



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners Brown, Mital, Helgeson, Manning and Simpson
FROM: Roger Gray, General Manager
DATE: November 18, 2014
SUBJECT: Proposed Revision to EWEB Bylaws and Board Policies
OBJECTIVE: Information Only; Request Board Action January 6, 2015

Issue

Periodically, EWEB management reviews Bylaws and Board Policies to ensure these documents meet the needs of both EWEB and its customers.

Background

On June 3, 2014, EWEB General Manager Roger Gray recommended the review of a subset of EWEB Bylaws and Board Policies for potential changes.

[Areas of Bylaws and Board Policies for consideration of changes](#)

EWEB staff conducted a review of the following policies with the support of Commissioner Helgeson and Commissioner Simpson.

- Bylaws Article II, section 1
- Board Policies BL-1, BL-2, BL-3, BL-6, GP-4, GP-7, SD-3, SD-5, SD14, SD-17 and SD-18.

Recommendation

EWEB management recommends approval of the revised Board Bylaws and Board Policies attached herein on the January 6, 2015 consent calendar.

Requested Board Action

Information only at this time.

Proposed revisions will be included on the January 6, 2015 consent calendar for board action.

Current Bylaws and Board Policies available at:

<http://www.eweb.org/bylaws>

http://eweb.org/public/documents/board_policies.pdf

Eugene Water & Electric Board Bylaws

ARTICLE I

Section 1.

The name of this organization is the Eugene Water & Electric Board.

Section 2.

Authority for the powers and functions vested in the Eugene Water & Electric Board is established by Chapter 10, Section 44, of the [Charter of the City of Eugene](#), (1976), as amended.

Section 3.

The Eugene Water & Electric Board is defined as a political subdivision of the City of Eugene, a municipal corporation.

ARTICLE II

Section 1.

The principal purpose of the Eugene Water & Electric Board is to benefit the citizens of Eugene by providing water, electric and other physical energy services to its customers with maintaining cost based rates in accordance to ORS Chapter 225.~~a goal of maintaining the lowest possible rate consistent with long range rate stability, prudent business practices and sound environmental management.~~

ARTICLE III

Section 1.

The Eugene Water & Electric Board shall comply with all applicable federal, state, and local laws and regulations relating to its activities.

ARTICLE IV

Section 1.

The Board is composed of five electors of the city who shall serve without pay.

Section 2.

Section 2.962 of Eugene City Ordinance 18106 provides that, "In 1978, and every fourth year thereafter, two members shall be elected to the Eugene Water & Electric Board, one from Wards 4 and 5 and one from the city at large. In 1980, and every fourth year thereafter, three members shall be elected to the Board, one from Wards 1 and 8, one from Wards 2 and 3, and one from Wards 6 and 7."

ARTICLE V

Section 1.

The officers of the Board shall be president and vice president. The president and vice president will be elected annually. The Board shall appoint a general manager-secretary and fix his/her compensation and conditions of employment. The general manager-secretary shall designate an assistant secretary, treasurer and assistant treasurer.

Section 2.

Consultants to the Board shall be approved by the Board upon recommendation by the general manager-secretary as provided by policy adopted by the Board.

ARTICLE VI

Section 1.

The function of the president is to preside over all meetings of the Board. The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert's Rules of Order. The president's role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members of the Board. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

Section 2.

The function of the vice president is to perform the duties and responsibilities of the president in his/her absence or as agreed upon by the Board.

Section 3.

The general manager-secretary shall report to the Board as a whole and is responsible for implementing policies and directions established by the Board. The general manager-secretary acts as chief executive officer of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, organize and, as the general manager-secretary deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The general manager-secretary shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The general manager-secretary may lawfully delegate any or all of the responsibilities within his/her authority.

ARTICLE VII

Section 1.

The organizational meeting of the Board will be held at the first regular meeting of each calendar year. The primary purpose of the organizational meeting is the election of Board officers and other routine annual business.

Section 2.

The Oregon form of government requires an informed public aware of the deliberations and decisions of public bodies and the information upon which such decisions were made. It is the intent that Board decisions be approved openly. Except as otherwise provided by law: all meetings of the Board shall be open to the public and all persons shall be permitted to attend, no quorum of the Board shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS 192.610-.690).

