

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
April 6, 2018

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, April 6, 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 8:58 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; Sisto Mazza, General Counsel; 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 Ms. Morgan, 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, 2018, has been submitted to the Board. A motion was made by Ms. Sikes, seconded by Mr. Keairns, and unanimously carried, that the safety meeting report be approved.

Staff Report – Mr. Rudolph, Mr. Elarton, Mr. Eitel and Mr. Stewart gave verbal reports.

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.

COO – Darryl Stewart – Mr. Stewart 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.

Year End Financial Review – Mr. Elarton submitted a written report to the Board and gave a verbal report.

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

RUS Loan – Mr. Elarton submitted a written report of the 2018 RUS FFB “AS8” Loan Summary and gave a verbal report.

Apply for RUS Loan – General Counsel Mazza asked the Board for approval to apply for an RUS Loan. A motion was made by Mr. Costa, seconded by Mr. Maroney and unanimously carried to approve an application to RUS for loan funding. Loan.

Board Education

Director District Review – Mr. Stewart submitted a written report to the Board and gave a verbal report. At the conclusion of the report it was the consensus of the Board that the current boundaries for Director districts would be left in place.

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

A motion was made by Ms. Sikes, seconded by Mr. Keairns and unanimously carried to approve the Resolution for RUS to release property in Las Animas County from the RUS Loan in order to sell this property to Tri-State G&T as part of BP 109.

Administrative Items

Quarterly Donation Report – Mr. Eitel submitted a written report of donations from April 2017 through March 2018.

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

Beulah Arts Council requested a donation for the Beulah Arts Show. A motion was made by Ms. Rose, seconded by Ms. Morgan and unanimously carried to donate \$500.

Colton’s Heroes requested a donation for their 3rd Annual Walk. No action taken.

Huerfano County’s Cuchara Mountain Park requested a donation for an ETS heater. A motion was made by Mr. Keairns, seconded by Ms. Sikes and unanimously carried to donate an ETS heater. Mr. Garcia abstained from voting.

Huerfano RE-1 Schools FBLA requested a donation to help students attend the state competition. A motion was made by Ms. Sikes, seconded by Mr. Costa and unanimously carried to donate \$500 and submit to Basin for matching and \$900 if Basin does not match the donation.

NAMI Colorado requested a donation for their NAMIWalks event. A motion was made by Ms. Sikes

to donate \$250. The motion failed for lack of second.

Pueblo County requested a donation to assist in the purchase of an electric vehicle charging station at the Pueblo West Library. The Board decided to table this donation request until the May 2018 Board Meeting.

Pueblo Children's Chorale requested a donation for the Pueblo Children's Chorale Rose Delacruz Outstanding Youth Awards. No action taken.

Rye High School requested a donation to assist in the purchase of a new scoreboard for the baseball field. A motion was made by Mr. Maroney, seconded by Mr. Keairns and unanimously carried to donate \$1,000 and submit to Basin for matching.

TSJC Educational Foundation requested a donation for the Fun & Friendraiser annual gala. A motion was made by Mr. Costa, seconded by Mr. Keairns and unanimously carried to donate \$500 and submit to Basin for matching and \$1,000 if Basin does not match the donation.

Pueblo West Women's League requested a donation for the sixth Let's stART project, Out Big Tiny World. A motion was made by Ms. Morgan, seconded by Mr. Costa and unanimously carried to donate \$1,000 and submit to Basin for matching and \$2,000 if Basin does not match donation.

YMCA Camp Jackson requested a donation to purchase six tents. No action taken.

Pueblo County Sheriff's Office requested a donation for the 2018 DARE Program. A motion was made by Mr. Costa, seconded by Mr. Maroney and unanimously carried to donate \$500.

Gardner Chuckwagon requested a donation for the annual traditional chuckwagon dinner. A motion was made by Mr. Garcia, seconded by Mr. Sikes and unanimously carried to donate \$500.

Donation Reports – Donation reports were received from Branson School, La Veta Beautification, Sangre de Cristo Volunteers for Change and YMCA of Pueblo.

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 1-10, 2-1, 2-2, and 4-2 and Employee Policies 1-3, 1-4, 1-5, 1-6 and 1-7 were reviewed.

Board Policy 1-10, Nominating Committee, was submitted to the Board for review.

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

Board Policy 2-2, Director Compensation, Benefits and Liability, was submitted to the Board with minor clerical changes. This Policy will be tabled and reviewed at the May Board Meeting with additional changes.

Board Policy 4-2, Member/Consumer Privacy, was submitted to the Board with changes to reflect standard privacy policies. A motion was made by Mr. Maroney to accept Board Policy 4-2 as presented, seconded by Mr. Keairns and unanimously carried.

Employee Policy 1-3, Hiring Practices, was submitted to the Board with minor clerical changes to reflect internal practice. 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 changes from Mountain States Employers Council. A motion was made by Mr. Keairns to accept Employee Policy 1-4 as presented, seconded by Mr. Costa and unanimously carried.

Employee Policy 1-5, Personnel Records, was submitted to the Board with changes from Mountain States Employers Council. A motion was made by Mr. Keairns to accept Employee Policy 1-5 as presented, seconded by Mr. Costa and unanimously carried.

Employee Policy 1-6, Termination of Employment, was submitted to the Board with changes from Mountain States Employers Council. 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 changes from Mountain States Employers Council. A motion was made by Ms. Sikes to accept Employee Policy 1-7 as presented, seconded by Ms. Morgan and unanimously carried.

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

CARE 527 Membership – CARE 527 Membership requested a contribution to the account. The Board contributed \$5,000 in 2017. A motion was made by Ms. Sikes to donate \$5,000, seconded by Mr. Garcia and unanimously carried.

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 Comments - The President called for comments from the Board.

May 2018 Board Meeting – The May 2018 regular Board meeting will be held May 4, 2018, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 2:07 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 4, 2018, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held April 6, 2018.

/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.