

REGULAR BOARD OF DIRECTORS MEETING
ANZA ELECTRIC COOPERATIVE, INC.
FEBRUARY 28, 2019

DIRECTORS PRESENT

Billy Adams, President
Thomas Firth, Vice President
Harold Burdick, Treasurer
Stephan Lauzier
Michael Machado
Stephen P. Silkotch, Sr.

STAFF PRESENT

Kevin Short, General Manager
Brian Baharie, Operations Manager
Laura Snider-Manseau, Office Services Manager
Shawn Trento, Network Administrator
Yuri Gudino, Administrative Assistant

OTHERS PRESENT

Tamra Reynolds, Regional Vice President, CoBank
Graham Kaiser, Relationship Manager, CoBank

The Regular Meeting of the Board of Directors of Anza Electric Cooperative, Inc. was held in the office of the Cooperative on February 28, 2019.

The meeting was called to order by President Billy Adams at 8:04 a.m. Upon calling the roll, Directors Billy Adams, Thomas Firth, Harold Burdick, Stephan Lauzier, Michael Machado and Stephen P. Silkotch, Sr. were present thereby constituting a quorum.

President Adams called for agenda additions:

1. Add Capital Credit Estate Settlement

After discussion of the agenda, Director Machado made a motion to approve the agenda as amended. Director Burdick seconded the motion. Motion carried.

President Adams called for approval of the minutes of the Regular Board Meeting of January 24, 2018. After discussion, Director Lauzier made a motion to approve the minutes as presented. Director Firth seconded the motion. Motion carried.

At 8:08 a.m. the Board entered Executive Session to discuss the Executive Session minutes from January 24, 2019. After discussion, Director Lauzier made a motion remove the word, "conduct" and replace with the word, "departure". Director Burdick seconded the motion. Motion carried.

At 8:16 a.m. the Board returned to Regular Session.

President Adams presented the president report.

President Adams called for member comments.

Tamra Reynolds and Graham Kaiser, CoBank presented the patronage, events, charitable programs, leasing program, the Beacon program and comparison of ConnectAnza to two other broadband utilities.

General Manager presented and discussed the 17 KW Solar Farm monthly update, SunAnza output update, Hoover Dam Update, EV Charger update, ConnectAnza update, Work Plan update and other Business.

General Manager presented and discussed approval of 2019 Strategic Plan Summary. After discussion, Director Burdick made a motion to approve the 2019 Strategic Plan as presented. Director Firth seconded the motion. Motion carried.

At 10:01 a.m. Tamra Reynolds and Graham Kaiser, CoBank, left the Board Meeting.

General Manager presented and discussed the Government Relations Report - Kamala Harris's bid for the White House, Supervisor Chuck Washington to seek Re-election in 2020, CA Wildfires: \$12.4 Billion in insured Losses and Growing, Wildfire Mitigation Legislation updates and the IOU's, POU's, and Cooperatives defined by the California Energy Commission.

Office Services Manager presented and discussed the RUS Form 7- Revenue Comparisons for the month of January, the Operations / Variance Reports for Anza Electric Cooperative and ConnectAnza, the January AEPCO billing information, the investment report and the cash flow report. After discussion, Director Machado made a motion to receive and file the RUS Form 7- Revenue Comparisons for the month of January as presented. Director Burdick seconded the motion. Motion carried.

Director Burdick presented and discussed the General Manager's expenses for the month of January in the amount of \$337.29. After discussion, Director Machado made a motion to receive and file the General Manager's expenses as presented. Director Firth seconded the motion. Motion carried.

Director Burdick presented and discussed the following Directors' expenses for the month of January:

Director Adams	\$ 753.60
Director Burdick	\$ 650.00
Director Firth	\$ 658.24
Director Lauzier	\$ 658.00
Director Machado	\$ 653.71
Director Silkotch, Sr.	\$ 657.66

After discussion, Director Machado made a motion to receive and file the combined Directors' expenses for the month of January in the amount of \$ 4,031.21. Director Firth seconded the motion. Motion carried.

Director Burdick presented and discussed the expenditures for the month of January in the amount of \$1,336,501.77. After discussion, Director Firth made a motion to receive and file the expenditures as presented. Director Machado seconded the motion. Motion carried.

General Manager presented and discussed the Human Resources Report – Newly introduced human resources related legislation, CVS Caremark and Walmart reach agreement to continue in-network coverage, NRECA Annual Compliance Reporting, 2019 Heart Walk, and Chapter 2 of the Management and Director Harassment Training course.

General Manager presented and discussed the Member Services Report - Facebook and Power Outages, Farewell and Member Information.

General Manager presented and discussed the Capital Credit Estate Settlement for John MacIntosh in the amount of \$1,616.15. After discussion, Director Machado made a motion to approve the Capital Credit Estate Settlement per Board Policy at 50% for a total disbursement in the amount of \$808.08. Director Burdick seconded the motion. Motion carried.