Section 3.

Commissioners shall not use or attempt to use their official position or office to obtain financial gain or avoidance of financial detriment. Commissioners shall follow requirements of state law as to announcing conflicts of interest or potential conflicts of interest and requirements for refraining from discussion, debate, or voting in matters where an actual conflict exists. Commissioners shall abide by state laws on gifts, pledges or promises of employment, personal gain through use of confidential information and prohibitions on representation of others before the Board. The Board may from time to time utilize Board policies or guidelines on conflicts of interest and other ethical standards. (ORS 244.010-.390).

Section 4.

A commissioner shall not qualify for employment at EWEB while serving on the Board and for twelve months after serving on the Board.

ARTICLE VIII

Section 1.

A quorum shall consist of three members of the Board.

Section 2.

In order to pass a resolution, motion, or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required.

ARTICLE IX

Section 1.

Should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such vacancy. The appointment shall be made within 90 days. (Eugene Charter 24)

Section 2.

Attendance at all meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. The Board shall have power to declare vacant the office of a member who shall absent himself/herself from three consecutive regular meetings without an excuse satisfactory to the Board (Eugene Code 2.205).

ARTICLE X

Section 1.

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday in which case the meeting may be on the next business day or on another Tuesday in that month. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

ARTICLE XI

Section 1.

All regular and special meetings of the Board shall be held whenever possible within the utility service district. (ORS 192.630(4))

ARTICLE XII

Section 1.

These Bylaws may be amended or altered by a majority vote of the Board. The proposed amendment or alteration shall be submitted to all other members of the Board in writing at least ten days before the meeting at which they are to be considered. For fourteen (14) days prior to the proposed adoption of any amendment or alteration, a copy of the amendment or alteration shall be available at the EWEB Headquarters for public inspection during regular office hours. Notification of the proposed amendment or alteration, the time and place of the meeting at which the proposal is to be adopted, and notice of its availability for public inspection shall be published once in a newspaper of general circulation in the city of Eugene at least fourteen (14) days before the meeting at which the amendment or alteration is to be adopted, or shall be published or disseminated by such alternate method as will provide reasonable notice to the public of such proposal. At the meeting, reasonable opportunity for public comment will be afforded.

Section 2.

The Bylaws will be reviewed during the first three months following the swearing-in of elected commissioners.

Adopted: 01/12/79

Amended: 09/12/83; 03/25/91;

04/12/93; 06/09/97; 06/02/98; 05/17/05; 07/19/11; 06/04/13, 01/06/15.

Policy Number: BL1
Policy Type: Board-Staff Linkage
Policy Title: Global Board-General Manager Linkage
Effective Date: ~~May 17, 2005~~ New Date January 6, 2015

Except as provided in Section 2 below, The Board's sole official connection to EWEB's staff will be through the General Manager.

1. Consistent with the Board Bylaws, the General Manager shall report to the Board as a whole and is responsible for implementing policies and directions established by the Board. The General Manager acts as chief executive officer of the operation of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, organize and, as the General Manager deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The General Manager shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The General Manager may lawfully delegate any or all of the responsibilities within his/her authority.
2. The Board may officially work directly with the following EWEB staff without going through or without consultation with the General Manager for the purposes stated below. In the event, the EWEB staff listed below determine that it is necessary to bypass the General Manager, they will initiate the first point of contact with the Board President who shall then determine the proper and necessary next steps, if any. As provided in Section 1 above, the General Manager shall have authority to terminate or remove employees or organize; however, in order to prevent a perception of possible retaliation, the General Manager shall obtain Board approval in advance for any action related to the positions listed in this Section 2.
 - a. Manager of Human Resources (or successor position/title) for any of the following activities:
 - i. Annual performance review of the General Manager
 - ii. Any matter related to discipline or termination of the General Manager
 - iii. Any matter that the Manager of Human Resources reasonably believes is necessary to bring to the attention of the Board and appropriately bypasses the General Manager
 - b. Manager of Financial Services (CFO) (or successor position/title for any of the following activities:
 - i. The annual audit if the Manager of Financial Services reasonably believes that the General Manager is not taking appropriate steps to manage EWEB's financial matters.
 - ii. Any material financial matter where the Manager of Financial Services reasonably believes that the actions or decisions of the General Manager are inconsistent with EWEB's long-term financial interests.
 - c. ~~Internal Auditor (if established) (or successor position or title)~~ Enterprise Risk and Internal Controls Manager for any of the following activities:

i. Any material matter where the ~~Internal Auditor~~Enterprise Risk and Internal Controls Manager reasonably believes that the actions or decisions of the General Manager are inconsistent with EWEB's long-term interests.

