

**Yampa Valley Electric Association, Inc.**  
Regular Meeting of Board of Directors  
Tuesday, June 23, 2020  
2211 Elk River Road  
Steamboat Springs, Colorado

Chairman Tom Fox called the meeting to order at 10:15 a.m.

**1. Call to Order**

Upon calling roll, it was reported that the following were present at the Steamboat Springs office: Director Tom Fox, General Manager Steve Johnson, Board Secretary Larissa Rock. The following Directors were present via video conference: Dean Brosious, Sonja Macys, Scott McGill, Glynda Sheehan, Jean Stetson, Larry Ellgen, Ken Rogers. General Counsel Bryson Fredregill was also present via video conference.

**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 COVID-19 response and business continuity, SBA Paycheck Protection Program; potential property acquisition; potential renewable energy and broadband asset acquisitions; broadband construction update, broadband operations update, Rural Development Opportunity Fund Auction, personnel matters; Association bylaw amendments, and the 2020 Annual Meeting. Directors, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Such executive session convened at approximately 10:15 a.m.

A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session, take a brief recess, and return to open session at approximately 12:00 p.m.

Director Patrick Delaney; Finance Manager, Amy Mahon; Engineering Manager, Benj Hoffner; IT Manager, Kelli Root; Operations Manager, John Cromer; Member Services Manager, Kathy Bertrand; and HR Manager, Randi Owens entered the meeting via video conference.

**3. Approval of Minutes**

The board reviewed the minutes from the May 26, 2020 regular monthly board meeting.

A motion approving the minutes from May 26, 2020, as presented, was made by Mr. Rogers, duly seconded by Ms. Macys, and passed unanimously.

**4. Member-owner Comment**

There were no member-owners present.

**5. Director Comments**

Ms. Sheehan thanked crews for working on a project in the Baggs area.

Mr. Fox noted that the Operation Round Up board of directors held its first virtual board meeting which was a success, adding that the meeting was the first for Mr. Rogers who

agreed to accept the position to represent YVEA on the Operation Round Up board as board chair.

Ms. Macys expressed her appreciation to crews working quietly behind the scenes on a project near Meadow Lane in Steamboat Springs.

## **INFORMATION ITEMS**

### **6. General Manager's Report**

Mr. Johnson noted that the Craig and Steamboat offices are open for walk-in business, noting that employees and members are adhering to current social distancing guidelines.

Mr. Johnson noted that the Member Services team is working with all members on the delinquent list and that the payment relief program has been well received.

With regard to Luminate Broadband construction, Mr. Johnson noted that the Craig ring and lateral construction is 83% complete, Hayden construction is 85% complete, north Routt county is 17% complete, and Steamboat Springs phases one and two are 96% complete. Other areas such as Steamboat II, Heritage, Fairview, and Old Town are all in the engineering phase. Mr. Johnson noted that he is working with staff and the FCC on the ability to bid on census blocks that are available in YVEA territory in the Rural Development Opportunity Fund Auction. Applications to get into the queue for bidding in the auction are available beginning July 1, 2020.

Mr. Johnson noted that as of today, with current guidelines in place, the annual meeting and director elections will be held in Baggs, Wyoming on September 22, 2020.

### **7. Staff Reports**

The Finance, Facilities, and Warehouse Report as prepared by Amy Mahon was reviewed and discussed. Ms. Mahon noted that the Steamboat Springs warehouse should be ready for occupancy around July 1, 2020.

Board members and staff discussed the logistics of the 2020 Annual Meeting and director elections with regard to current COVID-19 safe distancing guidelines. Mr. Delaney noted that his preference is to hold both a virtual and in-person meeting simultaneously. Mr. Johnson noted that if COVID-19 restrictions prevent public gatherings, a contingency plan will consist of a pre-recorded annual meeting and a virtual meeting for acceptance of member comment. Discussion followed regarding the voting process for director elections as well as the voting process for any proposed bylaw amendments. Mr. Fox conducted a straw poll among directors to determine whether to proceed with planning a live broadcast of the meeting or an interactive live broadcast, and the majority of directors were in favor of a live broadcast, but not interactive broadcast, of the meeting, citing, costs, member verification, technical malfunction, and unintended loss of member-owner access to the meeting as the main reasons for not attempting an interactive virtual meeting at this time.

Board members and staff discussed the financial strategy regarding which Association funds are insured or protected. Mr. Johnson noted that FDIC guidelines provide insurance for up to \$250,000.00. Ms. Mahon added that funds above the insured limit can be put in an ISC sweep account.

