

**Yampa Valley Electric Association, Inc.**  
Regular Meeting of Board of Directors  
Wednesday, October 31, 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, and Jean Stetson. Also present were General Counsel, Bryson Fredregill; 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. YVEA employees Emily Meek and Rex Stafford were also present. Director Ken Rogers 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 discuss and consider a confidential YVEA business opportunity, YVEA financial forecast discussions, and Craig and Steamboat campus renovations. Board members present at the meeting, General Manager, and General Counsel were in attendance during such executive session. Board Secretary, Finance Manager, Amy Mahon, and Facilities Supervisor Scott Warner were in attendance during portions of such executive session. Mr. McGill recused himself from portions of the meeting concerning a confidential YVEA business opportunity. 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 1:00 p.m.

**3. Approval of Minutes**

The board reviewed the minutes from the September 25, 2018 regular monthly board meeting, and October 3, 2018 and October 17, 2018 special board meetings.

A motion approving the minutes from September 25, 2018, as presented, was made by Ms. Stetson, duly seconded by Mr. McClelland, and passed unanimously.

A motion approving the minutes from October 3, 2018, as presented, was made by Mr. Brosious, duly seconded by Ms. Stetson, and passed unanimously.

A motion approving the minutes from October 17, 2018, as presented, was made by Ms. Sheehan, duly seconded by Mr. McClelland, and passed unanimously.

**4. Member-Owner Comments**

Mr. Fox welcomed YVEA lineman Mr. Rex Stafford, and YVEA Accounting Supervisor, Ms. Emily Meek.

**5. Director Comments**

Board members and staff discussed the CREA Energy Innovations Summit that was held October 29, 2018, in Denver, Colorado.

## **INFORMATION ITEMS**

### **6. Staff Reports**

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

The Customer Service report as prepared by Kathy Bertrand was reviewed and discussed. Ms. Bertrand noted that the member who expressed his concern regarding seasonal billing during the September regular board meeting worked with Member Services Representatives to resolve his billing issue.

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

The Engineering and Operations report as prepared by Benj Hoffner was reviewed and discussed.

The Information Technology report as prepared by Kelli Root was reviewed and discussed.

The Safety report as prepared by Randi Owens was reviewed and discussed.

### **7. CREA**

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

### **8. Western United**

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

### **9. 2019 Preliminary Budget Presentation**

Ms. Mahon presented the preliminary 2019 budget, highlighting key increases or decreases in spending proposed for 2019. Mr. Johnson explained that this is the preliminary draft budget, staff will return with any requests for modifications in November, and the final approval of the budget will take place in December.

### **10. Broadband Discussion**

There was no discussion.

## **ACTION ITEMS**

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

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

### **12. Approval of Retirement of Capital Credits**

Ms. Mahon noted that this retirement is the second half of the initial retirement that was approved at the April regular board meeting. A motion approving additional capital credit retirement in the amount of \$1,215,091.98 or 40% of unretired capital credits, being retired from a portion of the unpaid capital credits accrued for the calendar year 2001 was made by Mr. Brosious, duly seconded by Mr. McGill, and the motion passed with a unanimous vote.

### **13. Property Transactions**

A motion authorizing the general manager to enter into a Letter of Intent with HLCC for construction of the Steamboat Springs campus warehouse per the construction plan Phase II as described in executive session was made by Mr. Brosious, duly seconded by Mr. Ellgen, and the motion passed with a unanimous vote.

The board, by consensus, directed the General Manager to proceed with engagement of an architect for the Steamboat Springs campus warehouse Phase II project as previously authorized under the 2018 YVEA Budget.

**COMMITTEE REPORTS**

**14. Policy Committee**

There was no report.

**15. Finance Committee**

Ms. Stetson noted that the committee met briefly to discuss a draft financial policy. The committee plans to meet again after the strategic planning sessions scheduled for November 1 and 2, 2018.

**PENDING APPROVAL ITEMS**

There were no pending approval items.

**OTHER ITEMS**

**16. Upcoming Meetings**

There was no discussion.

**17. Unfinished Business**

There was no unfinished business.

**18. New Business**

There was no new business.

**19. Adjournment**

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

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Chairman of the Board

Dated: November 27, 2018

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Secretary of the Board

Dated: November 27, 2018