

**REGULAR MEETING OF THE BOARD OF DIRECTORS
KAUA'I ISLAND UTILITY COOPERATIVE**

Held Via Zoom Webinar

On August 25, 2022

MINUTES

Called to order by Vice-Chair TenBruggencate at 1:01 p.m.

1. Roll Call

- 1.1. Directors present: Allan Smith (Board Chair), Jan TenBruggencate (Vice Chair), Calvin Murashige (Secretary), Peter Yukimura (Treasurer), Dee Crowell, James Mayfield, Teofilo Tacbian, Janet Kass, and David Iha; and David Bissell (CEO). A quorum of directors was present
- 1.2. Others present: Karissa Jonas (CFO), Stacie Dellamano (CFO II), Brad Rockwell (COO), Beth Tokioka (Communications Mgr.), Lisa Ubay (HR Mgr.), Corinne Cuaresma (Controller), Shelley Paik (Public Affairs Specialist), John Cox (T&D Mgr.), Chris Yuh (Finance Mgr.), Erin Tsuda (Finance Mgr.), Daurice Arruda (Accounting Mgr.), Shelsey Francisco (Financial Analyst), Allison Young (Communications & Public Relations Specialist); Laurel Loo (General Counsel), and Teresa Amoy (Executive Administrator); Members of the press (0) and Members of the public (1)

2. Approval of the Agenda

- 2.1. The Board of Directors' Agenda of August 25, 2022, was approved as circulated

3. Approval of Minutes

- 3.1. The minutes of June 28, 2022, and July 28, 2022, were approved as circulated

4. President's Report – David Bissell (CEO)

- 4.1. CEO discussed July's Safety report, KIUC's Availability and Reliability regarding outages, efficiency regarding Net Plant Heat Rate, Residential Rates and oil prices – noted that KIUC for the fourth consecutive month had the lowest utility rates; endangered species – diverter installation continues, bird strike minimization (report attached)
- 4.2. Organizational changes were announced in the Garden Island; CEO thanked outgoing CFO Karissa Jonas for her 17 years of service

5. **Financial Report – Karissa Jonas (CFO) – CFO discussed the Finance & Accounting Update:**
 - 5.1. department process improvements; implemented daily investment sweep account to earn more interest on idle funds;
 - 5.2. departmental personnel changes in the Finance and Corporate Services department; Stacie Dellamano was selected to fill the Financial Vice President and Chief Financial Officer position; she started on August 15, 2022
 - 5.3. Warehouse results of the 2022 physical inventory cycle counts
 - 5.4. July 2022 YTD Financial Scorecard discussed by CFO (attached)

6. **NRECA Hawai'i Director Report – Director David Iha update:**
 - 6.1. The passage of the Infrastructure Reduction Act provides electric co-ops direct pay incentives and renewable energy credits, which were extended
 - 6.2. 7.9 billion dollar grant and loan program available for renewable energy will be issued on a comparative basis
 - 6.3. NRECA produced a guidebook for funding opportunities under the bipartisan infrastructure law program
 - 6.4. Director Iha provided an example of the effectiveness of the NRECA in regard to broadband
 - 6.5. NRECA Region 7 & 9 meetings scheduled for September 27 – 29, 2022, Portland, OR

7. **Charitable Foundation Board – Director Teofilo Tacbian update:**
 - 7.1. The Board met on August 23rd, Director Tacbian discussed the board report (report attached)
 - 7.2. The Golf Committee met after the Board meeting in regard to the upcoming KIUC's Charitable Foundation Golf Tournament to be held on November 19, 2022

8. **Public Testimony – Teresa Amoy (Executive Administrator)**
 - 8.1. Written testimony was submitted via email by Steve Parsons noted by Vice-chair TenBruggencate

9. **New Business**
 - 9.1. Board Policy 16, Access to Cooperative Information
 - 9.1.1. Director Kass described the current policy and discussed the background of the proposed revised policy; there are three topics in the current policy, two topics were kept, and one eliminated; the first topic regarding members attending board meetings have been shortened and clarified; the second topic, allows members to request all members information (i.e., names and address) for three reasons listed in the policy, and for those three good reasons, if the requester pays, KIUC will mail out the letters for campaigns, etc. but will no longer give out member information; and the third topic goes over how to access cooperative information, which has been eliminated

with a proposed new Administrative Policy (next item on the agenda) that mandates website content regarding KIUC information

