

Regular Meeting Agenda

Board of Commissioners

Tues, Feb 6, 2024 4PM

310 Four Corners Rd.

Port Townsend, WA 98368



To join online go to: <https://zoom.us/my/jeffcopud>. Follow the instructions to login. Meetings will open 10 minutes before they begin. TOLL FREE CALL IN #: 833-548-0282, Meeting ID# 4359992575#. Use *6 to mute or unmute. *9 to raise a hand to request to begin speaking.

Page

1. Call to Order

JPUD will be offering both virtual on-line meetings as well as in-person meetings, unless advance notice is provided. Online participant audio will be muted upon entry. Please unmute at the appropriate time to speak. If you are calling in, use *6 to mute and unmute and *9 to raise a hand to request to speak.

2. Roll Call

For the purposes of establishing a quorum by confirming attendance of commissioners present.

3. Agenda Review

Recommended Action: Approve a Motion to adopt agenda as presented

4. Public Comment

The public comment period allows members of the public to comment, limited to 3 minutes each, on any items not specifically listed on the Agenda or for items listed on the Consent Agenda. Prior to any public comment, members of the public must first be recognized by the President, or the designated Chair of the meeting, and are not permitted to disrupt, disturb, or otherwise impede the orderly conduct and fair progress of the Commission's meeting. After an initial warning by the President, or the designated Chair of the meeting, individuals who intentionally violate these guidelines through actual disruption of the Commission meeting will be dropped from the meeting. (15 min)

5. Manager and Staff Reports

For information only, not requiring a vote.

6. Commissioner Reports

7. Consent Agenda

All matters listed below on the Consent Agenda are considered under one motion and will be enacted by one motion. There will be no separate discussion on those items. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

7.1	Prior Minutes	4 - 14
	PUD BOC Regular Meeting 01-16-2024 Minutes Draft.pdf 	
	PUD BOC Spec. Meeting 01-16-2024 Draft Minutes.pdf 	
	PUD BOC Special Meeting 01-09-2024 (2) Draft.pdf 	
7.2	Vouchers	15 - 42
	Voucher Approval Form for the Commissioners 2_6_24.pdf 	
	Voucher Certification with Supporting Warrant & PR Register 2_6_24.pdf 	
7.3	Financial Report	43 - 56
	December 2023 Financials.pdf 	
7.4	Calendar	57
	BOC Calendar February 6, 2024.docx 	
7.5	Correspondence Log	58
	C Log 20240206.pdf 	

8. Old Business

For the OLD and NEW BUSINESS section discussions: please hold public comment until each presentation is done but before the vote .

8.1	PUD Pole Attachment Rate Resolution 2024-XXX.docx 	59 - 61
	Resolution Pole Attachments Rates	
	Recommended Action: Approve Resolution 2024-XXX revising pole attachment rates pursuant to RCW 54.04.045.	
8.2	Resolution for Check Signers	62 - 63
	BOC Agenda Report Form--Authorized Check Signers 2.6.2024.docx 	
	Resolution for Checking Account Signers 2.6.2024.docx 	
	Recommended Action: Approve Resolution 2024-XXX	

designating signers for all checking accounts for the PUD.

8.3 Water lead Inspection Presentation 64 - 70
[LSL Presentation.pdf](#) 

8.4 NoaNet Bylaws Discussion 71 - 103
[Articles of Incorporation - Equalization Draft 12.5.23.pdf](#) 
[NoaNet Bylaws - Equalization Draft 12.5.23.pdf](#) 

9. New Business

9.1 Olympic Fiber Corridor Underground Bid Approval 104 - 106
[OFC IBTWN BID TABS.pdf](#) 
[Resolution Adopting Awarding Bid 2024 02 06 .docx](#) 

10. Adjourn

Public Utility District No. 1 of Jefferson County is an Equal Opportunity Provider and Employer



**PUBLIC UTILITY DISTRICT NO. 1
of Jefferson County**

**January 16, 2024
Board of Commissioners
Regular Meeting**

**Draft Minutes
Present:**

Commissioner Jeff Randall, President
 Commissioner Dan Toepper, Vice President
 Commissioner Kenneth Collins, Secretary
 Kevin Streett, General Manager
 Joy Leichty, Asst. General Manager
 Joel Paisner, General Counsel
 Will O'Donnell, Communications Director
 Mike Bailey, Finance Director
 Jean Hall, Customer Service Director
 Melanie Des Marais, HR Director
 Josh Garlock, Electric Superintendent
 Jameson Hawn, Digital Communications Specialist
 Jimmy Scarborough, Electrical Engineering Manager
 Annette Johnson, Executive Assistant/Records Officer
 Don McDaniel, Consultant
 Cammy Brown, Recording Secretary

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1. **CALL TO ORDER.** Commissioner Kenneth Collins called the Regular Meeting of the Jefferson County PUD No. 1 Board of Commissioners for January 16, 2024, to order at 4:00 p.m.
 2. Roll call was taken and all three commissioners were present. It was determined there was a quorum. Commissioner Jeff Randall read the guidelines for virtual on-line and in-person participation.

3. AGENDA REVIEW.

MOTION: Commissioner Kenneth Collins made a motion to accept the agenda as presented. Commissioner Dan Toepper seconded the motion. Motion carried unanimously.

4. PUBLIC COMMENT. Commissioner Jeff Randall read the guidelines for submitting public comment. No public comments.

5. MANAGER AND STAFF REPORTS. General Manager Kevin Streett gave a report on the following:

- PUD auditors for financials will be arriving next week.
- General Manager Kevin Streett presented his schedule.
- PUD is entering into small contract to a goat herder to use goats on right of way to help with noxious weed. This is a test pilot project.
- Report on outages and appreciation to staff and crews.
- Transformers in the field are overloaded.
- There was public comment on outages in the Port Townsend North Beach area.

6. COMMISSIONERS' REPORTS.

Commissioner Kenneth Collins.

- 1/05 Met with General Manager Kevin Streett.
- 1/09 Attended PUD BOC Special Board meeting.
- 1/09 Met with a representative from risk assessment who will be participating in the PUD audit.
- 1/10 to
- 1/12 Attended WPUDA committee meetings.
- 1/12 Met with General Manager Kevin Streett.
- 1/19 Will meet with General Manager Kevin Streett.
- 1/23 May meet with Cindy Brooks, Executive Director of the EDC.
- 1/26 Will meet with General Manager Kevin Streett.
- 1/26 Will attend Jefferson Broadband Action Team meeting.
- 2/01 Will attend EDC Board meeting.
- 2/01 Will listen in on a broadband webinar.
- 2/02 Will meet with General Manager Kevin Streett.

Commissioner Dan Toepper.

- 1/03 Listened in on WPUDA Zoom meeting. Report.
- 1/04 Attended EDC meeting. Report.

- 1/04 Attended Port Ludlow Village Council meeting. Report.
- 1/08 Attended Jefferson County Fire Chiefs' meeting.
- 1/08 Met with General Manager Kevin Streett.
- 1/09 Attended PUD BOC Special Board meeting.
- 1/10 Attended WPUDA committee meetings.
- 1/10 Attended Legislative Session in Olympia. Report.
- 1/11 Attended WPUDA committee meetings.
- 1/12 Attended WPUDA Board of Directors' meeting.
- 1/24 and
- 1/25 Will attend Energy Northwest meeting in Olympia.
- 1/29 Will meet with General Manager Kevin Streett.
- 2/05 Will attend Jefferson County Fire Chiefs' meeting.
- 2/09 Will try to attend meeting in Port Ludlow on the Puget Sound Pacific Collaborative.

Commissioner Jeff Randall.

- 1/03 Listened in on WPUDA Zoom meeting. Report.
- 1/09 Attended PUD BOC Special Board meeting.
- 1/10 Attended Legislative Session in Olympia. Report.
- 1/11 Attended WPUDA committee meetings.
- 1/11 Attended Governmental Relations committee meeting. Report.
- 1/12 Met with General Counsel Joel Paisner.
- 1/12 Received two phone calls from constituents.
- 1/25 Will attend Energy Northwest meeting in Olympia.
- 2/7 and
- 2/08 Will attend PPC meeting.
- 2/09 Will meet with PNUCC (Pacific Northwest Utilities Conference Committee).

7. CONSENT AGENDA.

MOTION: Commissioner Dan Toepper made a motion to approve the Consent Agenda as presented. Commissioner Jeff Randall seconded the motion. Motion carried unanimously.

- 7.1 Prior Minutes
PUD BOC Regular Meeting 01-02-2024 Draft.
- 7.2 Vouchers
Voucher Approval Form for the Commissioners 1-16-24.
Vouchers Certification with Supporting Warrant Register & Payroll 1-16-24.

PAYMENTS TO BE APPROVED

WARRANTS	AMOUNT	DATE
Accounts Payable: #135528 to #135588	\$ 609,850.53	12/28/2023
Accounts Payable: #135589 to #135655	\$ 351,994.18	01/05/2024
Payroll Checks: # 71121 to # 71122	\$ 6,181.40	01/05/2024
Payroll Direct Deposit:	\$ 232,117.75	01/05/2024
TOTAL INVOICES PAID:	\$ 1,200,143.86	

ACH/WIRE TRANSFERS PAID	AMOUNT	DATE
ACH/Wire Transfer # 314 # 318	\$ 1,649,648.34	12/29/23-01/08/24
PAYMENT TOTAL	\$ 2,849,792.20	

-
- 7.3 Financial Report
November 2023 Financials.
Agenda Report-Written Off Accounts 1-16-2024.
Written Off Accounts Motion 1-16-2024.

 - 7.4 Calendar.
BOC Calendar January 16, 2024.

 - 7.5 Correspondence Log
CL20240116.

 - 7.6 2024 BOC Regular Meeting Calendar.
New Calendar for BOC Regular Meetings 2024.

END OF CONSENT AGENDA

The following was moved out of sequence with consensus of all three commissioners.

9.1 Presentation: Port Hadlock Sewer O & M. Samantha Harper, P.E., Jefferson County Department of Public Works. Samantha Harper, P.E. – Wastewater Project Manager for Hadlock Sewer, Monty Reinders, Public Works Director for Jefferson County and Robert Wheeler, gave a presentation.

FIVE MINUTE BREAK. Commissioner Jeff Randall declared a five-minute break at 5:43 p.m.

The Regular meeting of the Jefferson County Public Utility District No. 1 Board of Commissioners reconvened at 5:48 p.m.

8. OLD BUSINESS.

8.1 NoaNet Discussion. Discussion only.

8.2 Resolution Non-Rep Salaries. Finance Director Mike Bailey gave a report.

MOTION: Commissioner Kenneth Collins made a motion to approve the resolution of the Board of Commissioners of Public Utility District No. 1 of Jefferson County, Washington establishing a salary cost of living adjustment (cola) For Non-Represented employees for 2024. Commissioner Dan Toepper seconded the motion. Motion carried unanimously.

8.3 Construction Costs Resolution. Electrical Engineering Manager Jimmy Scarborough gave a report.

MOTION: Commissioner Kenneth Collins made a motion to approve a resolution of the Board of Commissioners of the Public Utility District No. 1 of Jefferson County, Washington, revising and superseding Exhibit B of Resolution 2023-023 and adopting various construction rates for electric services. Commissioner Dan Toepper seconded the resolution. Motion carried unanimously.

8.4 PUD Credit Card Policy. Finance Director Mike Bailey gave a report.

MOTION: Commissioner Kenneth Collins made a motion to approve the adoption of the new credit card policy written by Moss Adams. Commissioner Dan Toepper seconded the motion. Motion carried unanimously.

9. NEW BUSINESS.

9.1 This item was moved up after Consent Agenda.

9.2 Billing Adjustment Approval – Port Townsend Street Lights. Customer Service Director Jean Hall gave a report.

MOTION: Commissioner Kenneth Collins made a motion that the Board of Commissioners of the Jefferson County Public Utility District No. 1 approve the reimbursement to the City of Port Townsend in the amount of \$16,131.69. Commissioner Dan Toepper seconded the motion. Motion carried unanimously.

10. ADJOURN. Commissioner Kenneth Collins adjourned the January 16, 2024, Regular Meeting of the Jefferson County Public Utility District No. 1 Board of Commissioners, at 6:13 p.m.

Minutes prepared by Cammy Brown, Recording Secretary

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Jefferson County PUD
Board of Commissioners
Regular Board Meeting
January 16, 2024
Draft Minutes

Approved:

Commissioner Kenneth Collins, Secretary

Date

Attest:

Commissioner Jeff Randall, President

Date

Commissioner Dan Toepper, Vice President

Date

Please note PUD Board of Commissioner meetings are audio recorded and posted to the PUD website at usually within 1-2 business days of each meeting. If you experience any difficulty accessing a particular recording, you may call 360.385.5800 for assistance. Jefferson PUD provides reasonable accommodations to persons with disabilities. We invite any person with special needs to contact our staff at 360.385.8351 at least 24 hours before the meeting to discuss any special accommodations.



**PUBLIC UTILITY DISTRICT NO. 1
of Jefferson County**

January 16, 2024

**Board of Commissioners
Special Meeting**

**Draft
Minutes**

Present:

- Comm. Jeff Randall, President
- Comm. Dan Toepper, V. President
- Comm. Kenneth Collins, Secretary
- Kevin Streett, G.M.
- Joy Leichty, Asst. G.M.
- Joel Paisner, Gen. Counsel
- Will O'Donnell, Communications
- Jean Hall, Customer Service
- Director Melanie Des Marais, HR
- Director Josh Garlock, Elec Sup.
- Annette Johnson, Ex. Assist/Rec. Officer
- Don McDaniel, Consultant

Cammy Brown, Recording Secretary

-
- 1. CALL TO ORDER.** Commissioner Jeff Randall called the Special Meeting of the Jefferson County PUD No. 1 Board of Commissioners for January 16, 2024, to order at 3:00 p.m.
 - 2. COMMISSIONER ROLL CALL.** Roll call was taken and all three commissioners were present. It was determined there was a quorum. Commissioner Jeff Randall read the guidelines for virtual on-line and in-person participation.
 - 3. AGENDA REVIEW.**

MOTION: Commissioner Kenneth Collins a motion to accept the agenda as presented. Commissioner Dan Toepper seconded the motion. Motion carried unanimously.

4. **EXECUTIVE SESSION.** To discuss with legal counsel potential litigation to which the PUD is likely to become a party. Per RCW 42.30.110(1)(i). Forty minutes were requested. Executive Session convened at 3:03 p.m. Executive Session ended at 3:48 p.m. No action was taken.

The Special Meeting of the Jefferson County Public Utilities No. 1 Board of Commissioners of January 16, 2024, reconvened at 3:48 p.m.

5. **ADJOURN.** Commissioner Jeff Randall adjourned the January 16, 2024, Special Meeting of the Jefferson County Public Utility District No. 1 Board of Commissioners at 3:48 p.m.

Minutes prepared by Cammy Brown, Recording Secretary

Approved:

Commissioner Kenneth Collins, Secretary

Date

Attest:

Commissioner Jeff Randall, President

Date

Commissioner Dan Toepper, Vice President

Date

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**PUBLIC UTILITY DISTRICT NO. 1
of Jefferson County**

January 9, 2024

**Board of Commissioners
Special Meeting**

**Draft
Minutes**

Present:

Comm. Jeff Randall, President
Comm. Dan Toepper, V. President
Comm. Kenneth Collins, Secretary
Kevin Streett, G.M.
Joy Leichty, Asst. G.M.
Joel Paisner, Gen. Counsel
Will O'Donnell, Communications
Director Mike Bailey, Finance Director
Jean Hall, Customer Service
Director Melanie Des Marais, HR
Director Josh Garlock, Elec Sup.
Jameson Hawn, Digital Comm. Specialist
Annette Johnson, Ex. Assist/Rec. Officer
Don McDaniel, Consultant
Sergey Tarasov, Principal, FCS Group
Matthew Hobson, Project Manager, FCS Group

Cammy Brown, Recording Secretary

1. CALL TO ORDER. Commissioner Jeff Randall called the Special Meeting of the Jefferson County PUD No. 1 Board of Commissioners for January 9, 2024, to order at 10:00 a.m.

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Jefferson County PUD
Board of Commissioners
Special Board Meeting
January 9, 2024
Minutes - Draft

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2. **COMMISSIONER ROLL CALL.** Roll call was taken and all three commissioners were present. It was determined there was a quorum. Commissioner Jeff Randall read the guidelines for virtual on-line and in-person participation.

3. **AGENDA REVIEW.**

MOTION: Commissioner Dan Toepper made a motion to accept the agenda as presented. Commissioner Kenneth Collins seconded the motion. Motion carried unanimously.

4. **PRESENTATION: FCS GROUP.** Sergey Tarasov, Principal, FCS Group and Matthew Hobson, Project Manager, FCS Group, gave a presentation.

Commissioner Jeff Randall called for a five-minute break at 11:55 a.m.

The January 9, 2024, Special Meeting of the Jefferson County Public Utilities No. 1 Board of Commissioners reconvened at 12:00 p.m.

5. **EXECUTIVE SESSION 1. To discuss with legal counsel potential litigation to which the PUD is likely to become a party. Per RCW 42.30.110(1)(i).** Fifteen minutes were requested. Executive Session No. 1 convened at 12:00 p.m. Executive Session No. 1 ended at 12:15 p.m. No action was taken.

The Special Meeting of the Jefferson County Public Utilities No. 1 Board of Commissioners of January 9, 2024, reconvened at 12:15 p.m.

6. **EXECUTIVE SESSION 2. To discuss with legal counsel potential litigation to which the PUD is likely to become a party. Per RCW 42.30.110(1)(i).** Fifteen minutes were requested. Executive Session No. 2 convened at 12:15 p.m. Executive Session No. 2 ended at 12:30 p.m. No action was taken.

The Special Meeting of January 9, 2024, of the Jefferson County Public Utilities No. 1 Board of Commissioners reconvened at 12:30 p.m.

7. **ADJOURN.** Commissioner Jeff Randall adjourned the January 9, 2024, 10:00 a.m. Special Meeting of the Jefferson County Public Utility District No. 1 Board of Commissioners at 12:30 p.m.

Minutes prepared by Cammy Brown, Recording Secretary

Approved:

Commissioner Kenneth Collins, Secretary

Date

Attest:

Commissioner Jeff Randall, President

Date

Commissioner Dan Toepper, Vice President

Date

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VOUCHER APPROVAL FORM

We, the undersigned Board of Commissioners of Public Utility District No. 1 of Jefferson County hereby approve pending payments for transactions greater than \$100,000, if any. The following transactions are approved from the General Fund in the amount of **\$3,996,844.71** on this **6th** day of **February** **2024** ;

Jeff Randall President	Dan Toepper Vice President	Kenneth Collins Secretary
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PAYMENTS TO BE APPROVED:

WARRANTS	AMOUNT	DATE
Accounts Payable: # 135656 to # 135725	\$ 775,079.68	1/11/2024
Accounts Payable: # 135726 to # 135760	\$ 501,009.69	1/18/2024
Accounts Payable: # 135761 to # 135809	\$ 483,112.90	1/25/2024
Accounts Payable: # 135810 to # 135813	\$ 45,912.18	1/30/2024
Payroll Checks: # 71124 to # 71125	\$ 5,419.98	1/19/2024
Payroll Direct Deposit:	\$ 230,166.91	1/19/2024
TOTAL INVOICES PAID	\$2,040,701.34	

ACH/WIRE TRANSFERS PAID	AMOUNT	DATE
ACH/Wire Transfer # 316 to # 325	\$ 1,956,143.37	1/11-1/25/24

PAYMENT TOTAL **\$3,996,844.71**

VOIDED WARRANTS

131158	\$	1,071.38
135395	\$	275.00
319	\$	95,903.41

01/31/2024 10:32:56 AM

Accounts Payable Check Register

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01/10/2024 To 01/30/2024

Bank Account: 1 - JCT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
131158 3/9/23	CHK	10496	WELLS FARGO VENDOR FIN SERV	4CRNRS COPYRNT FEB 2023	354.47 VOID
				4CRNRS COPYRNT FEB 2023	39.39 VOID
				4CRNRS COPYRNT MAR 2023	354.47 VOID
				4CRNRS COPYRNT MAR 2023	39.39 VOID
				4CRNRS WKRM COPYRNT FEB 2023	255.29 VOID
				4CRNRS WKRM COPYRNT FEB 2023	28.37 VOID
Total for Check/Tran - 131158:					1,071.38 VOID

Total Payments for Bank Account - 1 :	(0)	0.00
Total Voids for Bank Account - 1 :	(1)	1,071.38
Total for Bank Account - 1 :	(1)	1,071.38

01/31/2024 10:32:56 AM

Accounts Payable Check Register

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01/10/2024 To 01/30/2024

Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135395 12/7/23	CHK	11053	CHRISTOPHER R WILLIAMSON	WELLNESS REIMBURSEMENT 2023	275.00 VOID
135656 1/11/24	CHK	10013	AMERICAN WATER WORKS ASSOCIATICUST#00076706-0 AWWA 1Y 2/01/24-1/31/25		412.00
135657 1/11/24	CHK	10447	ANIXTER INC.	CLOVER LEAF-7 HOLE MOUNTING BRACKET SECONDARY HAND HOLE,TRAFFIC 17x30x24-POL STANDOFF BRACKET 15"	2,672.95 9,133.85 23,986.75
Total for Check/Tran - 135657:					35,793.55
135658 1/11/24	CHK	10016	ASPLUNDH TREE EXPERT CO	TREE TRIMMING W/E 12/09/2023 TREE TRIMMING W/E 12/09/2023 TREE TRIMMING W/E 12/16/2023 TREE TRIMMING W/E 12/16/2023	2,065.15 8,260.59 8,260.59 2,065.15
Total for Check/Tran - 135658:					20,651.48
135659 1/11/24	CHK	10692	BIERER & ASSOCIATES	SERVICE TESTER SERVICE TESTER METER	2,122.54 -177.04
Total for Check/Tran - 135659:					1,945.50
135660 1/11/24	CHK	10763	BUILDERS EXCHANGE OF WASHINGTON	PUBLISH PROJECTS ONLINE 12/18/23 PUBLISH PROJECTS ONLINE 12/18/23	130.38 130.37
Total for Check/Tran - 135660:					260.75
135661 1/11/24	CHK	11062	C-N-I LOCATES,LTD	SUBSURFACE SCANNING SUBSURFACE SCANNING	734.50 400.00
Total for Check/Tran - 135661:					1,134.50
135662 1/11/24	CHK	10940	CALIX, INC.	GIGAPOINT POWER ADAPATER SUBSCRIBER EXPERIENCE-OCT SUBSCRIBER EXPERIENCE-NOV SUBSCRIBER EXPERIENCE-DEC	20,000.59 1,363.75 1,363.75 1,363.75
Total for Check/Tran - 135662:					24,091.84
135663 1/11/24	CHK	10623	CARL H. JOHNSON & SON EXCAVATIN	WATER METER INSTALL - 4853 CAPE GEORGE EMRGNCY WATER MAIN RPR- B ST & C ST	1,722.69 3,823.74
Total for Check/Tran - 135663:					5,546.43

