

**COOS-CURRY ELECTRIC COOPERATIVE, INC.**  
**Minutes of the Regular Meeting of the Board of Directors**  
**October 21, 2010**

**I. PRELIMINARY**

The regular meeting of the Board of Directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:20 a.m. on Thursday, October 21, 2010 by Chairman of the Board Peter Radabaugh (Chair Radabaugh) in the conference room at the cooperative's headquarters, Port Orford, Oregon. The Secretary called the roll, showing the following directors present: Daryl Robison, Peter Radabaugh, Ed Dowdy, Cheryl McMahan, Dave Kitchen, John Herzog, and Jim Kolen. Also present were General Manager/Chief Executive Officer (GM/CEO) Roger Meader, Executive Assistant (EA) Dian Marple, and Marketing & Member Services Manager Christine Stallard. General Legal Counsel Melinda J. Davison attended the meeting by telephone at 9:32 a.m.

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

One item was added to the Agenda under Items of Business: H. CFC Forum 6/2011. The agenda as amended was approved.

Chair Radabaugh advised the Board that no CCEC member had applied, under P#300-030, 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 September 30, 2010, regular board meeting, and as written, the minutes of the September 30, 2010, executive session.

**II. CONSENT AGENDA**

Following a brief discussion, a motion was made and seconded to approve Items A through D under the consent agenda, to-wit: the write-off list through 10/14/2010; the list of new memberships for 9/2010; CCEC's attorney's invoice; and the GM's & Directors' expenses for 9/2010. The motion carried unanimously.

**III. MANAGER'S REPORT**

The financials were reviewed, and GM/CEO Meader gave a brief report and responded to questions from the Board. The financials presented under the manager's

report were filed for audit.

The following reports were given: outages and credit card usage.

The safety meetings in October included CPR, AED, First Aid, and Bloodborne Pathogens training for all employees and WECC Sabotage training for the line crews and on-call employees. The October 2010 safety report was reviewed by the Board.

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

##### **A. Wholesale Power Issues – PNGC Power/PRC/BPA**

The Board and the GM/CEO held a discussion about wholesale power issues, the Bonneville Power Administration's (BPA), the low-water year, the Pacific Northwest Generating Cooperative's (PNGC Power) report and recent annual meeting, wholesale power supplies, and the Power Resources Cooperative (PRC).

The Regular Session adjourned to Executive Session at 8:42 a.m. and reconvened into Regular Session at 9:25 a.m.

##### **B. Policy Committee Recommendations**

Policy Review Committee Chair McMahan reported on and explained policy issues, led a discussion with the Committee, and made recommendations. The following actions were taken:

- Update proposed P#100-280 Safety & Loss Control (replaces PB#46)  
– To update this policy into the new format, a motion was made, seconded, and unanimously carried to approve, as presented, proposed P#100-280 Safety & Loss Control (replaces PB#46).
- Update proposed P#100-290 Planning Policy (replaces PB#74) – To update this policy into the new format, a motion was made, seconded, and unanimously carried to approve, as amended, proposed P#100-290 Planning Policy (replaces PB#74).

General Legal Counsel Melinda J. Davison joined the meeting by telephone at 9:32 a.m.

The Regular Session adjourned to Executive Session at 9:32 a.m. and reconvened into Regular Session at 11:35 a.m.

C. Roof Repair/Replacement-Gold Beach – budget change

The GM/CEO advised the Board concerning the bids received to repair/replace the roof on the Gold Beach office building. Following a discussion, a motion was made to approve the bid set forth in scenario 3, a copy of which is attached hereto, and the motion was seconded and carried with one director abstaining from the vote.

D. 2011 Annual Meeting Timeline

The Board reviewed and approved as presented the 2011 annual meeting timeline.

E. Bylaws Review Committee Meeting - update

The Board was reminded of the Bylaws Review Committee meeting scheduled for 10/25/2010.

F. Audit Committee - discussion

The Board agreed by consensus that the audit committee would meet with the cooperative's auditor by conference call at the November board meeting.

G. ORECA Board Appointments

Peter Radabaugh was appointed to represent CCEC on the Oregon Rural Electric Cooperative Association's (ORECA) board of directors, and Daryl Robison was appointed as the alternate.

H. Miscellaneous Business Issues

- 2011 Budget – attendance at board meetings/industry meetings/training/other – The Board discussed what industry meetings, training, and other meetings should be included in the budget for directors.
- Discussion of board attendance at industry meetings – A discussion was held concerning who should represent CCEC at several upcoming industry meetings and what training sessions are available.
- Reschedule November board meeting – Due to potential conflicts, the Board resolved to reschedule the November board meeting to November 29, 2010.

I. SPS Summary and Goals

The GM/CEO advised that the SPS Summary and Goals would be an item on the November board meeting agenda.

J. Retirement of Capital Credits – proposed letter and Q&A to mail with checks

The Board reviewed the proposed letter and Q&A sheet that will be mailed out in December with the checks for the retirement of capital credits for 1977 – 1979. Following discussion, the documents with suggested changes were approved by consensus.

K. Proposed Resolution No. 2010-04 Authorizing the Amendment of the Retirement Security Plan RUS #38021-001

The GM/CEO advised the Board of the purpose of Resolution No.2010-04 Authorizing the Amendment of the Retirement Security Plan RUS #38021-001. The amendment changes the non-union Retirement Security Plan from a 30/62 plan to a 62 retirement plan.

Following further discussion, a motion was made to adopt, as written, Resolution No. 2010-04 Authorizing the Amendment of the Retirement Security Plan RUS #38021-001, a copy of which is attached hereto and incorporated herein by reference, authorizing the GM/CEO to take all steps necessary to amend the Retirement Security Plan RUS #38021-001 as described therein. The motion was seconded and unanimously carried.

**V. EXECUTIVE SESSION**

An executive session of the Board of Directors was held earlier in this Board meeting.

**VI. MEETINGS ATTENDED**

Brief reports were given about meetings attended, and a discussion was held about meetings to attend.

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