9.1.2. **MOTION** to approve revised policy 16

[Motion: Kass] [Second: Murashige]

IN FAVOR: Smith, TenBruggencate, Murashige, Yukimura
Crowell, Mayfield, Tachian, Kass, Iha Total – 9

OPPOSED: None Total – 0

EXCUSED: None Total – 0

Motion carried

9.2. Approval of a new Administrative Policy – Vice-chair TenBruggencate noted that Administrative Policies are not developed by the Board, but are reviewed and approved for Board oversight

9.2.1. **MOTION** Board recommend to staff that they approve this new administrative policy that is in front of you which would require staff to make sure they put the most important things on KIUC’s website

[Motion: Kass] [Second: Murashige]

IN FAVOR: Smith, TenBruggencate, Murashige, Yukimura
Crowell, Mayfield, Tachian, Kass, Iha Total – 9

OPPOSED: None Total – 0

EXCUSED: None Total – 0

Motion carried

9.3. Approval of Notice of Intent to file a Rate Case with the PUC – Director Yukimura discussed the Notice of Intent to file with the PUC and its deadlines

9.3.1. **MOTION** to approve the Notice of Intent to file a Rate case with the PUC

[Motion: Yukimura] [Second: Murashige]

IN FAVOR: Smith, TenBruggencate, Murashige, Yukimura
Crowell, Mayfield, Tachian, Kass, Iha Total – 9

OPPOSED: None Total – 0

EXCUSED: None Total – 0

Motion carried

10. Calendar

- 10.1. **September 5, 2022** – HOLIDAY, Labor Day (KIUC Offices Closed)
- 10.2. **September 14 - 16, 2022** – 2022 HCPO Kaua’i (Grand Hyatt Kaua’i Resort & Spa)
- 10.3. **September 19, 2022** – Board Committee Meeting (9:00am, MCR)
- 10.4. **September 23, 2022** – Regular Board Meeting (1:00pm, via Zoom)
- 10.5. **September 27 - 29, 2022** – NRECA Regional 7&9 Meetings (Portland, OR)

11. Executive Session – No Executive Session items; last month’s ES meeting minutes will be deferred to next ES meeting

12. Adjournment

12.1. Meeting adjourned at 1:34 p.m.

Calvin Murashige

[Calvin Murashige \(Sep 26, 2022 20:28 PDT\)](#)

Calvin Murashige
Board Secretary



President's Report

August 25, 2022

David Bissell, President and CEO

President's Report

David Bissell, President and CEO
August 25, 2022

Safety (July)

	Month	2022 YTD	2021 YTD
Recordable Incidents	1	2	2
Days Away/Restricted	36	172	0

Availability and Reliability:

	Month	2022 YTD	2021 YTD
Reportable Outages	1	14	23
Average Outage Hours Per Customer	0.66	1.08	1.01

Efficiency

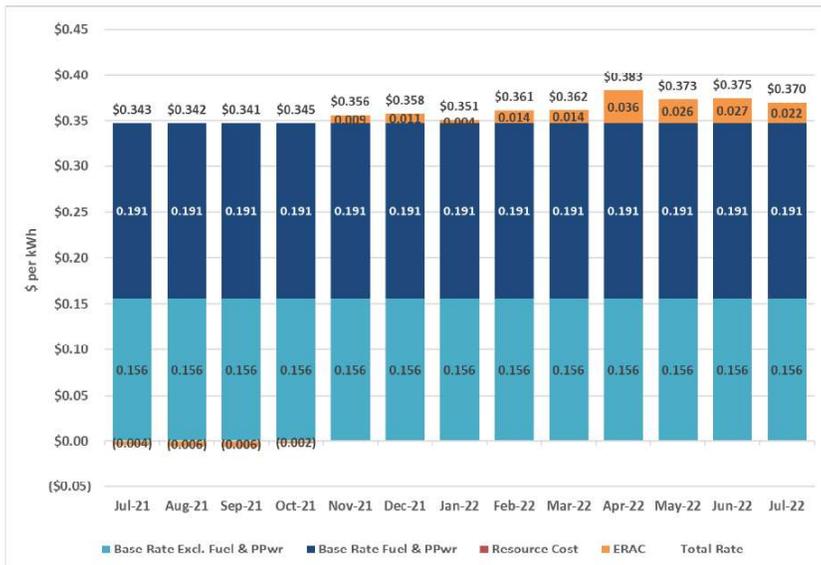
	Month	2022 YTD
Net Plant Heat Rate	9,154	9,160
Peak Demand (MW)	74.4	74.4