Source: John Carver/EWEB Bylaws, Board Approved 05/17/2005 Revised ~~New Date~~01/06/15.

Policy Number: BL2
Policy Type: Board-Staff Linkage
Policy Title: Unity of Control
Effective Date: ~~October 3, 2006~~ New Date January 6, 2015

Only decisions of the Board acting as a body are binding on the General Manager.

Accordingly,

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the General Manager shall respond or support the request if it is reasonable and directly relates to EWEB's business and Board-approved policies and direction. However, the General Manager may refuse such requests that require, in the General Manager's opinion, a material amount of staff time or funds; are disruptive, unethical, or illegal; are in direct opposition to Board Policy or direction, or assume a level of responsibility beyond that created by statute or charter.

Source: John Carver, Compensation Committee, Board Approved 10/03/2006, -Revised new Date 01/06/15.

Policy Number: BL3
Policy Type: Board-Staff Linkage
Policy Title: Accountability of the General Manager
Effective Date: ~~October 3, 2006~~ New Date January 6, 2015

Except as provided in BL1-Section 2 and below, The General Manager is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is the authority and accountability of the General Manager.

Accordingly and except as provided in BL1-Section 2,

1. Neither the Board, nor individual Commissioners will give instructions to persons who report directly or indirectly to the General Manager without the General Manager's permission.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager. The General Manager may, however, request developmental feedback for his/her direct reports from Commissioners as part of their performance reviews and developmental plans.
- ~~2.3.~~ In the event that the Board approves an action or direction under the circumstance contemplated in BL1-Section 2 that the General Manager expressly disagrees with, the General Manager shall not be accountable for those matters. The Board shall hold the person(s) making such recommendations accountable in the situation where authority/accountability have become sub-divided.

Source: John Carver, Compensation Committee, Board Approved 10/03/2006, ~~Revised~~ New Date 01/06/15.

Policy Number: BL4
Policy Type: Board-Staff Linkage
Policy Title: Delegation to the General Manager
Effective Date: ~~October 3, 2006~~ New Date January 6, 2015

The Board will instruct the General Manager through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the General Manager.

Accordingly,

1. The Board shall identify and define those results or conditions that are acceptable and not acceptable to the Board and communicate them in the form of policy, [approval of Strategic Plans, Long-Term Financial Plans, Capital Improvement Plans, annual budget and goals](#).
2. The General Manager is authorized to establish all further practices and procedures, make all decisions, take all actions, and develop all activities.
3. The General Manager must bring to the Board's attention circumstances that affect the policies and goals established by the Board or materially impact the Board and may request the Board to take appropriate actions.
4. The General Manager may lawfully delegate any or all of the responsibilities within his/her authority.

Source: EWEB By-laws/Patrick Lanning, Compensation Committee, Board Approved
10/03/2006, ~~Revised 01/06/15.~~ Revised New Date

Policy Number: BL-5
Policy Type: Board Staff Linkage
Policy Title: Evaluating the General Manager's Performance
Effective Date: ~~September 18, 2007~~ New Date January 6, 2015

The General Manager's job performance shall be evaluated by comparing the organization's operating results and the General Manager's individual performance to the policies, direction and goals established by the Board.

Accordingly:

1. The Board has responsibility for establishing its priorities for the coming year and providing that direction to the General Manager. The General Manager shall draft new goals that contain relative success measures. Draft goals are for ~~the New Year~~ each year and represent the General Manager's reasonable interpretation of achieving the priorities defined by the Board.
2. The Board will use performance metrics adopted each year to determine the degree to which Board policies, direction and goals are being met.
3. The Board shall evaluate the General Manager's performance on an annual basis.
4. The General Manager's interim performance shall be monitored at a frequency and by a method chosen by the Board. Unless otherwise established by Board direction, the General Manager shall report quarterly results and annual results within a reasonable close of each calendar quarter and year.

