



The power of human connections

**Kaua'i Island Utility Cooperative
Board of Directors Meeting
1:00 p.m., January 30, 2018
KIUC Main Conference Room
4463 Pahe'e Street, Līhu'e, Kaua'i, Hawai'i 96766**

AGENDA

1. Roll Call
2. Invocation – James Mayfield
3. Approval of Agenda
4. Approval of Minutes
 - 12-12-2017 Regular Meeting
 - 12-12-2017 Executive Session
5. Chairman's Report – Allan Smith, Board Chair
6. President's Report – David Bissell, CEO
7. Financial Report – Karissa Jonas, Financial VP & CFO
8. NRECA Hawaii Director Report (David Iha)
9. Committee Reports
 - Executive Committee (Committee Chair, Jan TenBruggencate)
 - Finance & Audit (Committee Chair, Peter Yukimura)
 - Government Relations/Legislative Affairs (Committee Chair, Phil Tacbian)
 - International (Committee Chair, David Iha)
 - Member Relations (Committee Chair, Pat Gegen)
 - Nominating (Committee Chair, Jim Mayfield)
 - Policy (Committee Chair, Dee Crowell)
 - Strategic Planning (Committee Chair, James Mayfield)
10. Charitable Foundation Board
11. Public Testimony
12. Unfinished Business

13. New Business

- Authorization for CEO Bissell to serve as a Director on the Technical Advisory Council to the Puerto Rico Electric Power Authority (PREPA) **(Executive, Action Item)**
- Regulatory Outside Services Budget Amendment **(F&A, Action Item)**
- T&D Overhead Line Maintenance Budget Amendment **(F&A, Action Item)**
- Board Policy No. 5, Conflicts of Interest and Conduct of Interested Persons **(Policy, Action Item)**
- Board Policy No. 19, Anti Retaliation and Whistleblowing **(Policy, Action Item)**

14. Calendar

- **February 16, 2018** – Board Committee Meetings (9:00am, MCR)
- **February 19, 2018** – HOLIDAY, KIUC Offices Closed
- **February 20, 2018** – Regular Board Meeting (1:00pm., KIUC Main Conf Rm)
- **February 22, 2018** – AES Lawai Project Dedication
- **February 25-28, 2018** – 2018 NRECA Annual Meeting (Nashville, TN)

15. Executive Session - Pursuant to Board Policy No. 16 the Board may, when deemed necessary, hold an executive session closed to the public on matters limited to those specified in Policy No. 16.

- Legal consultation with regard to ongoing litigation.
- Matters which could affect ongoing or potential negotiations in legal or administrative proceedings
- Hiring, evaluating, dismissing or disciplining an officer or employee.

In addition other matters may come before the Board within the parameters of Board Policy No. 16 which need to be discussed in Executive Session. The items to be discussed in today's Executive Session are: (1) legal consultation on all current litigations, (2) consideration of a memorandum of collaboration agreement, (3) performance evaluations of General Counsel and the CEO, (4) Hydro Consultants Contract, and (5) Consideration of approval for costs related to blue hole environmental assessment costs and diversion modifications.

16. Adjournment – Adjournment scheduled for 3:30 p.m. or before if all business has been concluded by that time. If not, at that time, the Directors may decide by majority vote to adjourn the meeting to a date and time to be determined in order to conclude the business.