

**Minutes of the
Special Compensation Subcommittee Meeting
of the Executive Board
Hilton Seattle Airport and Conference Center
Boardroom
17620 International Blvd.
Seattle, Wash.
Sept. 26, 2016**

Subcommittee Members:

Marc Daudon, Subcommittee chair
Skip Orser
Will Purser
Sid Morrison, ex-officio
Dave Remington

Others Present: Executive Board members – Jack Janda, Lori Sanders and Kathy Vaughn;
Board of Directors member – Terry Brewer.

Staff Present: Mark Reddemann and Angela Smith.

Energy Northwest Executive Board Chair Sid Morrison called the Special Executive Board Meeting to order at 11:02 a.m. and turned the meeting over to Mr. Marc Daudon. Mr. Daudon called the Compensation Subcommittee meeting to order at 11:02 a.m.

Approval of Minutes

The following meeting minutes were presented for approval:

- Compensation Subcommittee Meeting – Aug. 24, 2016

Mr. Will Purser moved that the minutes be approved. Mr. Jack Janda seconded. MOTION CARRIED.

Compensation Subcommittee Business

The Compensation Subcommittee reviewed the committee's charter specific to Section 3; and agreed to no changes.

The Compensation Subcommittee discussed the Fiscal Year 2017 at-risk compensation and long-term incentive program.

Mr. Daudon adjourned the meeting at 1 p.m.

Respectfully submitted by,

Angela Smith
Board Relations