

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

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, October 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 9:00 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; Naomi Simmons, Member Services & Billing Manager; Brittney McDonald, Communications Specialist; Bonnie Myers, Assistant to the General Manager.  
Guests: Camille Blakely, Blakely + Associates

**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. Costa, seconded by Mr. Maroney, and unanimously carried, that the minutes for last month’s regular Board meeting be approved

A motion was made by Mr. Costa, seconded by Ms. Morgan and unanimously carried, that the minutes for last month’s special Board meeting be approved.

**Board Reorganization** – Mr. Mazza led the Board Reorganization in which Directors are elected to serve as President, Vice President, Secretary, and Treasurer on annual basis.

A motion was made by Mr. Garcia to keep the current slate of officers, seconded by Mr. Costa and unanimously approved.

**Consent Agenda** - A motion was made by Ms. Sikes, seconded by Mr. Garcia, 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 September 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.

**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.

**Rebranding Update** – Camille Blakely submitted a written report to the Board and gave a verbal report.

### **Administrative Items**

**Quarterly Donation Report** – Mr. Eitel submitted a written report of donations from October 2015 through September 2017.

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

Pueblo Child Advocacy Center requested a donation for the 19<sup>th</sup> Annual Blue Tie Gala Event Sponsorship. No action taken.

Two Peaks Fitness Inc. requested a donation to help purchase a building. No action taken.

Cedar Ridge Elementary requested a donation to help finance the playground project. A motion was made by Ms. Morgan, seconded by Ms. Sikes and unanimously carried to donate \$1,600.

MDA Rocky Mountain requested a donation for Fill the Boot event. No action taken.

Spanish Peaks Outreach & Woman’s Clinic requested a donation for the 16<sup>th</sup> annual Health is Wealth health fair. A motion was made by Ms. Sikes, seconded by Mr. Costa and unanimously carried to donate \$100.

Pueblo Community Health Center Foundation requested a donation for the 15<sup>th</sup> annual event, Killer Keyz...A Dueling Piano Show. No action taken.

Aguilar School District requested a donation for their greenhouse project. A motion was made by Mr. Costa, seconded by Mr. Maroney and unanimously carried to donate \$2,800.

A matching request was submitted for a POSADA Halloween Party. A motion was made by Mr. Costa, seconded by Ms. Sikes and unanimously carried to match the funds of \$354.

**Donation Reports** – Donation reports were received from Pueblo West Rotary, Walsenburg Downtown Revitalization Committee, Valley Backpacks, Red Creek Volunteer Fire & Rescue, and La Veta Trails.

**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 4-13 and Employee Policies 2-3, 2-4, 2-5, and 2-6 were reviewed.

Board Policy 1-9, Director Conduct, was submitted to the Board with additional wording in paragraphs B.4., D.4. and D.5. It was decided that the Board would review these changes further and will make a decision on the changes at the November Board Meeting.

Board Policy 4-13, Energy Conservation, was submitted to the Board for review.

Employee Policy 2-3, Employee Drivers, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Employee Policy 2-3 as presented, seconded by Ms. Sikes and unanimously carried.

Employee Policy 2-4, Employee Benefits, was submitted to the Board with minor clerical changes and removal of paragraphs H.3.b., H.4. and H.5.b. A motion was made by Mr. Maroney to accept Employee Policy 2-4 as presented, seconded by Mr. Costa and unanimously carried.

Employee Policy 2-5, Modified Duty for Injured or Extended Illness Employees, was submitted to the Board for review.

Employee Policy 2-6, Transfer of Leave, was submitted to the Board with minor clerical changes. A motion was made by Ms. Sikes to accept Employee Policy 2-6 as presented, seconded by Ms. Morgan and unanimously carried.

**Mid-West Annual Meeting Voting Delegate and Alternate** – Ms. Rose appointed Mr. Costa to be the voting delegate and Ms. Rose to be the alternate for the Mid-West Annual Meeting.

**SmartHub** – A written report was submitted to the Board, and Ms. Simmons gave a verbal report.

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

Mr. Costa made a motion for \$5,000 in additional per diem for 2017 and an increase of 10% in compensation for 2018, Mr. Maroney seconded the motion, and unanimously carried.

The Board discussed the Annual Meeting.

**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.

**Preliminary Budget & Financial Forecast** – A written report was submitted to the Board, and Staff gave a verbal report.

San Isabel Electric Association Employees requested matching funds to help needy families in our service territory. A motion was made by Mr. Costa, seconded by Mr. Maroney and unanimously carried to match \$2,500.

**Executive Session 3:25 p.m.** – A motion was made by Mr. Maroney, seconded by Mr. Keairns and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss growth strategies.

**Regular Session 3:54 p.m.** – A motion was made by Mr. Keairns, seconded by Mr. Garcia and unanimously carried that the regular session of the Board be resumed. No vote was taken while the Board was in executive session.

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

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

**Adjourn** - There being no further business to come before the meeting, the meeting was adjourned at 3:56 p.m.

ATTEST:

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/Deborah Rose/  
President of the Board

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/Dennis Maroney/  
Secretary of the Board

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

\_\_\_\_\_  
*/Jacque Sikes/*

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*/Edward R. Garcia/*

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*/Deborah Rose/*

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*/Dennis Maroney/*

\_\_\_\_\_  
*/Doris Morgan/*

\_\_\_\_\_  
*/Joseph Costa/*

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*/Donald G. Keairns/*

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