

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

Held at 4463 Pahe`e Street
Lihu'e, Kaua'i, Hawai'i
On March 20, 2018

MINUTES

Chairman Smith called the meeting to order at 11:00 a.m.

1. Roll Call

- 1.1. **Directors present:** Allan Smith (Chair), David Iha, James Mayfield, Calvin Murashige, Allan Smith, Jan TenBruggencate (Vice Chair), Teofilo "Phil" Tacbian (by phone), and Peter Yukimura; and Lisa Ubay (Acting CEO/Human Resources and Safety Manager)
- 1.2. **Others present:** Director elect Janet Kass, Karissa Jonas (CFO and Financial VP); Laurel Loo (General Counsel); Various KIUC Management and staff; Pua Chin (Executive Administrator); Members of the press (0) and Members of the public (1)
- 1.3. **Excused:** CEO David Bissell

2. **Approval of Agenda.** The agenda was approved as circulated.

3. **Public Testimony.** None.

4. **Swearing in of new Directors.** At 11:03 a.m. Judge and General Counsel Laurel Loo administered the oath of office to the newly elected directors David Iha, Janet Kass and Teofilo Tacbian (by phone). *[Administrative Note: A copy of Director Tacbian's written oath of office is attached to the original of these minutes.]*

5. **Executive Session.** None.

6. Organizational Items.

Election of Officers:

- o Nominations for officers were presented as a slate: Director Smith for Chair, Director TenBruggencate for Vice Chair, Director Murashige as Secretary, and Director Yukimura as Treasurer. Director TenBruggencate made a motion to accept the slate of officers as presented. The duly seconded nomination carried unanimously.

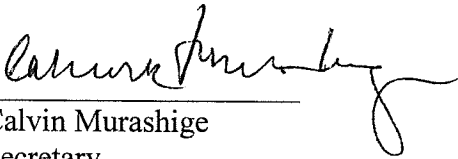
Committee Appointments:

- o The following Committee Chair and member appointments were approved as follows:
 - Executive
 - ◇ Chair – Jan TenBruggencate
 - ◇ Members – Calvin Murashige, Allan Smith, and Peter Yukimura

- Finance & Audit (F&A):
 - ◊ Chair – Peter Yukimura
 - ◊ Members – Janet Kass and Jim Mayfield
 - Government Relations & Legislative Affairs (GRLA):
 - ◊ Chair – Phil Tacbian
 - ◊ Members – Dee Crowell and David Iha
 - International:
 - ◊ Chair – David Iha
 - ◊ Members – Phil Tacbian and Peter Yukimura
 - Member Relations:
 - ◊ Chair – Calvin Murashige
 - ◊ Members – Janet Kass and Jan TenBruggencate
 - Policy:
 - ◊ Chair – Dee Crowell
 - ◊ Members – James Mayfield, Cal Murashige, and General Counsel Laurel Loo
 - Strategic Planning
 - ◊ Chair – Jim Mayfield
 - ◊ Members – Dee Crowell and Janet Kass
- A motion to approve the slate of committee appointments as noted above carried unanimously. [Motion: Mayfield/TenBruggencate]
 - Upon a question by Director Yukimura regarding the appointment of an Assistant Treasurer, Chair Smith noted this would be done at another meeting in the future.

7. **Adjournment.** Whereupon, there being no further business the meeting was adjourned at 11:11 a.m. by unanimous consent

Respectfully submitted,



 Calvin Murashige
 Secretary

Swearing In Ceremony – March 20, 2018

I, Teofilo Phil Tacbian, do solemnly swear to up hold the Constitution and Laws of the United States of America, The Constitution and Laws of the State of Hawaii, The Charter and Ordinances of the County of Kauai and the By Laws and Policies of Kauai Island Utility Cooperative and will discharge my duties as a Director of Kauai Island Utility Cooperative to the best of my ability, so help me God.



Teofilo Phil Tacbian