



The power of human connections

**Kaua'i Island Utility Cooperative
Board of Directors Meeting
1:30 p.m., February 23, 2010
KIUC Main Conference Room
4463 Pahe`e Street
Līhu`e, Kaua`i, Hawai`i 96766**

AGENDA

1. Roll Call
2. Invocation – Chairman Tacbian
3. Approval of Agenda
4. Public Testimony (as required)
5. Approval of Minutes
 - 01-07-10 Special Meeting
 - 01-07-10 Executive Session
 - 01-26-10 Regular Meeting
 - 01-26-10 Executive Session
6. Chairman's Report – Teofilo "Phil" Tacbian
7. President's Report – President & CEO, Randall J. Hee
8. Financial Report – CFO David Bissell
9. Committee Reports
 - Executive (Committee Chair, Peter Yukimura)
 - Finance & Audit (Committee Chair, David Iha)
 - Government Relations/Legislative Affairs (Committee Chair, Allan Smith)
 - International (Committee Chair, Peter Yukimura)
 - Member Relations (Committee Chair, Allan Smith)
 - Policy (Committee Chair, Carol Bain)
 - Strategic Planning (Committee Chair, Peter Yukimura)
 - Nominating (Committee Chair, Steve Rapozo)
10. NRECA State Director Report – Chairman Emeritus, Dennis Esaki

11. Charitable Foundation - Board Update (Foundation Board President, Allan Smith)

11. Unfinished Business

- DOJ-WMR Consent Decree (**Executive Session**)
- Green Energy Team PPA (**Executive Session**)

12. New Business

- Administrative Policy 400-06-001, Code of Ethics Oversight Review (**Policy Action Item**)
- Administrative Policy 600-07-004, Bereavement Leave Oversight Review (**Policy Action Item**)
- Administrative Policy 600-09-001, Employee Electric Discount Policy Committee Recommendation (**Policy Action Item**)
- Approval of over-limit Attorney Invoice (**F&A Action Item**)

13. Calendar

February 24, 2010 – KIUC Charitable Foundation Board Meeting

March 10, 2010 – Policy Committee Meeting

March 16, 2010 – Executive Committee Meeting

March 18, 2010 – Strategic Planning Committee Meeting

March 20-24, 2010 – NRECA Director's Conference

March 26, 2010 – F&A Committee Meeting

March 27, 2010 – KIUC Director Elections

March 30, 2009 – 2010 Annual Meeting of the Board of Directors (12:00 p.m.)

March 30, 2010 – Regular Board Meeting (11:30 a.m.)

14. 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. The reasons for holding the Executive Session at this meeting are:

- Legal consultation with regard to ongoing litigation (DOJ-WMR Consent Decree)
- Matters of a proprietary or financial nature, public disclosure of which could affect ongoing or potential negotiations. (Green Energy Team PPA)

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. If so the reasons for such shall be publicly announced.

15. Adjournment – Adjournment scheduled for 6:30 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.