Connect With Us
33733 Seavey Loop, Eugene, OR 97405
Phone: 541-746-1583
Toll-free: 800-422-4086
Fax: 866-284-7953
Website: www.epud.org
Email: customerservice@epud.org

Follow EPUD for the latest news, outage updates, energy saving tips, and more!

Office Hours
Monday through Thursday, 7:30 a.m.–6 p.m., excluding holidays:
• New Year’s Day
• Independence Day
• Thanksgiving
• Memorial Day
• Labor Day
• Christmas Day

Emergency/Outage Service
Available 24 hours a day, 7 days a week by calling 541-746-1583. Select the menu option to listen to our current outage recording and/or report your outage. Follow us on Twitter or visit us at www.epud.org for outage updates.

You can also report an outage by logging into SmartHub at www.epud.org or with the free SmartHub app.

For more information on how to be prepared for an outage, visit www.epud.org.
Section 1: Board of Directors ........................................................................... 3
1100 Organization and Authority ........................................................................ 3
1105 Subdivisions ................................................................................................. 3
1110 Membership on the Board ........................................................................... 3
1112 Certification of Election Results ...................................................................... 4
1115 Directors Take Office .................................................................................... 4
1120 Board Vacancies ........................................................................................... 4
1125 Orienting New Directors ............................................................................... 4
1130 Authority of the Board of Directors ............................................................ 5
1135 Legal Counsel ............................................................................................... 5
1140 Legislative Function of the Board ................................................................. 5
1145 Board Duties, Authority and Responsibilities ............................................... 6
1150 Time and Place of Meetings .......................................................................... 7
1155 Meetings and Executive Sessions ................................................................... 7
1160 Special Meetings ............................................................................................ 7
1165 Officers of the Board ..................................................................................... 7
1170 Duties of the President .................................................................................. 8
1175 Duties of the Vice President .......................................................................... 8
1180 Duties of the Treasurer .................................................................................. 8
1185 Duties of the Secretary ................................................................................... 8
1190 Voting by Directors/Abstentions .................................................................... 9
1195 Determining Agenda for Regular Meetings .................................................. 9
1200 Order of Agenda ............................................................................................ 9
1201 Public Input and Comment ............................................................................ 10
1205 Procedure to be Followed at Board Meetings/Adjournment .......................... 10
1210 Minutes/Recording of Meetings ................................................................... 10
1215 Board of Directors’ Code of Conduct .......................................................... 11
1220 Use of District Logo; Disclosure of Director Status in Communications ......... 12
1225 Board Discipline .......................................................................................... 13
1230 Duties of Directors Appointed to Outside Organizations ............................. 13
1235 Board Positions on Legislative Matters ....................................................... 14
1240 Reimbursement for Expenses ...................................................................... 14
1242 Reimbursement for Legal Expenses ............................................................ 15
1245 Whistle-Blower Policy .................................................................................. 16

Section 2: General Manager ............................................................................ 18
2100 Authority of the General Manager .............................................................. 18

Section 3: Budget & Finance ............................................................................ 20
3100 District Citizens Finance and Rates Advisory Committee .......................... 20
3105 Budget Preparation and Adoption ............................................................... 20
3106 Salary and Benefit Surveys .......................................................................... 20
3110 Financial Parameters .................................................................................. 20
Section 4: Community Relations .............................................................. 23
4100 Annexation ...................................................................................... 23
4105 Citizens Advisory Committees ......................................................... 23
4115 Publicity Releases ............................................................................. 23
4120 District Support for Community Activities and Local Youth Groups ...... 23
4125 Contributions ................................................................................... 24
4135 Use of District Mailings ................................................................. 24
4140 Use of Facilities ................................................................................. 25

Section 5: Miscellaneous .................................................................... 26
5100 Hydroelectric Generation ............................................................... 26
5105 Cooperation with Oregon P.U.D.s ..................................................... 26

Section 6: Administrative Policies & Procedures ................................. 27

The following policies and procedures may be found on Emerald People’s Utility District’s website: .............................................................. 27
Climate Change Resolution ....................................................................... 27
Customer Service Policies & Procedures .................................................. 27
Generation Interconnection Policy ............................................................ 27
Identity Theft Prevention Policy ............................................................... 27
Investment Policy ...................................................................................... 27
Limited Interest Rate Swap Policy ............................................................. 27
Line Extension Policy ............................................................................. 27
New Large Load Policy ........................................................................ 27
Post Issuance Arbitrage Compliance Policy Manual ................................ 27
Power Risk Management Policy .............................................................. 27
Power Risk Management Procedures Guide .......................................... 27
Purchasing Policy Manual ..................................................................... 27
Rate Schedules ....................................................................................... 27

Available upon request: ..................................................................... 27

Personnel Policy Manual Section 7: Glossary ...................................... 28
Section 1: Board of Directors

1100 Organization and Authority
The Emerald People’s Utility District was established by the vote of the public during the general election of November, 1978, and energized on November 17, 1983, and operates under authority granted by the People of the State of Oregon and the Oregon Legislature, according to the Oregon Constitution Article XI, Section 12, and ORS Chapter 261.

1105 Subdivisions
The District shall be divided into five subdivisions, as follows:

Subdivision 1, including the Cottage Grove area, including Saginaw, London Road, Row River Road, Latham, Mosby Creek, Cottage Grove-Lorane Highway, and Lorane.
Subdivision 2, including the City of Veneta and surrounding communities of Alvadore, Elmira, Fern Ridge, Noti, and Vaughn.
Subdivision 3, including the communities of Pleasant Hill, Jasper, and Dexter in addition to the Jasper Meadows sub-division in Springfield and the area south and east of Creswell.
Subdivision 4, including portions of both Lane and Linn County, including Halsey, in the northern Santa Clara area beginning at Beacon Drive and moving north into areas surrounding the communities of Cheshire, Junction City, and Coburg.
Subdivision 5, including Goshen, Seavey Loop, and Mathews Road, Highway 58 west of the Willamette River, the majority of Creswell, and the Mohawk Valley from Hayden Bridge to the Linn County line including McKenzie View Drive.

The boundaries of the subdivisions shall be adjusted periodically to maintain the population of each subdivision to be as equal as possible, in accordance with ORS 261.405(2).

