

MINUTES

TEC Board of Directors Meeting
December 16, 2025, 3:05 P.M. – 5:02 P.M.
TEC Administration Building
45715 SE 140th Street, North Bend, WA

A meeting of the Board of Directors of Tanner Electric Cooperative was held on December 16, 2025, at the TEC Administration Building in North Bend, Washington.

In Person: Malcolm Lybeck, Steve Nicholes, Dutch Siedentopf, Steven Walter, Nick Himebauch, Kevin Burns, Lisa Peabody

Virtual: Roger Guay, Kristina Michael, Carol Paschal, John Saatela, David Cook, Steve Duppenthaler,

1. CALL TO ORDER

Board President Malcolm Lybeck called the TEC Board of Directors meeting to order at 3:05 p.m. on December 16, 2025.

A. Roll Call - Malcolm Lybeck

Roll Call was taken, and all Directors were in attendance.

B. Establish a Quorum - Malcolm Lybeck

A Quorum was established.

C. Approval of the TEC Board Meeting Agenda - Action Item

No changes were made to the agenda.

Motion: Dutch Siedentopf moved to approve the TEC meeting agenda for December 16, 2025, as presented. Roger Guay seconded the motion, and it passed unanimously by a voice vote of all Directors in attendance.

D. Board President's Remarks - Malcolm Lybeck

- 1) Kristina Michael completed her Credentialed Cooperative Director (CCD) training and received her certificate from NRECA

- 2) It was announced that, following the November Board meeting, David McGoldrick resigned from the TEC Board, and there is an open Director position for Anderson Island.

2. CONSENT AGENDA – Action Item

- November '25 Arrears
- November '25 Checks & ACH
- November '25 New Construction/New Memberships
- November '25 Outage Reports
- November '25 Board Meeting Minutes
- Estate Retirement Request
- Release of Easement – Anderson Island

Motion: Kristina Michael moved to receive and file the consent agenda items as presented on December 16, 2025. Dutch Siedentopf seconded the motion, and it passed unanimously by a voice vote of all Directors in attendance.

3. UNFINISHED BUSINESS

A. Board Policy Review

The Board and legal counsel, David Cook, reviewed the final drafts of Board Policy No. 105 - Job Description of Board Members and Officers, and Board Policy No.106 - Role and Responsibilities of the Board of Directors.

Motion: Steve Nicholes moved to approve TEC Board Policies 105 and 106 as modified. Kristina Michael seconded the motion, and it passed unanimously by a voice vote of all Directors in attendance.

4. REPORTS

A. Director of Finance - Kevin Burns

- November '25 Balance Sheet
- November '25 Income Statement
- November '25 Sales by Class
- Residential EV Charger Households

Motion: Dutch Siedentopf moved to receive and file the November 2025 financial reports as presented. Carol Paschal seconded the motion, and it passed unanimously by a voice vote of all Directors in attendance.

B. CEO - Steven Walter

- Storm Outage Updates
- Hiring Challenges for Lineman
- Bonneville contract signing meeting attended in Seattle
- Member Communications & Social Media

C. Director of Operations - Nick Himebauch

Mr. Himebauch provided a written Operations Report to the Board, which was attached to the meeting agenda. During the meeting, he discussed the new SCADA update and the progress on the Middle Fork substation project.

D. Committee Reports

1) Finance & Audit - John Saatela

Nothing new to report currently.

2) New Technology and Conservation - Roger Guay

Nothing new to report currently.

3) Personnel - Malcolm Lybeck

The Board plans to appoint a new Director for Anderson Island to finish out the remainder of Mr. McGoldrick's term.

4) Youth Development -Dutch Siedentopf

The chair of the committee discussed the future of TEC's participation in the NRECA Youth Tour due to a lack of students' interest and applications for the last few years. The current application deadline is January 3, 2026.

Motion: Dutch Siedentopf moved to continue supporting and offering the 2026 NRECA Youth Tour as a scholarship opportunity for high school students. Kristina Michaels seconded the motion, and it passed by a vote of 5 in favor – 2 opposed.

5. OTHER REPORTS

A. Area Director Reports

Each Director was allowed to report any concerns in their respective service areas to the Board and TEC staff. Comments that required action were noted, and operations will follow up on them.

This year will be TEC's 90th annual meeting. The Board supported forming a committee consisting of one board member from each service area and several staff members to begin working on selecting a date and putting together a proposed budget for approval.

B. General Counsel's Report – David Cook

Mr. Cook reported that he is currently working on becoming a member of the Washington State Bar Association.

6. NEW BUSINESS

A. 457 B Plan Amendment

The TEC Executive Deferred Compensation 457(b) Plan (the Plan) must be amended to comply with changes made to the Internal Revenue Code by the SECURE Act and SECURE 2.0 Act, and this amendment is required for purposes of compliance with the recently modified and required minimum distribution rules.

B. Adopt TEC Resolution 25-298

Motion: Kristina Michael moved to adopt the TEC Resolution authorizing the Adoption of the SECURE ACT and SECURE 2.0 ACT Amendment for the Executive Compensation 457(b) Plan for TEC. Steve Duppenenthaler seconded the motion, and it passed unanimously by a voice vote of all Directors in attendance.

7. ADJOURN MEETING

Having no further business, Board President, Malcom Lybeck, adjourned the TEC December 2025 Board meeting at 5:02 p.m.