01/31/2024 10:32:56 AM

Accounts Payable Check Register

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01/10/2024 To 01/30/2024

Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135664 1/11/24	CHK	10843	CCG CONSULTING	GRANTS, POLICIES & PROCEDURES	613.60
135665 1/11/24	CHK	10993	CENEX FLEET FUELING	DIESEL FOR VEH# 417	157.54
135666 1/11/24	CHK	10050	CHS	VEH# 110 - PROPANE FOR FORKLIFT	449.50
135667 1/11/24	CHK	10051	CITY OF PORT TOWNSEND-UTILITY	191 OTTO ST -MONTHLY WTR 191 OTTO ST -MONTHLY WTR	113.60 12.62
Total for Check/Tran - 135667:					126.22
135668 1/11/24	CHK	10501	D & L POLES	FIBER TRENCH/BORE - EAST QUILCENE BRIDGE	86,311.15
135669 1/11/24	CHK	10815	DANIEL ANDERSON TRUCKING&EXCA	FLAGGING - VARIOUS LOCATIONS 12/14-12/21 FLAGGING - VARIOUS LOCATIONS 12/14-12/21 FLAGGING - EAST QUILCENE RD 12/12/23	6,879.73 4,586.49 1,725.60
Total for Check/Tran - 135669:					13,191.82
135670 1/11/24	CHK	11063	SHEA DAVEY	WELLNESS PROGRAM REIMBURSEMENT 2023	275.00
135671 1/11/24	CHK	10551	DAY WIRELESS SYSTEMS	MOBILE RADIOS - MONTHLY	1,034.05
135672 1/11/24	CHK	10404	FARWEST LINE SPECIALTIES LLC	HANDLINE HOOK SNATCH BLOCKS SWIVEL	24.14 144.77 40.50
Total for Check/Tran - 135672:					209.41
135673 1/11/24	CHK	10085	FASTENAL	MISC SUPPLIES MISC SUPPLIES MISC SUPPLIES MISC SUPPLIES MISC SUPPLIES	238.36 657.83 18.08 113.20 2.01
Total for Check/Tran - 135673:					1,029.48
135674 1/11/24	CHK	10821	FCS GROUP	CONSULTING-POLE ATTACHMENTS	3,015.00
135675 1/11/24	CHK	11061	FOUNDATION FOR WATER & ENERGY	2024 SPONSORSHIP 2024 SPONSORSHIP	430.00 35.00

01/31/2024 10:32:56 AM

Accounts Payable Check Register

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01/10/2024 To 01/30/2024

Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				2024 SPONSORSHIP	35.00
Total for Check/Tran - 135675:					500.00
135676	1/11/24	CHK 11008	FS.COM INC	CISCO SFP 25GBX-U-40 # 102978	457.13
135677	1/11/24	CHK 10811	GDS ASSOCIATES INC.	MONTHLY WPAG ALLOCATION MONTHLY WPAG ALLOCATION	493.93 54.88
Total for Check/Tran - 135677:					548.81
135678	1/11/24	CHK 10094	GENERAL PACIFIC, INC	OFS INSTALL MATERIAL W/O# 322036	614.54
135679	1/11/24	CHK 10674	GLOBAL EQUIPMENT COMPANY INC.	DESICCANT BEADS	257.25
135680	1/11/24	CHK 10454	GLOBAL RENTAL COMPANY INC	2023 FREIGHTLINER VEH#418 12/20-1/16/24 AT40-G RNTL VEH#417 12/5-1/1/24	4,582.20 3,054.80
Total for Check/Tran - 135680:					7,637.00
135681	1/11/24	CHK 10095	GOOD MAN SANITATION, INC	310 4CRNRS-RESTROOM UNIT MONTHLY 2023 310 4CRNRS-RESTROOM UNIT MONTHLY 2023 SEPTIC TANK INSPECTION - 744 PETERSON RD	156.61 15.66 2,374.81
Total for Check/Tran - 135681:					2,547.08
135682	1/11/24	CHK 10098	GRAINGER	MAP FUEL TORCH HEAD PROPANE	185.73 283.97 66.00
Total for Check/Tran - 135682:					535.70
135683	1/11/24	CHK 10939	JAMESON J HAWN	PHONE ALLOWANCE - AUGUST 2022 PHONE ALLOWANCE - AUGUST 2022	40.50 4.50
Total for Check/Tran - 135683:					45.00
135684	1/11/24	CHK 10384	HDR ENGINEERING INC	ON CALL GENERAL SERVICES ON CALL GENERAL SERVICES	2,643.23 2,570.25
Total for Check/Tran - 135684:					5,213.48
135685	1/11/24	CHK 10366	ICPE	POWER TRANSFORMER SPEC-NOVEMBER PT OH/URD CONVERSION-NOVEMBER	2,025.00 27,645.00

01/31/2024 10:32:56 AM

Accounts Payable Check Register

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01/10/2024 To 01/30/2024

Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				GENERAL ENGINEERING	1,395.00
				Total for Check/Tran - 135685:	31,065.00
135686 1/11/24	CHK	10817	IDGAF, INC	VAN TROJEN RD UPGRADE W/O# 221055	49,611.07
				VAN TROJEN RD UPGRADE W/O# 721005	12,402.76
				VAN TROJEN RD UPGRADE W/O# 221055	39,277.68
				VAN TROJEN RD UPGRADE W/O# 721005	9,819.42
				Total for Check/Tran - 135686:	111,110.93
135687 1/11/24	CHK	10666	INTERWEST CONSTRUCTION, INC.	CONDUIT & VAULT INSTALL - CEDAR AVE	7,711.50
135688 1/11/24	CHK	10518	J HARLEN COMPANY	HAND TOOLS	2,634.79
				HANDLING HOOK	43.55
				KNIFE	129.01
				SWIVEL HOOK	158.93
				Total for Check/Tran - 135688:	2,966.28
135689 1/11/24	CHK	10519	JEFFERSON COUNTY-NOXIOUS WEED BCONTROLING NOXIOUS WEEDS AGREEMENT		21,519.00
135690 1/11/24	CHK	10129	JIFFY LUBE	OIL CHANGE VEH# 209	101.05
				OIL CHANGE VEH# 111	123.93
				OIL CHANGE VEH# 119	112.18
				Total for Check/Tran - 135690:	337.16
135691 1/11/24	CHK	10972	KATIES CLEANING SERVICE	JANITORIAL SRV 12/20/23-1/03/2024	2,227.50
				JANITORIAL SRV 12/20/23-1/03/2024	247.50
				Total for Check/Tran - 135691:	2,475.00
135692 1/11/24	CHK	10134	LEMAY MOBILE SHREDDING	SHRED 4CRNR MONTHLY	110.70
				SHRED 4CRNR MONTHLY	12.30
				SHRED OTTO ST MONTHLY	65.70
				SHRED OTTO ST MONTHLY	7.30
				Total for Check/Tran - 135692:	196.00
135693 1/11/24	CHK	10333	MOSS ADAMS LLP	PROF SVC:CONSULTING SRVC 12/01-12/30/23	13,986.00
				PROF SVC:CONSULTING SRVC 12/01-12/30/23	1,554.00

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
Total for Check/Tran - 135693:					15,540.00
135694	1/11/24	CHK	10771	MOUNTAIN STATES PIPE & SUPPLY CO	2,541.36
				100W+ ENCODR w/INTEGRAL CNNCTR & ANTENNA	4,023.82
				ITRON 100WP+ PULSE ERT INTEGRAL CONN	4,023.82
Total for Check/Tran - 135694:					6,565.18
135695	1/11/24	CHK	10153	MURREY'S DISPOSAL CO., INC.	189.35
				2YD - 310 4CRNR MONTHLY	21.04
				2YD - 310 4CRNR MONTHLY	183.60
				2YD OCC-4CRNRS MONTHLY	20.40
				2YD OCC-4CRNRS MONTHLY	569.43
				30YD RNTL-310 4CRNRS MONTHLY	63.27
				30YD RNTL-310 4CRNRS MONTHLY	38.11
				1.5YD - 21 KENNEDY MONTHLY	38.12
				1.5YD - 21 KENNEDY MONTHLY	205.37
				2YD - 210 4CRNR MONTHLY	184.83
				2YD - 191 OTTO MONTHLY	20.54
				2YD - 191 OTTO MONTHLY	93.75
				2YD-210 4CRNR MONTHLY	10.42
				2YD-210 4CRNR MONTHLY	10.42
Total for Check/Tran - 135695:					1,638.23
135696	1/11/24	CHK	10309	NISC	10,434.83
				PRINT SVCS INVOICE NOV 2023	1,532.71
				PRINT SVCS INVOICE NOV 2023	1,159.43
				PRINT SVCS INVOICE NOV 2023	170.30
				PRINT SVCS INVOICE NOV 2023	1,126.51
				RECURRING INVOICE NOV 2023	254.97
				RECURRING INVOICE NOV 2023	1,866.65
				RECURRING INVOICE NOV 2023	545.50
				RECURRING INVOICE NOV 2023	502.66
				RECURRING INVOICE NOV 2023	502.66
				RECURRING INVOICE NOV 2023	9,611.40
				RECURRING INVOICE NOV 2023	981.88

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				RECURRING INVOICE NOV 2023	114.74
				RECURRING INVOICE NOV 2023	1,631.97
				RECURRING INVOICE NOV 2023	347.91
				RECURRING INVOICE NOV 2023	25.50
				MISC NOV 2023	665.58
				MISC NOV 2023	73.95
				Total for Check/Tran - 135696:	31,549.15
135697 1/11/24	CHK	10631	WILLIAM P O'DONNELL	TRAVEL - LODGING	729.04
				TRAVEL - LODGING	81.00
				Total for Check/Tran - 135697:	810.04
135698 1/11/24	CHK	10167	OFFICE DEPOT	OFFICE SUPPLIES- OPERATIONS	56.84
				OFFICE SUPPLIES- OPERATIONS	6.32
				OFFICE SUPPLIES - OPERATIONS	20.61
				OFFICE SUPPLIES - OPERATIONS	2.29
				Total for Check/Tran - 135698:	86.06
135699 1/11/24	CHK	10169	OLYCAP	PWRBST/OLYCAP DEC 2023	1,217.87
135700 1/11/24	CHK	10865	OLYMPIC ELECTRIC CO, INC	EMGR CBLFAULT - 13691 CENTER RD 12/31/22	12,375.21
135701 1/11/24	CHK	10170	OLYMPIC EQUIPMENT RENTALS	13" BAR & CHAIN	74.17
135702 1/11/24	CHK	10175	PACIFIC UNDERWRITERS CORP	LIFE - FEB 2024	769.20
				LIFE - JAN 2024	30.50
				LTD - FEB 2024	2,611.23
				LTD - JAN 2024	76.70
				Total for Check/Tran - 135702:	3,487.63
135703 1/11/24	CHK	10181	PENINSULA PEST CONTROL	QRTLY GP SVC 210 FOUR CORNERS	98.19
				RODENT SVC MO 210 FOUR CRNRS MONTHLY	81.83
				QRTLY GP SVC MATS VIEW TERRACE	60.01
				CRPNTRANT SVC QRTLY-PH SKYWATER MAR 2023	54.55
				Total for Check/Tran - 135703:	294.58

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135704 1/11/24	CHK	10183	PETRICKS LOCK & SAFE	DUPLICATE KEYS	54.21
				DUPLICATE KEYS	4.41
				DUPLICATE KEYS	4.42
Total for Check/Tran - 135704:					63.04
135705 1/11/24	CHK	10857	PETROCARD, INC.	FUEL FOR GENERATOR - QUILCENE FIBER HUT	203.87
135706 1/11/24	CHK	10188	PLATT ELECTRIC SUPPLY	CONDUIT SWEEP	1,917.98
				PVC CONDUIT	55,219.78
				UNISTRUT CLAMP	4,980.25
				FLUKE METER	157.09
Total for Check/Tran - 135706:					62,275.10
135707 1/11/24	CHK	10197	PRINTERY COMMUNICATIONS	PLANNED OUTAGE POSTCARDS & MAILING	1,204.79
				ENVELOPES	1,438.74
				ENVELOPES	159.85
Total for Check/Tran - 135707:					2,803.38
135708 1/11/24	CHK	10203	PURMS JOINT SELF INSURANCE FUND	PROPERTY GENERAL ASSESSMENT 12/31/2023	7,551.14
				PROPERTY GENERAL ASSESSMENT 12/31/2023	839.01
				AEGIS & EIM LIAB PLICY 1Y 1/1/24-1/1/25	193,462.31
Total for Check/Tran - 135708:					201,852.46
135709 1/11/24	CHK	10921	KARA L ROGERS	WELLNESS PROGRAM REIMBURSEMENT 2023	110.00
				WELLNESS PROGRAM REIMBURSEMENT 2023	165.00
Total for Check/Tran - 135709:					275.00
135710 1/11/24	CHK	10216	SECURITY SERVICES NW, INC.	ALARM MONITORING KENNEDY RD - Q1 2024	108.01
				SUBSTATION PATROL MONTHLY	6,188.00
				NIGHT PAYMENT PICKUP - MONTHLY	986.05
				NIGHTLY YARD CHECK - MONTHLY	400.50
				NIGHT PAYMENT PICKUP - MONTHLY	100.00
Total for Check/Tran - 135710:					7,782.56
135711 1/11/24	CHK	10928	MICHAEL J SMITH	WELLNESS PROGRAM REIMBURSEMENT 2023	275.00

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135712 1/11/24	CHK	10249	SPECTRA LABORATORIES-KITSAP LLC	TESTING: COLIFORM/ E COLI 12/6	104.00
				TESTING: COLIFORM/E COLI QUIMPER 12/6	260.00
				TESTING: COLIFORM/E COLI 12/7	156.00
				TESTING: COLIFORM/E COLI 12/13	130.00
				TESTING: CONDUCTIVITY & CHLORIDE 12/7	98.00
Total for Check/Tran - 135712:					748.00
135713 1/11/24	CHK	10331	ST VINCENT DE PAUL	PWRBST/ST VINCENT DE PAUL DEC 2023	1,217.88
135714 1/11/24	CHK	10400	DONALD K STREETT	TRAVEL - LODGING	195.33
				TRAVEL - MEALS PER DIEM	133.20
				TRAVEL - MILEAGE	382.59
				TRAVEL - LODGING	21.70
				TRAVEL - MEALS PER DIEM	14.80
				TRAVEL - MILEAGE	42.51
Total for Check/Tran - 135714:					790.13
135715 1/11/24	CHK	10965	MICHAEL P THOMAS	2023 CLOTHING ALLOWANCE	98.18
135716 1/11/24	CHK	10433	UNITED RENTALS (NORTH AMERICA), IVEH#423-FORKLFT VARCH RNTL12/13-1/10/24		1,718.19
135717 1/11/24	CHK	10256	UTILITIES UNDERGROUND LOCATION	LOCATES - MONTHLY-2023	64.98
				LOCATES - MONTHLY-2023	132.78
				LOCATES - MONTHLY-2023	84.75
Total for Check/Tran - 135717:					282.51
135718 1/11/24	CHK	10258	VERIZON WIRELESS, BELLEVUE	CELL PHONE SERVICE QB11/16-12/15/2023	383.02
				CELL PHONE SERVICE QB11/16-12/15/2023	26.07
				CELL PHONE SERVICE QB11/16-12/15/2023	188.85
				CELL PHONE SERVICE QB11/16-12/15/2023	94.55
				CELL PHONE SERVICE QB11/16-12/15/2023	75.26
				CELL PHONE SERVICE QB11/16-12/15/2023	205.61
				CELL PHONE SERVICE QB11/16-12/15/2023	75.26
				CELL PHONE SERVICE QB11/16-12/15/2023	115.55

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				CELL PHONE SERVICE QB11/16-12/15/2023	116.00
				CELL PHONE SERVICE QB11/16-12/15/2023	104.28
				CELL PHONE SERVICE QB11/16-12/15/2023	26.07
				CELL PHONE SERVICE QB11/16-12/15/2023	39.18
				CELL PHONE SERVICE QB11/16-12/15/2023	36.08
				CELL PHONE SERVICE QB11/16-12/15/2023	193.42
				CELL PHONE SERVICE QB11/16-12/15/2023	193.42
				CELL PHONE SERVICE QB11/16-12/15/2023	130.35
				CELL PHONE SERVICE QB11/16-12/15/2023	42.01
				CELL PHONE SERVICE QB11/16-12/15/2023	39.61
				CELL PHONE SERVICE QB11/16-12/15/2023	49.09
				CELL PHONE SERVICE QB11/16-12/15/2023	257.74
				CELL PHONE SERVICE QB11/16-12/15/2023	67.99
				CELL PHONE SERVICE QB11/16-12/15/2023	55.93
				CELL PHONE SERVICE QB11/16-12/15/2023	46.93
				CELL PHONE SERVICE QB11/16-12/15/2023	36.01
				CELL PHONE SERVICE QB11/16-12/15/2023	205.74
				CELL PHONE SERVICE QB11/16-12/15/2023	307.50
				CELL PHONE SERVICE QB11/16-12/15/2023	4.67
				CELL PHONE SERVICE QB11/16-12/15/2023	4.40
				CELL PHONE SERVICE QB11/16-12/15/2023	5.45
				CELL PHONE SERVICE QB11/16-12/15/2023	57.59
				CELL PHONE SERVICE QB11/16-12/15/2023	7.55
				CELL PHONE SERVICE QB11/16-12/15/2023	6.21
				CELL PHONE SERVICE QB11/16-12/15/2023	5.21
				CELL PHONE SERVICE QB11/16-12/15/2023	54.54
				CELL PHONE SERVICE QB11/16-12/15/2023	4.00
				CELL PHONE SERVICE QB11/16-12/15/2023	22.85
				CELL PHONE SERVICE QB11/16-12/15/2023	90.15
				CELL PHONE SERVICE QB11/16-12/15/2023	104.28
				CELL PHONE SERVICE QB11/16-12/15/2023	54.54

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Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				CELL PHONE SERVICE QB11/16-12/15/2023	111.55
				SCADA CRADLEPNT DEVICES QB-MONTHLY	801.55
				WIFI-MONTHLY VEHICLES	165.23
				WIFI-MONTHLY VOICE&MOBILE BROADBAND LINE	31.08
				WIFI-MONTHLY ADMIN IT BACKUP SERV ROOM	31.08
				WIFI-MONTHLY EXECUTIVE	62.16
				WIFI-MONTHLY FINANCE	74.59
				WIFI-MONTHLY FINANCIAL	31.07
				WIFI-MONTHLY VEHICLES	36.72
				WIFI-MONTHLY VOICE&MOBILE BROADBAND LINE	15.64
				WIFI-MONTHLY WATER-207	15.54
				WIFI-MONTHLY ADMIN IT BACKUP SERV ROOM	7.77
				WIFI-MONTHLY EXECUTIVE	15.54
				WIFI-MONTHLY FINANCE	18.64
				WIFI-MONTHLY FINANCIAL	7.77
				Total for Check/Tran - 135718:	4,958.89
135719	1/11/24	CHK 10800	VISION METERING, LLC	END SIGHT CLOUD SOFTWARE NOV 2023	1,118.30
135720	1/11/24	CHK 10680	WELLSPRING FAMILY SERVICES	PROFESSIONAL COACHING NOV 2023	1,153.13
				PROFESSIONAL COACHING NOV 2023	128.12
				Total for Check/Tran - 135720:	1,281.25
135721	1/11/24	CHK 10274	WESTBAY AUTO PARTS, INC.	BATTERY VEH# 415	141.96
				NPF002 NAF 2.5 DEF	56.69
				Total for Check/Tran - 135721:	198.65
135722	1/11/24	CHK 11053	CHRISTOPHER R WILLIAMSON	WELLNESS REIMBURSEMENT 2023	275.00
135723	1/11/24	CHK 10018	WORLD KINECT ENERGY SERVICES	BIOCIDE TREATMENT 1GAL	212.65
				FUEL-UNL-87 REG 10% ETHNL&DIESEL ULSD #2	20,215.63
				Total for Check/Tran - 135723:	20,428.28
135724	1/11/24	CHK 10304	COLTON L WORLEY	BOOT/TOOL ALLOWANCE 2023	300.00

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135725 1/11/24	CHK	10858	ZOOM VIDEO COMMUNICATIONS, INC.	VIDEO CONFERENCE SVC-MONTHLY	459.19
				VIDEO CONFERENCE SVC-MONTHLY	51.02
Total for Check/Tran - 135725:					510.21
135726 1/18/24	CHK	10006	AFLAC	AFLAC BILL MONTHLY 2023	198.84
135727 1/18/24	CHK	10447	ANIXTER INC.	WIRE & FUSES	24,141.65
135728 1/18/24	CHK	10451	ASCENT LAW PARTNERS LLP	GENERAL UTILITY - MONTHLY	5,368.05
				GENERAL UTILITY - MONTHLY	596.45
				PROF SRVC: BROADBAND	2,291.00
				PROF SRVC: WATER	1,382.50
				FLAT FEE BOC MEETINGS - MONTHLY	7,650.00
				FLAT FEE BOC MEETINGS - MONTHLY	850.00
Total for Check/Tran - 135728:					18,138.00
135729 1/18/24	CHK	10016	ASPLUNDH TREE EXPERT CO	TREE TRIMMING W/E 12/23/2023	10,325.74
135730 1/18/24	CHK	10823	BHC CONSULTANTS LLC	QUILCENE W TANK PROF SVC 10/21-12/22/23	3,453.60
135731 1/18/24	CHK	10052	CITY OF PORT TOWNSEND	3RD QTR 2023 - 6% CITY TAX NOV 23	60,120.94
				3RD QTR 2023 - 6% CITY TAX OCT 23	45,174.03
				3RD QTR 2023- 6% CITY TAX DEC 23	83,007.81
Total for Check/Tran - 135731:					188,302.78
135732 1/18/24	CHK	10059	DAILY JOURNAL OF COMMERCE	BID OLYMPIC CORRIDOR FIBER	573.60
				BID OLYMPIC CORRIDOR FIBER	573.60
Total for Check/Tran - 135732:					1,147.20
135733 1/18/24	CHK	10070	DOUBLE D ELECTRICAL, INC	CONDUIT RACEWAY - FIBER CABLES - OTTO ST	11,577.69
135734 1/18/24	CHK	11065	EDGE ANALYTICAL, INC	VANDECAR WATER SYSTEM TESTING	115.00
135735 1/18/24	CHK	10084	EXPRESS SERVICES, INC	ACCT ASSISTANT 12/31/2023	1,112.18
				ACCT ASSISTANT 12/31/2023	123.58
Total for Check/Tran - 135735:					1,235.76

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135736 1/18/24	CHK	10085	FASTENAL	MISC SUPPLIES	641.87
				MISC SUPPLIES	6.93
				MISC SUPPLIES	70.61
				MISC SUPPLIES	0.77
Total for Check/Tran - 135736:					720.18
135737 1/18/24	CHK	10090	FREDERICKSON ELECTRIC, INC	ROOFTOP SOLAR PROJECT-March 2023 85%	17,928.90
135738 1/18/24	CHK	10090	FREDERICKSON ELECTRIC, INC	ROOFTOP SOLAR PROJECT-APRIL 2023 90%	1,195.26
135739 1/18/24	CHK	10090	FREDERICKSON ELECTRIC, INC	ROOFTOP SOLAR PROJECT-FEB 2023 10%	2,390.52
				ROOFTOP SOLAR PROJECT-JULY 2023 100%	2,390.52
Total for Check/Tran - 135739:					4,781.04
135740 1/18/24	CHK	10094	GENERAL PACIFIC, INC	MULE TAPE	1,518.67
				SHERPA DROP CABLE SUPPORT 12.8MM-FLAT 4	810.07
Total for Check/Tran - 135740:					2,328.74
135741 1/18/24	CHK	10454	GLOBAL RENTAL COMPANY INC	AA55 RNTL VEH#419 12/22-01/18/24	4,473.10
				AT40-G BUCKT TRK VEH#425 12/26-01/22/24	3,109.35
				VEH# 415-AT40G BKT RENTAL 12/27-01/23/24	2,945.70
Total for Check/Tran - 135741:					10,528.15
135742 1/18/24	CHK	10110	HENERY HARDWARE	STAPLE GUN	30.54
135743 1/18/24	CHK	11037	HENERY HARDWARE & BUILDING SUP	BATTERIES	10.89
135744 1/18/24	CHK	10113	HRA VEBA TRUST CONTRIBUTIONS	VEBA BENEFIT DECEMBER 2023	3,550.00
				VEBA DEDUCTION DECEMBER 2023	2,400.00
Total for Check/Tran - 135744:					5,950.00
135745 1/18/24	CHK	10125	JEFFERSON COUNTY PUBLIC HEALTH	SPECIALIST CERT RENEWAL FOR 2024	400.46
135746 1/18/24	CHK	10129	JIFFY LUBE	OIL CHANGE VEH# 421	111.24
135747 1/18/24	CHK	10330	KARR TUTTLE CAMPBELL	PROFESSIONAL SVC: MONTHLY 2023	3,764.70
				PROFESSIONAL SVC: MONTHLY 2023	418.30

