

**COOS-CURRY ELECTRIC COOPERATIVE, INC.**  
**Minutes of the Regular Meeting of the Board of Directors**  
**November 19, 2009**

**I. PRELIMINARY**

The regular meeting of the Board of Directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:00 a.m. on Thursday, November 19, 2009 by Chairman of the Board (Chair Radabaugh) Peter Radabaugh in the conference room at the cooperative's headquarters, Port Orford, Oregon. The Secretary called the roll, showing the following directors present: Robison, Radabaugh, Herzog, Dowdy, Kolen, McMahan, and Kitchen. Also present were General Manager/Chief Executive Officer (GM/CEO) Roger Meader, Executive Assistant (EA) Dian Marple, and Chief Financial Officer (CFO) Frank Corrales, Jr.

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

Items added to the agenda were: under Items of Business: Proposed Resolution No. 2009-08 Dissolution of South Coast Satellite Cooperative, Inc., Proposed Resolution No. 2009-09 Defer 2009 Wholesale Power Credit, and Proposed Resolution No. 2009-10 2009 Revenue Deferment Plan.

Chair Radabaugh 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 corrected, the minutes of the October 22, 2009 regular board meeting, and as written, the minutes of the executive session.

**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 10/2009; the write-off list through 11/10/2009; the list of new memberships for 10/2009; the purge list for 11/2009; the Cooperative attorney's invoice; and the GM's & Directors' expenses for 10/2009.

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

GM/CEO Meader gave a brief report on revenue, expenses, and margins and responded to questions from the Board. The financials presented under the manager's report were filed for audit.

The following reports were given: credit card usage, outages, and right-of-way clearing.

The four-day workweek report was discussed. The Board agreed, by consensus, to continue operating the business using the ten-hour day/four-day workweek and that future, written four-day workweek reports would not be necessary.

The November 2009 safety report was reviewed. The safety meetings in November included Fall Protection training. The November 2009 safety report was approved, as presented, by a motion duly made, seconded, and unanimously carried.

### **IV. ITEMS OF BUSINESS**

#### **A. "Long-Range Construction Work Plan" (LRCWP) Presentation-HDR**

Manager of System Planning and Engineering Andrew McBride introduced Jared Harris and Brent Hanson of HDR Engineering at 8:35 a.m. Jared Harris began the Long-Range Construction Work Plan (LRCWP) presentation with a description of what a LRCWP entails in a 20-year plan to forecast future loads, construction needs, and financial requirements to meet member needs. The 4-Year Construction Work Plan (CWP) was presented, which meets the requirements of the LRCWP. Jared Harris and Brent Hanson departed at 11:01 a.m.

The Board and management discussed the LRCWP & CWP, and a motion was made, seconded, and unanimously carried to adopt, as presented, the Long-Range Construction Work Plan and the 4-Year Construction Work Plan. Andrew McBride departed at 11:22 a.m.

The regular meeting adjourned to executive session at 11:23 a.m. to conduct a pre-audit conference with the Cooperative's auditor. The executive session adjourned and the regular session reconvened at 12:00 p.m.

#### **B. 2010 Budget – work session**

CFO Frank Corrales went through the budget detail with the Board. The CFO

and the GM/CEO responded to questions from the Board. The 2010 budget, as presented, was approved by a motion made, seconded, and carried with a vote of 4 to 2. Director Robison voted no and added that the budget was acceptable but the rate increase scenario was not.

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

The Board held a discussion about wholesale power issues, future power supplies, the Bonneville Power Administration (BPA) rate increase, the Power Resources Cooperative (PRC), the Public Power Council (PPC), Pacific Northwest Generating Cooperative (PNGC Power) matters, and alternative, renewable energy.

D. Policy Committee Recommendations

The GM/CEO presented a draft of the employee policy handbook for the Board to review. The Board held a lengthy discussion concerning the employee policy handbook. Management advised that the Cooperative's employment attorney had reviewed the policy handbook and made recommendations, in addition to a review by CCEC's GM/CEO, HR, and CFO. A motion was made, seconded, and carried to approve, as presented, proposed, revised Policy No. 400-020 Employee Policy Handbook. Director Robison cast a no vote.

Policy No. 400-050 was not available for consideration and will be presented at a later board meeting.

The chairman of the policy committee and the Board discussed several policies being examined.

E. Bylaws Review Committee – discussion

The Board held a brief discussion about the Bylaws.

F. CCEC 2010 Annual Meeting – update

Plans for the CCEC 2010 Annual Meeting were discussed. The annual meeting date has been changed to July 17, 2009 at the request of the Event Center on the Beach in Gold Beach. The Event Center experienced some problems in scheduling its biggest vendor and had to change the dates for the 2010 Curry County Fair.

G. 2010 Board Meetings – schedule

The Board reviewed potential board meeting dates for 2010, and the Board resolved by a motion made, seconded, and unanimously carried to set the 2010 board meetings as follows: 1/28, 2/25, 3/26, 4/22, 5/27, 6/24, 7/22, 8/26, 9/30, 10/28, 11/30, and 12/16.

#### H. Finalized Strategic Planning Session Summary

The discussion about the Strategic Planning Session Summary Notes was brief.

#### I. South Coast Satellite Cooperative, Inc. Dissolution – update & Proposed Resolution No. 2009-08

The GM/CEO advised the Board of the purpose of the proposed resolution and the Board held a brief dialogue. A motion was made and seconded to dissolve South Coast Satellite Cooperative, Inc and adopt, as presented, proposed Resolution No. 2009-08 Dissolution of South Coast Satellite Cooperative, Inc. There was discussion concerning the dissolution process and timelines, assets and liabilities, and potential tax consequences. The motion carried unanimously.

#### J. Proposed Resolutions

Resolution No. 2009-09 Defer 2009 Wholesale Power Credit - FAS 71 and Resolution No. 2009-10 2009 Revenue Deferment Plan - FAS 71 –

Following discussion, a motion was made, seconded, and unanimously carried, to adopt proposed Resolution No. 2009-09 Defer 2009 Wholesale Power Credit - FAS 71 and proposed Resolution No. 2009-10 2009 Revenue Deferment Plan - FAS 71.

#### K. Miscellaneous Business Issues

The following meetings, CCEC representation, and director training were discussed:

- 2010 NRECA Annual Meeting, Expo, & training – Directors Radabaugh and McMahan will attend and represent CCEC as voting delegates
- 2010 Directors' Conference & Workshops – Directors Robison, Kolen and Kitchen will attend and represent CCEC and attend training workshops
- 2010 NRECA Legislative Conference – Chairman Radabaugh and Director Kitchen will attend the Legislative Conference and represent CCEC at meetings with senators and representatives to promote CCEC and cooperatives in Washington DC.

## V. **EXECUTIVE SESSION**

The regular session adjourned to an executive session at 4:06 p.m. to discuss the following: contracts, member issues, and personnel issues. The executive session

