

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
April 21, 2017

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, April 21, 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 9:03 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; Rex Allen, Dispatch Manager; Steve Zamarripa, Technology Services Manager; Spencer Evans, Technology Services System Administrator; Bonnie Myers, Assistant to the General Manager. Guests: Camille Blakely, Blakely + Company; Kevin Kelso, Auditor.

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

Strategic Communication Plan – Camille Blakely with Blakely + Company gave a verbal report on the Strategic Communication Plan.

Meeting Minutes – A motion was made by Mr. Costa, seconded by Mr. Maroney, 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. Sikes, 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 March, 2017, has been submitted to the Board. A motion was made by Ms. Morgan, seconded by Ms. Sikes, and unanimously carried, that the safety meeting report be approved.

Dispatch Visit & One Pane of Glass – Mr. Allen gave a verbal report on Dispatch and Mr. Zamarripa gave a verbal report on One Pane of Glass.

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.

Financial Review – 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.

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.

Tri-State Survey – A written survey was submitted to the Board. The survey is to help Tri-State identify a manageable number of priorities moving forward.

2016 Annual Audit Approval – Mr. Kevin Kelso appeared by telephone and presented the 2016 Annual Audit to the Board. A hard copy of the audit was provided to the Board by mail.

A motion was made by Mr. Keairns to accept the 2016 audit, seconded by Mr. Garcia, and unanimously carried.

Administrative Items

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 2-1, 2-2 and 4-2, and Employee Policies 1-6 and 1-7 were reviewed.

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

Board Policy 2-2, Director Compensation, Benefits and Liability, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Board Policy 2-2 as presented, seconded by Mr. Keairns, and unanimously carried.

Board Policy 4-2, Member/Consumer Privacy, was submitted to the Board with minor clerical changes. A motion was made by Mr. Keairns to accept Board Policy 4-2 as presented, seconded by Mr. Costa, and unanimously carried.

Employee Policy 1-6, Termination of Employment, was submitted to the Board with minor clerical changes. A motion was made by Mr. Keairns to accept Employee Policy 1-6 as presented, seconded by Mr. Costa, and unanimously carried.

Employee Policy 1-7, Harassment, was submitted to the Board with minor clerical changes. A motion

was made by Ms. Sikes to accept Employee Policy 1-7 as presented, seconded by Mr. Maroney, and unanimously carried.

Quarterly Donation Report – Ms. West submitted a written report of donations from October 2015 through March 2017.

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

Rye High School Technology Student Association requested a donation to help fund travel to the national competition. A motion was made by Mr. Maroney to donate \$500. The motion died for lack of a second.

West Custer County Hospital District requested a donation to purchase a Mat table for the physical therapy department. No action taken.

Trinidad State Junior College Educational Foundation requested a donation for the Fun & Friendraiser event. A motion was made by Mr. Costa, seconded by Ms. Sikes and unanimously approved to donate \$1,000.

Valley Backpacks, Inc. requested a donation for the fourth annual Valley Tea. A motion was made by Mr. Maroney, seconded by Ms. Sikes and unanimously approved to donate \$500.

Catholic Charities, Diocese of Pueblo requested a donation for the Home Stability Program. No action taken.

STARS Spectrum requested a donation for their Walk-a-Thon. No action taken.

Donation Reports – A donation report was received from Rye High School Knowledge Bowl Team.

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

Executive Session 2:06 p.m. – A motion was made by Mr. Garcia, seconded by Mr. Kearins and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss personnel matters, developing strategies for negotiations and to discuss potential litigation matters.

Regular Session 3:47 p.m. – A motion was made by Mr. Garcia, seconded by Mr. Keairns and unanimously carried that the regular session of the Board be resumed. No vote was taken while the Board was in executive session.

Board Strategy Discussion/Strategic Planning – A written report was submitted to the Board and a verbal report was given by Ms. Myers, Mr. Elarton, Mr. Eitel, and Mr. Stewart. The Board discussed the strategic direction for the Association.

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

May 2017 Regular Board Meeting – The May 2017 regular Board meeting will be held May 19, 2017,
beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at
4:46 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, May 19, 2017, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held April 21, 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.