

Minutes of the Board of Directors of the
Sulphur Springs Valley Electric Cooperative, Inc.

January 17, 2018

A regular meeting of the Board of Directors of the Sulphur Springs Valley Electric Cooperative, Inc. (SSVEC) was held Wednesday, January 17, 2018 in the SSVEC Willcox headquarters boardroom, 350 North Haskell Avenue, Willcox, Arizona.

President English called the meeting to order at 9:40 a.m. Members arriving at any time during the meeting would be recognized. The following directors were present:

CALL TO ORDER

District

1 - Kathy Thatcher – Secretary	8 - Peter Gillespie
2 - Curtis Nolan – Treasurer	9 - Lex Herron
3 - Pat English - President	10 - Gary Payne - absent
4 - Tom Goodman	11 - Ed Molina
6 - Dan Barrera - Vice President	13 - Gene Manring

All directors were present except Gary Payne, who was necessarily absent and excused. Crenden W. Huber, Chief Executive Officer, Chris Hitchcock, General Counsel, and the following SSVEC employees were also present: Kirby Chapman, Jack Blair, Ricardo Garcia, Orson Garnsey, Daniel Wilson, Jason Bowling, Lainie Keltner, Curtiss Peterson, and Char Bennett.

President English announced there was a quorum.

Mr. Molina gave the invocation and led the Pledge of Allegiance.

The agenda for this January 17, 2018 meeting was presented.

*APPROVAL OF
AGENDA*

Mr. Nolan made a motion to approve the agenda as presented. Ms. Thatcher seconded the motion, which carried.

The minutes of the regular meeting held December 20, 2017 were presented.

*APPROVAL OF
MINUTES*

Mr. Herron requested clarification to his statement under the Call to Directors in December.

After full discussion, Mr. Herron made a motion to approve the minutes as amended. Mr. Nolan seconded the motion.

Several directors requested additional changes. Mr. Herron made a motion to amend the original motion. Mr. Molina seconded the amendment. The amendment carried.

The motion, as amended, carried.

No members were present for the Call to Members.

*CALL TO
MEMBERS*

Under the Call to Directors, no comments were made.

*Call to
Directors*

The Executive Committee discussed the board meeting agenda, and Policy E-25, Sexual and Other Harassment.

*GOVERNANCE
COMMITTEE
REPORTS
Executive
Committee*

The Board discussed Policy E-25 in response to recent news stories involving harassment and to be assured of SSVEC's compliance to policy.

The Committee of the Whole reviewed the Schedule of Writeoffs, the November 2017 Form 7, a voucher, the proposed 2018 Scholarship Committee, and policies.

Committee of the Whole

The Committee presented the Schedule of Writeoffs for the updated amount of \$16,649.32.

Finance

After full discussion, Ms. Thatcher made a motion to accept the Schedule of Writeoffs. The motion was seconded and carried.

The Committee presented the November Form 7, which was included in the board report.

After full discussion, Mr. Barrera made a motion to accept the November Form 7. Mr. Herron seconded the motion, which carried.

The Committee reviewed a voucher in the amount of \$1,574.32 submitted by the CEO and presented it for Board consideration.

A motion was made, seconded and carried to accept the voucher.

Ms. Keltner told the Board that she would retire on January 31, 2018 and thanked them for all they have done for employees. In return, Ms. Keltner was thanked for her service to SSVEC.

Ms. Keltner and Mr. Peterson left the meeting.

The Committee of the Whole presented Policies C-2, Member Committees; C-3, Availability of Board Agendas, Minutes and Other Reports and Information; and C-4, Board Meeting Publicity and Call to Members, which were included in the board report.

Policies

After full discussion, Mr. Herron made a motion to rescind Policy C-2, combine Policies C-3 and C-4, thus rescinding Policy C-4 and renaming Policy C-3 to Board Meeting Publicity, Call to Members, Availability of Board Agendas, Minutes & Other Reports & Information. Mr. Molina seconded the motion, which carried.

Policy C-2 Rescinded

Policy C-3 Renamed & Readopted

The approved policies are attached to and made a part of these minutes.

The Committee reviewed Policies C-5, Preference of Businesses Served by SSVEC; C-7, Conservation of Energy; and C-8, *Currents*, and will present them for consideration in February.

Policy C-4 Incorporated into C-3 & Rescinded

The proposed 2018 Scholarship Committee list was included in the board report.

2018 Scholarship Committee Appointed

After full discussion, Ms. Thatcher made a motion to appoint Char Brown Stockton, Jody Klein, Shelley Michaels and Mindy Sherman to the 2018 Scholarship Committee, with Trudy Berry as an alternate. Mr. Manring seconded the motion, which carried.

President English asked Mr. Huber for his CEO Report. A written report was included in the board report.

CEO Report

Mr. Huber reported on the status of proposed capital credit legislation. GCSECA continues to work on proposed language and cooperative requests prior to the proposed legislation becoming a bill.

Written staff reports were included in the board report.

STAFF REPORTS

Staff responded to questions asked by directors.

Employees Wayne Crane and Eric Petermann joined the meeting.

President English asked Ms. Thatcher and Mr. Barrera for the AEPCO Report. They reported on the January 11, 2018 board meeting. *AEPCO*

The AEPCO Board was updated on risk management, finance, generation and environmental issues and approved their Strategic Plan, which has been posted on the azgt.coop website.

The calendar for the 2018 Director Elections and Annual Meeting was included in the board report. *Other Business*

The Board reviewed schedules for the 2018 NRECA Annual Meeting, the 2018 NRECA Directors Conference and the 2018 CFC Forum.

Mr. Crane announced his March 30, 2018 retirement date and introduced Mr. Petermann as his successor. Mr. Crane and Mr. Petermann left the meeting following the lunch break.

With no objections stated, the Board entered into executive session at 12:02 p.m.

The regular meeting reconvened at 12:08 p.m.

There being no further business and no objections stated, President English adjourned the meeting at 12:08 p.m.

Respectfully submitted,

Secretary

Approved:

President