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Total for Check/Tran - 135747:					4,183.00
135748 1/18/24	CHK	10042	LANDIS & GYR TECHNOLOGY INC	METER READS MONTHLY 2023	11,418.07
135749 1/18/24	CHK	10655	RUSSELL L MILLER	NWPPA STAKING TECH CERT PROGRAM TRVL EXP	177.40
135750 1/18/24	CHK	10166	NWPPA	ENGINEER&OPS CONF 4/09-04/11/24 REG FEE	775.00
135751 1/18/24	CHK	10171	ON LINE INFORMATION SERVICES	ONLINE UTILITY EXG REPORT-MONTHLY	189.75
135752 1/18/24	CHK	10187	PITNEY BOWES-RESERVE ACCT	PRE-PAID POSTAGE ACCT# 33897265	344.00
				PRE-PAID POSTAGE ACCT# 33897265	28.00
				PRE-PAID POSTAGE ACCT# 33897265	28.00
Total for Check/Tran - 135752:					400.00
135753 1/18/24	CHK	10188	PLATT ELECTRIC SUPPLY	LOCKNUT WRENCH SET	16.35
				NUT DRIVER	87.27
				SCREWDRIVER SET	20.81
				SPADE BIT	19.82
				VOLT DETECTOR	39.40
				CONDUIT GLUE	32.93
				CONDUIT GLUE	543.31
				CONDUIT GLUE	214.03
Total for Check/Tran - 135753:					973.92
135754 1/18/24	CHK	10895	POWER&TELEPHONE SUPPLY	COMPANSPLITTER CABINETS	704.68
135755 1/18/24	CHK	10203	PURMS JOINT SELF INSURANCE FUND	AEGIS CYBER POLICY 1YR 1/1/2024-1/1/2025	15,054.05
				HEALTH & WELFARE DEC 2023	56,231.78
Total for Check/Tran - 135755:					71,285.83
135756 1/18/24	CHK	10783	ROGNLIN'S INC.	QUILCENE WTR TANK PROJECT 10/26-11/25/23	72,082.80
135757 1/18/24	CHK	10450	TECHNOLOGY CONSERVATION GROUP	METER DESTRUCTION-AMI CHANGEOUT	2,303.63
135758 1/18/24	CHK	10260	WA STATE DEFERRED COMPENSATIONPL	DEFERRED COMP EE	23,386.31
				PL DEFERRED COMP ER	10,088.78

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Total for Check/Tran - 135758:					33,475.09
135759 1/18/24	CHK	10479	WAPRO	MEMBERSHIP DUES 2023-2024 1Y	21.50
				MEMBERSHIP DUES 2023-2024 1Y	1.75
				MEMBERSHIP DUES 2023-2024 1Y	1.75
Total for Check/Tran - 135759:					25.00
135760 1/18/24	CHK	10496	WELLS FARGO VENDOR FIN SERV	4CRNRS COPYRNT MONTHLY	354.47
				4CRNRS COPYRNT MONTHLY	39.39
Total for Check/Tran - 135760:					393.86
135761 1/25/24	CHK	10808	A & J FLEET SERVICES, INC	VEH# 417 - REPLACE BRAKES	358.02
				VEH# 120 - FAULTY WIRE & OIL CHANGE	440.52
Total for Check/Tran - 135761:					798.54
135762 1/25/24	CHK	10481	AMAZON	ANTENNAS	31.60
135763 1/25/24	CHK	10980	AMELL FAMILY LIMITED PARTNERSHI	FIBER STORAGE RENTAL SPACE MONTHLY	95.00
135764 1/25/24	CHK	11042	ARCHBRIGHT	SILVER MEMBER DUES 1YR 2024	4,740.00
135765 1/25/24	CHK	10437	ASPECT CONSULTING	PROF SRC:PROJECT AS2305533 THRU 12/31/23	1,335.15
				PROF SRC:PROJECT AS2305533 THRU 12/31/23	108.68
				PROF SRC:PROJECT AS2305533 THRU 12/31/23	108.67
Total for Check/Tran - 135765:					1,552.50
135766 1/25/24	CHK	10339	BORDER STATES ELECTRIC	PEDESTAL,LARGE QTY 27	5,466.04
				METERING WIRE	1,299.39
				PEDESTALS,LARGE QTY 108	21,864.16
				WIRE, BRACKETS & WASHERS	3,242.12
				WASHER	104.74
Total for Check/Tran - 135766:					31,976.45
135767 1/25/24	CHK	10843	CCG CONSULTING	FIBER GRANTS, POLICY AND PROCEDURES-DEC	249.60
135768 1/25/24	CHK	10043	CENTRAL WELDING SUPPLY	NITROGEN	123.86

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135769 1/25/24	CHK	10920	COOPERATIVE RESPONSE CENTER, INC	ANSWER SVC MONTHLY	1,773.31
				ANSWER SVC MONTHLY	2,216.65
				ANSWER SVC MONTHLY	443.32
Total for Check/Tran - 135769:					4,433.28
135770 1/25/24	CHK	10815	DANIEL ANDERSON TRUCKING&EXCA	FLAGGING - 291 OLYMPUS BLVD 1/9/24	9,155.15
				FLAGGING- VARIOUS LOCATIONS 1/11/2024	3,022.62
				FLAGGING- VARIOUS LOCATIONS 1/11/2024	3,022.63
Total for Check/Tran - 135770:					15,200.40
135771 1/25/24	CHK	11055	DAVENPORT GROUP, INC.	SERVER & STORAGE REPLACEMENT	124,957.69
135772 1/25/24	CHK	10893	DEWALCH TECHNOLOGIES,INC	PLUNGER LOCK KEYS	-36.23
				PLUNGER LOCK KEY	434.32
Total for Check/Tran - 135772:					398.09
135773 1/25/24	CHK	10084	EXPRESS SERVICES, INC	ACCT ASSISTANT 01/14/2024	1,244.31
				ACCT ASSISTANT 01/14/2024	101.28
				ACCT ASSISTANT 01/14/2024	101.28
Total for Check/Tran - 135773:					1,446.87
135774 1/25/24	CHK	10085	FASTENAL	MISC SUPPLIES	339.27
				MISC SUPPLIES	3.79
				MISC SUPPLIES	24.11
				MISC SUPPLIES	0.32
				MISC SUPPLIES	0.30
Total for Check/Tran - 135774:					367.79
135775 1/25/24	CHK	10942	FINLEY ENGINEERING CO, INC	PROF SVC:PT BUS DIST PWB 12/1-12/31/23	384.80
				PROF SVC:EAST DISCBAY FTTP 12/1-12/31/23	6,441.60
				PROF SVC:RE CONNECT 4 FTTP 12/1-12/31-23	4,675.41
Total for Check/Tran - 135775:					11,501.81
135776 1/25/24	CHK	10094	GENERAL PACIFIC, INC	MACHINE BOLT	2,083.81
135777 1/25/24	CHK	10454	GLOBAL RENTAL COMPANY INC	AT37-G BUCKETRNTL VEH#410 12/30-1/26/24	2,727.50

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				SPLICER VAN RNTL VEH#421 01/01-01/28/24	2,727.50
				AT40-G RNTL VEH#417 1/2-1/29/24	3,054.80
				AA55 DBLMN BUCKET VEH#414 01/03-01/30/24	3,709.40
				AT40-G BUCKETRNTL VEH#416 01/03-01/30/24	2,945.70
				D3060H-TR Digger VEH#426 1/4-1/31/24	7,527.90
				Total for Check/Tran - 135777:	22,692.80
135778 1/25/24	CHK	10103	H D FOWLER	3/4" MIP X 1" PEP QUICK JOINT COUPLING	262.00
135779 1/25/24	CHK	10110	HENERY HARDWARE	PIPE HEATING CABLE	35.65
				PIPE HEATING CABLE	2.90
				PIPE HEATING CABLE	2.90
				OVAL FOAM FAUCET COVER 310 FOUR CORNERS	7.45
				OVAL FOAM FAUCET COVER 310 FOUR CORNERS	0.61
				OVAL FOAM FAUCET COVER 310 FOUR CORNERS	0.60
				Total for Check/Tran - 135779:	50.11
135780 1/25/24	CHK	11037	HENERY HARDWARE & BUILDING SUP	BULLROOM PIPES	38.03
				BULLROOM PIPES	3.10
				BULLROOM PIPES	3.10
				SALTMELT	125.45
				Total for Check/Tran - 135780:	169.68
135781 1/25/24	CHK	10126	JEFFERSON COUNTY PUBLIC WORKS	WTR APP:UTILITY PERMIT B UTL2024-00004	311.00
135782 1/25/24	CHK	10972	KATIES CLEANING SERVICE	JANITORIAL SRV 1/03/24-1/17/2024	2,343.50
				JANITORIAL SRV 1/03/24-1/17/2024	190.75
				JANITORIAL SRV 1/03/24-1/17/2024	190.75
				Total for Check/Tran - 135782:	2,725.00
135783 1/25/24	CHK	10531	MILSOFT UTILITY SOLUTIONS, INC	LIGHTABLE SUPPORT 1Y 02/24-01/25	1,145.55
135784 1/25/24	CHK	10333	MOSS ADAMS LLP	PROF SVC:MGMT INSIGHTS DASHBRDS & RPTS	67.73
				PROF SVC:MGMT INSIGHTS DASHBRDS & RPTS	5.51
				PROF SVC:MGMT INSIGHTS DASHBRDS & RPTS	5.51

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				PROF SVC: CONSULTING SRVC 12/01-12/31/23	3,913.47
				PROF SVC: CONSULTING SRVC 12/01-12/31/23	318.54
				PROF SVC: CONSULTING SRVC 12/01-12/31/23	318.54
Total for Check/Tran - 135784:					4,629.30
135785 1/25/24	CHK	10916	NATIONAL PELRA	WASHINGTON MEMBERSHIP 1Y 2024	202.50
				WASHINGTON MEMBERSHIP 1Y 2024	22.50
Total for Check/Tran - 135785:					225.00
135786 1/25/24	CHK	10982	NATIONAL RURAL TELECOMMUNICAT	CROWD FIBER SURVEY SERVICES MONTHLY 2023	500.00
135787 1/25/24	CHK	10309	NISC	PRINT SVCS INVOICE DEC 2023	10,310.66
				PRINT SVCS INVOICE DEC 2023	1,529.69
				PRINT SVCS INVOICE DEC 2023	1,145.62
				PRINT SVCS INVOICE DEC 2023	169.96
				MISC DEC 2023	582.04
				MISC DEC 2023	201.52
				MISC DEC 2023	64.67
				MISC DEC 2023	22.39
				RECURRING INVOICE DEC 2023	1,126.51
				RECURRING INVOICE DEC 2023	254.97
				RECURRING INVOICE DEC 2023	1,866.65
				RECURRING INVOICE DEC 2023	545.50
				RECURRING INVOICE DEC 2023	502.66
				RECURRING INVOICE DEC 2023	502.66
				RECURRING INVOICE DEC 2023	9,611.40
				RECURRING INVOICE DEC 2023	981.88
				RECURRING INVOICE DEC 2023	114.74
				RECURRING INVOICE DEC 2023	1,631.97
				RECURRING INVOICE DEC 2023	347.91
				RECURRING INVOICE DEC 2023	25.50
Total for Check/Tran - 135787:					31,538.90

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran	Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135788	1/25/24	CHK	10667	NORTHWEST OPEN ACCESS NETWORK	INTERNET SUBSCRIPTION MONTHLY	2,090.00
					TIER2/3 SUPPORT 16 CORE MONITORING	2,725.00
					NOC MGMT - MONTHLY	2,098.25
Total for Check/Tran - 135788:						6,913.25
135789	1/25/24	CHK	10835	O'REILLY AUTO PARTS	ANTIFREEZE VEH# 419	50.16
135790	1/25/24	CHK	10895	POWER&TELEPHONE SUPPLY COMP	ANGROUND ROD-COPPER 1/2"	15,896.97
135791	1/25/24	CHK	10203	PURMS JOINT SELF INSURANCE FUND	DEDUCTIBLE CLAIM # 23-55-L	215.00
					DEDUCTIBLE CLAIM # 23-55-L	17.50
					DEDUCTIBLE CLAIM # 23-55-L	17.50
Total for Check/Tran - 135791:						250.00
135792	1/25/24	CHK	10210	RICOH USA, INC	310 CSR (8200) IMAGES MONTHLY	16.12
					310 CSR (8200) IMAGES MONTHLY	2.17
					310 4CRNRS (0626) IMAGES MONTHLY	541.55
					310 4CRNRS (0626) IMAGES MONTHLY	60.17
					WORKROOM (0109) IMAGES MONTHLY 2023	18.08
					WORKROOM (0109) IMAGES MONTHLY 2023	2.01
					OTTO ST (3983)&(3982) IMAGES MONTHLY 23	70.91
					OTTO ST (3983)&(3982) IMAGES MONTHLY 23	5.37
					310 FOUR CRNRS (7427) IMAGES MONTHLY 202	20.61
					310 FOUR CRNRS (7427) IMAGES MONTHLY 202	2.29
Total for Check/Tran - 135792:						739.28
135793	1/25/24	CHK	10832	RJB WHOLESALE INC.	PVC CONDUIT	47,266.48
135794	1/25/24	CHK	10783	ROGNLIN'S INC.	QUILCENE WTR TANK PROJECT 11/26-12/25/23	129,458.06
135795	1/25/24	CHK	10706	SBA STRUCTURES, LLC	TOWER SITE RNTL MAYNARD HILL - MONTHLY	1,776.29
135796	1/25/24	CHK	10217	SETON CONSTRUCTION INC	FLAGGING- EAST QUILCENE FIBER 11/28/23	1,248.76
					FLAGGING- EAST QUILCENE FIBER 12/6-12/8	3,062.34
					FLAGGING-EAST QUILCENE FIBER 12/12-12/15	3,876.91

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				FLAGGING-EAST QUILCENE FIBER 12/18-12/19	1,810.16
				Total for Check/Tran - 135796:	9,998.17
135797 1/25/24	CHK	10869	SLATE ROCK SAFETY	PUD CLOTHING	62.12
				PUD CLOTHING	203.02
				PUD CLOTHING	207.29
				PUD CLOTHING	99.33
				PUD CLOTHING	103.65
				PUD CLOTHING	57.21
				PUD CLOTHING	276.48
				Total for Check/Tran - 135797:	1,009.10
135798 1/25/24	CHK	10249	SPECTRA LABORATORIES-KITSAP LLC	TESTING: IOC TRITON COVE 11/8/23	385.00
				TESTING: COND & CHLORIDE 12/7/23	147.00
				Total for Check/Tran - 135798:	532.00
135799 1/25/24	CHK	10221	THE STATION SIGNS & SCREEN PRINTI	DECALS VEH# 416	218.20
135800 1/25/24	CHK	10250	TYNDALE COMPANY, INC	PUD CLOTHING	17.13
				PUD CLOTHING	24.27
				PUD CLOTHING	77.42
				PUD CLOTHING	192.23
				PUD CLOTHING	48.06
				PUD CLOTHING	75.87
				Total for Check/Tran - 135800:	434.98
135801 1/25/24	CHK	11040	VERIZON CONNECT FLEET USA LLC	ALL VEH GPS SERVICE-MONTHLY	591.40
				ALL VEH GPS SERVICE-MONTHLY	121.76
				ALL VEH GPS SERVICE-MONTHLY	17.70
				Total for Check/Tran - 135801:	730.86
135802 1/25/24	CHK	10800	VISION METERING, LLC	END SIGHT CLOUD SOFTWARE DEC 2023	1,198.50
135803 1/25/24	CHK	10337	WA STATE DEPT OF TRANSPORTATION	UTILITY ACCMNDTN APP FOR PRMT#30396A#07	150.00

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
135804 1/25/24	CHK	10496	WELLS FARGO VENDOR FIN SERV	310 4CRNRS WKRM COPIER RNTL - MONTHLY	255.29
				310 4CRNRS WKRM COPIER RNTL - MONTHLY	28.37
Total for Check/Tran - 135804:					283.66
135805 1/25/24	CHK	10680	WELLSPRING FAMILY SERVICES	EAP SVC - MONTHLY 2023	39.27
				EAP SVC - MONTHLY 2023	39.27
Total for Check/Tran - 135805:					78.54
135806 1/25/24	CHK	10274	WESTBAY AUTO PARTS, INC.	PURGE VALVE & GAS CAP VEH# 120	58.38
				BATTERY VEH# 121	147.46
				WIPER FLUID & ANTIFREEZE	24.18
				WIPERS VEH# 416	19.14
				DIESEL ANTIGEL	68.63
				NPF002 NAF 2.5 DEF FLEET	42.52
				BATTERY VEH# 110	134.05
				FLEET CHARGE VEH# 418	15.81
				FUEL CAP - VEH# 119	13.08
Total for Check/Tran - 135806:					523.25
135807 1/25/24	CHK	9998	WILMA R WHEELER	Credit Balance Refund	344.37
135808 1/25/24	CHK	9998	ROSE WILDE	Credit Balance Refund	528.52
135809 1/25/24	CHK	10018	WORLD KINECT ENERGY SERVICES	55 GAL DRUM-DEF FLUID	327.34
				55 GAL DRUM-DEF FLUID	198.29
Total for Check/Tran - 135809:					525.63
135810 1/30/24	CHK	10065	DEPT OF LABOR & INDUSTRIES	WORKERS COMP - 4TH QTR 2023	26,205.82
135811 1/30/24	CHK	10074	EMPLOYMENT SECURITY	SUTA - 4TH QTR 2023	1,824.25
135812 1/30/24	CHK	10767	EMPLOYMENT SECURITY DEPARTMEN	PFML TAX 2023 Q3	682.61
				PFML TAX 2023 Q4	11,016.16
Total for Check/Tran - 135812:					11,698.77
135813 1/30/24	CHK	11043	EMPLOYMENT SECURITY DEPARTMEN	WA CARES FUND QTRLY 2023 Q3	-1,256.97

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Bank Account: 7 - 1ST SECURITY BANK--WARRANT ACCOUNT

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
				WA CARES FUND QTRLY 2023 Q4	7,440.31
Total for Check/Tran - 135813:					6,183.34

Total Payments for Bank Account - 7 :	(158)	1,805,114.45
Total Voids for Bank Account - 7 :	(1)	275.00
Total for Bank Account - 7 :	(159)	1,805,389.45
Grand Total for Payments :	(158)	1,805,114.45
Grand Total for Voids :	(2)	1,346.38
Grand Total :	(160)	1,806,460.83

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Bank Account: 8 - 1ST SECURITY BANK--ACH/WIRE PAYMENTS

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount
316 1/11/24	WIRE	10279	BPA-WIRE TRANSFER	PURCHASE POWER - MONTHLY	1,577,694.00
319 1/16/24	WIRE	10265	DEPARTMENT OF RETIREMENT SYSTE	DECEMBER 2023 PERS 2 DECEMBER 2023 PERS 3	87,202.40 VOID 8,701.01 VOID
Total for Check/Tran - 319:					95,903.41 VOID
320 1/15/24	WIRE	10615	US BANK	JONATHON T DEHNERT ALYSON DEAN DAN TOEPPER ERIC STOREY EXECUTIVE DEPARTMENT HR DEPARTMENT IT DEPARTMENT KENNETH COLLINS KEVIN STREET KRISTOFFER LOTT MELANIE R DES MARAIS MIKE BAILEY OPERATIONS DEPARTMENT WILL O'DONNELL	421.28 2,493.79 343.60 258.60 13.20 2,343.11 336.58 392.03 142.45 2,282.54 407.35 1,779.40 561.46 680.81
Total for Check/Tran - 320:					12,456.20
321 1/22/24	WIRE	10281	IRS - EFTPS	EMPLOYEES' MEDICARE TAX EMPLOYER'S MEDICARE TAX EMPLOYEES' FICA TAX EMPLOYER'S FICA TAX EMPLOYEES' FEDERAL WITHHOLDING EMPLOYEES' FEDERAL WITHHOLDING TAX	5,240.09 5,240.09 22,405.94 22,405.94 22,649.39 14,188.47
Total for Check/Tran - 321:					92,129.92
322 1/22/24	WIRE	11038	TEXAS STATE DISBURSEMENT UNIT	PL CHILD SUPPORT EE	311.54
323 1/24/24	WIRE	10265	DEPARTMENT OF RETIREMENT SYSTE	DECEMBER 2023 PERS 2 DECEMBER 2023 PERS 3	87,202.40 8,701.01

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Bank Account: 8 - 1ST SECURITY BANK--ACH/WIRE PAYMENTS

Check / Tran Date	Pmt Type	Vendor	Vendor Name	Reference	Amount	
					Total for Check/Tran - 323:	95,903.41
325 1/25/24	WIRE	10235	STATE OF WASHINGTON - DEPT OF RE	DECEMBER 2023 B&O TAX	193,858.80	
				NET METER REBATE CREDIT	-16,087.57	
				DECEMBER 2023 ACCRUAL CORRECTION	-96.60	
				DECEMBER 2023 ACCRUAL CORRECTION	-26.33	
					Total for Check/Tran - 325:	177,648.30

Total Payments for Bank Account - 8 :	(6)	1,956,143.37
Total Voids for Bank Account - 8 :	(1)	95,903.41
Total for Bank Account - 8 :	(7)	2,052,046.78
 Grand Total for Payments :	 (6)	 1,956,143.37
Grand Total for Voids :	(1)	95,903.41
Grand Total :	(7)	2,052,046.78

JEFFERSON COUNTY PUD NO 1

ISSUED PAYROLL CHECKS
PAY DATE: 1/19/2024

Empl	Position	Check #	Check Date	Amount
2003	WATER TREATMENT PLANT OPERATOR III	71124	1/19/2024	<u>2,575.87</u>
2004	WATER TREATMENT PLANT OPERATOR III - LEAD	71125	1/19/2024	<u>2,844.11</u>
				\$ 5,419.98

