

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
February 17, 2017

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, February 17, 2017, at the San Isabel Electric Association headquarters office, 781 E. Industrial Boulevard, Pueblo West, Colorado.

Call to Order - The meeting was called to order at 10:16 a.m. by President Deborah Rose, who presided. Secretary Dennis Maroney acted as secretary.

Roll Call - Upon calling the roll, the following directors were present: Edward "Ray" Garcia, Joseph Costa, Deborah Rose, Doris Morgan, Jacque Sikes and Dennis Maroney, being a quorum of the directors of San Isabel Electric Association, Inc. Also present were: Reginal Rudolph, General Manager; Ryan Elarton, CFO; Darryl Stewart, COO; Gary Eitel, CAO; General Counsel Sisto Mazza; Chelsie West, Communications Manager; Kari Guerrero, Billing II; Rich Kummer, Senior Billing Manager; Bonnie Myers, Assistant to the General Manager. A motion was made by Mr. Costa to excuse Mr. Keairns from the Board Meeting, seconded by Ms. Morgan, and unanimously approved.

Adopt Agenda – The President asked if the Board had any additions to the agenda. The agenda was then adopted.

Meeting Minutes – A motion was made by Mr. Maroney, seconded by Mr. Costa, and unanimously carried, that the minutes for last month's regular board meeting be approved.

Consent Agenda - A motion was made by Mr. Costa, seconded by Ms. Morgan, that the consent agenda items be approved. The motion to approve the consent agenda items was unanimously carried, which includes: *Statistical Report, Monthly and Year-to-Date Operating Statements, Balance Sheet, Form 7, Check Register, RUS/CFC/Loan Fund Status, Manager's Expense Reports, Work Order Inventory & Special Equipment Schedules, Outage Report, Cash Flow Statement, Summary of Write-Offs, Investment Analysis, Revenue Comparison, and Construction Work Load.*

Safety Meeting Report – The safety meeting report for January, 2017, has been submitted to the Board. A motion was made by Ms. Sikes, seconded by Mr. Garcia, and unanimously carried, that the safety meeting report be approved. There was discussion about the use of AEDs at the Association.

General Manager – Reg Rudolph – Mr. Rudolph submitted a written report to the Board and gave a verbal report.

CFO – Ryan Elarton – Mr. Elarton submitted a written report to the Board and gave a verbal report.

Paperless Service Orders – Ms. Guerrero submitted a written report to the Board and gave a verbal report.

CAO – Gary Eitel – Mr. Eitel submitted written report to the Board and gave a verbal report.

COO – Darryl Stewart – Mr. Stewart submitted a written report to the Board and gave a verbal report. A contractor has been hired to do locates to allow more time for crucial work to be completed by line workers.

Board Strategy Discussion – The Board discussed strategy.

Board Reports – Ms. Myers submitted a written report to the Board.

Executive session 11:17 – A motion was made by Mr. Costa, seconded by Mr. Maroney and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss personnel issues and potential litigation matters.

Regular session 11:37 – A motion was made by Mr. Costa, seconded by Ms. Sikes and unanimously carried that the regular session of the Board be resumed. No vote was taken while the Board was in executive session.

General Counsel’s Report – General Counsel Sisto Mazza gave a verbal report.

Western United Electric Report – A written report was submitted to the Board, and Mr. Maroney gave a verbal report.

CREA Report – A written report was submitted to the Board, and Ms. Rose gave a verbal report.

Tri-State Report – A written report was submitted to the Board.

Administrative Items

Donation Requests – Ms. West gave the Board a presentation of donations. The following donation requests were submitted to the Board.

The YWCA Pueblo requested a donation for the Chocolate Indulgence Fundraiser. No action taken.

District 70 and Pueblo City Schools requested a donation for the Colorado Teacher Awards. A motion was made by Ms. Sikes, seconded by Ms. Morgan and unanimously approved to donate \$350.

Alzheimer’s Association requested a donation for the Walk to End Alzheimer’s. No action taken.

Cattail Crossing Pond requested a donation for the 12th Annual Tom Sawyer Fishing Derby. A motion was made by Ms. Morgan, seconded by Mr. Costa and unanimously approved to donate \$500.

The Latino Chamber of Commerce requested a donation for the 38th Annual Dinner Dance Celebration. No action taken.

Rocky Mountain PBS/KTSC requested a donation for the RMPBS Past, Present, and Future event. No action taken.

Junior Achievement of Southern Colorado-Pueblo District requested a donation for implementation of 12 Junior Achievement classes in the Association's service territory. A motion was made by Ms. Rose, seconded by Mr. Garcia and unanimously approved to donate \$3,600.

TSJC Robotic Team requested a donation to complete a project to be tested at NASA. A motion was made by Mr. Costa, seconded by Ms. Sikes and unanimously approved to donate \$500.

Donation Reports – Donation reports were received from Greenhorn Valley Chamber of Commerce and Primero High School.

Policy Review – Ms. Myers submitted a written report to the Board and gave a verbal report. Board and Employee Policies are on a yearly review cycle with five to six Policies being reviewed each month. Board Policies 1-5, 1-6, 1-7, and 1-8, and Employee Policy 1-2 were reviewed.

Board Policy 1-5, Tenure of Officers, was submitted to the Board with minor clerical changes. A motion was made by Ms. Sikes to accept Board Policy 1-5 as presented, seconded by Mr. Costa, and unanimously carried.

Board Policy 1-6, Attendance of National, Regional, State, and Other Meetings, was submitted to the Board with minor clerical changes. A motion was made by Mr. Costa to accept Board Policy 1-6 as presented, seconded by Mr. Maroney, and unanimously carried.

Board Policy 1-7, Recognition of Former Board Directors, was submitted to the Board with minor clerical changes. A motion was made by Mr. Costa to accept Board Policy 1-7 as presented, seconded by Mr. Maroney, and unanimously carried.

Board Policy 1-8, Board of Director Candidate Biographical Information, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Board Policy 1-8 as presented, seconded by Ms. Sikes, and unanimously carried.

Employee Policy 1-2, Employment, was submitted to the Board with minor clerical changes. A motion was made by Ms. Sikes to accept Employee Policy 1-2 as presented, seconded by Mr. Costa, and unanimously carried.

NRECA Legislative Conference – The Legislative Conference will be held April 23 through April 26 in Washington D.C. Ms. Myers requested that any Board Director planning on attending the NRECA Legislative Conference, to please sign up for this event as soon as possible.

Board Comments - The President called for comments from the Board.

The Association was recognized by CREA at the CREA Annual Meeting in February for all of the Directors having earned their CCD (Credentialed Cooperative Director) Certificates.

March 2017 Regular Board Meeting – The March 2017 regular board meeting will be held March 24, 2017, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 1:11 p.m.

ATTEST:

/Deborah Rose/
President of the Board

/Dennis Maroney/
Secretary of the Board

We, the undersigned Directors of San Isabel Electric Association, Inc., on this date, March 24, 2017, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held February 17, 2017.

/Jacque Sikes/

/Edward R. Garcia/

/Deborah Rose/

/Dennis Maroney/

/Doris Morgan/

/Joseph Costa/

/Donald G. Keairns/

Being all the Directors of San Isabel Electric Association, Inc.