

**MINUTES**  
**Board of Directors Meeting**  
**San Isabel Electric Association, Inc.**  
**October 4, 2018**

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Thursday, October 4, 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 8:59 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: Donald Keairns, Deborah Rose, Doris Morgan, Joseph Costa, Jacque Sikes, Dennis Maroney and Edward Garcia, being a quorum of the Directors of San Isabel Electric Association, Inc. Also present were: Reginal Rudolph, General Manager; Ryan Elarton, CFO; Gary Eitel, CAO; Darryl Stewart, COO; Sisto Mazza, General Counsel; Steve Zamarripa, Technology Services Manager; Brian Gallina, Technology Services Specialist; Naomi Simmons, Billing & Member Services Manager; 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.

**iPad Distribution** – Technology Services distributed the new iPads to the Board.

**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.

Mr. Keairns made a motion for Ms. Sikes to be the Board President. Mr. Costa seconded the motion and the motion unanimously carried.

Mr. Costa nominated Mr. Maroney to be the Board Vice President. Mr. Keairns seconded the motion and the motion unanimously carried.

Mr. Keairns made a motion for Ms. Morgan to be the Board Secretary. Mr. Costa seconded the motion and the motion unanimously carried.

Mr. Costa made a motion for Mr. Keairns to be the Board Treasurer. Mr. Maroney seconded the motion and the motion unanimously carried.

The meeting was then chaired by newly elected President Ms. Sikes.

**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.

A motion was made by Mr. Costa, seconded by Ms. Rose, and unanimously carried, that the minutes for the special Board meeting held on September 15, 2018, immediately following the Members Annual

meeting be approved.

**Consent Agenda** - A motion was made by Ms. Rose, 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 September, 2018, has been submitted to the Board. A motion was made by Ms. Rose, seconded by Mr. Costa, and unanimously carried, that the safety meeting report be approved.

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

**General Manager – Reg Rudolph** – Mr. Rudolph submitted a written report to the Board and gave a verbal report.

**Executive Session 10:03 a.m.** – A motion was made by Ms. Rose, seconded by Mr. Garcia and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss growth strategies.

**Regular Session 10:46 a.m.** – A motion was made by Ms. Rose, seconded by Ms. Morgan and unanimously carried that the regular session of the Board be resumed. No vote was taken while the Board was in executive session.

**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.

### **Board Education**

**NISC Messenger & Service Order Survey** – Ms. Simmons submitted a written report to the Board and gave a verbal report.

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

**Preliminary Budget Report** – Mr. Elarton submitted a written report to the Board and gave a verbal report.

**Executive Session 1:22 p.m.** – A motion was made by Mr. Costa, seconded by Ms. Morgan and unanimously carried that the Board goes into executive session. The purpose of the executive session was to discuss Board expenses.

**Regular Session 1:57 p.m.** – A motion was made by Mr. Keairns, seconded by Mr. Maroney and

unanimously carried that the regular session of the Board be resumed. No vote was taken while the Board was in executive session.

### **Administrative Items**

**Quarterly Donation Report** – Mr. Eitel submitted a written report of donations from October 2017 to September 2018.

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

Rye Elementary School requested a donation for the School Safe program. A motion was made by Mr. Maroney, seconded by Ms. Rose and unanimously carried to donate \$900.

Swallows Charter Academy Educational Foundation requested a donation for the 3<sup>rd</sup> annual Fun Run. A motion was made by Ms. Morgan, seconded by Mr. Costa and unanimously carried to donate \$500.

Peakview PTO requested a donation for Red Ribbon Week. A motion was made by Ms. Sikes, seconded by Ms. Rose and unanimously carried to donate \$500.

Special Olympics About Kids requested a donation for Special Olympic equipment, transportation and the jerseys. No action taken.

Trinidad State Trojan Booster Club requested a donation for scholarships to athletes of Trinidad State Junior College. A motion was made by Mr. Costa and seconded by Mr. Keairns to donate \$1,000. The motion failed with two votes in favor and five against.

Colorado City/Rye Lions Club requested a donation for the 4<sup>th</sup> annual Lions Club Car Show. A motion was made by Ms. Rose, seconded by Mr. Keairns and unanimously carried to donate \$500. Mr. Maroney abstained from voting.

A motion was made by Mr. Keairns to join the Spanish Peaks Business Alliance with yearly dues at \$1,000, seconded by Mr. Garcia and unanimously carried.

**Donation Reports** – Donation reports were received from Walsenburg Downtown Revitalization Committee, Friends of Aguilar, Valley Backpacks and Gardner Schools.

**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 4-9, 4-10, and 4-12 were reviewed.

Board Policy 4-9, Cash Rewards for Information on Theft or Vandalism to Association Property, was submitted to the Board proposing the removal of paragraph D. A motion was made by Ms. Rose to accept Board Policy 4-9 as presented, seconded by Mr. Maroney and unanimously carried.

Board Policy 4-10, Donations and Contributions, was submitted to the Board for review.

Board Policy 4-12, External Communications, was submitted to the Board for review.

**Scholarship Policies** – Ms. Myers submitted a written report to the Board and gave a verbal report. A motion was made by Ms. Rose to accept Board Policy 4-11, Scholarship Program, as presented, seconded by Mr. Maroney and unanimously carried. A motion was made by Ms. Rose to accept Employee Policy 2-11, Dependent Scholarships, as presented, seconded by Mr. Maroney and unanimously carried.

**Annual Meeting Debrief** – The Board discussed the 2018 annual meeting.

**Western United Electric Report** – A written report was submitted to the Board, and Mr. Keairns 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.

**November 2018 Board Meeting** – The November 2018 regular Board meeting will be held November 1, 2018, beginning at 9:00 a.m. Strategic Planning will be held November 1, 2018 beginning at 1 p.m. and conclude November 2, 2018.

**Adjourn** - There being no further business to come before the meeting, the meeting was adjourned at 3:33 p.m.

ATTEST:

\_\_\_\_\_  
/Jacque Sikes/  
President of the Board

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

Secretary of the Board

We, the undersigned Directors of San Isabel Electric Association, Inc., on this date, November 1, 2018, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held October 4, 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.