

Yampa Valley Electric Association, Inc.
Regular Meeting of Board of Directors
Tuesday, January 22, 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, Frank Roitsch, Glynda Sheehan, 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; Operations Manager, John Cromer; Board Secretary, Larissa Rock. Director Scott McGill entered the meeting during executive session.

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, Broadband development, personnel matters, and Craig and Steamboat campus renovations. Board members present at the meeting, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Director Scott McGill was present during portions of 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 12:15 p.m. A motion was made, duly seconded, and passed unanimously that the board of directors return to open session at approximately 12:30 p.m.

3. Approval of Minutes

The board reviewed the minutes from the December 18, 2018 regular monthly board meeting.

A motion approving the minutes from December 18, 2018, as amended, was made by Ms. Stetson, duly seconded by Mr. McClelland, and passed unanimously.

4. Member-Owner Comments

The board welcomed member-owner Mr. Norman Weaver, P.E., of InterWeaver Consulting.

5. Director Comments

Board members and staff discussed YVEA's Operation Round Up Program. Mr. Brosious noted that there was a very positive article covering the program recently published in the Baggs, Wyoming newspaper. Mr. Fox noted that the Operation Round Up board of directors receives many letters of appreciation from recipients, as well as letters from applicants in need.

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. Board members and staff discussed the development status of YVEA's scholarship program.

The Engineering report as prepared by Benj Hoffner was reviewed and discussed. Board members and staff discussed the company's current open projects.

The Operations report as prepared by John Cromer was reviewed and discussed. Board members and staff discussed the recent weather-related outage that affected areas in Craig and Steamboat.

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 congratulated staff on having zero OSHA recordable incidents for 2018.

7. CREA

Mr. McGill noted there was no regular CREA board meeting.

8. Western United

Mr. McGill noted there was no regular Western United board meeting.

ACTION ITEMS

9. Acceptance of the Financial and Statistical Reports for the Month of December

Ms. Mahon presented the preliminary and unaudited financial highlights from the month of December to the board. Board members reviewed the reports. Ms. Mahon noted that the monthly financial and statistical reports will be presented to the board for approval at the March regular monthly board meeting, pending final audit approval.

10. Approval of Allocation of Funds for Deceased Members Capital Credits

A motion approving the 2019 Allocation of funds for deceased members capital credits not to exceed \$120,000.00 was made by Mr. Brosious, duly seconded by Mr. McGill, and the motion passed with a unanimous vote.

11. Property Transactions

There were no transactions.

12. Broadband Discussion

A motion authorizing the General Manager to negotiate and execute a contract with NRTC/Pulse Broadband, LLC, for final development, material requisition, and construction of the Phase 1 Pilot Project within the amount previously authorized for the Phase 1 Pilot Project was made by Mr. McClelland, duly seconded by Mr. Roitsch, and the motion passed unanimously.

A motion authorizing the General Manager to negotiate inclusion in its contract with Pulse Broadband, LLC. business case development for Phase 2 of broadband deployment for an amount not to exceed \$65,000.00, was made by Ms. Sheehan, duly seconded by Mr. Rogers, and the motion passed unanimously.

A motion authorizing the General Manager to negotiate and enter into a Letter of Intent and Non-Disclosure Agreement for the purpose of engaging in due diligence for acquisition of broadband assets under the terms as discussed in executive session was made by Ms. Stetson, duly seconded by Mr. Roitsch, and the motion passed unanimously.

A motion authorizing the General Manager to negotiate and enter into a Letter of Intent with Northwest Colorado Council of Governments as presented in executive session but subject to a revision of the obligation to enter into a contract with the Northwest Colorado Council of Governments by December 31, 2018, to a later date and subject to final approval of the contract with the Northwest Colorado Council of Governments by the YVEA Board of Directors, was made by Mr. McGill, duly seconded by Ms. Sheehan, and the motion passed unanimously.

COMMITTEE REPORTS

13. Policy Committee

Policy 2-1

The board reviewed Board Policy 2-1. No changes were proposed to the current policy.

Policy 2-2

The board reviewed revised Board Policy 2-2. Policy 2-2, Section 5, was revised further, replacing, “applicable fees and deposits may be charged to become a member” with, ” applicable fees and deposits may be charged for service.”

Policy 2-5

The board reviewed revised Board Policy 2-5. Discussion was held regarding the prevailing entity in the event of a code conflict. Policy 2-5, Section 1 was revised further, to include the statement, “In the instance of a conflict between the National Electric Safety Code, National Electrical Code, the State Electrical Board, YVEA shall comply with the National Electric Safety Code.”

Policy 4-1

The board reviewed revised Board Policy 4-1. Discussion was held regarding employee use of YVEA equipment and property.

Policy 4-2

The board reviewed revised Board Policy 4-2. No further revisions were proposed to the presented revised policy.

Policy 4-5

The board reviewed revised Board Policy 4-5. No further revisions were proposed to the presented revised policy.

Policy 4-6

The board reviewed revised Board Policy 4-6. No further revisions were proposed to the presented revised policy.

Association Objectives Statement

The board reviewed the revised Objectives Statement. No further revisions were proposed to the presented revised statement.

Association Mission, Vision, and Core Values Statement

The board reviewed the revised Mission, Vision, and Core Values Statement. No further revisions were proposed to the presented revised statement.

A motion approving Board Policy 2-1 as presented; and Board Policies 2-2, 2-5, 4-1, 4-2, 4-5, 4-6 as revised; and Association Objectives and Mission, Vision, and Core Values statements as revised, was made by Mr. McClelland, duly seconded by Mr. Ellgen, and the motion passed unanimously.

14. Finance Committee

The Finance Committee discussed scheduling a financial workshop prior to the February regular monthly board meeting, and an audit review meeting prior to the March regular monthly meeting.

PENDING APPROVAL ITEMS

There were no pending approval items.

OTHER ITEMS

15. Upcoming Meetings

Board members and staff discussed upcoming NRECA, CREA, and YVEA committee meetings.

16. Unfinished Business

There was no unfinished business.

17. New Business

There was no new business.

18. 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 a confidential broadband development and association-owned property matters. Board members present at the meeting, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Such executive session convened at approximately 2:15 p.m. A motion was made, duly seconded, and passed unanimously that the board of directors return to open session at approximately 3:18 p.m.

A motion authorizing Mr. Fox to execute a consent for a conflict of interest consent for Williamson and Associates, Ltd. to represent YVEA, and Luminare Fiber was made by Mr. Brosious, duly seconded by Mr. Roitsch, and the motion passed unanimously.

19. 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 3:30 p.m.

Chairman of the Board

Dated: February 26, 2019

Secretary of the Board

Dated: February 26, 2019