1110 Membership on the Board
The management of a people’s utility district shall be vested in a board of five directors. ORS 261.405(1)

Upon formation of a district, annexation, consolidation, merger, and after each decennial United States Census, the board of directors shall by ordinance divide the district into five subdivisions, as nearly equal in population as possible, and where practicable fix the boundaries in conformance with adjacent precinct boundaries. One director shall be elected from each of the five subdivisions. ORS 261.405(2)

Directors shall be electors, shall reside in the subdivision from which they are respectively nominated and elected and shall have resided in the district continuously for two years immediately preceding the date of their election as directors. ORS 261.405(3)
1112 Certification of Election Results
Not later than the 20th day after the date of an election, the County Clerk shall prepare an abstract of the votes and deliver it to the district elections authority. No later than the 40th day after receiving the abstract, the district elections authority (Emerald’s Board) shall determine from it the results of the election.

The board must make a determination of the election outcome and notify the county clerk in writing. The notification to the county clerk shall contain a statement indicating whether any candidate elected to district office is qualified to hold the office.

1115 Directors Take Office
The term of office of all Directors shall commence on the first Monday in January (ORS 261.420). The Oath of Office will be administered during the first Board meeting in January. See Appendix.

1120 Board Vacancies
The office of Director shall be considered vacant if:

1. The person elected or appointed to the office of Director fails to qualify for it within 30 days after the term of office commences.
2. Upon the occurrence of an event listed in (ORS 236.010).
3. Upon a Director’s absence from Board meetings for 60 consecutive days without the consent of the Board and upon declaration by the Board of the vacancy.

When the Board declares a vacancy, the remaining Directors shall meet and appoint a person to fill the vacancy from the electors of the subdivision represented. The appointed Director shall serve until the next biennial election and until a successor is elected and qualified. When a vacancy exists for 30 days, or results from the occurrence of (1) or (2) above, the Governor may fill the vacancy (ORS 261.415).

1125 Orienting New Directors
The Board, assisted by the General Manager, shall assist each incoming Director to understand the Board’s functions, policies and procedures at the earliest possible time. The following methods shall be employed:

1. The incoming Director shall be given all necessary material to insure the new member has adequate information in order to conduct the District’s business.
2. The incoming Director, prior to assuming office, shall be invited to attend Board meetings and executive sessions, and to participate in its discussions.
3. The General Manager and the President shall make time available to supply material pertinent to meetings and shall explain its use.
4. The incoming Director shall be invited to meet with the General Manager and other administrative personnel to discuss services they perform for the Board.
5. A copy of the Board’s policies, the Personnel Policy Manual and relevant financial documents shall be made available.
6. Prior to becoming a Director, the incoming Director shall be invited to meet with other Directors to discuss Board operations and responsibilities.

1130 Authority of the Board of Directors

Any duty imposed upon the Board as a body shall be performed at a regular or special meeting and shall be made a matter of record. Any vote shall require the majority vote of a quorum of the Board to pass. A quorum shall be not less than three Directors. The consent to any particular action obtained from individual Directors when the Board is not in session or at which a quorum is not present shall not be an act of the Board and shall not be binding upon the District. (ORS 192.630).

1135 Legal Counsel

Legal counsel shall be appointed by the Board on a continuing basis, with the rate of compensation to be agreed upon from time to time. It shall be the duty of the legal counsel to advise the Board and General Manager on specific legal problems submitted for an opinion, and to make recommendations.

All requests by any individual Director for legal opinions from legal counsel shall be subject to prior Board approval, including cases of potential personal liability.

1140 Legislative Function of the Board

The formulation and adoption of Resolutions and Ordinances shall constitute the basic method by which the Board shall exercise its role as the legislative body of the District and establishing the policy, commitments, obligations and direction of the District. The Line Extension Policy, Customer Service Policies, Generation Interconnection Policy and the Rate Classifications contained in the Rate Schedule shall be adopted or amended by Ordinance. All other action of the Board shall be adopted by Resolution unless otherwise specified by statute. Each Resolution or Ordinance enacted by the Board shall be preceded by an enacting clause substantially as follows:

“Be It Enacted by the Emerald People’s Utility District” (ORS 261.460)

Emergency Ordinances shall contain the statement that an emergency exists and specify with distinctness the facts and reasons constituting the emergency. The unanimous vote of all Directors is necessary to pass any emergency Ordinance and no such Ordinance shall be passed with less than four Directors present.

All Ordinances, except emergency Ordinances, shall be adopted by majority vote at a regular meeting or adjourned regular meeting, shall become effective 30 days after passage, unless a later date is specified in the Ordinance.

Unless circumstances require immediate legislative action, the Board should refrain from proposing specific language in the form of an Ordinance at the first meeting where a legislative policy issue is discussed. Instead, where circumstances permit and the Board believes that broader public input would be beneficial, the General Manager shall be instructed to prepare the language of a proposed Ordinance, and, if the General Manager or the Board deems it necessary
or advisable, the General Manager shall prepare a staff report on the implication of the Ordinance if adopted.

The Board shall consider the proposed Ordinance for adoption at its next regular meeting (unless an emergency exists), may invite public comment and review the staff report, if any, and such other information as the Board may deem appropriate prior to vote upon the proposed Ordinance.

1145 Board Duties, Authority and Responsibilities

Capital Outlay
The Board shall approve all expenditures for capital outlay, through the budget process.

Appraisal and Evaluation of Operation Quality
The Board shall be responsible to determine the effectiveness of the utility programs in terms of the stated objectives.

Personnel
The Board shall be responsible for:
1. Appointment and dismissal of the General Manager.
2. Annual evaluation of the General Manager, to occur each year. It shall be the policy of the Board that an individual Director may have access to the General Manager’s own personnel file in accordance with the Personnel Policy Manual.
3. Determination of the rate of compensation for employees, and the annual review of salary guides.
4. Assuring that at least once a year an evaluation is performed for all personnel by the General Manager or his/her designee.
5. Approval of the Personnel Policy Manual.

Budget Making
The Board has the responsibility to:
1. Select a Finance and Rates Advisory Committee to act in accordance with Policy 3100.
2. Develop budgetary guidelines for complete Citizens Finance and Rates Advisory Committee review.
3. Assist in presenting the needs of the District to the public and in the adoption, through the formulated budget process, of a budget that will meet these needs.
5. Approve the annual budget.

