

Yampa Valley Electric Association, Inc.
Regular Meeting of Board of Directors
Tuesday, July 23, 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, Sonja Macys, Scott McGill, Patrick Delaney, Ken Rogers, Glynda Sheehan, Jean Stetson, and Larry Ellgen. Also present were General Counsel, Bryson Fredregill; General Manager, Steve Johnson; 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, property development, Wyoming Public Service Commission inspection report, and proposed amendments to the YVEA Bylaws. Board members, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. 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 thirty-minute recess at approximately 11:30 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 1:15 p.m.

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; and Broadband Manager, Alan Van Buskirk entered the meeting.

3. Approval of Minutes

The board reviewed the minutes from the June 25, 2019 regular monthly board meeting.

A motion approving the minutes from June 25, 2019, as presented, was made by Mr. Ellgen, duly seconded by Ms. Stetson, and passed unanimously.

4. Member-owner Comment

There were no member-owners present.

5. Director Comments

Mr. McGill noted that he attended a portion of the CREA youth camp at Glen Eden resort in Clark, CO, as well as the CFC directors' forum in New York City.

INFORMATION ITEMS

6. General Manager's Report

The General Manager's report as prepared by Steve Johnson was reviewed and discussed.

7. Staff Reports

The Financial Stability report as prepared by Amy Mahon was reviewed and discussed. Ms. Mahon provided clarification as to how the financial benchmarks are established.

The Customer Service report as prepared by Kathy Bertrand was reviewed and discussed. Board members and staff discussed the customer traffic through the Craig and Steamboat offices. Ms. Bertrand noted that staff has staggered their lunch times in order to accommodate mid-day customer phone calls.

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.

The Engineering report as prepared by Benj Hoffner was reviewed and discussed. Board members and staff discussed the construction work plan's current projects in process.

The Operations report as prepared by John Cromer 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. Board members and staff discussed the live line demonstration trailer trainings held during the month of June. Board members and staff also reviewed a near miss incident during the month of June involving a contractor, as well as the operation, safety, and security of information transmitted via SCADA.

8. CREA

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

9. Western United

Mr. McGill noted that there was no board meeting.

ACTION AND DISCUSSION ITEMS

10. Election of Officers

A motion retaining the current slate of officers was made by Ms. Sheehan. Ms. Sheehan rescinded her motion. Ms. Macys commented on YVEA's practice of selecting the CFO as the treasurer of the Association. Mr. Brosious noted that the Association board is the equivalent of a corporate board, where the treasurer is often a staff member. Discussion on this topic followed.

Mr. Johnson recommended that Mr. Hoffner assume the role of Vice President.

Board and staff discussed the requirements and time commitment of the board chair position. A motion approving Mr. Fox as board chair, Mr. Ellgen as board vice chair, Mr. Johnson as President, Mr. Hoffner as Vice President, Ms. Mahon as Treasurer, and Ms. Rock as Secretary was made by Ms. Sheehan, and duly seconded by Mr. Delaney. The motion passed with Ms. Macys opposed.

11. Committee Appointments

Mr. Fox appointed the Policy and Finance Committees as follows.

Policy Committee members: Mr. McGill, Ms. Sheehan, Mr. Rogers, Mr. Fox, and Mr. Johnson.

Finance Committee members: Ms. Stetson, Mr. Brosious, Mr. Ellgen, Mr. Fox, Ms. Mahon, and Mr. Johnson.

A motion confirming the appointment of the Policy Committee as presented was made by Mr. Brosious, duly seconded by Ms. Macys, and the motion passed unanimously.

A motion confirming the appointment of the Finance Committee as presented was made by Mr. McGill, duly seconded by Ms. Macys, and the motion passed unanimously.

12. Acceptance of the Financial and Statistical Reports for June 2019

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

A motion accepting the financial and statistical reports from the month of June 2019, was made by Mr. Ellgen, duly seconded by Ms. Sheehan, and the motion passed unanimously.

13. Resolution to Adopt Updated 457b Plan

Board members and staff discussed staff's request to adopt an updated 457b non-qualified deferred compensation plan. Board members requested more information on the plan before approving. Ms. Owens will present more information on the plan at the August regular monthly board meeting.

14. Approval of Operation Round Up Board Member Recommendation

The Operation Round Up Board of Directors reviewed four letters of interest submitted for recommendation to fill one Operation Round Up director vacancy. The Operation Roundup Board recommended Cindy Svendson to fill Betse Grassby's position as Ms. Grassby has fulfilled her two-term limit on the board. A motion approving Ms. Svendson for the position on the board of directors of Operation Round Up was made by Mr. Ellgen, duly seconded by Mr. Fox and the motion passed unanimously.

15. Other Action Items

Board members discussed designating a standing start time of the open session portion of the regular monthly board meeting. Mr. Fox noted that members are always allowed the opportunity to address the board regardless of their arrival time.

A motion authorizing the board chair to determine the start of the regular monthly board meeting, provided there is notice of said meeting in accordance with Colorado law and the bylaws, designating 12:00 p.m. as start of the open session portion of the meeting, and authorizing a second regular, discretionary executive session as an item near the end of the regular meeting agenda was made by Mr. Brosious, duly seconded by Ms. Macys and the motion passed unanimously.

A motion authorizing the board chair to negotiate and execute a contract with the general manager under the terms discussed in executive session was made by Mr. Brosious, duly seconded by Ms. Stetson, and the motion passed 7-0, with Ms. Macys and Mr. Delaney abstaining from the vote.

16. Bylaw Amendments

There was no discussion.

17. Property Transactions

There were no transactions.

18. Broadband Discussion

Mr. Van Buskirk provided an update on Luminate Broadband progress.

COMMITTEE REPORTS

19. Policy Committee

There was no report.

Mr. McGill requested that committee members meet briefly after the meeting to discuss a date for a meeting in August.

20. Finance Committee

There was no report.

Ms. Stetson noted that the committee will meet after the strategic planning session and cost of service study have been discussed.

PENDING APPROVAL ITEMS

There were no pending approval items.

OTHER ITEMS

21. Upcoming Meetings

Board members discussed possible dates and locations of the 2020 Annual Meeting of Members.

Board members discussed moving the date of the December regular monthly board meeting. It was agreed upon to move the December monthly meeting from December 24, to December 10.

Board members discussed moving the date of the September regular monthly board meeting. It was agreed upon to not move the September meeting.

22. Unfinished Business

There was no unfinished business.

23. New Business

Ms. Macys and Mr. Johnson discussed reviewing the Association’s current Purchase Power Agreement.

24. 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 3:45 p.m.

Chairman of the Board

Dated: August 27, 2019

Secretary of the Board

Dated: August 27, 2019