

SOUTHEAST COLORADO POWER ASSOCIATION

Minutes of Special Board Meeting

A special meeting of the Board of Directors of Southeast Colorado Power Association (SECPA) was held **March 9, 2022**, at the SECPA headquarters, 27850 Harris Road, La Junta, CO.

1. Call to Order/ Roll Call

President Randy Phillips called the meeting to order at 1:55 p.m. Directors present were Clint Anderson, Brad Buck, Lawrence Brase, Kevin Karney, Merlin Rushton, and Truman Wright. Executive Assistant Debbie Howard was also in attendance. Interim CEO Kevin Brandon attended until 2:30 p.m. & Angela Bamber until 2:40 p.m.

Motion was made and seconded to amend agenda to add Brandon & *Executive session for legal issues. **MOTION** carried.

- Brandon asked Directors to approve the purchase of a gas tank & a diesel fuel tank for \$70K, which is double the amount budgeted. A portion of the cost will be expensed to SECOM. Motion was made and seconded to purchase both tanks. **MOTION** carried.
- Brandon clarified that the Rate Loc for SECOM \$2M loan approved at the February meeting was only for 90 days, instead of for one year as previously thought. Directors requested that CFO Craig McBrain explain the options at the March Board meeting next week.

*Motion was made and seconded to enter into Executive Session at 2:10 p.m. for legal issues.

Meeting reconvened at 2:30 p.m.

Brandon left the meeting.

2. Review CEO Applications

- Hard copies of applications were made available if needed.
- Bamber noted that she did not provide copies of all applications as some did not meet requirements.

3. Executive Session (if necessary)

- Motion was made & seconded to go into Executive Session to review CEO applications. **MOTION** carried.

Howard & Bamber departed the meeting at 2:40 p.m.

Howard joined Executive Session at 4:15 p.m.


Meeting reconvened at 4:40 p.m.

Motion was made and seconded to schedule Special Board meeting Tuesday, March 15 at 1:00 p.m. for the purpose of interviewing CEO candidates. **MOTION** carried.

4. Adjourn - There being no further business, the meeting adjourned at 4:40 p.m.



President



Secretary

SOUTHEAST COLORADO POWER ASSOCIATION
Minutes of Special Board Meeting

A special meeting of the Board of Directors of Southeast Colorado Power Association (SECPA) was held **March 15 - 16, 2022**, at the SECPA headquarters, 27850 Harris Road, La Junta, CO.

1. Call to Order/ Roll Call

President Randy Phillips called the meeting to order at 1:00 p.m. Directors present were Clint Anderson, Brad Buck, Lawrence Brase, Kevin Karney, Merlin Rushton, and Truman Wright. Executive Assistant Debbie Howard was also in attendance.

2. Approval of Agenda/Agenda Modifications

Motion was made and seconded to approve agenda. **MOTION** carried.

3. Executive Session

Motion was made and seconded to go into Executive Session at 1:00 p.m. to conduct CEO candidate interviews.

MOTION carried.

Howard left the meeting at 1:00 p.m.

Howard joined the meeting at 6:10 p.m.

Meeting reconvened at 6:10 p.m.

4. Possible Action Items Discussed in Executive Session

Motion was made and seconded to recess meeting at 6:10 p.m., and continue the Special Board meeting at 9:00 a.m. March 16th prior to the regularly scheduled March Board meeting. **MOTION** carried.

MEETING RECONVENED AT 9:00 A.M. MARCH 16TH. DIRECTOR BRASE WAS ABSENT.

Motion was made and seconded to go into Executive Session at 9:05 a.m. for deliberating CEO interviews and legal matters. **MOTION** carried.

Howard left the meeting at 9:05 a.m.

Howard joined the meeting at 10:35 a.m.

Meeting reconvened at 10:35 a.m.


Motion was made and seconded to hire Casey Martin as outside legal counsel, contingent on approval of attorney engagement letter. **MOTION** carried.

Motion was made and seconded to schedule a Special Board meeting for Wednesday, March 30th, 2022, at 2:00 p.m. for the purpose of CEO discussion. **MOTION** carried.

5. Adjourn – There being no further business, meeting adjourned at 10:40 a.m.



President



Secretary

SOUTHEAST COLORADO POWER ASSOCIATION
Minutes of Regular Board Meeting

The regular meeting of the Board of Directors of Southeast Colorado Power Association (SECPA) was held **March 16, 2022**, at the SECPA headquarters, 27850 Harris Road, La Junta, CO.

1. Call to Order/ Roll Call

President Randy Phillips called the meeting to order at 11:00 a.m. Directors present were Clint Anderson, Brad Buck, Kevin Karney, Merlin Rushton, and Truman Wright. Lawrence Brase was absent. Interim CEO & CMSO Kevin Brandon, CFO Craig McBrain, COO Mark Hall, CSO Clint Arbuthnot, CHRO Angela Bamber and Executive Assistant Debbie Howard were also in attendance.

2. Agenda Modifications – None.

3. Member and/or Public Participation – None.

4. Board Meeting Minutes

Motion was made and seconded to approve February 16th, 2022, Board meeting minutes. **MOTION** carried.

5. Interim Chief Executive Officer – Brandon

- Kiosk for SECPA member payments has been installed at the pharmacy in Eads (advertising to inform members that kiosk is available for payments.)
- Kent Singer, CREA Executive Director, has asked to attend a Board meeting (possibly invite him for May meeting.)
- Brandon explained how SB22-090 (Severe Weather Notifications to Utility Customers) and SB22-110 (Equip Wind Turbine Aircraft Detection Lighting System) could affect cooperatives.