Finances
The Board has the responsibility to:
1. Approve the check register presented by the Treasurer under the “Approval of Claims” item on the Board meeting agenda.
2. Review and approve the annual budget.
3. Review financial reports.
4. The Board shall adopt the effective uniform system of accounts prescribed by the Federal Energy Regulatory Commission (FERC), shall require that accounting for receipts and
disbursements for the District be completed in accordance with the FERC system of accounts and shall cause the FERC annual account to be filed with the Director of the State Department of Energy and with the County Clerk of each county within which the District is located (ORS 261.470).

5. Provide for an annual audit of all District funds and any other funds under District supervision. An independent auditor shall be appointed by the Board according to State law. The findings of the annual audit shall be reported to the Board.

Selection of an auditing firm will be based upon written proposals disclosing the firm’s professional qualifications, experience, and reputation serving utility clients, and specified fees for service.

In order to promote both continuity and variation of perspective in the audit process, Emerald shall conduct a competitive request for auditing proposal process no longer than every six years. The current auditor may not submit a competitive request unless they have a concurring partner rotation.

Approval of Policies
The Board has the responsibility to approve all policies in Section 6, Administrative Policies and Procedures.

1150 Time and Place of Meetings
Regular business meetings of the Board shall generally be held on the third Tuesday of each month in the officially designated Board facility and are open to the public. If there is a need for an additional meeting, work sessions will be scheduled on an ad hoc basis. At the option of the Board, meetings may be held at other locations and/or at a different time within the District. Notice of Board meetings shall comply with the notice provisions of ORS Chapter 192.630

1155 Meetings and Executive Sessions
The Board follows state public meetings law as outlined in ORS 192.610-690. See Appendix.

1160 Special Meetings
Special meetings of the Board may be called at any time as follows: Upon written or printed notices issued by the General Manager upon the Order of the President or issued by the General Manager upon the united request of at least three Directors at least 24 hours before such meeting is to be held per ORS 192.640(3).

1165 Officers of the Board
The Board shall choose from among its Directors (ORS 261.425) a President, Vice President and Treasurer at its first meeting in January each year, to serve until their successor is chosen by subsequent Board action. The Board shall choose a Secretary of the District in accordance with Policy 1185.
1170 Duties of the President

The duties and powers of the President shall be as follows:

1. To preside at meetings of the Board.
2. To appoint Directors to organizations with Board approval.
3. To orient new Directors in accordance with Policy 1125.
4. To order the call for special meetings.
5. To sign all District instruments authorized by the Board to be executed, except those expressly delegated by the Board, or by statute, to some other agent of the District.
6. To discuss items under consideration without relinquishing the gavel.
7. To make or second Motions.
8. To call the vote on a pending matter and not to wait for a discussion of a Motion, if none is readily forthcoming.
9. To vote on matters before the Board, the same as other Directors.
10. To encourage the participation of all Directors in consensus building discussions.
11. To perform such other duties as may be prescribed by law or by the action of the Board.

1175 Duties of the Vice President

It will be the duty of the Vice President to fulfill the duties of the President when the President is unable or unavailable to do so.

1180 Duties of the Treasurer

The Treasurer shall be custodian of all funds of the District, and shall report to the Board all payments made from District funds exceeding a de minimis amount established by the Board. District funds may only be paid out on Order of the Board (ORS 261.425[2]).

The Treasurer shall be responsible to see that the District funds are spent as authorized by the Board through its budget process and as ratified through the Approval of Claims item at Board meetings, and may delegate the administrative task of signature on checks issued on District bank accounts to one or more officers of the District, with such limitations as the Treasurer may deem prudent (ORS 261.420(2)).

The Treasurer shall encourage the Board to operate within the limits of the adopted budget with the assistance of the General Manager or his/her designee.

1185 Duties of the Secretary

The Board shall select a Secretary, who may or may not be a Director. The Secretary shall attend all public, noticed meetings of the Board unless excused by the President and shall record minutes of those meetings. The Secretary will supply a typed, finished copy of the minutes to be distributed to the Directors prior to the next regularly scheduled Board meeting unless circumstances dictate otherwise.
1190 Voting by Directors/Abstentions
The adoption, amendment, repeal and suspension of Motions, Resolutions and Ordinances shall be accomplished by roll call vote, which shall be entered in the minutes of the meeting. Although it is the duty of every Director who has an opinion on the question to express it by vote, any Director may abstain from voting by requesting to be recorded as abstaining and stating the reasons for the record (ORS 192.650(1)(c)).

1195 Determining Agenda for Regular Meetings
In consultation with the President, the General Manager shall develop the regular Board meeting agenda and have developed all informational material about agenda items. Requests for placing items on the agenda shall be given to the General Manager and the President two weeks in advance of the meeting date to give the General Manager time to develop informational materials. Copies of the agenda shall be posted on the District's website, available to all interested parties ORS 261.430(2)).

1200 Order of Agenda
Generally, the order of business at all regular meetings of the Board shall be:
● Call to Order - Roll Call - Introductions
● Public Comment** Statements from the public are limited to 5 minutes per speaker and are comment period only on utility business, time permitting. Details of agenda items are available on the District’s web site, EPUD.ORG or at the District’s office. The Board will not respond unless to correct inaccurate information. Interaction with the Board will be allowed if the public previously submitted a request to be added to the Agenda.
● Agenda Timeline
  -- Requests for additions or deletions
● Deferred Items

Presentations and Reports
● Finance/Treasurer Report
● General Manager Report

Items for Action
● Consent Agenda – approval of minutes/claims
● Motions and Resolutions

Information and Planning Items
● Review of Motions
● Public Comment
● Suggested Items for Future Meetings
● Upcoming Meetings/Events
● Directors’ Concluding Comments (limit 1 minute/comment)
● Adjourn

** Public comment at Board work sessions will be allowed as outlined in Board Policy 1201 – Public Input and Comment.

At the discretion of the President, a recess may be called at any time in the course of the meeting (ORS 261.430(2)).
1201 Public Input and Comment

The Board desires to receive public input at its regular business meetings and Board work sessions. In setting its agenda, the Board shall set aside time for public input, allowing up to 5 minutes per speaker unless a shorter time is specified by the Board when it approves its agenda.