Source: Compensation Committee and Jean Meyers, Human Resources Manager. Developed: 9/20/06, Revised: 3/20/07 Board approved: ~~09/18/07~~, Revised 01/06/15. ~~Revised new date.~~

Policy Number: BL6
Policy Type: Board-Staff Linkage
Policy Title: Board-Staff Working Relationship
Effective Date: ~~May 17, 2005~~ New Date January 6, 2015

Except as provided in BL1-Section 2, The Board's direct link to the organization is through the General Manager. Nonetheless, the Board ~~has frequent~~ may have occasional contact and interaction with various staff members. The following policy governs the Board's working relationship with staff other than the General Manager.

1. Staff's role with the Board is to consult, problem solve, and provide information and support.
2. Commissioners may consult directly with staff or make direct requests for information. All such requests shall include the General Manager and Executive Assistant to the General Manager and Board. Commissioners may also channel requests through the General Manager or ask the General Manager for a referral to the appropriate staff member.
 - a. Staff is responsible for informing the General Manager of significant information requests from Commissioners. Staff is further responsible for informing the General Manager if a specific request becomes overly time consuming, or if cumulative requests from an individual Commissioner become overly time consuming.
 - b. If the Board, or an individual Commissioner, makes a request of staff that staff knows or believes will be overly time consuming, the General Manager is empowered to notify the Board or Commissioner and to review the priority of the request. The Executive Assistant and General Manager will track all requests and manage responses. Information that is of benefit to all Commissioners shall be shared and distributed to all Commissioners as a normal protocol.
3. Commissioners and staff will treat each other with courtesy, civility and respect despite differences of opinion. When communicating with or presenting information to the Board or individual Commissioners, staff is expected to remain objective and professional, despite differences of opinion.
4. The President of the Board is the appropriate conduit for concerns raised by Commissioners regarding the Board/staff working relationship. The General Manager is the appropriate conduit for concerns raised by staff regarding the Board/staff working relationship. The President of the Board and the General Manager are collectively charged with resolution of these concerns raised by Commissioners or employees.
5. New Commissioners are to be briefed on these procedures before taking their oath of office.

| Source: Board Approved 07/06/2004, Updated 05/17/~~2005~~ Revised Date05, Revised 01/06/15.

Policy Number: GP4
Policy Type: Governance Process
Policy Title: Agenda Planning
Effective Date: ~~January 6, 2015~~ ~~March 1, 2011~~

BACKGROUND:

The Board will follow an ~~annual~~ agenda that periodically:

1. Focuses on policy review and
2. Continually improves Board performance through Board education and enriched input and deliberation.

Accordingly, the following additional assumptions and procedures apply regarding agenda planning and Board background material preparation:

Assumptions:

- The Board owns its agendas.
- Board agendas will emphasize policy development, goal status and the future direction of the utility.
- The Board President and Vice President sets the agendas with the General Manager (GM).
- The GM has the authority to schedule agenda items ~~items which relate to the Board's charter role or responsibility, or which provide critical, interim information on important work.~~
- Board priorities take precedence over individual Commissioner Priorities.

AGENDA FORMATION:

- **Regularly scheduled Board items** established by charter, by-laws or Board policy, i.e. budget development, budget amendments, rate setting. Can be both Board and staff driven.
- **Informational or review items** initiated by the Board, i.e. policy discussion, revision or review. **Note:** With the exception of the President and the GM, it Ttakes a majority of Board members to place an item on the agenda.
- **Informational, policy updates or review items**, i.e. annual customer survey results, interim reports that are staff driven.
- **Consent calendar.** A group ~~of~~ routine items that have either been discussed previously or don't need discussion before a vote of the Board. Board members can elect to remove an item for discussion by notifying the Board Chair ahead of time.
- **Contract awards.** Contract awards or increases over \$1M must be an agenda item on the regular Board meeting agenda. Contract awards for \$1M or less can be placed on consent calendar.
- **Backgrounders.** Content based documents prepared by staff that supports an agenda item in order to inform and educate Board. Backgrounders are often in response to:
 - Board requests.
 - Agenda items initiated by staff.

