

RECORD OF PROCEEDINGS

MOUNTAIN PARKS ELECTRIC, INC.

Regular Meeting of the Board of Directors

Granby, Colorado

January 13, 2011

8:00 AM

Attendance

Present: Greg Norwick, Stan Cazier, Carl Trick, Jeff Hauck, Levi Williamson, Joe Pandey, Tom Sifers, Greg Guthridge, Alex Buhayer, Kayci Green, and Les Shankland. Directors Richard Zieff and Ross Caldwell were absent.

Call to Order

President Norwick called the meeting to order at 8:04 a.m.

Determination of Quorum

A quorum was declared.

Public Comment Period

Pandey reported that Mike Wageck from Winter Park Water & Sanitation will address the Board later in the meeting. Director Cazier reported that his law firm has represented Winter Park Water & Sanitation.

Minutes

The Board reviewed the meeting minutes from the December 9, 2010, meeting. The Operations Report was revised to state that the employee resigned "a couple weeks" after reporting an accident.

MOTION: Director Cazier moved to approve the December 9, 2010 meeting minutes as corrected. The motion passed unanimously.

Bills for Payment

The Board reviewed the list of cash disbursements for December, 2010

MOTION: Director Cazier moved to ratify the December 2010 cash disbursements from general funds as per the attached cash disbursement list which forms a part of these minutes. The motion passed unanimously.

Attorney Activity and Fees Report

The Board reviewed Attorney Gentry's activity and fees summary report for December 2010, a copy is attached and forms a part of these minutes. The Board reviewed Attorney Williamson's summary for December 2010.

MOTION: Director Trick moved to accept Attorney Williamson's report. The motion passed unanimously.

MOTION: Director Cazier moved to accept Attorney Gentry's report. The motion passed unanimously.

Action Items**Action Item #1****Elect 2011 Voting Delegates & Alternate Delegates**

The Board reviewed a list of recommended Delegates and Alternates for the 2011 meetings. A copy of the list is attached and forms a part of these minutes.

MOTION: Director Cazier moved to approve the list of Delegates and Alternates as presented. The motion passed unanimously.

Action item #2**Review and Approve Drug and Alcohol Policy**

Pandy presented a revised Drug and Alcohol Policy.

MOTION: Director Cazier moved to table consideration of the Drug and Alcohol Policy until the February meeting for consideration by the full Board. The motion passed unanimously.

Action Item #3**Review and Approve Revised Employer Assisted Housing Policy A-007**

Pandy presented revised Policy A-007. Pandy recommended further revising the Policy as follows: 1) Revise the final sentence of Section I. to read "MPEI may offer on an annual basis an Employer Assisted Housing program to all full time employees." 2) Revise Section II.F. by adding the following language before the comma in the last sentence: "or decreases".

MOTION: Director Trick moved to approve the Policy A-007 as presented with further revisions as recommended by Pandy. Director Trick moved to amend the motion to add the following revision, replace the word "will" in Section II.K. with the word "may". The motion to amend the motion passed unanimously. The motion, as amended, passed unanimously.

Action Item #4**Proposed By-Law Amendments to comply with HB10-1098**

Pandy presented By-Law Amendments drafted by Attorney Gentry. Except as to Article II, Section 4 and 5, Article IV, and Article VII, Section 1, MPEI's By-Laws may be amended by a two-thirds vote of the Directors.

MOTION: Director Cazier moved to approve the amendment to By-Law Article III, Section 6 as presented. The motion passed unanimously.

MOTION: Director Cazier moved to approve sponsorship of the remaining amendments to By-Laws as presented with the following further amendment: delete Article IV, Section 4(e). The motion passed unanimously.

Action Item #5**Consider Amendment to 2011 Budget for Emergency Power Line Clearing Project**

Pandy presented a preliminary letter to the Forest Supervisor for the Arapaho and Roosevelt National Forests regarding MPEI's tree clearing project. Pandy reported that the cost of the proposed tree clearing project for Arapaho and Roosevelt National Forests is \$200,706. Pandy reported that if the National Forests approve the plan, he will request an amendment to the 2011 budget to include funds for this project.