The Board shall also set aside time for additional public comment near the end of the regular business meetings and Board work sessions, time permitting. The Board shall specify the amount of time for public comment prior to the Public Comment section.

By affirmative vote of the Board, the time allowed for public input or comment may be extended.

1205 Procedure to be Followed at Board Meetings/Adjournment

The following procedures shall be followed at Board meetings:

1. The President shall call the meeting to order promptly at the appointed hour. If the President is not present at the appointed hour, the Vice President shall call the meeting to order. Upon the arrival of the President, the Vice President shall relinquish the gavel to the President.
2. Corrections to the minutes shall be submitted in writing, unless the corrections are minor in nature.
3. The President shall not wait for a discussion of a Motion if none is readily forthcoming, but shall proceed to call the vote. The President may request a Director to put a Motion in writing.
4. Verbal presentations requiring Board action shall become agenda items for later meetings, except where the timeliness of the item requires more urgent action.
5. Items on the agenda, which require extended deliberation, may be taken up at special meetings.
6. Unless otherwise provided in Board policy, or statute, the Robert’s Rules of Order may be used as a reference for conducting Board meetings.

Any meeting may be adjourned by Board action or by the President or acting chair to the next regular meeting or to some specified time prior thereto.

Board meetings shall be adjourned after three continuous hours unless all Directors present vote to continue meeting.

The President may adjourn the meeting (ORS 261.430(2)).

1210 Minutes/Recording of Meetings

Minutes shall be kept as provided by ORS 192.650, State Public Meetings Law. The Secretary shall sign all official minutes of Board meetings. A copy of the minutes shall be furnished to interested parties upon written request and posted on the District's website. Official minutes and documents distributed at public meetings shall be retained and maintained in a permanent and safe condition. Unseconded Motions, where a second to that Motion was required under Robert’s Rules of Order, will not be recorded in the minutes. Motions, seconds and amendments will be
recorded in the minutes together with a summary of the views expressed by the Directors. The vote on each Motion and amendment shall be recorded to reflect the vote by each Director.

Public meetings shall also be recorded, except executive sessions, beginning with the Call to Order and terminating on passage of a Motion to adjourn. The audio recording shall be accessible on the District’s website. While the audio recording shall be available to prepare or correct the written minutes, the audio recording shall not be deemed the minutes of the District within the meaning of the Oregon Public Records Law (ORS 261.430(2)).

1215 Board of Directors’ Code of Conduct
The District Board adopts the following Code of Conduct, and the Directors agree to individually uphold these standards and to be held accountable by their fellow Directors for the following:

1. Understand that the Board serves as the legislative body of the District and shall determine all questions of policy including setting of rates charged for utility services.

2. Recognize that the Board is not responsible for day-to-day management and administration of the District, except through supervision and engagement of the General Manager.

   A Director shall refer all Ratepayer complaints or operations-related problems to the General Manager or designee to allow the General Manager the opportunity to investigate and resolve the complaint or problem. A Director shall avoid raising such matters in a Board meeting unless the complaints and problems were not adequately addressed by the General Manager or designee.

   A Director shall not discuss District operations or management issues with District staff except as authorized by the General Manager.

3. Recognize that each individual Director has no authority, as an individual, to act on behalf of the District except as specifically authorized by the Board.

   Unless authorized by the Board, a Director shall not purport to make any commitment or representation on behalf of the Board or District.

4. Recognize that all Board action is to be taken in public meetings, duly noticed, by majority vote of a quorum of Directors.

   Directors shall familiarize themselves with the requirements of Oregon’s Public Meetings Law (ORS 192.610-690) and abide by it. Directors shall refrain from taking any action which conflicts with statutory requirements or the purpose of the Public Meetings Law, which is that decisions of governing bodies be arrived at openly, and that the Oregon form of government requires an informed public aware of the deliberations and decisions of governing bodies and the information upon which such decisions were made.
5. Refrain from exploiting his/her position as a Director for personal or pecuniary gain. A Director shall timely disclose any actual or potential conflict of interest and generally recognize that service as a Director is a public trust.

Directors shall familiarize themselves with the Oregon Ethics Law, ORS Chapter 244, and shall abide by it.

6. Prepare for Board meetings by reviewing agenda related materials in advance and make decisions only after all reasonably available facts bearing on a question have been presented and discussed.

7. Respect the opinion of other Directors, graciously adhere to the principle of “majority rule” in Board decisions and refrain from publicly criticizing a decision of the majority except in connection with a Motion to reconsider the decision. A Director shall seek to resolve any personal conflicts with another Director first by direct conversation with the other Director and, if Resolution is not satisfactory, then the Director may seek assistance in resolving the conflict from the full Board, if necessary.

8. As representatives of the District, Directors are to comport themselves in a respectable manner and avoid public statements or conduct that would harm the District’s reputation.

9. Directors shall perform their official responsibilities in a professional and courteous manner. At all utility related meetings, each Director will:
   a. Treat each other with trust and respect.
   b. Treat District staff with respect and consideration.
   c. Refrain from personal attacks and abusive behavior against other Directors, staff or meeting attendees.

10. Directors may request an Executive Session, if necessary, to consider charges or complaints against a Director in accordance with ORS 192.660(2)(b).

11. In public communications and conduct, strive to place the best interests of the District and its Ratepayers above all other concerns (ORS 261.430(2)).

**1220 Use of District Logo; Disclosure of Director Status in Communications**

The District’s logo shall not be used by any person, including Directors and staff, except in connection with District business.

A Director shall not identify himself or herself as a Director of the District in any written or other public communication which expresses an opinion concerning any District or utility matter, unless the Director either:

1. Is making a formal communication on behalf of the District pursuant to specific authorization by the Board, or
2. The Director states in the communication, that the opinion expressed is the Director's personal opinion and not that of the Board or the District.

1225 Board Discipline

The Board recognizes that compliance by each Director with the Board of Directors’ Code of Conduct, as well as Oregon laws applicable to public officials, generally is necessary for the successful operation and governance of the Board as well as the operation of the District as a citizen-owned utility. Toward that end, the Board shall have the right to impose sanctions against a Director for violations of the Board of Directors’ Code of Conduct or applicable Oregon law. The time, date, and/or place of the conduct violating the Board’s Code of Conduct shall be identified in the Board discussion before any vote is taken to impose a sanction. Sanctions may include, but are not limited to:

1. A verbal warning, cautioning that prior conduct violated the Code of Conduct or Oregon law in one or more particulars, with a direction that future conduct needs to conform with the Code of Conduct and Oregon law.

