

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
February 2, 2018

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, February 2, 2018, 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 9:01 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 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; 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. Maroney, 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. 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 January, 2018, has been submitted to the Board. A motion was made by Mr. Costa, 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.

A motion was made by Mr. Keairns to request assistance from the CFC Integrity Fund in the amount of \$100,000 for assistance with legal fees related to the Black Hills wind farm territorial invasion, 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.

Board Education

Tariff Discussion – Mr. Elarton submitted a written report to the Board and gave a verbal report on Member deposits. Mr. Eitel submitted a written report to the Board and gave a verbal report on Member Service Connect Fees.

Donation Analysis – Mr. Elarton submitted a written report to the Board and gave a verbal report.

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

Executive Session 12:48 p.m. – A motion was made by Mr. Costa, seconded by Ms. Morgan and unanimously carried that the Board go into executive session. The purpose of the executive session was to discuss personnel.

Regular Session 1:20 p.m. – A motion was made by Mr. Costa, seconded by Ms. Sikes 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.

Administrative Items

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

District 70 and Pueblo City Schools requested a donation for the Colorado Teacher Awards. A motion was made by Ms. Sikes, seconded by Mr. Costa and unanimously carried to donate \$350.

Huerfano County Fair Board requested a donation to purchase a freezer. A motion was made by Mr. Costa, seconded by Mr. Garcia and unanimously carried to donate \$2,500.

Donation Reports – Donation reports were received from Cedar Ridge Elementary and Greenhorn Valley Senior Living.

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, 1-4, and 4-11 and Employee Policy 1-1 were reviewed.

Board Policy 1-1, Board Policies, was submitted to the Board for review.

Board Policy 1-2, Board Meetings, was submitted to the Board with one change to allow for Board Meetings to be held on the first Friday of the month. A motion was made by Ms. Sikes to accept Board Policy 1-2 as presented, seconded by Mr. Costa and unanimously carried.

Board Policy 1-3, Board of Directors-General Manager Relations, was submitted to the Board with minor clerical changes. A motion was made by Mr. Maroney to accept Board Policy 1-3 as presented, seconded by Mr. Costa and unanimously carried.

Board Policy 1-4, Board Committees, was submitted to the Board for review.

Board Policy 4-11, Scholarship Program, was submitted to the Board with additional wording for eligibility. A motion was made by Mr. Maroney to accept Board Policy 4-11 as presented, seconded by Mr. Keairns and unanimously carried.

Employee Policy 1-1, Equal Employment Opportunity, was submitted to the Board for review.

CFC Voting Delegate – Ms. Rose appointed Ms. Morgan as the voting delegate and Mr. Costa as the voting alternate.

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.

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

March 2018 Board Meeting – The March 2018 regular Board meeting will be held March 2, 2018, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 2:33 p.m.

ATTEST:

/Deborah Rose/
President of the Board

/Dennis Maroney/
Secretary of the Board