PUBLIC COMMENT

Director Cazier left the room. Pandy reported that Winter Park Water & Sanitation (WPWS) applied to the State of Colorado for Revolving Loan Funds. As part of that application, Mike Wageck of WPWS approached him about obtaining a grant from MPEI. WPWS is a MPEI member. Mike Wageck addressed the Board. He reviewed the status of WPWS's grant application. WPWS spends approximately \$120,000 for electricity each year. The application is for funds to implement an Energy Management Plan. Mike requested a contribution from MPEI to help pay a consulting firm to conduct an energy audit for WPWS. The total cost of the audit will be \$8,000. Mike left the meeting. Director Cazier reentered the room.

Action Item #6**Sale of MPEI Rotary Phase Converter Based on Closed Bids.**

Pandy reported that he placed an ad in the newspaper requesting bids on MPEI's rotary phase converter. Pandy received two bids as of the date of the Board meeting. The Board directed Pandy to pursue bids and accept the highest bid.

Action Item #7**Consider Grant Funds for Winter Park Water & Sanitation District**

Staff was authorized to provide in-kind support. No action was taken.

Action Item # 8**Review and Approve Revised Call Out and On Call Policy 5.2**

Pandy presented a revised Policy 5.2. Tom Sifers reviewed the revisions.

MOTION: Director Cazier moved to approve the policy as presented. The motion passed unanimously.

General Managers Report

The General Managers report as prepared by General Manager Pandy, a copy of which is attached and forms a part of these minutes, was reviewed.

Pandy reviewed the issues surrounding the Colorado Regional Haze Commission and the effect of the Commissions decisions on Tri-State. Pandy reported that he will be meeting with Dave Stout regarding the BLM's proposed MOU. He presented a notice for the CREA membership meeting and a letter from an NRTC Board candidate requesting the Board to vote for him. Pandy plans to submit his name for CoBank's Western Region Director.

Finance Report

The Finance/Office Services report as prepared by Sifers, a copy of which is attached and forms a part of these minutes, was reviewed. Sifers reported that he received RUS documents for MPEI's \$25 million loan. There will be an Operation Roundup meeting in February. Sifers prepared a partial lien release for MPEI's transfer of facilities to Tri-State.

MOTION: Director Trick moved to accept the Finance Report. The motion passed unanimously.

Engineering Report

The Engineering report as prepared by Shankland, a copy of which is attached and forms a part of these minutes, was reviewed. Shankland reported that the Board will consider phase two of the Parshall rebuild at the March meeting. He reported on outages and the Siemens meter socket issues.

Operations Report

The Operations and Safety report as prepared by Guthridge, a copy of which is attached and forms a part of these minutes, was reviewed. Outages are higher than the previous year. A Sturgeon employee was injured in a contact accident.

MOTION: Director Cazier moved to approve the safety report. The motion passed unanimously.

Member Services & Marketing Reports

The Member Services & Marketing report as prepared by Knerr, a copy of which is attached and forms a part of these minutes, was reviewed.

IT Report

The IT Report as prepared by Rust, a copy of which is attached and forms a part of these minutes, was reviewed.

Human Resources & Administration

The Human Resources & Administration report as prepared by Green, a copy of which is attached and forms a part of these minutes, was reviewed.

Executive Session

An executive session was requested by Attorney Williamson for the purpose of receiving privileged legal advice regarding ongoing litigation and other legal matters.

MOTION: Director Trick moved to enter into executive session to discuss privileged legal issues with the following in attendance, Directors Norwick, Cazier, Trick, and Hauck, and, Pandey, Sifers, Shankland, Guthridge and Williamson. The motion passed unanimously.

MOTION: Director Trick moved to exit from executive session. The motion passed unanimously.

The discussion in executive session pertained to privileged legal issues, no action was taken.

Old Business

None.

New Business

None.

The meeting adjourned at 11:46 a.m.

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Paul Zeigler
Secretary/Treasurer