

COOS-CURRY ELECTRIC COOPERATIVE, INC.
Minutes of the Regular Meeting of the Board of Directors
October 22, 2009

I. PRELIMINARY

The regular meeting of the Board of Directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:30 a.m. on Thursday, October 22, 2009 by Chairman of the Board (Chair Radabaugh) Peter Radabaugh in the conference room at the cooperative's headquarters, Port Orford, Oregon. The Chairman called the roll, showing the following directors present: Robison, Radabaugh, Herzog, Dowdy, and Kolen. Directors absent: McMahan and Kitchen. Also present were General Manager/Chief Executive Officer (GM/CEO) Roger Meader, Executive Assistant (EA) Dian Marple, Marketing & Member Services Manager Christine Stallard, and General Legal Counsel Melinda J. Davison.

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

Items added to the agenda were: under Items of Business-Miscellaneous Business Issues: Audit Discussion, and under Meetings Attended: ORECA Budget, Oregon Managers, and Gold Beach Senior Center.

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 written, the minutes of the September 30, 2009 regular board meeting and 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 E under the consent agenda, to-wit: the list of general & operating checks for 9/2009; the write-off list through 10/13/2009; the list of new memberships for 9/2009; the Cooperative attorney's invoice; and the GM's & Directors' expenses for 9/2009.

IV. ITEMS OF BUSINESS

A. CFC Financial Training – Dan Kessler

Dan Kessler from National Rural Utilities Cooperative Finance Corporation (CFC) was introduced at 8:16 a.m. Mr. Kessler made two presentations to the Board on *Key Ratio Trend Analysis (KRTA)* and *What the CFC Banker Sees*, and responded to questions from the Board. Mr. Kessler departed at 9:30 a.m.

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, right-of-way clearing, and four-day workweek.

The October 2009 safety report was reviewed. The safety meetings in October included Sabotage Recognition and Reporting, Fire Extinguisher, and Emergency Action Plan and Hand Safety training. The October 2009 safety report was approved, as presented, by a motion duly made, seconded, and unanimously carried.

IV. ITEMS OF BUSINESS

B. 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's (PNGC Power) annual meeting, and alternative, renewable energy.

The regular meeting adjourned to executive session at 10:00 a.m. to discuss wholesale power issues.

Legal Counsel Melinda Davison arrived at 10:28 a.m.

The executive session adjourned to regular session at 10:48 a.m.

C. Policy Committee Recommendations

The Board held a lengthy discussion concerning the sick leave and vacation

portions of the employee handbook policy. Management was instructed to meet with the chair of the policy review committee to discuss potential revisions to the employee handbook policy, to review potential revisions with the Cooperative's labor attorney.

D. Bylaws Review Committee – discussion

The Board held a brief discussion about the Bylaws. Management will research an additional question for the Board, and the Bylaws will be discussed again at the next board meeting.

E. CCEC 2010 Annual Meeting – update

The Board was given a brief update concerning plans for the CCEC 2010 Annual Meeting.

F. Town Hall Meetings – future schedule

The Board held a lengthy dialogue and agreed by consensus that town hall meetings should be scheduled approximately every three months.

G. 2010 Board Meetings - schedule

The Board reviewed the list of suggested dates for the 2010 board meetings and will set the 2010 dates at the November board meeting.

H. ORECA Board – Appoint CCEC Representative & Alternate

A motion was made, seconded, and unanimously carried to appoint Peter Radabaugh as the CCEC Representative to the Oregon Rural Electric Cooperative Association (ORECA) Board.

A motion was made, seconded, and unanimously carried to appoint Daryl Robison as the alternate CCEC Representative to the ORECA Board.

I. ORECA Annual Meeting and Training

The ORECA Annual Meeting and training are scheduled for early December. Daryl Robison, Peter Radabaugh, and Jim Kolen are expected to attend.

J. CCD Presentation

Jim Kolen has completed his Credentialed Cooperative Director (CCD) certification as required by the CCEC Bylaws. Chairman Radabaugh presented Director Kolen with his CCD certificate and offered his congratulations.

K. Miscellaneous Business Issues

- Legal Counsel attending board meeting – Following a discussion, the Board agreed by consensus that the Chairman of the Board and the GM/CEO should continue to determine if legal counsel should be asked to