Residential Rates:

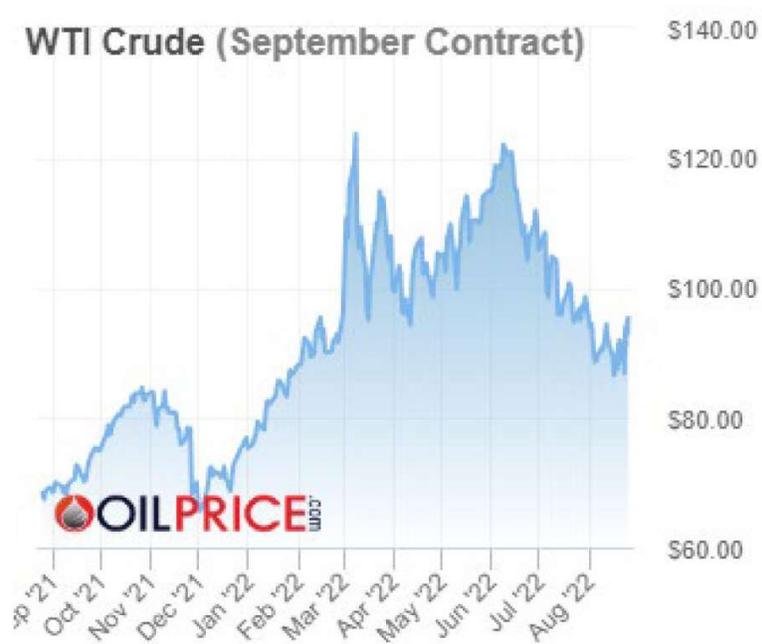
August 2022	\$0.375/kwh up \$0.005 from July
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Residential Rates



WTI Crude (September Contract)



Update Items

- Inflation Reduction Act signed by President Biden
 - Extends Investment Tax Credit eligibility timeframe
- KIUC rates remain lowest in state for fourth straight month
- West Kauai Energy Project
 - Revised draft EA submitted for publication on September 8
- Rate case preparatory work continues
- Endangered species
 - Diverter installation continues



Organizational Changes

KIUC welcomes a new CFO

THE GARDEN ISLAND

LIHUE — Stacie Dellamano was appointed to the position of chief financial officer of the Kauai Island Utility Cooperative as of Aug. 15.

Dellamano was most recently CFO and Head of Office Services for an electric cooperative in Winter Park, Colorado. She is a Certified Public Accountant (CPA) and a Certified Financial Professional for Cooperatives (CFPC), who earned her Bachelor of Business Administration in Finance from Colorado State University, Fort Collins, and her Master of Science in Accounting from Regis University, Denver.

"Stacie's familiarity with

the cooperative network and operational structure will be invaluable to her in this position," said KIUC's President and Chief Executive Officer David Bissell. "We're pleased to welcome her to the KIUC family."

Dellamano assumes the position from Karissa Jonas, who joined KIUC in 2005 and is moving to the mainland to be closer to family.

"We're thankful for Karissa's years of service and contribution to the solid financial footing we enjoy today at KIUC," Bissell said.

KIUC also announces the retirement of Member Services Manager Maile Alfiler after 32 years of service: first with Kauai Electric and

then KIUC. "Maile started as a data entry operator in 1990 and ended her KIUC career as a member of our senior staff," said Bissell. "We thank her for her decades of service and wish her well in her retirement."

As of Aug. 1, Communications Manager Beth Tokioka has taken on an expanded role in overseeing both the Member Services and Communications departments.