2. Refusal to authorize a Director to attend NWPPA, APPA, PPC, PNUCC, NWEC and OPUDA or other organizations as a representative of the District, in which event no per diem or expenses would be payable to such Director for attendance.

3. Removal of the Director as a District appointee to one or more outside organizations.

4. Removal of the Director as an officer of the Board.

5. Censure.

6. Such other actions as may be consistent with Robert’s Rules of Order and Oregon law.

The foregoing sanctions are intended to clarify the inherent powers of the Board to govern itself. The selection of the appropriate sanction or sanctions shall be made in the discretion of the Board acting upon Resolution in open session by majority vote, with consideration given to the number of violations and severity of the conduct.

The Board shall be mindful that a sanction may not restrict a Director’s constitutional right of free speech (ORS 261.430(2)).

1230 Duties of Directors Appointed to Outside Organizations

As an appointee to an outside organization, it is the responsibility of the Director to represent policies and Resolutions adopted by the Board. If an issue arises, in which the Board has not previously taken a position, it is the responsibility of the Director to represent what he/she believes the Board majority position would be. Should the majority of the Board decide that any action taken by an appointee did not represent the view of the Board; the Board can send a written notice modifying the previous action. Individual Directors do not have the authority to appoint another Director to a committee or task of another organization without the knowledge...
or acceptance of the other Directors. No appointee shall have authority to bind the District to any duty or obligation without Board action.

1235 **Board Positions on Legislative Matters**

The Board may take positions on local, state or national legislative or administrative matters of special interest and concern to the District (e.g., Bonneville Power Administration, Northwest Power Planning Council, etc.).

1240 **Reimbursement for Expenses**

Each Director is responsible for submitting a Board per Diem, Travel & Expense Reimbursement Report by the last day of each month for the current month. For example, Directors should submit their report for meetings attended in March on or before March 31. Directors may submit their reports in person, by email, by regular mail or by fax. Reimbursement Report payments will be processed monthly via direct deposit, based on the annually published Board Payroll calendar.

A. Each Director is eligible to receive one per diem payment for each day they attend a meeting related to business of the District and reimbursement for actual associated out-of-pocket expenditures (lodging, meals, mileage, parking, etc.). Mileage reimbursement for Directors using their own vehicle for District business will be indexed to the IRS rate. The Board shall set the per diem and meeting allowance by Resolution ($150.00 for Board Members and $175 for the Board President effective 1/1/2018). For non-EPUD or outside meetings, per diem amounts for all Board members will be set at $150 for meetings lasting less than 4 hours and $200 for meetings lasting longer than 4 hours.

Common meeting types and reimbursement guidelines follow:

1. Per diem allowance and associated expense reimbursement is allowed for regular business meetings, which are publicly noticed Board meetings. They are normally scheduled on the third Tuesday of each month, and the Board is expected to attend.

2. Per diem allowance and associated expense reimbursement is allowed for additional, publicly noticed Board meetings added as needed. Additional meetings will normally be scheduled on the second Tuesday of each month--or as schedules allow--and the Board is expected to attend.

3. Per diem allowance and associated expense reimbursement is allowed for meetings held for training purposes--including off-site visits--and for special customer meetings with staff, which do not require public notice, and the Board is expected to attend.

4. Per diem allowance and associated expense reimbursement is allowed for meetings of outside organizations lasting longer than one hour based on District business needs and remaining Board budget funds. Budgeted funds are to be allocated equally between Directors. Spending by a Director in excess of their budgeted allowance must be approved by the majority of the Board in advance. Common examples include outside agencies like PPC, PNUCC, OPUDA, APPA, NWEC, and NWPPA.
5. Per diem allowance is allowed for webex trainings lasting longer than one hour based on District business needs and remaining Board budget funds. Tangible evidence is required.
6. Per diem allowance is not allowed for local community service and civic meetings such as, but not limited to, Chambers of Commerce, Rotary or local parades. Associated expense reimbursement is allowed for these meetings based on District business needs and remaining Board budget funds.
7. When Board Directors travel outside of the District, a per diem allowance will be allowed for each travel day. If travel could have reasonably been completed within the business day, travel day per diem allowance(s) will not be allowed. Travel of less than a 150 mile radius from point of departure does not constitute a travel day.

B. Board Director and General Manager vouchered expenses and credit card receipts must be submitted within three months of their occurrence.
C. Board Director and General Manager vouchered expenses and credit card receipts must be reviewed on a monthly basis by the Treasurer. The General Manager will review the Treasurer’s expenses on a monthly basis.
D. Each Director shall receive a monthly stipend. The Board shall set the monthly stipend amount by Resolution ($750 per month for the Board President and $600 per month for all other Board members effective 1/1/2018).
E. In addition to the guidelines outlined in this policy, the Board will follow the travel policy set forth in the District’s Personnel Policy Manual.

If there are questions or additional information requested about a Director’s or the General Manager’s reimbursement request, the General Manager or Chief Financial Officer may contact the Director who submitted the report, the Board Treasurer, and/or the Board President.

1242 Reimbursement for Legal Expenses

If a Director expects to incur legal expenses defending a legal claim brought against the Director individually, and

1. The claim concerns conduct or activities related to the performance of a Director’s duties at a District board meeting or authorized conference which the Director attended on behalf of the District,
2. The legal expenses are not fully reimbursable by the District’s insurer, and
3. The Director intends to seek reimbursement for the expenses to be incurred,

then the Director shall notify the Board of the pending claim promptly and keep the Board aware of progress and disposition of the claim.
Upon application by the affected Director, within sixty (60) days following the conclusion of the claim, the Board shall authorize the District to reimburse legal expenses incurred by the affected Director subject to the following conditions:

1. The Director establishes that (a) the Director’s conduct or activities were intended to be in furtherance of the District’s interests, and (b) the claim is dismissed and the Director is found not be culpable or is otherwise exonerated;

2. If the legal expenses were reimbursable by insurance in part, proof of application to the insurer and confirmation that the insurer allowed the claim to the extent of its coverage;

3. The affected Director provides a sufficiently detailed billing invoice to verify that the legal expenses for which reimbursement is sought, were incurred for the defense of the claim arising out of the Director’s conduct on behalf of the District; and

4. An affidavit signed by the Director, delivered to the District’s General Manager within sixty (60) days of conclusion of the legal matter, verifying that the submitted information is accurate and truthful and that the charges were reasonable in amount and necessary to the defense of the claim;

then the Board shall authorize reimbursement for legal expenses from the District funds.

