

**MINUTES**  
**Board of Directors Meeting**  
**San Isabel Electric Association, Inc.**  
**January 20, 2017**

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, January 20, 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 8:58 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, Donald Keairns, 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; Bonnie Myers, Assistant to the General Manager.

**Adopt Agenda** – The President asked if the Board had any additions to the agenda. The agenda was then adopted. The Scholarship Program and Western United Electric Report were moved under Board Strategy.

**Meter Shop Visit & CT/PT** – The Board visited the Meter Shop. Mr. Stewart gave a verbal report on CT/PT.

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

**Consent Agenda** - A motion was made by Ms. Sikes, seconded by Mr. Maroney, 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 December, 2016, has been submitted to the Board. A motion was made by Ms. Sikes, seconded by Mr. Costa, and unanimously carried, that the safety meeting report be approved.

**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.

**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.

**Board Strategy Discussion** – The Board discussed strategy.

**Scholarship Program** – Ms. West submitted a timeline of proposed dates for the Scholarship Program. The timeline included proposed dates for the Scholarship Committee to review applications and interview potential scholarship winners. Applications for scholarships are due by February 28. The Selection Committee will review the applications beginning on March 10 and complete the review by March 17. Interviews with the top three students will be held on March 27 with the meeting time and location to be determined. The Scholarship Dinner will be held on April 20 at John Mall High School in Walsenburg.

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

**March Regular Board Meeting** – The March Regular Board Meeting has been moved to Friday, March 24, 2017 beginning at 9 a.m.

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

**Executive Session 11:42 a.m.** – A motion was made by Mr. Garcia, seconded by Mr. Keairns and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss personnel.

**Regular Session 12:24 p.m.** – A motion was made by Mr. Garcia, seconded by Mr. Maroney and unanimously carried that the regular session of the Board of Directors be resumed. No vote was taken while the Board was in executive session.

**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, and Mr. Keairns gave a verbal report.

#### **Administrative Items**

**Quarterly Donation Report** – Ms. West submitted a written report of donations from October 2015 through December 2016.

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

American Red Cross of Southeastern Colorado requested a donation for the Hometown Heroes Dinner Event. A motion was made by Mr. Keairns, seconded by Ms. Sikes and unanimously approved to donate \$1,000 and to donate this table to first responders from our service territory.

League of United Latin American Citizens (LULAC) Council 30013 requested a donation for the Inaugural Corazon de Pueblo Awards. No action taken.

March of Dimes requested a donation for the March for Babies event. No action taken.

Peakview and Gardner Schools requested a donation to assist students with cost associated with a trip to Washington D.C. No action taken.

**Donation Reports** – Donation reports were received from Historic Pueblo, Inc., Sangre de Cristo Hospice & Palliative Care, Assistance League of Pueblo, and Rotary Club of Pueblo West.

**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 1-1, 1-2, 1-3, and 1-4, and Employee Policy 1-1 were reviewed.

Board Policy 1-1, Board Policies, was submitted to the Board with minor clerical changes, the addition of Employee Policies in several places, and the proposed subject change to “Board and Employee Policies.’ A motion was made by Mr. Keairns to accept Board Policy 1-1 as presented, seconded by Mr. Costa, and unanimously carried.

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

Board Policy 1-3, Board of Directors-General Manger Relations, was submitted to the Board with minor clerical changes and the addition of wording regarding succession planning. A motion was made by Ms. Sikes to accept Board Policy 1-3 as presented, seconded by Ms. Morgan, and unanimously carried.

Board Policy 1-4, Board Committees, was submitted to the Board with minor clerical changes. A motion was made by Ms. Morgan to accept Board Policy 1-4 as presented, seconded by Ms. Sikes, and unanimously carried.

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

**NRTC Voting Delegate & Alternate** – Ms. Rose appointed Mr. Costa as the voting delegate and Ms. Sikes as the voting alternate.

**CFC Voting Delegate & Alternate** – Ms. Rose appointed Mr. Keairns as the voting delegate and Mr. Garcia as the voting alternate.

**WUE Voting Delegate & Alternate** – Ms. Rose appointed Mr. Maroney as the voting delegate and Mr. Garcia as the voting alternate.

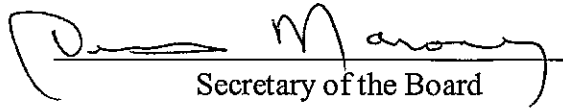
**Board Comments** - The President called for comments from the Board.

**February 2017 Regular Board Meeting** – The February 2017 regular board meeting will be held February 17, 2017, beginning at 9:00 a.m.

**Adjourn** - There being no further business to come before the meeting, the meeting was adjourned at 2:15 p.m.

  
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President of the Board

ATTEST:

  
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Secretary of the Board

We, the undersigned Directors of San Isabel Electric Association, Inc., on this date, February 17, 2017, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held January 20, 2017.

Ann Manorey

Jacqueline Sikes

Joseph V. Cate

Doris Morgan

Debra Rose

Donald B. [Signature]

Edward R. Garwin

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