

**MINUTES**  
**Board of Directors Meeting**  
**San Isabel Electric Association, Inc.**  
**March 24, 2017**

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, March 24, 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 9:05 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; Chelsie West, Communications Manager; Bonnie Myers, Assistant to the General Manager. Mr. Costa and Ms. Sikes joined the Board Meeting by conference call.

**Adopt Agenda** – The President asked if the Board had any additions to the agenda. The agenda was then adopted. Due to outages occurring, the Dispatch Visit & One Pane of Glass discussion will be postponed until a future Board Meeting and Strategic Planning will be rescheduled for the April 21, 2017 Board Meeting so all Directors can be in attendance.

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

**Consent Agenda** - A motion was made by Mr. Garcia, seconded by Mr. Keairns, 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 February, 2017, has been submitted to the Board. A motion was made by Ms. Morgan, seconded by Mr. Maroney, 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.

**Executive Session 9:16 a.m.** – A motion was made by Mr. Keairns, seconded by Mr. Garcia and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss negotiating strategies.

**Regular Session 9:55 a.m.** – A motion was made by Mr. Keairns, seconded by Mr. Garcia 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.

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

A motion was made by Mr. Keairns to approve the fleet management resolution authorizing signers for the fleet management program, seconded by Mr. Maroney and unanimously carried.

**Revenue Deferral Resolution** – Mr. Elarton submitted a Board Resolution for Revenue Deferral to the Board. A motion was made by Mr. Garcia, seconded by Mr. Keairns, and unanimously carried to approve the Board Resolution for Revenue Deferral.

**Tariff Language Change-Prepaid Metering** – Mr. Elarton submitted a written report to the Board and gave a verbal report. A motion was made by Mr. Maroney, seconded by Ms. Morgan, and unanimously carried to approve the Prepaid Metering Tariff language changes to allow Members to make a \$35 payment to have service restored when it has been disconnected.

**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.

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

### **Administrative Items**

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

Greenhorn Valley Chamber of Commerce requested a donation for the Business & Wellness Expo. A motion was made by Mr. Keairns, seconded by Mr. Costa and unanimously approved to donate \$1,000. Mr. Maroney abstained from voting.

National Alliance on Mental Illness Southeast Colorado requested a donation for the Mental Wellness Block Party. A motion was made by Ms. Sikes, seconded by Mr. Costa and unanimously approved to donate \$500.

Liberty Point International requested a donation to purchase bilingual reading materials. No action taken.

Spanish Peaks Cycling Association requested a donation for the Stonewall Century Bicycle Ride. A motion was made by Mr. Keairns, seconded by Mr. Maroney and unanimously approved to donate \$500.

Rye High School Knowledge Bowl requested a donation for funding to attend the State Competition. A motion was made by Mr. Maroney, seconded by Mr. Keairns and unanimously approved to donate \$500.

Pueblo West Women's League requested a donation for the Let's stART program, project number five. A motion was made by Ms. Morgan, seconded by Mr. Sikes and unanimously approved to donate \$1,000.

Rye Booster Club requested a donation for the Rye High School After Prom Celebration. A motion was made by Mr. Maroney, seconded by Ms. Morgan and unanimously approved to donate \$250.

Pueblo Children's Chorale, Inc. requested a donation for the 21<sup>st</sup> end of season spring concert. No action taken.

Envision Healthcare Foundation requested a donation for the AMR Pueblo Safety Jam event. No action taken.

Huerfano RE-1 Schools Future Business Leaders of America requested a donation for funding to attend the State Competition. A motion was made by Ms. Sikes, seconded by Ms. Morgan and unanimously approved to donate \$1,200.

Colorado State University Extension Pueblo County requested a donation for the 11<sup>th</sup> Adventure Day Camp. No action taken.

YMCA of Pueblo-Camp Jackson requested a donation for the Eco-Challenge Program. No action taken.

Rocky Mountain Women in Law Enforcement requested a donation for their annual conference. No action taken.

YWCA of Pueblo requested a donation for the 16<sup>th</sup> Annual Tribute to Women event. A motion was made by Ms. Sikes, seconded by Ms. Rose and unanimously approved to donate \$1,000.

Independence Day Committee requested a donation for the Pueblo West Independence Day Celebration. A motion was made by Ms. Sikes to donate \$500. The motion dies for lack of second.

St. Baldrick's Foundation requested a donation for the 6<sup>th</sup> Annual Pueblo West St. Baldrick's Foundation's head shaving event. No action taken.

Matching funds were requested for the Gardner School Carnival fundraiser where employees raised \$111. A motion was made by Mr. Garcia, seconded by Mr. Maroney and unanimously approved to match \$111.

**Donation Reports** – Donation reports were received from Pueblo Children's Chorale, National Alliance on Mental Illness Southeast Colorado, and Greenhorn Valley Chamber of Commerce.

**Scholarship Program** – The Board discussed how to proceed with the awarding of scholarships.

**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 1-9 and 1-10, and Employee Policies 1-3, 1-4, and 1-5 were reviewed.

Board Policy 1-9, Directors Conduct, was submitted to the Board with minor clerical changes. A motion was made by Mr. Keairns to accept Board Policy 1-9 as presented, seconded by Mr. Maroney, and unanimously carried.

Board Policy 1-10, Nominating Committee, was submitted to the Board for review. A motion was made by Mr. Keairns to reaffirm Board Policy 1-10, seconded by Mr. Garcia, and unanimously carried.

Employee Policy 1-3, Hiring Practices, was submitted to the Board with the addition of “e-mail” to renew employment applications. A motion was made by Mr. Keairns to accept Employee Policy 1-3 as presented, seconded by Mr. Costa, and unanimously carried.

Employee Policy 1-4, Conflict of Interest, was submitted to the Board with minor clerical changes, removal of prohibited employment for sales or service of appliances, addition of approval from the Chief Administrative Officer to represent the Association, and the addition of wording in regards to procurement disclosures. A motion was made by Mr. Keairns to accept Employee Policy 1-4 as presented, seconded by Mr. Maroney, and unanimously carried.

Employee Policy 1-5, Personnel Records, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Employee Policy 1-5 as presented, seconded by Mr. Keairns, and unanimously carried.

**Tri-State Certificate of Election to the Tri-State Board** – A motion was made by Mr. Garcia, seconded by Maroney, and unanimously carried to appoint Mr. Keairns to the Tri-State Board. Mr. Keairns will continue to serve as a Director on the Tri-State Board of Directors.

**Tri-State Annual Meeting Voting Delegate & Alternate** – Ms. Rose appointed Mr. Keairns as the voting delegate and Mr. Maroney as the voting alternate.

**CoBank Success Sharing Program** – CoBank’s Success Sharing Program was discussed.

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

**April 2017 Regular Board Meeting** – The April 2017 regular board meeting will be held April 21, 2017, beginning at 9:00 a.m.

**Adjourn** - There being no further business to come before the meeting, the meeting was adjourned at 1:17 p.m.

ATTEST:

/Deborah Rose/  
President of the Board

/Dennis Maroney/  
Secretary of the Board

