

**Yampa Valley Electric Association, Inc.**  
Regular Meeting of Board of Directors  
Tuesday, December 18, 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, Ken Rogers, 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.

**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 the General Manager's Report, a confidential YVEA business opportunity, personnel matters, YVEA 2019 budget discussions, Broadband development and Craig and Steamboat campus renovations. Board members were present at the meeting, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Such executive session convened at approximately 9:10 a.m. A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session and take a brief recess at approximately 12:30 p.m. A motion was made, duly seconded, and passed unanimously that the board of directors return to open session at approximately 1:15 p.m.

**3. Approval of Minutes**

The board reviewed the minutes from the November 27, 2018 regular monthly board meeting.

A motion approving the minutes from November 27, 2018, as amended, was made by Ms. Stetson, duly seconded by Mr. McClelland, and passed unanimously.

**4. Member-Owner Comments**

There were no member-owners present.

**5. Director Comments**

Board members and staff discussed the YVEA company holiday party that was held on December 1, 2018, in Steamboat Springs, 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.

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

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 Kevin Inman was presented by Randi Owens. The report 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**

There was no discussion.

**ACTION ITEMS**

**9. Acceptance of the Financial and Statistical Reports for the Month of November**

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

**10. Approval of 2019 Association Budget**

A motion approving the 2019 budget was made by Ms. Stetson, duly seconded by Mr. Roitsch, and the motion passed with a majority vote.

**11. Approval of Write-off of Uncollectible Accounts**

Ms. Mahon noted that uncollectible accounts are now paid quarterly utilizing funds from unclaimed capital credits as described in Association bylaws. A motion approving the write-off of uncollectible accounts was made by Mr. McClelland, duly seconded by Mr. McGill, and the motion passed unanimously.

**12. Property Transactions**

There were no transactions.

**13. Broadband Discussion**

A motion authorizing the General Manager to negotiate entry into an agreement with Northwest Colorado Council of Governments for YVEA's entry into project THOR, under terms discussed in executive session and subject to final approval of the agreement by the YVEA Board of Directors, was made by Mr. McClelland, duly seconded by Mr. McGill, and the motion passed unanimously.

A motion authorizing the General Manager to proceed with the establishment of an entity and brand for the provision of broadband services under the terms discussed in executive session, was made by Mr. Rogers, duly seconded by Ms. Stetson, and the motion passed unanimously.

**COMMITTEE REPORTS**

**14. Policy Committee**

There was no report.

**15. Finance Committee**

Board members and staff discussed reviewing and finalizing the draft financial policy, including recommendations for a capital credit allocation and retirement strategy, and rate design.

**PENDING APPROVAL ITEMS**

There were no pending approval items.

**OTHER ITEMS**

**16. Upcoming Meetings**

There was no discussion.

**17. Unfinished Business**

Mr. Johnson provided an update on the November 24, 2018 outage in Hayden, Colorado. The outage was caused by a storm and lasted approximately 80 minutes, affecting many area businesses that do not utilize backup generation. Board members and staff discussed the Association’s current efforts and expectations to improve reliability.

**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. Brosious, duly seconded by Mr. Ellgen, and passed unanimously. The Chairman then declared this regular meeting adjourned at 2:30 p.m.

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Chairman of the Board

Dated: January 22, 2019

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Secretary of the Board

Dated: January 22, 2019