

EMPIRE ELECTRIC ASSOCIATION, INC.  
MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS  
July 10, 2020

Regular meeting of the board of directors of Empire Electric Association, Inc. was held Friday, July 10, 2020 with the following directors present: David Sitton, Kent Lindsay, Bill Bauer and Bob Barry. The following directors appeared by web conference: Jerry Fetterman and Bill Mollenkopf. Others present: General Manager Josh Dellinger and Executive Secretary / HR Representative Shawna McLaughlin. Others appearing by web conference: Attorney Shay Denning, Finance Manager Ginny Johnson, Business Services Manager Chris Snyder, Operations Manager Ken Tarr and Engineering Manager Clint Rapier. Absent was Director John Porter.

Others present by web conference: Members Marianne Mate, Ken Curtis and Heidi Brugger.

Vice President Sitton called the meeting to order at 8:30 a.m.

Approve Consent Agenda:

**Action Item:** Sitton had a question on the safety report regarding the two personal injuries. Dellinger explained those injuries. Sitton asked what is being done to address the safety issues. Tarr explained that we address safety issues with individuals, and we discuss them at safety meetings. A discussion was had regarding safety and suggestions were made for improvements. Bauer moved to approve the consent agenda, seconded by Lindsay. Motion carried.

Membership Input: Sitton asked that members keep their participation to the membership input section of the meeting. If they have questions or input during the meeting, he asked the members to either use the chat feature with the web conference application or to email the Directors. The Board will respond to them as they can so that the meeting can continue in an orderly fashion.

Marianne Mate stated that she was at the planning commission meeting last night regarding the Totten Solar project and she stated that the presentation was excellent and congratulations on the approval.

Heidi Brugger asked if the meeting minutes from the previous meeting could be posted and it was explained that minutes aren't posted until they approved.

Correspondence:

General Correspondence:  
NRECA Board Notes

Consider Donation Requests:

Consider resuming donation request funding: The board has forgone the donation requests until we could see the financial impact that the pandemic would have on the cooperative. Sitton stated that he would like to wait to see a financial analysis at the August meeting. Dellinger stated that currently our financials are still healthy. Dellinger also reminded the board that we are currently taking the donations out of unclaimed capital credits. Board consensus was to go ahead and allow the budgeted donations to be paid but continue to forego requests that aren't budgeted.

Appointment of Board Members to be buyers at the livestock auctions: The board discussed the county fairs that will be in August. This did not make the agenda so the Vice President will appoint Board members to attend and the Board will ratify those appointments during August's meeting. Barry was appointed for the San Juan County Fair. Mollenkopf and Bauer were appointed for the Montezuma County Fair.

Policy Review/Action:

**Action Item:** Policy 16: Contract Execution and Consultant Relationships (11-10-17): Dellinger explained that there were a few housekeeping edits. Lindsay moved to approved Policy 16 as presented, seconded by Barry. Motion carried.

**Action Item:** Policy 19: Local Vendor Preference (02-19-18) Dellinger explained that there were just housekeeping edits. Lindsay moved to approve Policy 19 as presented, seconded by Barry. Motion carried.

General Manager Report:

Consider placing ballot box in lobby for upcoming election: Dellinger explained that we were asked if the ballot box could be placed in the lobby for this year's election. Sitton asked if there would be any security issues. The box is locked, and McLaughlin has the key. It was discussed how staff would handle the ballots that are turned into the box. A suggestion was made that there be a log with dual signatures when the ballots are removed and mailed to Survey and Ballot Systems. Discussion was had on the possibility of contracting with our County Clerk to do the ballots for us. Consensus is to allow the ballot box in the lobby with a dual log. Edits to Policy 12: Director Election and Voting will need to be made and approved in August's meeting.

**Action Item:** Section of Election Judges: The policy language to select election judges was placed in the packet. Ruby Gonzales, District 4, Elena Prickett, District 7 and Cookie Pickens, District 6 were nominated. Bauer moved to elect Ruby Gonzales, Elena Prickett and Cookie Pickens as election judges. Seconded by Lindsay. Motion carried.

