

Yampa Valley Electric Association, Inc.
Regular Meeting of Board of Directors
Tuesday, May 28, 2019
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, Scott McGill, Frank Roitsch, Ken Rogers, Glynda Sheehan, and Jean Stetson. Also present were General Counsel, Levi Williamson; General Manager, Steve Johnson; Finance Manager, Amy Mahon; Engineering Manager, Benj Hoffner; Member Services Manager, Kathy Bertrand; IT Manager, Kelli Root; Human Resources Manager, Randi Owens; Operations Manager, John Cromer; Broadband Manager, Alan Van Buskirk; and Board Secretary, Larissa Rock.

2. Executive Session

A motion was made, duly seconded, and passed unanimously that the board of directors go 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, Broadband development, personnel matters, and the process for proposing amendments to the YVEA bylaws related to director qualifications and removal. Board members, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Human Resources Manager, Randi Owens was present for portions of the meeting regarding personnel matters. Such executive session convened at approximately 9:00 a.m. A motion was made, duly seconded, and passed unanimously that the board of directors take a twenty-minute recess at approximately 11:00 a.m. A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session and return to open session at approximately 1:00 p.m.

3. Approval of Minutes

The board reviewed and discussed the minutes from the April 23, 2019 regular monthly board meeting.

A motion approving the minutes from April 23, 2019, as presented, was made by Mr. McGill, duly seconded by Mr. McClelland, and passed unanimously.

4. Member-Owner Comments

The board welcomed Chuck Grobe to the meeting.

5. Director Comments

Mr. McGill noted he was contacted by a member who received a disconnect notice after making payment. Ms. Bertrand responded that the disconnect notices are sent automatically and not connected to the payment system, adding that she will follow-up with the member.

Board members and staff discussed the "Stop or Start Service" feature of the Association's website. Ms. Bertrand will work with staff to clarify instructions on the page.

Mr. Brosious noted that members in Craig are excited to know that Luminate Broadband will be offering services to the area.

INFORMATION ITEMS

6. General Manager's Report

There was no report.

7. Staff Reports

The Financial Stability report as prepared by Amy Mahon was reviewed and discussed. Ms. Mahon clarified for board members the purpose of the fleet committee and its members. Mr. Fox congratulated staff on the acceptance by the City of Steamboat Springs planning commission of the Steamboat campus Phase II building plan.

The Customer Service report as prepared by Kathy Bertrand was reviewed and discussed. Board members and staff discussed the current number of AMI opt-outs and plans to focus on retention strategies during the upcoming cost of service study. Mr. Fox noted that Operation Round Up currently has approximately \$55,000 in funding and \$85,000 in requests from grant applicants.

The Workforce Planning report as prepared by Randi Owens was reviewed and discussed. Board members and staff discussed the current open positions in the Craig and Steamboat offices. Board members and staff also discussed the Association's 2019 scholarship recipients. Ms. Owens noted that there were nine high school recipients and two undergraduate recipients. Mr. Cromer noted that a Cheers with a PEER happy hour was held at the bowling alley in Craig, with Ms. Owens adding that the same event was held in Steamboat Springs. The happy hour events were held to give employees an opportunity to spend time together outside of their daily work schedules. Ms. Rock explained that YVEA employees have an opportunity to have their art displayed at both campuses through the Kodachrome project. Employees may submit photos quarterly, with select photos being mounted and displayed at either the Steamboat or Craig campus.

The Engineering report as prepared by Benj Hoffner was reviewed and discussed. Board members and staff discussed the current projects in process, briefly discussing the various projects that have been slow to progress, pending information from Xcel Energy.

The Operations report as prepared by John Cromer was reviewed and discussed. Board members expressed their gratitude for crews and staff working extended hours to repair infrastructure and restore power during the recent spring storm outages.

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.

Mr. Johnson noted that the Association received two creative writing awards from CREA.

8. CREA

Mr. McGill provided a comprehensive update of the business conducted at the regular CREA board meeting. Board members and staff discussed the various conferences and educational opportunities provided by NRECA and CREA, and ways to maximize the benefit of these opportunities.