If the District is named as a party to any such claim, a Director shall not be entitled to reimbursement of legal expenses unless the District has refused to provide a defense for the Director. In no event will a Director be entitled to reimbursement if he or she is found culpable of violating Oregon law in the proceeding.

1245 Whistle-Blower Policy

The District requires that our Directors, managers and employees hold themselves to the highest standards of honest and ethical conduct when conducting the District’s business. Should any Director, manager or employee observe an unethical business practice, he/she must report the violation to the appropriate person or persons.

If you observe any improper action or unethical business practice and, in good faith, report such action, you will not suffer any harassment, retaliation, discrimination or adverse employment consequences as a result of this good faith reporting. “Good faith” in this case means that you have reasonable grounds for believing that a violation has occurred. Any allegation not made in good faith, which appears to have been made maliciously or knowingly to be false, will result in disciplinary action up to and including termination.

If an employee or Director observes unethical business practices or improper governmental action and fails to report the violation, that person, too, could be subject to disciplinary action or censure.
Any Director, manager or employee who harasses, retaliates or discriminates against someone who has made a complaint of this nature will be subject to disciplinary action up to and including termination of employment or censure and request for resignation from the Board.

Reports of improper governmental action or unethical business practices should be directed to Human Resources, a Senior Manager, the General Manager or the Chair of the Board of Directors. If the complaint involves a person holding any of these positions, it may be made directly to the District’s legal counsel. (ORS 659A) (ORS 244.320).
Section 2: General Manager

2100 Authority of the General Manager

Chief Administrative Officer
The General Manager shall be chief administrative officer of the People’s Utility District, shall have control of administrative functions and financial reporting of the District and shall be responsible to the Board for efficient administration of all affairs of the District placed in his/her charge (ORS Chapter 261.445[3]).

Administrative regulations for the efficient administration of all affairs for which the General Manager has responsibility, and which implement and are in every way consistent with Board policy, shall be formulated at the direction of the General Manager for operation of the District.

The General Manager shall keep the Board informed of the content of administrative regulations, with the understanding that the Board may request review of specific administrative regulations at any time.

In the development of administrative regulations and procedures, the General Manager shall solicit and weigh the advice and recommendations of those Ratepayers of the District community who will be affected by such provisions, and keep the Board informed of these activities.

Budget Officer
The General Manager shall serve as budget officer. The budget officer shall be responsible for preparation and maintenance of the budget document.

Registered Agent
The Board designates the General Manager as the Registered Agent as required by ORS 198.340.

Supervising Utility’s Day-to-Day Management
The General Manager is responsible to the Board for the development of the operational program of the District, budget preparation, personnel administration, District-community relations and the overall supervision of the utility’s day-to-day management, subject to the Orders and legislative directions of the Board.

The General Manager will regularly keep the Board informed of the current issues confronting the utility, including emerging regional power planning issues. He/she will suggest alternative strategies and measures by which the Board may want to shape policy to deal with these issues.

The General Manager will be responsible to assist the Board by keeping each Director informed of all pertinent data and reports germane to current and emerging issues. He/she, in coordination with the President, will enhance the education and orientation of Directors and provide for a flow of information to them.
Meeting with the President of the Board
The General Manager will meet frequently with the President and assist him/her to be in frequent communication with all other Directors so that there will be an orderly and timely flow of information and preparation for the discussion and debate of issues, including significant administrative decisions made or proposed to be made by the General Manager.

Overseeing Systems of Financial Accounting and Control, Including Commitments
The General Manager shall be responsible for systems of financial accounting and control which establish clear audit trails for all District assets, liabilities, resources and expenditures. These systems shall comply with State and Federal laws and with generally accepted municipal accounting principles and be in compliance with Federal Energy Regulatory Commission rules.

Only the General Manager, or his/her designee, may commit the District to financial obligations or contractual agreements. No obligation may be incurred unless it has been first authorized in the budget or by the budget change process. Any person otherwise obligating the District financially or contractually may be held personally liable for such obligation.

Acquiring Insurance
The General Manager shall be responsible to acquire insurance from the most cost effective source. In order to assure this result, the Board may employ special consultants and designate agents for the purchase of adequate insurance coverage. All insurance policies shall be reviewed and put out for bid at least every three years.

Adequate insurance coverage shall be maintained for: 1) fire and extended coverage on all facilities owned or occupied by the District; 2) comprehensive liability; 3) money and securities, including bonds on individual employees; 4) Board insurance, including errors and omissions policy; and 5) other coverage as deemed prudent.

Facilitating Input from the Public on Controversial Decisions
The General Manager shall develop channels for individuals, groups and committees to present reports and recommendations to the Board in the instance or reasonable expectation of major differences of opinion. It is emphasized, however, that the Board considers such a cooperative endeavor as entirely advisory.

Preserving Public Records
The General Manager shall be responsible for insuring that all non-exempt public records of the District are preserved and made available to the public in accordance with the Public Records Laws.
Section 3: Budget & Finance

3100 District Citizens Finance and Rates Advisory Committee
The District shall have a Citizens Finance and Rates Advisory Committee made up of Ratepayers. The committee shall be responsible for the review of proposed budgets, rate increase and rate structures, and the making of recommendations to the Board relating to such issues. Committee members shall be appointed by the Board, serve at the pleasure of the Board and be compensated in the same manner as all standing Board advisory committees. (Complete information regarding the Finance and Rates Committee can be found in the “Citizens Advisory Committee Materials” section of this manual.)

3105 Budget Preparation and Adoption
At the direction of the Board, the General Manager shall direct staff to make continuous studies of budget needs and prepare recommendations on programs and services needed for the Citizens Finance and Rates Advisory Committee consideration. The recommendations of advisory committees, interested Ratepayers and entities within the District shall be considered in developing the budget document. The Board shall solicit such input annually during the consideration of the budget. The Board is responsible for establishing rates (ORS 261.465).