Strategic planning update: Dellinger updated the Board on strategic planning. He mentioned that we performed an initial analysis to move the Headquarters out to the E&O and we couldn't justify such a move at that time. Dellinger explained that with the COVID pandemic, we found that some of our staff can work as efficiently and effectively remotely as they can in the office. If enough staff would like to work remotely, that may allow us to reduce our space requirements. We are currently evaluating office space and storage space. Discussion was had regarding remote work, space at the E&O and cost of adding on to the existing space at the E&O. Rapier shared the original plans for the E&O so the board could see where an expansion could be made if needed. Dellinger explained that this is all very preliminary, and we are in the process of evaluating this to see if we could feasibly make it happen. Discussion was had to host the next board meeting out at the E&O so the board can tour that building.

Financials: Johnson reported on the financials. She highlighted the COVID expenses as of May 31, 2020. All COVID expenses are reflected in the financial statements. There are no concerns with the financial statement as of May 31<sup>st</sup>. Discussion was had if this was reimbursed through the PPP program. Dellinger explained that we chose not to apply for those funds because we have not had any issues meeting payroll. There have been other Colorado cooperatives that did apply, but we wanted to leave that money to small businesses that really needed it. There are PPP funds still available and if we get to the position that we need to apply for those loans, we will do so. Johnson also pointed out the preliminary June numbers.

Miscellaneous: Dellinger stated that all employees are back to work, and the lobby has been opened back up to the public. We placed plexiglass in the lobby along with markers that are 6 feet apart for members to social distance. Disconnects also resumed this week. Discussion was had on the number of disconnects that were done, which were about the same as we would have had in a normal disconnect week. Dellinger stated how proud he was of the Member Services team for their efforts to keep these numbers down.

Staff is working on an outage map to put in the director's area on the website to allow the directors to view current outages. This will be a good tool for the director's to be able to answer questions from the members regarding outages.

Dellinger has been working with other coops to encourage members to submit letters to the PUC regarding the LPEA / United case. The ALJ is expected to make his decision soon and after he does so the PUC commissioners will have 20 days to either accept the ALJ's ruling or to modify. That 20-day window will be when we make the push to ask our members to submit letters and send a press release to local media outlets. Sitton asked about our relationship with LPEA. Dellinger explained that we still have a good relationship with LPEA.

Dellinger mentioned that our special use permit for Totten Lake Solar Project went to the County Planning and Zoning Board last night. The meeting was positive, and they will make a recommendation to the County Commissioners for approval.

The board's Rate Design workshop has been scheduled for August 10, 2020. Dellinger noted the topics that are planned for discussion and asked the board to let him know if they have additional topics to discuss or if they have any questions.

Director Roundtable: none.

Attorney: Denning provided a written report. She highlighted the information in her report.

Tri-State: Mollenkopf left the meeting early due to not feeling well. He sent information to Dellinger regarding his report which Dellinger showed to the board. A discussion of the partial requirements contract was had. Dellinger stated that he will send out new information on the partial requirements contract as he gets it. Dellinger sent the presentation to the board so if they have any questions, they can reach out to Mollenkopf.

CREA: Fetterman reported on the CREA meeting. Meeting was on June 26, 2020. Guest speaker was Scott Tipton. Web meetings will continue through September, then October's meeting will be in person. Fetterman discussed classes that they will be having in September for Board Directors.

Western United: Fetterman reported that there was not a meeting this month. He discussed the financial statement.

Utah Rural Electric Cooperatives Association: Barry reported that the next meeting is July 18, 2020. Dellinger attended the June meeting and he put notes in his manager's report.

Committees: Scholarship committee is in the midst of the Adult scholarship review. They are currently reviewing applications and will be awarding those scholarships soon.

FastTrack: Bauer stated that he was unable to attend the meeting, so he does not have a report for executive session.

Executive Session: Due to not having a FastTrack report, there was no need to have an executive meeting.

**Adjournment:** Meeting adjourned at 10:54 a.m.

/s/ David Sitton

David Sitton, Vice President

/s/ Jerry Fetterman

Jerry Fetterman, Secretary/Treasurer