JEFFERSON COUNTY PUD NO 1

DIRECT DEPOSIT PAYROLL PAY DATE: 1/19/2024

Empl	Position	Pay Date	Net Pay
3046	ACCOUNTING ASSOCIATE	1/19/2024	\$ 178.50
3062	ACCOUNTING ASSOCIATE	1/19/2024	\$ 1,885.10
3070	ACCOUNTING ASSOCIATE	1/19/2024	\$ 1,989.58
3039	ACCOUNTING SPECIALIST	1/19/2024	\$ 2,430.39
3065	ADMINISTRATIVE ASSISTANT	1/19/2024	\$ 2,474.85
3052	ADMINISTRATIVE ASSISTANT	1/19/2024	\$ 2,629.33
3078	ASSISTANT GENERAL MANAGER	1/19/2024	\$ 5,861.39
4006	COMMISSIONER DIST 1	1/19/2024	\$ 1,126.95
4004	COMMISSIONER DIST 2	1/19/2024	\$ 1,259.01
4008	COMMISSIONER DIST 3	1/19/2024	\$ 990.94
3034	COMMUNICATIONS DIRECTOR	1/19/2024	\$ 3,727.93
3002	CUSTOMER SERVICE COORDINATOR	1/19/2024	\$ 1,750.98
3022	CUSTOMER SERVICE REP	1/19/2024	\$ 1,750.37
3032	CUSTOMER SERVICE REP	1/19/2024	\$ 1,689.36
3048	CUSTOMER SERVICE REP	1/19/2024	\$ 1,811.32
3056	CUSTOMER SERVICE REP	1/19/2024	\$ 1,259.70
3066	CUSTOMER SERVICE REP	1/19/2024	\$ 1,408.64
3075	CUSTOMER SERVICE REP	1/19/2024	\$ 1,532.36
3060	DIGITAL COMMUNICATIONS SPECIALIST	1/19/2024	\$ 2,413.82
1027	ELECTRICAL ENGINEERING MANAGER	1/19/2024	\$ 3,444.51
1041	ELECTRICAL SUPERINTENDENT	1/19/2024	\$ 4,758.17
3005	EXECUTIVE ASSISTANT/PUBLIC RECORDS OFFICER	1/19/2024	\$ 2,449.54
3033	FINANCE DIRECTOR	1/19/2024	\$ 4,991.76
3029	FINANCE SERVICES MANAGER	1/19/2024	\$ 3,053.62
1046	FLEET/WAREHOUSE HELPER	1/19/2024	\$ 3,911.15
1012	FOREMAN LINEMAN	1/19/2024	\$ 8,265.57
1011	GENERAL MANAGER	1/19/2024	\$ 5,308.78
1042	GIS SPECIALIST	1/19/2024	\$ 2,661.06
1017	HEAD STOREKEEPER	1/19/2024	\$ 2,526.66
3063	HUMAN RESOURCES COORDINATOR	1/19/2024	\$ 2,938.34
3047	HUMAN RESOURCES DIRECTOR	1/19/2024	\$ 4,067.63
3008	INFORMATION TECHNOLOGY MANAGER	1/19/2024	\$ 3,726.76
3077	IT SUPPORT TECHNICIAN : BROADBAND	1/19/2024	\$ 1,857.96
3074	IT TECH SUPPORT	1/19/2024	\$ 1,904.58
2001	JOINT UTILITY SPECIALIST	1/19/2024	\$ 3,273.50
1068	LEAD NETWORK TECHNICIAN	1/19/2024	\$ 2,490.73
1000	LINEMAN	1/19/2024	\$ 3,497.01
1034	LINEMAN	1/19/2024	\$ 6,983.05
1055	LINEMAN	1/19/2024	\$ 2,887.70
1063	LINEMAN	1/19/2024	\$ 3,086.00
1067	LINEMAN	1/19/2024	\$ 10,386.18
1060	LINEMAN	1/19/2024	\$ 3,081.12
1061	LINEMAN	1/19/2024	\$ 4,312.15
1062	LINEMAN	1/19/2024	\$ 6,798.86
1065	LINEMAN	1/19/2024	\$ 6,117.18
1066	LINEMAN	1/19/2024	\$ 5,064.57
1059	LINEMAN APPRENTICE	1/19/2024	\$ 2,318.51
1043	METER READER	1/19/2024	\$ 2,193.48
1047	METER READER	1/19/2024	\$ 2,276.55
1056	METER READER	1/19/2024	\$ 2,158.56
1057	METER READER	1/19/2024	\$ 1,962.54
1064	METER READER	1/19/2024	\$ 2,357.29
2008	METER READER	1/19/2024	\$ 1,710.40
3067	NETWORK/BROADBAND ENGINEER	1/19/2024	\$ 3,664.27
1050	PRE-APPRENTICE	1/19/2024	\$ 3,031.41
3004	RESOURCE MANAGER	1/19/2024	\$ 8,215.69
1010	SCADA ENGINEER II	1/19/2024	\$ 2,838.17
1003	SCADA TECH APPRENTICE	1/19/2024	\$ 2,686.84
3020	SERVICES DIRECTOR	1/19/2024	\$ 6,468.84
1026	STAKING ENGINEER	1/19/2024	\$ 3,740.96
1031	STAKING ENGINEER	1/19/2024	\$ 2,394.25
1014	STOREKEEPER	1/19/2024	\$ 2,844.98
1015	SUBSTATION/METER FOREMAN	1/19/2024	\$ 2,195.37
1033	SUBSTATION/METERING TECH	1/19/2024	\$ 3,559.45
3003	UTILITY BILLING CLERK	1/19/2024	\$ 6,774.06
3027	UTILITY BILLING CLERK	1/19/2024	\$ 1,781.59
3000	UTILITY BILLING COORDINATOR	1/19/2024	\$ 2,001.95
1037	VEGETATION & PERMITTING SPECAILIST	1/19/2024	\$ 2,494.91
2000	WATER DISTRIBUTION MANAGER II	1/19/2024	\$ 2,598.09
2002	WATER DISTRIBUTION MANAGER II	1/19/2024	\$ 2,323.75
2005	WATER DISTRIBUTION MANAGER II	1/19/2024	\$ 3,560.34
			\$ 230,166.91

Electric revenues in December were approximately \$574 Thousand under budget. Year-to-date electric revenues are approximately \$4.2 Million under budget. The total cost of service for the year is approximately \$9.5 Million under budget. Year to date depreciation for electric is approximately \$6 Million with December depreciation expense approximately \$515 Thousand. The December year-to-date TIER is 4.50 and the DSC is 2.86.

Water revenues in December were approximately \$35 Thousand under budget. Year-to-date water revenues are approximately \$522 Thousand under budget. The total cost of service for the year is approximately \$526 Thousand under budget. Year to date depreciation for water is approximately \$1 Million with December depreciation expense approximately \$86 Thousand.

As a combined utility year-to-date through December revenues were approximately \$4.7 Million under budgeted revenues. Jefferson County PUD has invested \$11.6 Million in construction work in progress year to date as well as purchased approximately \$5.1 Million in materials. During December, PUD's cash reserves were decreased by \$1.4 Million.

Jefferson County PUD No. 1
Electric Division
Statement of Operations
As of December 31, 2023

PART A. STATEMENT OF OPERATIONS				
ITEM	YEAR-TO-DATE			THIS MONTH
	LAST YEAR	THIS YEAR	BUDGET	
	(a)	(b)	(c)	
1. Operating Revenue and Patronage Capital	42,746,814	42,538,198	46,837,602	4,516,298
2. Power Production Expense	0	0	0	0
3. Cost of Purchased Power	14,550,861	13,632,041	17,110,999	1,534,880
4. Transmission Expense	2,125,976	1,057,159	2,404,654	5,483
5. Regional Market Operations Expense	0	0	0	0
6. Distribution Expense - Operation	1,866,907	2,359,252	3,557,380	210,007
7. Distribution Expense - Maintenance	2,807,679	3,598,083	5,585,552	287,321
8. Consumer Accounts Expense	1,461,747	1,617,456	2,225,211	71,386
9. Customer Service and Informational Expense	25,633	52,228	23,166	1,105
10. Sales Expense	0	0	0	0
11. Administrative and General Expense	3,715,635	4,856,676	5,682,536	304,159
12. Total Operation & Maintenance Expense (2 thru 11)	26,554,438	27,172,895	36,589,498	2,414,341
13. Depreciation & Amortization Expense	5,727,342	6,016,566	5,605,637	515,894
14. Tax Expense - Property & Gross Receipts	0	0	0	0
15. Tax Expense - Other	2,423,134	2,373,172	2,570,869	571,427
16. Interest on Long-Term Debt	2,503,089	2,456,279	2,756,315	215,415
17. Interest Charged to Construction (Credit)	0	0	0	0
18. Interest Expense - Other	0	0	0	0
19. Other Deductions	0	0	0	0
20. Total Cost of Electric Service (12 thru 19)	37,208,003	38,018,912	47,522,319	3,717,077
21. Patronage Capital & Operating Margins (1 minus 20)	5,538,811	4,519,286	(684,717)	799,221
22. Non Operating Margins - Interest	4,713	48,812	4,902	68
23. Allowance for Funds Used During Construction	0	0	0	0
24. Income (Loss) from Equity Investments	0	0	0	0
25. Non Operating Margins - Other	3,853,059	4,029,296	2,360,252	(4,456,897)
26. Generation & Transmission Capital Credits	0	0	0	0
27. Other Capital Credits & Patronage Dividends	15,576	5,462	15,732	0
28. Extraordinary Items	0	0	0	0
29. Patronage Capital or Margins (21 thru 28)	9,412,159	8,602,856	1,696,169	(3,657,608)

Times Interest Earned Ratio (TIER) (Year to Date)	4.76	4.50	1.62
Operating Times Interest Earned Ratio (OTIER) (Year to Date)	3.21	2.84	0.75
Debt Service Coverage Ratio (DSC) (Year to Date)	2.95	2.86	1.84
Operating Debt Service Coverage Ratio (ODSC) (Year to Date)	2.31	2.18	1.40
Rolling 12 Month TIER	3.85	3.89	

Jefferson County PUD No. 1
Electric Division
Balance Sheet
December 31, 2023

PART B. BALANCE SHEET			
ASSETS AND OTHER DEBITS		LIABILITIES AND OTHER CREDITS	
1. Total Utility Plant in Service	203,921,702	29. Memberships	0
2. Construction Work in Progress	8,383,752	30. Patronage Capital	0
3. Total Utility Plant (1+2)	212,305,454	31. Operating Margins - Prior Years	0
4. Accum. Provision for Depreciation and Amort	80,921,761	32. Operating Margins - Current Year	4,519,286
5. Net Utility Plant (3-4)	131,383,693	33. Non-Operating Margins	4,083,571
6. Nonutility Property - Net	82,774	34. Other Margins & Equities	44,869,697
7. Investment in Subsidiary Companies	0	35. Total Margins & Equities (29 thru 34)	53,472,554
8. Invest. in Assoc. Org. - Patronage Capital	83,403	36. Long-Term Debt RUS (Net)	90,132,223
9. Invest. in Assoc. Org. - Other - General Funds	1,010	37. Long-Term Debt - Other (Net)	476,978
10. Invest in Assoc. Org. - Other - Nongeneral Funds	0	38. Total Long-Term Debt (36 + 37)	90,609,201
11. Investments in Economic Development Projects	0	39. Obligations Under Capital Leases - Non current	0
12. Other Investments	0	40. Accumulated Operating Provisions	(1,120,806)
13. Special Funds	4,695,366	41. Total Other Noncurrent Liabilities (39+40)	(1,120,806)
14. Total Other Property & Investments (6 thru 13)	4,862,553	42. Notes Payable	0
15. Cash-General Funds	5,142,267	43. Accounts Payable	9,136,001
16. Cash-Construction Funds-Trustee	0	44. Consumers Deposits	68,900
17. Special Deposits	0	45. Current Maturities Long-Term Debt	0
18. Temporary Investments	3,351,096	46. Current Maturities Long-Term Debt-Economic Dev.	0
19. Notes Receivable - Net	0	47. Current Maturities Capital Leases	0
20. Accounts Receivable - Net Sales of Energy	3,667,810	48. Other Current & Accrued Liabilities	2,604,817
21. Accounts Receivable - Net Other	(556,858)	49. Total Current & Accrued Liabilities (42 thru 48)	11,809,718
22. Renewable Energy Credits	0	50. Deferred Credits	5,642,609
23. Materials & Supplies - Electric and Other	7,964,421	51. Total Liabilities & Other Credits (35+38+41+49+50)	160,413,276
24. Prepayments	282,354		
25. Other Current & Accrued Assets	2,714,259	ESTIMATED CONTRIBUTION-IN-AID-OF-CONSTRUCTION	
26. Total Current & Accrued Assets (15 thru 25)	22,565,349	Balance Beginning of Year	0
27. Deferred Debits	1,601,681	Amounts Received This Year (Net)	(160,508)
28. Total Assets & Other Debits (5+14+26+27)	160,413,276	TOTAL Contributions-In-Aid-Of-Construction	(160,508)

Equity Ratio **33.33%**
 (Total Margins & Equities/Total Assets & Other Debits) x 100

Long-Term Debt to Total Plant Ratio **42.68%**
 (Long Term Debt/Total Utility Plant) x 100

**Jefferson County PUD #1
Power Requirements
As of December 31, 2023**

PART C. POWER REQUIREMENTS DATABASE				
CLASSIFICATION	CONSUMER, SALES, AND REVENUE DATA	DECEMBER CONSUMERS (b)	AVERAGE CONSUMERS (c)	Monthly KWH SALES AND REVENUE (d)
1. Residential Sales (excluding seasonal)	a. No. Consumers Served	18,233	18,126	
	b. KWH Sold			25,830,546
	c. Revenue			3,257,538
2. Residential Sales - Seasonal	a. No. Consumers Served	1	1	
	b. KWH Sold			0
	c. Revenue			0
3. Irrigation Sales	a. No. Consumers Served	1	1	
	b. KWH Sold			0
	c. Revenue			45
4. Comm. and Ind. 1000 KVA or Less	a. No. Consumers Served	2,518	2,514	
	b. KWH Sold			6,978,791
	c. Revenue			852,846
5. Comm. and Ind. Over 1000 KVA	a. No. Consumers Served	21	21	
	b. KWH Sold			8,795,978
	c. Revenue			420,415
6. Public Street & Highway Lighting	a. No. Consumers Served	210	210	
	b. KWH Sold			31,329
	c. Revenue			15,582
7. Non Metered Device Authority	a. No. Consumers Served	9	8	
	b. KWH Sold			0
	c. Revenue			1,971
8. Sales for Resales-RUS Borrowers	a. No. Consumers Served			
	b. KWH Sold			
	c. Revenue			
9. Sales for Resales-Other	a. No. Consumers Served			
	b. KWH Sold			
	c. Revenue			
10. TOTAL No. of Consumers (lines 1a thru 9a)		20,993	20,881	
11. TOTAL KWH Sold (lines 1b thru 9b)				41,636,644
12. TOTAL Revenue Received From Sales of Electric Energy (line 1c thru 9c)				4,548,398
13. Transmission Revenue				
14. Other Electric Revenue				(32,100)
15. KWH - Own Use				0
16. TOTAL KWH Purchased				41,790,567
17. TOTAL KWH Generated				
18. Cost of Purchases and Generation				1,534,880
19. Interchange - KWH - Net				
20. Peak - Sum All KW Input (Metered)				79,189

Electric Division
Comparison 2023 Budget to 2023 Actuals Year to Date Through DECEMBER

	2023 Budget DECEMBER YTD	2023 Actuals DECEMBER YTD	Variance
1. Operating Revenue and Patronage Capital	46,837,602	42,538,198	(4,299,404)
2. Power Production Expense	0	0	0
3. Cost of Purchased Power	17,110,999	13,632,041	(3,478,958)
4. Transmission Expense	2,404,654	1,057,159	(1,347,495)
5. Regional Market Operations Expense	0	0	0
6. Distribution Expense - Operation	3,557,380	2,359,252	(1,198,128)
7. Distribution Expense - Maintenance	5,585,552	3,598,083	(1,987,469)
8. Consumer Accounts Expense	2,225,211	1,617,456	(607,755)
9. Customer Service and Informational Expense	23,166	52,228	29,062
10. Sales Expense	0	0	0
11. Administrative and General Expense	5,682,536	4,856,676	(825,860)
12. Total Operation & Maintenance Expense (2 thru 11)	36,589,498	27,172,895	(9,416,603)
13. Depreciation & Amortization Expense	5,605,637	6,016,566	410,929
14. Tax Expense - Property & Gross Receipts	0	0	0
15. Tax Expense - Other	2,570,869	2,373,172	(197,697)
16. Interest on Long-Term Debt	2,756,315	2,456,279	(300,036)
17. Interest Charged to Construction (Credit)	0	0	0
18. Interest Expense - Other	0	0	0
19. Other Deductions	0	0	0
20. Total Cost of Electric Service (12 thru 19)	47,522,319	38,018,912	(9,503,407)
21. Patronage Capital & Operating Margins (1 minus 20)	(684,717)	4,519,286	5,204,003
22. Non Operating Margins - Interest	4,902	48,812	43,910
23. Allowance for Funds Used During Construction	0	0	0
24. Income (Loss) from Equity Investments	0	0	0
25. Non Operating Margins - Other	2,360,252	4,029,296	1,669,044
26. Generation & Transmission Capital Credits	0	0	0
27. Other Capital Credits & Patronage Dividends	15,732	5,462	(10,270)
28. Extraordinary Items	0	0	0
29. Patronage Capital or Margins (21 thru 28)	1,696,169	8,602,856	6,906,687

Jefferson County PUD No. 1
Water Division
Statement of Operations
As of December 31, 2023

PART A. STATEMENT OF OPERATIONS				
ITEM	YEAR-TO-DATE			THIS MONTH
	LAST YEAR	THIS YEAR	BUDGET	
	(a)	(b)	(c)	
1. Operating Revenue and Patronage Capital	3,710,714	4,431,890	4,915,051	373,959
2. Power Production Expense	2,550	518	2,027	0
3. Cost of Purchased Power	140,275	144,893	151,012	11,453
4. Transmission Expense	0	0	0	0
5. Regional Market Operations Expense	0	0	0	0
6. Distribution Expense - Operation	713,508	675,443	1,412,908	(5,684)
7. Distribution Expense - Maintenance	617,693	827,515	608,771	123,636
8. Consumer Accounts Expense	144,071	162,424	280,113	17,851
9. Customer Service and Informational Expense	0	0	0	0
10. Sales Expense	0	0	0	0
11. Administrative and General Expense	654,641	756,100	1,352,069	85,519
12. Total Operation & Maintenance Expense (2 thru 11)	2,272,738	2,566,893	3,806,900	232,775
13. Depreciation & Amortization Expense	829,876	1,010,897	388,013	86,761
14. Tax Expense - Property & Gross Receipts	0	0	0	0
15. Tax Expense - Other	167,047	246,296	181,796	30,082
16. Interest on Long-Term Debt	188,893	179,159	182,692	13,809
17. Interest Charged to Construction (Credit)	0	0	0	0
18. Interest Expense - Other	0	0	0	0
19. Other Deductions	0	29,876	0	0
20. Total Cost of Water Service (12 thru 19)	3,458,554	4,033,121	4,559,401	363,427
21. Patronage Capital & Operating Margins (1 minus 20)	252,160	398,769	355,650	10,532
22. Non Operating Margins - Interest	72,956	97,278	26,513	3,503
23. Allowance for Funds Used During Construction	0	0	0	0
24. Income (Loss) from Equity Investments	0	0	0	0
25. Non Operating Margins - Other	250,357	379,021	691,264	10,597
26. Generation & Transmission Capital Credits	0	0	0	0
27. Other Capital Credits & Patronage Dividends	1,731	607	1,748	0
28. Extraordinary Items	0	0	0	0
29. Patronage Capital or Margins (21 thru 28)	577,204	875,675	1,075,175	24,632

**Jefferson County PUD No. 1
Water Division
Balance Sheet
December 31, 2023**

PART B. BALANCE SHEET			
ASSETS AND OTHER DEBITS		LIABILITIES AND OTHER CREDITS	
1. Total Utility Plant in Service	32,476,430	29. Memberships	0
2. Construction Work in Progress	3,045,239	30. Patronage Capital	0
3. Total Utility Plant (1+2)	35,521,669	31. Operating Margins - Prior Years	0
4. Accum. Provision for Depreciation and Amort	14,773,171	32. Operating Margins - Current Year	398,768
5. Net Utility Plant (3-4)	20,748,498	33. Non-Operating Margins	476,906
6. Nonutility Property - Net	2,138,201	34. Other Margins & Equities	23,582,620
7. Investment in Subsidiary Companies	0	35. Total Margins & Equities (29 thru 34)	24,458,294
8. Invest. in Assoc. Org. - Patronage Capital	0	36. Long-Term Debt RUS (Net)	0
9. Invest. in Assoc. Org. - Other - General Funds	0	37. Long-Term Debt - Other (Net)	6,787,348
10. Invest in Assoc. Org. - Other - Nongeneral Funds	0	38. Total Long-Term Debt (36 + 37)	6,787,348
11. Investments in Economic Development Projects	0	39. Obligations Under Capital Leases - Non current	0
12. Other Investments	0	40. Accumulated Operating Provisions	0
13. Special Funds	93,120	41. Total Other Noncurrent Liabilities (39+40)	0
14. Total Other Property & Investments (6 thru 13)	2,231,321	42. Notes Payable	361,053
15. Cash-General Funds	1,495,207	43. Accounts Payable	(5,408,053)
16. Cash-Construction Funds-Trustee	0	44. Consumers Deposits	500
17. Special Deposits	0	45. Current Maturities Long-Term Debt	0
18. Temporary Investments	887,781	46. Current Maturities Long-Term Debt-Economic Dev.	0
19. Notes Receivable - Net	0	47. Current Maturities Capital Leases	0
20. Accounts Receivable - Net Sales of Energy	259,328	48. Other Current & Accrued Liabilities	46,906
21. Accounts Receivable - Net Other	354,102	49. Total Current & Accrued Liabilities (42 thru 48)	(4,999,594)
22. Renewable Energy Credits	0	50. Deferred Credits	0
23. Materials & Supplies - Electric and Other	28,396	51. Total Liabilities & Other Credits (35+38+41+49+50)	26,246,048
24. Prepayments	0		
25. Other Current & Accrued Assets	241,331	ESTIMATED CONTRIBUTION-IN-AID-OF-CONSTRUCTION	
26. Total Current & Accrued Assets (15 thru 25)	3,266,145	Balance Beginning of Year	0
27. Deferred Debits	84	Amounts Received This Year (Net)	182,570
28. Total Assets & Other Debits (5+14+26+27)	26,246,048	TOTAL Contributions-In-Aid-Of-Construction	182,570

Equity Ratio **93.19%**
 (Total Margins & Equities/Total Assets & Other Debits) x 100

Long-Term Debt to Total Plant Ratio **19.11%**
 (Long Term Debt/Total Utility Plant) x 100

**Jefferson County PUD #1
Water Requirements
As of December 31, 2023**

PART C. WATER REQUIREMENTS DATABASE				
CLASSIFICATION	CONSUMER, SALES, AND REVENUE DATA	DECEMBER CONSUMERS (b)	AVERAGE CONSUMERS (c)	Monthly Gallons SALES AND REVENUE (d)
1. Unmetered Water Sales	a. No. Consumers Served	12	13	
	b. Gallons Sold			0
	c. Revenue			1,907
2. Metered Residential Sales -	a. No. Consumers Served	4,669	4,652	
	b. Gallons Sold			12,977,513
	c. Revenue			255,698
3. Metered Commercial Sales	a. No. Consumers Served	308	309	
	b. Gallons Sold			4,169,922
	c. Revenue			48,864
4. Residential Multi-Family	a. No. Consumers Served	47	47	
	b. Gallons Sold			176,240
	c. Revenue			4,319
5. Metered Bulk Loadings	a. No. Consumers Served	0	0	
	b. Gallons Sold			0
	c. Revenue			0
6. Public Authority	a. No. Consumers Served	5	5	
	b. Gallons Sold			0
	c. Revenue			0
7. Master Meters	a. No. Consumers Served	29	23	
	b. Gallons Sold			29,834,617
	c. Revenue			0
8. Sewer/Drain Field--Residential	a. No. Consumers Served	380	378	
	b. Gallons Sold			0
	c. Revenue			21,356
9. Sales for Resales-Other	a. No. Consumers Served			
	b. Gallons Sold			
	c. Revenue			
10. TOTAL No. of Consumers (lines 1a thru 9a)		5,450	5,427	
11. TOTAL Gallons Sold (lines 1b thru 9b)				47,158,292
12. TOTAL Revenue Received From Sales of Water Gallons (line 1c thru 9c)				332,145
13. Bulk Water Gallons Sold Revenue				
14. Other Water Revenue				41,814
15. Gallons - Own Use				0
16. TOTAL Gallons Purchased				
17. TOTAL Gallons Produced				27,574,623
18. Cost of Purchases and Generation				11,453