"We're always seeking ways to more effectively connect with our members, and Beth is the ideal person to oversee the merger of



Alfiler



Jonas



Tokioka

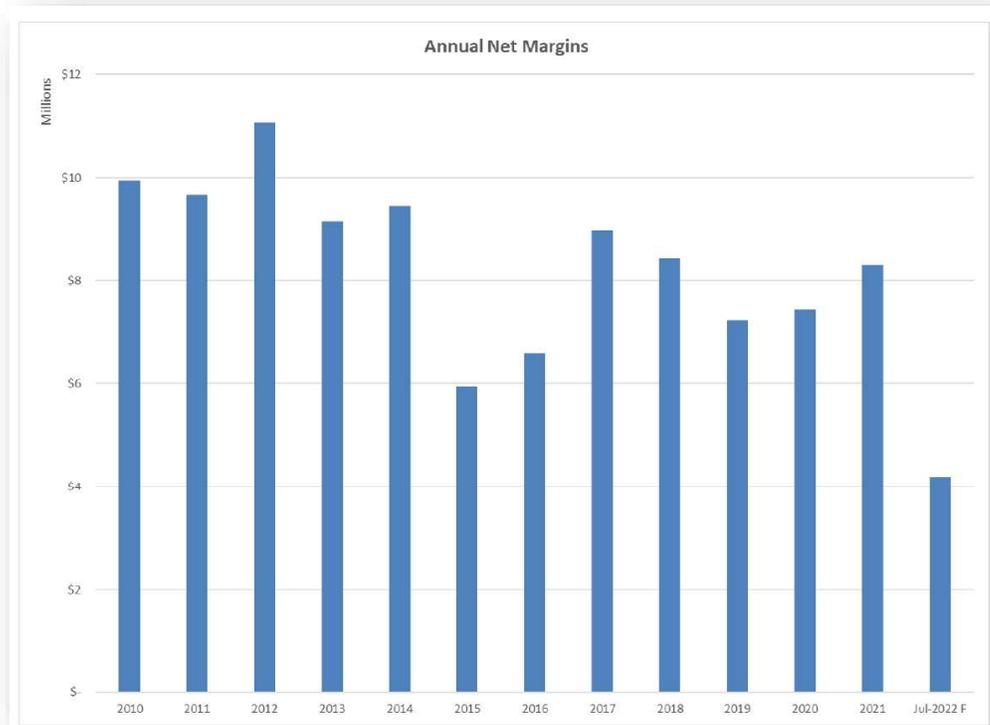
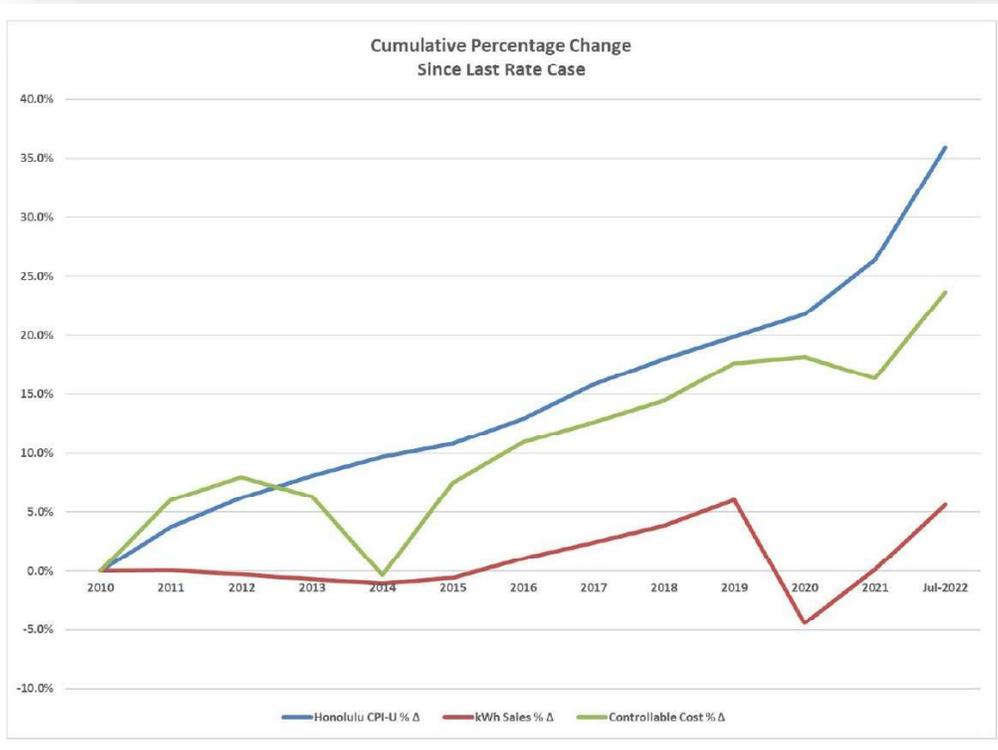
these two functions," said Bissell.

