

**MINUTES OF MEETING
Board of Directors
November 28, 2018**

The regular Board of Director's Meeting of San Luis Valley Rural Electric Cooperative, Inc. was held on Wednesday, November 28, 2018, at the headquarters office located in Monte Vista, Colorado. Directors present were Cole Wakasugi, (president), Carol Lee Dugan (vice-president), Scott Wolfe (secretary), Stephen Valdez, Kip Nagy, Mike Rierson, and Keenan Anderson. Also, present were Gregg Kampf (corporate attorney) and the following staff: Loren Howard (chief executive officer), JoAn Waudby (chief financial officer/corporate treasurer), Shawn McKibbon (operations superintendent), Terry Daley (engineering manager), Stacy Valdez (manager of customer service and billing), Carol Silva (human resources specialist), Andrea Oaks-Jaramillo (marketing/economic development coordinator) and Michelle Trujillo (human resources officer/assistant corporate secretary).

Call to Order

Cole Wakasugi called the meeting to order at 9:30 a.m.

The Pledge of Allegiance

Cole Wakasugi led the Pledge of Allegiance.

Welcome of Guest(s)

None

Member Communication

Mail was circulated among the board members.

Approval of Agenda

Motion to amend the agenda carried unanimously by those present to remove the Approval of the 2019 Rate Tariffs.

Corporate Review

Loren Howard reviewed the submitted department and financial reports. He, along with other staff members, provided updates where applicable. During this time the operating statistical graphs and financial details were reviewed and discussed.

Approval of Minutes

Motion to approve the October minutes carried unanimously by those present.

Approval of Budget

Motion to approve the 2019 Budget carried unanimously by those present.

Approval of 2019 Capital Credit General retirement

Motion to approve the Capital Credit General Retirement carried unanimously by those present; a total of \$603,114 with 50% FIFO and 50% to finish paying out 1990, a portion of 1991 capital credits will be paid out.

Safety Report

The submitted report was reviewed and discussed. (Copy attached hereto and made a part hereof.)

Acceptance of Safety Report

Motion to accept the safety report carried unanimously by those present.

Agreements for Purchase of Power

The Agreements for Purchase of Power were reviewed and discussed.

Break: 10:11 a.m.

Reconvene: 10:25 a.m.

Ciello Report:

Loren Howard reviewed the submitted report. He and Monroe Johnson provided more information on the tower installation they are working on to be able to provide wider spread service in Crestone, the sales in Creede at the RV park, and marketing efforts and sales in the southern service territories were discussed.

ATTORNEY'S REPORT**Corporate Attorney - Gregg Kampf**

Kampf reviewed his submitted report. He did some research on the annual meeting minute approval process and provided the board with some options. The board discussed the options and decided to follow the same process as has been done for years. It is acceptable and will not require a bylaw change.

BOARD COMMITTEE REPORTS:**Colorado Rural Electric Association – K. Cole Wakasugi**

Wakasugi reported that the next CREA meeting is upcoming and the managers will be present. A discussion was held regarding challenges Tri-State is facing with renewable energy requirements and reliability concerns.

Western United – K. Cole Wakasugi

Wakasugi reported that WU has moved to quarterly meetings, so the next meeting is scheduled for next month. The submitted report was briefly reviewed. Robert Gardner from Holy Cross is the new board president.

Tri-State – Scott Wolfe

Wolfe reviewed the submitted report and reported on the Arkansas River Power Authority (ARPA) encompassing territory in southeast Colorado; LPEA has formed a power supply committee to look into other options; and cyber security general concerns and the costs of protecting TS computer networks was mentioned. He provided a brief update from the finance committee and brought up the Board orientation at Tri-State and the opportunity for San Luis Valley REC Board of Directors to take advantage to gain knowledge of Tri-State.

Unfinished Business

After the board work session on 11/27/2018, further discussion was held regarding considerations for changing rates.

New Business

None

Future Dates

The December board meeting was cancelled due to the holiday schedule. The next regularly scheduled board meeting is January 29, 2019 at 9:30 a.m.

The NRECA annual meeting will be held in Orlando, FL in March 7-13, 2019.

Board Comments:

A board member received a question from a member regarding ETS repair and which electrician to call. It was stated that we do not recommend a specific company but refer the member to electricians in the area.

Lunch: 12:00 p.m.

Reconvene: 12:43 p.m.

Executive Session


Motion to enter executive session for the discussion of contracts at 12:44 p.m. carried unanimously by those present.

Motion to reconvene the public session at 12:59 p.m. carried unanimously by those present.

Motion to Adjourn

Motion to adjourn the regular meeting at 1:00 p.m. carried unanimously by those present.

SEAL


Kenneth Cole Wakasugi, President


Scott Wolfe, Corporate Secretary


Michelle Trujillo, Recording Secretary