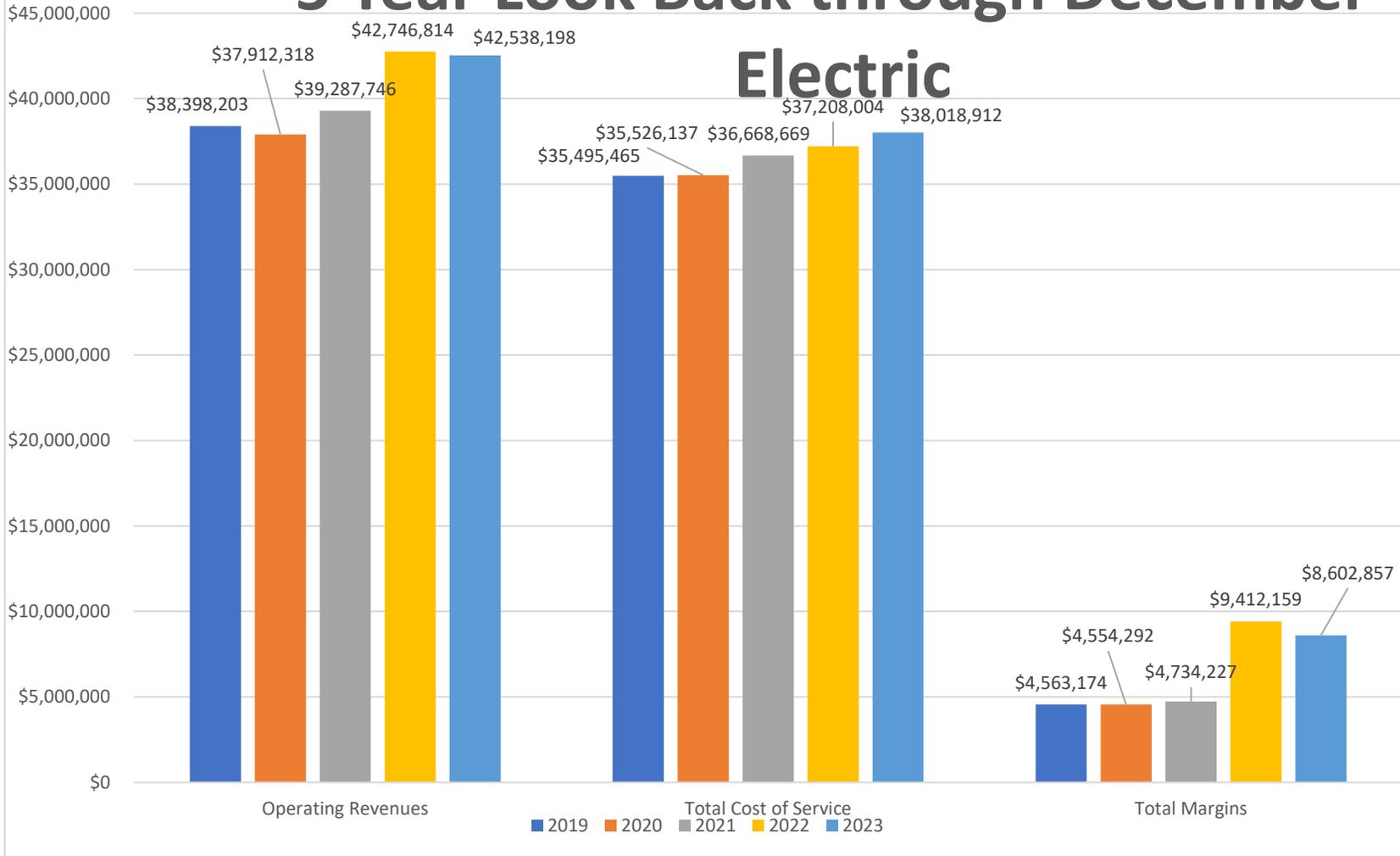
Water Division
Comparison 2023 Budget to 2023 Actuals Year to Date Through DECEMBER

	2023 Budget DECEMBER YTD	2023 Actuals DECEMBER YTD	Variance
1. Operating Revenue and Patronage Capital	4,915,051	4,431,890	(483,161)
2. Power Production Expense	2,027	518	(1,509)
3. Cost of Purchased Power	151,012	144,893	(6,119)
4. Transmission Expense	0	0	0
5. Regional Market Operations Expense	0	0	0
6. Distribution Expense - Operation	1,412,908	675,443	(737,465)
7. Distribution Expense - Maintenance	608,771	827,515	218,744
8. Consumer Accounts Expense	280,113	162,424	(117,689)
9. Customer Service and Informational Expense	0	0	0
10. Sales Expense	0	0	0
11. Administrative and General Expense	1,352,069	756,100	(595,969)
12. Total Operation & Maintenance Expense (2 thru 11)	3,806,900	2,566,893	(1,240,007)
13. Depreciation & Amortization Expense	388,013	1,010,897	622,884
14. Tax Expense - Property & Gross Receipts	0	0	0
15. Tax Expense - Other	181,796	246,296	64,500
16. Interest on Long-Term Debt	182,692	179,159	(3,533)
17. Interest Charged to Construction (Credit)	0	0	0
18. Interest Expense - Other	0	0	0
19. Other Deductions	0	29,876	29,876
20. Total Cost of Water Service (12 thru 19)	4,559,401	4,033,121	(526,280)
21. Patronage Capital & Operating Margins (1 minus 20)	355,650	398,769	43,119
22. Non Operating Margins - Interest	26,513	97,278	70,765
23. Allowance for Funds Used During Construction	0	0	0
24. Income (Loss) from Equity Investments	0	0	0
25. Non Operating Margins - Other	691,264	379,021	(312,243)
26. Generation & Transmission Capital Credits	0	0	0
27. Other Capital Credits & Patronage Dividends	1,748	607	(1,141)
28. Extraordinary Items	0	0	0
29. Patronage Capital or Margins (21 thru 28)	1,075,175	875,675	(199,500)

**Jefferson County PUD No. 1
Cash and Cash Equivalents
December 31, 2023**

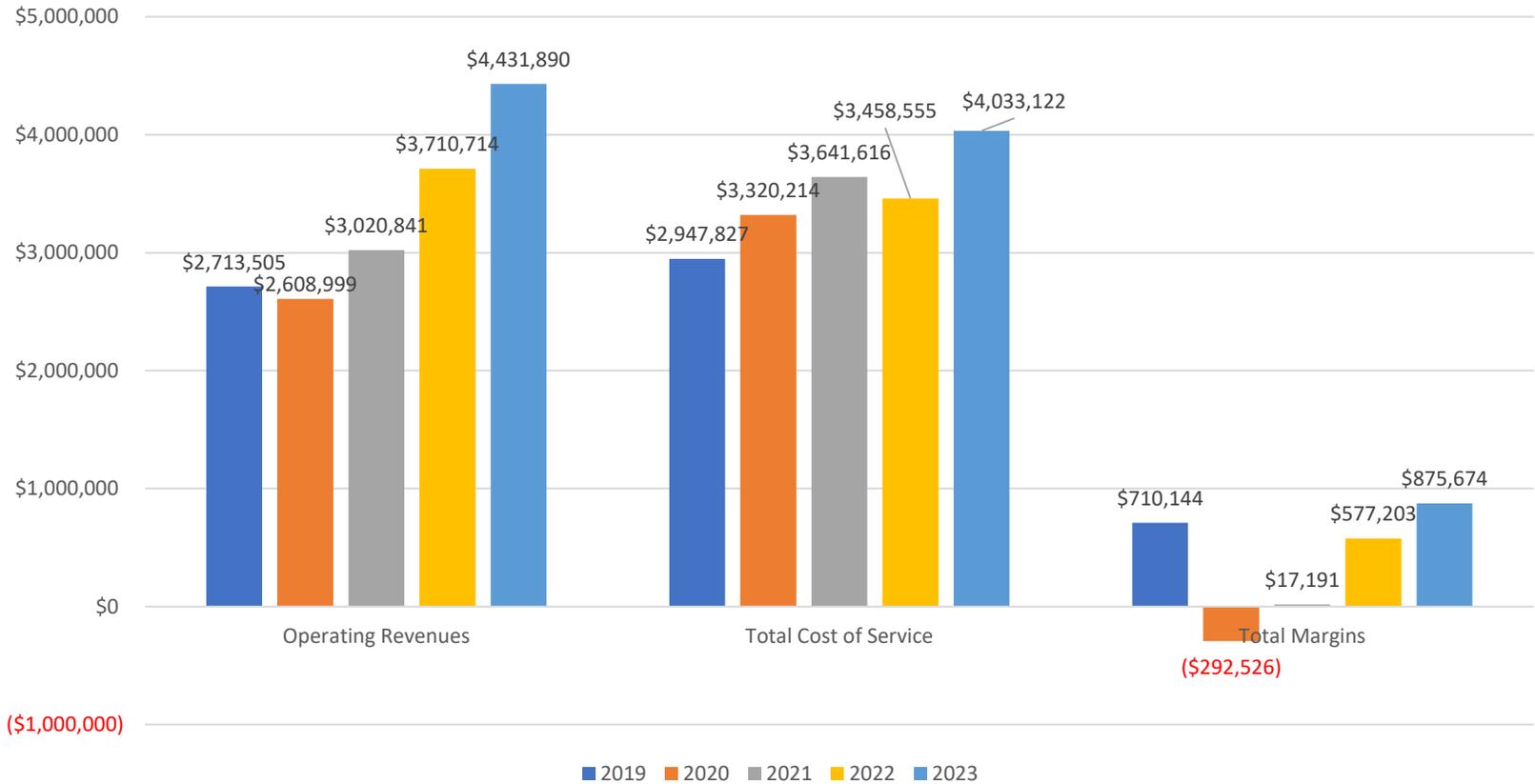
<u>G/L #</u>	<u>Account Description</u>	<u>Balance</u>
1 131.11	Operating Depository Account - Bank of America	\$6,268,927
2 131.14	2009 Bond LUD #14 - Jefferson Co. Treasurer	866,031 Restricted
2 131.12	1999 Bond LUD #11 - Jefferson Co. Treasurer	452,883 Restricted
2 131.01	Cash-Jeff Co Treasurer General Account	127,433
2 131.11	1996 Bond LUD #8 - Jefferson Co. Treasurer	35,471
2 131.10	1996 Bond LUD #6 - Jefferson Co. Treasurer	10,204
2 131.15	2008 Bond LUD #15 - Jefferson Co. Treasurer	3,032 Restricted
1 135.21	Working Funds - Petty Cash and CSR Drawers	1,250
2 135.21	Cash Held in Trust by Property Manager	150
1 131.13	Cash - 1st Security Bank ACH Account	0
1 131.16	Payroll Clearing Account - 1st Security Bank	-369
1 131.12	Operating Account - Jefferson Co. Treasurer	-179,904
1 131.17	Cash - 1st Security Bank Warrant Account	-947,636
TOTAL LINE 15. BALANCE SHEET-CASH-GENERAL FUNDS		\$6,637,472
1 136.16	Tax Revenue Fund - Jefferson Co. Treasurer	\$3,351,096
2 136.16	Tax Revenue Fund - Jefferson Co. Treasurer	887,781
1 136.17	Tax Revenue Investment Fund - Jefferson Co. Treasurer	0
2 136.14	LUD #14 Bond Investment - Jefferson Co. Treasurer	0 Restricted
2 136.15	LUD #15 Bond Investment - Jefferson Co. Treasurer	0 Restricted
1 136.10	Operating Account Related Investment - Jefferson Co. Treasurer	0
TOTAL LINE 18. BALANCE SHEET-TEMPORARY INVESTMENTS		\$4,238,877
1 125.10	RUS Bond Fund	\$4,601,116 Restricted
1 126.10	Capital Reserves	\$94,000 Restricted
2 126.31	Tri Area Bond Reserve Investment Fund - Jefferson Co. Treasurer	87,120 Restricted
2 126.10	Capital Reserves	6,000 Restricted
2 126.21	Tri Area Bond Reserve Fund - Jefferson Co. Treasurer	0 Restricted
1 128.00	Other Special Funds	250 Restricted
TOTAL LINE 13. BALANCE SHEET-SPECIAL FUNDS		\$4,788,486
RESTRICTED CASH BALANCE--DECEMBER 2023		\$4,837,193
NON-RESTRICTED CASH BALANCE--DECEMBER 2023		\$11,007,546
TOTAL CASH AND CASH EQUIVALENTS IN BANK--DECEMBER 2023		\$15,844,739
RESTRICTED CASH BALANCE--NOVEMBER 2023		\$10,642,496
NON-RESTRICTED CASH BALANCE--NOVEMBER 2023		\$6,623,033
TOTAL CASH AND CASH EQUIVALENTS IN BANK--NOVEMBER 2023		\$17,153,929
Change in Restricted Cash Balance		(\$5,805,303)
Change in Unrestricted Cash Balance		\$4,384,513
Total Change in Cash and Cash Equivalents		(\$1,420,790)

5 Year Look Back through December- Electric



	2019	2020	2021	2022	2023
Operating Revenues	\$38,398,203	\$37,912,318	\$39,287,746	\$42,746,814	\$42,538,198
Total Cost of Service	\$35,495,465	\$35,526,137	\$36,668,669	\$37,208,004	\$38,018,912
Operating Margins	\$2,902,738	\$2,386,181	\$2,619,077	\$5,538,810	\$4,519,286
Non-Operating Margins	\$1,660,436	\$2,168,111	\$2,115,150	\$3,873,349	\$4,083,571
Total Margins	\$4,563,174	\$4,554,292	\$4,734,227	\$9,412,159	\$8,602,857

5 Year Look Back through December- Water



	2019	2020	2021	2022	2023
Operating Revenues	\$2,713,505	\$2,608,999	\$3,020,841	\$3,710,714	\$4,431,890
Total Cost of Service	\$2,947,827	\$3,320,214	\$3,641,616	\$3,458,555	\$4,033,122
Operating Margins	(\$234,322)	(\$711,215)	(\$620,775)	\$252,159	\$398,768
Non-Operating Margins	\$944,466	\$418,689	\$637,966	\$325,044	\$476,906
Total Margins	\$710,144	(\$292,526)	\$17,191	\$577,203	\$875,674

PUD Calendar
February 6, 2024

February 6, 2024, BOC Regular Meeting, 4:00 PM, 310 Four Corners Rd and per ZOOM

February 13, 2024, Special Meeting, Broadband Business Update and Financial Report 10:00-12:00, 310 Four Corners Rd and per ZOOM

February 14-16, 2024, WPUDA Association Meetings, Olympia, WA

February 19, 2024, President's Day, PUD Offices Closed

February 20, 2024, BOC Regular Meeting, 4:00 PM, 310 Four Corners Rd and per ZOOM

February 26-March 1st, WPUDA and APPA Rally in Washington DC

 Received	From	Subject	Size
Sunday			
Sun 2:31 PM Dear Commissioners: In Sept 2022 our water bill was for 30,150 gals where our normal usage is a 1000 gals. I found the leak,	Gregg Knowles	Sept 2022 Water Leak 451 Kennedy Rd.	74 KB
Two Weeks Ago			
1/17/2024 PUD Board of Commissioners	Sandy B	Power Grid Failure on January 11-14th This is our 6th winter in our own home here in Port Townsend. And, we are very senior citizens!!	147 KB

RESOLUTION NO. 2024-XXX

A Resolution of the Board of Commissioners of Jefferson County Public Utility District No.1 of Washington revising pole attachment rates pursuant to RCW 54.04.045.

RECITALS

WHEREAS, the District held a Special Meeting on January 9, 2024; where a study and findings were presented by FCS Group evaluating the District's pole attachment rates and recommending adoption of a just and reasonable pole attachment rate; and

WHEREAS, RCW 54.04.045 allows a locally regulated utility, such as Public Utility District No.1 of Jefferson County (the "District"), to set rates charged to other entities for attachment of their wire, cable, or other communications equipment to poles owned by the District; and

WHEREAS, effective June 12, 2008, the Legislature of the state of Washington enacted amendments to RCW 54.04.045, setting forth a specific formula for determining just and reasonable pole attachment rates to be charged by a public utility district like the District; and

WHEREAS, after two trials and appeals, the Washington Court of Appeals in April 2019 issued a published decision (8 Wn. App. 2d 418) providing the Court's interpretation of the statutory formula and holding that public utility districts retain discretion regarding data, inputs, assumptions, and other information used to calculate the rate under the statutory formula and that courts should continue to defer to public utility districts like the District in that regard, and reiterating several times, that the Legislature intended the 2008 amendments to RCW 54.04.045 "to recognize the value of the infrastructure of locally regulated utilities" like the District and "to ensure that locally regulated utility customers do not subsidize licensees";

WHEREAS, the Board of Commissioners adopted Resolution No. 2020-025 establishing a 2022 pole attachment rate of \$22.45; and

WHEREAS, the District's General Manager has analyzed and calculated the maximum pole attachment rate the District could set under RCW 54.04.045, as amended, in light of the Court of Appeals decision, and in such analysis, has considered the various data and inputs relevant to such calculation, and, applying such data and inputs to the language of the amended statute, has calculated what the District's maximum pole attachment rate to be \$32.00, and has concluded that the current maximum permissible rate is significantly above the District's current \$22.45 rate; and

WHEREAS, among the data and inputs the District’s General Manager considered in his review of the District’s pole attachment rate, are, without limitation, those relating to the number of poles; data regarding transmission poles as well as distribution poles; average pole height; expected useful pole life; determination of costs using gross versus net numbers and direct and indirect costs; average number of attachments per pole; usable pole space; support and clearance space; safety space as a component of support and clearance space; the share of the costs attachers on District poles should bear; carrying charge (e.g., various expenses and return on investment); and the General Manager has considered these types of inputs and data in light of the Legislature’s statement of its intent in the 2008 amended statute recognizing the value of the District’s infrastructure and ensuring that District utility customers do not subsidize attachers on District poles, pursuant to the Court of Appeals decision; and

WHEREAS, the Commission was provided a report and analysis by FCS Group on January 9, 2024 rate methodologies and rate history. The Commission finds that revising the District’s pole attachment rate to \$28.00 is in the best interests of the District and its Customer owners.

NOW, THEREFORE, BE IT HEREBY RESOLVED AS FOLLOWS:

1. The foregoing recitals are incorporated herein as if fully set forth, and the Commission accepts the General Manager’s recommendations.
2. The Commission finds that a pole attachment rate of \$28.00 to begin in 2024 and a further increase to \$32.00 in 2025 is consistent with the permissible rate under RCW 54.04.045, as amended, and pursuant to the Court of Appeals decision, and that rates of \$28.00 and \$32.00 are each just and reasonable rates under that statute.
3. The Commission approves and adopts a revised pole attachment rate of \$28.00 effective February 1, 2024, and a revised pole attachment rate of \$32.00 effective January 1, 2025.

APPROVED AND ADOPTED by the Board of Commissioners of Public Utility District No. 1 of Jefferson County, Washington, this 6th day of February, 2024.

Jeff Randall, President

Dan Toepper, Vice- President

Kenneth Collins, Secretary



AGENDA REPORT

DATE: February 6, 2024
TO: Board of Commissioners
FROM: Mike Bailey, Finance Director/District Auditor
RE: Designated Check Signers

BACKGROUND: The Board of Commissioners designates who are the authorized signers of warrants for the District.

ANALYSIS/FINDINGS: All Accounts Payable and Payroll Warrants require two signatures. Staff has determined that the PUD have more than two authorized signers. The authorized signers on all accounts should be Kevin Streett, General Manager, Mike Bailey, Finance Director/Treasurer, Joy Liechty, Assistant General Manager, Melanie Des Marias, Human Resources Director, and Jeff Randall, President of the Board of Commissioners.

FISCAL IMPACT: There is no fiscal impact to designating check signers.

RECOMMENDATION: Staff recommends that the Board of Commissioners approve the attached resolution designating authorized signers for all PUD warrants.

**PUBLIC UTILITY DISTRICT NO 1
OF
JEFFERSON COUNTY**

RESOLUTION NO. 2024-_____

A RESOLUTION of the Board of Commissioners of the Public Utility District No. 1 of Jefferson County, Washington (“the PUD”), designating signers for all checking accounts for the PUD.

WHEREAS, the PUD pays claims using warrants, wire transfers and ACH; and

WHEREAS, two signatures are required on all accounts payable and payroll warrants; and

WHEREAS, Jefferson County PUD staff have found it necessary and convenient to have three or more designated signers in the event that one of the designees is absent.

NOW, THEREFORE, BE IT RESOLVED that the PUD does hereby affirm that the following individuals are authorized to sign checks on all checking accounts: General Manager Kevin Streett; Finance Director/Treasurer Mike Bailey; Assistant General Manager Joy Liechty; Human Resources Director Melanie Des Marais; and Board President Jeff Randall.

ADOPTED by the Board of Commissioners of Public Utility District No. 1 of Jefferson County, Washington, at a regular open meeting held this 6th day of February 2024.

Jeff Randall, President

Dan Toepper, Vice President

ATTEST:

Ken Collins, Secretary

Lead Service Line Inventory Plan



Jefferson County
Public Utility District

Jose Escalera

JPUD Joint Utilities Specialist



INTRODUCTION

JPUD is using 1986 as the cut-off date for potential Lead Service Lines (LSL) in Jefferson County, based on the date of the amendment of the Safe Drinking Water Act that prohibited the use of pipes, solder or flux that are not “lead-free” in public water systems. Tax parcels connected to water systems in or before 1986 are considered worthy of investigation for LSL’s.

JPUD used Geographic Information System (GIS) tools to isolate tax parcels connected to our water systems that were constructed in or before 1986. Following GIS analysis of our 4,886 total connections served, we found that 1594 tax parcels connected to our systems were developed in or before 1986. Our intention with this proposed predictive modeling method is to field investigate 20 percent, or 319 parcels of the 1594 for evidence of LSL’s. We chose to apply this method to all our water systems.

EPA Lead Service Line Testing Guidelines

Why is the EPA requiring this testing?

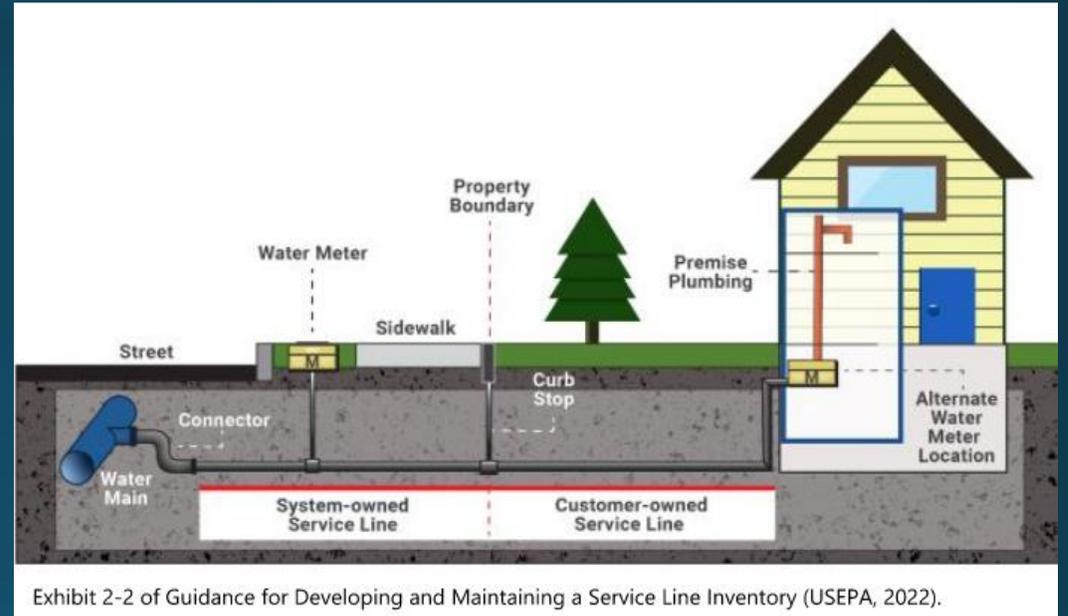
Identifying and replacing lead service lines is the best way to reduce the risk of exposure to lead in drinking water across a community.

Who must conduct testing?

“All community and non-transient non-community water systems must develop an initial inventory of service that meets Lead and Copper Rule Revisions, including service line materials classification and information sources, for both the public and private portions of every service line, and submit the lead service line inventory to the state by Oct. 16, 2024.”

What is the methodology for conducting the testing?

The EPA provides guidance on testing standards. JPUD staff determine the best sampling solution to fit our system needs.



Map parcels that were developed in or before 1986.

We obtained an improvement roll document from the Jefferson County Assessor's Office that included construction information for parcels in Jefferson County. We downloaded a Parcels map layer downloaded from Jefferson County GIS and joined this with the improvement roll document based on parcel number. Once joined, we used definition queries and spatial selections to isolate those parcels with structures built before 1987 within JPUD water service areas. For simplicity, this layer was labeled "Lead_Suspects".

Isolate JPUD-served parcels.

