

**COOS-CURRY ELECTRIC COOPERATIVE, INC.**  
**Minutes of the Regular Meeting of the Board of Directors**  
**November 29, 2010**

**I. PRELIMINARY**

The regular meeting of the Board of Directors of Coos-Curry Electric Cooperative, Inc. (CCEC) was called to order at 8:34 a.m. on Thursday, November 29, 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, Dave Kitchen, and Jim Kolen. Director Cheryl McMahan arrived at 10:48 a.m. Director absent: John Herzog. 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 was available by telephone.

There was a call for items for strategic discussion.

One item was added to the Agenda under Items of Business: G. December board meeting – change of date. 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 written, the minutes of the October 21, 2010, regular board meeting, the minutes of the October 21, 2010, executive session, and the minutes of the November 11, 2010, special executive meeting of the board.

## **II. CONSENT AGENDA**

Following a brief discussion, a motion was made and seconded to approve Items A through E under the consent agenda, to-wit: the write-off list through 11/17/2010; the list of new memberships for 10/2010; the member purge list for 11/2010; CCEC's attorney's invoice; and the GM's & Directors' expenses for 10/2010. 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 November included "Signal Person" Qualification training, Net-Metering Safety training, and Form Relay 6 refresher. The November 2010 safety report was reviewed by the Board.

The Regular Session adjourned to Executive Session at 9:21 a.m. to discuss the 2010 Independent Audit and reconvened into Regular Session at 10:07 a.m.

## **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 Pacific Northwest Generating Cooperative's (PNGC Power) report, wholesale power supplies, and the Power

Resources Cooperative (PRC).

The Regular Session adjourned to Executive Session at 10:28 a.m. to discuss contract issues and reconvened into Regular Session at 10:53 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:

- Proposed, Revised P#400-020 Employee Handbook – Following a review and discussion, a motion was made, seconded, and unanimously carried to approve, as amended, proposed, revised P#400-020 Employee Handbook.
- Proposed P#400-060 Compensation Policy – Following review and discussion, a motion was made, seconded, and unanimously carried to approve, as amended, proposed P#400-060 Compensation Policy.

C. Proposed Resolution No. 2010-05 Amendment to Retirement Security Plan

The GM/CEO advised the Board of the purpose of Resolution No.2010-05, which is to amend the Retirement Security Plan. Following further discussion, a motion was made to adopt Resolution No. 2010-05 Amendment to Retirement Security Plan, a copy of which is filed herewith and incorporated herein by reference, authorizing the GM/CEO to take all steps necessary to amend the Retirement Security Plan. The motion was seconded and unanimously carried.

D. Proposed Resolution No. 2010-06 Amendment to 125 Flexible Spending Plan

The GM/CEO advised the Board of the purpose of Resolution No.2010-06, which is to amend the 125 Flexible Spending Plan. Following further, discussion a motion was made to adopt Resolution No. 2010-06 Amendment to 125 Flexible Spending Plan, a copy of which is filed herewith and incorporated herein by reference, authorizing the GM/CEO to take all steps necessary to amend the 125 Flexible Spending Plan. The motion was seconded and unanimously carried.

The Regular Session adjourned to Executive Session at 11:30 a.m. to discuss employee issues and reconvened into Regular Session at 12:10 p.m.

E. Bylaws Review Committee Meeting - update

The Board reviewed and discussed the draft amendments proposed by the Bylaws Review Committee and discussed Legal Counsel Davison's memo regarding questions asked by the Committee. Following additional review, a motion was made to approve the proposed amendments to the Cooperative's Bylaws, as presented, subject to a final review by Legal Counsel Davison, to be offered to the Cooperative's membership for a vote on the 2011 annual meeting ballot. The motion was seconded and unanimously carried.

F. 2011 Budget Presentation

CCEC CFO Frank Corrales, Jr. arrived at the meeting, reviewed the proposed 2011 budget documents, and responded to questions from the Board. Following a discussion, a motion was made to approve, as amended, the 2011 Budget. The motion carried with 4 YES votes and 1 NO vote.

G. Miscellaneous Business Issues

- ACRE – donations by the Board – The Board discussed potential donations by directors to ACRE and agreed, by consensus, that it would be each director's decision of how much to donate.
- ACRE – donation to ORECA annual meeting – Chair Radabaugh advised that he had purchased an item on behalf of CCEC to donate to the ACRE auction.
- Reschedule December board meeting – Due to conflicts, the Board resolved to reschedule the December board meeting to December 27, 2010.

H. Strategic Planning Session (SPS) - review summary and goals

The GM/CEO and the Board reviewed the SPS Summary, Goals and Measurements that were derived from the recent SPS. GM/CEO Meader agreed to develop some measurement tools.

**V. EXECUTIVE SESSION**

Although an executive session of the Board of Directors was held earlier in this Board meeting, the regular session adjourned to an executive session at 3:37 p.m. to discuss employee issues, potential litigation, and contracts and reconvened into the regular session at 4:09 p.m.

**VI. MEETINGS ATTENDED**

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