- Agenda items that require interim or status reports.
- Unusual items appearing on the consent calendar, i.e. large contract awards or budget amendments.

AGENDA FORMAT:

Generally, the agenda for Regular EWEB Board Meetings will include the following:

- Agenda Check
- Items from Commissioners
- Public Input
- Board Action Items
- General Business Items
- Board Agenda Calendar
- Board Wrap Up

Commissioners reserve the right to add or delete items as needed, or change the order of the agenda as necessary. Public input and public hearings will occur near the published time.

- ~~**Work Session.** The work session is designed for the Board to gather, discuss, review and inform on issues, policy and discussion that may eventually become action items at the regular Board meeting. As a result the Board doesn't take action during work sessions.~~
- ~~**Regular Board Meeting.** The business meeting of the Board whereby the Board takes action~~ action is taken on various agenda items

- **ORGANIZATIONAL MEETING:**

During the first meeting of each calendar year an election of Board officers and other routine annual business will be performed.

AGENDA MANAGEMENT:

- The President, ~~Vice~~ President and and the GM will meet prior to each Board meeting to develop and prioritize agenda items.
 - ~~Staff~~ The -Executive Assistant to the GM/Board will maintain a list containing potential future background and agenda items.
- Agenda management will be broken out as a regularly occurring agenda item.
 - The time will be used to gauge the Board's interest in topics raised by Commissioners or staff and to discuss the trade-offs involved in using Board time for that issue.
- Board Agenda Reports. An agenda report is kept and provided with each Board Agenda and tracks the status of outstanding and future agenda items. The report is made up of the following components:
 - Outstanding ~~items for staff prepared~~ backgrounders that may result in Board action.
 - Items that may be added to future Board agendas.
 - Annual agenda calendar and agenda items if known.
- Public notice. All Board agendas, including all backgrounders, correspondence, and other supportive documentation for regular meetings, special meetings, and work sessions shall be made available to the Board in hardcopy or other suitable form; and all

non-confidential supportive documentation will be made available to the public via EWEB's website four full business days in advance of the meeting unless mitigating circumstances prevail. If an emergency meeting is necessary, notice shall be given to the Board and the public at least 24 hours prior to the meeting unless emergency circumstances prevail.

Source: Board Approved 10/20/03, Revised 02/13/2004, Revised 04/19/2005; Revised
| 12/15/2009 (Resolution 0931); Revised 3/1/2011 (Resolution 1112); ~~Revised 01/06/15.-~~

Policy Number: GP7
Policy Type: Governance Process
Policy Title: Board Parliamentary Procedures
Effective Date: January 6, 2015 July 19, 2011

The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert's Rules of Order. The following policies and procedures shall apply:

President's Role:

The president presides over all meetings of the Board. The President's role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

Vice President's Role:

The Vice President's role is to perform the duties and responsibilities of the president in his/her absence or as agreed upon by the Board.

General Manager-Secretary Role:

The General Manager – Secretary reports to the Board as a whole and is responsible for implementing policies and directions established by the Board.

Meeting Start Times:

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday in which case the meeting may be on the next business day or on another Tuesday in that month. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

~~The organizational meeting of the Board will be held at the first regular meeting of each calendar year. The primary purpose of this meeting is the election of Board officers and other routine annual business. The regular meeting of the Board will be held at 7:30 p.m. on the first Tuesday of each month, unless that Tuesday is a holiday in which case the meeting will be on the next business day. If an additional meeting is required, it will be held at 7:30 p.m. on the third Tuesday of the month. The Board President and General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement. Work sessions may be rescheduled prior to regular meeting by mutual agreement of the Board President and General Manager-Secretary.~~

Public Meetings:

Except as otherwise provided by law; all meetings of the Board shall be open to the public and all persons shall be permitted to attend. No quorum of the Board shall meet in private for the purposes of deciding or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS – 192.610.690). All regular and special meetings of the Board shall be held whenever possible within the utility service district.

Quorum:

A quorum shall consist of three members of the Board. In order to pass a resolution, motion or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required.

Vacancy on the Board:

Should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such-a vacancy. The appointment shall be made within 90 days.