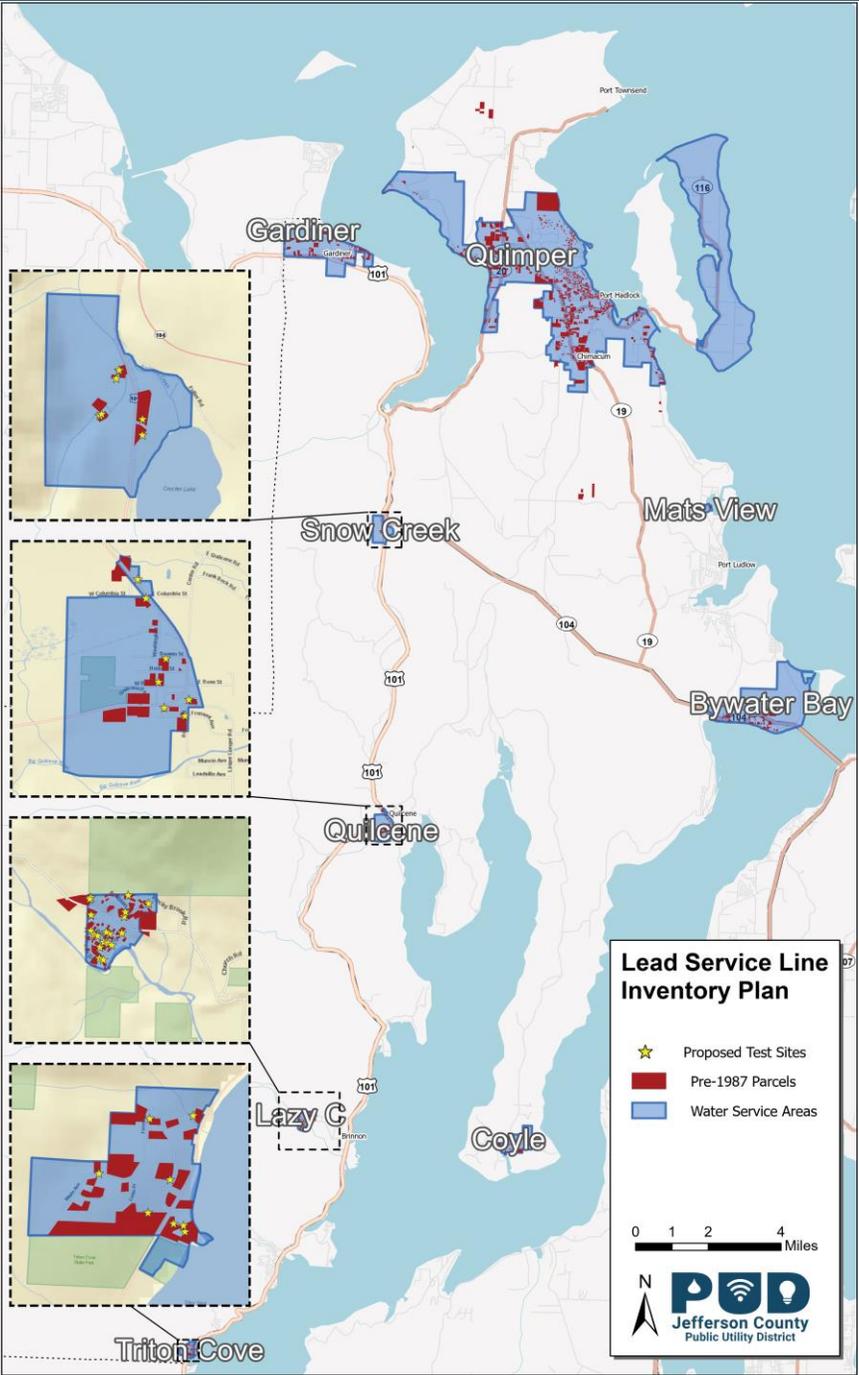
We used water meter data from our GIS database to further isolate those parcels with established water service lines. This began with a visual comparison of the "Lead_Suspects" parcels and water service points to find and remove parcels with no existing water service.

Map Production.

We deployed the EPA Lead Service Line Inventory solution available through Esri to produce uniform maps, dashboards, and mobile applications to facilitate field collection and data analysis. The service line data from previous steps were loaded into an EPA template and formatted for use with ArcGIS Field Maps.

Join and prepare data for EPA template.

Customer data from the GIS database was then joined to the "Lead_Suspects" parcels layer based on street address (which necessitated some syntax fixes in order to match). The resulting point layer contained customer ID, meter number(s), address, parcel number, and construction date all in one record.



Select random sites for testing.

For each of the nine JPUD water service areas we randomly selected 20% of the “Lead_Suspects” parcels plus half as many sites as alternates. The random selection was completed following DOH guidance found in [Statistical Guidance for Group A PWS Evaluation of Unknown Service Lines](#)

Public notification.

Calls will be made, or doorhangers will be hung *at least* 5 days in advance of the field investigations at each residence with planned excavation.

Manually excavate both sides of the meter box.

Both sides of the boxes are going to be excavated to expose the customer and JPUD’s service lines. The excavations will be to an average depth of about 18 inches to expose about 1 foot of the service lines on the customer and system sides of the meter.

Field Collection.

Field crews will report findings in the ArcGIS Field Maps application. The collected data will appear in formatted dashboards and map viewers for reference and can be exported to a spreadsheet for submission to the EPA.

Identification of service line materials.

The crew will visually identify service line materials such as PVC and polyethylene pipe. If a metallic material is encountered, the crew will use a magnet and scratch test. Although it is not required for the inventory, we will take photographs of the excavations and service lines.

TABLE 1. CURRENT PUBLIC WATER SYSTEMS OWNED BY JPUD, THE NUMBER OF PARCELS BUILT BEFORE 1987, AND PROPOSED NUMBER OF EXCAVATIONS.

System ID	System Name	Connections	Number of Parcels Developed Before 1987 ^a	Proposed Excavations
367115	Coyle	113	52	10
AB292N	Quilcene	44	26	5
05783U	Quimper	3957	1268	254
01220U	Snow Creek	56	8	2
02043P	Bywater Bay	300	63	13
02676T	Lazy-C	151	75	15
05536U	Mats View	27	4	1
07877W	Gardiner	160	62	12
894470	Triton Cove	78	36	7
	Total	4886	1594	319

Notes:

^a Based on our inhouse GIS analysis of parcels served by JPUD and Jefferson County parcel data.

Document observations using an ESRI-enabled tablet application in the field.

JPUD modified the application’s queries to create a checklist to fit our field investigation. Our checklist includes meter and registry (ERT) numbers for the crew to cross-reference that we were excavating the correct meter. The application has check boxes and drop-down selections such that it did not require typing of notes. Although not required for the LSL inventory process, our checklist includes digital photos that will be attached to the parcel/meter.

Next Steps & Timeline

Deadline for testing.

LSL inventory must be submitted to the state by October 16, 2024

Timeline for testing.

Commence as soon as possible to meet deadline.

Community updates.

Community water systems must indicate on their Consumer Confidence Report (CCR) how customers can access service line inventory information (available to customers in 2025 CCR's). Information about JPUD's LSL program will be available on jeffpud.org.

Questions?



Jefferson County
Public Utility District



**FIRST RESTATED ARTICLES OF INCORPORATION
OF
NORTHWEST OPEN ACCESS NETWORK**

I, the undersigned, acting as the Chief Executive Officer of a corporation under the provisions of the Nonprofit Miscellaneous and Mutual Corporation Act (RCW Chapter 24.06), hereby sign and verify the following First Restated Articles of Incorporation for such corporation, which correctly set forth without change the corresponding provisions of the Articles of Incorporation as previously amended. The following First Restated Articles of Incorporation supersede the original Articles of Incorporation, filed on February 7, 2000, and all subsequent amendments thereto.

**ARTICLE I
NAME**

The name of the corporation is Northwest Open Access Network.

**ARTICLE II
EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

All Members of the corporation are public agencies (within the meaning of the Washington State Interlocal Cooperation Act, RCW Chapter 39.34) that desire to form a nonprofit mutual corporation, in accordance with their authority under applicable law, for the following purposes:

A. To assist in the efficient management of load, conservation, and acquisition of electrical energy, and other utility purposes, by participating in the development and efficient use of a communications network licensed or leased from or shared with the Bonneville Power Administration and/or any other source, or otherwise owned, acquired or used by the Corporation for use by the Members and others as provided by law;

B. To assist the Members, including those in rural areas, in adapting high speed information technology systems to their needs;

C. Allow the sharing of resources to provide cost-effective high technology communications facilities and other services for use by the Members of this corporation on an at cost basis to those who make their networks available to all providers and users (i.e., who provide open access), and by others as provided by law, denying such access only due to a provider's or user's activity in connection with the use of the network that is prohibited by law or for failure to pay any compensation due for such access;

D. Through use of such network, improve the Members' ability to maximize the productivity of their assets and continue to provide efficient and economical service to customers, including but not limited to making excess network capacity available to other parties where network capacity has been acquired in light of the Members' present and reasonably anticipated future needs;

E. To do any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be natural persons or organizations of any kind or nature, such as corporations, municipal corporations, firms, partnerships, limited liability companies, all purpose entities (as and if such form of enterprise is available under applicable law), associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies; and

F. To engage in any lawful activity for which a nonprofit mutual corporation may be organized under the Nonprofit Miscellaneous and Mutual Corporation Act and as otherwise permitted by law.

ARTICLE IV MEMBERS

A. This corporation shall not have capital stock. This corporation shall have one class of Members. Each Member shall have an equal share of membership interest in the corporation. No entity shall be eligible for membership in the corporation unless, in addition to satisfying the other provisions of this paragraph, such entity is a "public agency," as such term is defined in the Washington State Interlocal Cooperation Act, RCW 39.34, as amended from time to time, and the provisions of succeeding law. Only a public agency of one of the following types, which has its principal place of business located within the Bonneville Power Administration service area as it exists on the day these Articles of Incorporation are filed in the office of the Secretary of State of the State of Washington, may be a Member: (1) a Public Utility District established under RCW 54; (2) a Joint Operating Agency established under RCW 43.52 or another public agency joint membership organization comprised partly or entirely of other Members of the corporation; (3) a city or town that owns and operates an electric generation, transmission or distribution system or facilities; (4) a People's Utility District established under Oregon state law; and (5) any other type of entity or agency the principal activity of which is the ownership and operation of an electric generation, transmission or distribution system or facilities and which is a State or any political subdivision thereof. No entity shall become a Member unless approved for membership by a vote of the two-thirds vote of all the Members (not merely a quorum thereof), ~~Members holding not less than 66.67 percent of the percentage interests of the Members,~~ on such financial and other terms the Members by ~~such percentage vote may determine~~ a two-thirds vote may determine. Notwithstanding the foregoing, any entity formed under the laws of any state other than Washington may be considered for membership only if the laws of that state permit it to participate jointly in the activities of the corporation.

B. Any Member may withdraw from the corporation at any time, subject to any applicable notice or other requirements provided in the corporation's Bylaws. Any Member may

be expelled from membership in the corporation for good cause, upon a majority vote of a duly constituted quorum of the Board of Directors, after notice and, if any cure may reasonably be effected by that Member, a reasonable opportunity to cure. The Bylaws may also contain provision for the automatic expulsion of a Member (without vote of the Board of Directors, notice or opportunity to cure) upon the occurrence of particular events delineated in the Bylaws.

C. ~~Members shall vote in accordance with their percentage interests. Percentage interests shall be determined in accordance with the applicable provisions of the corporation's Bylaws, and in the absence of any such provisions, then e~~Each Member shall be entitled to one vote on each matter which comes before the Members.

D. Members of the corporation shall not have preemptive rights to acquire additional membership interests issued by the corporation.

ARTICLE V DIRECTORS

A. The initial Board of Directors of the corporation shall consist of seven (7) Directors. The number of Directors constituting the Board of Directors of this corporation may be increased or decreased (but not below any statutorily required minimum number of directors) from time to time in the manner specified in the corporation's Bylaws. The manner in which such Directors are to be elected shall be as set forth in the corporation's Bylaws.

B. The names and addresses of the initial Directors (upon corporate formation on February 7, 2000) are as follows:

<u>Names</u>	<u>Addresses</u>
William C. Dobbins	1151 Valley Mall Parkway East Wenatchee, WA 98802
Don Godard	30 "C" Street SW Ephrata, WA 98823
George Harmon	1400 East Vantage Highway Ellensburg, WA 98926
Richard E. Johnson	3300 George Washington Way Mail Drop 1035 Richland, WA 99352
Patrick R. McGary	307 Cota Street Shelton, WA 98584
Douglas L. Miller	405 Duryea Street Raymond, WA 98577

James W. Sanders

2721 West Tenth Avenue
Kennewick, WA 99336

C. A Director of the corporation shall not be personally liable to the corporation or its Members for monetary damages for conduct as a Director, except for (1) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director; or (2) any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Nonprofit Miscellaneous and Mutual Corporation Act is amended to authorize action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Miscellaneous and Mutual Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members of the corporation shall not adversely affect any right or protection of a Director of the corporation with respect to any acts or omissions of such Director occurring prior to such repeal or modification.

D. The corporation shall indemnify its Directors to the full extent permitted by RCW 24.06.043 and 24.06.030(15), and other applicable law, as now or hereafter in force. Such indemnity, however, shall not apply on account of: (1) acts or omissions of the Director finally adjudged to be intentional misconduct or a knowing violation of law, or which were not done or omitted in good faith, or were not within the scope of the Director's employment or duties with the Corporation; or (2) any transaction with respect to which it was finally adjudged that such Director personally received a benefit in money, property, or services to which the Director was not legally entitled. The corporation shall advance expenses for such persons pursuant to the terms set forth in the corporation's Bylaws, or in a separate Directors' resolution or contract. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board of Directors is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VI DISTRIBUTIONS

A. The corporation may distribute any surplus to the Members from time to time, the amount and timing of the distribution of surplus funds to be as set forth in the corporation's Bylaws.

B. On dissolution or final liquidation of the corporation, assets remaining after payment of all creditors of the corporation shall be distributed to the Members. The provisions

governing the specific distribution of assets to and among the Members of the corporation upon dissolution or final liquidation of the corporation shall be as set forth in the corporation's Bylaws.

C. Members shall have such rights given to members exercising their right to dissent as provided in Chapter 24.06 RCW, now or as amended or replaced from time to time.

D. Notwithstanding any other provision' of these Articles of Incorporation or any provision of the Bylaws, no part of the earnings of this corporation may accrue to the benefit of any private person or corporation, but only to the Members.

ARTICLE VII BYLAWS

A. Subject to the provisions of paragraphs B and C below, the Board of Directors is authorized to adopt, alter, amend, or repeal the Bylaws of the corporation by resolution approved by a majority of the Directors; provided, however that the Members also shall have the power to alter, amend, modify, or repeal the Bylaws of the corporation. The Bylaws shall make provision for assessments of Members and other provisions to give effect to the provisions of these Articles of Incorporation.

B. Any requirement of a two-thirds vote of Members or Directors (whether of all Members or Directors or merely of a quorum thereof), and any provisions of the Bylaws relating to:

- (1) the qualifications, election or term of office of the Directors;
- (2) the amount, allocation and time of distributions of any surplus funds;
- (3) membership assessments; or
- (4) the distribution of assets on dissolution or final liquidation;

may be altered, amended, modified or repealed only upon a two-thirds vote of all Members or of all the Directors, not merely a quorum thereof

C. Any provision of the Bylaws relating to Members' guarantees of or similar commitments with regard to any contractual obligations of the corporation, indemnity among Members, and/or automatic expulsion of a Member may be altered, amended, modified or repealed only upon a unanimous vote of all the Members, and this paragraph C may only be altered, amended, modified or repealed only upon a unanimous vote of all the Members.

ARTICLE VIII REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Washington (upon corporate formation on February 7, 2000) is Suite 2100, One Union Square, 600 University, Seattle, Washington 98101, and the name of the initial registered agent of the corporation at such address (upon corporate formation on February 7, 2000) is Donald S. Cohen.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator (upon corporation formation on February 7, 2000) is as follows:

Greg L. Marney
2327 Grand Avenue
East Wenatchee, WA 98802

Dated this ____ day of _____, 2024.

Craig Nelsen, Chief Executive Officer

BYLAWS
OF
NORTHWEST OPEN ACCESS NETWORK
(a Washington nonprofit mutual corporation)

Amended pursuant to Resolutions adopted:

- **May 3, 2000**
- **December 6, 2000**
- **October 2, 2002**
- **December 12, 2012**
- **August 12, 2015**
- **December 13, 2023**
- **, 2024**

BYLAWS
OF
NORTHWEST OPEN ACCESS NETWORK
(a Washington nonprofit mutual corporation)

ARTICLE I
Definitions

For purposes of these Bylaws, the following terms shall be defined as follows:

“Act” means the Washington State Nonprofit Miscellaneous and Mutual Corporations Act, RCW Chapter 24.06, as amended from time to time, and the provisions of succeeding law.

“Affiliate” of a Person means any Person that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with such Person. The term “control,” as used in the immediately preceding sentence, shall mean with respect to a corporation or limited liability company the right to exercise, directly or indirectly, more than 50 percent of the voting rights attributable to the corporation or limited liability company, and, with respect to any individual, partnership, trust, or other entity or association, the possession, directly or indirectly, of voting control of such entity, or the power to direct or cause the direction of the management or policies of such entity.

“Alternate Director” means an individual appointed to serve in the capacity of Director as permitted by Article IV. The Alternate Director appointed by each Member shall be its Member Representative and, while serving in the capacity of Director, shall discharge his or her duties in the manner provided in Section 14 of Article IV. Notwithstanding the foregoing, a Member may replace its Member Representative, without requiring such individual to be its Alternate Director, in the event an individual would concurrently be serving in the capacity of Director and Member Representative.

“Articles of Incorporation” mean the Articles of Incorporation of the Corporation, as amended from time to time.

“Board of Directors” or “Board” means the Board of Directors of the Corporation, as described in Article IV and elsewhere in these Bylaws.

“Corporation” means Northwest Open Access Network, a Washington nonprofit mutual corporation.

“Customer” means any customer of the Corporation who is not also a Member.

“Director” means a member of the Board of Directors.

“Interlocal Cooperation Act” means the Washington State Interlocal Cooperation Act, RCW 39.34, as amended from time to time, and the provisions of succeeding law.

~~“JOA” means a Joint Operating Agency established under RCW 43.52 (e.g., Energy Northwest) or another public agency joint membership organization.~~

~~“Majority Interest” means Members collectively holding more than 50 percent of the total Percentage Interests of the Members.~~

“Majority Vote” means (i) in the case of Members, more than one-half of the Member Representatives in attendance at a meeting at which a vote is conducted, a vote of Members holding a Majority Interest of the Members, considering only the Percentage Interests of Members in attendance at a meeting at which a vote is conducted, and (ii) in the case of Directors, more than one-half of the Directors in attendance at a meeting at which a vote is conducted.

“Member” means any entity that has become a member of the Corporation under and in accordance with the provisions of Article II and that has not withdrawn or been expelled from membership in the Corporation, or ceased to be a Member for any other reason. Existing Members are identified on Schedule A, which shall be amended upon the addition, withdrawal, or expulsion of any Member.

“Member Representative” means the individual who is authorized to represent a Member and vote its interest in all matters that come before the Members, as more fully described in Section 14 of Article II.

“Membership Assessment” means the total amount of cash or immediately available funds paid, or the fair market value of property contributed, to the Corporation by any Member, in accordance with the provisions of Section 1 of Article III.

“Membership Certificate” means a certificate evidencing membership in the Corporation.

“Membership Interest” means a Member’s entire interest in the Corporation, including the right to vote on or participate in the Corporation’s management, the right to any distributions, and the right to receive information concerning the business and affairs of the Corporation, as provided in these Bylaws. The Membership Interest of each member shall be an equal proportional share of 100% of all interest in the Corporation, which shall be adjusted to maintain equality upon the addition, withdrawal, or expulsion of any Member.

“Network” means any communications network licensed or leased from or shared with the Bonneville Power Administration and/or any other source, or otherwise owned, acquired or used by the Corporation for use by the Members and others as provided by law.

~~“Percentage Interest” means for each Member the percentage set forth opposite that Member’s name on the attached Schedule A. Percentage Interests are subject to adjustment as provided in these Bylaws. Other than as provided in these Bylaws, Percentage Interests of Members may not be adjusted by the Members or the Board without the written consent of the affected Members. Each time an adjustment to Percentage Interests occurs, the Secretary shall~~

~~date and endorse a new Schedule A which reflects the Percentage Interests after such adjustment and attach the new Schedule A to these Bylaws.~~

“Percent of Total Unpaid Contributions” means for each Member the percentage set forth in the righthand column on the attached Schedule B. Schedule B shall detail: A) all contributions (including, without limitation, Membership Assessments and amounts paid pursuant to Guarantees) paid by each Member to the Corporation or on behalf of the Corporation that is not made as a loan to the Corporation; B) the amount of any distributions that have ever been made to each Member (not including loan repayments); C) the resulting subtotals of contributions made that have not been repaid through distributions, and D) each Member’s percentage share of all contributions made by Members that have not been repaid (“Percent of Total Unpaid Contributions”). Schedule B shall be updated on an annual basis following any year in which contributions or distributions have been made, or in which there has been a change in the members, which shall be confirmed by resolution of the Board of Directors and then attached to these Bylaws. The Board shall confirm contribution figures at the time of any distribution.

“Person” means an individual, partnership, limited partnership, limited liability partnership, limited liability company, business corporation, nonprofit corporation, Massachusetts business trust, mutual corporation, cooperative corporation, municipal corporation, joint stock company, all purpose entity, trust, estate, association, joint venture, unincorporated organization, government entity or political subdivision thereof or any other entity.

“RCW” means the Revised Code of the State of Washington.

ARTICLE II Members

Section 1. Rights and Obligations of Members. The Corporation shall have one class of Members. The rights and privileges of the Members shall be only those provided in these Bylaws or in the Articles of Incorporation.

Section 2. Qualification for Membership, and Admission and Percentage Interests of Members. No Person shall be entitled to be considered for membership in the Corporation unless such Person qualifies therefor in accordance with the provisions of the Articles of Incorporation. No private Person may hold an interest in the Corporation, whether as a Member or otherwise. Prospective Members may be elected to membership ~~by a two-thirds vote of all the Members (not merely a quorum thereof) by a vote of the Members holding not less than 66.67 percent of the total Percentage Interests of the Members,~~ on such financial and other terms the Members by ~~a two-thirds vote such percentage vote~~ may determine. The admission of a new Member shall not be complete until a copy of the Interlocal Cooperation Agreement is listed by subject on the new Member’s website or other electronically retrievable public source or, alternatively, filed in the county where the principal office of such new Member is located, or if a copy of such Agreement has been previously filed in that county, then until the filing of an appropriate document in such county evidencing the admission of the new Member. ~~Schedule A shall be amended to reflect the admission of any new Member(s). At the time that the Members~~

~~vote to admit a new Member, they shall by no less than the same percentage vote also determine the new Member's Percentage Interest, and the Percentage Interests of all other Members shall be adjusted so that the Percentage Interest of each shall be such portion of the other Percentage Interests (i.e., 100% minus the Percentage Interest of the new Member) as its prior Percentage Interest bears to 100%.~~

~~Section 3. — Membership Certificates. — The Corporation shall issue to each Member a Membership Certificate evidencing such Member's membership interest in the Corporation. The Secretary of the Corporation shall maintain a register of each Membership Certificate and its registered holder. The exact form and contents of each Membership Certificate may be determined by the Board of Directors, but such certificates shall be issued substantially in conformity with the following requirements. The Membership Certificates shall be numbered serially as they are issued, shall be impressed with the Corporation's seal or a facsimile thereof, if any, and shall be signed by the President and Secretary of the Corporation. Each Membership Certificate shall state the name of the Corporation, the fact that the Corporation is organized under the laws of the State of Washington as a nonprofit mutual corporation, the name of the Member to which the certificate is issued and the date of issue. Each certificate shall also state that the designations, preferences, qualifications, limitations, restrictions, and special or relative rights of the Membership Interest represented by the certificate are subject to the terms and conditions of these Bylaws.~~

Section 34. Annual Meeting of Members. The annual meeting of the Members shall be held during the fourth quarter of each year on a date to be set each year by the Directors. The failure to hold an annual meeting at the time stated in these Bylaws shall not affect the validity of any corporate action.

