



Special Board of Directors Meeting

November 7, 2014

Meeting Minutes

A noticed open Special Board of Directors Meeting was held at the ColumbiaGrid offices, 8338 NE Alderwood Road, Portland, Oregon 97220, and via teleconference, on November 7, 2014.

Attendees:

Board of Directors: Kris Mikkelsen (Chair), Jim Miller and Ed Sienkiewicz

Officers: Patrick Damiano (President/CEO) and Dan Dettmer (Treasurer/Corporate Secretary)

Members: Kenny Dillon (Avista Corp.); Edison Elizeh (BPA); Shirley Eshbach (Tacoma Power); Josh Jacobs (Puget Sound Energy); John Martinsen (Snohomish PUD); Mike McClenahan (Grant PUD); Hugh Owen (Chelan PUD); John Phillips (Puget Sound Energy); Tuan Tran (Seattle City Light)

Interested Persons, ColumbiaGrid staff, and other Participants:
Travis Allen (MATL); Katy Roberts (ColumbiaGrid)

Proceedings:

Kris Mikkelsen called the meeting to order at 10:15 am, the purpose of which was for the Board to deliberate on the First Amended and Restated Order 1000 Functional Agreement ("Agreement"), and to take action to authorize ColumbiaGrid, through its President/CEO, to execute the Agreement.

Dan Dettmer explained that the provision of notice was timely given in conjunction with the Special Member Meeting Notice, stating that the meeting notice had been posted and provided to Interested Persons on October 27, in compliance with the section 6.5.1 of the Bylaws. No concerns or objections were raised as to sufficiency of notice.

Ms. Mikkelsen confirmed that all Board members were present and that all additional attendees were the same as were in attendance for the just concluded Special Member Meeting. She stated that the meeting Agenda had been posted to the ColumbiaGrid website and asked for any concerns or changes to the Agenda. No concerns or changes were raised.

Mr. Dettmer recapped the preceding Special Member Meeting announcing that the Members voted their unanimous approval for ColumbiaGrid to enter into the First Amended and Restated Order 1000 Functional Agreement.

Patrick Damiano described the proposed Board Resolution being brought before the ColumbiaGrid Board of Directors, reiterating that the purpose of the Special Board of Directors meeting is to deliberate on the First Amended and Restated Order 1000 Agreement, and to take action to authorize ColumbiaGrid, through its President/CEO, to execute the Agreement. The Agreement was necessary in order to facilitate the jurisdictional transmission providers' (those being Avista, PSE, and MATL) need to comply with FERC's September 18 orders pertaining to earlier intra-regional Order 1000 compliance filings of the jurisdictional transmission providers. If authorized to enter into the Agreement, the Agreement will become effective on November 16, and Planning under the Agreement will begin in January 2015.

Ms. Mikkelsen presented the Board Resolution; Jim Miller motioned, which was seconded by Ed Sienkiewicz, that the Board authorize ColumbiaGrid to execute and enter into the First Amended and Restated Order 1000 Functional Agreement, and authorize the President/CEO of ColumbiaGrid to execute the agreement on behalf of ColumbiaGrid. The resolution was unanimously approved by the three Directors, via a verbal vote. Ms. Mikkelsen thanked the ColumbiaGrid Staff and Members for their hard work in drafting the Agreement. Mr. Damiano also thanked the Members, PEFA parties, the Agreement drafting team, and Morgan Lewis for their collaboration, cooperation, and contributions in completing the Agreement well within the 60-day compliance window.

Adjournment: The Special Board Meeting was adjourned at 10:23 a.m.