Board Attendance:

Attendance at all meeting of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. The Board shall have the power to declare vacant the office of a member who shall absent himself/herself from three consecutive regular meetings without an excuse satisfactory to the Board.

Record of Board Meetings:

With the exception of Executive Sessions, all regular and special meetings of the Board, [audio recordings of the meetings will be made and retained for at least 12 years including work sessions, will be recorded on audiotapes and/or a written record will be prepared, in the form of minutes. The minutes will be a high-level summary \(not a full transcript\) of-ton include: members of the governing body present; motions, proposals, resolutions, results of all votes and substance of any discussion undertaken by Board members, management and other presenters including consultants and members of the public who address the Board. ~~remarks made and discussion undertaken by Board members, staff and other presenters including consultants, and members of the public who address the Board.~~](#)

Written minutes shall be reviewed and adopted by an affirmative vote of the Board, consistent with the Bylaws, and made available to the public.

Minute Corrections and Additions:

Corrections – Individual Board members may make suggested corrections to the minutes of prior meetings if the proposed meeting minutes are factually incorrect in recording discussion or statements made at the meeting. If there is disagreement as to the accuracy of the requested correction, a verbatim transcription of that portion of the audio-~~tape(s)~~ recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested correction is accurate, the minutes will be corrected without use of a verbatim transcription.

If the minutes accurately reflect what was said, regardless of the accuracy of the statement itself, the minutes will not be corrected. In this instance, a Commissioner may ask that a clarifying statement be entered into the minutes of the current meeting.

Additions - A Commissioner may request that a point of discussion or statement made during the meeting covered by the minutes be entered into the minute's record. If there is disagreement as to the accuracy of the requested statement or fact, a verbatim transcription of that portion of the audio ~~tape(s)~~ recording will be requested and used to determine the appropriateness of the request. If a majority of the Board agrees that the requested inclusion is accurate, the minutes will be edited and the additional information included without use of a verbatim transcription.

Use of Resolutions for Board Actions:

Formal resolutions will be required when the Board takes actions of the following types:

- 1) Rate increases or decreases;
- 2) Approval of contracts for purchased power with a term of one year or more;
- 3) Adoption of an Integrated Electric Resource Plan or update;
- 4) Adoption of the Water Supply Plan or update;
- 5) Adoption of a Water Master Plan or update;
- 6) Adoption of Board Policies;
- 7) Approval of the annual budget;
- 8) Issuance of bonds or other debt instruments.
- 9) Committees created and adopted by Board.
- 10) Outside appointments adopted by the Board.
- 11) Liaison appointments adopted by the Board.
- 12) Advisory assignments adopted by the Board.

All other actions can be taken in accordance with the Bylaws using a simple motion and affirmative vote.

Source: Bylaws, Board Discussion, Board Approved 11/01/05; Revised 12/15/09 (Resolution 0932); Revised as per bylaws 7/19/11 (Resolution 1122); Revised 01/06/15.

Policy Number: SD3
Policy Type: Strategic Direction
Policy Title: Customer Service Policy
Effective Date: ~~January 6, 2015~~ May 17, 2005

The full body of policy and procedure regarding provision of service to customers is contained in EWEB's Customer Services Policies and Procedures. The Board periodically reviews this document, (available at www.eweb.org, ~~and at EWEB's administrative offices~~), and approves all substantive changes. The following information is provided in summary.

It shall be the policy of EWEB that the utility needs of the consumer will be reliably met ~~without discrimination and~~ in accordance with sound business principles; that rates will be uniform to all consumers within various service classifications; and that pricing for utility services and products will be cost based, in accordance with all applicable federal, state and local laws and regulations. ~~on providing the lowest reasonable rates to all consumers without special rate categories for selected social or economic classes of consumers.~~

Further, it shall be the policy of EWEB to consider the aesthetic and environmental effects of its activities in conjunction with full utilization of its resources while providing utility services to its customers.

Policies, maintenance, repair and installation procedures are founded on standards of safety, economy and efficiency. Some are a requirement for service, others are optional and others are recommended.

It is the intent of EWEB that the Customer Services Policies and Procedures will provide instructional information to the customer; many segments of the electrical, plumbing and building industries, and EWEB staff for the purpose of achieving the common goal of efficient and safe utility service.

