

**Yampa Valley Electric Association, Inc.**  
Special Meeting of Board of Directors  
Wednesday, October 3, 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, Frank Roitsch, Glynda Sheehan, Scott McGill, Jean Stetson, and Ken Rogers. Also present were General Manager, Steve Johnson; Board Secretary, Larissa Rock; Engineering Manager, Benj Hoffner; Finance Manager, Amy Mahon; IT Manager, Kelli Root; Member Services Manager, Kathy Bertrand; Human Resources Manager, Randi Owens; and Virginia Harman, COO, Delta Montrose Electric Association. General Counsel, Mr. Levi Williamson and Mr. Bryson Fredregill, were present via telephone. Director Pat McClelland was absent.

**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 consider a business opportunity, to discuss changes to current employee benefits, and to hold discussion and consultation with Virginia Harman, COO, Delta Montrose Electric Association. Board members DMEA's broadband services; General Manager, Steve Johnson; Board Secretary, Larissa Rock; Engineering Manager, Benj Hoffner; Finance Manager, Amy Mahon; IT Manager, Kelli Root; Member Services Manager, Kathy Bertrand; Human Resources Manager, Randi Owens; and Virginia Harman, COO, Delta Montrose Electric Association, were present for such executive session. General Counsel, Mr. Levi Williamson and Mr. Bryson Fredregill, were present via telephone. Such executive session convened at approximately 9:15 a.m. A motion was made, duly seconded, and passed unanimously that the board of directors return to open session at approximately 12:00 p.m.

A motion authorizing the general manager to develop and implement a communication plan regarding the future provision of broadband services by Yampa Valley Electric Association, Inc. or a related entity, to develop and implement a pilot program for the provision of broadband services, and to engage Hackstaff and Snow to provide legal representation and analysis regarding the business structure for said pilot program, all under the terms discussed in executive session, was made by Mr. McGill, duly seconded by Ms. Sheehan, and the motion passed with a unanimous vote.

A motion approving the increase to the employer contribution to employee benefits from 80% to 85%, and increasing the employee wellness benefit from \$920 to \$1000, as described by the general manager in executive session, was made by Mr. Rogers, duly seconded by Mr. McGill, and the motion passed with a majority vote.

**3. Adjournment**

A motion to adjourn this special meeting of the directors of Yampa Valley Electric Association, Inc., was made, duly seconded, and passed unanimously. The Chairman then declared this regular meeting adjourned at 12:30 p.m.

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Chairman of the Board

Dated: September 25, 2018

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Secretary of the Board

Dated: September 25, 2018

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