

MINUTES
Board of Directors Meeting
San Isabel Electric Association, Inc.
February 1, 2019

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, February 1, 2019, 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 9:02 a.m. by President Jacque Sikes, who presided. Secretary Doris Morgan 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; Paris Elliott, Communications Manager; Bonnie Myers, Assistant to the General Manager.

Adopt Agenda - The President asked if the Board had any additions to the agenda. A motion was made by Mr. Costa, seconded by Ms. Morgan and unanimously carried. The agenda was then adopted.

Meeting Minutes - A motion was made by Ms. Rose, 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 Ms. Rose, seconded by Mr. Costa, that the consent agenda items be approved. The motion to approve the consent agenda items was unanimously carried, which includes: *Manager's Expense Reports, Outage Report, and Construction Work Load.*

Safety Meeting Report - The safety meeting report for January, 2019, has been submitted to the Board. A motion was made by Ms. Rose, seconded by Ms. Morgan, 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.

PWMD First Right of Refusal - Mr. Rudolph submitted a written report to the Board and gave a verbal report.

DMEA PUC Legislative Letter - Mr. Rudolph submitted a written report to the Board and gave a verbal report.

Gradisar Letter - Mr. Rudolph submitted a written report to the Board and gave a verbal report.

Executive Session 9:42 a.m. – A motion was made by Mr. Keairns, seconded by Mr. Maroney and unanimously carried that that Board goes into executive session. The purpose of the executive session was to discuss growth strategies and litigation update.

Regular Session 10:15 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

Communications Curriculum – Ms. Elliott gave a verbal report to the Board.

DirectNominations – Ms. Myers gave a verbal report to the Board. DirectNominations is a service offered by Survey & Ballot Systems that allows petitions to be submitted electronically. Paper Petitions would still be allowed even if this is approved by the Board. A motion was made by Ms. Rose to start utilizing DirectNominations for petitions, seconded by Ms. Morgan, and unanimously carried.

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

A motion was made by Ms. Rose to sell the La Veta office property to the Town of La Veta for \$50,000, seconded by Ms. Morgan, and unanimously carried.

A motion was made by Mr. Garcia, seconded by Ms. Rose, and unanimously carried to approve the Resolution to Improve Wholesale Electric Power Costs to the Member-owners of Tri-State Generation and Transmission Association.

Administrative Items

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

Pueblo County Government requested a donation for the 2019 Pueblo County Courthouse Lighting Ceremony. No action taken.

Huerfano Board of County Commissioners requested a donation for an ETS unit for the Spanish Peaks Airport. A motion was made by Mr. Keairns to donate one ETS unit, seconded by Ms. Sikes, and unanimously carried.

CSU-Pueblo Teacher Education Program requested a donation for the Hall of Fame and

Teacher of the Year awards ceremony. No action taken.

Donation Reports – A donation report was received from Southern Colorado Repertory Theatre.

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 1-5, 1-6, 1-7, and 1-8 and Employee Policy 1-2 were reviewed.

Board Policy 1-5, Tenure of Officers, was submitted to the Board for review.

Board Policy 1-6, Attendance of National, Regional, State and Other Meetings, was submitted to the Board with updated wording for clarity. A motion was made by Mr. Garcia to accept Board Policy 1-6 as presented, seconded by Mr. Costa, and unanimously carried.

Board Policy 1-7, Recognition of Former Board Directors, was submitted to the Board for review.

Board Policy 1-8, Director Conduct, was submitted to the Board with minor clerical changes. A motion was made by Mr. Keairns to accept Board Policy 1-8 as presented, seconded by Mr. Maroney, and unanimously carried.

Employee Policy 1-2, Employment, was submitted to the Board for review.

CFC Voting Delegate – Ms. Sikes appointed Mr. Costa as the delegate and Mr. Maroney as the alternate.

NESARC Membership – A motion was made by Ms. Morgan to join NESARC, seconded by Mr. Garcia, and unanimously approved.

CARE/ACRE – CARE/ACRE information was provided to the Board.

CoBank Notice of Director Election – A written report was submitted to the Board.

Western United Electric Report – A written report was submitted to the Board, and Mr. Maroney gave a verbal report.

A motion was made by Mr. Garcia to reappoint Mr. Maroney to serve another year on the WUE Board, seconded by Mr. Keairns, and unanimously carried.

CREA Report – A written report was submitted to the Board, and Ms. Rose gave a verbal report.

A motion was made by Mr. Keairns to reappoint Ms. Rose to serve another year on the CREA Board, seconded by Mr. Garcia, and unanimously carried.

Tri-State Report – Mr. Keairns gave a verbal report.

PUC Letter from Legislators – Mr. Rudolph submitted a written report.

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

March 2019 Board Meeting – The March 2019 regular Board meeting will be held Friday, March 1, 2019, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 2:05 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, March 1, 2019, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held February 1, 2019.

_____/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.