On Aug. 22, KIUC will welcome Allison Young as KIUC's new Communications and Public Relations Specialist. A resident of Princeville since 2020, Young previously worked as Public Information Officer for the Frederick County Health Department in Maryland. Among other duties, she will serve as primary media liaison for KIUC.

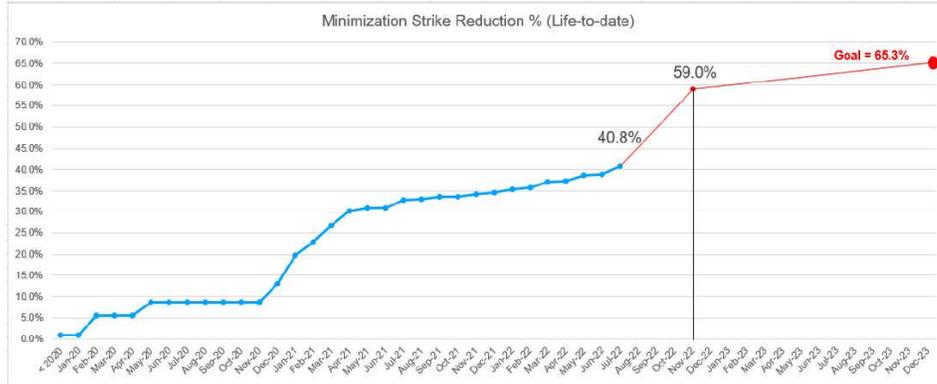
"Change is always challenging, and many companies are experiencing high levels of employee turnover," said Bissell. "We feel very fortunate to be able to attract and retain such highly qualified candidates for key positions."



Young



Bird Strike Minimization



ALOHA & Best of Luck!