9. Western United

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

ACTION AND DISCUSSION ITEMS

10. Acceptance of the Financial and Statistical Reports for April 2019

Board members and staff reviewed the unaudited financial highlights from the month of April 2019.

A motion accepting the financial and statistical reports from the month of April 2019, was made by Mr. Brosious, duly seconded by Mr. Roitsch, and the motion passed unanimously.

11. Broadband Discussion

A motion accepting the Shared Services Agreement between YVEA and Luminate Broadband, designating the Board Chair to sign the agreement, was made by Mr. Brosious, duly seconded by Mr. McClelland, and the motion passed unanimously.

12. Consideration of Resolutions Proposing Bylaw Amendments Regarding Director Qualification and Removal to the Membership

Board members reviewed proposed variations of Resolution 19-03. The resolution proposes amendments to Association bylaws regarding the qualifications to become director, and the process for removal of a director. A motion approving resolutions 19-03 R1 and Q1B as presented was made by Mr. Brosious and duly seconded by Mr. McClelland. Discussion followed regarding variations to the resolution. A vote was taken and the motion passed with Mr. Roitsch and Mr. McGill opposed.

13. Property Transactions

There were no transactions.

14. 2019 Annual Meeting of Members: Review of Agenda

Board members and staff reviewed the tentative agenda for the 2019 Annual Meeting of Members which will be held at the Steamboat Springs High School.

COMMITTEE REPORTS

15. Finance Committee

Ms. Mahon noted that the rate study results have been received and revenue requirements are complete. A committee meeting to discuss the results and requirements will be held prior to the July regular monthly board meeting.

PENDING APPROVAL ITEMS

There were no pending approval items.

OTHER ITEMS

16. Upcoming Meetings

Board members briefly discussed plans to begin the process of scheduling a strategic planning meeting.

17. Unfinished Business

There was no unfinished business.

18. New Business

There was no new business.

Mr. Grobe left the meeting.

19. Executive Session

A motion was made, duly seconded, and passed unanimously that the board of directors go into an executive session to receive legal advice and consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider proposed amendments to various YVEA board policies. Board members, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Such executive session convened at approximately 2:20 p.m. A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session and return to open session at approximately 2:40 p.m.

20. Policy Committee

Board members and staff reviewed the proposed revisions to various board policies as presented by the policy committee.

Policy 1-2

The board reviewed revised Board Policy 1-2. The Board removed the proposed addition of “anticipated” and approved the Policy with no revisions.

Policy 1-12

The board reviewed Board Policy 1-12. Section 7 of the Policy Statement was revised to change “shall” to “may”.

Policy 5-7

The board reviewed Board Policy 5-7. Section 3 of the Policy Statement was revised, changing “Donations shall not be made for political purposes” to “Contributions of any kind shall not be made for religious, partisan political purposes, or special interests contrary to the goals and interests of the Association”.

Policy 6-1

The board reviewed Board Policy 6-1. No changes were proposed to the current policy.

Policy 6-2

The board reviewed Board Policy 6-2. No changes were proposed to the current policy.

Policy 6-3

The board reviewed Board Policy 6-3. The policy was further revised to delete “rather than with members, customers, or the general public”.

Policy 7-1

The board reviewed Board Policy 7-1. Section. “Ski pass” was removed from the policy.

Policy 7-2

The board reviewed Board Policy 7-2. No changes were proposed to the current policy.

Policy 7-6

The board reviewed Board Policy 7-6. The policy was further revised to delete Section 2 of the Policy Statement section, revising the section to read as follows: “The act of making allegations with knowledge of their falsity, will be viewed as a serious offense that may be pursued through the disciplinary process up to termination for employees.”

Policy 7-11

The board reviewed Board Policy 7-11. The Policy Statement was revised to include, “Yampa Valley Electric will establish procedures to guide employees and directors as to the appropriate use of social media”.

A motion approving the proposed policy revisions as presented and recommended by legal counsel as discussed in executive session was made by Mr. McGill, duly seconded by Mr. Ellgen, and the motion passed with a unanimous vote.

21. Adjournment

A motion to adjourn this regular 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 3:00 p.m.

Chairman of the Board

Dated: June 25, 2019

Secretary of the Board

Dated: June 25, 2019