

**TANNER ELECTRIC COOPERATIVE  
BOARD OF DIRECTORS**

**Regular Meeting  
March 16, 2021**

**MINUTES**

The Board of Directors of Tanner Electric Cooperative (TEC) met in Regular Session at 1:00 p.m. online with video conferencing on Tuesday March 16, 2021.

**I. CALL TO ORDER**

Board President Ed Stephenson called the meeting to order at 1:01 p.m.

**II. ROLL CALL**

Roll call was taken, and the following Directors were present:

President Ed Stephenson  
Vice President Paul Bay  
Treasurer Mike Hodge  
Secretary Susan Serrette-Egan  
Roger Guay  
Dutch Siedentopf  
Steve Nicholes  
John Saatela  
David McGoldrick

**Absent:** None

**Quorum:** A quorum was established.

**Staff Present:**

Steven Walter, Chief Executive Officer  
Nick Himebauch, Operations Manager  
Kevin Burns, Director of Finance  
Lisa Peabody, Executive Administrative Assistant  
Joel Merkel, General Counsel

### **III. APPROVAL OF THE BOARD MEETING AGENDA (Action Item)**

Motion: To accept the meeting agenda as presented. The motion was seconded and passed by a unanimous voice vote of all Directors present and participating by video conference as follows:

RESOLVED, that the March 2021 TEC Board meeting agenda be, and is hereby approved.

**Moved:** Paul Bay                      **Second:** Mike Hodge                      **Status:** Passed

### **IV. UNFINISHED BUSINESS (Action Items)**

#### **Receive the Consent Agenda**

Motion: To receive and file the consent agenda items as presented during the March 16, 2021 TEC Board meeting. The motion was seconded and passed by a voice vote of all Directors present and participating by video conference as follows:

RESOLVED, that the March 2021 consent agenda including Write Offs, Release of Easements on Anderson Island, and Monthly Outage Reports be, and are hereby received without modifications.

**Moved:** Dutch Siedentopf                      **Second:** Dave McGoldrick                      **Status:** Passed

#### **Approval of the Board Meeting Minutes – February 16, 2021 (Action Item)**

The minutes from the previous meeting were included as an attachment to the agenda and distributed to the Board for review.

Motion: To accept and approve the TEC Board meeting minutes for February 16, 2021 as written. The motion was seconded and passed by a unanimous voice vote of all Directors participating by video conference as follows:

RESOLVED, that the TEC Board meeting minutes for February 2021 be, and are hereby approved.

**Moved:** Roger Guay                      **Second:** Paul Bay                      **Status:** Passed

**Approval of the Summary minutes for the *Ruralite* (Action Item)**

Motion: Move to approve the February 2021 Board meeting minutes as written, for the *Ruralite* magazine. The motion was seconded and passed by a unanimous voice vote of all Directors participating by video conference as follows:

RESOLVED, that the February 2021 minutes for the *Ruralite* magazine be, and are hereby approved.

**Moved:** Mike Hodge                      **Second:** Roger Guay                      **Status:** Passed

**V. FINANCIAL REVIEW – Mr. Kevin Burns ( Action Item)**

**TEC Funds Disbursement List**

The Board reviewed the monthly Checks, ACH and Wire Transfers for the month of February 2021.

**Monthly P & L**

Mr. Burns presented the monthly profit and loss reports to the Board for review.

Motion: To receive and file the Financial Reports that were presented to the Board for the month of February 2021. The motion was seconded and passed by a voice vote by all the Directors present and participating by video conference as follows:

RESOLVED, that the February 2021 Financial reports as set forth as an attachment to the meeting be, and are hereby received with no adjustments.

**Moved:** Roger Guay                      **Second:** Dave McGoldrick                      **Status:** Passed

**VI. REPORTS**

**CEO Report – Mr. Steven Walter**

Mr. Walter presented a verbal report to the Board during the meeting and discussed online options for hosting the Cooperative’s annual meeting coming up in May. There are three incumbent Directors are running unopposed this year, so no ballots will be required.