KARISSA JONAS

Started 9.26.2005

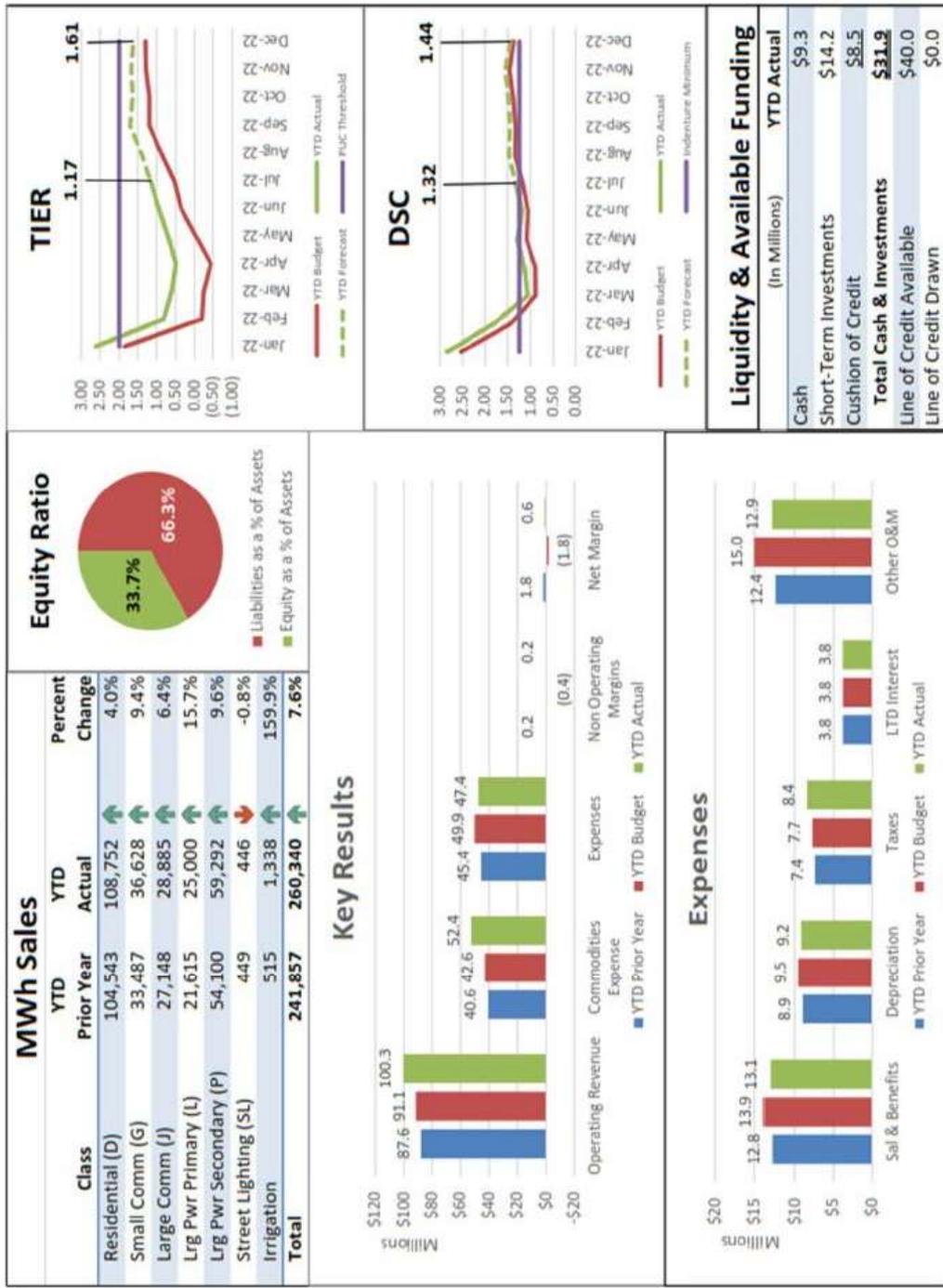


Mahalo Karissa!



Mahalo!

Financial Scorecard - YTD July 2022



Report of KIUC Charitable Foundation

To KIUC Board of Directors

8/24/22

The Charitable Foundation Board met on 8/23/22.

The following reports were received:

Treasurer paid 3 checks in July totaling \$13,000.00. \$5,000 each to KEO, CCH & \$3,000 To Kumu Cupboard. Balance is \$69,365.25.

KEO –approved 1 application for \$234.27, leaving a balance of \$5,562.29.

KIUC Makana Program reported a drop of 51 members from 328 to 277. The balance is now \$1,802.55.

Golf Committee met after the Board meeting.

T Phil Tacbian, President

KIUC BOARD POLICY NO. 16
ACCESS TO BOARD MEETINGS AND BULK MAILING LISTS

PURPOSE OF POLICY:

This policy explains which meetings of the Board are open to the public. It also provides guidance on the when KIUC will undertake a bulk mailing to its members on behalf of another member.

POLICY CONTENT:

I. Public Access to Meetings of the Board

A. Open Meetings

1. **Regular and Special Meetings of the Board.** The Board conducts its business during formal meetings that are described in the Bylaws as regular and special meetings. Both regular and special meetings of the Board are open to the public.
2. **Executive Sessions.** As described in Robert's Rules of Order, the Board may conduct part of its meetings in executive session. Executive sessions are closed to the public. KIUC limits the topics discussed during executive sessions to human resources issues related to evaluating, dismissing, or disciplining an employee; labor negotiations; legal matters; topics pertaining to the safety and security of KIUC; and matters of a proprietary or financial nature where public disclosure could affect ongoing or potential negotiations or legal or administrative proceedings.