Section 45. Special Meetings of Members. Except as otherwise provided by law, special meetings of Members shall be held whenever called by the presiding officer of the Board of Directors or by a majority of the Board of Directors.

Section 56. Place of Members' Meetings. Meetings of Members shall be held at such place within or without the State of Washington as determined by the Board of Directors, pursuant to proper notice, and if none is so designated, then at the offices of the Washington Public Utility Districts' Association.

Section 67. Notice of Members' Meetings. Written notice of each Members' meeting stating the date, time, and place and, in case of a special meeting, the purpose(s) for which such meeting is called, shall be given by the Corporation not less than 10 (unless a greater period of notice is required by law in a particular case) nor more than 50 days prior to the date of the meeting, to each Member of record as of the record date for such meeting (see Section 11) in such manner as is provided in Article X.

Section 78. Waiver of Notice. A Member may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or the Act, before or after the meeting that is the subject of such notice. A valid waiver is created by any of the following two methods: (a) in writing, signed by the Member entitled to the notice and delivered to the Corporation for inclusion in its

corporate records; or (b) attendance at the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 89. Quorum of Members; Participation by Telephone or Other Communications Device.

(a) At any meeting of the Members, a ~~majority~~ Majority Interest of the Members entitled to vote on a matter, represented by Members of record present in person, shall constitute a quorum of the Members for action on that matter. Regular and special meetings may be conducted by telephone or conference call (including without limitation, by video conference) that enables all meeting participants to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting and such person shall be considered to be “in attendance” at such meeting. The same notice requirements applicable to in-person meetings of the Members shall apply to meetings that are conducted by, or include, telephone or conference call attendance.

(b) Once a Member is represented at a meeting, other than to object to holding the meeting or transacting business, it is deemed to be present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. At such reconvened meeting, any business may be transacted that might have been transacted at the meeting as originally notified.

(c) If a quorum exists, action on a matter is approved- if a Majority Vote favors the action, unless the question is one upon which by express provision of law or of the Articles of Incorporation or these Bylaws a different vote is required.

Section 910. Voting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, each Member shall have one vote. ~~a vote equal to its Percentage Interest.~~

Section 1011. Record Date. For the purpose of determining Members who are entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of Members, such date in any case to be not more than 50 days and, in case of a meeting of Members, not less than 10 days prior to the date on which the particular action, requiring such determination of Members, is to be taken. If no record date is fixed for such purposes, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned more than 120 days after the date is fixed for the original meeting.

Section 1112. Adjournment. A majority of the Members present at a meeting who are entitled to vote, even if less than a quorum, may adjourn the meeting from time to time. At such reconvened meeting at which a quorum is present any business may be transacted at the meeting as originally notified. If a meeting is adjourned to a different date, time, or place, notice must be given as required for a special meeting.

Section ~~1213~~. Inspection Rights. The Corporation shall permit each Member, at such Member's own expense, to visit and inspect the Corporation's properties, to examine its books of account and records and to discuss the Corporation's affairs, finances and accounts with its officers, all at such reasonable times as may be requested and as necessary to permit such Member to evaluate Membership Interest in the Member. The rights provided hereunder shall be exercised in a manner so as not to jeopardize the Corporation's claim to protection of the confidentiality of its proprietary information.

Section ~~1314~~. Record of Members; Member Representatives.

(a) Record of Members. The Secretary shall maintain at all times a current list of the name and address of each Member, along with the name, address, phone number, fax number, email address and other identifiers for means of communication with each Member Representative, Director, and Alternate Director.

(b) Member Representatives. The primary role of each Member Representative is to represent its Member and vote its interest in all matters that come before the Members. A Member Representative shall not have any vote on matters that come before the Board of Directors, unless such Member Representative is serving in his or her capacity as a Director in the manner provided in Section 3 of Article IV. Member Representatives must be an employee or Commissioner (or other governing board member) of a Member. In the absence of another designee by a Member, such Member's duly appointed general manager who is then in office shall be deemed its Member Representative. Each Member may assume that each Member Representative has, at all times, full authority to carry out his or her duties as such representative and to bind the Member for which he or she acts. Use of "general manager" means the chief administrative officer of a Member, however designated, whether as general manager, chief executive officer, manager, managing director or otherwise. Any Member may at any time, effective upon notice to the other Members and the Secretary of the Corporation, change its Member Representative; provided, however, that unless and until such time as a Member notifies the other Members and the Secretary of the Corporation of any change in its Member Representative, in accordance with the foregoing requirements, such other Members and the Corporation shall be entitled to rely upon the authority of such individual to represent and act on behalf of such Member in accordance with the provisions of these Bylaws, and neither the Corporation nor any such other Member will be required to determine any fact or circumstance bearing upon the existence of the authority of such individual, or be responsible for the application or distribution of proceeds paid or credited to such individual.

Section ~~1415~~. Competing Activities. Any one or more of the Members and its or their Affiliates may engage or invest in any activity, including without limitation those that might be in direct or indirect competition with the Corporation. Neither the Corporation nor any other Member shall have any right to participate in or to engage in such other activities or to share in the income or proceeds derived therefrom. No Member shall be obligated to present any investment opportunity to the Corporation, even if the opportunity is of a character that, if presented to the Corporation, could be taken by the Corporation. Each Member shall have the right to hold any investment opportunity for its own account or to recommend such opportunity to Persons other than the Corporation. The Members acknowledge that they and their Affiliates own or manage other businesses, including businesses that may compete with the Corporation and for the

Members' time. Each Member hereby waives any and all claims to any right, title or interest in or to any such investment opportunities or activities. Nothing in this Section 15 shall be deemed to limit or modify to any extent or in any manner whatsoever any confidentiality or nondisclosure obligations that any of the Members or any of their Affiliates may have to the Corporation under any agreement or applicable law.

Section ~~15~~16. Transactions Between the Corporation and Members, Officers or Employees. The Members and their Affiliates may engage in any transaction with the Corporation so long as such transaction is not expressly prohibited by these Bylaws and so long as (a) the terms and conditions of such transaction, on an overall basis, are fair and reasonable to the Corporation and are at least as favorable to the Corporation as those that are generally available from non-Members similarly capable of performing them, (b) a majority in number of the Directors having no interest in such transaction approves the transaction in writing, or (c) it is a contract of the type entered into in the ordinary course of the Corporation's business to acquire goods or services or to provide access to the Network or other goods or services that the Corporation provides in the ordinary course of business, on such terms and conditions as have been generally approved by the Board of Directors.

Section ~~16~~17. Remuneration to Members. Except as otherwise agreed by the Members, no Member is entitled to remuneration for acting in the Corporation business.

Section ~~17~~18. Expulsion of a Member. Any Member may be expelled from membership in the Corporation at any time for good cause (including but not limited to failure to comply substantially with any material provision of these Bylaws) upon a Majority Vote of the Board of Directors and where any cure may reasonably be effected by such Member, a reasonable opportunity to cure. Failure to timely pay a Membership Assessment shall constitute good cause for expulsion and the only possible timely cure of such a failure shall be to pay the Membership Assessment in full together with interest at 12% per annum from the due date for that Assessment within ten days after receipt of written demand for such payment. The failure of a Member to provide access to the Network to all providers and users shall constitute good cause for expulsion (unless denial of access was effected due to a user's prohibited activity in connection with use of the Network or for failure to pay any compensation due for such access). A Member may be automatically expelled pursuant to the provisions of Section 3 of Article IX. Upon expulsion of a Member, ~~Schedule A shall be amended to reflect the expulsion. the Percentage Interests shall be adjusted, the expelled Member's Percentage Interest being apportioned among all the other Members in such proportion as their prior Percentage Interests bear to 100% minus the expelled Member's Percentage Interest.~~ The expelled Member shall be obligated for the full amount of any damages caused by any action of such Member which resulted in or was related in any way to such Member's expulsion. An expelled Member shall have no rights or entitlement to any distributions or other assets of the Corporation.

Section ~~18~~19. Withdrawal of a Member. Subject to the following two sentences, a Member may withdraw from the Corporation ~~by providing at any time effective upon sixty (60) days' written notice to the Chief Executive Officer of the Corporation by September 15th of the calendar year, to become effective, with or without the approval of the other Members, on November 15th of the same calendar year.~~ ~~If 25% or more of the Members one or more Members (including the initial Member whose notice of withdrawal commenced the 60-day notice) with Percentage Interests~~

~~totaling 25% or more of all Members' Percentage Interests~~ give notice of withdrawal from the Corporation ~~by September 15th of the calendar year, within the same 60-day period,~~ then, notwithstanding the first sentence of this Section 189, a "Special Notice Period" for withdrawal shall apply to all Members, including ~~those that have already provided notice.~~ ~~e initial Member giving notice.~~ The Special Notice Period shall ~~run until December 15th of the same calendar year, during which period additional Members may provide notice of withdrawal. If a Special Notice Period is triggered, withdrawal of all departing Members, including those that provided notice prior to September 15th, shall become effective on February 15th of the following calendar year.~~ ~~be ninety (90) days after the date of the notice of withdrawal of the Member whose notice brought the total Percentage Interests of Members giving notice up to or above the 25% level, and, in such instance, the effective date for withdrawal of all Members giving notice through the end of the Special Notice Period shall be sixty (60) days after the end of the Special Notice Period.~~ Upon the withdrawal of a Member becoming effective, ~~Schedule A shall be amended to reflect the withdrawal.~~ ~~the Percentage Interests shall be adjusted, the withdrawing Member's Percentage Interest being apportioned among all the other Members in such proportion as their prior Percentage Interests bear to 100% minus the withdrawing Member's Percentage Interest.~~ A withdrawing Member shall have no rights or entitlement to any assets of the Corporation. A withdrawing Member's right to receive any distributions shall cease on the effective date of withdrawal regardless of whether a distribution had been approved prior to the effective date of withdrawal. A notice of withdrawal may be revoked by written notice to the Chief Executive Officer of the Corporation prior to the effective date of withdrawal, but such revocation will not affect the establishment of a Special Notice Period and the rights of Members thereunder.

Section 1920. No Release. Except to the extent otherwise expressly agreed, no expulsion or withdrawal of a Member shall result in the release of the former Member from any liability incurred by it to the Corporation, any Member, or any other Person, which liability was incurred prior to or in connection with the expulsion or withdrawal, including, without limitation, any Guarantee of the expelled or withdrawing Member and any Member Assessment that was to be paid before the Member's expulsion or the effective date of the Member's withdrawal.

~~Section 21. — JOAs. Any Member which is also a member of a JOA shall elect whether to have a separate Percentage Interest, pay a separate Membership Assessment, etc., or instead, only with the prior written consent of said JOA, have all such items attributed to the JOA. Such election shall be made upon admission as a Member (and if a Member does not so elect in writing to the Chief Executive Officer within 30 days after admission, shall be deemed to have elected not to have such items attributed to the JOA). A Member may change such election by so informing the Chief Executive Officer in writing before the December 1 preceding the year for which it is to be first effective. As to any Member which elects, with the JOA's prior written consent, to have its items attributed to a JOA, it shall be the JOA's responsibility to pay such Membership Assessments, vote such Percentage Interests, etc. and the Corporation need not take any action to assure that such votes and payments are made or collected by the JOA in accordance with its understandings with its members, but instead may rely with acquittance on the actions of the JOA's Member Representative.~~

ARTICLE III Membership Assessments; Distributions

Section 1. Membership Assessments. The Members shall pay to the Corporation, as Membership Assessments, only such amounts as are determined from time to time by a two-thirds vote of all the Directors (not merely a quorum thereof). Each Member shall pay an equal share of a portion of each such Membership Assessment ~~equal to its Percentage Interest~~ as determined on the date the Membership Assessment is approved. Unless otherwise specified by the Board of Directors, all Membership Assessments shall be paid in cash or immediately available funds. Membership Assessments shall be paid on the date specified in the notice of assessment issued by the Corporation (pursuant to Board action) which date shall not be less than thirty days after the date the notice is mailed.

Section 2. Non-Liquidating Distributions by the Corporation. Subject to applicable law, the Board of Directors may authorize distributions of surplus funds to the Members. Distributions shall first be made in proportion to their respective Percent of Total Unpaid Contributions as of the effective date of the distribution until all contributions of then current Members have been repaid, and thereafter distributed equally among the Members ~~in proportion to their respective Percentage Interests~~ as determined on ~~of~~ the effective date of the distribution. The effective date of the distribution will be the date the Board of Directors approves the distribution, unless the Board of Directors establishes a different date as the effective date for the Distribution. In determining whether to authorize such distributions, the Board of Directors shall take into account all debts, liabilities, and obligations of the Corporation then due, as well as the establishment and replenishment of appropriate working capital and other reserves. The Board of Directors may rescind authorization of a distribution to Members at any time before the distribution is paid if the Board determines that such rescission would be in the best interest of the Corporation.

Section 3. No Accrual of Earnings to Non-Members. Notwithstanding any other provision of these Bylaws, no part of the earnings of the Corporation may accrue to the benefit of any private person or corporation but only to the Members.

Section 4. Distributions in Liquidation of the Corporation. On dissolution or final liquidation of the Corporation, assets remaining after payment of all creditors of the Corporation shall first be made in proportion to their respective Percent of Total Unpaid Contributions as of the effective date of the distribution until all contributions of then current Members have been repaid, and thereafter shall be distributed equally among the Members ~~to the Members in proportion to their respective Percentage Interests~~ as of the effective date of the distribution. Distributions in-kind must be approved by a Majority Vote of the Members.

Section 5. Distributions to Dissenters. Members shall have such rights given to members exercising their right to dissent as provided in Chapter 24.06 RCW, now or as amended or replaced from time to time.

Section 6. Rights of Members. Members shall have no rights or entitlement to any distributions or to any other assets of the Corporation except as expressly provided in the Articles of Incorporation or Bylaws and not before such time as expressly set forth therein.

ARTICLE IV

Board of Directors

Section 1. Powers of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by the Articles of Incorporation. Each Director, while serving in the capacity of Director, shall discharge his or her duties in the manner provided in Section 14 of this Article IV.

Section 2. Number, Appointment, and Terms of Directors. The number of Directors shall be equal to the number of Members at all times. Each Member shall appoint one (1) Director and one (1) Alternate Director (as more specifically described in Section 3 of this Article IV), with such appointment becoming effective upon delivery of written notice to the Board of Directors, the President, or Secretary of this Corporation. A Member may replace its appointed Director or Alternate Director at any time, and in its sole discretion, by providing written notice to the Board of Directors, the President, or Secretary of the Corporation. A Director's term shall immediately end as of: (a) the appointment of a replacement Director by the respective Member; (b) termination of such Director's service with the appointing Member; (c) the appointing Member no longer being a Member of the Corporation, for whatever reason; (d) such time as an Alternate Director serves in the capacity of Director as provided in Section 3 of this Article IV; (e) in the case of an Alternate Director serving in the capacity of Director, upon the return of the non-Alternate Director as provided in Section 3(b) of this Article IV; or (f) a resolution of the Board of Directors terminating the Director for cause pursuant to Section 11 of this Article IV. A non-Alternate Director shall be automatically appointed to his or her Director status as provided in Section 3(b) of this Article IV.

Section 3. Alternate Directors. The following procedures shall apply to Alternate Directors:

(a) Alternate Directors; Voting. Each Member shall appoint an alternate to serve in the capacity of Director in the event of the death, resignation, removal, or absence of the applicable Director; such alternate shall be referred to as an "Alternate Director". When serving in the capacity of Director, the Alternate Director shall have all the rights, privileges and responsibilities (including voting rights) of Director status, and shall be, for all purposes, automatically appointed to serve as Director for the term provided in Section 2 of this Article IV. The Alternate Director of each Member shall be its Member Representative and, while serving in the capacity of Director, shall discharge his or her duties in the manner provided in Section 14 of this Article IV.

(b) Return of Director. In the event that the Alternate Director is serving as a Director due to the absence of the non-Alternate Director, such non-Alternate Director shall regain all of the rights, privileges and responsibilities of Director status upon the termination of his or her absence, and the term of Directorship for the Alternate Director shall immediately cease.

(c) Application of Articles and Bylaws. All provisions of the Articles of Incorporation and these Bylaws apply equally to the Alternate Directors as to the Directors, unless otherwise noted.

Section 4. Qualifications of Directors. Directors need not be Members or residents of the State of Washington, but must have reached the age of majority. Directors must be an employee or Commissioner (or other governing board member) of a Member. Members are encouraged to appoint a Commissioner (or other governing board member) or senior staff member in the positions of Director, Alternate Director, and Member Representative.

Section 5. Regular Meetings of the Directors. Regular meetings of the Board of Directors shall be held at such places, and at such times as the Board by vote may determine, and, if so determined, no notice thereof need be given.

Section 6. Special Meetings of the Directors. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or by a majority of the Board of Directors, notice thereof being given to each Director by the officer calling or by the officer directed to call the meeting.

Section 7. Notice. No notice is required for regular meetings of the Board of Directors. Written notice of special meetings of the Board of Directors, stating the date, time, place and general business expected to be transacted at the meeting thereof, shall be given at least twenty-four hours in advance of the meeting. Such notice may be delivered personally, by fax, by electronic mail or any other means of written communication available to a Director.

Section 8. Waiver of Notice. A Director may waive notice of a special meeting of the Board either before or at the meeting, and such waiver shall be deemed to be the equivalent of giving notice. The waiver must be in writing, signed by the Director entitled to the notice and delivered to the Corporation for inclusion in its corporate records; provided, however, that attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless said Director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 9. Quorum of Directors; Participation by Telephone. A majority of the ~~members of the Board of~~ Directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority of the ~~Directors~~members present thereat shall decide any question brought before such meeting, except as otherwise provided by the Articles of Incorporation or by these Bylaws. Regular and special meetings may be conducted by telephone or conference call that enables all meeting participants to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting and such person shall be considered to be “in attendance” at such meeting. The same notice requirements applicable to in-person meetings of the Members shall apply to meetings that are conducted by, or include, telephone or conference call attendance.

Section 10. Adjournment. A majority of the Directors present, even if less than a quorum, may adjourn a meeting and continue it to a later time. Notice of the adjourned meeting and of the business to be transacted thereat must be given as required for a special meeting, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

Section 11. Resignation, Removal and Other Vacancies. Any Director of this Corporation may resign at any time by giving written notice to the Board of Directors, the President, or Secretary of this Corporation. Any such resignation is effective when the notice is delivered, unless the notice specifies a later effective date. Without in any way limiting the other provisions of this Article IV, the Board of Directors, at a special meeting called expressly for such purpose, may remove a Director or an Alternate Director from office for cause. Any vacancy of a Director position not filled by an Alternate Director pursuant to Section 3 of this Article IV shall be filled by the applicable Member appointing a new Director as provided in Section 2 of this Article IV. Notwithstanding the foregoing, any vacancy lasting more than sixty (60) consecutive days may be filled by the Board of Directors. A Director or Alternate Director removed from office for cause may be subsequently appointed as a Director or Alternate Director by any Member only upon the prior approval of the Board of Directors.

Section 12. Compensation. No Director may be paid by the Corporation any compensation of any kind incurred in fulfilling the duties of a Director.

Section 13. Presumption of Assent.

(a) A Director of this Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

(1) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding it or transacting business at the meeting;

(2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) The Director shall file written dissent or abstention with the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting.

(b) The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Duties of Directors; Standard of Care.

(a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors on which the Director may serve, in good faith, with such care as an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that such Director reasonably believes to be in the best interests of the Corporation.

(b) In performing the duties of Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) Any advisory committee established by the Board of Directors;

(2) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(3) Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or

(4) A committee of the Board of Directors upon which the Director does not serve but that the Director believes to merit confidence, as to matters within such committee's designated authority, so long as, in any such case, the Director acts in good faith, makes any reasonable inquiry when the need therefor is indicated by the circumstances and acts without knowledge that would cause such reliance to be unwarranted.

Section 15. Loans and Self-Dealing Transactions.

(a) Loans. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director; provided, however, that the Corporation may advance money to a Director for expenses reasonably anticipated to be incurred in performance of the duties of such Director so long as such individual would be entitled to reimbursement for such expenses absent such advance.

(b) Self-Dealing Transactions. The Board of Directors shall not approve a transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, unless the transaction meets the requirements of Section 15(c) below.

(c) Exempt Transactions. The following transactions are exempted from the provisions of Section 15(b) above:

(1) A transaction that is part of a public or charitable program approved by the Board of Directors and that results in a benefit to one or more Directors or their families only because they are members of a substantial class of unrelated persons intended to be benefited by the program.

(2) A transaction with respect to which the Director having a material financial interest has no actual knowledge of the financial interest prior to the consummation of the transaction.

(3) A transaction that the Board of Directors, having knowledge of the material facts concerning the transaction and the Director's interest therein, and at a regularly scheduled meeting of the Board of Directors, authorizes by a vote of a majority of the Directors then in office (without counting the vote of the interested Director), after considering and in good faith determining, upon reasonable investigation under the circumstances, that (a) the transaction will be entered into by the Corporation for its own benefit, (b) the transaction is fair and reasonable as to the Corporation and (c) the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Section 16. Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties, of the Corporation. No Director shall use or disseminate any information (other than

any information regarding a violation of laws) obtained as a result of any such inspection, or otherwise in his or her capacity as a Director, for his or her own personal gain or to the detriment of the Corporation.

ARTICLE V

Officers

Section 1. Positions. The officers of this Corporation shall consist of a President of the Board, a Vice President of the Board, a Secretary of the Board, a Chief Executive Officer, and a Treasurer, as appointed by the Board. Such other officers and assistant officers as may be necessary may be appointed by the Board of Directors or by a duly appointed officer to whom such authority has been delegated by Board resolution. Neither the Chief Executive Officer nor the Treasurer need be a Director of this Corporation. Any two or more offices may be held by the same person, except that neither the President nor the Chief Executive Officer may be Treasurer and the same person may not hold the offices of President and Secretary. Officers of the Corporation may be employees or elected or appointed officials of the Members, provided that the President of the Board, the Vice President of the Board and the Secretary of the Board shall each be elected from among the members of the Board of Directors. Any reference in these Bylaws to the "President," or any "Vice President," or the "Secretary" shall mean, respectively, the President of the Board, any Vice President of the Board or the Secretary of the Board.

Section 2. Appointment and Term of Office. The officers of this Corporation shall be elected by, and serve at the pleasure of, the Board of Directors. The President, Vice President, and Secretary shall serve for three-year terms, but they may serve again in the same office if re-elected, elected subsequently, or appointed to fill a vacancy pursuant to Section 6 below. Each officer shall hold office until a successor shall have been elected and qualified or until said officer's earlier death, resignation or removal.

Section 3. Powers and Duties. If the Board appoints persons to fill the following officer positions, such officer shall have the powers and duties set forth below:

(a) President. The President shall preside at meetings of the Board of Directors.

(b) Vice President. During the absence or disability of the President, the Vice President (or in the event that there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors) shall exercise all functions of the President, except as limited by resolution of the Board of Directors. Each Vice President shall have such powers and discharge such duties as may be assigned from time to time to such Vice President by the President or by the Board of Directors.

(c) Secretary. The Secretary shall authenticate records of the Corporation and have such powers and discharge such duties as may be assigned from time to time to such Secretary by the President or by the Board of Directors.

(d) Chief Executive Officer.

(1) The Chief Executive Officer (CEO) shall be the chief administrative officer of this Corporation and, subject to the direction and control of the Board of Directors, shall have general supervision of the business of this Corporation.

