

**MINUTES OF MEETING**  
**San Luis Valley Rural Electric Cooperative, Inc.**  
**Board of Directors**  
**February 23, 2016**

The regular Board of Director's Meeting of San Luis Valley Rural Electric Cooperative, Inc. was held on Tuesday, February 23, 2016 at the headquarters office located in Monte Vista, Colorado. Directors present were Scott Wolfe (president), Cole Wakasugi (vice-president), Ernie Ford (secretary), Mike Rierson, Carol Lee Dugan, and Eleanor Valdez. Gregg Kampf (corporate attorney) and the following staff were present: Loren Howard (chief executive officer), JoAn Waudby, (chief financial officer), Terry Jensen (operations director), Stacy Valdez (customer service/billing manager), Carol Silva (human resources specialist), Andrea Oaks-Jaramillo (marketing and economic development coordinator), Michelle Trujillo (human resources director/recording secretary). Rick Inman was unavoidably absent.

Scott Wolfe led the Pledge of Allegiance.

**Call to Order**

Scott Wolfe called the public meeting to order at 9:33 a.m.

**Welcome of Guest(s)**

Debbie Garcia, Mayor of Monte Vista and Marian Schlagraum were welcomed to the meeting and thanked SLVREC for participating in Monte Vista Holiday Festival Parade of Lights and announced that SLVREC won 1<sup>st</sup> place for our entry. A traveling trophy was presented. She also provided business update for the Monte Vista community.

Members Claire Barker, Billy Evans, and Martin Heimsoth were welcomed to the meeting. Per Claire, Xcel is seeking property in the Valley for solar development.

Mail and other correspondence was circulated.

**Nomination to Tri-State's Board of Directors**

Motion #1 by Ernie Ford, seconded and unanimously carried by those present; the Board nominated Scott Wolfe to serve as SLVREC's representative on the Tri-State G&T Board of Directors.

**Approval of Agenda**

Motion #2 by Michael Rierson, seconded and unanimously carried by those present; the agenda was approved as amended to include approval of proposed bylaw changes.

**Approval of Minutes**

Motion #3 by Eleanor Valdez, seconded and unanimously carried by those present; the minutes of the January 26, 2016 regular meeting were approved as presented.

**Approval of Board Policies**

Motion #4 by Michael Rierson, seconded and unanimously carried by those present; the following board policies were reviewed and approved as submitted:

1-006	Vice-President of the Board	Reviewed/Approved
1-007	Secretary of the Board	Reviewed/Approved
1-008	Board Committees	Reviewed/Approved
1-009	Director Compensation	Reviewed/Approved
1-010	Board Budget	Reviewed/Approved
1-011	Independent Advisors	Reviewed/Approved

**Approval of Proposed Bylaw Changes**

Motion #5, by Cole Wakasugi, seconded and unanimously carried, the board approved to submit these proposed SLVREC Bylaw changes to the membership to be voted on at annual meeting 2016.

**Corporate Exceptions**

Loren Howard reviewed the written report submitted in the board packet.

**Operating Statistics**

SAIDI and SAIFI along with billing information was submitted in the packet and reviewed. Financial operating statistics were unavailable at this time.

**Financial Report**

The 2015 year-end financial report was not complete but preliminary information was discussed along with the annual inventory process, 2015 inventory outcome and inventory management for the future.

**Acceptance of Financial Report**

Year-end financials were not complete at the time of this board meeting so this action item was tabled until next month.

**Agreements for Purchase of Power**

The current list of Agreements for Purchase of Power was reviewed.

**Safety Report**

The report was reviewed and discussed.

**Acceptance of Safety Report**

Motion #6 by Michael Rierson, seconded and unanimously carried by those present; the Safety Report was accepted as presented. (Copy attached hereto and made a part hereof.)

**Key Accounts Report**

Stacy Valdez has made calls to irrigation key accounts discussing the change in rates.

**Ciello Report:**

To-date there are 366 accounts currently receiving telecommunications services and 151 interested/pending orders. Stacy reported that 355 members were on the call list in the Creede area and customer service representatives have completed those sales calls with the exception of approximately 40. Those will be completed soon.

There was discussion regarding the town of Del Norte fiber project.

Break: 10:48 a.m.

Reconvened: 10:59 a.m.

Kent Singer, Executive Director from Colorado Rural Electric Association (CREA) arrived and reviewed the upcoming CREA annual meeting, provided a legislative update and went over general CREA information.

## **ATTORNEY'S REPORT**

### **Corporate Attorney - Gregg Kampf**

The written report stood as submitted.

## **BOARD COMMITTEE REPORTS:**

### **Colorado Rural Electric Association – Eleanor Valdez**

Eleanor Valdez reported the following:

- Information circulated regarding upcoming events at CREA. Eleanor announced the new officers from the election last meeting.

### **Western United – Eleanor Valdez**

Eleanor Valdez reported the following:

- Should be in the new building in New Mexico by April 1. Western United is overall financially stable in New Mexico and Colorado.

### **Tri-State – Scott Wolfe**

Scott Wolfe reported the following:

- Tri-State is reviewing Policy 101 and 117, looking into regulation mitigation and continues to monitor renewable energy production. The finance committee presented information on debt restructuring and bullet debt maturities to the board.
- He further provided an update from the NRECA annual meeting in New Orleans. He attended sessions regarding Cooperative's role in economic development and the impact of fiber services for future development.

Lunch: 11:53 p.m.

Reconvened: 12:40 p.m.

## **Unfinished Business:**

- None

## **New Business:**

- None

## **Future Dates:**

- Eleanor Valdez and Loren Howard will be attending the CREA annual meeting February 27 – March 1, 2016 in Denver.
- SLVREC's next regular board meetings will be Tuesday, March 29, 2016.

## **Board Comments:**

- None

## **Executive Session**

On Motion #7 by Eleanor Valdez seconded and unanimously carried, the board approved to go into executive session at 12:44 p.m. for the discussion of contracts.

On Motion #8 by Ernie Ford, seconded and unanimously carried by those present, the board came out of executive session at 1:52 p.m. with no action taken.

**Approval of Resolution for Solar Project**

Motion #8 by Mike Rierson, seconded and unanimously carried; the board agreed to the following resolution:

**IT WAS RESOLVED:**

*That the board authorizes Loren Howard to sign a letter of intent with RES AmericaS for the purpose of building a 3 MW solar facility on behalf of San Luis Valley Rural Electric Cooperative, Inc.*

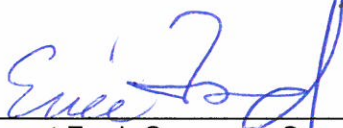
**Adjournment**

The board adjourned their meeting at 2:03 p.m.

SEAL



\_\_\_\_\_  
Scott Wolfe, President



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Ernest Ford, Corporate Secretary



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Michelle Trujillo, Recording Secretary