

Yampa Valley Electric Association, Inc.
Regular Meeting of Board of Directors
Tuesday, August 28, 2018
2211 Elk River Road
Steamboat Springs, Colorado

Chairman Tom Fox called the meeting to order at 9:00 a.m.

1. Call to Order

Upon calling roll, it was reported that the following directors were present: Tom Fox, Dean Brosious, Larry Ellgen, Pat McClelland, Frank Roitsch, Glynda Sheehan, Scott McGill, Jean Stetson, and Ken Rogers. Also present were General Counsel, Levi Williamson; General Manager, Steve Johnson; Engineering Manager, Benj Hoffner; Finance Manager, Amy Mahon; IT Manager, Kelli Root; Member Services Manager, Kathy Bertrand; Human Resources Manager, Randi Owens; Board Secretary, Larissa Rock.

2. Executive Session

A motion was made, duly seconded, and passed unanimously that the board of directors go immediately into an executive session to consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider YVEA program opportunities, campus renovations, personnel matters, and adjustments to employee benefits. Board members present at the meeting were in attendance during such executive session. General Counsel, General Manager, and Board Secretary were in attendance during such executive session. Director Sheehan arrived during such executive session. Director Stetson recused herself from the portions of such executive session regarding campus renovations. YVEA employee Scott Warner, and Steve and Diane Muntean of Muntean Leadership Group, were present for a portion of such executive session. Such executive session convened at approximately 9:00 a.m. A motion was made by Mr. Brosious, duly seconded by Mr. McClelland, and passed unanimously that the board of directors return to open session at approximately 2:15 p.m.

3. Approval of Minutes

A motion approving the minutes from July 24, 2018 as presented, was made, duly seconded, and passed with Mr. McGill abstaining from the vote.

4. Member-Owner Comments

There were no member-owners present.

5. Director Comments

Board members discussed the infrastructure improvement projects in the Baggs area. Board members expressed their appreciation for YVEA sponsorships at area fairs, including Hayden Daze, and the Routt County Fair mutton busting competition.

INFORMATION ITEMS

6. Staff Reports

The Financial Stability report as prepared by Amy Mahon was discussed.

The Customer Service report as prepared by Kathy Bertrand was discussed. Mr. Johnson noted that the Member Outreach team is responsible for coordinating YVEA's

sponsorship at the area fairs, including Hayden Daze, and the Routt County Fair mutton busting competition. Ms. Bertrand noted that AMI meters should be fully deployed by year-end.

The Workforce Planning report as prepared by Randi Owens was discussed. Board members and staff discussed the company's current open positions.

The Engineering and Operations report as prepared by Benj Hoffner was discussed. Board members and staff discussed the current outage detail, noting that power supplier outages were responsible for 19% of outages for the month.

The Information Technology report as prepared by Kelli Root was discussed. Ms. Root presented a comprehensive overview of the YVEA GIS/Mapwise Mapping Project. The three-year project involved multiple departments and has improved communications and technology both internally and in the field.

The Safety report as prepared by Randi Owens was discussed.

7. CREA

There was no report.

8. Western United

There was no report.

ACTION ITEMS

9. Acceptance of the Financial and Statistical Reports for the Month of July

Ms. Mahon presented financial highlights from the month of July to the board. A motion accepting financial and statistical reports for July was made by Mr. Brosious, duly seconded by Mr. McClelland, and carried with a unanimous vote.

10. Approval of Rate 50 & 52 Proposed Amendments

Mr. Williamson noted that the board previously approved the concept of the proposed amendments to Colorado rates 50 and 52, and Wyoming rate Z. Mr. Johnson added that staff is working to standardize the process for amending rules, rates, and tariffs. A motion approving revised Colorado rates 50 and 52, and Wyoming rate Z, as presented, was made by Mr. Ellgen, duly seconded by Mr. McGill, and the motion passed unanimously.

11. Approval of Adjustments to Employee Benefits

A motion authorizing the general manager to enter into a letter of agreement to adjust current employee benefits as discussed in executive session was made by Mr. Brosious, duly seconded by Mr. McClelland. Discussion followed regarding current policy as well as procedure for adjusting employee benefits. The motion passed unanimously.

12. Approval of Resolution 18-01B: Bylaw Change

Resolution 18-01B was presented to the board for approval. The resolution proposes amendments to Article VIII Section 2 of the current Association bylaws. Mr. Williamson noted that the resolution brings the bylaws in line with current Colorado state statutes.

A motion approving Resolution 18-01B as presented was made by Mr. McGill, duly seconded by Mr. Ellgen, and carried with a unanimous vote.

13. Property Transactions

A motion giving the general manager authority to enter into lease discussions and agreements for the south building of the Steamboat campus and the Brooklyn property was made by Mr. McClelland, duly seconded by Mr. McGill, and the motion passed unanimously.

A motion authorizing the general manager to pursue and proceed with projects pertaining to electric vehicle charging stations and backup generation was made by Mr. Ellgen, duly seconded by Ms. Stetson, and the motion passed unanimously.

COMMITTEE REPORTS

14. Policy Committee

There was no report.

15. Finance Committee

There was no report.

PENDING APPROVAL ITEMS

There were no pending approval items.

OTHER ITEMS

16. Unfinished Business

A motion approving the purchase of a vehicle for the general manager in accordance with board policy 1-8 was made by Ms. Stetson, duly seconded by Ms. Sheehan, and the motion passed unanimously.

17. New Business

There was no new business.

18. Adjournment

A motion to adjourn this regular meeting of the directors of Yampa Valley Electric Association, Inc., was made by Ms. Sheehan, duly seconded by Mr. McClelland, and passed unanimously. The Chairman then declared this regular meeting adjourned at 3:30 p.m.

Chairman of the Board

Dated: September 25, 2018

Secretary of the Board

Dated: September 25, 2018