

**Minutes of the  
 Energy Northwest  
 Regular Board of Directors Meeting  
 Holiday Inn Express – Vineyard Room  
 4525 Convention Place  
 Pasco, Wash.  
 April 22, 2015**

President Terry Brewer called the regular meeting of the Energy Northwest Board of Directors to order at 10 a.m. in the Vineyard Room of the Holiday Inn Express, Pasco, Wash. There was a quorum present. An environmental analysis of the April 22, 2015, regular Board of Directors meeting agenda had been prepared which reflected that all items on the agenda were exempt from further procedural compliance with the State Environmental Policy Act.

**Roll Call**

PUD No. 1 of Asotin County	Judy Ridge	Present
PUD No. 1 of Benton County	Lori Sanders	Present
PUD No. 1 of Ferry County	Chris Kroupa (alt.)	Present
PUD No. 2 of Chelan County	Carnan Bergen	Present
PUD No. 1 of Clallam County	Will Purser	Present
PUD No. 1 of Clark County	Jim Malinowski	Present
PUD No. 1 of Cowlitz County	Ned Piper	Present
PUD No. 1 of Franklin County	Bill Gordon	Absent
PUD No. 2 of Grant County	Terry Brewer	Present
PUD No. 1 of Grays Harbor County	Arie Callaghan	Present
PUD No. 1 of Jefferson County	Barney Burke	Present
PUD No. 1 of Kittitas County	Shan Rowbotham	Present
PUD No. 1 of Klickitat County	Dan Gunkel	Absent
PUD No. 1 of Lewis County	Chuck TenPas	Present
PUD No. 1 of Mason County	Jack Janda	Present
PUD No. 3 of Mason County	Linda Gott	Present
PUD No. 1 of Okanogan County	Steve Houston	Present
PUD No. 2 of Pacific County	Diana Thompson	Present
PUD No. 1 of Pend Orielle County	Curt Knapp	Present
PUD No. 1 of Skamania County	Liz Green	Present
PUD No. 1 of Snohomish County	Kathy Vaughn	Present
PUD No. 1 of Wahkiakum County	Bob Jungers	Absent
City of Centralia	M.L. Norton	Present
City of Port Angeles	Phil Lusk	Absent
City of Richland	Robert Hammond	Present
Seattle City Light	Mike Jones	Present
Tacoma Public Power	Bill Gaines	Absent

**Others Present:** Executive Board members – Marc Daudon, Sid Morrison, Skip Orser and Dave Remington; Participants Review Board member – Stu Nelson, Franklin PUD; Bonneville Power Administration – Cherie Sonoda; Public Power Council – Kevin O’Meara; Reese Government Relations – Shirley Reese; and PSAV – Blaine Johnson.

**Staff Present:** Mark Reddemann; Brent Ridge; Grover Hettel; Bob Dutton; Jim Gaston; Mike Paoli; Dave Briggs; John Ivan; Carla Martinez; and Angela Smith.

## **Regular Board of Directors Meeting**

Assistant Secretary Arie Callaghan confirmed there was a quorum present.

Mr. Curt Knapp led the group in the Pledge of Allegiance.

### **Comments from Members of the Public**

Hearing no comments from members of the public, the next item on the agenda was addressed.

### **Approval of Minutes**

The following meeting minutes were presented for approval:

- Regular Board of Directors Meeting – Jan. 28, 2015
- Special Joint Board of Directors / Executive Board Meeting – Jan. 28, 2015

Ms. Judy Ridge moved to approve the meeting minutes of the Regular Board of Directors meeting on Jan. 28, 2015. Mr. Jack Janda seconded. Hearing no comments, MOTION CARRIED.

Ms. Linda Gott moved to approve the meeting minutes of the Special Joint Board of Directors / Executive Board Meeting on Jan. 28, 2015. Ms. Diana Thompson seconded. Hearing no comments, MOTION CARRIED.

### **Other Business**

President Brewer read a letter from former BOD member Ann Congdon, Chelan Public Utility District, thanking the board for BOD Resolution 1355 passed at the January BOD meeting.

### **Board of Directors Rules Amendment: Outside Director Selection Appendix A**

President Brewer turned the meeting over to Ad Hoc Committee Chair Steve Houston to provide a report for the committee's actions regarding the Board of Directors Rules – Appendix A regarding outside director appointment.

Ad Hoc Committee Chair Houston requested board members review the proposed change of section 8 to read:

8. At the meeting of the Board of Directors, the President shall nominate the applicant(s) including the recommendation selected by the committee. There will be no nominations taken from the floor. Discussion will be allowed prior to the vote. Votes cast verbally followed by a hand vote if necessary. The nominee with the most votes will be offered the position.

Ad Hoc Committee Chair Houston also proposed an additional change to section 7 to read:

7. The committee shall select a recommendation from the top scoring applicants plus the incumbent, and forward the relevant information to the full board.

Ms. Kathy Vaughn moved to approve the amended changes to Board of Directors Rules – Appendix A. Ms. Lori Sanders seconded. Hearing no comments, MOTION CARRIED.

Mr. Jack Janda moved to approve Board of Directors' Resolution No. 1360 – A Resolution amending the rules of the Board of Directors of Energy Northwest. Assistant Secretary Arie Callaghan seconded.

President Brewer opened the floor for additional comments. Hearing none, President Brewer called for the question. BOARD OF DIRECTORS' RESOLUTION NO. 1360 UNANIMOUSLY ADOPTED.

**Energy Services & Development – Strategy & Member Construct**

Mr. Mark Reddemann, Chief Executive Officer and Mr. Jim Gaston, general manager, Energy Services and Development presented the Energy Services & Development strategy and member construct. Key points included: why consider a change; what was done to assess the potential; joint action agency benchmark findings and recommendations; JAA programs and services; EN's vision of member construct; where the new programs and services could come from; how the transition will be made; focusing on the future; and next steps.

**Upcoming meeting**

President Brewer reminded the board that the July Board of Directors meeting will be held on July 22 at the Holiday Inn Express in Pasco, Wash.

**Commitment Review/Provide Majority-based Direction**

No new commitments were added.

Hearing no further discussion, President Brewer adjourned the regular Board of Directors Meeting at 11 a.m.

Respectfully submitted by,

Angela Smith  
Board Relations