patients. Director Schlottmann cast a no vote.
- Curry County 4-H Leaders' Association – A motion was made,

seconded, and carried to approve a cash donation of \$200 to Curry County 4-H Leaders' Association to help fund a recognition event for youth achievements. Director Schlottmann cast a no vote.

G. Appoint Voting Delegate and Alternate for NRECA Annual Meeting and CFC, NCSC, NRTC, Federated, & SEDC Annual Meetings

After consideration, the board appointed Director Peter Radabaugh, by a motion duly made, seconded, and unanimously carried, to attend and act as voting delegate at the following meetings in February 2009:

NRECA Annual Meeting
CFC Annual Meeting
NCSC Annual Meeting
NRTC Annual Meeting
Federated Annual Meeting
SEDC Annual Meeting

H. CCEC Board Position on Ocean Power

The board and the GM/CEO held a lengthy discussion concerning the board's position on ocean power. A draft resolution was reviewed. The issue and draft resolution were tabled.

I. Capital Credits 1973-1976 Update

The board received a brief update on the schedule for the payment of the 1973-1976 capital credits.

J. Miscellaneous Business Issues

- Update on 4-day weeks – The board was given a report concerning the first two weeks of the 4 10-hour day work weeks. Christine Stallard noted that the MSRs and CRC have been keeping a log of all comments concerning the new office hours, and the number of visits and calls between 7a - 8a and 4:30p - 5:30p. The comments have been overwhelmingly positive with only one complaint.
- Quotes for 2008 internal audit addition – The board discussed the 2008 audit and the chair of the audit committee discussed his contacts with several audit firms. The audit committee chair will continue to research and get quotes for a potential internal audit.
- Schedule date for strategic plan and GM/CEO & legal counsel reviews – The board held a dialogue about scheduling a day to review the strategic planning notes and to do the GM/CEO and legal counsel

reviews. The decision was made to hold the December board meeting on December 8th at 9:00 a.m., at the Gold Beach office, and to include the strategic plan and reviews at the same meeting.

K. Executive Session

The regular session adjourned to an executive session at 2:20 p.m. to discuss the following: contracts, litigation or potential litigation, and personnel issues. The executive session adjourned and the regular session reconvened at 3:30 p.m.

VI. MEETINGS ATTENDED

Brief reports were given about meetings attended.

VII. MEETINGS TO ATTEND

The board announced that the next regular meeting of the board is scheduled for December 8, 2008, at the cooperative's office in Gold Beach, Oregon.

VIII. ADJOURN

The meeting adjourned at 3:36 p.m.

/s/ Peter Radabaugh
Peter Radabaugh, Secretary

ATTEST:

/s/ Daryl C. Robison
Daryl C. Robison, Chairman