3106 Salary and Benefit Surveys
A benchmark study comparing like utilities for Cost of Living (COLA) information will be conducted annually. The Board must consider any proposed COLA during the budget process. If approved by the Board, the COLA would be effective January 1 of the new budget year.

3110 Financial Parameters
The District’s Financial Parameters are put in place to ensure the financial stability of the utility. The District shall evaluate its Financial Parameters on using the audited financial statements on a historic basis. Some of the Financial Parameters will aid as targets in the development of the following years budget.

- Total Debt to Total Assets = 50% or lower
- Annual Debt Service Coverage (DSC) Ratio = 130% or higher
- Debt to Operating Revenues = 2.00x or lower
- Days Cash on Hand:
  - Minimum = 151 Days Cash on Hand
  - Maximum = 250 Days Cash on Hand
  - Days Cash on Hand = Total Cash (including Rate Stabilization Reserve)*365/Operating & Maintenance Expenses
- Rate Stabilization Fund:
  - Minimum balance = $2,500,000
  - Increases and decreases are allowed only upon approval of the Board of Directors
o Reserved to be accessed only in unbudgeted emergencies such as storm damage, PUC inspection corrections, or other Board approved uses
o Minimum balance to be restored to required minimum within 5 years from withdrawal year
• Perform a Cost of Service Analysis (COSA) every five years
• The effective rate for average usage Residential customers will be 10%-20% lower than Pacific Power
• Issue new borrowings only when determined necessary and with Board of Director approval
• Reaffirm or improve A1 Moody’s rating when necessary

The above parameters fall under three areas, including cash reserves, rates, and borrowing.

**Cash Reserves**
To help ensure financial stability, timely completion of capital improvements and enable the District to meet requirements for large unexpected expenditures, a minimum cash reserve should be maintained. Actual cash reserves may vary substantially above the minimum and is dependent on the life cycle of assets, future capital plan, rate setting, and debt issuance.

The District will maintain an acceptable range of cash on hand, including general reserves, the rate stabilization fund, and any unused Line of Credit available.

The methodology outlined in this policy should be used to update the minimum cash calculation as part of the annual budget process. The amount calculated each year may change with expenses, capital and projected bonds and may not remain static.

**Rates**
The primary goal has been and continues to be to keep rates as low as possible while balancing safety and reliability. The District’s original goal was to set rates at least 5% lower than its predecessor, Pacific Power.

**Borrowing**
The District has the ability to issue revenue bonds to fund capital projects. This source of funding allows the District to recover costs of long-term capital projects over a long period of time, minimizing the immediate impact on rates.

Although Bond Rating Agencies use many factors to determine an entity’s credit quality, some of the measurements listed above are geared toward this perspective. One of the District’s overall financial goals is to position itself to receive a good bond rating, should it need to reaffirm or improve upon its A1 rating.
Exceptions
When circumstances support a deviation from the Financial Parameters, the District may consider the following options to come back into compliance within the following five budget cycles:

- Rate Adjustments
- Cost reductions
- Issuance of bonds to fund capital improvement programs (The District should strive to fund normal capital improvements through electric rates and cash generation and bond for extraordinary capital improvements)
- Modification of the assumptions used to determine the cash reserve levels

3115 Budget Operation and Control
In accordance with ORS Chapter 261, expenditure authority is provided each organizational area by the budget appropriations made by the Board. Departmental expenditure authority within each organizational area is provided by subsequent administrative budget allocation. Supervisors with budget responsibility shall ensure that commitments and expenditures are not made in excess of budget expenditure authority. In the event of an uncontrollable or emergency situation, the General Manager is authorized to take necessary action. Summaries of all budget changes will be taken as soon as possible to the Board for appropriate action. All obligations must be incurred either by an approved contract, purchase order or personnel action.
Section 4: Community Relations

4100 Annexation
The District has welcomed additional potential Ratepayers through annexation or joint utility agreements since formation of the District. The Directors support Ratepayer choice and feel that public power will continue to offer the best service at the lowest possible cost. Annexations that are in keeping with the goals and mission statement of the District will be welcomed. Directors will consider petitions and will work with the communities and Ratepayers wishing to be served by the District. Also, the District views it as possible to pursue an annexation at its own judgment, when that annexation serves the best interests of the District and the Ratepayers to be annexed. The District will follow annexation procedures in accordance with Board policy and ORS 261, People’s Utility Districts.

4105 Citizens Advisory Committees
The Board may choose to appoint standing and/or temporary Citizens Advisory Committees by Board Resolution. Temporary committees may be appointed for special purposes, and upon completion of that purpose shall be discharged. Committee and subcommittee meetings are not automatically public meetings.

Members of the Board of Directors shall not attend meetings of the Finance and Rates Committee, but shall have access to an audio recording of the meetings. The Board of Directors seeks the unbiased views of Committee members and recognizes the potential influence a Director’s attendance may have should they attend the meetings.

Ratepayers will be invited to serve as members of advisory committees formed for the purpose of making recommendations to the Board in matters of Finance, Rates and Power Resources. Ratepayers participating on the District’s Citizens Advisory Committees shall be compensated for attending meetings at a rate established by Board Resolution. No committee member shall have the authority to make public statements representing the District without express written authorization from the Board of Directors.

4115 Publicity Releases
All publicity releases shall be channeled through the office of the General Manager or a designated representative. Only the President, the General Manager or other person designated by the Board is authorized to speak for the District as an official District spokesperson.

4120 District Support for Community Activities and Local Youth Groups
1. The District shall endeavor to assist all major community activities through the supplying of manpower and/or financial assistance within budgetary constraints.
   a. Such activities do not include monetary contributions to charities, nor the purchase of tickets to concerts, circuses, etc.
2. The District shall endeavor to assist youth programs, through sponsoring youth programs within the District.

4125 Contributions

All contributions must be approved by either the General Manager or the Board. The General Manager has authority to approve individual contributions totaling $500 or less or when a contribution involves the use of public purpose funds. Contributions in excess of that amount must be approved by a majority vote of the Board.