Source: Customer Services Policies and Procedures Manual, available at www.eweb.org, Board Approved 05/17/2005. Revised 01/06/15.

Policy Number: SD5
Policy Type: Strategic Direction
Policy Title: Public Plaza Policy
Effective Date: ~~January 6, 2015~~~~April 19, 2005~~~~August xx, 2014~~

The River ~~edge~~Edge Public Plaza is a public place for the enjoyment of all. It cannot be reserved and must remain open to the public ~~24 hours until 11 p.m. each~~ a day, except for closures related to public safety. Any use by organized groups must not infringe upon public access.

For purposes of this policy, an "event" refers to a gathering of 2050(?) or more people for a common purpose.

Conditions of Use

- The River Edge Public Plaza is available for community events ~~to community organizations; public bodies and any recognized nonprofit, non-discriminatory organization with open membership, excluding for profit commercial use.~~
- Event organizers are required to give EWEB Security notice XX5 business days prior notice to EWEB Security to the event.
- EWEB parking spaces are not available for use by event participants between 6:00 a.m. and 6:00 p.m., Monday through Friday, unless the event falls on a recognized holiday.
- EWEB does not provide furniture or audiovisual equipment of any kind.
- Activities that pose a threat to public safety or damage the plaza are prohibited.
- Firearms or fireworks of any kind are not permitted. Discharging of firearms, possession of weapons of any kind and/or use of fireworks is prohibited.
- Motorized vehicles are not permitted in the plaza, unless otherwise authorized.
- Consumption of any alcoholic beverages or illegal substances is not permitted.
- ~~Noise disturbance interfering with the working environment of the EWEB headquarters building or which otherwise annoys or disturbs a reasonable person of normal sensitivities is prohibited.~~
- Battery or vehicle operated noise producing devices that disturb other park users is prohibited, as are other noise disturbances interfering with the working environment of EWEB headquarters
- Engaging in any activity or conduct which is disruptive or interferes with the enjoyment of the plaza by others is prohibited.

- The event organizers will be expected to clean up the site after use. If required, event organizers should arrange for garbage cans, ~~and~~ trash removal and portable toilets.
- The event organizers shall ensure compliance with ~~local~~ applicable permitting and/or ~~h~~Health and ~~s~~Safety ~~r~~Regulations.

Source: Board Approved 11/27/1989, Revised April, 2004, Ratified 04/19/2005, Revised 01/06/15.

Policy Number: SD14
Policy Type: Strategic Direction
Policy Title: Real Property Policies
Effective Date: ~~July 5, 2005~~ January 6, 2015

The following property policies shall govern the acquisition, management, and disposal of EWEB property and property rights.

1. Property Acquisition – To ensure that facilities are available for the production and distribution of useable energy water and steam products, EWEB will consider the purchase of fee property. The decision to purchase fee property rather than lesser rights such as easements shall be based on the extent of control necessary to adequately protect the utility system.
2. Property Management – EWEB’s property shall be managed to comply with City, County, State and Federal ordinances, statutes, laws and EWEB’s Charter, Mission and Statement of Legacy.
3. Property Disposal – The Board may declare any real property surplus. The decision to declare a parcel surplus will be based on current and future utility needs land use and environmental considerations. The Board may direct staff to dispose of any properties declared surplus. Any properties disposed shall be disposed in accordance with applicable ordinances, statutes, laws and other Board policies.
4. Easement Acquisition – Easements will be obtained for all EWEB facilities located on private property, exclusive of electric service lines for the property owner’s sole use.
5. Easement Management – EWEB will provide customers with easement information when requested. EWEB may provide limited landscape maintenance within an easement only under certain circumstances.
6. Permits – EWEB will obtain permits for temporary uses on private property and on City of Eugene property where easements are not available.
7. Leases – EWEB staff, with ~~Division Director approval~~ Leadership Team Manager approval, may lease property for utility purposes when purchase of the property is not possible or in the best interest of EWEB.

Source: Property Program Policies & Procedures, Approved 10/93, Revised 07/05/2005, Revised 01/06/15.