Operations Manager presented and discussed the safety meetings for the month of January, lost time due to accidents, outages, new services, construction costs, operational time allotments, the Mountain Center daily peaks and low temperatures and other business for the month of January. After discussion, Director Machado made a motion to acknowledge the safety meeting for the month of January. Director Lauzier seconded the motion. Motion carried.

Operations Manager presented and discussed the AMI Meter Upgrades Proposal. After discussion, Director Machado made a motion to adopt the following AMI Meter Upgrades resolution:

“WHEREAS, Anza Electric Cooperative, Inc. (AEC) exists to provide reliable utility services for its members at the lowest possible cost and,

WHEREAS, AEC has reviewed its needs for Advanced Metering Infrastructure (AMI) and,

WHEREAS, funding for AMI has been included in the current Work Plan and,

*WHEREAS, having been offered to qualified contractors for bid, AEC management has procured the lowest cost qualified bid for AMI service from Tantalus Systems, Inc. in the amount of **\$956,068.00.***

NOW, THEREFORE BE IT RESOLVED that the Board of Directors hereby approves the Proposal for AMI Services as submitted by Tantalus Systems, Inc. and attached herein, and duly authorizes the General Manager to execute all documents associated with this transaction.” Director Firth seconded the motion. Motion carried.

Network Administrator presented and discussed ConnectAnza’s installation update, January uptime & outages, Safety Meeting update from February 26, 2019, Tele Connect Program approval from CPUC, and—Refurbished Computer Give-away update and bandwidth utilization for the month of January.

Network Administrator presented and discussed the ConnectAnza Extended Battery Summary and Proposal. After discussion, Director Machado made a motion to adopt the following ConnectAnza Extended Battery resolution:

“WHEREAS, Anza Electric Cooperative, Inc. (AEC) exists to provide reliable utility services for its members at the lowest possible cost and,

WHEREAS, AEC’s ConnectAnza Broadband project is subject to Federal Communications Commission (FCC) jurisdiction and,

WHEREAS, the FCC has made certain battery backup requirements for Voice Over Internet Protocol (VOIP) providers in 47 CFR Part 12, PS Docket No. 14-174; FCC 15-98, specifically making available 24-hour battery backup capability for VOIP routers and,

WHEREAS, in accordance with sound business practice and delivering the best possible value for the Members, it has been duly determined that the appropriate fee to charge for this service is \$29.00 per month per 24-hour battery storage unit.

NOW, THEREFORE BE IT RESOLVED that the Board of Directors hereby approves the Extended Capacity ConnectAnza Battery Board Summary attached herein, and duly authorizes the General Manager to execute all documents and establish rates associated with this transaction.” Director Firth seconded the motion. Motion carried.

Director Lauzier presented and discussed the Bylaw and Policy Committee report. After discussion, Director Machado made a motion to approve the following policies as presented:

- * Policy No. 105 – “Delegations from Board of Directors to the General Manager”
- * Policy No. 106 – “Services of Consultants”
- * Policy No. 107 – “Statement of Functions for the Cooperative Attorney”
- * Policy No. 108 – “Board of Directors Fees & Expenses”
- * Policy No. 109 – “Signing of Documents”

Director Burdick seconded the motion. Motion carried.

Director Machado reviewed Bylaw Article II.

General Manager presented the AEPCO report.

President Adams discussed his Director seat expiring on the AEPCO Board. After discussion, President Adams and Director Machado nominated themselves.

Voting was conducted by secret ballot. Results are as follows:

President Adams – 5

Director Machado – 1

President Adams is elected to serve another term on the AEPCO Board of Directors. Motion carried.

General Manager presented the GSPC report, Save the Date – The Biggest Little Co-op’s Annual Meeting, October 16, 2019, Reno, NV and Reviewed the GSPC Capitol Outreach Day from February 14, 2019.

Director Silkotch, Sr. discussed the NRECA 2019 Directors Conference in San Antonio, TX from February 9-12, 2019.

General Manager discussed the ACRE Action Newsletter.

General Manager presented and discussed the CoBank 2019 Director Election. After discussion, it was the consensus of the Board to take no action.

President Adams presented and discussed the donation request for the Hamilton High School – Every 15 Minutes Program. After discussion, Director Machado made a motion to donate \$250. Director Silkotch, Sr. seconded the motion. Motion carried.

There being no further business to come before this meeting, the meeting was duly adjourned at 12:41 p.m.



Thomas Firth, Vice President

ATTESTED:



Billy Adams, President

CERTIFICATION

I, Thomas Firth do hereby certify that I am the duly elected and qualified Vice President of the Board of Directors of the Anza Electric Cooperative, Inc. and that the above is a true and correct copy of the minutes of the Regular Meeting of the Board of Directors held on February 28, 2019, at which time a quorum was present and voting throughout.

IN WITNESS WHEREOF; I have hereunto subscribed my name as the Vice President and affixed the Corporate Seal of said Cooperative this 28th day of February 2019.



Thomas Firth, Vice President