SPECIAL MEETING OF THE BOARD OF DIRECTORS
KAUAʻI ISLAND UTILITY COOPERATIVE

Held at KIUC Main Conference Room and Video Conference Call
On October 2, 2025

MINUTES

Meeting called to order by Chair Smith at 9:00 a.m.

1. **Roll Call**
   1.1. **Directors present:** Directors Allan Smith (Chair), Jan TenBruggencate (Vice-Chair), Calvin Murashige (Secretary), Peter Yukimura (Treasurer) via Zoom, Edmund Acoba, David Iha via Zoom, James Mayfield, Teofilo Tacbian, Michael Yamane; and David Bissell (CEO)

   1.2. **Others present**: Michael Scarbo (General Counsel), Erin Tsuda (CFO), Brad Rockwell (COO), Cameron Kruse (Engineering & Technology Mgr.), and Teresa Amoy (Executive Administrator). Members of the press (0) and Member of the public (0)

   1.3. **Absent/Excused**: None

2. **Approval of the Agenda**
   2.1. The Board of Directors' Special Meeting agenda of October 2, 2025, was amended to include discussion on Transmission Costs.

3. **Executive Session –** At 9:00 a.m. the Board recessed the meeting to enter Executive Session closed to the public on matters limited to those specified in Section II. A. 2. of Board Policy No. 16. The items to be discussed in the Executive Session are matters of a proprietary or financial nature, public disclosure of which could affect on-going or potential negotiations, or legal or administrative proceedings and human resource issues related to the hiring, evaluating, dismissing, or disciplining an officer or employee and a matter requiring legal consultation on issues pertaining to the powers, duties, privileges, immunities, and liabilities of the Board of Directors.
   3.1. The open session of the Regular meeting was reconvened at 10:33 a.m.
   3.2. Director TenBruggencate moved to ratify the decisions made in executive session. Director Murashige seconded the motion. All members present in person voted to approve the motion. Director Yukimura also voted in favor. Director Iha's vote could not be confirmed due to technical challenges.
      - 1st renewable project – Motion to support staff recommendation.
      - 2nd renewable project – Motion to delay a vote on the project to allow staff to gather more information to present to the board.

Chair Allan Smith reminded the board that an election for a new NRECA Director to replace David Iha would take place on October 30, 2025, and that per the rules, no remote voting or votes by proxy would be allowed – only in-person voting by those members present.

4. **Adjournment**
   4.1. The meeting was adjourned at 10:37 a.m.

Calvin Murashige
Calvin Murashige (Oct 30, 2025 16:20:19 HST)

Calvin Murashige
Board Secretary