

**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, June 22, 2017  
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 9:00 a.m. on June 22, 2017. Chairman Dean Brosious reconvened the recessed meeting of May 18, 2017. Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Larry Ellgen, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Tom Fox and Glynda Sheehan. Also present were General Counsel Levi Williamson and Bryson Fredregill, and General Manager, Diane Johnson. 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, Larry Ellgen, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Tom Fox and Glynda Sheehan. Also present were General Counsel, Levi Williamson and Bryson Fredregill; General Manager, Diane Johnson; Finance Manager, Amy Mahon; Operations Manager, Steve Johnson; Member Services Manager, Kathy Bertrand; and acting as Board Secretary, Human Resources Manager, Randi Owens.

**2. Executive Session**

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 negotiations, personnel matters, contract negotiations, pending or threatened litigation, and consultations with special counsel regarding pending member bankruptcies. Board members, General Counsel, and Diane Johnson, General Manager, were in attendance during such executive session. Such executive session convened at approximately 9:00 a.m. A motion was made, duly seconded, and passed unanimously that the board of directors exit the executive session at approximately 11:30 a.m.

**3. Member Appreciation Day**

After the Chairman declared the meeting open, a motion was made, duly seconded, and passed unanimously that the board of directors go immediately into its public meeting session. Board members; General Counsel; Diane Johnson, General Manager; Operations Manager, Steve Johnson; Finance Manager, Amy Mahon; Member Services Manager, Kathy Bertrand; and acting as Board Secretary, Human Resources Manager, Randi Owens, were in attendance during such discussion. Such discussion convened at approximately 1:00 p.m.

Board members complimented staff on a successful Member Appreciation Day.

#### **4. Approval of Minutes**

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

#### **5. Member-Owner Comments**

There were no member-owners present.

#### **6. Director Comments**

Directors discussed various upcoming meetings and conferences.

### **INFORMATION ITEMS**

#### **7. Staff Reports**

##### **A. Financial Stability**

The Financial Stability report was discussed. Board members reviewed the report and provided their recommendations to staff.

##### **B. Customer Service**

The Customer Service report was discussed. Board members reviewed the report and provided their recommendations to staff.

##### **C. Workforce Planning**

The Workforce Planning report was discussed. Board members reviewed the report and provided their recommendations to staff.

##### **D. Operational Stability**

The Operational Stability report was discussed. Board members reviewed the report and provided their recommendations to staff.

##### **E. Safety**

The Safety report was discussed. Board members reviewed the report and provided their recommendations to staff.

#### **8. CREA**

Mr. McGill provided a comprehensive update of the business conducted at the regular CREA board meeting.

Member-owners Ms. Catherine Mousley, Mr. Neil Forsyth, Ms Ruth Greenwood and Mr. Billy Greenwood joined the meeting in progress, at approximately 1:20 p.m.

#### **9. Western United**

Mr. McGill noted there was no meeting.

### **ACTION ITEMS**

#### **10. Acceptance of the Financial and Statistical Reports for May**

Ms. Mahon presented financial highlights from the month of May to the board for approval. A motion accepting financial and statistical reports for May was made by Ms. Sheehan, seconded by Mr. Brinks, and carried with a unanimous vote.

### **PENDING APPROVAL ITEMS**

There were no Pending Approval items.

**OTHER ITEMS**

**11. Unfinished Business**

There was no Unfinished Business.

**12. New Business**

A motion authorizing the General Manager to execute a lease as discussed in Executive Session, was made by Mr. McClelland, duly seconded by Mr. Brinks, and the motion passed with a unanimous vote.

A motion authorizing the General Manager to execute an extension on a pending real estate transaction as discussed in Executive Session, was made by Mr. Ellgen, duly seconded by Mr. McClelland, and the motion passed with a unanimous vote.

Member-owners were given the opportunity to address the board with concerns and questions. Member-owners and board members discussed the current status of the Association’s current operating locations in both Steamboat Springs and Craig, Colorado. Questions regarding the process for petitioning for the opportunity to serve as a board member were also addressed. Also discussed was the potential to hold functions such as Member Appreciation Day and Annual Meeting in other towns served by the Association.

Board members and staff expressed their gratitude toward Mr. Brosious for his many years served as Chairman of the Board.

**13. Recess**

A motion to recess this regular meeting of the directors of Yampa Valley Electric Association, Inc., until 10:00 am on Tuesday, July 25, 2017 was made, duly seconded, and passed unanimously. The Chairman then declared this regular meeting recessed at 2:00 p.m.

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Chairman of the Board

Dated: July 25, 2017

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Secretary of the Board

Dated: July 25, 2017