6. Accounting & Finance- McBrain

- January Income Statement, Balance Sheet, various graphs & check Register were reviewed. (Included in Board packet.) McBrain mentioned that A & G line item on Monthly Margins & Expenses was higher due to \$60k to replace roof on Pueblo West building (will be reimbursed by insurance) and also, employee payouts.
- January Net Margins, \$138,237; YTD, \$\$138,237.
- McBrain presented a new format for Equity graph.
- Wright asked the status of the Rate Study. McBrain replied that it is progressing, may have assumptions by June or July and study completed in August.

7. Member Services & Technology – Brandon

- Membership reports included in Board packet. Net loss of 16 accounts.
- \$29,147k YTD delinquent charges; 10% delinquent bills.

8. Operations – Hall

- Various kWh graphs, Outages, Work Order, and Line Loss reports reviewed (included in Board packet.)
- Monthly line loss was equivalent to \$60,281.
- Sold more power this year than last year for the same time period.
- Closing out Work Orders related to storm.
- Four employees and Metering Manager are attending Rocky Mountain Metering School in Fort Collins this week.
- Kinder Morgan has paid to build 7 miles of 3 phase West of Kim to a compressor station; paid by credit card. Discussed fees for credit card payments. Rushton asked if we need a policy for credit card payments. Brandon will follow up.
- A trencher Hall had considered purchasing from Vermeer of Colorado increased in cost from \$55K to \$65K. Hall has found a trencher in Clinton, Illinois with ½ number of hours for \$50k; may travel there to purchase.

- Hall explained that a truck that was budgeted this year; if ordered now, would not be delivered until 2023. Hall is requesting quotes.
- Hall & Mike Trumble are attending Operations Conference in Crested Butte in April.

9. Human Resources – Bamber

- February payroll = \$355,364 (overtime = \$4,912); and other payroll \$16,109 (includes employee paid time off payout at resignation); 49 employees.
- Resignations:
 - Apprentice, Lamar 2/15
 - Journeyman, Lamar 2/15
 - Working Foreman, La Junta 2/28
 - Journeyman, La Junta 3/7
- Journeyman moved from Springfield to Lamar and is temporary Working Foreman in La Junta.
- Apprentice in Springfield moved to Lamar.
- Positions posted:
 - Working Foreman, La Junta
 - Apprentice/Journeyman – La Junta
 - Apprentice/Journeyman – Springfield.
 (Received 180 applications for Apprentice/Journeyman positions.)
- La Junta MSR transferring to SECOM as Customer Experience Supervisor 3/21.
- Journeyman starting 3/21 in La Junta.

10. Safety – Arbuthnot

- An update on training completed (CREA flagger certification & truck di-electric testing,); upcoming training (PCB, Pole Top Rescue, Bucket Truck Rescue); review of Emergency Response Plan. Review of Safety Manual and update on crew visits was given. (Included in Board packet.)
- Anderson inquired as to what benefits SECPA receives from CREA. Arbuthnot replied that there is nothing CREA provides for Safety that SECPA can't do for themselves.

11. Affiliate Organization Board Reports

A. Western United Electric (WUE) - Anderson

- Written summary included in Board packet. Anderson asked if any questions.

B. Colorado Rural Electric Association (CREA) - Karney

- Written summary included in Board packet.
- Phillips reported on the legislative dinner SECPA co-hosted with SIEA during the CREA Annual meeting. Directors are not convinced that SECPA gets the most “bang for our buck” by sponsoring the dinner.

C. Tri-State G&T- (Brandon)

- Written report included in Board packet.
- Brandon receives a continual flow of documents from Tri-State.

12. Executive Session

Motion was made and seconded to go into Executive Session at 12:00 p.m. for business and personnel matters.

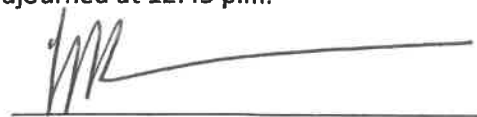
MOTION carried.

Meeting reconvened at 12:45 p.m.

13. Adjourn - There being no further business, the meeting adjourned at 12:45 p.m.



President



Secretary

SOUTHEAST COLORADO POWER ASSOCIATION
Minutes of Special Board Meeting

A special meeting of the Board of Directors of Southeast Colorado Power Association (SECPA) was held **March 30, 2022**, at the SECPA headquarters, 27850 Harris Road, La Junta, CO.

1. Call to Order/ Roll Call

Vice President Truman Wright called the meeting to order at 2:00 p.m. Directors present were Clint Anderson, Brad Buck, Lawrence Brase, Kevin Karney, and Merlin Rushton. President Randy Phillips participated via conference call. Executive Assistant Debbie Howard was also in attendance.

2. Agenda Modifications

None.

3. Executive Session

Motion was made and seconded to go into Executive Session at 2:05 p.m. to discuss CEO candidates.
MOTION carried.

Howard left meeting at 2:05 p.m.

Kevin Brandon, Interim CEO, joined Executive Session at 3:05 p.m.

Director Karney left the meeting @ 4:05 p.m.

Meeting reconvened at 4:10 p.m.; Howard joined the meeting.

4. Possible Action Items from Executive Session

Motion was made by Anderson and seconded by Buck to appoint Brandon as the new SECPA & SECOM CEO.
MOTION carried unanimously.


Directors instructed Howard to notify employees that Brandon is the new CEO. Howard was also directed to notify other CEO candidates who were interviewed that another candidate had been selected.

Directors requested that Brandon post new CEO announcement (after Board approval) on *FaceBook* and SECPA website.

5. Adjourn – There being no further business, meeting adjourned at 4:20 p.m.



President



Secretary