

YAMPA VALLEY ELECTRIC ASSOCIATION, INC.
2019 ANNUAL MEETING OF MEMBERS

The Annual Meeting of Members of Yampa Valley Electric Association, Inc. was held at the Steamboat Springs High School, in Steamboat Springs, Colorado at 3:30 p.m. on Wednesday, June 25, 2019.

Mr. Tom Fox, Chairman of the Board, called the meeting to order and announced that 102 members were registered, which constituted a quorum for the transaction of all business.

Ms. Larissa Rock read the Affidavit of Mailing, the Notice of the Annual Meeting, and the Proof of Publication.

Members then recited the Pledge of Allegiance.

Next, the invocation was given by Pastor Becky Sharp, from Euzoa Bible Church in Steamboat Springs, Colorado.

Mr. Fox introduced the Board of Directors; the Association's attorney, Mr. Bryson Fredregill; and Association General Manager, Mr. Steve Johnson.

Mr. Fox introduced special guests in attendance, YVEA retirees, and YVEA managers.

Mr. Fox called for the announcement of the appointed Teller Committee. Mr. Ellgen announced that Ms. Kathy Bertrand, Ms. Randi Owens, and Ms. Kelli Root were appointed to the committee, with Ms. Bertrand acting as chair of the committee. Mr. Ellgen reminded candidates that each has the option to designate an observer to join committee during the counting of the ballots.

Mr. Ellgen then announced the director districts open for election: District 4, Mr. Dean Brosious and Mr. Chuck Grobe; District 5, Mr. Frank Roitsch and Mr. Patrick Delaney; and District 7, Mr. Jeremy Behling, and Ms. Sonja Macys. Mr. Ellgen then gave candidates the opportunity to speak. Candidates addressed the membership with their comments.

Mr. Fox returned to the podium and introduced Association attorney, Mr. Bryson Fredregill, who then explained the process for voting on the two items presented to the membership for a vote by those present at the meeting. Mr. Fredregill explained that the Association's Articles of Incorporation are in need of restatement because of the legibility of the documents and to consolidate past amendments into a single document. The restatement will also include an amendment to the title of the Articles of Incorporation and to Section II (f) of the Articles of Incorporation designed to clarify the intent of a prior amendment regarding the objects and purposes for which Yampa Valley Electric Association, Inc. is formed. The restatement will incorporate all prior and contemporary amendments into a single document. Mr. Fredregill explained the process for approving the proposed amendments, noting that the requirements for the vote as stated in Association bylaws had been met. Mr. Fredregill explained the format of the ballot and the process for casting a vote.

Mr. Fredregill then announced the proposed amendments to Section 7 of Article I and Section 2 of Article III the Association bylaws that were presented to the membership for a vote by those present at the meeting. Mr. Fredregill explained the process for approving the proposed amendments, noting that the requirements for presenting the ballot to the membership for a vote at the meeting as stated in Association bylaws had been met. Mr. Fredregill explained that the proposed amendments to Association bylaws would expand the qualifications to become director and the process for discipline and/or removal of a director. Mr. Fredregill explained the format of the ballot and the process for casting a vote.

The floor was opened for questions from the membership. Members addressed the board and Mr. Fredregill with their questions and comments. Mr. Fredregill addressed questions regarding the mailing of the notice, as well as tabling the vote. Mr. Fredregill noted that notice was provided in accordance with the bylaws and that the board did consider a request to table the vote but elected to proceed with the vote.

Mr. Ellgen returned to the podium and called for all completed ballots to be cast. Members of the Teller Committee collected the ballots. Mr. Ellgen then called for designated observers to join the committee to observe the counting of the ballots. Ms. Julie Grobe and Mr. Scott Ford joined the committee to observe the counting of the ballots.

Mr. Fox returned to the podium and called upon Ms. Rock to present the Secretary's report. Upon the motion being duly made and seconded, the following resolution was adopted:

RESOLVED that the minutes of the 2018 Annual Meeting of Members are approved.

Mr. Fox called upon Ms. Amy Mahon to present the Treasurer's report. Ms. Mahon referred members to their copies of the Financial Report as of December 31, 2018 as presented in the Annual Report. The Balance Sheet and the Receipt and Expense Report were then reviewed. Ms. Mahon also presented the favorable audit opinion from the CPA audit firm of Bolinger, Segars, Gilbert, & Moss, LLP.