A. It is the District’s policy to occasionally contribute dollars to some or all of the following purposes from the current operating budget:
   1. Educational purposes, including scholarships and internships.
   2. Specific requests by Directors to be reviewed by the Board.
   3. Non-educational purposes that relate to community development and meet with the District’s business of energy service and the District’s written mission statement and goals.

B. In general, the District’s policy does not allow contributions or in-kind services for the following purposes:
   1. Discriminatory, sectarian or denominational programs and organizations.
   2. Political campaigns.
   3. Tax-supported public education institutions for general purposes.
   4. In general, any profit-making or commercial enterprise.

C. It is desirable that contributions be confined to donations of cash, and that contributions of services and labor be minimized for reasons of liability and loss of time on the job.
   1. In no case is the utility able to contribute:
      a. Electricity.
      b. Any service for which a fee is normally charged.
   2. In some cases, it is desirable for the District to contribute specific services for qualified community service organizations and programs:
      a. Unique and skilled labor and/or equipment available only from the District.
      b. Loaned personnel for community-wide benefit programs.

4135 Use of District Mailings

The District’s mailings to Ratepayers are generally not available for use by others. Exceptions may be made for nonprofit organizations of which the District is a member, Oregon public institutions of higher education, major nonprofit community fairs or undertakings, independent nonprofit public corporations specifically created by an initiative law enacted by the people of Oregon and local units of government that are situated in whole or in substantial part within the District’s boundaries. Use of District mailings is further restricted as follows:

1. Mailings will be permitted only when space is not needed by the District.

2. Mailings will be scheduled at the District’s sole discretion.
3. User will furnish all materials to be mailed in appropriate numbers and size(s) to be specified by the District.

4. No political messages regarding candidates or ballot measures will be included.

5. No commercial products or services may be advertised or offered for sale.

6. Any mailings will go to all District Ratepayers who would normally receive a District mailing; mailings may be customized for the benefit of a user at the sole discretion of the General Manager.

7. The General Manager will be responsible for determining which entities and mailings qualify for use of District mailings.

4140 Use of Facilities

The District’s community room shall be made available to customer-owners at no cost or for a small fee to offset actual costs, when the room is not needed for District activities.
Section 5: Miscellaneous

5100 Hydroelectric Generation
The District shall not unilaterally exercise its rights under the Oregon Constitution Article XI, ORS 261.305(5), ORS 543.610(2), ORS 543.260, and ORS 543.610(1) to acquire a privately owned hydroelectric generation facility, permit or license of less than five (5) megawatt generation capacity in the State of Oregon.

5105 Cooperation with Oregon P.U.D.s
The District’s best interests are served by working cooperatively with other Oregon consumer-owned utilities in legislative matters.

It is the policy of the District to give all encouragement and reasonable assistance to other public power entities. Special assistance will be given, within budget constraints, to newly formed or forming people’s utility districts. Attendance at meetings, participation in studies, speaking to interested groups and provision of information and support are examples of this assistance.
Section 6: Administrative Policies & Procedures

The following policies and procedures may be found on Emerald People’s Utility District’s website:

Climate Change Resolution

Customer Service Policies & Procedures

Generation Interconnection Policy

Identity Theft Prevention Policy

Investment Policy

Limited Interest Rate Swap Policy

Line Extension Policy

New Large Load Policy

Post Issuance Arbitrage Compliance Policy Manual

Power Risk Management Policy

Power Risk Management Procedures Guide

Purchasing Policy Manual

Rate Schedules

Available upon request:
Personnel Policy Manual
Section 7: Glossary

Capitalized terms appearing in the Board Policy Manual are defined as follows:

**ACTION ITEM** – An item placed on the Board’s meeting agenda, for which Board action of approval, rejection or instruction is requested.

**BOARD** – The legislative body of the District comprised of its elected and qualified Directors.

**DIRECTORS** – The duly elected and qualified individuals serving as representatives of their respective District subdivisions during their term of office.

**DISTRICT** – Emerald People’s Utility District, an Oregon people’s utility district.

**GENERAL MANAGER** - The individual serving as the District’s General Manager appointed by the Board.

**MOTION** – A proposal made for the Board to act, including proposals to adopt an ordinance, resolution, order or to adjourn.

**ORDER** – A direction specific in nature, directing the General Manager or District staff to take administrative action. An order ceases to exist when the purpose is accomplished.

**ORDINANCE** – A legislative rule adopted by the Board intended to be binding upon the District for an indefinite period, which may only be amended or repealed by subsequent ordinance adopted by the Board.

**RATEPAYER** – An individual who resides in a residence that receives electrical services from the District, or an individual who represents a farm, corporation or other business entity or nonprofit organization which receives electrical service from the District.

**RESOLUTION** – Decision of the Board addressing temporary or specific issues, intended to be of limited duration or addressing ministerial matters.
Appendix

Oath of Office
Newly-elected Board Directors must qualify by taking the following oath of office during the first Board meeting in January:

I, __________________, do solemnly swear that I will support the Constitution of the United States, and the Constitution of the State of Oregon, particularly the letter and intent of Article XI, Section 12, People’s Utility Districts, and the laws of the State of Oregon, particularly the letter and intent of Chapter 261, People’s Utility Districts, and that I will faithfully discharge the duties of the Emerald People’s Utility District Board Member to the best of my ability to accomplish the goals and objectives for which the People’s Utility District laws and Constitutional Amendment were adopted.

Oregon Public Meetings Law
The Board follows State Public Meetings Law as outlined in ORS 192.610-690.

Executive Sessions are permitted on certain matters outlined in ORS 192.660.

(1) ORS 192.610 to 192.690 do not prevent the governing body of a public body from holding executive session during a regular, special or emergency meeting, after the presiding officer has identified the authorization under ORS 192.610 to 192.690 for holding the executive session.

(2) The governing body of a public body may hold an executive session:
   (a) To consider the employment of a public officer, employee, staff member or individual agent.
   (b) To consider the dismissal or disciplining of, or to hear complaints or charges brought against, a public officer, employee, staff member or individual agent who does not request an open hearing.
   (e) To conduct deliberations with persons designated by the governing body to negotiate real property transactions.
   (f) To consider information or records that are exempt by law from public inspection.
   (h) To consult with counsel concerning the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed.
   (i) To review and evaluate the employment-related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing.

(NOTE: Only those criteria applicable to a public utility are included.)