

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

The regular meeting of the Board of Directors of San Isabel Electric Association, Inc., was held Friday, March 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 9:08 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; Naomi Simmons, Member Services and Billing 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 Ms. Morgan, seconded by Mr. Keairns and unanimously carried. The agenda was then adopted.

Meeting Minutes - A motion was made by Ms. Rose, seconded by Ms. Morgan, 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. 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 February, 2019, has been submitted to the Board. A motion was made by Ms. Rose, seconded by Mr. Keairns, and unanimously carried, that the safety meeting report be approved.

New Bill Print - Ms. Simmons gave a verbal report to the Board.

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.

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

Year-End Financial Review – Mr. Elarton gave a verbal report to the Board.

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

Nominating Committee/Annual Meeting – Mr. Mazza submitted a written report to the Board and gave a verbal report.

Executive Session 12:46 p.m. – A motion was made by Mr. Keairns, seconded by Ms. Rose, and unanimously carried that that Board goes into executive session. The purpose of the executive session was to discuss real estate contracts.

Regular Session 12:56 p.m. – A motion was made by Mr. Keairns, 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.

Administrative Items

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

Holy Trinity Academy requested a donation to help purchase a new building. No action taken.

Beulah Valley Arts Council requested a donation for the 64th annual Beulah Valley Arts and Crafts Show and Classic Car Run. A motion was made by Ms. Rose, seconded by Ms. Morgan, and unanimously carried to donate \$500.

Las Animas County Fair requested a donation for the Fair barbeque. A motion was made by Mr. Costa, seconded by Mr. Garcia, and unanimously carried to donate \$1,500.

Pueblo West Fire Department requested a donation to purchase CPR mannequins and a cardiac heart rhythm simulator. A motion was made by Ms. Morgan, seconded by Ms. Rose, and unanimously carried to donate \$1,400.

Pueblo Child Advocacy Center requested a donation for the 20th annual Blue Tie Gala. No action taken.

Aguilar School District Re-6 requested a donation to purchase a new hearing machine. A motion was made by Mr. Costa, seconded by Mr. Maroney, and unanimously carried to donate \$1,251.

Friends of Agular requested a donation for the 125th year of being a Town celebration. A

motion was made by Mr. Costa, seconded by Mr. Keairns, and unanimously carried to donate \$1,000.

Gardner Chuckwagon Supper Corporation requested a donation for the annual Chuckwagon Dinner. A motion was made by Mr. Garcia, seconded by Mr. Maroney, and unanimously carried to donate \$500.

Greenhorn Valley Chamber of Commerce requested a donation for the annual Greenhorn Valley Business Expo. A motion was made by Mr. Keairns, seconded by Mr. Costa, and unanimously carried to donate \$750. Mr. Maroney abstained from voting.

Alzheimer's Association requested a donation for the Alzheimer's Walk to End Alzheimer's. No action taken.

Donation Reports – No donation reports were submitted.

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, 1-10, and 1-11 and Employee Policies 1-3, 1-4, and 1-5 were reviewed.

Board Policy 1-9, Board of Director Candidate Biographical Information, was submitted to the Board with minor clerical wording changes. A motion was made by Mr. Keairns to accept Board Policy 1-9 as presented, seconded by Mr. Costa, and unanimously carried.

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

Board Policy 1-11, Director Elections and Voting, was submitted to the Board with minor clerical wording changes. A motion was made by Mr. Costa to accept Board Policy 1-11 as presented, seconded by Mr. Maroney, and unanimously carried.

Employee Policy 1-3, Hiring Practices, was submitted to the Board for review.

Employee Policy 1-4, Conflict of Interest, was submitted to the Board for review.

Employee Policy 1-5, Personnel Records, was submitted to the Board for review.

Tri-State Annual Meeting Notice – The Tri-State Annual Meeting Notice was provided to the Board.

Tri-State Special Meeting Delegate Form – Ms. Sikes appointed Mr. Maroney to be the delegate and Mr. Garcia to be the alternate.

Tri-State Board Certification of Election – A motion was made by Mr. Garcia to reappoint Mr. Keairns to serve another year on the Tri-State Board, seconded by Mr. Costa,

NRECA Legislative Conference – Information regarding the NRECA Legislative Conference was provided to the Board.

Member Letter – A letter from a Member in La Veta was submitted to the Board.

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. The May Board Meeting has been moved to May 10, 2019, and the December Board Meeting has been moved to December 13, 2019.

April 2019 Board Meeting – The April 2019 regular Board meeting will be held Friday, April 5, 2019, beginning at 9:00 a.m.

Adjourn - There being no further business to come before the meeting, the meeting was adjourned at 2:14 p.m.

ATTEST:

/Doris Morgan/
Secretary of the Board

/Jacque Sikes/
President of the Board

We, the undersigned Directors of San Isabel Electric Association, Inc., on this date, April 5, 2019, do hereby certify and confirm in all respects, the foregoing minutes of the regular board meeting, held March 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.