

MINUTES
SPECIAL MEETING OF THE BOARD OF DIRECTORS
SAN ISABEL ELECTRIC ASSOCIATION, INC.
September 16, 2017

A special meeting of the Board of Directors of San Isabel Electric Association, Inc., was held immediately following the annual meeting of Members on Saturday, September 16, 2017, at John Mall High School, 355 West Pine Street, Walsenburg, Colorado.

Call to Order - Sisto Mazza, General Counsel, chaired the meeting and called the meeting to order at 3:00 p.m.

Roll Call - Upon calling the roll, the following directors were present: Joseph Costa, Edward Garcia, Dennis Maroney, Don Keairns, Deborah Rose, Jacque Sikes, and Doris Morgan, being all the directors of San Isabel Electric Association, Inc. Also present were Sisto Mazza, General Counsel; Reginal Rudolph, General Manager; and Bonnie Myers, Assistant to the General Manager.

Purpose of Meeting - Mr. Mazza stated the purpose of the meeting is to elect officers of the Board for the coming fiscal year. A motion was made by Mr. Garcia, seconded Mr. Costa and unanimously carried, that the election of the officers of the Board be held at the next regular meeting of the Board.

Adjourn - There being no further business to come before the meeting, it was regularly moved, seconded, and unanimously carried, that the meeting be adjourned at 3:03 p.m.

Sisto Mazza, Chairman

We, the undersigned Directors of San Isabel Electric Association, Inc., on this date, October 20, 2017, do hereby certify and confirm in all respects, the foregoing minutes of the special Board meeting, held September 16, 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.

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
September 15, 2017

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, September 15, 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 8:57 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; Kevin Schleich, Line Superintendent; Clinton Smith, System Engineer; 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.

Meeting Minutes – A motion was made by Ms. Morgan, 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 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 August, 2017, has been submitted to the Board. A motion was made by Mr. Maroney, seconded by Ms. Morgan, 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.

A motion was made by Mr. Keairns to continue negotiations with CR Minerals and PEDCO to supply electricity to CR Mineral’s selected site at St. Charles Industrial Park, seconded by Mr. Garcia and unanimously carried.

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.

Administrative Items

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

Health Solutions requested a donation for the Sugar Skulls and Marigolds event. No action taken.

TSJC Trojan Booster Club requested a donation for scholarships for athletes of TSJC. A motion was made by Mr. Costa, seconded by Ms. Sikes and unanimously carried to donate \$1,000.

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

Assistance League of Pueblo requested a donation for the 29th Annual Holiday Fashion Preview and Luncheon. A motion was made by Ms. Morgan, seconded by Ms. Sikes and unanimously carried to donate \$1,000.

La Veta Oktoberfest requested a donation for the Oktoberfest Event. A motion was made by Ms. Sikes, seconded by Mr. Keairns and unanimously carried to donate \$1,000.

Colorado City/Rye Lions Club requested a donation for the annual car show fundraiser. A motion was made by Ms. Morgan, seconded by Mr. Keairns and unanimously carried to donate \$1,000 and 200 promotional items. Mr. Maroney abstained from voting.

Steelworks Center of the West requested a donation to match the Colorado Tourism grant. No action taken.

Pueblo West Parks and Recreation requested a donation for the annual Halloween Bash. A motion was made by Ms. Morgan, seconded by Ms. Sikes and unanimously carried to donate \$500 and 700 promotional items.

Rye Elementary School requested a donation for their annual Science Day. A motion was made by Mr. Maroney, seconded by Mr. Keairns and unanimously carried to donate \$1,000.

Museum of Friends requested a donation for their Gala Event. A motion was made by Ms. Sikes, seconded by Mr. Keairns and unanimously carried to donate \$2,500.

Donation Reports – Donation reports were received from Spanish Peaks Cycling Association, Friends of Aguilar, Liberty Point Elementary School and Rye Booster Club.

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 1-11, 4-7, 4-9, and 4-11 and Employee Policy 2-2 were reviewed.

Board Policy 1-11, Preservation of Records, was submitted to the Board for review.

Board Policy 4-7, Use of Association Facilities and Equipment, was submitted to the Board for review.

Board Policy 4-9, Cash Rewards for Information on Theft or Vandalism to Association Property, was submitted to the Board with minor clerical changes. A motion was made by Mr. Keairns to accept Board Policy 4-9 as presented, seconded by Mr. Maroney and unanimously carried.

Board Policy 4-11, Scholarship Program, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Board Policy 4-11 as presented, seconded by Ms. Morgan and unanimously carried.

Employee Policy 2-2, Per Diem and Expenses for Employees, was submitted to the Board for review.

CoBank Open Letter – A letter from CoBank regarding changes to the capital plan and patronage programs was submitted to the Board.

NRECA Director Election Letter from MVEA – A letter seeking support for the NRECA Director position was received from Joe Martin, Director at MVEA.

CFC Nomination Committee Ballot – A motion was made by Ms. Morgan, seconded by Ms. Sikes and unanimously carried that the Board cast their vote “For” the proposed CFC Nominating Committee.

CFC Voting Delegate and Alternate – Ms. Rose appointed Ms. Sikes to be the voting delegate and Mr. Keairns to be the alternate for the CFC 2017 District Meeting.

Colorado NRECA Meeting Notice & Voting Delegate and Alternate -- Ms. Rose appointed Mr. Maroney to be the voting delegate and Ms. Sikes to be the alternate for the Colorado NRECA Annual Membership Meeting.

Tree Trimming/Maintenance Plan – A written report was submitted to the Board, and Mr. Schleich gave a verbal report.

Rate Curriculum Part 2 – A written report was submitted to the Board, and Mr. Elarton gave a verbal report.

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

Executive Session 11:10 a.m. – A motion was made by Mr. Keairns, seconded by Ms. Sikes and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss ongoing litigation and developing negotiation strategies.

Regular Session 12:25 p.m. – A motion was made by Mr. Garcia, 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.

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.

Board Strategy Discussion – The Board discussed strategy.

Hwy 96 Discussion/Field Trip – A written report was submitted to the Board, and Mr. Smith gave a verbal report.

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

October 2017 Regular Board Meeting – The October 2017 regular Board meeting will be held October 20, 2017, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 2:44 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, October 20, 2017, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held September 15, 2017.

/Jacque Sikes/

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