(2) The CEO or such other person(s) as are specifically authorized by vote of the Board of Directors, shall sign all bonds, deeds, mortgages, and any other agreements and other documents, and any one or more such signature(s) shall be sufficient to bind this Corporation. The CEO shall perform (or delegate and supervise the performance of) such other duties as the Board of Directors shall designate, including but not limited to:

(i) Prepare minutes of the Directors' and Members' meetings and keep them in one or more books provided for that purpose;

(ii) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(iii) Be custodian of the corporate records and of the seal of the Corporation (if any), and affix the seal of the Corporation to all documents as may be required;

(iv) Keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member;

(v) Sign with the President, or a Vice President, Membership Certificates, the issuance of which shall have been authorized by resolution of the Board of Directors;

(vi) Have general charge of the Membership Certificate transfer books of the Corporation; and

(vii) In general, perform all the duties commonly incident to the office of a corporate secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(e) Treasurer. The Treasurer shall have the care and custody of the money, funds, and securities of the Corporation, shall account for the same, and shall have and exercise all the powers and duties commonly incident to this office.

Section 4. Compensation and Contract Rights. The compensation of the Chief Executive Officer shall be fixed from time to time by the Board of Directors. The appointment of an officer shall be at will and shall not of itself create contract rights.

Section 5. Resignation or Removal.

(a) Any officer of this Corporation may resign at any time by giving written notice to the Board of Directors. Any such resignation is effective when the notice is delivered, unless the

notice specifies a later date, and shall be without prejudice to the contract rights, if any, of such officer or the Corporation.

(b) The Board of Directors, by majority vote of the entire Board, may remove any officer or agent appointed by it, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. Vacancies. If any office becomes vacant by any reason, the Board may appoint a successor or successors who shall hold office for the unexpired term.

Section 7. Staffing. The Chief Executive Officer may, within such budgetary authority and subject to such other restrictions and requirements as the Board of Directors may establish from time to time, hire or contract with such staff as is necessary to fulfill the purposes of the Corporation.

ARTICLE VI

Books and Records; Funds and Accounts; Pricing

Section 1. Books of Accounts, Minutes and Record of Members. The Corporation:

(a) Shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors exercising the authority of the Board of Directors on behalf of the Corporation;

(b) Shall maintain appropriate accounting records;

(c) Shall, without limiting the provisions of Section 145 of Article II, maintain a record of the Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order; and

(d) Shall keep a copy of the following records at its principal office:

(1) The Articles or Restated Articles of Incorporation and all amendments to them currently in effect;

(2) The Bylaws or Restated Bylaws and all amendments to them currently in effect;

(3) The minutes of all Members' and Directors' meetings, and records of all actions taken by Members and Directors without a meeting, for the past three years;

(4) Its financial statements for the past three years, including balance sheets showing in reasonable detail the financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;

- (5) All written communications to Members generally within the past three years;
- (6) A list of the names and business addresses of its current Directors and officers; and
- (7) Its most recent annual report delivered to the Secretary of State of Washington.

Section 2. Copies of Resolutions. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or Members, when certified by the President or Secretary.

Section 3. Funds and Accounts. The Corporation shall maintain such funds and accounts as are authorized by action of the Board of Directors. Corporation funds shall be invested subject to the same restrictions as public funds under the laws of the state of Washington. The financial records of the Corporation shall be subject to audit in the manner provided by law for the auditing of public funds.

Section 4. Pricing. The Corporation will charge all Members on the same “at cost” basis. Other customers may be charged on any basis that the directors or officers determine.

ARTICLE VII

Indemnification of Officers, Directors, Employees and Agents

Section 1. Definitions. As used in this Article:

(a) “Agent” means an individual who is or was an agent of the Corporation or an individual who, while an agent of the Corporation, is or was serving at the Corporation’s request as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Agent” includes, unless the context requires otherwise, the estate or personal representative of an agent.

(b) “Corporation” means this Corporation, and any domestic or foreign predecessor entity which, in a merger or other transaction, ceased to exist.

(c) “Director” means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Director” includes, unless the context requires otherwise, the estate or personal representative of a Director.

(d) “Employee” means an individual who is or was an employee of the Corporation or an individual, while an employee of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Employee” includes, unless the context requires otherwise, the estate or personal representative of an employee.

(e) “Expenses” include counsel fees.

(f) “Indemnitee” means an individual made a party to a proceeding because the individual is or was a Director, Officer, Employee, or Agent of the Corporation, and who possesses indemnification rights pursuant to the Articles, these Bylaws, or other corporate action. “Indemnitee” shall also include the heirs, executors, and other successors in interest of such individuals.

(g) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(h) “Officer” means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an officer.

(i) “Party” includes an individual who was, is, or is threatened to be named a defendant or respondent in a proceeding.

(j) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 2. Indemnification Rights of Directors, Officers, Employees and Agents. The Corporation shall indemnify its Directors, Officers, Employees and Agents to the full extent permitted by applicable law as then in effect against liability arising out of a proceeding to which such individual was made a party because the individual is or was a Director, Officer, Employee or Agent of the Corporation. The Corporation shall advance expenses incurred by such persons who are parties to a proceeding in advance of final disposition of the proceeding, as provided herein.

Section 3. Procedure for Seeking Indemnification or Advancement of Expenses.

(a) Notification and Defense of Claim. Indemnitee shall promptly notify the Corporation in writing of any proceeding for which indemnification could be sought under this Article. In addition, Indemnitee shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Indemnitee’s power.

With respect to any such proceeding as to which Indemnitee has notified the Corporation:

(1) The Corporation will be entitled to participate therein at its own expense;
and

(2) Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to

assume the defense thereof, with counsel satisfactory to Indemnitee. Indemnitee's consent to such counsel may not be unreasonably withheld.

After notice from the Corporation to Indemnitee of its election to assume the defense, the Corporation will not be liable to Indemnitee under this Article for any legal or other expenses subsequently incurred by Indemnitee in connection with such defense. However, Indemnitee shall continue to have the right to employ its counsel in such proceeding, at Indemnitee's expense; and if:

(i) The employment of counsel by Indemnitee has been authorized by the Corporation;

(ii) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnitee in the conduct of such defense; or

(iii) The Corporation shall not in fact have employed counsel to assume the defense of such proceeding, the fees and expenses of Indemnitee's counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which Indemnitee shall reasonably have made the conclusion that a conflict of interest may exist between the Corporation and the Indemnitee in the conduct of the defense.

(b) Information to be Submitted and Method of Determination and Authorization of Indemnification. For the purpose of pursuing rights to indemnification under this Article, the Indemnitee shall submit to the Board a sworn statement requesting indemnification and reasonable evidence of all amounts for which such indemnification is requested (together, the sworn statement and the evidence constitutes an "Indemnification Statement").

Submission of an Indemnification Statement to the Board shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Corporation shall, within 60 calendar days thereafter, make the payments requested in the Indemnification Statement to or for the benefit of the Indemnitee, unless: (1) within such 60 calendar day period it shall be determined by the Corporation that the Indemnitee is not entitled to indemnification under this Article; (2) such vote shall be based upon clear and convincing evidence (sufficient to rebut the foregoing presumption); and (3) the Indemnitee shall receive notice in writing of such determination, which notice shall disclose with particularity the evidence upon which the determination is based.

At the election of the President, the foregoing determination may be made by either: (1) the written consent of a majority of the Members; (2) a committee chosen by written consent of a majority of the Directors of the Corporation, and consisting solely of two or more Directors not at the time parties to the proceeding; or (3) as provided by RCW 23B.08.550, as amended, as referred to in RCW 24.06.043.

Any determination that the Indemnitee is not entitled to indemnification, and any failure to make the payments requested in the Indemnification Statement, shall be subject to judicial review by any court of competent jurisdiction.

(c) Special Procedure Regarding Advance for Expenses. An Indemnitee seeking payment of expenses in advance of a final disposition of the proceeding must furnish the Corporation, as part of the Indemnification Statement:

(1) A written affirmation of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct required to be eligible for indemnification; and

(2) A written undertaking, constituting an unlimited general obligation of the Indemnitee, to repay the advance if it is ultimately determined that the Indemnitee did not meet the required standard of conduct.

If the Corporation determines that indemnification is authorized, the Indemnitee's request for advance of expenses shall be granted.

(d) Settlement. The Corporation is not liable to indemnify Indemnitee for any amounts paid in settlement of any proceeding without Corporation's written consent. The Corporation shall not settle any proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Corporation nor Indemnitee may unreasonably withhold its consent to a proposed settlement.

Section 4. Contract and Related Rights.

(a) Contract Rights. The right of an Indemnitee to indemnification and advancement of expenses is a contract right upon which the Indemnitee shall be presumed to have relied in determining to serve or to continue to serve in his or her capacity with the Corporation. Such right shall continue as long as the Indemnitee shall be subject to any possible proceeding. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.

(b) Optional Insurance, Contracts, and Funding. The Corporation may:

(1) Maintain insurance, at its expense, to protect itself and any Indemnitee against any liability, whether or not the Corporation would have power to indemnify the individual against the same liability under RCW 23B.08.510 or .520, or a successor statute, as referred to in RCW 24.06.043;

(2) Enter into contracts with any Indemnitee in furtherance of this Article and consistent with applicable law; and

(3) Create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(c) Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

(d) Right of Indemnitee to Bring Suit. If (1) a claim under this Article for indemnification is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation; or (2) a claim under this Article for advancement of expenses is not paid in full by the Corporation within 20 days after a written claim has been received by the Corporation, then the Indemnitee may, but need not, at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the Indemnitee shall be entitled to also be paid the expense (to be proportionately prorated if the Indemnitee is only partially successful) of prosecuting such claim.

Neither: (1) the failure of the Corporation (including its Board of Directors, its Members, or independent legal counsel) to have made a determination prior to the commencement of such proceeding that indemnification or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances; nor (2) an actual determination by the Corporation (including its Board of Directors, its Members, or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the proceeding or create a presumption that the Indemnitee is not so entitled.

Section 5. Exceptions. Any other provision herein to the contrary notwithstanding, the Corporation shall not be obligated pursuant to the terms of these Bylaws to indemnify or advance expenses to Indemnitee with respect to any proceeding:

(a) Claims Initiated by Indemnitee. Initiated or brought voluntarily by Indemnitee and not by way of defense, except with respect to proceedings brought to establish or enforce a right to indemnification under these Bylaws or any other statute or law or as otherwise required under the statute; but such indemnification or advancement of expenses may be provided by the Corporation in specific cases if the Board of Directors finds it to be appropriate,

(b) Lack of Good Faith; Scope of Employment or Duties. In which the court finds that the Indemnitee was either not acting in good faith or not acting within the scope of his or her employment or duties with the Corporation, or in a proceeding instituted by Indemnitee to enforce or interpret this Agreement, if a court of competent jurisdiction determines that each of the material assertions made by Indemnitee in such proceeding was not made in good faith or was frivolous.

(c) Insured Claims. For which any of the expenses or liabilities for indemnification is being sought have been paid directly to Indemnitee by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Corporation.

(d) Prohibited by Law or Articles of Incorporation. If the Corporation is prohibited by applicable law as then in effect, or by its Articles of Incorporation, from paying such indemnification or advancement of expenses.

ARTICLE VIII Transfers of Membership Interests

Section 1. Restrictions on Transfer of Membership Interests. ~~Transfers of less than all of a Member's Membership Interest are prohibited.~~ A transfer of all Membership Interest of a Member may be made and a substitute Member may be admitted only in accordance with the provisions of Section 2 of this Article.

Section 2. Transfer and Assignment of Membership Interests.

(a) Transfers of Membership Interests Not Permitted Without Consent. Subject to the provisions of Section 2(b) of this Article, no Member shall be entitled to transfer, assign, convey, sell, encumber, grant a lien or security interest in, mortgage, pledge, hypothecate or in any way alienate (collectively, "transfer") ~~all or any part of~~ its Membership Interest except with the prior approval ~~by a vote by a two-thirds vote of all Members (not merely a quorum thereof), of Members holding not less than 66.67 percent of the total Percentage Interests of the Members,~~ which approval may be given or withheld, conditioned or delayed by such Members in their sole and absolute discretion. After the consummation of any transfer of ~~all or any part of a~~ Membership Interest, the Membership Interest so transferred shall continue to be subject to the terms and provisions of these Bylaws and any further transfers shall be required to comply with all the terms and provisions of these Bylaws. Upon completion of the transfer, Schedule A shall be amended to reflect the transfer.

(b) Additional Transfer Requirements. In addition to the requirements of Section 2(a) of this Article, a Membership Interest may be transferred only if (i) the substitute Member meets the membership qualifications and admission requirements of Section 2 of Article II and (ii) the transferee pays any reasonable expenses incurred by the Corporation and the other Members in connection with the transferee's admission as a new Member. The admission of a substitute Member shall not result in the release of the Member that transferred the Membership Interest to such transferee from any liability that such Member may have incurred to the Corporation, any other Member, or any third party prior to such transfer, without the express written consent of all parties involved, including all Members through the adoption of a unanimous Member resolution. Any transferee of a Membership Interest shall take such Membership Interest subject to the restrictions on transfer imposed by the Articles of Incorporation and these Bylaws.

ARTICLE IX Guarantees; Indemnity

Section 1. Guarantee; Indemnity. The Board shall give each Member at least 60 days' written notice before it takes action on a proposal which contemplates a written guarantee or similar commitment (referred to herein individually as a "Guarantee" and more than one as "Guarantees") by each Member of its share (as provided in Section 2 below) of any contractual obligations of the Corporation. The notice shall include a summary of the material terms of the contractual obligation and of the Guarantee to be executed and delivered by Members. Within such 60 day period, each Member may, by such means as applies to it, authorize the execution and delivery of such Guaranty. If requested by a two-thirds vote of all the Directors (not merely a quorum thereof), each Member who authorized the execution and delivery of the Guarantee

shall do so, and Members who fail to authorize, execute and deliver the Guarantee shall immediately and automatically be expelled for cause, as provided in Section 178 of Article II, without a vote of the Board of Directors and the only cure that may reasonably be effected is the authorization of and execution and delivery of the Guarantee by the effective date of the contract creating the Corporation's obligation. Each new Member agrees that, upon admission or at any time thereafter as it is requested by the Board of Directors (by a simple majority of a quorum thereof), it will execute and deliver such a Guarantee or, at the Board's election, its written indemnification of existing Members which have provided Guarantees, either such type of documentation to be in such form as the Board of Directors approves in like manner and is also referred to herein singly as a "Guarantee" and collectively as "Guarantees."

Section 2. Shares. Unless a Member expressly agrees in writing to a greater share of a contractual obligation of the Corporation specified in Section 1 above, each Member shall have an equal's share of such an obligation ~~shall be the Member's Percentage Interest determined~~ on the effective date of the contract creating the Corporation's obligation. A Member's share of such an obligation may subsequently be adjusted as the result of the addition of new Members if the party contracting with the Corporation consents as provided in the agreement between it and the Corporation. If the Board of Directors so requests, based on the two-thirds vote required in Section 1 above, the Guarantee shall provide that a Member's share of such an obligation may be increased by as much as, but no more than, twenty-five percent (25%) if one or more of the other Members fail to pay all or part of their shares of that obligation. ~~For example, the share of a Member whose Percentage Interest is 10% could be increased to a maximum of 12.5% under such a provision.~~

Section 3. Failure to Pay. Failure to make a full, timely payment pursuant to the provisions of any Guarantee shall result in immediate automatic expulsion of a Member without a vote of the Board of Directors, with all attendant consequences pursuant to Section 178 of Article II ~~(including without limitation Percentage Interest adjustments)~~. A Member that pays an additional amount due to the failure of another Member to pay all or part of its share, shall be entitled to reimbursement from that Member. A Member that pays an additional amount for which it is not able to obtain full reimbursement thereof from the Member who failed to pay all or part of its share shall be entitled to receive a portion of the unreimbursed amount from each other Member, each such Member to pay an amount thereof proportional to its share of the shares of all such Members, subject to the limitations contained in Section 2. Such payment shall be due within 30 days after receipt of written demand therefore. Failure to make a timely payment pursuant to the previous sentence shall result in immediate automatic expulsion of a Member without a vote of the Board of Directors, with all attendant consequences pursuant to Section 178 of Article II ~~(including without limitation Percentage Interest adjustments)~~. Each Member who makes such a payment shall be entitled to reimbursement of such amount from the Member who failed to pay all or part of its share. Nothing in this Article IX shall be interpreted to deny a Member the right to make any payment under protest, reserving its right to seek repayment of all or part thereof to which it is entitled. Automatic expulsions provided in this Section 3 shall not constitute the exclusive remedy of the Corporation or of any other Member.

Section 4. Limitation. The provisions of this Article IX apply only to contractual obligations of the Corporation and only to the extent that the Board of Directors has approved in the manner provided above.

**SCHEDULE A
(NINTH AMENDED)**

<u>Members</u>	<u>Percentage Interest</u>
Benton PUD No. 1	20.72%
Clallam PUD No. 1	10.57
Energy Northwest	8.04
Franklin PUD No. 1	4.39
Jefferson PUD No. 1	0.21
Kitsap PUD No. 1	18.97
Mason PUD No. 3	15.11
Okanogan PUD No. 1	8.04
Pacific PUD No. 2	8.19
Pend Oreille PUD No. 1	5.76
Total	100.00%

SCHEDULE B

(Initial Record of Contributions)

<u>Member</u>	<u>Contributions to NoaNet</u>	<u>Distributions From NoaNet</u>	<u>Contributions Remaining to be Repaid</u>	<u>Percent of Total Unpaid Contributions</u>
Benton PUD No. 1	\$3,159,093.07	\$0	\$3,159,093.07	22.394%
Clallam PUD No. 1	\$1,611,008.75	\$0	\$1,611,008.75	11.42%
Energy Northwest	\$1,658,089.31	\$0	\$1,658,089.31	11.754%
Franklin PUD No. 1	\$1,435,788.91	\$0	\$1,435,788.91	10.178%
Jefferson PUD No. 1	\$31,478.71	\$0	\$31,478.71	0.223%
Kitsap PUD No. 1	\$1,069,086.99	\$0	\$1,069,086.99	7.579%
Mason PUD No. 3	\$1,970,570.73	\$0	\$1,970,570.73	13.969%
Okanogan PUD No. 1	\$1,224,606.54	\$0	\$1,224,606.54	8.681%
Pacific PUD No. 2	\$1,068,468.97	\$0	\$1,068,468.97	7.574%
Pend Oreille PUD No. 1	\$878,540.66	\$0	\$878,540.66	6.228%
Total	\$14,106,732.64	\$0	\$14,106,732.64	100%

Note: Contributions listed in the initial record of contributions are based on estimates of NoaNet staff, and all figures are subject to Board approval at the time the Board elects to make a distribution. Contribution figures may be revised at the time of any distribution if a Member provides evidence that revisions are necessary to the Board's satisfaction.

Olympic Corridor In-Betweens - 23BB0803 UG Construction Master Contract Bid Summary

	Contractor Name	Delivery Method	Inv. to Bid	Inst. To Bid	Bidder Information Sheet	Signed Bid No. 23BB0803 BID Proposal Form Page 4 of Item D	Bid Bond	Non Discrimination	Anti Lobbying Certificate	Wage Payment Statues / Suspension & Debarment	(OMWBE)	Non Seg.	Exceptions	Bid Amount Read From Contract	Bid Amount After Engineering Review	Irregularities
Contractor 1	HHS Construction LLC	Courier	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y		See Irregularities	No Bid	The Bidder did not include any pricing on the signed bid response unit sheet. Pricing was included on the electronic response; however, since the signed agreement did not include pricing, Finley recommends rejecting this bid.
Contractor 2	North Sky Communications, LLC	In Person	Y	Y	Y	Y	Y	See Irregularities	Y	Y	Y	Y	N	\$10,998,193.73	\$10,998,193.73	<p>An electronic copy of their bid was not provided. Since the paper copy was complete, except as noted below, Finley recommends considering this as a minor irregularity, not impacting the validity of the bid.</p> <p>Unit Prices in the bid form did not include material cost for the miscellaneous materials. They have verified in a follow-up email that their labor prices included any miscellaneous materials they may need to provide. Finley recommends considering this item as a minor irregularity, not impacting the validity of the bid.</p> <p>Item D: Was marked as "Not Applicable" by the Bidder. The Owner should verify with their legal team if the response was appropriate. Since this document does not impact a key element of the bid (prices, bid bond, etc.), and the Contractor has since provided a statement agreeing to the form if deemed necessary, Finley recommends considering this item as a minor irregularity, not impacting the validity of the bid.</p> <p>Addendums were not included in the Bidder's package. The Bidder has since signed all addendums; therefore, Finley recommends considering this item as a minor irregularity, not impacting the validity of the bid.</p>
Contractor 3	Cannon Companies	In Person	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	N	\$12,575,485.17	\$12,575,485.17	None
Engineer																

**PUBLIC UTILITY DISTRICT NO.1
OF
JEFFERSON COUNTY**

RESOLUTION NO. 2024-XXX

A Resolution of the Board of Commissioners of Public Utility District (PUD) No. 1 of Jefferson County, Washington awarding a contract and authorizing the General Manager to execute all necessary contracts for the Olympic Corridor and In-Betweens Fiber Construction Project.

WHEREAS, the PUD has been working on the development of a Broadband fiber optic network to provide retail and wholesale Internet Services to serve the residents of Jefferson County, Washington over the past several years; and

WHEREAS, at its June 15, 2021 Regular meeting, the Board of Commissioners, authorized staff to apply for both state and federal broadband grant funding sources, and specifically authorized the PUD to apply for a Community Economic Revitalization Board (CERB) grant in Resolution No. 2021-016; and

WHEREAS, at the July 6, 2021 Regular meeting of the Board of Commissioners the staff presented a plan regarding the Quilcene, Discovery Bay and Gardiner communities in Jefferson County, Washington (the "Olympic Fiber Corridor Project") demonstrating the unserved and underserved nature of Broadband services in these communities; and

WHEREAS, at the July 6, 2021 Regular meeting the Board of Commissioners of the PUD adopted Resolution No. 2021-018 authorizing PUD staff to respond to a Request for Information from the Washington State Broadband Office and for the PUD to commit the resources necessary to serve as a provider for retail and wholesale Internet Services for the Olympic Fiber Corridor Project; and

WHEREAS, on July 26, 2021, the Washington State Broadband Office notified the PUD that the Olympic Fiber Corridor Project had been selected to be included in the Washington State Broadband Office's application for funding through a grant from the National Telecommunications Information Administration ("NTIA"). The NTIA grant provides new federal funding for deployment of broadband infrastructure; and

WHEREAS, consistent with Engrossed Substitute House Bill 1336 and Senate Bill 5383, the PUD has been consulting with the Washington State Broadband Office and provided formal notice regarding its intent to provide Broadband Services in Resolution No. 2021-037 and the PUD is authorized by state law to provide retail telecommunication services for all unserved areas;

WHEREAS, the Board of Commissioners were provided revised retail and open access rates that are consistent with state law and grant requirements, and the Board of Commissioners reviewed all such policies at its regular meeting on November 7, 2023; and

WHEREAS, the Board of Commissioners authorized the General Manager to publish an invitation to bid for the Olympic Corridor and In-Betweens Fiber Construction Project (Bid No. 23BB0803) at a special meeting on December 19, 2023; and

WHEREAS, the bid was published on Dec 20th, 2023, and closed on January 31st, 2024; and

WHEREAS, after review by staff and the PUD's engineering consultants, Finley Engineering, two of the three submitted bids were deemed responsive, with the bid from North Sky Communications, LLC being deemed lowest; and

WHEREAS, North Sky Communications, LLC's bid amount was \$10,998,193.73; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Public Utility District No. 1 of Jefferson County, that the foregoing recitals are incorporated into this resolution by this reference; and

BE IT FURTHER RESOLVED that the contract is hereby awarded to North Sky Communications, LLC and the General Manager is authorized to execute all necessary contracts for the Olympic Corridor and In-Betweens Fiber Construction Project (Bid No. 23BB0803)

ADOPTED at a regular meeting of the Board of Commissioners of Public Utility District No. 1 of Jefferson County, this 6th day of February, 2024.

Jeff Randall, President

Dan Toepper, Vice President

Kenneth Collins, Secretary