B. Closed Meetings

1. **Board Committee Meetings.** Meetings of Board committees are closed to the public.
2. **Other Meetings of Directors.** Members of the KIUC Board attend a wide variety of meetings at which no formal KIUC business is conducted, such as field trips and educational training sessions. These meetings are not open to the public.

C. Rules Governing Open Meetings of the Board

1. **Rules of Conduct.** Open meetings of the Board shall be conducted in an orderly manner. The Board may adopt rules of conduct for meeting participants. Any person who, in the sole discretion of the Board Chair, willfully disrupts a meeting so as to prevent and compromise the conduct of the meeting, shall be removed from the meeting.
2. **Meeting Agendas.** A tentative agenda for each regular meeting of the Board shall be posted on KIUC's website at least five (5) days prior to the meeting.

KIUC BOARD POLICY NO. 16
ACCESS TO BOARD MEETINGS AND BULK MAILING LISTS

3. **Meeting Minutes.** Minutes of regular and special meetings of the Board will be posted to KIUC's website as soon after the conclusion of the meeting as is convenient, with an indication as to whether such minutes have or have not been approved by the Board.
4. **Written Testimony Encouraged.** The submission of written testimony is encouraged up to the conclusion of each Board meeting. Such testimony will be accepted with regard to any item whether or not on the agenda. All such testimony will be attached to the original of the minutes of the meeting.
5. **Photography and/or Video Reproduction Prohibited.** No photography or video recording or other pictorial reproduction of meetings, other than by KIUC staff, will be allowed without prior written approval of the Board.
6. **Oral Testimony.** One opportunity to present oral testimony will be given to persons desiring to give oral public testimony at a Board meeting. Such individuals shall register by adding their name to the public testimony sign-in sheet. Oral testimony by anyone not so registered will not be allowed. No more than a total of sixty (60) minutes of oral testimony in the aggregate will be allowed for such testimony at any single Board meeting. Oral testimony by registered members of the public up to the maximum time allowed each such individual will be taken immediately following the committee reports agenda item for the meeting, in the order of registration. Testimony may be on any topic or topics relevant to KIUC, shall be limited to three (3) minutes in length, and shall be civil, and devoid of personal attacks, all as determined by the Board Chair. No individual will be allowed to testify more than once at any Board meeting. The Chair shall set the maximum time for individuals to testify subject to suspension of this rule by the Board.

II. Requests for Bulk Mailings to Members

To protect the privacy of KIUC members, KIUC will not provide a list of its members and their addresses to anyone. KIUC will, however, mail materials to all or a subset of its members, when it is requested to do so by a member, for one of the following three purposes: (1) to send election materials on behalf of a validly nominated candidate for election to the Board, (2) to notify members of a member petition, and (3) to contact members concerning a request to call a special meeting of the members. The member who requests this service from KIUC must pay the cost for mailing these materials, which includes the cost for the materials plus \$70 per hour for the labor associated with this effort.

Section:	COMMUNICATIONS		
Administrative Policy No.	CM-22-001	Effective Date:	
		Last Revised Date:	
		Last Review Date:	
		Next Review Date:	
Title:	POLICY ON WEBSITE CONTENT		

PURPOSE OF POLICY:

The purpose of this policy is to set forth guidelines on the minimum content on KIUC's website as a commitment to transparency.

POLICY CONTENT:

KIUC's website should contain all of the public data that members are likely to wish to see. At a minimum, this shall include:

1. Contact information for KIUC (including street address, phone number, and email address)
2. Names of officers and members of the board of directors
3. Tariffs
4. Bylaws
5. Board policies
6. Financial information for the last three years
 - A. Audited financial statements
 - B. Annual reports to the members
 - C. IRS Form 990
7. Annual report filed with Hawaii's Department of Commerce and Consumer Affairs
8. Minutes of meetings: the last three years of minutes of Board meetings and member meetings
9. Notices of future meeting dates for public board and member meetings

Approved:

Beth Tokioka
Member Services & Communications
Manager

Date:

Approved:

David J. Bissell
President & Chief Executive Officer

Date:

Board
Oversight:

Calvin Murashige
Secretary, Board of Directors

Date: