

**Minutes of the Energy Northwest
Executive Board Compensation Subcommittee Meeting
Hampton Inn - Boardroom
486 Bradley Blvd.
Richland, Wash.
And
Multi-Purpose Facility – Glenn C. Walkley Room
3000 George Washington Way
Richland, Wash.
June 21 – 22, 2016**

The meeting of the Compensation Subcommittee of the Energy Northwest Executive Board was called to order on June 21, 2016 at 3 p.m. by the Compensation Subcommittee Chair Dave Remington at the Hampton Inn – Boardroom in Richland, Wash.

Subcommittee Members Present:

Dave Remington, Chair
Skip Orser
Tim Sheldon
Will Purser
Sid Morrison (ex-officio)

Others Present:

Both days: Executive Board Members – Marc Daudon (via teleconference – on Tuesday), Jack Janda and Lori Sanders; Participants Review Board Member – Karl Denison.

Wednesday only: Executive Board Member – Jim Moss; Board of Directors Members – Terry Brewer, Steve Houston and Jim Malinowski; Pillsbury Winthrop Shaw Pittman – Jeff Merrifield, Daryl Shapiro and Tim Walsh.

Staff Present:

Tuesday only: Mark Reddemann; Brad Sawatzke; Brent Ridge; Bob Dutton; Jim Gaston; Juliet Fitzgerald; Angela Smith; and Cindy Way.

Compensation Subcommittee

The Compensation Subcommittee discussed the current process of discussing the at-risk compensation and long-term incentives.

Fiscal Year 2017 At-Risk Compensation and Long-term Incentive Plans

The subcommittee discussed the proposed Fiscal Year 2017 At-Risk Compensation and Long-term Incentive criteria for Columbia Generating Station, Energy Services & Development and Corporate.

Approval of Minutes

The following meeting minutes were presented for approval:

- Compensation Subcommittee Meeting – April 26, 2016

Mr. Skip Orser moved that the minutes be approved. Mr. Will Purser seconded. MOTION CARRIED.

Hearing no further discussion, the Compensation Subcommittee meeting recessed at 6:22 p.m.

The Compensation Subcommittee reconvened on Wednesday, June 22 at 4:30 p.m. at the Multi-Purpose Facility in Richland, Wash.

Executive Session

Executive Board Chair Morrison called a one hour executive session beginning at 4:30 p.m. in accordance with RCW 42.30.110 (1) (f):

To receive and evaluate complaints or charges brought against a public officer or employee.

The executive session was extended by 30 minutes at 5:30 p.m.

The meeting reconvened as an open public meeting at 6 p.m.

Hearing no further discussion, Subcommittee Chair Dave Remington adjourned the meeting at 6 p.m.

Respectfully submitted,

Angela Smith
Board Relations