Policy Number: SD17
Policy Type: Strategic Direction
Policy Title: NERC Regulatory Reliability Standards Compliance Reporting
Effective Date: January 6, 2015 April 15, 2008

The Board recognizes the importance of and its responsibility in, maintaining the reliability and effectiveness of the utilities within its charge.

Ownership of, interconnection with, and operating of, the of the-Bulk Electric System (BES), Potable Water System(s), as well as Power Generation Facilities, and the various utility systems and services put in place to support them for its customers require compliance with multiple Federal, State, local laws and regulations relating to its activities. for its customers. Because EWEB generation, transmission and distribution facilities are interconnected and integrated with the Western United States regional electric grid, the Board bears certain responsibilities for maintaining the integrity of the EWEB system such that reliability of the western interconnection is maintained. These responsibilities are regulated by the Federal Energy Regulatory Commission (FERC) as specified in certain electric reliability standards promulgated by the North American Electric Reliability Corporation (NERC).

Accordingly,

1. The board authorizes, delegates and directs the General Manager to conform EWEB operations to the applicable NERC-regulatory standards, including the documentation and auditing thereof, and;
2. The General Manager will periodically report on the status of compliance with the applicable NERC-standardsregulations to the Board.-

Source: Ahlsten & Origliosso, Board Approved 04/15/08, Resolution No. 0822, Revised 01/06/15.

Policy Number: SD18
Policy Type: Strategic Direction
Policy Title: Steam Utility Transition Policy
~~Retired~~Effective Date: ~~September 18, 2008~~January 6, 2015

EWEB closed its Steam Utility plant on June 30, 2012. As such, Board Policy SD18, Steam Utility Transition Policy has been retired as of xx, xx, 2014.

~~The purpose of this policy to provide guidance and immediate direction for the decommissioning of the Eugene Water & Electric Board Steam Utility. The recent increase in the cost of natural gas is being compounded by EWEB's largest steam customer's imminent reduction of their load, which will shift a greater portion of system operating costs to an eroding customer base. This situation is expected to push steam rates above what could be considered competitive in comparison with other fuel alternatives. In addition, EWEB's aging steam distribution system will need significant capital investments under any future operating scenario, which would put further upward pressure on rates. With the steam utility being an electric utility asset, the electric utility provides the funding for capital improvements and any operating losses. To that end, the Steam Utility Transition Plan follows a concentrated effort since 1990 to hold costs down for the 109 customers EWEB served at that time through aggressive cost reduction and plant efficiency improvements. The customer base has now eroded to 78, with several more planning to switch fuels, further contributing to a near term unfavorable operating environment.~~

~~The Board directs the General Manager to ensure a managed transition out of the steam business in a socially responsive, environmentally and financially responsible manner, while balancing all considerations listed below to the fullest extent possible, including steam customers, the downtown community, the community at large and EWEB's electric utility interests.~~

Considerations

- ~~● **Public Involvement:** Proactively engage customers, the community and appropriate stakeholders in a public process to develop the transition approach to shut down the steam system.~~
- ~~● **Financial Assistance:** Provide reasonable financial assistance to assist customers with transitioning to another fuel source. Seek to leverage programs and services available within EWEB and with other public and private entities to apply toward a coordinated steam customer transition effort.~~
- ~~● **Environmental Stewardship:** Provide appropriate funding as needed for when future downtown developments require steam distribution lines located within public rights of way to be addressed, such as in cases where asbestos abatement actions need to be taken.~~
- ~~● **Reasonable Transition Period:** To allow more time for steam customers to transition to an alternative fuel, pursue strategies to make it more feasible to continue operating the steam utility throughout the desired transition period.~~
- ~~● **Electric Utility Cost Considerations:** Be cognizant that the steam utility is an electric utility asset, and that continuing to operate a transition period beyond 2–5 years is highly unlikely without a significant financial impact to the electric utility.~~
- ~~● **Social and Community Considerations:** Minimize the impacts to the downtown area by coordinating steam customer system conversion construction efforts to the fullest extent possible.~~
- ~~● **Encourage Energy Efficiency:** Encourage customers to make wise choices, both from energy efficiency and environmental perspective.~~

| Source: Logan, Board Approved 09/18/08, Resolution No. 0826, Retired 01/06/15.