Mr. Fox congratulated Ms. Mahon and staff for a successful and clean audit and called for a motion to accept the Treasurer's Report as presented. Upon the motion being duly made and seconded the following resolution was unanimously adopted:

RESOLVED that the Treasurer's Report be accepted as presented.

Mr. Fox returned to the podium, introduced Mr. Pat McClelland, and presented him with an award for his 18 years of service as director. Mr. McClelland addressed the membership with his thanks and gratitude for the opportunity to serve YVEA for six terms.

Mr. Fox addressed the membership, offering brief explanations of the various programs offered by YVEA, including the launch of Luminare Broadband; the construction of two solar gardens; the transformation of Operation Round Up program, formally Caring Consumers; the Cen\$ible Energy and Smarthub programs; and the implementation of two EV charging stations at the Steamboat and Craig YVEA campuses.

Mr. Fox then explained the benefits of the Operation Round Up program and introduced two of the 2018 Operation Round Up grant recipients: Steamboat Creates, formerly Steamboat Springs Arts Council; and the Valley Community Center of Baggs, Wyoming. Ms. Kim Keith, and Ms. Dagny McKinley of Steamboat Creates presented to the membership the lighting upgrades at the Art Depot in Steamboat Springs. Valley Community Center of Baggs, Wyoming sent a video that was presented to the membership, and Ms. Sheehan thanked Operation Round Up on behalf of the center.

Mr. Fox then turned the podium over to Mr. Johnson who welcomed members and guests, thanking all of the members who participate in Operation Round Up. Mr. Johnson thanked Mr. McClelland for his dedication and years of service to YVEA. Mr. Johnson then offered his report as General Manager, focusing on embracing the past and cherishing past challenges, while looking to the future and focusing on change management. Mr. Johnson noted that YVEA's core value of providing safe, reliable, and affordable electricity will not change.

Ms. Rock returned to the podium to introduce the door prize drawings. Members with winning tickets were presented with either a gift from Murdoch's of Craig or Walmart of Steamboat; or a gift card sponsored by Western United, ESC Engineering, or Xcel Energy.

Mr. Ellgen called for the results of the director election. Ms. Bertrand then announced the results of the director district elections for districts 4, 5, and 7.

In Director District 4, Mr. Dean Brosious received 1665 votes, Mr. Chuck Grobe received 1295 votes, therefore Mr. Brosious was declared elected for the Director District 4 position.

In Director District 5, Mr. Frank Roitsch received 896 votes, Mr. Patrick Delaney received 2170 votes, therefore Mr. Delaney was declared elected for the Director District 5 position.

In Director District 7, Mr. Jeremy Behling received 1297 votes and Ms. Sonja Macys received 1720 votes, therefore Ms. Macys was declared elected for the Director District 7 position.

On the matter of the proposed amendments to the Association bylaws, 42 members present voted yes in favor of adoption, 67 members present voted no, against adoption, therefore the proposed bylaw amendments were not adopted.

On the matter of the amendment and restatement of Articles of Incorporation, 62 members present voted yes in favor of adoption, 45 members present voted no, against adoption, therefore the amended and restated Articles of Incorporation were declared adopted.

The floor was opened for member questions and comments. Mr. Johnson addressed questions and comments regarding the Association's resource mix, electric vehicles and EV charging stations, meeting location and date, director election and voting process, and the standby generator program were addressed.

Mr. Fox called for any unfinished business. Mr. Fox thanked Mr. Roitsch for his years of service as director.

Mr. Fox called for any new business. There was no new business.

Mr. Fox thanked YVEA staff for their coordination of the Annual Meeting, and thanked members for their comments.

Mr. Fox announced the conclusion of the Annual Meeting of Members of Yampa Valley Electric Association, Inc. for June 25, 2019. There being no further business Mr. Fox asked for a motion to adjourn and upon a motion being duly made, seconded and unanimously approved, the meeting adjourned at 5:30 p.m.

Secretary

APPROVED:

Chairman of the Board

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