

HIGHLINE ELECTRIC ASSOCIATION
REGULAR MEETING OF THE BOARD OF DIRECTORS
June 20, 2019

A regular meeting of the Board of Directors of Highline Electric Association was held at the office of the Association in Holyoke, Colorado at 9:00 A.M. on June 20, 2019.

ROLL CALL

President Mike Bennett presided at the meeting. Directors present were:

Mike Bennett	Leo Brekel
David Kinnison	Jim Lueck
Merl Miller	Steve Oestman
Merlin Prior	Aaron Sprague
Pam Stieb	Brad Stromberger
Ted Carter	

Manager Farnsworth and Attorney Williamson were also present. Attorney Williamson recorded the minutes of the meeting.

AGENDA

The Agenda was revised and approved as revised.

MINUTES APPROVED

The minutes of the May 21, May 22, and May 23, 2019 meetings were approved as presented.

MANAGER'S REPORT

Manager Farnsworth presented graphs of kWh Purchased, kWh Sold, Operating Revenue, Expenses, Operating Margins, Cash and Investments through May 2019. Farnsworth presented the May Ormat report. Farnsworth presented a letter from the General Managers of DMEA and LaPlata asking for support in urging Tri-State to delay its vote concerning FERC regulation. Farnsworth presented a letter from PVREA encouraging Tri-State to join an RTO to help achieve a renewable energy goal of "80 by 30".

MEMBER SERVICES REPORT

Tadius Huser presented the June Member Services Report. Huser reported on new services. He reported on his attendance at various meetings and events.

Huser presented a resolution to loan \$20,558.00 from the RESP loan funds. It was properly moved, seconded and carried to approve the resolution as presented.

Huser reported on the status of the breakroom remodel.

OPERATIONS REPORT

Rance Ferguson presented the June Operations Report. He reported on the damage to the Amherst substation, storm outages and related damage to the system. He reported on line crew projects.

Ferguson presented the safety committee report. There were no accidents. Ferguson presented the outage report.

CORPORATE SERVICES REPORT

Dennis Herman presented the June Corporate Services Report. The Cushion of Credit balance was \$5,353,057.29 as of 5/31/19. Highline had \$1M in CFC investments as of 6/12/19. Highline paid \$1,698.09 in fees on \$148,169.28 worth of credit card payments in May. Herman presented the Form 7, cash flow, and check register.

ENGINEERING REPORT

Dennis Herman presented the June Engineering Report. Herman reported on the status of the environmental report for the construction work plan. He reported on the status of the communication tower sites and the AMI project. Herman reported on personnel matters.

POLICY 6-3

Manager Farnsworth presented revised Policy 6-3. It was properly moved, seconded and carried to approve Policy 6-3 as presented.

SAFETY COMMITTEE REPORT

It was properly moved, seconded, and carried that the Safety Committee Report be approved as presented.

APPROVE NEW MEMBERS

It was properly moved, seconded, and carried that the list of new members listed below be accepted as members of Highline.

Blochowitz, Noah	Chestnut Farms, LLC
Colorado Hemp District	Fix, James P.
Fix, James P.	Garcia, Sergio
Helena Agri Enterprises	Hofmeister, Brad
James, Bethany	Janitell, Elizabeth
Jones, Jarryd	Kleve, Matt
Knight, Helen	Krayenhagen, Linda
L7 Ag LLC	Luckey Emerson, LLC
Lundgren, Dale	McMurrin, Paul
Nelson, David	Rodriguez, Ernesto III
Sandoval, Manuel	Schafer, K Joy
Schaufenbuel, Todd	Selliken, Robert
Smith, Jim	Sutter, Dale & Janell
Sutter, Dale & Janell	
TN Quarter Circle Land & Cattle Co, LLC	Tompkins, Terence
Young, Russell	Young, Samantha
Zilla, Beth	

SUBORDINATION AGREEMENTS CONTRACTS AND RELEASE OF LIENS

It was properly moved, seconded, and carried that the following Subordination Agreements, Contracts, and Releases be approved:

Contract & Lien Releases

Leo McKillip
Blaine McKillip
Baney Well Service
Baney Land, LLC

Subordination Agreements

Rick J. Krueger & Kristi A. Krueger
Marcus Schlachter & Gail A. Schlachter
Lee L. Walz & and Janice N. Walz

ESTATE CAPITAL CREDIT REFUNDS

It was properly moved, seconded, and carried that the following capital credit refunds be approved:

Robert Carter	\$ 7,389.05
Kathy Mackey	891.67

Director Carter abstained from the vote because Robert Carter is his father.

RIVERVIEW SOLAR PROJECT

Dennis Herman reported on the status of the Riverview solar project. He reported on the status of the Pivot asset purchase agreement and the CoBank financing. He presented a cashflow projection for the summer.

Herman presented a shared services agreement between HEA and Highline Services, LLC. It was properly moved, seconded and carried to approve the agreement as presented.

Herman presented a resolution appointing Dennis as General Manager of Highline Services, LLC. It was properly moved, seconded and carried to approve the resolution as presented.

Herman and Farnsworth presented a resolution from Bank of Colorado regarding the change in General Manager for HEA. It was properly moved, seconded and carried to approve the resolution as presented.

Herman and Farnsworth presented a resolution from Bank of Colorado regarding Highline Services, LLC. It was properly moved, seconded and carried to approve the resolution as presented.

TRI-STATE

Leo Brekel reported on his attendance at the regular meeting and strategic planning session of the Tri-State Board of Directors. Tri-State issued an RFP for additional renewable power generation. Tri-State is considering adopting a "Responsible Energy Plan." The Tri-State Board rejected the Guzman Energy proposal that would have shut down Tri-State's coal assets. Tri-State is considering subjecting itself to FERC regulation. Brekel reported on his attendance at the Tri-State contract committee meeting.

CREA

Jim Lueck reported on his attendance at the regular meeting of the CREA Board of Directors. The meeting was hosted in Pueblo.

Lueck asked the HEA Board to consider donating HEA funds to CREA for the purchase of water filtration buckets for the Guatemala trip.

WESTERN UNITED ELECTRIC

Ted Carter reported that there was no regular meeting of the Western United Board of Directors.

NREA

Merlin Prior reported that there was no regular meeting of the NREA Board of Directors.

President Bennett recessed the meeting for lunch at 12:01 p.m. and reconvened at 12:41 p.m.

MANAGER FARNSWORTH

This is General Manager Farnsworth's last meeting. President Bennet acknowledged Manager Farnsworth's service to HEA as General Manager. He presented Farnsworth with resolutions from Y-W and HEA and a meter lamp from HEA.

MEETING ATTENDANCE

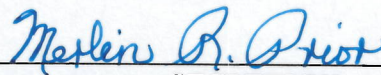
The directors discussed attendance at upcoming meetings.

Public Comment

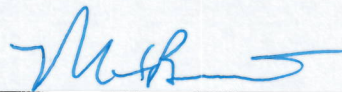
There was no public comment.

ADJOURNMENT

There being no further business to come before the meeting, the meeting was adjourned at 1:02 p.m.



SECRETARY



PRESIDENT