

**Yampa Valley Electric Association, Inc.**

Conclusion of Recessed Regular Meeting of the Board of Directors from Prior Month  
and Regular Meeting of Board of Directors  
Thursday, September 15, 2016  
2211 Elk River Road  
Steamboat Springs, Colorado

The Board of Directors of Yampa Valley Electric Association, Inc., reconvened at 2211 Elk River Road, Steamboat Springs, Colorado at 11:00 a.m. on September 15, 2016. Chairman Dean Brosious reconvened the recessed meeting of August 18, 2016. Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan. Also present were General Counsel, Tom Sharp, General Manager, Diane Johnson, and Board Secretary Larissa Wilson. After the Chairman declared that the Recessed Meeting was re-opened, there was no further business. The Chairman declared that all business of the Recessed Meeting was concluded and called for a motion to adjourn. Upon motion being made, duly seconded, and passed unanimously, the Recessed Meeting was adjourned.

**1. Call to Order**

Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan. Also present were General Counsel, Tom Sharp; General Manager, Diane Johnson; Chief Operating Officer, Steve Johnson; Manager of Accounting Services and Warehouse and Facilities, Amy Mahon; Board Secretary Larissa Wilson; Human Resources Manager, Randi Owens; Member Relations Manager, Kathy Bertrand; Communications and Public Relations Manager, Tammi Strickland.

**2. Executive Session**

After the Chairman declared the meeting open, a motion was made, duly seconded, and passed unanimously that the board of directors go immediately into an executive session under “new business” to consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider pending and potential property acquisitions, personnel matters, contract negotiations, pending or threatened litigation, and consultations with special counsel regarding pending member bankruptcies. Board members, Tom Sharp, General Counsel, and Diane Johnson, General Manager, were in attendance during such executive session. Such executive session convened at approximately 11:00 a.m., and the board ended the executive session and returned to its public meeting session at approximately 1:00 p.m.

**3. Approval of Minutes**

A motion approving the minutes from the Recessed Meeting (other than the reconvened portion of such meeting this day) was made, duly seconded, and passed unanimously.

**4. Member-Owner Comments**

There were no member-owners present.

**5. Director Comments**

The board discussed their experiences at the recent CREA Energy Innovations Summit.

Mr. Fox noted he is part of a steering committee for affordable housing. Ms. Johnson suggested that the committee bring presentations to the board, detailing different ways that the Association may be able to contribute, with emphasis on recovering costs with equity across the Association's territory.

Mr. Brosious read a letter from Ray Beck, Mayor of Craig, thanking the Association for their help updating street lighting and trimming trees in the Craig area. Mr. Brosious also noted that CARE ACRE contribution envelopes have been distributed to the board and contributions are completely voluntary.

## **INFORMATION ITEMS**

### **6. Staff Reports**

#### **A. Finance**

There were no questions.

##### **I. Wholesale Power**

There were no questions.

#### **B. Operations**

##### **I. Safety**

Mr. Johnson explained that crews using ATV's after dark were having difficulty seeing, so LED light bars were installed on the ATV's. These ATV's are also equipped with seatbelts for the safety of the crews utilizing the equipment.

##### **II. Operations**

Mr. Johnson noted crews will be working to trim and clear trees from problem areas as part of a grant awarded by the Bureau of Land Management. For this project, contract labor will be used by bid process. The areas covered by the project were on 2019 schedule but are being expedited in light of this grant.

Ms. Sheehan inquired about the use of drone technology. Mr. Johnson explained that the FAA currently only permits drone use when the pilot maintains line-of-sight with the drone. This presents a problem for the Association in this area due to the mountainous terrain.

##### **III. Engineering**

Mr. Johnson explained the technical details of the Northwest Colorado Broadband project.

Mr. Johnson also noted new street lighting is currently being tested for Yampa Street.

##### **IV. IT**

There were no questions.

#### **C. Human Resources**

There were no questions.

#### **D. Communications & PR**

Ms. Johnson described the upcoming GRID event being held at the solar array on the Steamboat Springs campus. Ms. Strickland briefed board on the event's agenda.

Ms. Strickland noted that there were five Operation Round Up opt-outs last month. Ms. Strickland also explained that Cen\$ible Energy funds are depleted, so there will be no rebates granted and also no monthly activity report until funds are replenished.

#### **E. Member Relations**

There were no questions.

#### **F. Facilities and Warehouse**

There were no questions.

#### **7. Steamboat Springs Campus Update**

Ms. Mahon provided an update on the current status of the project, the status of the interior design phase and pre-construction schematic design phase.

#### **8. AMI**

Ms. Bertrand noted the AMI project is continuing deployment as expected. There were no opt-outs for the month of August. Craig members are excited for deployment in their area.

#### **9. CREA**

Mr. McGill noted there was a meeting last month. During the meeting the board discussed the executive order anticipated to be issued by Governor Hickenlooper implementing the Clean Power Plan on a statewide basis. Also, CREA completed an analysis of its health, dental and vision plans, and noted their premiums will increase for the coming year.

#### **10. Western United**

Mr. McGill noted Western United is in its second month of its fiscal year and sales are around \$9,000,000. The distribution of patronage capital was approved.

### **ACTION ITEMS**

#### **11. Acceptance of the Financial and Statistical Reports for August**

Ms. Mahon presented the board with the financial and statistical reports for the month of August.

