

**TANNER ELECTRIC COOPERATIVE  
BOARD OF DIRECTORS**

**Regular Meeting  
January 18, 2022**

**MINUTES**

The Tanner Electric Cooperative (TEC) Board of Directors met online in Regular Session at 3:00 p.m. on Tuesday January 18, 2022. Staff attended the meeting online from the boardroom at the TEC administration building in North Bend, Washington.

**I. CALL TO ORDER**

Board President, Mike Hodge, called the meeting to order at 3:02 p.m.

**II. ROLL CALL & PLEDGE OF ALLEGIANCE**

Roll call was taken, and the following Directors were present or participated by video conference:

President Mike Hodge  
Vice President Roger Guay  
Treasurer Paul Bay  
Secretary Susan Serrette-Egan  
Steve Nicholes  
John Saatela  
David McGoldrick  
Carol Paschal  
Dutch Siedentopf  
Joel Merkel, General Counsel

**Staff Present:**

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

**Absent:** None

**Quorum:** A quorum was established

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

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

RESOLVED, that the January 2022 TEC Board meeting agenda be, and is hereby approved.

**Moved:** Paul Bay                      **Second:** Dutch Siedentopf                      **Status:** Passed

### **IV. UNFINISHED BUSINESS**

#### **Receive the Consent Agenda (Action Item)**

Motion: To receive the consent agenda items for the January 2022 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 consent agenda set forth in an attachment to the meeting agenda that was distributed to all the Board members be and is hereby received as presented.

**Moved:** Dutch Siedentopf                      **Second:** Paul Bay                      **Status:** Passed

#### **Approval of the Board Meeting Minutes (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 from December 14, 2021, as amended. 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 December 2021 TEC Board of Director's meeting minutes be, and are hereby approved as modified.

**Moved:** Steve Nicholes                      **Second:** Dutch Siedentopf                      **Status:** Passed

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

Motion: Move to approve the December Board meeting minutes as amended for the *Ruralite* magazine. 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 December 2021 minutes for the *Ruralite* be, and are hereby approved.

**Moved:** Dutch Siedentopf

**Second:** Paul Bay

**Status:** Passed

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

#### **TEC Funds Disbursement List**

The Board reviewed the Checks, ACH and Wire Transactions for December 2021.

#### **Monthly P & L**

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

Motion: To receive and file the Financial Reports for December 2021 as presented to the Board. 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 December 2021 Financial reports as presented be, and are hereby received by the Board without any adjustments.

**Moved:** Steve Nicholes

**Second:** Paul Bay

**Status:** Passed

### **VI. REPORTS**

#### **CEO Report – Mr. Steven Walter**

Mr. Walter presented a verbal report to the Board and discussed various legislative updates, the current AR balances, and the tentative dates for the 2022 TEC Annual meetings.

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

Mr. Himebauch submitted a written operations report that was distributed to the Board as an attachment to the meeting agenda. During the meeting, he discussed the 2022 work plan for Anderson Island and the revised cost sheet for new single-phase services.

## **Finance & Audit Committee – Paul Bay, Chairperson**

Mr. Bay reported that the committee met virtually with the auditors to discuss their service agreement and 2021 TEC Financial audit schedule. The committee will meet again in February before the monthly Board meeting.

Action Item: Motion: To accept and approve the proposed audit engagement agreement with Bolinger, Segars, Gilbert and Moss, LLP (BSGM), certified public accountants, as recommended by the Finance Chair and committee. 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 audit services agreement for the year 2021 with BSGM, is hereby approved by the TEC Board on January 18, 2022.

**Moved:** Carol Paschal                      **Second:** Susan Serrette-Egan                      **Status:** Passed

## **Personnel Committee –Mike Hodge, Chairperson**

Nothing to report.

## **Policy & Bylaws – Dutch Siedentopf, Chairperson**

Nothing to report currently but he will be following up with the CEO on how other utilities manage their policy development and approval process.

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

Nothing to report.

## **Operations and Facilities – Steven Walter, Chairperson**

Nothing to report.

## **Union Affairs – Steven Walter, Chairperson**

Nothing to report.

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

Nothing to report.

## **VII. OTHER REPORTS**

### **King County Right of Way Report- Joel Merkel**

The lawsuit challenging the King County ROW "rental fee" was dismissed in December. The Court did not reject the various utility claims or decide them on the merits. It merely reasoned that until negotiations between the utilities and the County are attempted and fail, the utilities have not actually been "harmed" and litigation is premature. This means that we have entered a new phase of this dispute with the County in which Tanner and the other utilities will need to enter into negotiations with the County on the various disputed issues.

## **VIII. NEW BUSINESS**

### **2022 Voting Delegates for Trade Organizations (Action Item)**

Motion: To designate CEO, Steven Walter, as the primary voting delegate, and the Director of Finance, Kevin Burns, as the alternate voting delegate for the following named trade organizations:

- National Rural Electric Cooperative Associations (NRECA)
- National Information Solutions Cooperative (NISC)
- National Rural Telecommunications Cooperative (NRTC)
- National Rural Utilities Cooperative Finance (CFC)
- Northwest Requirements Utilities (NRU)
- Federated Rural Electric Exchange
- Touchstone Energy Cooperative

And, to designate the CEO, Steven Walter, as the primary voting delegate and Operations Manager, Nick Himebauch, as the alternate voting delegate for the following trade organizations:

- Washington Rural Electric Cooperative Association (WRECA)
- Northwest Public Power Association (NWPPA)
- Cooperative Response Center (CRC)

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 2022 voting delegates be, and are hereby approved by the TEC Board of Directors on January 18, 2022.

**Moved:** Paul Bay

**Second:** Roger Guay

**Status:** Passed

## **IX. ADJOURN TEC BOARD MEETING**

Following no further business, the Board President adjourned the January 2022 Board of Directors meeting at 4:43 p.m.

The next Board of Directors meeting will be February 15, 2022, at 3:00 p.m. Directors may attend in person or virtually on Zoom. Staff will attend in person at the TEC Headquarters building in North Bend, WA.