### **Operations Manager's Report – Nick Himebauch**

Mr. Himebauch submitted a written report that was distributed to the Board as an attachment to the meeting agenda and included progress updates on the current underground conversion projects. It was announced that a new Groundman was recently hired, and he will join the North Bend crew on April 5<sup>th</sup>.

### **Finance & Audit Committee – Chairman Paul Bay**

Mr. Bay reported the committee met on March 9<sup>th</sup> to review the final draft of Charitable Fund Resolution and Policy they have been working on with the General Counsel. They also discussed the annual audit that is scheduled for March 22<sup>nd</sup>.

### **Policy & Bylaws – Chairman Dutch Siedentopf**

Mr. Siedentopf reported that the committee has met online and is working on reviewing the TEC Board policies and the Bylaws.

### **Operations & Facility Committee – Chairman, Steve Nicholes**

The chairman reported the committee will be meeting later in March.

### **New Technology & Conservation – Chairman, Roger Guay**

The committee recently met online with IT Specialist, Dana Hancock, from Peninsula Light. He shared a presentation on IT Risks and Phishing Scams.

### **Youth Development – Chairman, Susan Serrette-Egan**

The Chairman informed the Board that the deadline for the TEC scholarships is April 1<sup>st</sup>. The committee members will reach out to the local school administrators and provide them with information about the scholarships and encourage students to apply.

*There were no Personnel or Union Affair reports this month.*

## **VII. OTHER REPORTS**

### **King County Update – General Counsel, Joel Merkel**

General Counsel Joel Merkel reported that there will be a status conference on April 9, 2021 in the King County ROW lawsuit. On February 23, 2021, the Court approved a continuance of the trial date to March 14, 2022.

In light of the continuance of the trial date, the attorneys for all parties to the lawsuit, including the utilities and the County, have set a Scheduling Conference with the Court for April 9, 2021. Attorneys for the utilities and the County will ask the Court to set a revised case schedule, including for discovery, dispositive motions and other matters in the case.

The utilities and the County each plan to bring motions for partial summary judgment on the many issues that remain unresolved after the State Supreme Court’s December 2019 decision upholding the facial validity of the King County ROW rental fee ordinance. It is anticipated that legislation will be proposed by the utilities in the 2022 session of the Washington Legislature in an effort to resolve many of the issues in the pending lawsuit.

## **VIII. NEW BUSINESS**

### **New Membership Applications (Action Item)**

The monthly new membership list was distributed and reviewed by the Board.

Motion: To receive and file the new membership applications for February 2021.

The motion was seconded and passed by a voice vote of all Directors participating by video conference as follows:

RESOLVED, that the new memberships as presented in an attachment to the Board meeting agenda be, and are hereby approved on March 16, 2021.

**Moved:** Paul Bay

**Second:** Roger Guay

**Status:** Passed

### **Adopt TEC Board Resolution 21-265 Establish a TEC Charitable Funds and Operating Rules**

Tanner Electric Cooperative Board (TEC) has determined that it is in the best interests of TEC and its members to establish a TEC Charitable Fund as a separate account in its books and records for the purposes of enabling TEC to accumulate and disburse funds for energy assistance ,any charitable or educational purpose, and to otherwise meet the needs of its members.

Motion: Move to approve and adopt Resolution 21-265 with the provision that modifications may be made on page 3, specific to paragraph 2 and or 3, pending another review by General Counsel. The motion was seconded and passed by a unanimous voice vote of all Directors participating by video conference as follows:

RESOLVED, that the TEC Board Resolution 21-265 and Operating Rules be, and are hereby adopted by the Board on March 16, 2021.

**Moved:** Paul Bay

**Second:** Mike Hodge

**Status:** Passed

## **IX. ADJOURN BOARD MEETING**

Following no further business, the Board President adjourned the February Tec Board of Directors meeting at 4:06 p.m. The next Board of Directors meeting is scheduled for April 20<sup>th</sup> at 1:00 p.m.