Ms. Mahon will report the Association's Line of Credit as its own line item on future financial and statistical reports.

It was discussed and decided upon that a budget workshop will be held with the board and staff on October 13, 2016. The workshop will be held to discuss the preliminary draft of the 2017 budget.

A motion accepting the financial and statistical reports for August was made by Mr. Ellgen, duly seconded by Mr. McClelland, and carried with a unanimous vote.

#### **12. Rush Creek Wind Settlement Agreement**

A motion giving the General Manager the authority to negotiate and sign a letter with regard to the Rush Creek Wind Settlement Agreement with the terms as discussed in Executive Session was made by Mr. McClelland, duly seconded by Mr. Ellgen, and the motion passed unanimously.

### **PENDING APPROVAL ITEMS**

#### **13. Approval of Health and Dental Insurance for 2017**

A motion approving the recommendations as outlined and presented by staff in Executive Session was made by Ms. Sheehan, duly seconded by Mr. McClelland, and the motion passed with a unanimous vote.

## **DISCUSSION ITEMS**

### **14. Open Director Discussion**

There was no Open Director Discussion.

## **OTHER ITEMS**

### **15. Unfinished Business**

The board discussed Tri-State's announcement of the closure of the Nucla and Craig Stations in 2022 and 2025, respectively. Ms. Johnson noted a community meeting is being held in Craig, to try to share information on the closures. Ms. Johnson requested direction from the board as to the position the Association should take on the issue, if any. After discussion, it was unanimously decided that the Association remain neutral on this issue.

The board discussed the status of the Peabody bankruptcy.

### **16. New Business**

Mr. Fox relayed a question asked by a member. The member would like to sign as a third-party for their new graduate but was informed recently that is not possible. Ms. Bertrand noted arrangements can be made to have an account established in the adult's name with their parents as a third party. Ms. Bertrand will follow up with Ms. Kelli Richers, Member Services Supervisor, to ensure the account is properly handled.

### **17. Recess**

A motion to recess this regular meeting of the directors of Yampa Valley Electric Association, Inc., until 11:00 am on Thursday, October 20, 2016 was made, duly seconded, and passed unanimously. The Chairman then declared this regular meeting recessed at 2:44 p.m.

### **18. Reconvening Recessed September 15, 2016 Meeting of the Board of Directors**

The Board of Directors of Yampa Valley Electric Association, Inc., reconvened at 2211 Elk River Road, Steamboat Springs, Colorado at 10:00 a.m. on September 20, 2016. Chairman Dean Brosious reconvened the recessed meeting of September 15, 2016. Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan.

### **19. Call to Order**

Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan.

### **20. Executive Session**

After the Chairman declared the meeting open, a motion was made, duly seconded, and passed unanimously that the board of directors go immediately into an executive session under "new business" to consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider pending and potential property acquisitions, personnel matters, contract negotiations, pending or threatened litigation, and consultations with special counsel regarding pending member bankruptcies. Board members, and Diane Johnson, General Manager, present from 12:30 p.m. until 2:00 p. m., were in attendance during such executive session. Such executive session convened at approximately 10:00 a.m., and the board ended the executive session and returned to its public meeting session at approximately 1:30 p.m.

### **21. Recess**

A motion to recess this meeting of the directors of Yampa Valley Electric Association, Inc., until 11:00 am on Thursday, October 20, 2016 was made, duly seconded, and passed unanimously. The Chairman then declared this special meeting recessed at 2:52 p.m.

**22. Reconvening Recessed September 15, 2016 Meeting of the Board of Directors**

The Board of Directors of Yampa Valley Electric Association, Inc., reconvened at 2211 Elk River Road, Steamboat Springs, Colorado at 1:00 p.m. on October 13, 2016. Chairman Dean Brosious reconvened the recessed meeting of September 15, 2016. Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan. Also present were General Manager, Diane Johnson; Chief Operating Officer, Steve Johnson; Manager of Accounting Services and Warehouse and Facilities, Amy Mahon; Board Secretary Larissa Wilson; Human Resources Manager, Randi Owens; and Member Relations Manager, Kathy Bertrand.

**23. Call to Order**

Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Pat McClelland, Frank Roitsch, Russell Garrity, Scott McGill, Larry Ellgen, Tom Fox and Glynda Sheehan. Also present were General Manager, Diane Johnson; Chief Operating Officer, Steve Johnson; Manager of Accounting Services and Warehouse and Facilities, Amy Mahon; Board Secretary Larissa Wilson; Human Resources Manager, Randi Owens; and Member Relations Manager, Kathy Bertrand.

**24. Executive Session**

After the Chairman declared the meeting open, a motion was made, duly seconded, and passed unanimously that the board of directors go immediately into a special meeting to review proposed 2017 budget documents, forecasts, and information. Board members, and Diane Johnson, General Manager, were in attendance during such executive session. Such executive session convened at approximately 1:00 p.m., and the board ended the executive session and returned to its public meeting session at approximately 4:30 p.m.

**25. Recess**

A motion to recess this meeting of the directors of Yampa Valley Electric Association, Inc., until 10:00 am on Thursday, October 20, 2016 was made, duly seconded, and passed unanimously. The Chairman then declared this special meeting recessed at 4:30 p.m.

---

Chairman of the Board

Dated: October 20, 2016

---

Secretary of the Board

Dated: October 20, 2016