The Customer Service and Energy Solutions Report as prepared by Kathy Bertrand was reviewed and discussed. Ms. Bertrand noted that the COVID-19 relief fund has been utilized by eight members from Routt county, fifteen members from Moffat county, and one member from Carbon county in Wyoming. Ms. Bertrand noted that she will provide an update next month on EV charging stations usage activity. Mr. Johnson noted that staff is researching the development of a tariff structure for EV charging stations.

The Workforce Report as prepared by Randi Owens was reviewed and discussed. Ms. Owens noted that current market benchmark data has not been impacted by COVID-19, however updated information will be released in September and may provide more insight as to impacts on wages, layoffs, and furloughs. Ms. Owens added that the leadership team has created a childcare team to identify childcare plan opportunities at YVEA.

The Engineering Report as prepared by Benj Hoffner was reviewed and discussed. Board members and staff discussed current projects throughout the territory. Mr. Hoffner noted that the engineering team has been in communication with the planning department at the City of Steamboat Springs to bring the team up to date on the terms of the current franchise agreement.

The Operations, Safety, and Fleet Report as prepared by John Cromer was reviewed and discussed. Board members and staff discussed current projects throughout the territory. Mr. Cromer noted that the month of May had few outages.

The Information Technology Report as prepared by Kelli Root was reviewed and discussed. Ms. Root noted that the IT team is preparing for how to prepare for future work from home situations.

**8. CREA**

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

**9. Western United**

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

**ACTION AND DISCUSSION ITEMS**

**10. Acceptance of the Financial and Statistical Reports for May 2020**

Board members and staff reviewed the unaudited financial and statistical reports from the month of May 2020, for YVEA. The board also reviewed the unaudited financial highlights for Luminate Broadband LLC.

A motion approving the unaudited financial and statistical reports for the month of May 2020, was made by Ms. Stetson, duly seconded by Mr. Brosious, and the motion passed unanimously.

**11. Rates 81 and 82**

There was no discussion or action taken.

**12. 2020 Annual Meeting and 2020 Bylaw Amendments**

Board members and staff discussed the current status of state and county COVID-19 restrictions in both Colorado and Wyoming, with regard to the 2020 Annual Meeting and director elections. Mr. Johnson noted that, with current guidelines in place, the annual meeting and director elections will be held in Baggs, Wyoming on September 22, 2020.

Discussion was held regarding virtual and open meetings with support for proper public comment procedure and member verification. Mr. Johnson noted that staff will ensure the proper technology is in place to facilitate member comments, however if COVID-19 restrictions prevent public gatherings, a contingency plan will consist of a pre-recorded annual meeting, with all director election voting conducted by mail-in ballot only and all proposed bylaw amendments that require a membership vote postponed until 2021.

**13. Infeasible Right of Use for Fiber**

Board members discussed authorizing the general manager to negotiate and execute an Infeasible Right of Use for fiber.

A motion authorizing the general manager to negotiate and execute an Infeasible Right of Use agreement on the terms discussed in executive session, provided that the Infeasible Right of Use is presented to the YVEA board of directors upon execution, was made by Mr. Rogers, duly seconded by Ms. Stetson, and the motion passed with Mr. Delaney abstaining from the vote and Ms. Macys opposed.

**14. Property Transactions**

There were no transactions.

**COMMITTEE REPORTS**

**15. Policy Committee**

There was no report.

**16. Finance Committee**

There was no report.

**OTHER ITEMS**

**17. Upcoming Meetings**

There was no discussion.

**18. Unfinished Business**

Board members and staff discussed the logistics of holding a virtual annual meeting via video conference and closed-circuit broadcast.

Mr. Johnson updated the board on the Tesla purchased by YVEA as an addition to its fleet of pool vehicles. Mr. Johnson noted that a user manual and policy are being developed to ensure that operators will understand how to appropriately operate the vehicle.

Ms. Bertrand updated the board on the Coop Connections Card program that is available to all YVEA members. Ms. Bertrand noted that the Energy Solutions Team is developing a communications plan to inform and attract members and businesses to the program.

**19. New Business**

Board members and Mr. Johnson agreed that the July regular monthly board meeting will be held in the Steamboat Springs office, if state and county COVID-19 gathering restrictions allow. Members will have access to the meeting via conference call, and any board members or staff who would prefer to attend remotely will have the ability to attend via video conference.

**20. Executive Session**

There was no additional executive session.

**21. Adjournment**

A motion to adjourn this meeting of the directors of Yampa Valley Electric Association, Inc., was made, duly seconded, and passed unanimously. Chairman Tom Fox then declared this regular meeting adjourned at 2:00 p.m.

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Chairman of the Board

Dated: July 28, 2020

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Secretary of the Board

Dated: July 28, 2020

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